

Road to Rise

Integrated Annual
Report **2022-23**

About this report

At Mahindra Logistics Limited (MLL), we are committed to reporting on the financial and non-financial performance of the Company as per the regulatory requirements applicable under the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Integrated Annual Report is prepared in accordance to the Integrated Reporting <IR> Framework by IIRC. It presents a holistic and in-depth view of our business performance through our management of our capitals, as well as our efforts at shared value creation through our corporate governance, strategy and risk management, stakeholder engagement, and focus on sustainability.

SCOPE AND BOUNDARY

This Integrated Annual Report for 2022-23 provides information regarding our financial and non-financial performance during the period from 1 April 2022 to 31 March 2023. It lends an understanding of the outcomes and impact created by our efforts to create stakeholder value over the short, medium and long term. Our financial data is presented on a consolidated basis, which includes our subsidiaries. We have provided data related to other group businesses and companies, wherever required, duly marked as such.

FRAMEWORKS

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

APPROACH TO MATERIALITY

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

APPROACH TO STAKEHOLDER ENGAGEMENT

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

PRECAUTIONARY PRINCIPLE

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

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Road to Rise

Mahindra Logistics embodies the philosophy of 'Road to RISE,' expanding horizons globally, enabling scalable growth for businesses of all sizes, and empowering individuals to create their blueprint for success

19+ MN SQ. FT.
WAREHOUSING FOOTPRINT

650+
CLIENT & OPERATING SITES

15,000+
TRUCKS DEPLOYED MONTHLY

70 MN
PACKAGES HANDLED

1,500+
EV CARGO & PV FLEET

50+
ACTIVE GLOBAL TRADE LANE

200 TRADE LANES
GLOBAL CROSS BORDER REACH

100+
GLOBAL FREIGHT FORWARDING
NETWORK PARTNERS

6 MN+
MOBILITY PASSENGERS ANNUALLY

**BEST-IN-CLASS
TECH-STACK &
PROCESS CAPABILITIES**

We are India's leading integrated Supply Chain and Mobility Solutions provider. We endeavour to ignite the success of India's the logistics landscape with our diverse solutions and dedication to ESG commitments to achieve sustainable growth.

Our technology led integrated solutions backed by a strong focus on digitisation, process innovation and sustainability, enable us to advance rapidly on a terrain of strong stakeholder trust, emboldened by the progress and ambition of a Bharat transforming itself to a more sustainable future.

**AS THE COUNTRY'S
PREFERRED LOGISTICS
PARTNER, WE ARE
ON OUR
Road
to RISE.**

Message from our Chairman



We envision a future, where we help a resurgent Indian economy take its rightful place in the world economy. By enabling the creation of a robust logistics ecosystem and providing integrated solutions, we will help enterprises Make in India, by helping them Move in India. We are on a journey to create an institution which will Rise by being future ready, generate long term value creation and create a more equal world.



The resilience of India is reflected in the unwavering spirit of its people, the diversity of its culture, and the innovative solutions it generates.

Over the past few years, your Company has been driven by a vision to create integrated, customised logistics and mobility solutions through technology, people and process capabilities. This customer led approach will help us Rise to our aspiration of reaching our goal of ₹ 10,000 Crores of revenue and class leading financial returns. During 2022-23, we took several steps to accelerate this journey in a period of uncertainty and opportunity.

The Post-Pandemic World

The post-pandemic era has witnessed the emergence of new economic and geo-political dynamics. The world has undergone significant transformations and adaptations in response to the challenges brought about by the pandemic. We have seen greater focus, resilience, innovation and greater emphasis on areas such as healthcare, digitalisation, sustainability, and social well-being. During the past year, we witnessed continuing shifts in the global economy. Even as world economy gained a sense of normalcy, new challenges emerged, including a slowdown in the economies of the United States and Europe. Factors such as political tensions, trade disputes, regional conflicts, and shifting alliances contributed to economic uncertainty through the year.

In this backdrop, the Indian economy has witnessed a remarkable emergence. Despite the challenging times across the world, our nation has demonstrated resilience and adaptability, propelling itself towards a path of recovery and growth. The resilience of India is reflected in the unwavering spirit of its people, the diversity of its culture, and the innovative solutions it generates. As the country continues to evolve and grow, its resilience remains a driving force that propels it forward.

Through the year, the easing of supply chain constraints helped drive recovery in many sectors, especially in automotive and discrete manufacturing. The automotive sector is experiencing improved availability of crucial components and materials. This has enabled manufacturers to ramp up production, meet consumer demand, and reduce delivery lead times. With a smoother and more efficient supply chain, the auto industry is witnessing increased productivity, greater operational stability, and a positive impact on the overall growth and performance of the sector.

The government has recognised the significance of infrastructure development for economic growth, job creation, and improving the quality of life for its citizens. Substantial investments have been made in sectors such as transportation, energy, telecommunications, and urban development, among others. There has been a significant shift in areas of climate change and decarbonisation with significant public sector and government investments in this area, a trend which is likely to continue and accelerate.

While these trends impacted us positively, we have also witnessed softening in consumption across some several end markets. Consumers have become more mindful of their purchases, focusing on essential needs, prioritising savings and have started shifting their buying patterns from online to offline channels as well. This adjustment in consumption patterns reflects the changing economic landscape and the need for individuals and households to adapt to the new normal. Some sectors such as E-commerce were also impacted by the retreat of Covid19.

Logistics - Driving the New India

2022-23 saw the introduction of several landmark reforms in the logistics sector. The launch of the National Logistics Policy (NLP) in September 2022 marks a significant milestone in the development of the logistics sector. The policy is expected to provide a comprehensive framework and strategic direction to unlock the potential of the logistics industry in the country. The NLP represents an integrated and collaborative framework, which will drive our nation towards a long term goal of reduction in logistics costs to 8% of GDP. Combined with the introduction of decarbonisation programs, we firmly believe this is an achievable target.

The launch of the Universal Logistics Interface Platform (ULIP) and the Open Network for Digital Commerce (ONDC) represents a significant development in the digital infrastructure of the logistics sector. These initiatives are set to bring about a transformative change in how logistics operations are conducted and managed, leading to greater efficiency, transparency, and competitiveness in the industry. Under the Gati Shakti initiative, there has been a continued focus on the growth and development of integrated infrastructure for the logistics sector. By streamlining processes, improving infrastructure, and promoting efficiency, logistics costs are likely to decrease, making the movement of goods more affordable and competitive. The reforms in the logistics sector in India have the potential to drive down costs, foster the growth of formalised players, and support the achievement of the \$5 trillion GDP vision.

Staying the Course

I am pleased to share that we have continued to stay the course on the strategy we had launched a few years ago and continue to make progress.

Our 3PL Business continues to drive a focus on integrated solutions and technology lead value creation. During the year we continued to expand our warehousing network and solutions, comprising over 20% of our annual 3PL revenues. We launched several new logistics for spares, fulfilment and expanded offerings for end markets such as the telecom.

The year was a challenging year for Cross Border Logistics business. After 18 months of significant price increases, the last year saw a sharp correction in prices of most lanes for air & sea movement. Resultantly, we too saw a sharp reduction in our sales revenues. However, we managed to partially offset the impact of these price reductions through volume growth, as we expanded our coverage to over 55 large global trade lanes. In a move to further drive growth and expand its service offerings, we have launched air charter services based in the United Arab Emirates (UAE). Our long term growth rate over the past 3-4 years remains positive and we are excited by the segment's long term potential.

Our Last-Mile Delivery business has experienced strong organic growth, with a year-on-year growth of 16%. Despite challenges faced in the market, we have focused on improving profitability in last-mile business through effective cost management, process optimisation, and operational efficiency. We have also witnessed the continued expansion of EDEL (Electric Last Mile

Delivery) services. As India's largest player in this space, Mahindra Logistics operates over 1,300 electric vehicles (EVs), and 70 charging stations, across 19 cities with integrated tech stack for last mile delivery operations.

The B2B Express segment has been growing significantly and is an area of strategic focus for us. In 2022-23 our B2B Express demonstrated consistent growth and network expansion, which was further strengthened by strategic acquisitions in late Q3 2022-23.

Accelerating our Growth

Our commitment to accelerating growth and driving scale led us to successfully complete three acquisitions/strategic investments in 2022-23. These acquisitions align with our strategic objectives of growing in B2B Express, Mobility and LMD and further enhance our capabilities in key areas. Our acquisition of Meru (Mobility) and Rivigo (B2B Express) and investment in ZipZap (Last Mile Delivery) have significant long term value creation opportunity and further expand our basket of services. These acquisitions bring additional capabilities, expertise, and market presence to Mahindra Logistics, enabling it to expand its service offerings and cater to a wider customer base. The integration of these acquisitions is progressing as planned, with the aim of achieving profitability.

Financial Performance

During 2022-23 our standalone revenues grew by 23% from ₹ 3,631 Crores to ₹ 4,459 Crores. The Company has actively focused on cost optimisation and margin improvement. Profit After Tax (PAT) grew by 164% from ₹ 24 Crores to ₹ 65 Crores. Consolidated revenues grew by 24% from ₹ 4,141 Crores to ₹ 5,128 Crores. Profit After Tax (PAT) on consolidated basis grew from ₹ 15 Crores to ₹ 25 Crores. As we scale up the new acquisitions, we remain confident that we will be able to grow revenue and earnings, through cost optimisation, synergy and by providing a greater portfolio of integrated logistics to our customers.

Technology and Automation

LogiOne, an integrated digital platform developed by your Company, aims to streamline and optimise various aspects of logistics operations. It leverages

advanced technologies such as artificial intelligence, machine learning, data analytics, and cloud computing to enhance efficiency, visibility, and control across the supply chain. Through LogiOne, businesses can benefit from end-to-end visibility and real-time tracking of shipments, inventory management, warehouse operations, transportation planning, and more. LogiOne comprises of several stacks and we have already launched LogiFreight (Transport Management), LogiPick (Warehouse Management), LogiOpt (Optimisation tools) and others are in process of release.

Your Company continues to operate the premier start-up incubator for logistics sector and mobility, Catapult. The 3rd edition of our program, this year, attracted an impressive pool of 167 start-ups from the Supply Chain & Mobility sector. These selected cohort have now embarked on an exciting journey, collaborating closely with us on real-world use cases. Together, we are working towards developing cutting-edge solutions that are tailored to meet the demands of the market.

Drive to Net Zero

Our vision is to become net zero by 2039-40. We fully realise that we must act today, to drive this change-championing green logistics and taking proactive steps to reduce our carbon footprint. To achieve this, we have initiated several impactful measures and joined the Science Based Targets Initiatives (SBTI) to establish clear metrics and goals.

One of the key initiatives we are undertaking for decarbonisation is the deployment of a large fleet of eDEL electric vehicles (EVs). By transitioning to EVs, we aim to significantly reduce emissions and contribute to a cleaner and greener transportation ecosystem. As part of this effort, we are investing in supporting infrastructure such as charging stations, parking lots, and battery-swapping stations. We are also focused on training our workforce in EV operations, implementing efficient route planning, and leveraging technology to optimise EV utilisation. Our EV cargo & PV fleet has now completed over 25 Mn green kilometres and delivered over 8 Mn packages.

In addition to our EV initiatives, we are actively investing in making our warehousing facilities energy efficient and sustainable. Our goal is to obtain IGBC platinum and LEED certification for all our multi-client large format warehouses. Currently, over 4 Mn SFT of our warehouses are energy-positive, owing to the utilisation of solar power. By adopting renewable energy

sources and implementing energy-saving measures, we aim to minimise our environmental impact while maintaining operational efficiency. These programs are accompanied by a focus on circularity and energy conservation practices.

Road Ahead

Your Company will maintain its strategic focus on driving scale and delivering a compelling value proposition to our customers. We remain committed to cost management, continuous improvement, innovation, and customer-centricity as we navigate the dynamic and evolving landscape of the logistics industry.

Our greatest assets are our people. We will continue to invest in several areas to enable this. Some key aspects of our approach are Empowering Women, Skill Development, Community empowerment and welfare. I am pleased to share that your Company was Great Place to Work™ certified for a second year in a row.

We are committed to driving future-ready, value-accretive businesses that contribute to creating a more equal world.

I would also like to express my sincere appreciation for Mr. Ajay Mehta and Mr. Amit Sinha, who have stepped down from the Board. Their invaluable contributions and dedicated service have greatly benefited our organisation, and we extend our gratitude for their exceptional guidance. My appreciation also extends to our other directors of the board, for their support and engagement through the past year.

In Homage

As I bring this message to a close, I would like to pay a heartfelt tribute to Mr. Keshub Mahindra. The loss we have suffered with his passing cannot be measured. But we continue to draw inspiration from his remarkable example and take pride in the illustrious leadership that continues to guide the Mahindra Group.

Thank you for your continued support of our Company. I remain confident that we will collectively continue to rise.

Anish Shah

Chairman, Mahindra Logistics Limited

CORPORATE IDENTITY

Igniting Success ▶▶

In a way, that is what we essentially do.

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

But that is where we make things look simple.

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



OUR LEGACY

We are part of the Mahindra Group, which has presence in 100+ countries across 20 key industries, with a skilled workforce of 2,60,000 people.

Bound by the Group's philosophy, **'Together we Rise'**, the Group's values inspire us, its vision invigorates us, and its commitment to sustainability drives us to grow and operate in an environmentally and socially responsible manner.





OUR PURPOSE

ACCELERATING
COMMERCE
EMPOWERING
COMMUNITIES TO
RISE



OUR VISION

RISE TO BE A
₹ 10,000 Crores
LOGISTICS
SERVICE PROVIDER
BY 2025-26,

delivering exceptional
customer experience
through differentiated,
technology-enabled
solutions.

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



Guiding our path to RISE



Dr. Anish Shah

Chairman & Non-Executive Director



Age : 53 years

Date of Appointment : 2 April 2021

Tenure : 2 years

Qualification :

- Ph.D in Corporate Governance from Carnegie Mellon's Tepper School of Business
- Master's degree from Carnegie Mellon
- Postgraduate diploma in Management from the IIM, Ahmedabad

Profile :

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



Mr. Rampraveen Swaminathan

Managing Director & CEO



Age : 48 years

Date of Appointment : 4 February 2020

Tenure : 3.2 years

Qualification :

- Alumnus of the Harvard Business School- Executive Strategy Program
- MBA degree in Finance and Strategy from TA Pai Management Institute, India
- Bachelors' degree in Commerce from the University of Bangalore

Profile :

Mr. Rampraveen Swaminathan has over 25 years of global business leadership experience, leading businesses in automotive, energy, manufacturing & paper sectors. Mr. Rampraveen Swaminathan joined the Company in July 2019 and serves as Managing Director & CEO. Prior to this, he has served with the Tata Group, Cummins Inc, International Paper Co. and Schneider Electric where he led strategic & operational transformations across multiple global geographies. He also serves as an independent director at Dodla Dairy Limited, and is a member of SVP India and the WWF Advisory Board.



Mr. Naveen Raju

Non-Executive Director



Age : 49 Years

Date of Appointment : 3 September 2020

Tenure : 2.7 years

Qualification :

- Graduate from National Law School, Bangalore

Profile :

Mr. Naveen Raju is General Counsel and Executive Vice President at M&M and a member of the Group Executive Board. He leads the in-house legal team at M&M and provides assurance on legal and regulatory compliance across the Group's global businesses and operations. He has been instrumental in creating core internal competencies, integrating the legal function with group businesses and promoting greater adoption of technology.

He has over two decades of experience working with leading Indian private sector companies including ACC, Crompton Greaves and Reliance Industries Limited.

- Nomination and Remuneration Committee
- Audit Committee

- Risk Management Committee
- Stakeholders' Relationship Committee

- Corporate Social Responsibility Committee
- Investment Committee

- Chairperson
- Member



Ms. Malvika Sinha

Independent Director



Age : 63 Years

Date of Appointment : 30 July 2020

Tenure : 2.8 years

Qualification :

- Master's degree in Public Administration from the Woodrow Wilson School of Public and International Affairs, Princeton University, USA
- Master's degree in Arts from Elphinstone College, Mumbai University
- Certified Associate of the Indian Institute of Banking

Profile :

Ms. Malvika Sinha has served the Reserve Bank of India ("RBI") for 38 years, retiring as Executive Director in February 2020. As Executive Director at RBI, she was in charge of the Human Resource Development, Foreign Exchange Department, Internal Debt Management Department, and Deposit Insurance and Credit Guarantee Department and had the executive responsibility for the operations of these departments and overseeing policy formulation in these areas. At RBI she was also responsible for recruiting, postings, promotions, training, industrial relations, and policies for around 15,000 employees.



Mr. Darius Pandole

Independent Director



Age : 56 Years

Date of Appointment : 25 July 2017

Tenure : 5.8 years

Qualification :

- Master's degree in Business Management from the University of Chicago
- Bachelor's degree in Economics from Harvard University

Profile :

Mr. Darius Pandole is the Managing Director & CEO of the Private Equity Fund Management business of JM Financial Limited.

Mr. Darius Pandole brings with him around 28 years of private equity investing experience in India. He has previously worked with New Silk Route Advisors Private Limited where he worked as a Partner / Executive Director. His prior stints have been with IDFC Private Equity, IndAsia Fund Advisors, Indocean Venture Advisors and Duke's Limited.



Mr. Ranu Vohra

Independent Director



Age : 51 Years

Date of Appointment : 25 July 2017

Tenure : 5.8 years

Qualification:

- Master's degree in Business Management from the Faculty of Management Studies, University of Delhi
- Bachelor's degree in Technology (Mechanical Engineering) from the Indian Institute of Technology, Delhi

Profile :

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.



Ms. Avani Davda
Independent Director



Age : 44 Years

Date of Appointment: 6 June 2018

Tenure: 4.10 years

Qualification:

- Master's degree in Management Studies from NMIMS Mumbai (Gold Medalist)
- Bachelor's degree in Commerce with Honours (Advertising & Media) from H.R. College, Mumbai University

Profile:

Ms. Avani Davda is an eminent Business leader with extensive experience of over 20 years in operating and leadership roles across industries. She has successfully demonstrated skill in creating premium brand experience in the consumer, retail and hospitality space.

Ms. Avani Davda is a strategic advisor at Bain Advisory Network. Prior to joining Bain, she has played multiple leadership roles in various industry segments. Her professional career took off when she started her career with Tata Group and was CEO of Tata Starbucks Private Limited. Ms. Avani Davda was the Managing Director and CEO at Godrej Nature's Basket from May 2016 to November 2019 where she led the transformation and turnaround of the business with a focus on delivering store level profitability culminating in the Strategic Sale of the Business.



Mr. Dhananjay Mungale
Independent Director



Age: 69 Years

Date of Appointment: 29 July 2021

Tenure: 1.9 years

Qualification:

- Qualified Chartered Accountant and member of the Institute of Chartered Accountants of India
- Bachelor's degree in Commerce and Law from Mumbai University

Profile:

Mr. Dhananjay Mungale is a seasoned banker and finance professional with extensive global experience of investment banking, corporate banking and private banking across Europe and India. Over 25 years he served at leadership positions in Europe and India at Bank of America and DSP Merrill Lynch. Since 1999 Dhananjay serves on the Boards of eminent companies in India as an independent director. He also serves on Advisory Boards of select private equity organisations and investment committees of family office in India and London. He also regularly mentors young talent in the Fintech start-up sector, across India and abroad.



Mr. Ameet Hariani
Independent Director



Age: 61 Years

Date of Appointment: 1 May 2022

Tenure: 11 months

Qualification:

- Master's in Law degree from the University of Mumbai
- Bachelor of Law degree from Government Law College, Mumbai
- Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales

Profile:

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

Mr. Ameet Hariani was a partner at Ambubhai and Diwanji, Mumbai and Andersen Legal India, Mumbai and Managing Partner of Hariani & Co. Mr. Hariani is a speaker at many events; he also writes frequently.



Mr. Amit Kumar Sinha

Non-Executive Director

Age: 49 Years

Date of Appointment: 29 April 2021

Date of cessation: 24 March 2023

Qualification:

- Dual MBA from The Wharton School, University of Pennsylvania, specialising in Finance and Strategy
- Bachelor of Engineering (Electrical and Electronics) from the Birla Institute of Technology, Ranchi

Profile:

Mr. Amit Kumar Sinha is the Managing Director & CEO of Mahindra Lifespaces. Prior to this he was President - Group Strategy at Mahindra & Mahindra Limited, where he led several high-impact projects covering growth, transformation, and capital allocation across Group companies.

With over 20 years of experience, Mr. Amit Sinha has 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 resigned from the Board of your Company with effect from 24 March 2023, in view of his transition to a new role within the Mahindra Group.



Mr. Ajay Mehta

Independent Director



Age: 62 Years

Date of Appointment: 27 March 2015

Date of cessation: 26 March 2023

Qualification:

- Qualified Chartered Accountant and fellow member of the Institute of Chartered Accountants of India
- Bachelor's degree in Law from Government Law College, University of Mumbai
- Bachelor's degree in Commerce from the University of Mumbai

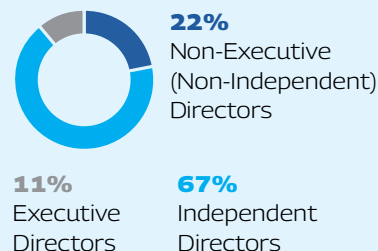
Profile

Mr. Ajay Mehta has over 34 years of experience and practice in the fields of taxation, auditing, accounting, and finance. He is a partner in Rajendra Shah and Associates, Chartered Accountants, which provides consultancy services to the Government of Maharashtra for its information technology company - Maharashtra Information Technology Corporation Limited. He has audited several nationalised banks and companies, and also provides services to various non-governmental organisations. Mr. Ajay Mehta is also the proprietor of Ajay Mehta & Company, Chartered Accountants.

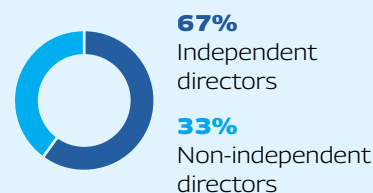
Mr. Ajay Mehta ceased to be an Independent Director of the Company from 27 March 2023, upon completion of his second term of office.

BOARD COMPOSITION

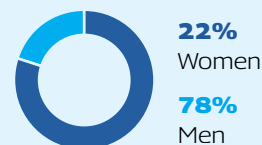
9 DIRECTORS
As on 31 March 2023



INDEPENDENCE



GENDER DIVERSITY



- Nomination and Remuneration Committee
- Audit Committee
- Risk Management Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Investment Committee

👑 Chairperson

👤 Member

OUR LEADERSHIP TEAM

Steering with experience

Standing Left to Right

Mr. Ankur Singhai

Vice President,
E-commerce & Last Mile
Delivery Business

Mr. Rajesh Shetty

Vice President,
Operations Excellence

Mr. Kishore Fiske

Vice President,
Transportation &
Procurement

Mr. Vishal Barnabas

Vice President,
Consumer & Manufacturing
Business

**Mr. Sreenivas
Pamidimukkala**

Chief Information Officer

Ms. Ruchie Khanna

Company Secretary &
Compliance Officer

**Mr. Kannan
Chakravarthy**

Head, Mobility business

Sitting Left to Right

Standing Left to Right

Mr. Rampraveen Swaminathan

Managing Director & Chief Executive Officer

Mr. Prasanna Pahade

Vice President, Auto & Farm Business

Mr. Edwin Lobo

Vice President, Human Resource, Administration and CSR

Mr. Sreeram Venkateswaran

Chief Executive Officer, MLL Express Services Private Limited

**Ms. Mansi Nagri**

Head, Marketing & Communications

Mr. Saurav Chakraborty


Chief Executive Officer, Lords Freight India Private Limited

Sitting Left to Right

A full-page photograph of a rock climber in a blue shirt, black shorts, and a red backpack, ascending a dark, craggy rock face. The climber is positioned on the right side of the frame, reaching up. A thick, grey steel cable runs vertically down the left side of the rock face, secured with metal bolts and carabiners. Two red diagonal lines are overlaid on the image: one on the left side and one on the right side, both pointing towards the center.

OUR BUSINESS

Reaching out across the landscape



Our tech-integrated and automated operations not only provide complete visibility but also empower our customers with enhanced control and efficiency. Through our advanced data analytics capabilities, we enable our clients to make more informed and effective decisions that drive their success.



Air and ocean freight forwarding

MLL Global Logistics

Cross border supply chain solutions for imports and exports originating out of United Kingdom

V- Link Freight

End to End air cargo chartering service based out of Dubai with a global network connecting all major consumer markets across the globe



Finished vehicle logistics

CROSS-BORDER
LOGISTICS

CONTRACT
LOGISTICS

mahindra
LOGISTICS

RIVIGO

— BY —
mahindra LOGISTICS

Tech first, zero defect
express network



eDeL
— BY —
mahindra LOGISTICS

Last mile electric cargo delivery
ecosystem

WHI↔ARD

Tech enabled automated intra-city
fulfilment & distribution network
for last mile delivery

alyte

Technology-enabled
enterprise mobility
solutions



Ride-hailing services with
well-maintained fleet and
professionally trained
driver- partners

B2B
EXPRESS

LAST MILE
DELIVERY

MOBILITY

**Integrated Supply
Chain and Mobility
Solutions**

Expanding portfolio to meet diverse needs

During 2022-23, we continued to build synergies across our business verticals and offerings. With a view to improve internal collaboration and management, we have strategically re-imagined our businesses, keeping their core functions, internal structure and operations intact.

OUR DIVERSIFIED PORTFOLIO

The growth of our product portfolio is driven by our customer-first approach. This enables us to closely study and cater their needs efficiently. Thereby, ensuring optimum customer satisfaction and in turn, earning long-term faith and success.

Additionally, the Company leverages the advantages of capacity, scale, technology and client relationships to drive growth and create significant value.

KEY BUSINESS SEGMENTS

We operates in 5 distinct business segments that collectively leverage and share infrastructure including Information Technology, Project management, Solution design, Warehousing assets and others.



Contract Logistics

- Integrated Warehousing & Distribution
- Transport Desk Management
- Multi-modal Transportation
- Fulfilment Solutions
- Sort Centre Management
- Distribution Solutions
- Warehousing Solutions
- In-Plant Logistics



B2B Express Solutions

- Air Movement
- Surface Movement
- Critical Parts Logistics



Last Mile Delivery

- Micro Fulfilment
- Sub Same-Day Delivery
- Sustainable Delivery



Cross-border Solutions

- Air Movement
- Ocean Freight
- Charter Services
- Project (ODC) Cargo
- LCL Services



Mobility Solutions

- Airport Services
- Enterprise Transport
- Outstation Rentals
- Electric Fleet

Accelerating the future of integrated logistics

Over the years, we have continued to be guided by our customers' expectations and expanded our operations across diverse verticals, towards becoming an integrated supply chain and mobility solutions provider. We continuously reimagine every aspect of our business, as we strive to serve our customers better. We are devoted to providing innovative and cost-efficient solutions to improve transparency and visibility for our clients and make the journey from inbound to manufacturing to end customer more efficient and reliable.

1. CONTRACT LOGISTICS

We provide tailor-made logistics solutions and services that cover everything from transportation and distribution to warehousing, in-factory logistics, and value-added services. Our use of advanced technology helps enhance the efficiency and reliability of the entire journey, resulting in shorter delivery times and higher customer satisfaction.

14%

INCREASE IN REVENUE

150 bps

GROSS MARGIN IMPROVEMENT

WAREHOUSING SOLUTIONS

We offer warehousing services encompassing inventory control, storage management, and value-added services. Our clients can choose among built-to-suit, dedicated, and multi-user facilities which features advanced mechanisation & automation for optimal safety and maximum efficiency.

19+ Mn sq. ft.

WAREHOUSING SPACE PAN-INDIA

4.3 Mn

GRADE A, NET-ZERO MULTI CLIENT WAREHOUSES

500+

OPERATING LOCATIONS



END TO END TRANSPORTATION SOLUTIONS



Equipped with an extensive fleet we provide a comprehensive range of transportation solutions across the country. These cover in-bound and outbound solutions, primary and secondary distribution, network-based distribution, and last-mile delivery. We offer our clients the benefit of data-driven SCM through a range of tech-backed tools and platforms that collect shipment data in real time, consolidate and analyse it for superior tracking and reliability.

15,000+

VEHICLES DEPLOYED EACH MONTH

1,500+

ACTIVE LONG STANDING BUSINESS ASSOCIATES

16,000+

PIN-CODES COVERED

STORES AND LINE FEEDING

We help our clients setup and operate internal logistics within factories, which are aligned to their production schedules and supported by cutting-edge technology. Our comprehensive Stores and Line Feeding (SLF) process encompasses various services such as kit creation, trolley loading, high-value parts management, receipt and physical verification of materials, as well as Just in Time (JIT) and Just in Sequence (JIS) operations. These operations are complemented by several value-added services to suit client's business needs.

40+

MANUFACTURING LOCATIONS



AUTO OUTBOUND (AOB)

It provides finished vehicle logistics and transportation services to original equipment manufacturers by carrying finished automobiles from the manufacturing/ assembly locations to stockyards or directly to the distributors.

50+

STOCKYARD UNDER MANAGEMENT



2. CROSS BORDER SOLUTIONS

₹ 368 CRORES
REVENUES EARNED

- World-class capabilities in providing end-to-end cross-border services, including freight movement through ocean and air, custom clearance, transportation to transit warehouses and mother warehouses
- Project cargo services and air charters
- Global network of agents in China, South Korea, Southeast Asia and Western Europe

50+
FREIGHT FORWARDING LANES GLOBALLY

100+
GLOBAL NETWORK

13,000+ TEUs
OCEAN FREIGHT VOLUME

4,900+
TONS AIR FREIGHT VOLUME



3. B2B EXPRESS

2.5x GROWTH IN REVENUE
WITH RIVIGO ACQUISITION



- Multimodal distribution through surface & air
- Priority delivery services like BDT/VOR
- Day definite, door-to-door delivery of shipments through surface
- Time sensitive and critical door-to-door delivery of shipments through air across India
- Transshipment facilities at strategic locations

19,000+
PIN CODES COVERED

30,000+ TONS
AVERAGE VOLUME

300+
TRANSHIPMENT HUBS & DISTRIBUTION CENTRES

1,100+
LINE HAUL AND MID MILE TRUCKS

4. LAST MILE DELIVERY

13%

GROWTH IN REVENUE

EDel Last Mile EV Cargo Fleet

EV ecosystem comprising of EDeL electric vehicles (3W and 4W), bikes and charging infrastructure to support clean and green last mile delivery.

1,300+

ELECTRIC VEHICLES

18.5+ Mn

GREEN KMS COVERED

1,100+

PIN CODES SERVED

2,500+

TONNES OF CO₂ EMISSIONS REDUCED

Intra-city Fulfilment

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

3,000+

PIN CODES COVERED

400+

TIER II, III & IV TOWNS

125+

MICRO DISTRIBUTION CENTRES

60 Mn

PACKAGES ANNUALLY



Helping a global fashion major successfully ride the winter sales demand in record time



During 2022-23, our freight forwarding brand Lords helped a prominent player in the fashion industry to meet their crucial winter sales demand in record time.



Background: The fashion brand needed 160 tonnes of essential fabric and raw materials transported from the UK and Malaysia to their manufacturing unit in Delhi, in order to meet the high demand during the winter sales season in their target markets.



Challenges faced: Key challenges were the paucity of time, the compliances needed across different locations and the need to protect the materials from damage or loss.



Our solution: Lords, our freight forwarding arm with its expertise in freight forwarding and extensive global network, transported 100 tonnes of cargo by air from the UK in just 5 days and 60 tonnes from Malaysia in just 4 days while diligently complying with all regulatory requirements.



Impact: Today, we regularly transport an average of 100 tons of fabrics and raw materials each month from China, demonstrating our commitment to delivering reliable and high-quality transportation services, and positioning us as a trusted partner in the global supply chain.



5. MOBILITY SOLUTIONS

We offer comprehensive Mobility Solutions for individuals and enterprises across major cities in India. Our primary focus is on providing safe and cost-effective transportation solutions while ensuring a delightful experience for our customers.

76%
GROWTH IN REVENUE

15,000+
TRIPS PER DAY





ENTERPRISE MOBILITY

State-of-the-art technology enabled mobility services for corporates (B2B)



200+

OPERATING LOCATIONS

350+

BUSINESS PARTNERS

50,000+

PEOPLE EXPERIENCE OUR SERVICES EVERYDAY

5,500

VEHICLES



PEOPLE MOBILITY

Direct to customer mobility services which includes airport services and kerbside pickup as well as outstation travel offerings

3,500+

OPERATIONAL CABS

5

MAJOR AIRPORTS
LICENCED CAB OPERATOR

24+

OPERATIONAL CITIES

7,000+

OUTSTATION DESTINATIONS COVERED



MLL helps pharma players unlock distribution efficiencies at scale, reducing costs



Unlocking ₹ 150 Crores of working capital

Distribution efficiency is a key driver of business growth and success as it leads to conserving financial and human capital, which can be put to more productive use. We have enabled two of India's leading manufacturers of pharmaceutical products realise this with its advanced technology and robust network capabilities.



Supply chain background:

- This pharma major operates six manufacturing facilities, each specialising in different kinds of products
- These products are aggregated at five large warehouses located in various parts of the country
- Pan-India distribution network of 30 self-owned depots and 300 distributors



Challenges faced:

- The Company has a complex network of logistics partners to supply material from its factories to its warehouses and depots through a combination of full and part truck load movements
- Compelled to operate with 70 days' inventory worth ₹ 150 Crores which comprised its working capital, locked up as safety stocks in warehouses



Our solution:

We started with reimagining the distribution and supply chain model.

- Ensured all full truckload (FTL) line-haul movements between factory-warehouse-depots were delivered within three days anywhere in the country, thus optimising capacities as well as operations
- Enabled secondary movement between warehouse-depo-distributor through a combination of full and part truckloads
- Provided complete visibility with the help of our tech stack and have full control over the movement of its products
- Direct deliveries from the warehouse to distributors through part load movements



Impact:

- Within time, we brought down its inventory days from 70 to 30
- Unlocked ₹ 150 Crores in working capital
- Reduced number of depots by 33%
- Reduced its damages from as high as 5% to near zero
- Maintained 98% adherence to stock availability

₹150 CRORES
WORKING CAPITAL UNLOCKED

50%
REDUCTION IN INVENTORY DAYS

33%
REDUCTION IN NUMBER OF DEPOTS

Near Zero Damages
FROM 5% EARLIER

98%
ADHERENCE TO STOCK AVAILABILITY

BEFORE

AFTER

Multiple, localised logistics partners

Partner reach

Single partner with national footprint

70 days

Inventory holding time

30 days

30 depots

No. of short-haul depot

20 depots

High risk of stock out

Availability

98% adherence to stock availability

As high as 5%

Damages & defects

Near zero damages

Improved on-time delivery rates while reducing costs

Supply chain background challenge:

This Indian pharma giant has its pan-India operations spread across 20+ locations.

- Monthly throughput of 800 orders
- 2,50,000 cartons in transit at any given time

Challenges faced: Inefficiencies in the transportation process had led to a high spend on transportation costs, affecting the Company's bottom line.

Our solution: After a detailed study of their logistics operations, we made the following improvements within their system:

- **Introduction of transport desk management system:** Through effective demand planning, this system increased the utilisation of Full Truckload (FTL) movements, reducing the need for costly air shipments

- **Temperature-controlled warehousing facilities:** MLL provided the Company with access to 27,000 sq. ft. of temperature-controlled warehousing facilities. These facilities ensured the safe storage and transportation of pharmaceutical products 24x365
- **Cost efficiency measures:** MLL implemented contract management, benchmarking, and clean sheet analysis to help reduce costs

Impact

As a result of the combined effect of all these measures, the Company's freight costs were down by 13% and detentions by 10%, minimising delays and improving overall productivity. We also helped them achieve a remarkable 21% increase in on-time delivery rates. This has helped to further strengthen our client's reputation for reliability and customer satisfaction.

13%
REDUCTION IN
FREIGHT COSTS

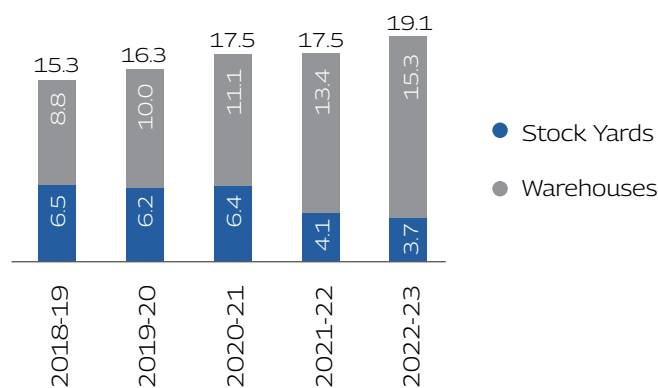
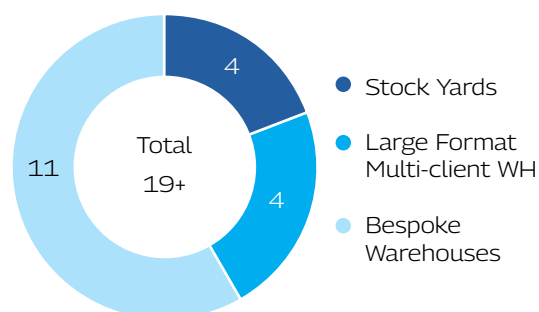
10%
REDUCTION IN
DETENTION

21%
INCREASE IN ON-TIME
DELIVERY RATES

Expanding network of large format multi-client warehouses

In recent years, warehouses have evolved from mere storage spaces to value-added facilities, revolutionising packaging, inventory management, and product extraction. Recognising this opportunity, we have embarked on an ambitious journey, establishing large format multi-user Built-to-Suit (BTS) warehouses with world-class infrastructure and operations across the country.

SPACE UNDER MANAGEMENT (Mn Sq. Ft.)



A region wise breakdown of large format multi-client warehousing network

Zone	Location	No. of WH
North	Luhari	3
South	Pune	2
South	Hyderabad	2
South	Zaheerabad	1
West	Chennai	1
West	Nashik	1
West	Bhiwandi	2
Total		12

We have 2 Mn sq. ft. of multi-client warehouses currently under construction and are well on track to achieve our projected target of 6 Mn sq. ft. of A-grade warehousing by 2023-24.

We are expanding our pan-India network of multi-client warehouses, encompassing over 4 Mn sq. ft., Grade A state-of-the-art facilities in strategic locations.

Under Construction

Zone	Location	Mn. Sq. Ft.
East	Kolkata	0.40
East	Guwahati	0.40
North	Lucknow	0.20
West	Pune	1.00
Total		2.00

SUSTAINABLE WAREHOUSING OPERATIONS

Our commitment to sustainability is evident in the use of recycled construction materials, efficient liquid discharge management, renewable energy sources, and state-of-the-art automation. These facilities are equipped with onsite solar power generation capabilities, meeting their entire energy requirements and even providing solar charging for cargo vehicles and personal mobility. Going beyond energy neutrality, these warehouses are energy-positive, feeding excess energy back into the grid, truly embodying the concept of net-zero operations.

Warehouses operating on Renewable Energy

Solar Status	Capacity Mn. Sq.ft
Large Format Multi-client WH	2.25
Bespoke warehouses	0.15
Total	2.40



BUILDING GREEN LOGISTICS PORTFOLIO


- Energy efficient, sustainable warehouses and offices
- Large-scale solar energy project
- EV Charging facilities For 2W, 3W and 4W
- Green Hive Dashboard for measuring Facility Sustainability Initiatives
- Zero Liquid Discharge (ZLD) Bio Toilets at certified facilities

PIONEERING CIRCULARITY

- Sourcing and use of recycled input materials for warehouses
- Reusable packaging material (Palette covers) instead of cling films
- Rain-water harvesting/ Zero Liquid discharge/ Use of recycled water in warehouses & offices
- In-house sewage treatment
- Treated water used for gardening/flushing
- Food Decomposer for converting waste into Bio-fertilizers
- Green Hour practice across the facilities



En route to success, together



We place a strong emphasis on creating a positive and engaging organisational culture that fosters employee satisfaction, productivity, and long-term retention. Our best practices on people management are designed to support the personal and professional growth of our employees, while ensuring that they are equipped with the resources and support they need to succeed.

5,500+

EMPLOYEES ON PAYROLL (Consolidated)

37%

OF OUR PEOPLE HAVE BEEN ASSOCIATED WITH US FOR 5+ YEARS

Great Place To Work

Certified

Certified as a Great Place To Work®, our enabling work environment and people practices create a positive employee experience. Creating an environment that thrives on trust and camaraderie, employees are provided with opportunities to maximise their potential through capability building platforms, are encouraged to innovate and feel recognised and appreciated for their efforts.

Empowering our workforce, digitally

Nectar, our comprehensive HRMS platform, has revolutionised HR processes for our people. With instant data access and streamlined workflows, it enables faster and more efficient employee lifecycle transactions. Additionally, we have rolled out our Third Party digital platform across multiple locations by leveraging on face recognition and attendance capturing to enhance automation and process efficiency.

66,000+

HOURS OF E-LEARNING

OUR PEOPLE MANAGEMENT APPROACH STANDS ON THE FOUR PILLARS OF



HIGHLY ENGAGING CULTURE



DIVERSITY AND INCLUSION



HEALTH AND SAFETY



HUMAN RIGHTS

For each of these pillars, we have established specific policies that help us define our aims, objectives, and expected outcomes. We incorporate global best practices to ensure quality in the implementation of our objectives. We also continue to monitor their effectiveness and keep revising them as part of robust corporate governance, with support from our executive leadership across the organisation.



Highly engaging culture

A highly engaged workforce is essential to the quality of output and consistency in outcomes in a business that relies on service capital for its growth and stakeholder relationships. A vast majority of our workforce hails from the lower income backgrounds. As a result, our employee value proposition is anchored in making them feel empowered as well as engaged at work.

We walk the extra mile for our people so that they feel that they are cared for, with industry benchmarked remuneration including perks, benefits, policies and on-the-job learning that helps them bring out the best in themselves. We provide them with a work environment based on mutual trust and respect, fairness and transparency. We make sure they are recognised for the value they create for us and our clients through a well-developed system of rewards and recognition.

The key aspects of our culture:

Talent Management

Performance Management

Employee Engagement



TALENT MANAGEMENT

At Mahindra Logistics, we have provided employees with various opportunities for leadership and functional capability building across various levels of the organisation. A sharp focus on functional capability linked to strategic business needs has enabled team leaders at all levels to invest in learning and applying the right skills related to coaching/mentoring their team members. We have made constant efforts to drive functional capability linked to strategic business needs and enable team leaders at all levels to invest in learning and applying the right skills related to coaching/mentoring their team members.

Under AXLERATE 2.0 - a Certification program in supply chain management was provided on developing functional capability at the grassroot level keeping a futuristic perspective on Warehouse Management, Stores and Linefeed and Transportation Management. The organisation also completed its first and second batch of Six Sigma Black Belt Continuous Improvement program with 18 participants undertaking Black Belt, 40+ Green and 500+ Yellow belt improvement projects with considerable impact.

Keeping in mind employee's professional and personal development, we empower employees to advance their career by providing access to a whole new way of personalised learning experience through Harvard Manage Mentor Spark (HMM Spark), with trusted content. Leaders across the organisation conduct virtual training programmes to ensure that there was a sharpened focus on capability building, which in turn created engagement and higher levels of interaction amongst teams.

We have also partnered and with Udemy Business, an online learning platform with 5,500+ top rated

and engaging courses and provided licenses to hi-pots that helped them get access anytime, anywhere to accelerate learning with access to best in class modules and global faculty to advance their career further.

A robust talent management framework has been created which aides meeting business imperatives through accurate identification of talent, deployment to necessary roles, accurate performance evaluation and focused leadership development that is aligned to the vision of the organisation. Talent assessment and the identification of functional competencies ensure that talent is calibrated and developed for future roles through functional and leadership capability building.

Our endeavour to ensure equal opportunities for nurturing talent across business, we have constantly tapped high performers and

Hi-potential. To achieve this, we identified high-potential employees from various operational bands and groomed them to become potential Account Delivery Managers (ADMs). ADMs play a critical role as they are accountable for the site, the customer, talent, P&L, while driving corporate initiatives forward. The FLEX of Future Leaders in Excellence holistically develops their functional and leadership capabilities in a structured manner to create a 'common operating system' since all Account Delivery Managers would be placed on the same platform and would then implement their learnings at their respective locations.

High performing talent are nominated for Shadow Boards at the Mahindra Group level and this platform continues to be potent platform for young talent to think originally and add value to the strategic imperatives of the organisation with a focus



on creating newer avenues for its members to support the organisation in its quest to outperform the competition and synergise with the rest of the Group.

Also, the leadership every year nominates 2-3 young leaders who are Department heads or equivalent grades or Hi-potential in MALT or Mahindra Accelerated Leadership Training, an industry leading leadership program, unique in its ability to develop and challenge young leaders for an exciting career

within the Mahindra Group, thus strengthening the leadership pipeline by accelerating the development of young leaders by offering stretch opportunities and optimal development inputs. To build an enterprise of leaders, we have started to invest in developing critical senior talent. 2-3 senior leaders handling critical roles were identified and nominated for the Mahindra Future Shapers program, a multi-modal highly immersive, 9-10 month development journey.

Additionally, 'Aadhya', our women-only training program for wife/daughters or other female employees of our business associates was launched not only to promote women empowerment but also to help our business associates tap into this talent pool and foster mutual growth. This training program entails capability development for functional skills, industry awareness, as well as soft skills.



PERFORMANCE MANAGEMENT

We have created a high-performance environment where employees are inspired and aligned to the purpose and strategy of the organisation which will enable alignment and cascading of the organisation BSC across levels.

In this direction, the organisation revamped the performance management process as well as career growth and compensation practices wherein the process underwent a detailed review, and the revised policy was implemented after considerable dialogue with the leadership team. The calibration process has been decentralised with higher levels of ownership with Calibrators assigned by the leadership team to evaluate performance.

An Appraisal Grievance Redressal mechanism launched in the previous years to address employee grievances in a timebound and effective manner has provided employees with a forum to have their concerns addressed. During the year, 22 appraisal grievances were resolved with an average TAT of 11 days.

To strengthen the feedback mechanism during appraisals, we assign a mandatory programme on the Unnati framework, which is tracked in our LMS. There is pulse check conducted to see if employees have received feedback based on the framework. Employees can raise their concerns through the Grievance redressal process if their managers have not followed the Unnati guidelines.

Introducing Standard Achievement Matrix in the goal setting process also simplifies the user experience and reduces TAT. Technology has been leveraged to send reminders and nudges to allow employees to complete appraisal related tasks within timeline greatest contributor to reduce TAT and ensure compliance. Policy related amendments to ensure fairness and transparency were made like holding onto transfers and rating strategy for inactive employees who are eligible for performance pay to exclude them from calibrations.

REWARDS AND RECOGNITION FOR OUR PEOPLE:

We triumph in the achievements of our people through our Triumph Awards, post revamp of our Uday Awards in October, 2022. The recognition platform is open to all our permanent on-roll and third-party employees. It recognises people for living our core values and rewards excellence in performance and behaviour. Winners' names are declared on 'Vibe', our intranet platform and reward points are credited to the nominees' R&R Nectar account for instant redemption through an online gifting platform.

With the introduction of the digital recognition platform, 550+ permanent employees have been recognised under nomination-based programs and 618 Third party employees were recognised under the offline process. 750+ employees have been recognised under the online spot recognition process in Triumph Awards.



EMPLOYEE ENGAGEMENT

The organisation has enabled engagement of permanent, FTC & Third-party employees through the roll-out of various initiatives as well as create alignment with the Purpose statement. Under the Sanjeevani platform, The BA are trained for functional capabilities like Excel, Safety, Billing Process, Customer centricity and Communication. In addition BA development Plan for 45 selected BA at Pan India Locations was conducted. There are virtual HR Connect Sessions and Works Committees under our Sanjeevani platform which ensured that channels of communication are open.

Sanjeevani program across the 5 pillars have been executed for the benefit of Third Party Staff to ensure that there is higher engagement and productivity. Tool-box trainings, technical programs on warehouse management, stores and linefeed and transportation management are regularly conducted to build capability. There has been a strong focus on the five key pillars of engagement which are communication, engagement, capability building & growth, welfare & inclusive participation. Various welfare related programs are conducted on health and awareness, personal hygiene, substance abuse, nutrition etc.



Coverage through 5 pillars of Sanjeevani

13,600+

PEOPLE COVERED THROUGH HEALTH VACCINATION DRIVE, MEDICAL CHECK-UPS, EYE CHECK-UPS

21,300+

ENGAGEMENTS THROUGH MONTHLY CELEBRATIONS, FUN@WORK, BIRTHDAY CELEBRATIONS

26,400+

PEOPLE COVERED THROUGH HEALTH AND WELLNESS SWAYAM, YOGA, DAILY MORNING EXERCISES & SPORT EVENTS

2,000+

REWARDS & RECOGNITION, APPRECIATION SESSIONS

A holistic onboarding experience for our Management Trainee batch ensuring faster integration in the organisation and created a cohort, fostering a sense of collaboration and enthusiasm for their exciting journey ahead. Each Management Trainee is assigned a Mentor for seamless integration and familiarising them about the work culture.

Under Swayam, the Health and Wellness platform, mass counselling sessions on financial wellness and mental wellness were conducted along with one-to-one counselling

sessions to support employees with the requisite tools and techniques to manage their emotional and physical well-being. 18+ Swayam sessions conducted on financial, nutrition and emotional wellness covering 900+ unique participants. The organisation also drove considerable engagement via fitness platforms such as Cultfit where 700+ employees availed of various offerings and services on the platform.

With the need for real-time recognition, eliminating manual recognition process, Uday Awards was revamped into a new avatar 'Triumph Awards'. It was launched in October 2022 and is open to all permanent on-roll and 3rd party employees. It recognises employees for living the organisation's core values and reinforces them by rewarding excellence in performance and behaviour. Winners are published on the intranet platform 'Vibe' and once the nominations are published, the reward points will get credited to the nominees R&R Nectar account for instant redemption through an online gifting platform.

With the introduction of the digital recognition platform, 550+ permanent employees have been recognised under nomination based programs and 618 Third party employees were recognised under the offline process. 750+ employees have been recognised under the online Spot recognition process in Triumph awards.

The Company Leadership Team (CLT) conducts quarterly townhalls wherein leaders share various organisational updates such as quarterly organisational performance, key achievements, and the way forward. The townhall is conducted virtually across 1,000+ locations on MS teams live and a

key part of the townhall is where employees get to ask questions directly to the leadership team. The questions posed by employees are recorded and each one of them are responded to during the townhall by the CEO himself.

The organisation understands that it is important for employees to enjoy and have fun at the workplace and celebration achievements. Fun and celebrations

at the workplace are crucial to team bonding and employees getting to know each other that results in increased team trust. We have created various forums and awards to celebrate occasions and our achievements with employees like Funstitute, team bonding outings, picnics, bootcamps, festival celebration, birthday cake cutting, men's day, children's day celebrations, women's day celebrations, E-commerce

peak celebrations, Rewards & Recognitions at sites/locations, Operations Excellence Awards, etc

The leadership believes in transparent and clear communication across the level and has institutionalised a weekly Employee Communication Meeting (ECM) on every Friday wherein employees at every location gather in a stand-up meeting and organisational updates are shared.



Inclusion, Diversity, Equity and Accessibility

Leading an industry dominated by the presence of a largely male workforce means taking targeted action towards furthering diversity, equity, and inclusion in the interest of equal opportunity. It also contributes greatly to the idea of creating a fair and just society. And thus, we have designed several initiatives that make our organisation a more diverse, equitable, and inclusive place.

96%

EMPLOYEES IMPARTED TRAINING ON PREVENTION OF SEXUAL HARASSMENT

2,970+

EMPLOYEES TRAINED IN DIVERSITY & INCLUSION

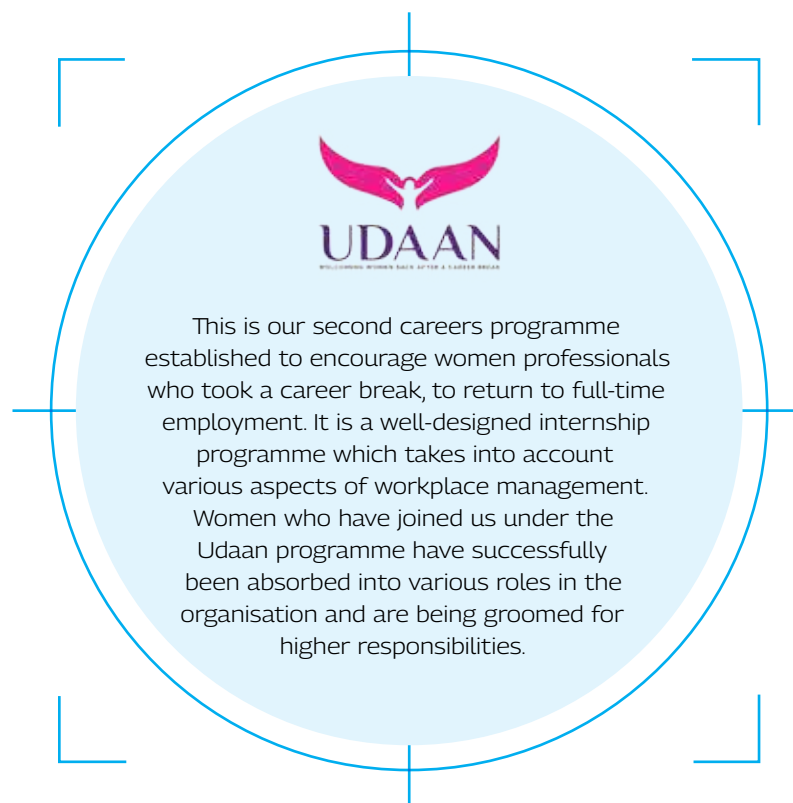
The Company has established an Inclusion, Diversity, Equity and Accessibility Policy along with a Council to promote a more inclusive workplace environment and ensure that diversity is reflected in all aspects of the organisation. The council is made up of employees from various departments and backgrounds and works closely with senior leadership to develop and implement strategies to advance diversity and inclusion. The council also serves as a resource for employees who may have questions or concerns about diversity and inclusion and works to foster a culture of openness and respect throughout the organisation.

The organisation launched a three-year charter to promote diversity, equity, and inclusion, with specific goals under four

key pillars which are metric based, driving leadership accountability, policies and processes and organisational involvement and communication.

Inclusion and diversity sensitisation sessions are a crucial initiative to create a more welcoming and inclusive workplace environment. These sessions are designed to educate employees on the importance of diversity and inclusion, and to provide them with the tools and skills they need to create a more inclusive workplace.

As a measure to enhance accessibility for individuals of all gender identities, we have established six gender-neutral washrooms across various locations, including the Corporate Office at Mumbai, the Regional Office at Gurgaon and other warehouse sites. An accessibility audit has been completed at our Corporate Office to make the premises more accessible for people with disabilities.



DIVERSITY TRAILBLAZERS: REDEFINING INDUSTRY STANDARDS

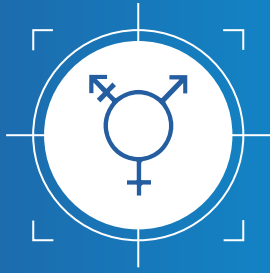
Powered by our focus and commitments on diversity and inclusion at two of our facilities:

The Bhiwandi customer site is lead by a woman Account Delivery Manager who joined the organisation as a Management Trainee under the campus hiring programme. Under her leadership, the site has performed exceedingly well on customer KPIs and metrics and has a high diversity ratio of 35% as well. The site has also been identified as a model site by the customer who showcases the business case of diversity and higher productivity globally to their stakeholders.

Driving diversity & inclusion at Chakan, Pune: Our Auto & Engineering site in Chakan, Pune, stands as a shining example of MLL's dedication to diversity and inclusion. With over 35% gender diversity ratio, this site sets a benchmark among all operation sites in the western region.

The Chakan site has experienced a significant boost in productivity and greater levels of employee engagement compared to other locations within the organisation. The location's wholehearted acceptance of gender diversity has fostered a vibrant work environment, fuelling enthusiasm and vigour among the workforce.

Fulfilment centre success in Guwahati: Our Guwahati fulfilment centre launched in September 2020 has become a model for diversity and inclusion with an impressive gender diversity ratio of 40%, surpassing industry standards. The centre too scores high on productivity and employee engagement levels compared to other locations.



Journey from acceptance to independence

42



Breaking the barriers of conformity and society, is what Sayantika Bag is extremely proud of. Belonging to the LGBTQIA+ community, Sayantika wanted to set an example for her peers. Her financial independence and hunger to inspire other people through her success, is celebrated with great enthusiasm.

Completing 2 years with us, Sayantika has strengthened the organisation's belief in the inclusion of the trans community. Her aspirations to do well, helped her rise up and achieve stability in life, along with boosting her self-esteem, to unapologetically accept herself!

Today, she is surrounded by colleagues who not only see her as an equal but are also proud of her achievements. She encourages those who plan to transition, to stay determined and strong towards their goal and not let any difficulty or challenge deter them in their chosen path. She believed she could, and so she did!





Igniting success for
our people



Success is knowing how far you have come

We are proud to be the kind of organisation that enables people to realise their true potential. Our colleague Ramkrishna Dalvi's story of rise provides testimony to the equal opportunities we provide for progress and growth.

Ramkrishna is a senior executive at MLL and an esteemed colleague who started out on his journey at MLL as part of our contractual staff working as an office boy. Educationally underprivileged but never lacking enthusiasm or the willingness to learn, Ramkrishna soon impressed his seniors with his initiative and commitment to his work.

Before long, he was inducted into our permanent workforce and soon after, he began making rapid progress and became an executive and in 2021, a senior executive.





Health and safety

The health and safety of our people is both a top priority and a promise. Governed by our EHS Management Policy, we address these aspects through programmes for recording near-miss events and incidents, Kaizen, as well as safety observation tours and inspections.



OUR SAFETY VISION:

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

We are certified for Integrated Management System (IMS), a certification for ISO 9001:2015 Quality Management System, ISO 45001:2018 for Occupational Health, and Safety Management System and ISO 14001:2015 for Environment Management System from TUV Rhineland certification body. We also cleared IMS recertification audit in January 2023.



Our Management Safety Council is headed by our Managing Director & CEO. Our Safety committee is directly in charge of investigating incidents at site locations, with the help of a dedicated site safety officer and a regional safety officer. A qualified safety team drives safety culture at the pan-India level.

We are also a registered member of the National Safety Council and Confederation of Indian Industry.

736

NEAR MISS INCIDENTS
54% DECREASE OVER THE LAST
YEAR DUE TO STRENGTHENING
OF THE SAFETY PROCESSES

1,50,319

TRAINING PERSON-HOURS
41% INCREASE OVER THE LAST YEAR

Safety Management System at MLL

Our EHS Management Policy and our management approach define the governance setup under which we have created a Safety Management System to be followed by each of our business functions. It organises Safety Promotion, Safety Risk Management and Safety Assurance in such a way as to provide an all-encompassing framework for ensuring safety of our people and our assets.

SAFETY POLICY

Methods, processes, and organisational structure needed to meet safety goals.



Safety Risk Management:

We manage and mitigate safety risks by identifying possible hazards and undertaking a thorough risk assessment, supported by job safety analysis and a work permit system.

Hazard assessment

- We have implemented Behavioural Based Safety (BBS), Hazard Identification and Risk Assessment (HIRA), and electrical safety management systems at MLL. These help us identify the potential for incidents and help us take steps in order to mitigate the risks.
- A safety dashboard helps us keep tabs on key statistics regarding our safety performance and major risk parameters.

Job safety analysis

- We conduct job safety audits across our logistics verticals on a periodic basis.
- Our personal protective equipment, contractor management and transportation safety initiatives follow the Launched Lock Out Tag Out (LOTO) approach, enhancing the levels of security and accountability within the system.

Permit to work

- Under permit-to-work (PTW) system, we ensure tighter controls over tasks assigned and carried out by our frontline workers, ensuring better safety performance.

Safety Assurance:

Our Incident Management Team (IMT) at the regional and national level closely monitors incidents and suggests mitigative steps to be implemented at our 46 sites across the country. We continue to enhance our safety performance and culture by creating various chains of command and teams across the organisation.

Safety Promotion:

We make sure to proactively promote our culture of safety by keeping it top of the mind of our people, especially frontline workers, through initiatives like training, certifications, internal awareness campaigns, and more.

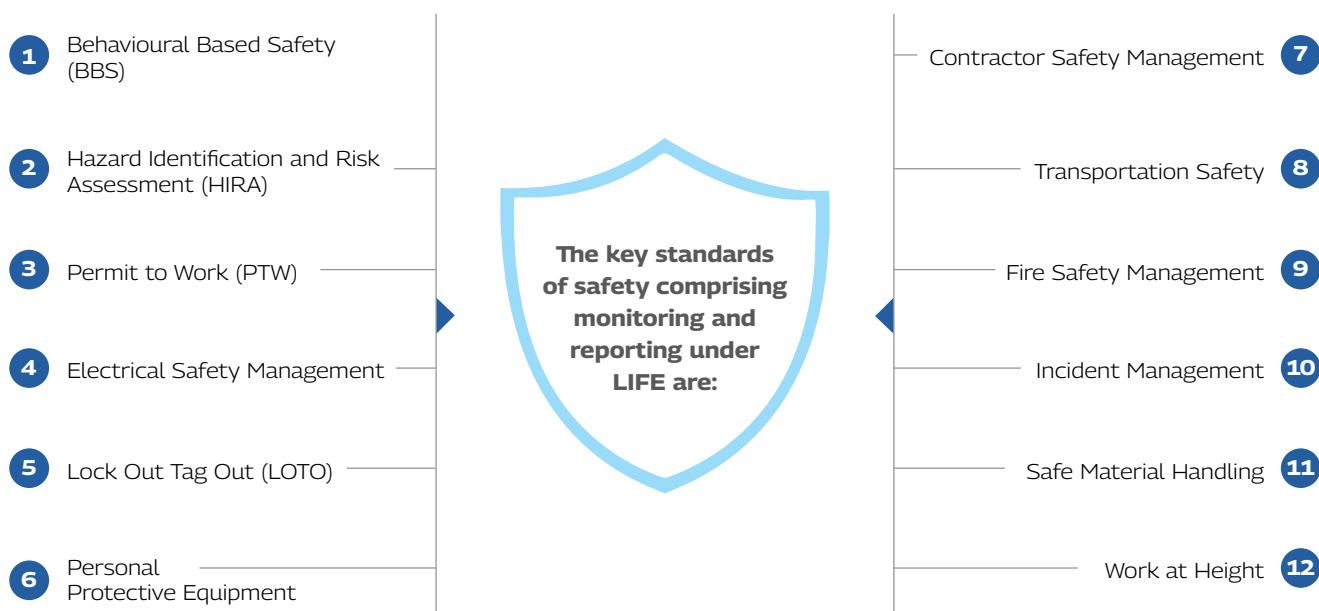
- We have created an Augmented Reality/Virtual Reality (AR/VR) fire safety training module
- We have developed competency training programmes like defensive driver training, first aid, firefighting, emergency preparedness and forklift driving to train our people





Life-Impacting Injuries & Fatalities Elimination

'LIFE' Impacting Injuries and Fatalities Elimination is our key safety initiative driven by 12 safety standards, it enlists the involvement of our Safety Committee Lead, Business Vertical Heads, Safety Officers, and Site Managers at 70 MLL sites pan India



Our activities include various digital initiatives to enhance safety, using AR/VR technology, for instance M-Safe and BI Dashboard for safety lead and lag indicators reporting; AR/VR Material Handling Equipment (MHE's) Safety Training Module for awareness and basic knowledge on Forklift safety and material handling safety, among others.

During 2022-23, we organised annual events for safety, such as the National Road Safety Week (January), National Safety Week (March), World Environment Day (June) and Driver's Day (September) for employee engagement in safety. We also ensure taking the 'Safety Pledge' before commencing work at location. Bimonthly Monthly Safety Themes are rolled out across all locations for awareness and safety culture among the team.

During the year, we launched our ARVR Material Handling Equipment (MHE) Safety training module.



Human Rights

As part of the Mahindra Group, we are working to enable a more equal world. In this world, there is no place for discrimination or bias in any form that chips away the human rights of any individual or a community. There is zero tolerance for forced labour and child labour.

Therefore, at MLL, we not only adhere to all labour-related laws and regulations – local and national – applicable to our operations, we go beyond to ensure we uphold values of equality, equity, mutual respect, integrity, fairness and transparency. In fact, wherever possible, we intervene through our businesses to enhance the sense of justice, fairness, and equitable growth that our key stakeholders expect from us.

We ensure our people understand and appreciate our commitment to upholding human rights through our Human Rights Policy and our Employee Code of Conduct. Trainings on both aspects are held regularly on our various premises, across all levels of the organisation.



Human Rights Policy

All our suppliers and third-party contractors are expected to adhere to our human rights policy at all times. No incidents involving violation of the rights of indigenous people were reported during the past three years.



Employee Code of Conduct

Our Employee Code of Conduct identifies behaviours that are unacceptable from the perspective of human rights as applicable to our employees, including our workers. It addresses workers' rights by way of providing a framework for registering their grievances and complaints.

3,566

MLL EMPLOYEES IMPARTED CODE OF CONDUCT TRAINING DURING 2022-23

WeComply

We have deployed an automated repository/assessment tool to monitor statutory compliance at MLL. It takes into account enactments regarding equal remuneration, minimum wage, women empowerment, prevention of sexual harassment at the workplace, non-exploitation of adolescent workers, equal opportunity to workmen, social security and welfare.



Freedom of association and collective bargaining

Our policy allows our employees in any union-related activities to exercise freedom of association or collective bargaining. There is one trade union at Chakan, Pune, covering **XYZ** employees that is active. At Rudrapur and Nagpur, we have signed a long-term settlement with our contract workers who are members of a union, reflecting the cordiality in our relationship.

To maintain healthy relationships with unions, we have leveraged our Sanjeevani framework for employee engagement. Over the years, it has evolved into a platform for creating strong relationships through trust-based engagements with our fixed-term contract workers and third-party workers.



RECOGNITION

Our moments of pride

We truly believe in the tremendous potential of the logistics industry to drive the country's ambition to fruition and help it become a US\$ 5 Tn economy. Today, we value our partnerships and collaborations more than ever, which are helping us be recognised for the shared value we continue to create.

LOGISTICS AND SUPPLY CHAIN CATEGORY

- The 'Overall Excellence Award' in Logistics & Supply Chain for 3PL, Warehousing & Freight Forwarding categories at the prestigious CII Scale Awards 2022
- Institute of Supply Chain Management (ISCM) recognised us as the 'Logistics Company of the Year' at the 8th ILSC Awards 2022

ENVIRONMENTAL, SOCIAL, GOVERNANCE:

- Silver Award by NITIE under CSR category for skill development programme providing employability opportunities for PwD
- Received the Championship Award - Platinum for Energy Excellence Large (Service) at the 15th CII National Competitiveness & Cluster Summit 2022. We received this recognition for ACE - our flagship project for driving electrical energy efficiency across our top 100 operational sites and regional offices pan India
- Lakshya Sparsha award by National Institute of Industrial Engineering (NITIE) - MLL was declared Runner Up in the CSR category.
- ESG Performance award at Dun & Bradstreet Corporate Awards for India's top 500 companies 2022
- Recognised and Awarded by The Institute of Company Secretaries of India for 'Promoting the Culture of Good Governance' at their 22nd ICSI National Awards for Excellence in Corporate Governance

TECHNOLOGY

- Gold award at NITIE for the project on Vehicle Supply Forecasting Dashboard under IT & Analytics category
- Analytics and Transportation team earned the first place in Lakshya OJAC (On the Job Achievers Contest) by NITIE, for their project on IT & Analytics module - Vehicle Supply Forecasting Dashboard



PRODUCTIVITY

- Kaizen Award - Platinum for Productivity Large (Service) at the 15th CII National Competitiveness & Cluster Summit 2022, for our innovative trolley design for material movement of heavy weight parts. The trolley's ergonomic design enabled increased productivity, reduction in errors and zero-line loss
- Our Nagpur team received the Platinum Kaizen Award in the 'Productivity - Large (Service)' category at the 15th CII National Competitiveness & Cluster Summit 2022, New Delhi
- MLL Mobility team, Delhi awarded the 5S initiative award by the Delhi airport for their commitment to the 5S way of work-life, over the last 6 months. The 5S programme is a way of organising and managing the workplace by improving efficiency to eliminate waste



SERVICES

Our consumer and manufacturing team at the ABB project was named 'Runners Up' in a competition sponsored by NITIE, Mumbai. The project focussed on reducing downtime at ABB Smart Power Unit

LEADERSHIP

- Logistics CEO of the Year awarded to Mr. Rampraveen Swaminathan at the 8th ILSC Awards 2022, for visionary leadership in establishing MLL as a global logistics powerhouse, advocacy for sustainability and gender parity in the sector



Our capitals



FINANCIAL CAPITAL



Our financial capital empowers our actions, initiatives and investments across all other capitals and enables us to deliver value to our shareholders and our investors.

We continue to refine our approach to managing our financial capital with time-tested expertise and prudence in response to the evolving market and socioeconomic conditions faced by our business.



MANUFACTURED CAPITAL



Our manufactured capital mainly comprises our warehousing facilities that denote our space under management. It directly relates to our capacity to accommodate and service the demands of our customers. Our manufactured capital also includes the tech platforms and processes we use to ensure operational excellence.

On both fronts, we continue to grow and expand our capabilities, looking for opportunities to create efficiencies of scale. We are continually enhancing the health and safety of our people, as well as harnessing synergies among various technological solutions and business segments.



HUMAN CAPITAL



Our human capital is not just a key enabler for our business but a valuable opportunity for us to contribute to the impact of the Mahindra Group philosophy of 'Rise for Good'. A significant portion of our workforce belongs to economically and educationally disadvantaged backgrounds.

Therefore, our goal is to help our people maximise their potential and secure their future within a workplace environment that prioritises their health, safety, and well-being; is committed to treating them with dignity and respect; offers them with opportunities for further growth; and empowers them with support systems.



SOCIAL AND RELATIONSHIP CAPITAL



Our social and relationship capital comprises our relationships with our diverse stakeholder communities. These include our people, supply chain partners, customers, and the communities we cater to through our corporate social responsibility programmes

As a member of the Mahindra Group, we are part of the Group's commitment to the holistic development of the society. We prioritise being a responsible corporate citizen with well-established initiatives to cater to the expectations of all our key stakeholders.



INTELLECTUAL CAPITAL



Our intellectual capital powers our ability to scale our operations and our efficiencies by using technology. It helps us deliver on our promise of robust servicing capabilities by enabling our clients with greater visibility and sense of confidence.

We are keenly focused on developing newer technological solutions and platforms that help our people to work and collaborate better and seamlessly. We are committed to increasing transparency and upskilling our people.



NATURAL CAPITAL



Within the Mahindra Group, our commitment to protection of natural resources is a priority. It is seen as a major factor in enabling us to Rise for Good. Natural resources are shared resources that must be respected and preserved as well as enhanced.

Operations in the logistics sector are natural resource-intensive and therefore, we believe every care must be taken to minimise our carbon footprint by lowering our emissions and reducing our fuel and energy consumption. We are committed to becoming carbon neutral by 2040.

Driving value creation

Inputs

Financial capital

₹ 579 Crores

Net worth

₹ 62 Crores

Capex

₹ 831 Crores

Net fixed assets

0.7

Debt equity ratio

Manufactured capital

19+ Mn

Total warehousing space

300+

Transshipment Hubs & DCs

1,500+

Business Associates

650+

Client and operating locations

Human capital

24,800+

Total workforce

1,50,000+

Safety training hours

1,07,600+

Total Training hours

Social and relationship capital

12,000+

Volunteering hours

₹ 1.3 Crores

Total CSR spend

650+

Customers

Intellectual capital

- Automation of warehouse operations
- Telematics and Dashboard analytics
- Load optimisation and route planning
- Tracking and vehicle health monitoring
- CATAPULT startup incubator program

Natural capital

- Committed to SBTi and carbon neutrality
 - Reducing carbon footprint through route and fleet optimisation
 - Focus on alternative fuels
- 1,500+**
EVs deployed (3W & PV)
- 17,700+**
Trees planted

Our business drivers, activities, and strategy



Our vision

To RISE to be a ₹10,000 Crores Logistics Service Provider by FY 2026, delivering exceptional customer experience through differentiated, technology enabled solutions.

Our strategy for the near-term:

Expand offerings



Integrated solutions



Igniting Success ▶▶



Operations excellence



Digitisation and innovation



Trade-offs: We are constantly tracking our progress towards fulfilling our commitments on preserving and enhancing our natural capital. We are working with all our key stakeholders to reduce our carbon footprint and mitigate the environmental impact of our operations. We have adopted clear targets to help us along the way, supported duly by a variety of actions and initiatives helping us understand and map the positive and negative impacts of our operations. We proactively take steps to mitigate our negative impacts by putting in place the requisite control mechanisms. One of our core strategic priorities in the near term is to expand our ESG mandate across the board.

Outputs	Outcomes	SDGs impacted
Financial capital ₹ 5,128 Crores Revenue from operations ₹ 276 Crores EBITDA	25% Dividend recommended Improved profitability	           
Manufactured capital 7.5 Mn+ Packages per annum 15,000+ Trucks deployed per month	4.40 BA satisfaction score* Value to customers	
Human capital 19% Diversity hiring 37% Employees associated for > 5 years	 81% Employee Trust Index (GPTW) ZERO Fatalities	
Social and relationship capital 1,04,500+ Beneficiaries 90% Customer retention	Driving collective growth	
Intellectual capital Cost savings Transparency and visibility	10 Startups Strategic technology partnerships Optimised service offerings	
Natural capital 9.6 Mn Green Kms with EVs ~11 Mn Kms Running with alternative fuels	2 Mn Solar powered warehouses Carbon off-setting	

*Score calculated on a scale of 5

Reimagining India's logistics sector

India's logistics industry, worth ~US\$ 215 Bn, is growing at a rapid double-digit clip; expected to post ~10% CAGR between 2019 and 2025. It is set to play an integral role in helping the Indian economy remain among the fastest-growing major economies in the world.



A quick glance at India's logistics industry

LOGISTICS SECTOR ACCOUNTS FOR

14.4%

OF INDIA'S GDP

EMPLOYS

22

Mn
PEOPLE



STATE OF SUPPLY CHAIN IN INDIA

A key enabler for India's economic growth, the country's supply chain demonstrates resilience and positive indicators for expansion in the current demand environment, domestically as well as globally.

■ INDIA'S LOGISTICS COSTS ARE RELATIVELY HIGHER

Evidently, India spends more on logistics (14.4% of its GDP) than advanced economies do such as the US at 9.5% and Germany at 8%. This is mainly due to road transportation being the dominant mode – at 60% share, followed by railways, air, and sea. It poses as a roadblock for the economic growth of the country since higher logistics costs drive up operating expenses, rendering Indian business offerings less competitive in the global market. The main reasons attributed for higher costs are the lack of efficient inter-modal and multi-modal systems. A major factor at play here is the dominance of unorganised players in this market, with a fleet of five vehicles or less, who are unable to undertake initiatives that enable them to set up efficiencies of scale.

This points to a wide highway for improvement of the sector, which would have a leading impact on the ability of other industries to grow profitably.

■ A TRANSFORMATION IS UNDERWAY

A solid stage for transformation is set by the series of changes witnessed over the past ~5 years through sweeping policy-led reforms, technology adoption accelerated during the COVID-19 pandemic, and changing consumer behaviour. This transformation can be witnessed across all three categories of Transportation, Warehousing and Value Added/Other Services, through an interplay of governance and businesses as well as change in consumer needs.

The Government has instituted a National Logistics Policy alongside initiatives like developing dedicated freight corridors, logistics parks, multimodal logistics parks, as well as Open Network for Digital Commerce (ONDC). On the other hand, businesses are rapidly scaling with technology aimed at streamlining operations backed by data to improve supply chain visibility. Advanced technologies such as IoT, robotics, blockchain are being used to grow efficiencies at scale. Further, the Government's push for infrastructure will further help build synergies within the sectors.

■ CHANGING DEMAND SCENARIO

Logistics sector is also growing in response to the changes accelerated by the aftermath of the COVID-19 pandemic. The customer preferences shifting markedly towards E-commerce has boosted the overall need for logistics with increased focus on warehousing management and last mile delivery, essentially B2C operations. A significant portion of demand growth is coming, from Tier-II and Tier-III towns of the country, pointing to the need for integrated solutions. The overall demand scenario is also impacted by changes at the global level, marked by a steady ongoing shift away from China as the world's manufacturing hub. India is increasingly shoring up its capabilities to respond this global demand for goods, creating a resonant boost for the country's logistics sector.

■ KEY TRENDS

A move towards multi-modal transport: The sector is heavily skewed towards moving ~65% of the goods through the road network. This points to a strong need for debottlenecking and creation of newer facilities to enable industries with easier access to alternate modes of transport. This could help bring down not just the overall costs but also to reduce the carbon footprint of the industry, spur innovation and collaboration among various players.

Digital supply networks: Wide-ranging use of intelligent technological solutions and systems creates a system of open, interconnected networks within the supply chain and logistics components that work in an integrated manner to optimise operations. These are replacing the traditional models of linear operations, unlocking greater opportunities for easier fulfilment through autonomous supply chains incorporating IoT and robotics. While it will bring in further cost savings, it will make the entire supply chain significantly more customer-centric.

Supply chain workforce: A digitally-enabled supply chain creates demand for workers who are skilled in technological tools and processes as well as agile-minded and data-skilled. It will unleash a wave of new-age job competencies that require workers to be specialised in the use of certain tools and platforms.



Sustainability: According to the Logistics Performance Index released by the World Bank, ~75% of shippers globally are looking for green logistics solutions when exporting to high income countries. With the Indian Government's commitments on climate change mitigation, the Indian logistics industry is coming together on the need to reduce carbon footprint of the sector overall. This is important from an economic standpoint for India also because the country is a significant net importer of fuel. The NITI Aayog and the Rocky Mountain Institute (RMI) have indicated cost savings of ~₹ 3.11 Lakh Crores worth of fuel and reduction of 10 gigatonnes of CO₂ by 2050, by implementing clean and sustainable transportation practices.

The push for D2C: India's supply chain is looking towards more integrated data-driven solutions with a plug-and-play applicability as small businesses are emerging key drivers of economic growth. Rising E-commerce penetration means small businesses now have the opportunity to reach out to their customers across various regions, aided by robust logistics system. Granularity and retailisation are two sides of the same coin of the D2C solution.

MARKET FOR MOBILITY SOLUTIONS SEEING UPTRENDS

The Indian mobility market, valued at ~₹ 1.22 Lakh Crores saw strong growth in the post-pandemic period with 40% year-on-year increase in office leasing space in 2021-22. With the normalisation of the return-to-office trend, mobility in sectors such as IT, ITeS, BFSI, and BPO is expected to improve in 2023-24. The sector, which is divided into B2B and B2C segments is likely to witness continuous growth in both.

The B2C segment, while dominated by the local taxi market, is different from the B2B - Enterprise Mobility Services market, which includes Cab on Demand, Airport Pickup & Transfer, and Outstation services. The latter is our addressable market worth ~₹ 40,000 Crore.

Key trends impacting the mobility sector include

EV adoption: Government-backed EV adoption through initiatives such as FAME subsidies and tax exemptions are encouraging fleet operators to expand their EV fleets, which have lower operational costs and maintenance requirements.

Rebound in travel: Travel for leisure as well as for pleasure is back. 2022-23 saw a 70% growth in air traffic volume, while employees across organisations are back to working from office.

Players adopt newer ways of working: With demand coming back in the post-pandemic period, fleet owners are ramping up capacities while trying to streamline operations, through route optimisation technologies and more. Players are also offering value-added services to their passengers.



The road that lies ahead

We are on a path towards sustainable growth, built on robust systems of good governance, sustainability, technological innovation, capacity as well as capability management. In the recent years, we have made three acquisitions, to grow B2B express & last mile delivery business and reimagine mobility. Our strategy for the near term is to monetise these investments, scale-up volumes, realise synergy benefits & drive profitability.



2022-23

2022-23 saw us take strategic calls to prioritise long-term growth and place big bets on our people, our partnerships, and technology, including a restructuring process helping to further synergise our businesses internally. We believe these changes have helped accelerate our journey towards fulfilling our vision.

2023-24

For 2023-24, our priority is to consolidate leadership position in contract logistics, turn-around acquisitions in B2B Express & Last Mile Delivery, grow cross-border freight volumes & expand mobility network.

OUR EFFORTS ACROSS THESE SEGMENTS ARE SUPPORTED BY FOUR KEY PILLARS OF VALUE CREATION:

EXPANSION OF OFFERINGS



We are expanding our offerings in each of the business segments by adopting a flexible approach towards solving for problems faced by our customers

INTEGRATED SOLUTIONS



We have developed sector-specific solutions, revamped sales & solution design organisation aligned to our key end markets, enhanced processes, and technical capabilities to deliver integrated solutions to our customers

OPERATIONAL EXCELLENCE



We are driving Operational Excellence by focussing on execution, standardisation, customer experience and enhancing transportation & warehousing capabilities

DIGITISATION AND INNOVATION



We have made consistent investments in digitisation and technology to augment and optimise our operations to serve our customers better

THESE FOUR PILLARS ARE FURTHER REINFORCED BY OUR STRATEGIC ENABLERS

CUSTOMER-CENTRICITY

We continue to be deeply customer-focussed while developing our solutions and innovations. We are constantly keeping ourselves abreast of key trends to be able to service our clients effectively

ASSET-LIGHT MODEL

Asset-light model approach enables scalability and flexibility of services to offer customised logistics and mobility solutions to our customers across diverse industries

BUSINESS PARTNER NETWORK

We have a large network of business associates with long-standing relationship which enables us to provide seamless logistics solutions to our customers

GREAT PLACE TO WORK®

We continue to be one of the leading employers within the industry with strategic focus on nurturing innovation, enhancing problem-solving capabilities and building future talent pipeline

Safeguarding our journey

We operate in a highly fragmented yet expansive market, truly at the cusp of transformational changes impacting a large number of people who hail from socio-economically backward sections of the society. These factors drive us to continuously enhance our robust risk governance aimed at business sustainability.

Our Board of Directors is directly responsible for establishing, developing, and reviewing our risk management framework which includes policies, processes, and mechanisms that help the organisation identify, manage, and mitigate risks while highlighting new opportunities for growth. Our directors also frame our risk appetite, identify areas for risk mitigation and put in place implementation processes. An elaborate organisational structure exists to help businesses capture and report risks in a proactive manner on a regular basis.

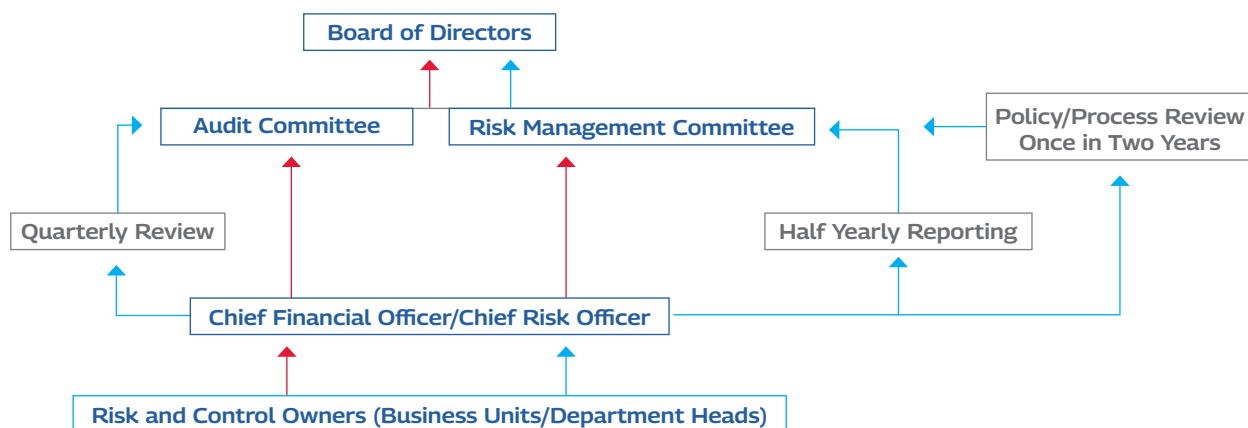
ORGANISATIONAL STRUCTURE FOR RISK MANAGEMENT

The Board-led Risk Management Committee follows risk management processes by framing appropriate risk management and business continuity plans in collaboration with members of the senior leadership team and the respective business and function heads. The RMC consists of at least one Independent Director for the oversight and review of risk management at MLL.

The RMC reviews our risk management policies and processes once in two years. The RMC reviews information provided by our Chief Risk Officer on a half-yearly basis while they undertake a continuous analyses of the information being shared by the Business Units and Department Heads on a regular basis.

The Board-led Audit Committee supports and complements our overall process of risk management by reviewing our key risk mitigation plans as well as systems on a quarterly basis. It reviews relevant information regarding the potential financial impact of risks faced by the business, as provided by our Chief Financial Officer, on a quarterly basis. The CFO regularly reviews reports shared by risk and control owners within the respective business units.

Both the Committees work in tandem to apprise the BoD of existing and emerging risks and potential for impact, which also leads to a better understanding of emerging opportunities within the ecosystem. All these factors together inform strategic decision-making at MLL.



KEY RISKS FACED BY OUR BUSINESS

We have a well-founded process framework in place to identify and evaluate our risks on an ongoing basis. We classify our risks based on the time horizon for potential impact i.e. short term, medium term, and long term. It helps us prioritise our risk mitigation efforts accordingly.

During 2022-23, we continued facing challenges, reflected in how we understand risks and how to approach their mitigation. Our risk management approach for the year is provided as follows:



CUSTOMER RISK

Customer concentration risk: Concentration of our business with a few particular accounts or within a particular sector may impact our performance if unforeseen challenges affect those clients or the sector.

Management approach

- We are constantly diversifying our portfolio of services with value-additions that help us target a wider base of customers
- We ensure continuous interaction and engagement with our customers for timely insight into their business requirements and strategic thinking with respect to their business continuity plans
- We provide for immediate redressal of their grievances and use technological tools to enhance our services, such as robust CRM processes and platforms and more



COMPLIANCE RISK

Our operations across multi-modal transport and third-party logistics, come under various domestic and international legal frameworks. Any instance of non-compliance to local or national or international laws threatens our operations as well as our reputation.

Management approach

- We have built a strong culture of compliance, through a comprehensive process framework aided by set protocols and technological tools such as WeComply
- We regularly educate our people regarding their responsibilities towards ensuring compliance to all the applicable laws and regulations



COMPETITION RISK

New-age startups with advanced technological solutions may act as disruptors.

Management approach

- We continue to integrate advanced technological solutions to ensure we stay at the forefront of innovation in logistics
- Our M&A strategy looks at building tech-based partnerships with new-age companies
- We continue to ensure the right degree of penetration and volumes within our target markets



FINANCIAL RISK

Efficient working capital management is critical to smooth functioning of supply chains.

Management approach

- We ensure readiness of banking lines through a robust monitoring of cash flows and strong, trust-based partnerships with our clients and our vendor/partners



NON-MARKET RISK

Certain policy changes or macroeconomic events may have a potentially negative impact on our business.

Management approach

- Our robust compliance framework includes monitoring of the policy development landscape both domestically and internationally
- Our diversification strategy on the other hand helps us better manage our response to macroeconomic challenges



OPERATIONAL RISK

A mismatch in capacity utilisation of Build-To-Stock space could impact our operational efficiency and profitability.

Management approach

- We are continuously monitoring market trends and sales forecasts to ensure we avoid building capacity earlier than it is required
- We continue to target wider client base for our EMS operations to ensure consistent growth markets



TECHNOLOGY RISK

Advanced data-driven technology underpins the functioning of all our business verticals. Any impairment, downtime, or cybersecurity event would potentially impact our business continuity and the integrity of our customer data.

Management approach

- We invest in advanced technological solutions that help us secure our processes and our data
- We constantly monitor and review the adequacy of these measures



SOCIAL RISK

Potential lapses in adherence to our values, ethics, and our commitments on protecting and upholding human rights, diversity and inclusion could adversely impact our relationships with our clients and key stakeholders.

Management approach

- Robust CSR Governance with Board oversight, which prioritises values that honour human rights and diversity and inclusion help to maintain continuous focus on these issues





SUPPLY CHAIN RISK (UPSTREAM AND DOWNSTREAM)

Efficient management of labour is critical to our ability to successfully service our clients. Any disruption in this area may affect our business continuity.

Management approach

- We have created robust legal/contractual frameworks that cover compliances from our partner side. We take care to ensure communication that is open, fair, and transparent
- We ensure to engage closely with our contractual staff through collaborative processes and initiatives on customer sites, especially pertaining to issues of compliance, health and safety as well as well-being



INTERNAL RISK

Our operations are human capital intensive. Situations adversely affecting the health well-being of our people stand to impact our operations. It is equally important that our workforce demonstrate the appropriate skill level in order to drive efficient output.

Management approach

- Our HSE policy reflects the robust health and safety process framework, which places the physical safety and well-being of our people above all else. We have incorporated industry-best safety practices and standardised protocols to reduce margin of error
- We continually invest in skill upgradation programmes for our people, especially with a view to enabling them to work in a technology-first environment. This prepares us to futureproof ourselves




STRATEGY RISK

Our ability to predict emerging risks and opportunities is critical to our success in operating our business profitably, identifying the right partnerships as well as customer segments.

Management approach

- We have developed a detailed and comprehensive business continuity plan as part of our risk management framework in line with our organisational goals and priorities.
- We continue to revise our BCP with respect to key developments impacting our sector.





OUR COMMITMENT TO SUSTAINABILITY

Moving towards sustainable growth



We see ourselves as not just as leaders in providing solutions in Supply Chain Management and Mobility but also a responsible organisation in contributing to the industry's environmental, social, and governance commitments. Our sustainability agenda is drawn from the Mahindra Group's principle of 'Rise for Good'.

Driving collective growth

Our ability to deliver and maintain high levels of customer satisfaction depends directly on our ability to constantly engage with them, our people, as well as our vendor-partners, associates and government bodies. Therefore, we maintain a continuous process of engagement with all our key stakeholders, including our communities.

Our process of stakeholder engagement is comprehensive, continuous, and driven through various channels and platforms. Our Board maintains oversight of the process through its various committees, specifically the Stakeholders' Relationship Committee (SRC) which responds to engagement with our shareholders and investors and the CSR Committee oversee's engagement with our communities.

Our stakeholder engagement helps us identify topics and issues core to the interests of our diverse stakeholder groups. It serves as critical strategic input needed for decision-making and delivering plans aimed at fulfilling the expectations of our key stakeholders. During 2022-23, our stakeholder engagement throughout the year yielded the following insights on core issues highlighted by our key stakeholders.



INVESTORS

Mode of engagement

- Quarterly calls, financial reports, and presentations
- Annual General Meeting
- Integrated Annual Reports
- Business Responsibility and Sustainability Report
- Regular interactions with investors
- Warehouse visits

Stakeholder issues

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



BUSINESS ASSOCIATES

Mode of engagement

- Business Associate (BA) Development Programme
- Coffee with CEO
- Mann Ki Baat with COO
- Chai Pe Charcha (cluster-wise)
- BA Council and Helpdesk

Stakeholder issues

- Inculcate good practices, focus on new business opportunities, rewards, recognitions, among others
- Business performance
- Operational and resource efficiencies



EMPLOYEES

Mode of engagement

- Internal communication
- Career, skill development and wellness programmes
- Employee committees and union meeting
- MCARES
- HRMS and other online portals

Stakeholder issues

- Creation of a coaching culture
- Talent attraction and retention
- Capability building, development and skill enhancement
- Safety and security
- Employee well-being
- Diversity and inclusion



LOCAL COMMUNITIES

Mode of engagement

- CSR partnerships
- Skill development programmes
- Community development programmes
- Disaster relief and rehabilitation programmes

Stakeholder issues

- Creation of a coaching culture
- Talent attraction and retention
- Capability building, development and skill enhancement and security
- Employee well-being
- Diversity and inclusion



CUSTOMERS

Mode of engagement

- Key account management
- Customer satisfaction surveys
- Quarterly newsletter
- Periodic reviews
- Customer communication initiatives/activities
- Webinar and digital events
- Customer and prospects events
- Go-Live events
- Digital marketing outreach

Stakeholder issues

- Exceptional customer service
- Differentiation and product relevance
- Safety and privacy
- Ethical business practices
- Environmental impact



REGULATORY AUTHORITIES

Mode of engagement

- Timely disclosures and filings
- Membership of industry associations
- Active participation in policy formulation

Stakeholder issues

- Practise fair and ethical business trade



MEDIA

Mode of engagement

- Media round-tables
- Media briefing & interactions
- Media visits to operating sites
- Press releases for initiatives & launches

Stakeholder issues

- Sharing critical information
- Transparency and openness

Key topics steering our progress

Deep understanding of the issues that impact our business' bottom-line is a critical function of the corporate governance at MLL. It drives strategic planning and risk management, and as a result, directly impacts our efforts to create sustained value for our key stakeholders.

Our materiality assessment derives from our stakeholder engagement process and is a regular exercise at MLL. We conducted our last materiality assessment during the 2018-19 year, during which 70-odd key issues were identified. These were analysed further to arrive at 29 material topics prioritised based on their significance to our stakeholder groups at MLL as well as our business functions. We have classified these 29 topics across 4 categories of Economic - Environmental - Social - (and) Governance i.e. (E-ESG), as seen in the following Materiality Matrix.

During 2022-23, we decided to refresh our materiality assessment exercise in view of the developments witnessed over the past 3 years, including the pandemic and global supply chain disruption, among others.

The outcomes of each materiality assessment exercise are validated by the Head of Sustainability/Sustainability Council and reviewed by the CEO. The Board also deliberates on the findings and provides business strategic inputs and guidance based on them.

As a result of the materiality assessment refresh, we have mapped nine material topics out of 24, under the aspects of Environmental, Social, and Governance (ESG). It helps us measure and manage our KPIs under these topics with respect to desired outcomes under E, S, and G.








Updated Sustainability Policy to align it with our Sustainability Strategy and sectoral benchmarking

The change facilitates TMW assessment, ISO 14001 recertification & Group Sustainability assurance (in accordance with ISAE 3000 standards)

SUSTAINABILITY GOVERNANCE

Our Sustainability Governance - led by our Sustainability Policy framed under the direction of the Board and CSR Committee - comprises our Sustainability Framework. It is linked closely to the Mahindra Group's Planet Positive philosophy. Our sustainability commitments and performance are under the oversight of our Board-led CSR Committee and Audit Committee. We integrate environmental management, social responsibility and good governance into the business with the objective of enhancing long-term stakeholder value.

ESG APPROACH	AIM	COMMITMENTS	POLICIES GOVERNING OUR COMMITMENTS
 ENVIRONMENT	REJUVENATING THE ENVIRONMENT	<ul style="list-style-type: none"> Invest in transport solutions to progressively shift to vehicles using alternate fuels/renewable energy Reduce absolute energy consumption Plan for carbon neutrality Expand our warehousing footprint with Green IGBC Gold/Platinum certified warehouses Reduce dependence on natural resources and ensure circularity in procurement decisions 	<ul style="list-style-type: none"> Environment Health & Safety Policy Sustainability Policy
 SOCIAL	PROMOTING STAKEHOLDER INCLUSIVITY	<ul style="list-style-type: none"> Fair and ethical business dealings with vendors Build a great place to work through learning & growth Diversity & inclusion Health & safety Open communication Work-life balance Foster inclusive development Improve quality of life of communities through education, employability and livelihood support 	<ul style="list-style-type: none"> Corporate Social Responsibility Policy Diversity & Inclusion Policy Equal Opportunity Policy Policy on Communication Code of Conduct for Employees and Senior Management Vendor Code of Conduct
 GOVERNANCE	LONG-TERM BUSINESS GROWTH	<ul style="list-style-type: none"> Inclusion and continuous review of 'Climate' risk in growth strategy Support business partners in adopting sustainable and responsible business practices Reimagine solutions through technology and innovation Make voluntary disclosure of non-financial performance to build stakeholder trust 	<ul style="list-style-type: none"> Policy on Dealing with Customers Vendor Code of Conduct

We embrace 'The Mahindra Way' (TMW), the Mahindra Group's Business Excellence Model, to drive excellence across our organisation. TMW goes beyond product and service quality, encompassing excellence in all functions, processes, and operations. Through annual assessments and a PDCA (Plan-Do-Check-Act) approach, we continuously improve based on valuable feedback. This enables us to track progress and benchmark TMW maturity across our Company and the wider Group. In 2022-23, we achieved a stage upgrade, attaining a stage 5 rating in the TMW Cycle 14 Assessment conducted in November 2022.

BUILDING A SUSTAINABLE FUTURE

During 2022-23, the Mahindra Group refreshed its corporate purpose 'Rise' to reflect the changing needs of a stakeholder-driven world. While the Group's time-tested ideals and values remain unchanged, the 'communication pillars' of Rise have been contemporised to make it more relevant for the times we live in today.

Our refreshed 'Rise' Philosophy calls for a more equal world, future readiness, and value creation, while continuing to drive positive change in the lives of people and communities.

We have reframed our sustainability strategy and pegged targets around our objectives, to help our businesses drive focussed action. We have mapped our sustainability aspirations to specific business activities and initiatives. A governance hierarchy has been created involving members of the senior management as well as our BoD to help maintain continuous oversight.



Driving Net Zero

- Scope 1+2 emission reduction
- Sustainable fuel - deployment of CNG
- EV deployment for Last Mile Delivery
- Solar rooftop capacity addition
- RE purchase from grid
- Reduction in energy consumption
- Scope 3 emission reduction
- Urban plantation & rural livelihood- large-scale afforestation projects
- Green warehouses
- IGBC certified Gold/Platinum
- Tracking & reducing scope 3 emissions as per SBTi targets



Pioneering Circular Economies

- Resource conservation - sourcing and using recycled input materials for warehouses
- Baseline and water footprint study
- Rain-water harvesting/ zero liquid discharge/use recycled water
- Zero waste to landfill at select locations



Thought Leadership

- Green logistics - low carbon solutions for customers
- Investing in green technology - Catapult
- ESG profiling and disclosures
- Leveraging partnerships - United Nations Global Compact (UNGC), World Economic Forum (WEF) Moving India Taskforce, CII Institute of Logistics
- Lead dialogue with sector peers on sustainability and share success stories

Financial performance

2022-23 was a year of transformation, where we continued to take steps to position ourselves towards becoming a ₹10,000 Crores business by 2025-26. In a year of financial uncertainty, we have successfully built synergies between our existing business and our acquired businesses; driven productivity initiatives while striving to protect our margins from the impact of fuel and material costs.

During the year, our Supply Chain Management (SCM) vertical, encompassing 3PL and network services businesses, played a significant role, constituting to 95% of the total revenue. On the other hand, our Mobility business, accounted for 5% of the overall revenue. Our financial performance for the year reflects the impact of various changes and challenges we encountered during this period.

Throughout the year, we faced various challenges, which entailed managing the transitional effects of integrating the operations of MESPL and Rivigo. We navigated these challenges while continuing to drive our business forward, adapting to market dynamics, and pursuing growth opportunities.

₹ 5,128 CRORES
REVENUE

24% ↑

₹ 276 CRORES
EBITDA

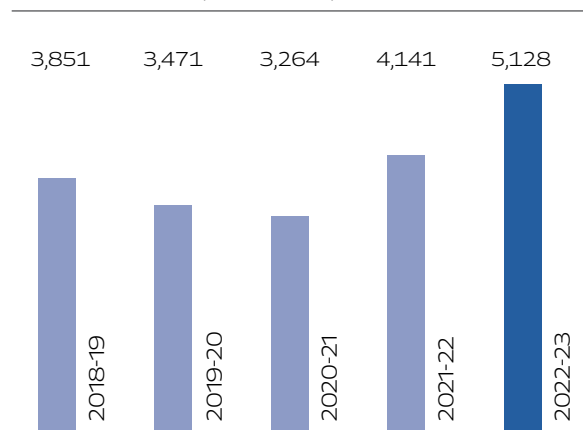
39% ↑

₹ 25 CRORES
PAT

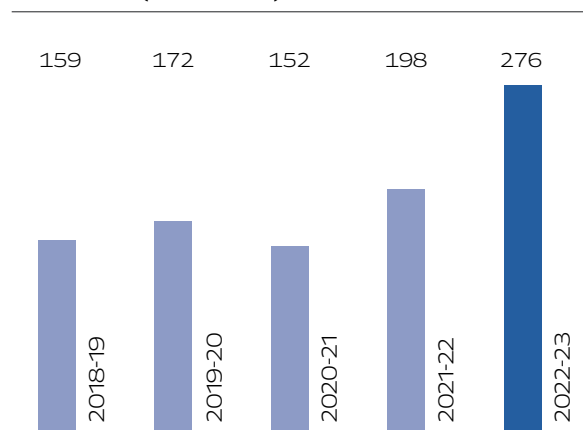
64% ↑

₹ 2,550 CRORES
MARKET CAPITALISATION

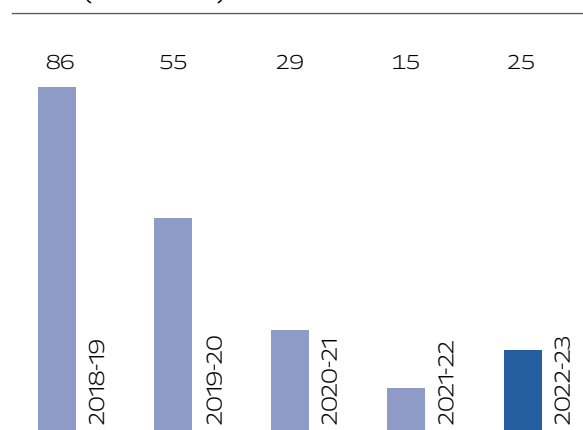
REVENUES (₹ Crores)



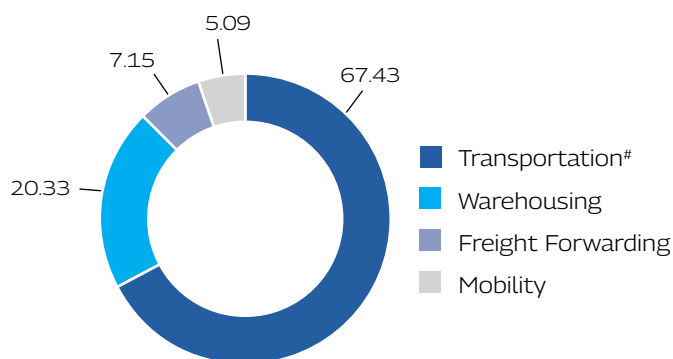
EBITDA (₹ Crores)



PAT (₹ Crores)

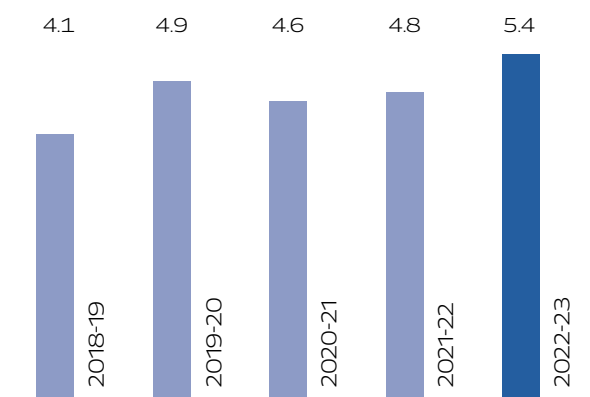


REVENUE MIX (%)



#Contract Logistics, B2B Express, Last Mile Delivery

EBITDA MARGIN (%)



DIVIDEND PAYOUT (% on face value)



*recommended

STRONG CREDIT PROFILE

Long-term/Short-term fund based/non-fund-based facilities: [ICRA] AA (stable)/[ICRA] A1+; reaffirmed

Key highlights of 2022-23

- The Company continued its strong performance recording its highest-ever consolidated revenues, showing our growing resilience in overall businesses
- Core 3PL business revenues grew by 26%. The share of the network service businesses viz. Freight Forwarding, Last Mile Delivery and B2B Express continued to make progress, contributing 17% of our overall consolidated revenues
- The Company continued to invest aggressively in new facilities, building multi-client Built-to-Suit network and capital investments in electric fleet towards its sustainability targets
- Completed acquisition of Meru. Integration of mobility businesses helped reduce losses
- The Company's investment in ZipZap complemented our existing last mile delivery business and electric vehicle-based delivery services ('eDeL')
- Completed acquisition of Rivigo's B2B express business enhancing our technology portfolio for integrated logistics and pan-India presence, delivering enhanced value to customers

Environment performance

We prioritise our contribution towards conservation of natural capital by implementing measures to minimise our environmental impact. Our key concerns are resource efficiency, GHG emissions, and climate change. To tackle these issues, we have developed a comprehensive plan that includes a carbon strategy, energy conservation, and low carbon solutions for customers. By aligning with Science-Based Targets, we aim to achieve carbon neutrality by 2039-40.

Our sustainability agenda is implemented under the aegis of the Mahindra Group's Sustainability Framework. As a result, we have pledged to become carbon neutral by 2039-40 across our value chain. Our Sustainability Strategy focuses on Driving Net Zero, Pioneering Circularity, and Thought Leadership.

Our SBTi Targets

We have committed to the following SBTi targets for 2032-33, considering 2017-18 as the baseline year:

- **Scope 1 and 2:** Reduce Scope 1 and 2 GHG emissions by 88% per employee
- **Scope 3:** Reduce Scope 3 GHG emissions by 69% per Million Kms

To meet these goals, we have developed a comprehensive carbon strategy. We are aligning our operations to double our energy productivity by 2039-40. We also plan to progressively increase our use of renewable energy.

Our Carbon strategy comprises the following four steps to enable us to becoming carbon neutral:

Doubling our energy productivity by 2040:

Supply chain management operations are energy intensive. We rely on diesel to operate our DG sets, company-owned vehicles, and material handling equipment, among others. We source electricity from the grid as well as from renewable sources.

We are aggressively optimising our office and warehousing operations with the aim to save energy - incorporating alternate fuel and renewable energy wherever possible, investing in energy-saving equipment through 5-star rated appliances and upgrading existing infrastructure to enable us to save more electricity. For instance, our new corporate office at Arena Space, Mumbai, is an IGBC gold certified green building.

We are using advanced technology to make our vehicles fuel efficient. We have developed technology solutions that enable us to optimise our travel routes and help us track and monitor our performance on efficiency on a real-time basis. We are using these tools to make our systems more energy efficient.

ACE - ELECTRICAL ENERGY EFFICIENCY

Conserve Energy Preserve Environment

Go Green Programme

Our strategic programme aimed at increasing the performance of our bottom line through productivity enhancements, energy efficiency and pursuing cost efficiency in IT-related hardware and software projects, ACE helps us reduce our carbon footprint. We targeted ~25% reduction in our power consumption in 2022-23.

Under the project, we held roadshows for employee awareness by visiting top-30 sites across the country. Asset class training modules emphasising best practices were created & multiple knowledge sharing sessions were conducted in which 800+ employees participated. We identified quick wins to create energy savings detailed as follows:

17.6 LAKHS KWH
ENERGY SAVINGS

1,472 tCO₂
EMISSION SAVED EQUIVALENT OF 8,814
TREES

₹ 2.34 CRORES
COST SAVINGS

The project also won the Platinum Award at the CII Awards during the year, a recognition for energy excellence.

Enhancing renewable energy consumption:

Increasing renewable energy content in our energy mix is one of our targets for reducing our emissions. Currently, our solar-powered warehouses space stands at 1.75 Mn sq. ft.

OUR GHG EMISSIONS (2022-23)

SCOPE 1	53.7
SCOPE 2	1,954
SCOPE 3	4,29,525

Undertaking tree plantation programmes to offset carbon footprint:

During 2022-23, we planted 13,440 saplings, taking the total tally of trees planted to 1,47,686 since 2012-13.

Beyond these measures, our strategy comprehensively looks at conserving other natural resources such as water. We are working towards water positivity by reducing our water consumption across all our operations. We are installing flow meters and sensors as well as using water-less urinals. We are also installing sewage treatment facilities enabling us to recycle our water, which can be used for flushing out waste. We have resolved to ensure that all our new warehouses will incorporate systems for liquid discharge management.

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

We have signed up with SBTi to set carbon reduction targets for 2032-33, using our 2017-18 performance numbers as our baseline. We are working to reduce our Scope 1, Scope 2, and Scope 3 emissions by pursuing clear energy efficiency strategies, improving our energy mix, and supporting large-scale afforestation programmes. We are recalibrating our business and operations around these climate goals through adoption of advanced technology across our verticals and undertaking the initiative to make our people aware of their individual responsibilities towards helping minimise our carbon footprint.

9,000+ KL
TOTAL WATER CONSUMPTION

3.4 TONNES
TOTAL PAPER CONSUMPTION

29%*
REDUCTION IN PAPER CONSUMPTION OVER THE PREVIOUS YEAR

Environmental sustainability as part of our Corporate Social Responsibility

Environmental sustainability has been one of the four core focus areas of our sustainability efforts at MLL. Under it are devised our Project Mahindra Hariyali and Green Guardians Tree Plantation drives for increasing the green cover. Our projects are run in 16 cities across 10 states directly as well as in partnership with third-party organisations.

**As a growing 3PL business, our focus has been to maintain adequate scope of reporting across years. Customer demand necessitates setting up of operations in newer geographies which often results in closure of old and opening of new operational facilities. In order to enhance the scope of reporting in 2022-23, we added our new state-of-the-art, large BTS warehouses (Built-to-Suit) into the scope of sustainability reporting, and therefore the performance on most parameters is not comparable with previous year's performance.*



eDEL - All electric sustainable cargo mobility fleet for last mile delivery

Mahindra Logistics Limited

We are proud to have ignited the electric vehicle (EV) cargo revolution in India with eDEL, our cutting-edge last mile delivery solution. This last mile delivery service operates exclusively on EVs, reflecting our commitment to sustainability and reducing our carbon footprint.

By streamlining B2C deliveries across major cities in India, eDEL serves a diverse range of industries, including E-commerce, consumer goods, pharmaceuticals, and retail. With its innovative technology platform for asset management, real-time tracking, and flexible operating models, eDEL promises to give its customers a significant competitive edge.



Building the electric Eco-system

We are not only deploying a large fleet of EVs but also creating a conducive environment for EV deployment and operations across the country by building supporting infrastructure and technology such as charging stations and parking lots, training workforce, route planning and even battery swapping stations.



The Impact

With eDEL, we have reached significant milestones in less than 2 years of operations. Our successful operation of EVs in the Last Mile segment quickly gained the trust of our customers and paved the way for increased adoption of electric vehicles.

Our strong performance has elevated our position as a leader in EV conversions for Last Mile deliveries. With a solid foundation in place, we seized the opportunity to rapidly scale our eDEL fleet from 500 to 1,000 EVs within just 6 months. The recent launch of electric bikes has added to greater adoption of the EVs in Hyperlocal and Quick Commerce space.

1,300+

ELECTRIC VEHICLES
(3W + 2W)

18.5

 Mn+

GREEN KMS COVERED

19+

CITIES AND
EXPANDING

1,100+

PINCODES SERVED

2,500+

TONNES OF
CO₂ EMISSIONS
REDUCED

70+

CHARGING HUBS



Transforming lives

Our social and relationship capital is enriched by our strong commitment towards enabling all our stakeholders to Rise. It is the key driver of our business sustainability and growth. During the year, we enhanced our relationships with our people, the communities we serve, our business associates and our customers through various measures.

OUR EFFORTS TO CONTRIBUTE TOWARDS OUR SOCIAL AND RELATIONSHIP CAPITAL ARE HOUSED UNDER THE FOLLOWING KEY INITIATIVES:



FOR OUR COMMUNITIES

OUR CSR VISION:

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

OUR CSR OBJECTIVES:

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

CSR GOVERNANCE STRUCTURE



BUILDING COMMUNITIES



We undertake various projects within communities belonging to underdeveloped sections of the society to help enhance health & safety, children's education, rural development.

- We run various projects in 19 cities across the states of Karnataka, West Bengal, Maharashtra, Gujarat, Punjab, Uttarakhand and Delhi to help enhance the health and hygiene standards of our communities.
- Our Project Sehat helps run a health check-up clinic at Nashik, which also provides preventive health care.

90,000+
BENEFICIARIES

8,000+
VOLUNTEERING HOURS



SKILL DEVELOPMENT



We drive skill development initiatives through vocational education programs, especially focused on youth, girls, women, and LGBTQIA+ members. We also extend support to the elderly and the differently-abled either directly or through government schemes.

During the year, we continued with three projects under skill development:

- Nanhi Kali, which provides educational support to school going girls. The programme targets beneficiaries from backward communities in Barabanki (Uttar Pradesh) and Nashik (Maharashtra).
- Project Hunnar, providing skills and livelihood training for members from the LGBTQIA+ communities, PwDs, as well as young women. The programme is operational across cities such as Mumbai and Pune in Maharashtra, Ajmer in Rajasthan, and Chennai in Tamil Nadu.
- Project Gyan Deep, which promotes education among tribal children. It is run in the city of Mumbai.

1,200+
BENEFICIARIES

110+
WOMEN

55
LGBTQIA+

1,050+
NANH KALIS

50
PwD

CSR Statistics for 2022-23 (Consolidated)

₹ **1.30** CRORES
TOTAL CSR SPEND

12,000+
CSR VOLUNTEERING
HOURS SPENT

1,04,500+
BENEFICIARIES

SUSTAINABILITY



We help communities live more harmoniously with their environment through adoption of ways to increase their use of renewable energy; effectively manage their waste; recharge natural water bodies; protection of green cover and biodiversity and more.

17,700+
TREES PLANTED

3,200+
VOLUNTEERING HOURS

We promote increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover through tree plantation activities. The Company's tree plantation contributions go beyond just planting trees. They also support various socio-environmental causes, creating a broader positive impact on communities and biodiversity.

Through this intervention, the Company planted directly and in partnership with Sankalptaru planted 5,100 trees, which not only contributed to building green cover and protecting the rich biodiversity of the country but also provided livelihood support to tribal farmers by growing fruit bearing trees. Every tree that is planted with Sankalptaru is geotagged where latitude and longitude of the tree is captured in the database, generating an 'e-forest' which contains an actual photo of the plantation, its google location and their beneficiary's details.



OUR PEOPLE

Our people are the bedrock of our operations, driving us towards remarkable achievements. Their welfare, safety, and personal growth are at the heart of our priorities. With a deep sense of responsibility, we ensure the well-being of our extensive workforce, spanning across the nation, through well-crafted policies that generate a positive and meaningful impact. We foster an environment where their engagement with their work at MLL is not only fulfilling but also inspiring. It is these commitments to our employees that truly set us apart, making MLL an exceptional and Great Place to Work.



IMPACT ACHIEVED DURING 2022-23:

The year 2022-23 was characterised by various updates in terms of health and safety of our people, diversity and inclusion within our workforce, and employee engagement initiatives.

The Safety Performance Summary provides an update regarding our leading and lagging indicators of safety at MLL. During the reporting period, we increased our training hours by 30% over the past year. We also significantly improved our unsafe acts and unsafe condition closure rate from 85% in 2021-22 to 92% in 2022-23.

9,920+

TRAINING HOURS DEDICATED TO HEALTH AND SAFETY

	2022-23	2021-22
TRAINING HOURS	↑ 1,50,319	104,669
SAFETY KAIZEN	↑ 1,890	1,771
NEAR MISS	↓ 736	1,555
UNSAFE ACTS	↓ 18,703	20,699
UNSAFE CONDITIONS	↑ 28,177	27,540
FATALITY	Zero	Zero

As on 31 March 2023 (Consolidated)

19%

DIVERSITY HIRING

192

NEW HIRES (FEMALE; LGBTQIA+;
SPECIALLY-ABLED; ARMY VETERANS;
SECOND CAREER INTERNS)

8

LGBTQIA+ EMPLOYEES

14

SPECIALLY ABLED
EMPLOYEES

217

WOMEN HIRING



DIVERSITY TRAINING:

Several D&I focussed training modules are mandatory for our people. During 2022-23, our E-Learning Module on Prevention of Sexual Harassment registered completion rate of 95.83% while our module on D&I stood at 96.24%. Additionally, we also conducted 11 sessions under diversity covering the cohort from Manager to Deputy General Manager level in order to impress upon the need for a diverse culture.

Among the key steps taken during 2022-23 to enhance employee well-being is our partnership with the GTT Foundation in the area of ensuring equal opportunity and non-discrimination to our colleagues from the LGBTQIA+ community. The policy also offers counselling services for LGBTQIA+ employees and their immediate family members, including their partners.

200+

PEOPLE TRAINED UNDER LGBTQIA+ POLICY



“

Creating a more gender-equal supply chain

Our Chakan plant in Maharashtra is just one of the many shining examples showing the power of our commitment to diversity and inclusion. Catering to a major auto ancillary client of MLL is our in-plant operations site, comprising a kitting division that is run by a 12-member all-women team.

Similarly, we are enabling our women colleagues break into the male bastion of last mile e-commerce delivery. We have onboarded several women drivers for EDel in Bengaluru. This is in line with further plans to bring in more women-driver-cum owners, fleet owners within our mobility vertical.

”

LEARNING AND DEVELOPMENT:

During the year, we successfully rove a sustained continuous learning effort at MLL through our Learning Management System that comprises various platforms. A breakdown of our learning activity is provided as follows:



PLATFORM	ACTIVE USERS (UNIQUE)	LEARNING HOURS	COURSES COMPLETED
HMM SPARK	646	1,452	5,217
UDEMY	280	3,332	2,024
ICOACH	Two of our CLT members underwent coaching under the programme		

PRAPANTARAN - LEAN SIX SIGMA BLACK BELT PROGRAMME:

We completed 11 projects comprising two batches of senior leaders, training a total of 40 people across various departments.

EMPLOYEE ENGAGEMENT:

During 2022-23, we undertook Great Place To Work survey to understand our employee satisfaction levels, in which 3,677 employees participated. The survey revealed a trust index score of 81% with a response rate of 76%.

- **Swayam:** During the year, 27 webinar sessions were conducted on the subjects of mental wellness and financial counselling, which attracted participation from 1,625 people. We also provided 130 one-on-one counselling sessions to 36 unique participants under the programme. We also conducted 5 sessions in collaboration with Cultfit, with 516 unique participants. 824 users have enrolled for a total of 2,566 sessions. Awards were given to top-performing participants across various categories.
- **Idea Network 5.0:** During 2022-23, we launched 5.0 version of our Idea Network, which characterises a Six Sigma approach to ideation trained at the focus area of driving cost savings. Under the programme, we registered 328 ideas worth annualised cost savings of ₹ 28.96 Crores.



IDEA NETWORK 5.0 UPDATE

217 IDEAS
IMPLEMENTED

220+
EMPLOYEES

ACCRUED COST
SAVINGS OF

₹ **12** CRORES
BY MARCH 2023

80+ SITES
TRAINED ON IDEA
NETWORK GUIDELINES

SIX SIGMA PROGRAMME:

We followed a continuous improvement approach across businesses and functions. At operating sites / workplaces high impact projects are selected for driving improvements using Lean Six Sigma approach for Problem Solving and Task Achievement.

We have developed competence in Systematic Problem-Solving approach and promoted use of various QC (Quality Control) tools & techniques.

Employees trained in 2022-23

380 in MYB (3.5 X growth over 2021-22)

130 in MGB (1.3 X growth over 2021-22)

40 in MBB (2.5 X growth over 2021-22)

We have successfully implemented 400 MYB Projects in the last five years along with additional 300+ Projects ongoing in 2022-23. 50+ MGB Projects were completed in the last five years along with 75+ ongoing MGB projects & 16 ongoing MBB Projects in 2022-23.

Improvement projects are aimed at enhancing KPIs, reducing customer complaints, improving safety, and generating customer cost savings. These projects utilise seven quality control tools, advanced statistical tools, and lean techniques like 5S, process mapping, waste elimination, value stream mapping, and Makigami analysis etc.

1,500+ EMPLOYEES
COMPLETED 5S + KAIZEN TRAININGS

ACE - PRODUCTIVITY IMPROVEMENT PROJECT

After conducting an initial analysis, an opportunity of approximately ₹ 22 Crores was identified in cost levers across various aspects of the business and functions. Several Initiatives were implemented in more than 40+ accounts of E-commerce, Manufacturing & Consumer vertical. Robust Programme structure & review cadence set up for close monitoring resulted in cost saving of ₹ 18 Crores

ACCRUED COST SAVINGS OF

₹ **18** CRORES BY MARCH 2023

OUR BUSINESS ASSOCIATES

The cornerstone of our highly effective business model is to recognise the key role that our fleet owners and operators, our aggregators, our warehouse owners and providers of our contract workforce play in our success. This enables us to operate in an asset-light manner that is also flexible and agile in its response to the evolving needs of our customers. These are our Business Associates (BAs) at MLL, who are a force of strength for us and an integral part of our supply chain.

To meet the needs of our BAs, we have developed the Business Associate Life Cycle Management process, providing dedicated support unlike any other company. Our digital journey begins with the Onboarding process, where One Touch Portal and the Bill Hub module enable easy bill uploads and online status checks. Online RFPs have streamlined and enhanced transparency.

SUPPLY CHAIN MANAGEMENT

5,650+

REGISTERED BAs SUPPORTING
TRANSPORTATION AND WAREHOUSING ASSETS

We are strongly connected to our BAs through various policy frameworks and have evolved systems of support to hear and understand their concerns and respond to their expectations in a timely manner. To do this efficiently and in a transparent manner, we have evolved our BA lifecycle management process which includes a dedicated BA support function. Our BA support function and our dedicated digital platform for BAs, for end-to-end servicing, including

MOBILITY

2,400+

BAs AND DRIVER CUM OWNERS

RFP and processing of bills, are our key differentiators that make us a preferred partner.

Throughout the year, we run a range of initiatives to support and engage with our BAs. These efforts are aimed at understanding their concerns, providing them with a platform to air their views and enable them to share their questions or their ideas with our top leadership, and to help them further enhance their capacities as well as grow their business.

Coffee with MD

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

2

SESSIONS

23

BAs TRAINED IN 2022-23

BA Helpdesk

A platform where BAs can simply drop an email with their issues on:

basupport@mahindra.com

399

COMPLAINTS REGISTERED (98% RESOLVED)

As against 226 complaints registered and 88% resolved in 2021-22

Aadhya

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

6

SESSIONS

67

FEMALE PARTICIPANTS



1 session with 12 female participants

BA Development Programme

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

100

BAs TRAINED IN
2022-23



From 48 in the previous year

Trainings

We impart online and offline trainings to the BAs and their employees on topics such as Billhub, OTP, Communication skills and stress management, which helps them be more effective and stay updated with our systems.

39

SESSIONS

1,490

BAs COVERED



From 21 sessions covering 220 BAs in 2021-22

Bandhan

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

45

BAs COVERED IN
2022-23



25 BAs covered in 2021-22

Chai Pe Charcha

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

126

BAs COVERED

16

SESSIONS



2 sessions covering 18 BAs in 2021-22

Pratibimb

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

2

SESSIONS IN 2022-23



FOR OUR CUSTOMERS

We continue to let our customers' needs steer us towards new-age solutions and newer ways of working. Our flexibility and our ability to understand their core issues help us enhance our relationships, enabling us to reach out with our diversified portfolio of offerings.

We offer our customers bespoke solutions across SCM and Mobility. We are recognised for our commitment to solving their problems at an attractive value proposition. Thus, enabling us to successfully work with a range of players within the same market, enriching the entire value chain with our expertise and capability to orchestrate synergy. We are a technology-first player prioritising innovation to enable our clients to scale their businesses rapidly.

INNOVATION AT MLL:

Our innovations are the outcome of our customer-centricity in action. We help our customers realise higher levels of efficiency, productivity & cost optimisation through our disruptive and futuristic solutions, developed by harnessing our unique knowledge and expertise of SCM and technology. Our focus includes technology, operational excellence, driven by process excellence, as well as packaging solutions.

Our three-tiered approach to innovation helps us grow our innovative capabilities and respond to market shifts in a timely manner:

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

Employees trained for need identification

Structured approach towards fostering innovation - from idea to initiation

Systematic implementation under guidance of the governing and steering committees

Mahindra Innovation Award (MIA):

Two innovation projects (of nine) were shortlisted and presented to the esteemed jury at Mahindra Group Level for MIA 2022.

AUTOMATION:

- **UAVs** - Use of Drones for Intra-logistics, Surveillance of Assets, Urban & Rural BVLOS (Beyond Visual Line of Sight) Deliveries
- **IOT** - Asset Tracking & Optimisation, Safety & Security, Predictive Analytics & Block Chain
- **AI** - Use of Artificial Intelligence for various use cases during Loading/ Unloading, QC Checks etc
- **Robotics** - Stationary Picking Robots, Mobile Piece Picking Robots, Kitting & Customisation Robot
- **Mechanisation** - Use of fully autonomous/semi-autonomous conveyor systems, Sorting systems for Warehouse Operations, In-plant Operations. Development of EV's from ICE vehicles, Designing mobility solutions for within warehouse movement of material
- **Sustainability** - Carbon accounting and control, hybrid technologies, and energy efficiency.



Automation output during 2022-23

125 IDEAS

OUT OF TOTAL 167 IDEAS QUALIFIED AS PER AUTOMATION FUND PROGRAMME GUIDELINES

34 IDEAS WORTH

₹ **4.01** CRORES

APPROVED BY CENTRAL STEERING COMMITTEE FOR IMPLEMENTATION

14 INITIATIVES

DEPLOYED AT LOCATIONS; 18 UNDER DEPLOYMENT, AND 2 ARE BEING DEVELOPED

880+

EMPLOYEES TRAINED

1,600+

PERSON-HOURS INVESTED

ON ADVANCED TECHNOLOGY TRAININGS TO CREATE A FUTURISTIC WORKFORCE

INNOVATION PIPELINE AT MLL IN 2022-23:

1. Use of drones in inventory management, stockyard management, remote security surveillance
2. Flexible conveyor equipped with AI
3. Smart mirror for added safety within plants and warehouses
4. EV for material movement in Warehouse
5. Follow Me Bots from Put to Light System helping increase productivity
6. Automated material movement in warehouses

improvement across our facilities and drive process standardisation. It impacts our operations, financial performance, health and safety performance, our people productivity and our ability to forecast our business performance with respect to the prevailing business trends.

We follow a 5-D approach at our sites with comprises data collection, diagnosis, deployment, delivery, and Do & Sustain stages for maximum effectiveness. Complementing our operational excellence are the process excellence initiatives we have undertaken during the year. These include implementation of Six Sigma projects during 2022-23 at various client sites across C&M Vertical and MESPL Vertical. These initiatives have helped improve our productivity by ~25% while controlling costs for our customers.

OPERATIONAL EXCELLENCE:

We are constantly raising the bar on operational excellence through new-age initiatives such as PULSE (Productivity Linked Standardised Environment) programme. It serves as our common operating system which helps enhance productivity, identify areas of

₹ **1.89** CRORES

COST SAVINGS ACCRUED DURING 2022-23 ON ACCOUNT OF PULSE

INVOLVING OUR CUSTOMERS IN OUR CLIMATE CHANGE MITIGATION EFFORTS:

During 2022-23, we launched the One Carbon Report - a Platform-based measurement and tracking of shipment emissions at a customer level. It has the following two objectives:

Shared climate ambition - Tracking shipment carbon emissions to decarbonise logistics together.

Carbon management beyond the fence - Customised user interface with actionable carbon emission reduction by collaborating with our clients to offer decarbonisation-as-a-service.

INNOVATION IN PACKAGING:

Packaging has a critical role to play in the end-consumer's experience of the products our clients develop and produce. It also comprises a significant cost as well as carbon footprint. As a result, it is a major area of focus with respect to innovation at MLL.

During the year, we introduced an eco-friendly Pallet called Eco Pallet in collaboration with our vendor-partner. Made from post-consumer recycled wood with a patented Polyurethane coating which is durable and can be used over period of ~10 years, these Eco Pallets can be deployed as a storage solution in a warehouse. They can be handled effectively by reach trucks or forklifts and MHEs.

~30%

REDUCTION IN CARBON EMISSIONS THAT THE USE OF ECO PALLET, COMPARED TO WOODEN PALLET

~94%

LOWER CARBON EMISSIONS COMPARED TO THAT OF A PLASTIC PALLET

*Over a 10-year life span

We have deployed 300+ pallets in 2022-23 and plan to significantly ramp up the deployment in 2023-24

BOLSTERING INNOVATIONS IN SUPPLY-CHAIN



As an industry leader, we see ourselves leading upcoming providers of logistics and logistics-related solutions through support and guidance as well as encouragement in the form of platforms, resources, ideas, mentorship, and more. To this end, we have continued to contribute to the ecosystem through our dedicated platform Catapult.



Electric bikes for Last Mile Delivery



Robot assisted order picking

Catapult 3.0: In its 3rd consecutive run, catapult continued to encourage and support the drive for innovation within the industry by recognising winning ideas from the Indian startup ecosystem.

The recent cohort of Catapult 3.0 saw a participation of over 167 start-ups from the Supply Chain & Mobility space. After a robust evaluation process, 7 start-ups were shortlisted for the Cohort. The Cohort participants are now collaborating with us on some real-world use-cases to develop market-ready solutions.

Background: Catapults 1 & 2 saw a participation of over 500 start-ups, from among which 16 were shortlisted for Cohorts 1&2. Of these, MLL has signed Strategic Technology Partnership memorandums of understanding (MOU) with 10 catapult participants with an aim of bolstering creators of tomorrow in the logistics industry.

Revolutionising quick commerce & hyperlocal grocery deliveries



We forayed into end-to-end services for its B2C grocery business last year through its latest fulfilment centre, its eleventh in the country and third in the city of Hyderabad. The new fulfilment centre specifically enables quick commerce in the grocery segment with technology at its backbone in driving efficiency.



We have been able to establish our operational capability across India with end-to-end services of fulfilment centres, milk-run transportation, micro-fulfilment centres (dark stores) and last mile delivery.

The network, that is built for this segment, is equipped to fulfil large volumes. These fulfilment centres are spread across 5 cities (Bangalore, Vizag, Vijayawada, Hyderabad, and Kolkata) and are currently serving more than 6 Lakhs units and 15,000+ stores per day.

These operations also synergise last mile operations through 'Whizzard', our last mile logistics brand. Fulfilment as a service is a key to our growth strategy, with focus on a network of dark stores that could hold 7-14 day inventory for multiple brands which could instant pick, pack and deliver.

Managing Dark Stores for a Leading FMCG Company

We operate over 20,000+ plus sq. ft. of Dark Stores for a FMCG Major in 6 locations - Chennai, Bangalore, Pune, Ahmedabad, Delhi & Lucknow supported by 15 Cross Docks across the country.

Together we serve over 640 pincodes servicing over 600 orders per day meeting critical KPIs like on-time delivery performance and inventory tally.



Staying true to our vision

As part of the Mahindra Group, adheres to highest standards of corporate governance and values its role in the society as a responsible corporate citizen.

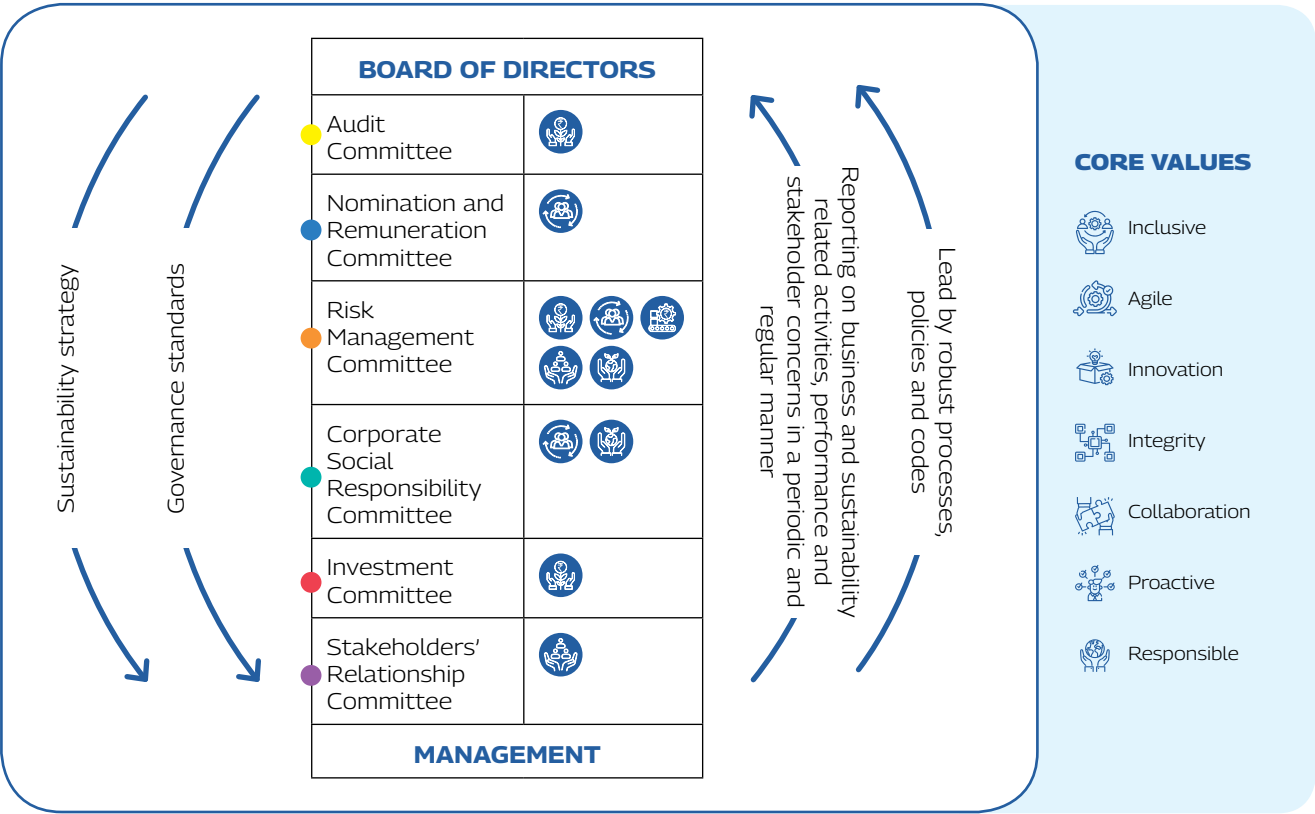
A SYSTEM BASED ON TRUST AND TRANSPARENCY

Values of fairness, transparency and trust, as well as respect and commitment to ethical way of operating our business is woven into our DNA. Our vision drives us to uphold the interest of all our stakeholders. It guides our approach to managing the various aspects of our business across Environmental, Social, and Governance aspects, to create value.

OUR CORPORATE GOVERNANCE FRAMEWORK

Our governance structure and delegation of authority provisions enhance independent judgement, ensure sustainable execution of strategy, and create value. Our strong, independent, and diverse Board of Directors (BoD) rooted in expertise and experienced across various competencies, is our highest governing body. Our Board-led committees help drive initiatives that help us fulfil our vision to deliver excellence in corporate governance that is rooted in compliance and value of business ethics above all else.

CORPORATE GOVERNANCE: ORGANISATIONAL STRUCTURE





ATTRIBUTES OF OUR BOARD

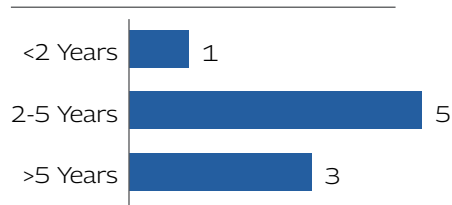
Our Board comprises highly accomplished professionals who have demonstrated accountability and adherence to values of ethics, integrity, and mutual respect. While strongly knowledgeable in their respective domains, they are also eminent leaders, inspiring trust and confidence, and respected universally by our teams.

DIVERSITY OF SKILLS AND EXPERTISE



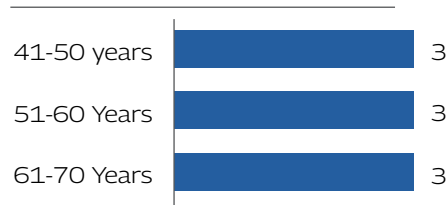
DIVERSITY OF TENURE

LENGTH OF SERVICE



DIVERSITY OF AGE

AGE GROUP (AS ON 31 MARCH 2023)



Average age
55 years

INITIATIVES THAT STRENGTHEN CORPORATE GOVERNANCE AT MLL



Code of Conduct

During the reporting period, we strengthened our communication and training campaigns to reinforce awareness regarding the Code of Conduct



Savdhaan insider for prevention of insider trading

Features interactive training sessions for greater awareness



Prevention of Sexual Harassment (POSH)

Supported by a gender-agnostic POSH



WeComply

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



MLL Ethics Helpline

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



Please report any unethical behaviour or violations at:

☎ Toll-free number: 000 800 100 4175

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

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We appreciate your feedback

[Shareholders'
Satisfaction
Survey Link](#)

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YOUR OPINION



SCAN TO SHARE
YOUR OPINION

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Anish Shah
Chairman & Non-Executive Director

Mr. Rampraveen Swaminathan
Managing Director & CEO

Mr. Naveen Raju
Non-Executive Director

Mr. Darius Pandole
Independent Director

Mr. Ranu Vohra
Independent Director

Ms. Avani Davda
Independent Director

Ms. Malvika Sinha
Independent Director

Mr. Dhananjay Mungale
Independent Director

Mr. Ameet Hariani
Independent Director

COMPANY SECRETARY

Ms. Ruchie Khanna

BOARD COMMITTEES

Audit Committee

Mr. Ranu Vohra - *Chairperson*

Mr. Darius Pandole

Ms. Avani Davda

Ms. Malvika Sinha

Mr. Dhananjay Mungale

Mr. Ameet Hariani

Risk Management Committee

Ms. Avani Davda - *Chairperson*

Ms. Malvika Sinha

Mr. Ranu Vohra

Mr. Rampraveen Swaminathan

Stakeholders' Relationship Committee

Mr. Darius Pandole - *Chairperson*

Mr. Naveen Raju

Ms. Avani Davda

Nomination and Remuneration Committee

Mr. Darius Pandole - *Chairperson*

Dr. Anish Shah

Mr. Dhananjay Mungale

Mr. Ranu Vohra

Corporate Social Responsibility Committee

Mr. Ranu Vohra - *Chairperson*

Ms. Malvika Sinha

Mr. Naveen Raju

Mr. Rampraveen Swaminathan

BANKERS

Axis Bank Limited

HDFC Bank Limited

ICICI Bank Limited

Kotak Mahindra Bank Limited

State Bank of India

STATUTORY AUDITORS

Deloitte Haskins & Sells LLP
Tower 3, 4th & 24th - 32nd Floors,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013
Tel.: +91 22 6185 4000

SECRETARIAL AUDITORS

M/s. Makarand M. Joshi & Co.,
Practising Company Secretaries
Ecstasy, 803-804, 8th Floor, Citi of Joy,
JSD Road, Mulund (West),
Mumbai - 400 080
Tel.: +91 22 2167 8100

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
L B S Marg, Vikhroli (West),
Mumbai - 400 083
Tel No.: +91 22 4918 6270/
810 811 6767
Fax No.: +91 22 4918 6060
Website: www.linkintime.co.in
E-mail Id: rnt.helpdesk@linkintime.co.in

REGISTERED OFFICE

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

CORPORATE OFFICE

10th & 11th Floor, Arena Space
Near Majas Bus Depot, Jogeshwari
Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060
Tel.: +91 22 6836 7900
Email: enquiries-ml@mahindra.com
Website: www.mahindralogistics.com

BOARD'S REPORT

Dear Shareholders,

The Board of Directors ("the Board") of Mahindra Logistics Limited ("the Company") is pleased to present their Report along with the Audited Financial Statements of the Company for the financial year ended 31 March 2023 ("financial year under review" or "financial year 2022-23").

A. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

(₹ in crores)

Particulars	Standalone		Consolidated	
	Financial year 2022-23	Financial year 2021-22	Financial year 2022-23	Financial year 2021-22
Income				
Revenue from Operations	4,458.90	3,631.08	5,128.29	4,140.76
Other Income	12.04	9.56	15.85	13.58
Total Income	4,470.94	3,640.64	5,144.14	4,154.34
Expenses				
Cost of materials consumed	6.58	9.81	6.58	9.81
Changes in inventories of finished goods, stock in trade & work in progress	0.45	(0.45)	0.45	(0.45)
Employee benefit expenses	289.04	282.20	354.56	314.70
Operating expenses	3,792.86	3,085.79	4,379.48	3,540.41
Other expenses	93.68	74.15	127.46	92.02
Depreciation and amortisation expenses	169.17	130.41	189.50	141.72
Finance cost	41.42	26.04	51.57	29.82
Total Expenses	4,393.20	3,607.95	5,109.60	4,128.03
Profit before exceptional items and tax	77.74	32.69	34.54	26.31
Exceptional items (net)	2.70	-	-	-
Profit Before Tax ("PBT")	80.44	32.69	34.54	26.31
Tax expenses	15.91	8.25	7.12	11.25
Profit After Tax ("PAT")	64.53	24.44	27.42	15.06
Share of (loss)/ profit of Joint Venture/ Associate	-	-	(2.79)	0.01
Profit for the year	64.53	24.44	24.63	15.07
Other comprehensive income/ (losses)				
Re-measurements of the defined benefit plans - Gains/(Losses)	1.57	(1.03)	1.91	(0.87)
Income tax relating to items that will not be reclassified to profit & loss	(0.40)	0.26	(0.42)	0.22
Total other comprehensive income	1.17	(0.77)	1.49	(0.65)
Total comprehensive income	65.70	23.67	26.12	14.42
Attributable to				
(a) Owners of the Company	65.70	23.67	27.76	16.91
(b) Non-Controlling interest	-	-	(1.64)	(2.49)
Balance of Profit from earlier years	372.62	366.89	368.66	369.69
Dividend Paid	(14.39)	(17.94)	(14.39)	(17.94)
Balance carried forward to reserves	423.93	372.62	382.03	368.66
Net worth	621.03	564.65	579.12	560.68

The financial year 2022-23 was the first full year without any major impact of Covid, after a gap of two years. Global economy experienced high-level of volatility due to headwinds caused by high inflation and turmoil in the banking sector. India was also affected due to this volatility, but the impact was relatively contained. Economic activity during the financial year showed signs of growth, with uptick in manufacturing activity owing to strong domestic demand. The Company's key end markets like Auto, Farm, Engineering and Telecom saw significant tailwinds. Consumption end markets, E-commerce

& Last Mile Delivery witnessed stagnant volume growth and network expansion was slow. Freight Forwarding was impacted due to significant drop in cross border freight prices compared to previous year, but demonstrated volume growth across all offerings. The Mobility business saw some sign of recovery with macros improving in the second half of the financial year, but remained impacted due to slow pace of office re-opening in ITES sector.

Consolidated Performance

Despite challenges, your Company was able to put up a strong performance recording its highest ever consolidated revenues of ₹ 5,128.29 crores for the financial year 2022-23, a growth of 24% over the previous year. This shows our growing resilience in overall businesses.

Our core 3PL business showed improvements and recovery led by auto sector. While the Company's E-commerce and Consumer business segments struggled due to demand, the 3PL revenues grew by 26.48% to ₹ 4,007 crores for the financial year under review as compared to ₹ 3,168 crores in the previous financial year. The solutions share of the network service businesses viz. Freight Forwarding, Last Mile Delivery and B2B Express also continued to make progress, contributing to 17% of our overall consolidated revenues for financial year 2022-23. This is a testimony to your Company's continued focus on diversifying our revenue mix and end markets during the past few years. The consolidated Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") grew by 39.30% to ₹ 275.61 crores for the financial year 2022-23, as compared to ₹ 197.85 crores for the previous financial year.

The consolidated PAT (after share of loss of joint venture and controlling interest) grew by 63.44%, to ₹ 24.63 crores for the financial year 2022-23 from ₹ 15.07 crores in the previous financial year. The PAT growth of the Company was impacted on account of the acquisitions and margin pressure in some of the business segments.

We remain committed to our vision of building an integrated logistics and mobility services business, which has deep capabilities in multiple service lines, and when combined with our technology, people and process, creates and adds value for our customers and

stakeholders, thus emerging as a preferred choice for them. During the financial year 2022-23, the Company continued to invest aggressively in new facilities, building multi-client Built-to-Suit ("BTS") network and capital investments in electric fleet.

Standalone Performance

During the financial year under review, the Company's revenue from operations grew by 22.80% to ₹ 4,458.90 crores as compared to ₹ 3,631.08 crores in the previous financial year. The standalone PAT increased by 164.03% for the financial year 2022-23, at ₹ 64.53 crores as against ₹ 24.44 crores in the previous financial year. The total comprehensive income for the financial year under review, increased by 177.57% at ₹ 65.70 crores, as compared to ₹ 23.67 crores in the previous financial year.

During the financial year 2022-23, on a standalone basis the Company operated in two business segments - Supply Chain Management ("SCM") and Enterprise Mobility ("EM") Business. With the sale and transfer of the EM business of the Company to MLL Mobility Private Limited, wholly-owned subsidiary, the Company on standalone basis operates in single segment of 3PL SCM business effective 1 October 2022.

Credit ratings

The Long-term and Short-term credit facilities (fund and non-fund based) of the Company are rated by ICRA Limited. During the financial year under review, ICRA Limited re-affirmed and retained [ICRA]AA(Stable)/[ICRA]A1+ credit ratings assigned to said credit facilities of the Company of ₹ 335 crores. The Outlook on the long-term rating continues to be Stable.

The liquidity position of the Company is strong, supported by its sizeable cash & bank balance and liquid investments of ₹ 179.68 crores as on 31 March 2023. The re-affirmed credit rating reflects the Company's strong financial profile characterised by its low leverage and strong debt coverage, and a high degree of safety regarding timely servicing of its financial obligations.

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

Accounting Method

The Annual Audited Consolidated and Standalone Financial Statements of the Company are 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 applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

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

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

Publication and access to the Financial Statements and Results

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

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

Change in the nature of the business

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

B. ACQUISITIONS AND INVESTMENTS

In alignment with our growth strategy and to achieve greater scale, enhance our technological capabilities, broaden our geographical coverage, and drive operational synergies and efficiencies, both organically and inorganically, the Company completed several acquisitions / restructured its businesses in financial year 2022-23, as under:

Meru

In May 2022, the Company completed acquisition of MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited) ("MMPL"), V-Link Automotive Services Private Limited ("VASPL") and V-Link Fleet Solutions Private Limited ("VF SPL") from MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) ("MESPL"), and acquisition of MESPL from Mahindra & Mahindra Limited ("M&M"). Consequently, MMPL, VASPL, VF SPL and MESPL became wholly-owned subsidiaries of the Company.

Thereafter, effective 1 October 2022, the Company sold and transferred its EM Business, operated under the brand name "Alyte" to MMPL, as a going concern on slump exchange basis, with an objective to consolidate the mobility services business under one entity thereby enabling optimization of operations and scaled up opportunities and offerings to customers, in line with the growth strategy of the Company.

As consideration for the sale and transfer of the EM Business, the Company additionally acquired 2,87,204 equity shares of ₹ 10 each fully paid in MMPL. With this, the Company holds 460,899 equity shares of ₹ 10 each fully paid (100%) of MMPL and MMPL continues to remain wholly-owned subsidiary of the Company.

Whizzard

During the financial year 2022-23, the Company completed its first tranche of investment in 31,600 Series A Compulsorily Convertible Cumulative Preference Shares and acquisition of 21,327 equity shares of Zipzap Logistics Private Limited ("ZipZap"), a company specializing in last mile and micro fulfilment services under the brand Whizzard. The Company's investment in ZipZap has complemented the Company's existing last-mile delivery business and electric vehicle-based delivery services ("eDeL").

With this investment, ZipZap became an Associate of the Company effective 8 April 2022.

Rivigo

During the financial year under review, the Company entered into Business Transfer Agreement ("BTA") with Rivigo Services Private Limited ("Rivigo") and its promoter for acquisition and purchase by the Company or its Subsidiary/Affiliate of the B2B express business of Rivigo, together with all rights, title, beneficial ownership and interest therein, as a going concern, on slump sale basis.

As per the terms of the BTA, MESPL, wholly-owned subsidiary of the Company acquired the B2B express business from Rivigo for cash consideration on 9 November 2022. MESPL's acquisition of Rivigo's B2B express business gave the Company access to its PAN-India network of 250+ processing centres and branches, spanning an area of more than 1.5 million sq.ft., best-in-class tech stack and process capabilities, thus accelerating expansion of the Company's Express Network Business. Hence, post completion of the acquisition of the Rivigo business, to consolidate the Express businesses under one entity thereby enabling synergies, optimization of resources, the Company sold and transferred its Express Network Business to MESPL, as a going concern on slump exchange basis, effective 1 April 2023. Sale and integration of the Company's Express Network Business to MESPL is underway.

International Freight Forwarding

To augment growth opportunities in cross border supply chain and establish international presence, the Company incorporated two wholly-owned subsidiaries, V-Link Freight Services Private Limited ("V-Link Freight") in India on 9 September 2022 and MLL Global Logistics Limited ("MGL") in United Kingdom on 6 December 2022.

The new wholly-owned subsidiaries are incorporated to undertake logistics and supply chain management services including freight forwarding and air charter business across geographies. V-Link Freight has set up a branch office in DAFZA, United Arab Emirates and MGL is in the process of setting up its operations in United Kingdom.

Upon incorporation of V-Link Freight, the Company has subscribed to and invested ₹ 1 crore in V-Link Freight towards its initial share capital comprising of 10 lakhs equity shares of ₹ 10 each.

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 2022-23 till the date of this report i.e. from 1 April 2023 to 24 April 2023.

C. SUBSIDIARIES, ASSOCIATES AND HOLDING COMPANY

Subsidiaries

As on 31 March 2023 and the date of this report, the Company has eight unlisted subsidiaries, six of which are wholly-owned subsidiaries. The 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. For the financial year 2022-23, all subsidiaries contributed to 14% of the consolidated revenues of the Company.

Lords Freight (India) Private Limited ("Lords"), subsidiary of the Company provides freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. During the financial year 2022-23, Lords earned gross income of ₹ 367.42 crores as against ₹ 452.65 crores in the previous year, registering a degrowth of 18.83% over previous financial year. Its net profit after tax de-grew by 37.71% and stood at ₹ 9.96 crores for the financial year under review as against ₹ 15.99 crores for the previous financial year.

The Company holds 99.05% stake in Lords as on 31 March 2023.

Lords contributed 7.14% to the consolidated revenues of the Company for the financial year 2022-23.

V-Link Freight Services Private Limited ("VLFPL"), wholly-owned subsidiary of the Company provides freight forwarding, logistics and transportation and air charter services. VLFPL was incorporated on 9 September 2022. For the period 9 September 2022 to 31 March 2023, the Company earned revenue of ₹ 0.50 crores and incurred loss after tax for the said period of ₹ 0.14 crores.

The Company holds 100% stake in VLFPL as on 31 March 2023.

VLFPL contributed 0.01% to the consolidated revenues of the Company for the financial year 2022-23.

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

2x2 Logistics Private Limited ("2x2"), subsidiary of the Company specializes in offering automotive outbound logistics solutions to four-wheeler and two-wheeler industries and has a fleet of 120+ vehicles. During the financial year 2022-23, the gross income of 2x2 de-grew by 13.65% amounting to ₹ 20.81 crores as against ₹ 24.10 crores in the previous financial year. The net loss after tax of 2x2 decreased to ₹ 3.86 crores during the financial year 2022-23 as compared to a net loss of ₹ 5.88 crores for the previous financial year.

The Company holds 55% stake in 2x2 as on 31 March 2023.

2x2 contributed 0.40% to the consolidated revenues of the Company for the financial year 2022-23.

MLL Express Services Private Limited ("MESPL"), headquartered in Gurgaon, provides B2B Express logistics services across the value chain under the brand name "Rivigo by Mahindra Logistics". During the financial year 2022-23, MESPL earned gross revenue of ₹ 123.15 crores. Its net loss after tax decreased by 57.67% and stood at ₹ 31.78 crores for the financial year under review as against ₹ 75.08 crores for the previous year.

MESPL became a wholly-owned subsidiary of the Company on 17 May 2022. The Company holds 100% stake in MESPL as on 31 March 2023.

MESPL contributed 2.37% to the consolidated revenues of the Company for the financial year 2022-23.

MLL Mobility Private Limited ("MMPL") is in the business of providing passenger transportation in ride hail segment and corporate transportation service solutions to companies in various sectors such as BPOs, Banking, IT and ITES. MMPL has electric vehicles fleet of 200+ vehicles. During the financial year 2022-23, MMPL earned gross revenue of ₹ 185.51 crores as against ₹ 57.95 crores in the previous financial year, registering a growth of 220.12%. The net loss after tax decreased by 55.34% and stood at ₹ 8.61 crores for the financial year under review as against ₹ 19.28 crores for the previous financial year.

MMPL became a wholly-owned subsidiary of the Company on 12 May 2022 and the Company holds 100% stake in MMPL as on 31 March 2023.

MMPL contributed 3.59% to the consolidated revenues of the Company for the financial year 2022-23.

V-Link Automotive Services Private Limited ("VASPL") is engaged in the business of providing employee transportation services and operates fleet of vehicles which are aggregated from third parties. During the financial year 2022-23, VASPL earned a revenue from operations of ₹ 0.30 crores as against ₹ 0.61 crores in the previous financial year, registering a degrowth of 49.18%. VASPL incurred a net loss amounting to ₹ 0.41 lakhs for the financial year under review as against profit after tax of ₹ 0.20 crores for the previous financial year.

VASPL became a wholly-owned subsidiary of the Company on 13 May 2022 and the Company holds 100% stake in VASPL as on 31 March 2023.

VASPL contributed 0.01% to the consolidated revenues of the Company for the financial year 2022-23.

V-Link Fleet Solutions Private Limited ("VFSPL") is engaged in the business of providing employee transportation services and operates fleet of vehicles which are aggregated from third parties. During the financial year 2022-23, VFSPL earned revenue from operations of ₹ 0.86 crores as against ₹ 0.80 crores in the previous financial year, registering a growth of 7.5%. The net profit after tax amounted to ₹ 5.25 lakhs for the financial year under review as against net loss of ₹ 13.46 lakhs for the previous financial year.

VFSPL became a wholly-owned subsidiary of the Company on 12 May 2022 and the Company holds 100% stake in VFSPL as on 31 March 2023.

VFSPL contributed 0.02% to the consolidated revenues of the Company for the financial year 2022-23.

Material Subsidiaries

In terms of the criteria laid down in the Company's Policy on Material Subsidiaries and the SEBI Listing Regulations, the Company has no Material Unlisted Indian Subsidiary as on 31 March 2023 and as such the requirement under Regulation 24A of the SEBI Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the financial year 2022-23.

Associates/Joint Ventures

Transtech Logistics Private Limited ("Transtech"), headquartered in Bangalore, 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'. During the financial year 2022-23, Transtech recorded gross revenue of ₹ 3.28 crores as compared to ₹ 2.94 crores in the previous year, an increase of 11.56% year-on-year. Transtech incurred a net loss after tax of ₹ 1 crores during the financial year under review as against a net profit of ₹ 0.03 crores in the previous financial year.

The Company holds 39.79% stake in Transtech as on 31 March 2023.

ZipZap Logistics Private Limited ("ZipZap"), headquartered in Hyderabad, is a tech enabled last-mile delivery logistics company operating under the brand name "Whizzard". During the financial year 2022-23, ZipZap earned revenue from operations of ₹ 129.68 crores as compared to ₹ 111.51 crores in the previous year, an increase of 16.29% year-on-year. ZipZap incurred a net loss after tax of ₹ 7.55 crores during the financial year under review as against a net loss of ₹ 4.39 crores in the previous financial year.

The Company holds 39.64% stake in ZipZap (36% on fully diluted basis) as on 31 March 2023.

Performance and contribution of the Subsidiaries and Associates

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

There was no material change in the nature of the business of the subsidiaries or associates of the Company during the financial year 2022-23.

Holding and Promoter Company

M&M is the Holding and Promoter Company of the Company.

During the financial year under review, Mahindra Engineering and Chemical Products Limited ("MECPL") promoter group company of the Company holding 100 equity shares of the Company merged with M&M pursuant to the Scheme of Merger by Absorption approved by the National Company Law Tribunal, effective 29 April 2022. Consequently, MECPL ceased to be part of the promoter group of the Company and 100 equity shares held by MECPL in the Company were transferred and vested in M&M, effective 29 April 2022.

As on 31 March 2023, M&M holds 4,18,12,257 equity shares, representing 58.09% of the share capital of the Company.

D. DIVIDEND

Dividend Distribution Policy

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

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

The Dividend Distribution Policy is enclosed herewith as **Annexure I** and forms part of this Integrated Annual Report. It is also uploaded on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>

Dividend paid during financial year 2022-23

During the financial year 2022-23 with approval of the Shareholders at the 15th Annual General Meeting, the Company paid final dividend of ₹ 2.00 per equity share (being 20% of face value) to 58,670 shareholders of the Company holding 7,19,55,978 shares. The said dividend paid represented 58.88% of standalone PAT as of 31 March 2022 and resulted in cash outflow of ₹ 14.39 crores (including withholding tax of ₹ 1.42 crores).

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

Dividend recommended for financial year 2022-23

Considering the performance of the Company for the financial year 2022-23, the Board of the Company has recommended a final dividend of ₹ 2.50/- per equity share (being 25% on face value) out of the profits earned by the Company for the financial year 2022-23.

The recommended equity dividend outgo represents 27.91% of standalone PAT earned for the financial year 2022-23 and would result in cash outflow of approximately ₹ 18.01 crores including withholding tax, if declared.

The final dividend recommended for the financial year 2022-23 is in accordance with the parameters laid down in the Dividend Distribution Policy of the Company and is subject to approval of Members at the ensuing Annual General Meeting ("AGM") and deduction of tax at source. Final dividend, if approved, shall be payable to those Members whose names appear in the Register of Members and list of beneficial owners as on Friday, 14 July 2023 (book closure date). The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 15 July 2023 to Monday, 24 July 2023 (both days inclusive) for the purpose of determining shareholders eligibility of the final dividend.

Details of Shareholders as available in the Register of Members/List of beneficial owners on Book Closure date will be relied upon by the Company for the purpose of complying with the applicable withholding tax provisions and payment of the final dividend, if declared.

Electronic payout of Dividend

As mandated by SEBI, Dividend, if declared, shall be paid on or after Tuesday, 25 July 2023 within prescribed timelines, to the Shareholders electronically through Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

All Shareholders are therefore requested to kindly ensure that details such as PAN, residential status, category of holding, bank account (IFSC, MICR), contact number, e-mail address and address are updated, in their respective demat account(s) maintained with the Depository Participant(s) ("DP") for equity shares held in demat mode or with the Registrar and Share Transfer Agent of the Company - Link Intime India Private Limited ("RTA"), for equity shares held in physical form, on or before Friday, 14 July 2023.

Taxation on Dividend

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

Web-portal for submission of tax declarations/forms

To enable the Company to determine and deduct appropriate tax, Shareholders are requested to submit their tax exemption declarations/forms and supporting documents along with the self-attested copy of PAN directly on the secure web-portal of the RTA: <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by selecting "Mahindra Logistics Limited" in the Company dropdown and submitting the form after filing the details prompted therein through an one-time password based verification, on or before Friday, 14 July 2023.

Unpaid and Unclaimed Dividend

The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31 March 2023 is given hereunder:

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross)	Dividend lying unpaid and unclaimed with the Company (net)	No. of Shares on which Dividend is lying unpaid and unclaimed with the Company	Last date for claiming unpaid and unclaimed Dividend
2021-22	29 July 2022	₹ 2.00	₹ 14.39 crores	₹ 25,180.00	12,998	27 August 2029
2020-21	27 July 2021	₹ 2.50	₹ 17.94 crores	₹ 29,620.00	12,112	30 August 2028
2019-20	30 July 2020	₹ 1.50	₹ 10.74 crores	₹ 29,610.50	20,259	30 August 2027
2018-19	1 August 2019	₹ 1.80	₹ 12.86 crores	₹ 31,050.00	17,250	4 September 2026
2017-18	2 August 2018	₹ 1.50	₹ 10.67 crores	₹ 32,092.50	21,395	5 September 2025

Detailed Shareholder-wise statement of the above unpaid and unclaimed dividend is uploaded on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/shareholder-information/#statement-of-unpaid-dividend> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in/

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

There is no unpaid and unclaimed Dividends of previous years or any equity shares on which dividends are lying unpaid or unclaimed for seven consecutive years or more which have been transferred to the IEPF up to 31 March 2023 or are due to be transferred to the IEPF during the financial year 2023-24 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.

E. INVESTOR RELATIONS

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

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

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

To ensure transparency and equal access of information to all stakeholders and the general public, the Company uploads relevant details of the schedules, presentations, outcomes, recordings etc. of the interactions held on its website and on the websites of the Stock Exchanges where its equity shares are listed, at various stages of the interactions. The disclosures, presentation and the

audio recordings and transcripts of the interactions are hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

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

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

An earnings presentation summarising the Company overview, Operational and Financial highlights, Industry update, trends and opportunities, update on subsidiary performance, CSR and Sustainability initiatives, Strategic priorities is released by the Company upon publication of financial results on a quarterly basis and is made available to the shareholders, investors and general public through uploads upon on the website of the Stock Exchanges and the Company, in advance for active and healthy participation.

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

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

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

Additionally for all quarterly earnings conference calls, list of management attendees, the exact weblink to the website of the Company where the audio recording and transcript are uploaded, are disclosed and made public

on conclusion of the earnings call. The transcripts of the quarterly earnings calls in readable pdf format are also filed, within five working days on conclusion of the call.

Silent period

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

F. INTERNAL FINANCIAL CONTROLS

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

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

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

The Company's internal financial controls were also assessed and examined by the Statutory Auditors, who have provided an unmodified opinion regarding their adequacy and operating effectiveness as of 31 March 2023. Throughout the financial year being reviewed, neither the Internal Auditor nor the Statutory

Auditors issued any letters indicating weaknesses in the internal controls.

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

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

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

Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the framework of internal financial controls and compliance systems established and maintained by the Company, the assessments and audit carried out by the internal auditors, and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls laid down with reference to the Financial Statements were adequate and operating effectively during the financial year 2022-23.

G. MANAGEMENT DISCUSSION AND ANALYSIS

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

It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk and concerns and other material developments during the financial year 2022-23.

H. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

Prior omnibus approval of the Audit Committee is obtained for transactions with related parties which are repetitive in nature. A statement on Related Party Transactions specifying the details of the transactions entered pursuant to the omnibus approval granted is reviewed by the Audit Committee and the Board on a quarterly basis.

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

Details of related party transactions entered into/ by the Company, in terms of Ind AS-24 have been disclosed in the note nos. 42 and 40 to the Standalone and Consolidated Financial Statements, respectively, forming part of this Integrated Annual Report.

Material Related Party Transactions

During the financial year under review, the Company has entered into material Related Party Transactions ("RPTs") with M&M, the Holding Company and Promoter of the Company in excess of the thresholds prescribed by SEBI Listing Regulations i.e., transactions exceeding lower of ₹ 1000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements. The material RPTs with M&M were in ordinary course and arms

length, and pre-approved by the Audit Committee and within the overall limits approved by the Shareholders of the Company. On a quarterly basis details of material related party transactions entered into by the Company, are also filed with the stock exchanges in the Corporate Governance Report in terms of Regulation 24 of the SEBI Listing Regulations.

In compliance with Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the Material Related Party Transactions entered into by the Company for the financial year 2022-23 are disclosed in Form AOC-2 annexed herewith as **Annexure II** to this Board's Report, forming part of this Integrated Annual Report.

Policy on Materiality of and on Dealing with Related Party Transactions

The Company's Policy on Materiality of and on dealing with Related Party Transactions ("RPT Policy") as formulated by the Audit Committee and approved by the Board is uploaded on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>. There was no amendment or revision to the RPT Policy of the Company during the financial year under review.

I. AUDITORS' AND THEIR REPORTS

Statutory Auditors

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

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

Details of fees/remuneration paid to Statutory Auditors for the financial year 2022-23 are provided in Report on the Corporate Governance Section of this Integrated Annual Report.

Unmodified Statutory Auditors' Reports

The Statutory Auditors' Reports on the Annual Audited Standalone and Consolidated Financial Statements for the financial year 2022-23 forms part of this Integrated Annual Report and are unmodified i.e., they do not contain any qualification, reservation, or adverse remark.

Secretarial Auditor

M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Certificate of Practice No.:3662) ("MMJC") is appointed as the Secretarial Auditor of the Company to conduct the audit of the secretarial records of the Company and for providing Annual Secretarial Compliance Report, Corporate Governance Certifications, other certifications as may be required under the SEBI Listing Regulations read with circulars issued thereat and ESOP Certificates as per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"). MMJC holds a valid peer review certificate issued by the Institute of Company Secretaries of India.

Unmodified Secretarial Audit Report and Annual Secretarial Compliance Report

The Secretarial Audit Report and the Annual Secretarial Compliance Report for the financial year ended 31 March 2023 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

The Secretarial Audit Report in Form No. MR-3 as per the provisions of Section 204 of the Act read with Rules framed thereunder for the financial year ended 31 March 2023 is annexed to this Boards' Report as **Annexure III** and forms part of this Integrated Annual Report.

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

The Annual Secretarial Compliance Report is also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#secretarial-compliance-reports>

Internal Audit

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

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

During the financial year under review, there were no critical observations in the Internal Audit carried out by the Company. Further there were no suspected frauds or irregularity or a failure of internal control systems of a material nature which required reporting to the Board or the Audit Committee.

Cost Audit and Records

For the financial year 2022-23, the provisions of Cost Audit as specified by the Central Government under Section 148 of the Act read with the Rules framed thereunder, were not applicable to the Company. As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company was required to maintain cost records for financial year 2023 and accordingly, such accounts and records are maintained.

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, guarantees provided by the Company during the financial year 2022-23 and the purpose for which the

loan or guarantee is utilized by the recipient, is disclosed in note nos. 9, 15 and 42 (v) of the Standalone Financial Statements. No loans/advances have been made to companies/firms in which Directors are interested. The Company has not provided any 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 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 31 March 2023. The Company has not accepted any loans from its Directors or from Holding/Subsidiary/Associate/Joint Venture Company of the Company during the financial year under review.

L. EMPLOYEES

Key Managerial Personnel

As on 31 March 2023, the following persons are designated as Key Managerial Personnel ("KMP") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Rampraveen Swaminathan, Managing Director & CEO;
2. Ms. Ruchie Khanna, Company Secretary.

Changes in KMP during the financial year

During the financial year under review, Mr. Yogesh Patel, Chief Financial Officer ("CFO") of the Company tendered his resignation from the services of the Company to pursue his professional interests outside the Mahindra group, with effect from close of business hours of 10 March 2023. Consequently, he ceased to be the CFO and KMP of the Company effective the said date.

Employee Stock Option Schemes

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

The Company has in force two Employee Stock Option Schemes under the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"):

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

collectively referred to as "Schemes".

During the financial year under review, the Nomination and Remuneration Committee ("NRC") granted 68,839 Restricted Stock Units ("RSUs") to the eligible employees of the Company and the Subsidiary Company in accordance with the RSU Plan 2018 approved by the Shareholders. No eligible employee (including Director) of the Company has been granted RSUs equal to or exceeding 1% of the issued share capital of the Company at the time of grant. No stock options were granted under the KESOS Scheme 2012 during the financial year under review and there are nil stock options outstanding under the KESOS Scheme 2012 as on 31 March 2023.

MMJC, Secretarial Auditor of the Company has reviewed and certified that the Schemes of the Company have been implemented in accordance with the SEBI SBEB & SE Regulations and the resolutions passed by the Members for the respective Schemes. The Nomination and Remuneration Committee has at its meeting held on 24 April 2023 reviewed and taken note of the implementation of the Schemes in line with the approvals granted and the compliance certificate issued by the Secretarial Auditor. Copy of the compliance certificate will be placed at the ensuing AGM for inspection by the Members electronically.

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

Particulars of employees and related disclosures

The Company has eight employees who were in receipt of remuneration of not less than ₹ 1,02,00,000/- during the financial year under review or not less than ₹ 8,50,000/- per month during any part of the financial year ended 31 March 2023.

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 Board's Report forming part of the Integrated Annual Report.

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

M. EMPLOYEE RELATIONS

As an employer, we focus not only on building a work culture that nurtures, rewards and retains talent, but work on bringing out the best in our people and helping them unlock their true potential. The Company is a people-driven company with over 22,800+ workforce who come to work every day to ensure that our deliveries and services meet the highest standards in efficiency and speed.

We work to ensure that the employer-employee relationship is always characterised as fair, just, trusting and empathetic. Strengthened by continual reinforcement via communication platforms, talent management, leadership development and the celebration of success, the employee-employer dynamic is embedded into the employee life cycle to create a highly engaging culture.

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

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

- **V.E.E.R**, the Veteran Employment Engagement and Retention Program was launched to train and deploy retired Armed Forces Veterans in operations. The Company inducted the 3rd batch of armed forces veterans successfully;

- **Diversity & Inclusion ("D&I")**, the Company has made progress in the D&I spectrums by hiring and inclusion of People with Disabilities and talent from the LGBTQIA+ community;
- **Townhalls**, are conducted virtually on a quarterly basis and serve as a platform for dissemination of important updates and organizational strategies, employee engagement, transparency and alignment, and recognition within an organization. They facilitate two-way communication and empower employees to voice their opinions, concerns, and suggestions, directly to the leadership team.
- **You Said - We Did**, a campaign that reassures employees that their opinions matter and they are an integral part of the change journey whereby projects linked to capability building, hygiene action planning, communication, organizational development projects for functions or business units with low scores, leadership development, and talent management have been conducted;
- **iCoach programme**, designed as a leadership development initiative, has successfully enabled the creation of a coaching culture where internally certified Coaches coach employees with potential so that they are equipped with the right skills to overcome challenges and achieve their goals;
- **Learning Management System**, was launched during the financial year under review, to accelerate learning, that offers courses on leadership, behavioural and technical topics;
- **Sandhaan**, a platform designed to groom future leaders at the mid management level. Based on the premise that Happy Employees create Happy Customers, participants share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers;
- **Disha**, a program for first time supervisors on the shop floor, to strengthen their ability to manage teams and ensure result orientation with execution excellence aligned to the Mahindra Leadership Rise competencies wherein 1500+ employees were covered via this initiative by leveraging on in-house leaders and faculty;
- **AXLERATE** platform, help drive functional capability building, across various domain in supply chain and operations management. The

focus was to develop an overall perspective about best practices from the industry. The Company has also introduced AXELRATE 2.0 to develop capabilities of employees in partnership with, NITIE an external agency;

- **Prapantaran**, the Six Sigma Black Belt certification programme for 15 leaders, they have identified projects linked to optimisation, cost reduction, productivity enhancement etc. specific to their role in the Company with an aim to enhance the problem-solving capability of senior leaders in the Company;
- **Sanjeevani**, a platform for harmonious work relations for carrying out several initiatives linked to inclusive participation, capability building, communication and welfare creating higher engagement for all employment categories, especially Fixed Term and Third-party Contract staff;
- **Udaan**, a Second Career Programme for women under the Diversity and Inclusion campaign;
- **Swayam**, a Health and wellness platform for physical and emotional well-being of employees.

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

N. HEALTH AND SAFETY

The Company recognises the importance of safety of its people and is committed to providing a safe and healthy work environment at all operating locations. The Company has adopted an Environment, Health and Safety ("EHS") policy to establish effective control measures for EHS management across all locations.

Our well-organised governance structure monitors our EHS policy and initiatives. The Company also has dedicated safety teams stationed at locations on a need basis. We are aligned with The Mahindra Safety Way ("TMSW") and follow the safety standards and scrutiny mandated by the Mahindra Group's Central Safety Council, allowing us to report and track our safety performance including injuries, fatalities, and lost days.

The Company is a registered member of National Safety Council and the Confederation of Indian Industry (CII). The Company is certified for Integrated Management System (IMS), a certification for ISO9001 Quality Management System, ISO45001 for

Occupational Health and Safety Management System and ISO14001 for Environment Management System from TUV Rhineland certification body and has cleared IMS Recertification audit in January 2023.

Assessment and review of Safety report is done on periodical basis.

The EHS policy of the Company is displayed at all prominent location and offices and communicated to all stake holders. The EHS policy is supported by safety management programs for near miss, unsafe act, unsafe condition capturing, implementing Safety Kaizen, conducting Safety observation tour to identify, assess and control the risks. The Company demonstrates strong leadership commitment towards EHS with multiple measures and actions implemented through competency training programs like defensive driver training, first aid, fire fighting and emergency preparedness.

External training through expert trainers is also being conducted periodically. During the year under review, electrical and fire safety audit has been conducted for concerns related to electrical and fire safety. Mahindra Logistics (Unit - HUL, Vapi), has been adjudged at Stage 5 in TMSW.

Qualified safety team drives safety culture across PAN India level. Safety annual events are organized like National Road Safety Week (in January), National Safety Week (in March), World Environment Day (in June) and Driver's Day (in September) for employee engagement in safety. Safety pledge is taken before start of work at location. Bimonthly Safety Themes are rolled out PAN India for reinforcing awareness and culture of safety across the organisation.

The Company has also carried out internal safety audits and external audits of its facilities for assessing and managing safety risks with respect to warehousing and Logistics verticals. The Company continued commitment to improve wellbeing of employees and contract workmen by organizing health examination camps, health check-ups, Eye check-up camps for drivers.

The Company drives the essential idea of Safety Management System (SMS) — to provide a systematic approach for achieving acceptable levels of safety risk. SMS is comprised of four functional components, including an intangible, but always critical, aspect called safety culture. This helps for proactive efforts and corrective actions for safety.

During the financial year under review, the Company continues various initiatives as under:

- **LIFE** - Life Impacting Injuries and Fatalities Elimination, a safety initiative program that furthers the Company's objective of inculcating a safety culture across the Company, for driving 12 Safety standards at top 70 locations.
- **Digital Initiative** -
 - M-Safe Dashboard and BI Dashboard for safety lead and lag indicators reporting;
 - Augmented Reality /Virtual Reality ("ARVR") Material Handling Equipment (MHE) - a Safety training module for creating awareness and to impart basic knowledge on Forklift safety and material handling safety
- **Regular Trainings** - Basis the work profile, employers are imparted regular trainings to address concerns linked to behaviour-based safety, standardisation of PPEs, fire safety, understanding of safety manuals, machine guarding, material handling etc.
- **Safety event communication** - for sharing the incident along with the lessons learnt and disseminating safety message of the day on e-mail for safety awareness PAN India.

O. QUALITY

The Company believes in adopting an integrated approach to drive excellence in everything it does. At the Mahindra Group level, the Company follows 'The Mahindra Way' ("TMW"), the Mahindra Group's Business Excellence Model. TMW is an integrated approach that extends beyond the quality of our products and services to encompass excellence in all functions, processes and operations within the businesses in the Group. Along with the Management process, key business processes are selected for driving improvements through a structured and systematic approach. The management process ensures excellence "Spread" across the organization and implementation of TMW framework across the key business process ensures "depth" of inculcation of TMW approach across the Company.

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 the Company 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. For the financial year under review, TMW framework was leveraged across the value chain to drive systemic process improvements. Simplification of the sales process, thrust on providing FTR solutions to the customers, strengthening our relationships with our Business Associates and implementation of Digital Solutions along with capability building and involvement of our employees paved our way for the Stage Upgradation to "TMW Stage 5".

Also, the Company has adopted 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 by leveraging 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 10,413 Kaizens, 300+ yellow belt projects, 75+ green belt projects and 15+ black belt projects during the financial year under review covering KPI improvements, reduction in customer complaints, Safety, Customer cost savings, etc. The Company also focused heavily on the capability building programs as per the needs of the employees and feedback from the customers.

The Company continues to sustain its commitment to inspire and enable all employees to embrace the quality culture as part of their routine work.

Integrated Management System ("IMS")

The Company continues to stay competitive in the market and deliver on our promise to provide quality services to all our customers, every single time. The Company has well established and robust processes and systems across the value chain to ensure consistent delivery of services for all our customers.

IMS is a combination of three international standards, ISO9001:2015 (Quality Management System), ISO14001:2015 (Environmental Management System) and ISO 45001:2018 (Occupational Health and Safety Management System). These standards & processes enable the Company to improve the quality of

services, reduce the costs, achieve Company objectives and live by its Vision and Purpose. The Company has successfully completed its 1st Recertification Cycle of IMS in the month of January 2023, wherein stringent audit was conducted by external agency across selected Company's sites and Head Office at Mumbai.

P. BOARD & COMMITTEES

Board

As on 31 March 2023 and the date of this report, the Board of the Company consists of nine Directors comprising of two Non-Executive Non-Independent Directors, an Executive Director (Managing Director & CEO), and six Independent Directors, of whom two are Women Independent Directors. The Chairman of the Board is a Non-Executive Director.

Director Retiring by Rotation

Mr. Naveen Raju Kollaickal, Non-Executive Director

In terms of Section 152 of the Act, Mr. Naveen Raju Kollaickal, Non-Executive Director (DIN: 07653394),

retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment at the ensuing 16th AGM scheduled to be held on 24 July 2023.

Mr. Naveen Raju Kollaickal has consented to and is not disqualified from being re-appointed as Director in terms of Sections 164 and 165 of the Act read with applicable rules made thereunder. He is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other such authority. He is not related to any other Directors/KMPs of the Company.

The Board, basis recommendation of the NRC, recommends his re-appointment as Non-Executive Director of the Company, for approval of the Members at the ensuing AGM. Brief profile and other disclosures and details required as per the Act and the SEBI Listing Regulations are given in additional information forming part of the AGM Notice.

Directors appointed during the financial year 2022-23

During the financial year 2022-23, the Shareholders of the Company at the 15th AGM held on 29 July 2022, basis recommendation of the Board and the NRC, approved the following appointments/re-appointments:

Director	Designation	Terms and conditions
Mr. Rampraveen Swaminathan (DIN:01300682)	Managing Director and CEO	Re-appointed as Director, liable to retire by rotation on the same terms and conditions as approved by the Shareholders at the 13 th AGM held on 30 July 2020.
Mr. Ameet Pratapsinh Hariani (DIN:00087866)	Independent Director	Appointed as an Independent Director for a first term of office of five consecutive years commencing from 1 May 2022 up to 30 April 2027 (both days inclusive)
Ms. Avani Vishal Davda (DIN:07504739)	Independent Director	Re-appointed as an Independent Director for second term of office of five consecutive years commencing from 30 July 2022 to 29 July 2027 (both days inclusive).

Detailed disclosures with regard to the approved appointments/re-appointment were made in Notice of the 15th AGM, which can be referred at the website link of the Company: <https://mahindralogistics.com/financial-information/#financial-results>

Directors ceased during financial year 2022-23

Mr. Amit Kumar Sinha, Non-Executive Director

Mr. Amit Kumar Sinha (DIN: 09127387), stepped down as Non-Executive (Non-Independent) Director of the Board of the Company in view of his transition to a new role within Mahindra Group, with effect from 24 March 2023.

Mr. Ajay Mehta, Independent Director

Mr. Ajay Mehta (DIN: 07102804) ceased to hold office as an Independent Director of the Company with

effect from 27 March 2023, upon completion of his second term of office. Consequently, he also ceased to be a Member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of the Board from the said date.

Declaration by Independent Directors

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations

and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors of the Company are registered in the Independent Directors data bank maintained by the IICA and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

The Board of the Company after taking these declarations on record and undertaking due veracity of the same, concluded that the Independent Directors of the Company are persons of integrity and possess the relevant expertise, experience and proficiency to qualify as Independent Directors of the Company and are Independent of the Management of the Company.

Board Diversity

A diverse Board enables efficient functioning through its access to broad perspectives and diverse thought processes. A truly diverse Board includes and makes good use of differences in the thought, perspective, knowledge, skills, industry experience, background, race, gender and other distinctions between Directors. The Board recognises the importance of a diverse composition and has adopted a Board Diversity Policy which sets out the approach to diversity. The Board diversity policy of the Company is available on the website of the Company at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>.

Performance Evaluation

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board of the Company at its meeting (following the NRC and Independent Director meeting) has carried out an annual evaluation of its own performance, performance of its Committees, the performance and independence of Independent Directors as well as the performance of the Directors individually. The Board has also carried out performance evaluation of the Managing Director & CEO of the Company basis the KRA's set by the NRC.

The Independent Directors in a separate meeting carried out the evaluation of the performance of the Chairman of the Company, considering the views of Executive and Non-Executive Directors, the performance of the Non-Independent Directors and the Board as a whole, and also assessed the quality, quantity and timeliness of flow of information between

the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The NRC at its meeting reviewed the evaluations and the implementation and compliance of the evaluation exercise done.

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 5 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 are also encouraged to provide qualitative feedback and comments as part of the evaluation. A detailed note on process of evaluation is provided in the section titled Report on Corporate Governance, which forms part of this Integrated Annual Report.

Outcome and results of evaluation

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

All Directors of the Company as on 31 March 2023 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process.

The evaluation exercise for the financial year under review, inter-alia, concluded the transparency and free-flowing discussions at meetings, the adequacy of the Board and its Committee compositions and the frequency of meetings were satisfactory. They concluded that the Board functions in a cohesive and professional manner. Suggestions provided to enhance

the Board's effectiveness have been noted and taken up for implementation.

Familiarisation Program for Independent Directors

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

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates terms and conditions of their engagement. The Managing Director & CEO and the Senior Management provide an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. They are also introduced to the 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, Board and 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 Company has a web-based portal which is, accessible to all the Directors, wherein the following information are readily available for reference of the Directors:

- Roles, responsibilities and liabilities of Directors under the Act and the SEBI Listing Regulations;
- Board Agenda, presentations and supporting documents;
- Code of Conduct for Directors;
- Terms and conditions of appointment of Independent Directors;
- Annual Reports.

During the financial year under review, the Company conducted a dedicated session with the Independent Directors to apprise them of the key roles and responsibilities of the Directors comprising of onboarding and ongoing compliances/disclosures to be made by Directors, general obligations under the Act and the SEBI Regulations. Further the Company also organized a warehouse visit for the Directors of the Company and its subsidiaries to give them an overview and walkthrough of operations of the Company and its subsidiaries.

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of the SEBI Listing Regulations are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/>.

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 in accordance with the applicable provisions of the Act and the SEBI Listing Regulations. The said Policy, inter-alia, includes criteria for determining qualifications, positive attributes, independence of directors, identification of persons who are qualified to become Directors, KMPs and Senior Management Personnel in accordance with the criteria laid down in the Policy, and the basis for payment of remuneration to the Directors of the Company, KMPs, Senior Management and other employees of the Company.

During the financial year under review, the Board on recommendation of NRC amended its Appointment and Remuneration Policy to incorporate the changes in the definition of senior management, as per the amendment brought in by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023.

The Appointment and Remuneration Policy is provided in **Annexure V** and forms part of this Integrated Annual Report. The Policy is also uploaded on website of the Company and can be accessed from the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>

Remuneration to Directors

The NRC determines and recommends to the Board the compensation payable to all Directors within the limits approved by the Shareholders and prescribed under the applicable provisions of the Act and the SEBI Listing Regulations. The NRC also reviews and recommends to the Board the remuneration of the Senior Management Personnel of the Company.

Non-Executive Directors

The Non-Executive Independent Directors of the Company are paid remuneration in form of fixed commission within the overall limit approved by the Shareholders and sitting fees for attending meetings of the Board and Committees. Non-Executive Non-Independent Directors were not paid any remuneration or sitting fees during the financial year under review.

None of the Non-Executive Directors of the Company received remuneration in excess of 50% of the total remuneration paid to all Non-Executive Directors during the financial year under review.

Executive Director - Managing Director & CEO

The Managing Director & CEO of the Company is paid remuneration within the overall terms and limits approved by the Shareholders of the Company. He does not draw any remuneration or commission from the Holding Company or the Subsidiary Companies of the Company. There was no variation in the terms of appointment of the Managing Director & CEO during the financial year under review.

Details of sitting fees and commission paid to Independent Directors and remuneration paid to Managing Director & CEO of the Company is provided in the section titled Report on Corporate Governance, which forms part of this Integrated Annual Report.

Directors & Officers Liability Insurance

The Company has in place the Directors & Officers Liability Insurance (D&O) for all its Directors (including Independent Directors) and members of the Senior Management Team in line with Regulation 25(10) of the SEBI Listing Regulations.

Succession Planning

The Company has in place processes for orderly succession planning of its Directors and Senior Management which aims to identify high growth individuals, train them and feed the pipelines with

new talent. The Company has a process of identifying Hi-pots and critical positions and mapping suitable successors for these positions. The NRC oversees matters related to succession planning of Directors and Senior Management of the Company.

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 31 March 2023 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 31 March 2023 and of the profit and loss 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 31 March 2023;
- 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 31 March 2023.

Board Meetings

During the financial year ended 31 March 2023, seven Board Meetings were held through physical and hybrid mode (electronic and physical attendance). For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this Integrated Annual Report.

Annual General Meeting

The 15th AGM of the Company was held on Friday, 29 July 2022 through audio video conferencing facility. The AGM was attended electronically by 75 members.

Meeting of Independent Directors

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

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

During the financial year under review, the Independent Directors met twice i.e., on 19 April 2022 and 13 March 2023. The Meetings were well attended by the Independent Directors of the Company.

AUDIT COMMITTEE

As on 31 March 2023, the Audit Committee of the Company comprised of six Non-Executive Directors, all of whom are Independent Directors. All Members of the Audit Committee including the Chairman possess strong accounting and financial management knowledge.

Composition of Audit Committee

Details of the composition of the Audit Committee as on 31 March 2023 is given hereunder:

1. Mr. Ranu Vohra, Independent Director - Chairman
2. Mr. Darius Pandole, Independent Director - Member
3. Ms. Avani Davda, Independent Director - Member
4. Ms. Malvika Sinha, Independent Director - Member
5. Mr. Dhananjay Mungale, Independent Director - Member
6. Mr. Ameet Hariani, Independent 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 2022-23, Mr. Ajay Mehta, Independent Director ceased to hold office upon completion of his 2nd term of office as Independent

Director with effect from 27 March 2023. Consequently, Mr. Ajay Mehta also stepped down as Chairman and Member of the Audit Committee effective the said date.

The Board, basis recommendation of the NRC, with effect from 27 March 2023 inducted Mr. Ranu Vohra and Mr. Ameet Hariani as Members of the Audit Committee and further designated Mr. Ranu Vohra as Chairman of the Audit Committee effective 27 March 2023.

Recommendations of the Audit Committee

All the recommendations made by the Audit Committee were accepted by the Board of the Company during the financial year under review.

Other Board Committees

Details of other Board Committees constituted under the Act and the SEBI Listing Regulations, their compositions, Meetings held, attendance of the Members at the Committee Meetings are provided in the Corporate Governance Report.

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

Q. GOVERNANCE

Corporate Governance

The Company is committed to transparency in all its dealings and places high emphasis on business ethics. Our Corporate Governance Policies guide the conduct of affairs of the Company and clearly delineate the roles, responsibilities, and authorities at each level of its governance structure and key functionaries involved in the governance.

The Company's Corporate Governance philosophy and practices are further strengthened through "The Mahindra Way" (TMW) assessments, the Group's Business Excellence model, and various policies and codes adopted by the Company.

During the financial year under review, the Company was recognized for promoting a culture of good governance in the listed segment, receiving the Certificate of Recognition in the Medium Category (listed) at the 22nd ICSI National Awards for Excellence in Corporate Governance presented by the Institute of Company Secretaries of India. Additionally, our subsidiary, Lords Freight (India) Private Limited, was honoured as the winner in the Unlisted Segment - Emerging Category at the same awards ceremony. These accolades affirm

the Company's and its subsidiaries commitment to upholding the best practices in corporate governance, showcasing our transparent and ethical dealings with stakeholders throughout the entire value chain.

A detailed Report on Corporate Governance along with a Certificate from a Practicing Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations is included as a separate section and forms part of this Integrated Annual Report.

Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and all the stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The Policy also makes provision for direct access to the Chairperson of the Audit Committee. The Company also has a Business Ethics Governance Council ("BEGC") which is responsible for steering all activities related to ethics & governance in the Company.

All Employees, Directors, vendors, customers or other stakeholders associated with the Company can access the totally secure, independently monitored and transparent modes of logging of complaints, which are accessible 24x7, viz.

- Ethics Helpline Provider through Web Portal: <https://ethics.mahindra.com>;
- Toll free hotline number of Ethics Helpline Provider: # 000 800 100 4175;
- Writing to the Company at postal address: Mahindra Logistics Limited, Arena Space, 10th & 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400060.
- Directly writing to the Chairman of the Audit Committee through e-mail: ml.vigil@mahindra.com or by letter addressed to -
The Chairman, Audit Committee
C/o Managing Director & CEO,
Mahindra Logistics Limited
Arena Space, 10th & 11th Floor,
Plot No. 20, Jogeshwari Vikhroli Link Road,
Near Majas Bus Depot, Jogeshwari - (East),
Mumbai - 400060

The Board of Directors vide Circular Resolution passed on 10 March 2023, approved reconstitution of the Business Ethics and Governance Committee formed under the Whistle Blower Policy. 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-under-sebi-regulation-46/#policies>

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. A certificate to this effect by the Chief Ethics officer of the Company is placed before the Audit Committee of the Board for its review and noting annually.

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. 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.

The ICC of the Company for POSH is composed of 14 members from diverse backgrounds, with 50% identified as women and 50% identified as men. The ICC is responsible for receiving, investigating, and resolving complaints of sexual harassment in accordance with the organization's Prevention of Sexual Harassment Policy, which extends to all employees, including all gender identities. The ICC is dedicated to ensuring that employees feel safe and respected in the workplace, to provide guidance and support to employees throughout the complaint process, and to ensure that all complaints are handled in a timely and impartial manner.

All employees are briefed on the POSH Policy during induction. The Company also actively conducts various trainings and sensitisation programs across all its locations and verticals on a periodical basis through its SPEAK UP THEN and THERE programme to increase

awareness about the Policy and the provisions of POSH Act amongst employees. During the financial year, mandatory training on POSH were conducted online with an improved and interactive approach. Training to ICC members was also imparted.

During the year under review, the Company received 4 complaints and resolved 5 complaints including 1 complaint of received in previous year. As on this date of this report there are no complaints received by/ pending with the Company under POSH Act.

Risk Management

The Company has a well-defined risk management policy and framework which sets out the objectives and elements of risk management within the Company and helps to promote risk awareness across the organisation and integrate risk management within the corporate culture. The Risk Management Policy inter-alia includes well defined risk management roles within the Company, risk appetite and risk tolerance capacity of the Company, identification and assessment of the likelihood and impact of risk, risk handling and response strategy and reporting of existing and new risks associated with the Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives.

The Risk Management Committee reviews the Risk Management Policy and framework considering the industry dynamics and evolving complexities, economic environment, increased competition, acquisitions made, change in laws, regulations and policies by the Government Authorities, working capital requirements of the Company and its impact on the business operations and other developments over a period of time, every two years. During the financial year under review with the acquisitions and business integrations undertaken, the risk management committee reviewed the policy and framework and was of the view that the Risk Management Policy and framework adopted by the Company was elaborate to cover all potential risks viz. Financial, Operational, Sectoral, Sustainability, Environmental Social and Governance ("ESG"), Information Risks, Cyber security risks etc. and the risk management systems and framework are operating adequately.

With the restructuring of business and inorganic acquisitions during the financial year under review, the risk management policy of the Subsidiary Companies were updated in line with Company's policy to have a

strengthen Risk Management framework across the Group and at a consolidated level.

The Board, the Audit Committee and the Risk Management Committee have the responsibility for overseeing all risks. The Risk Management Committee is, inter-alia, authorised to monitor and review the risk assessment, mitigation and risk management plans for the Company from time to time and report the existence, adequacy, and effectiveness of the above process to the Board on a periodic basis.

The details of composition of the Risk Management Committee, their terms of reference, meetings held and attendance of the Committee Members thereat during the financial year under review are provided in the section titled Report on Corporate Governance, which forms part of this Integrated Annual Report.

R. CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility ("CSR")

We believe that while the growth and success of our business is our priority, we can reach our greater goals only if we cater to the needs of the communities where we operate. Community development involves implementing a long-term plan to establish a supportive and lasting framework for the progress of communities. As a result, your Company's approach to Corporate Social Responsibility extends beyond fulfilling legal obligations and instead focuses on generating social and environmental benefits.

The CSR committee of the Board oversees and guides our CSR approach and deployment in line with the CSR policy adopted by the Board. The CSR Policy covers the focus/thrust areas around which the CSR programmes, projects and activities are planned for creating a significant positive impact on targeted stakeholder groups.

During the financial year under review, the CSR efforts of the Company continued to be directed towards its focus areas in line with the Company's CSR Policy positively impacting over 91,000 beneficiaries PAN India. The Company also encourages its employees to become willing participants in its CSR initiatives.

Here are some of our community development initiatives:

Building Communities: We undertake various community development activities in villages and urban slums, addressing various issues such as health, sanitation, safe drinking water, malnutrition, education, youth development, women's empowerment, support for farmers, and infrastructure development.

Project Samantar, Zero Accident Zone Project – Nashik-Bhiwandi Highway, Project Sehat – Blood Donation and health camps are some of the interventions that form part of our community development initiatives.

During the financial year under review, over 100 activities were carried out directly by the Company and in partnership with implementation agency - MAGMO Welfare Sanstha, benefitting over 75,000 beneficiaries in Maharashtra, Punjab, Uttarakhand, Gujarat, Delhi, Karnataka and West Bengal.

Skill Development: We focus on promoting education, including special education, vocational skills, especially among girls, youths, LGBTQAI+ and the people with disabilities to mainstream careers through our employability training, and a life of self-esteem & independence.

During the financial year under review, skill development training were imparted to LGBTQAI+, PWDs, Women from marginalised communities in partnership with GTT Foundation. The Company also supported education of 879 Nanhi Kalies in Maharashtra and Uttar Pradesh, through the K.C. Mahindra Education Trust, which aims to ensure that every girl child in India has access to education.

Sustainability: We promote increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover through tree plantation activities. The Company's tree plantation contributions go beyond just planting trees. They also support various socio-environmental causes, creating a broader positive impact on communities and biodiversity.

Through this intervention, the Company planted directly and in partnership with Sankalp taru planted 5100 trees, which not only contributed to building green cover and protecting the rich biodiversity of the country but also provided livelihood support to tribal farmers by growing fruit bearing trees.

Every tree that is planted with Sankalp taru is geotagged where latitude and longitude of the tree is captured in the database, generating an "e-forest" which contains an actual photo of the plantation, its google location and their beneficiary's details.

CSR Committee

The CSR Committee of the Board constituted in compliance with the provisions of the Act read with the applicable rules made thereunder consists of four Directors as on 31 March 2023, of whom one half are Independent Directors. Details of the composition of the CSR Committee as on 31 March 2023 is given hereunder:

1. Mr. Ranu Vohra, Independent Director – Chairman
2. Ms. Malvika Sinha, Independent Director – Member
3. Mr. Rampraveen Swaminathan, Managing Director and CEO – Member
4. Mr. Naveen Raju, Non-Executive Director – Member

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

The Committee, inter-alia, reviews and monitors the CSR as well as Sustainability activities.

Changes in composition of the CSR Committee

During the financial year 2022-23, there were no changes in the Composition of the CSR Committee.

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

CSR Policy

The Board has adopted a CSR Policy, formulated and recommended by the CSR Committee. The CSR Policy including a brief overview of the projects or programs approved by the Board with implementation schedule thereof is uploaded on the Company website and can be accessed through the weblink : <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>. During the financial year under review, there was no revision or amendment to the CSR Policy of the Company.

CSR Spend

During the financial year under review, the Company has spent ₹ 1.07 crores on CSR activities undertaken in terms of the CSR Annual Action Plan recommended by the CSR Committee and approved by the Board of Directors vis-à-vis the budgeted spend of ₹ 1.03 crores. There is no unspent CSR expenditure as on 31 March 2023.

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 Policy) Rules, 2014.

However on a voluntary basis as a measure of governance, the Company at regular intervals, conducts impact assessments, internal assessments, situational

analysis, need assessment surveys, project visits or social audits etc. to monitor and evaluate the impact of CSR activities of the Company.

Annual Report on CSR

Annual Report on CSR activities for the financial year 2022-23 in the revised format prescribed by the Companies (Corporate Social Responsibility Policy) (Amendment) Rules, 2022 dated 20 September 2022 is annexed as **Annexure VI** of this report and forms part of this Integrated Annual Report.

S. SUSTAINABILITY

As a responsible organization, we recognize the importance of reducing our climate impact and the growing urgency to operate our transportation, warehousing, and people mobility operations in a carbon-neutral way. To this end, the Company is committed to achieving carbon neutrality by 2040. Moreover the Company is one of the few companies in the logistics sector to get validation from Science Based Targets Initiative (SBTi) for our target to reduce carbon emissions.

To reach the target, the Company is taking various initiatives including expanding the share of energy-efficient technologies across assets, deploying clean transportation solutions, implementing energy efficiency initiatives and technologies, increasing renewable energy content in the energy mix, establishing green warehouses etc. which have aided, thereby making our operations and warehousing infrastructure more sustainable. The Company's commitment to SBTi continues with a specific target to reduce scope 1 and 2 GHG emissions by 88% per employee and scope 3 GHG emissions by 69% per million kilometres by the year 2033 from a 2018 base year.

Aligned with the Company's sustainability vision to become a logistics sector leader in adopting sustainable business practices, the Company has adopted a Sustainability policy supported by a sustainability strategy to focus on driving net zero, pioneering circularity and thought leadership.

The growth of e-commerce, frequency of extreme weather events, heightened focus on climate change, increased complexity of global trade, data security concerns, and competitive labour markets continue to impact the operating environment. Considering these aspects and few other aspects specific to our business viz. growth, acquisitions, enhanced focus on

sustainability, the Company reviewed and refreshed the ESG materiality assessment to strengthen the sustainability strategy and parameterisation.

Further our sustainable practices encompass not just our core business, but also our people, processes, solutions, and technology that constitute our organization. We also collaborate closely with our customers and business partners to co-create sustainable supply chain solutions. Our strategic business decisions are based on a strong awareness of economic growth, social responsibility, and environmental concerns, with the goal of improving the quality of life for all stakeholders and our community.

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

Business Responsibility and Sustainability Report

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") of the Company, highlighting the initiatives taken by the Company in the areas of social, environment, governance and economic responsibilities of business for the financial year 2022-23, in the prescribed format is available as a separate section and forms part of this Integrated Annual Report.

The BRSR is also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-information/#financial-results>

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 Integrated Annual Report.

U. POLICIES

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

V. SECRETARIAL
Authorised Share Capital

The authorised share capital of the Company as on 31 March 2023 was ₹ 105,00,00,000/- divided into 10,50,00,000 equity shares of the face value of ₹ 10/- each. There was no change in the authorised share capital during the financial year under review.

Changes in issued, subscribed and paid-up share capital

During the financial year under review, the Company allotted 1,05,412 equity shares of face value of ₹ 10/- each to the eligible employees/ex-employees of the Company and its Subsidiary Companies pursuant to exercise of RSUs by them under the RSU Plan 2018. The equity shares issued and allotted during the financial year under review rank pari-passu with the existing equity shares of the Company in all respects and listed on stock exchanges were the equity shares of the Company are listed.

99.99% of the paid-up share capital of the Company is held in dematerialised mode.

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

Date	Particulars	No. of equity shares allotted	Cumulative Equity Shares (in nos.)	Cumulative Share Capital (in ₹)
1 April 2022	Opening issued, subscribed and paid-up share capital	-	7,18,71,618	71,87,16,180
11 April 2022	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	64,085	7,19,35,703	71,93,57,030
15 July 2022	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	20,275	7,19,55,978	71,95,59,780
19 October 2022	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	10,866	7,19,66,844	71,96,68,440
17 January 2023	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	10,186	7,19,77,030	71,97,70,300
31 March 2023	Closing issued, subscribed and paid-up share capital	-	7,19,77,030	71,97,70,300

Changes in the equity share capital from 1 April 2023 to date of this report

The Company has allotted 59,121 equity shares to eligible employees, pursuant to exercise of RSUs granted under the RSU Plan 2018 on 12 April 2023. Consequently, the issued, subscribed and paid up share capital of the Company as on the date of this report increased from ₹ 71,97,70,300/- (divided into 7,19,77,030 equity shares of ₹ 10/- each fully paid-up) to ₹ 72,03,61,510/- (divided into 7,20,36,151 equity shares of ₹ 10/- each fully paid-up).

Annual Return

The Annual Return of the Company for the financial year ended 31 March 2023 prepared in compliance with Section 92(3) of the Act and Rules framed thereunder in prescribed Form No. MGT-7 is placed on the website of the Company and can be accessed at the weblink : <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#annual-returns>.

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. PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

During the financial year under review, there was one proceeding initiated against the Company by an operational creditor under the Insolvency and

Bankruptcy Code, 2016 which does not materially impact the business of the Company. The Company has filed a detailed reply and the matter is yet to be listed for admission by the National Company Law Tribunal, Mumbai Bench, as on date of this Integrated Annual Report.

X. GENERAL

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

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

- 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.

Y. ACKNOWLEDGMENTS

The Board of Directors would like to express its profound gratitude for the dedicated efforts and diligent services rendered by all the Company's employees, as well as the invaluable contributions and guidance provided by Mr. Ajay Mehta and Mr. Amit Sinha, who have served as Directors of the Company.

Furthermore, the Board of Directors wishes to extend its sincere appreciation for the support and cooperation received from various entities, including the government and regulatory authorities, stock exchanges, depositories, banks, customers, business associates and members throughout the reviewed year.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 24 April 2023

ANNEXURE I

DIVIDEND DISTRIBUTION POLICY

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

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

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

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

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

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

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

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

■ **Internal Factors:**

- i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
 - a. Previous years and
 - b. Internal budgets,
- ii. Cash flow position of the Company,
- iii. Accumulated reserves,
- iv. Earnings stability,
- v. Future cash requirements for organic growth/ expansion and/or for inorganic growth,
- vi. Brand acquisitions,
- vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities,
- viii. Deployment of funds in short term marketable investments,
- ix. Long term investments,
- x. Capital expenditure(s), and,
- xi. The ratio of debt to equity (at net debt and gross debt level);
- xii. Any other factor deemed relevant by the Board.

■ **External Factors:**

- i. Business cycles,
- ii. Economic environment,
- iii. Cost of external financing,
- iv. Applicable taxes including tax on dividend,
- v. Industry outlook for the future years,
- vi. Inflation rate, and,
- vii. Changes in the Government policies, industry specific rulings & regulatory provisions.

Apart from the above, the Board may also consider past dividend history and sense of shareholders' expectations while determining the rate of dividend.

The retained earnings of the Company shall be utilised in any way including the following:

- i. Capital expenditure for working capital,
- ii. Organic and/ or inorganic growth,
- iii. Investment in new business(es) and/or additional investment in existing business(es),
- iv. Declaration of dividend,
- v. Capitalisation of shares,
- vi. Buy back of shares,
- vii. General corporate purposes, including contingencies,
- viii. Any other permitted usage as per the Act.

Disclosures

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

Review

This policy may be reviewed periodically by the Board. Any changes or revisions to the policy will be communicated to the shareholders in a timely manner.

Amendment

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

ANNEXURE II

FORM AOC - 2

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

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

1. Details of contracts or arrangements or transactions not at arms' length basis:

There were no contracts or arrangements, or transactions entered into financial year ended 31 March 2023 which were not at arms' length basis.

2. Details of material contracts or arrangements or transactions at arms' length basis:

The details of material contracts or arrangements or transactions at arms' length basis for the financial year ended 31 March 2023 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 and Promoter Company of the Company	Availing of Services	16.30	1 April 2022 to 31 March 2023	The Related Party Transactions (RPTs) entered into during the financial year under review were in ordinary course of business and on arms' length basis.	Since these RPTs were in ordinary course and on arms' length basis, approval of the Board is not applicable. Necessary prior approvals were granted by the Audit committee from time to time.	Nil
		Rendering of Services	2,584.11				
		Sale of Property/Fixed assets	0.91				
		Dividend paid for financial year 2021-22 (including tax)	8.36				
		Purchase of shares of Subsidiary Companies	50.41				
		Total	2,659.25				

Note: Transactions with related party exceeding the materiality thresholds prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31 March 2023 are considered for above reporting.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 24 April 2023

ANNEXURE III

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

for the financial year ended 31 March 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk,
Worli, Mumbai – 400018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mahindra Logistics Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31 March 2023 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2023 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 and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**

- (vi) As identified, no law is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations')

ANNEXURE III (Contd.)

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

We further report that

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

Adequate notice is given to all Directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in few Board and Committee meetings held at a shorter notice for which necessary approvals obtained as per applicable provisions) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the Audit Period the Company has

1. Allotted 1,05,412 Equity Shares of face value of ₹ 10/- each towards exercise of Restricted Stock Units under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018. Consequently, the issued, subscribed and paid-up share capital of the Company increased during the Audit Period and as on 31 March 2023 amounted to ₹ 71,97,70,300/-.
2. Completed acquisition of 100% paid-up share capital of MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited) ("MMPL"), V-Link Automotive Services Private Limited (VASPL), and V-Link Fleet Solutions Private Limited (VFSPL) from MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) ("MESPL"), a Fellow Subsidiary of the Company and acquisition of 100% paid-up share capital of MESPL from Mahindra

& Mahindra Limited, Holding and Promoter Company of the Company. MMPL and VFSPL have become a wholly owned subsidiaries (WOS) of the Company on 12 May 2022, VASPL has become a WOS of the Company on 13 May 2022 and MESPL become a WOS of the Company on 17 May 2022.

3. Incorporated two wholly owned subsidiary namely MLL Global Logistics Limited (Company incorporated in United Kingdom) on 6 December 2022 and V-Link Freight Services Private Limited (Company incorporated in India) on 9 September 2022.
4. Entered into Business Transfer Agreement with MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited) ("MMPL"), wholly owned subsidiary of the Company for sale/transfer of the Enterprise Mobility business of the Company as a going concern on slump exchange basis effective from 1 October 2022, for a lump sum consideration of ₹ 36.12 crores for which MMPL has allotted 2,87,204 equity shares of ₹ 10 each fully paid to the Company towards consideration.
5. Completed acquisition of 21,327 equity shares and subscribed to 31,600 CCCPS of ZipZap Logistics Private Limited ("ZipZap"), in aggregate, constituting 36% of the Share Capital of Whizzard, on a fully diluted basis. ZipZap becomes an Associate of the Company effective from 8 April 2022.
6. Entered into Business Transfer Agreement with MESPL, wholly owned subsidiary of the Company for sale/transfer of the Express Network business of the Company as a going concern on slump exchange basis effective from 1 April 2023, for a lump sum consideration of ₹ 20.8 crores.

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

**Makarand M. Joshi
Partner**

FCS No. 5533

CP No. 3662

PR No: 640/2019

UDIN: F005533E000181841

Date: 24 April 2023

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk,
Worli, Mumbai - 400018

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Makarand M. Joshi & Co.
Company Secretaries

Makarand M. Joshi
Partner

FCS No. 5533

CP No. 3662

PR No: 640/2019

UDIN: F005533E000181841

Date: 24 April 2023

Place: Mumbai

ANNEXURE IV

DETAILS OF REMUNERATION

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

The remuneration of each Director, Chief Financial Officer and Company Secretary, percentage increase in their remuneration during the financial year 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

Sr. No.	Name of Director/ KMP	Designation	Remuneration of Director/ KMP for the financial year 2022-23 (₹ in crores)		% increase in remuneration in the financial year 2022-23		Ratio of remuneration (Including perquisite value of ESOPs exercised) of each Director to median remuneration of the employees for the financial year 2022-23
			(Excluding perquisite value of ESOPs exercised)	(Including perquisite value of ESOPs exercised)	(Excluding perquisite value of ESOPs exercised)	(Including perquisite value of ESOPs exercised)	
1.	Dr. Anish Shah	Chairman and Non-Executive Director	Nil	Nil	Nil	Nil	Not Applicable [refer note no. (i)]
2.	Mr. Rampraveen Swaminathan	Managing Director & CEO	4.15	4.85	4.89	(20.40)	122.04
3.	Mr. Naveen Raju	Non-Executive Director	Nil	Nil	Nil	Nil	Not Applicable [refer note no. (i)]
4.	Mr. Amit Sinha*	Non-Executive Director (up to 24 April 2023)	Nil	Nil	Nil	Nil	Not Applicable [refer note no. (i)]
5.	Mr. Ajay Mehta®	Independent Director (up to 26 March 2023)	0.20	0.20	23.55	23.55	5.10
6.	Mr. Ranu Vohra	Independent Director	0.19	0.19	31.92	31.92	4.85
7.	Mr. Darius Pandole	Independent Director	0.20	0.20	21.10	21.10	5.00
8.	Ms. Avani Davda	Independent Director	0.19	0.19	27.55	27.55	4.85
9.	Ms. Malvika Sinha	Independent Director	0.17	0.17	10.99	10.99	4.22
10.	Mr. Dhananjay Mungale	Independent Director	0.15	0.15	8.53	8.53	3.71
11.	Mr. Ameet Hariani#	Independent Director (w.e.f. 1 May 2022)	0.13	0.13	Not Applicable [refer note (iii)]	Not Applicable [refer note (iii)]	3.18
12.	Mr. Yogesh Patel\$	Chief Financial Officer (up to 10 March 2023)	1.78	2.09	(0.49) [refer note (iv)]	(11.11) [refer note (iv)]	-
13.	Ms. Ruchie Khanna	Company Secretary and Compliance Officer	0.27	0.27	Not Applicable (Refer note v)	Not Applicable (Refer note v)	-

* Ceased to be the Non-Executive Director (Non-Independent) of the Company with effect from 24 March 2023;

@ Ceased to be an Independent Director of the Company with effect from 27 March 2023;

Appointed as an Independent Director of the Company with effect from 1 May 2022;

\$ Ceased to be the Chief Financial Officer of the Company with effect from close of business hours on 10 March 2023;

Notes:

- i. The Non-Executive (Non-Independent) Directors were not paid any remuneration during financial year 2022-23;
- ii. The remuneration of Independent Directors comprises of commission payable and sitting fees paid for Board and Committee Meetings during the financial year 2022-23.
- iii. Since associated for part of the financial year 2022-23 percentage increase in remuneration is not reported;
- iv. Mr. Yogesh Patel stepped down as Chief Financial Officer of the Company on 10 March 2023. Remuneration reported is for period of employment (1 April 2022 to 10 March 2023) and includes leave encashment paid as per HR Policy of the Company;
- v. Ms. Ruchie Khanna was appointed as Company Secretary and Compliance Officer effective 1 February 2022 and for financial year 2021-22 remuneration was paid as Company Secretary and Compliance Officer for 2 months only. Hence percentage increase in remuneration over financial year 2022-23 is not reported.

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

The median remuneration of permanent employees of the Company during the financial year under review was ₹ 3.97 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 2022-23 have been considered.

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

Provided in table above.

3. Percentage increase in the median remuneration of employees in the financial year:

There was an increase of 5.10% in the median remuneration of employees in financial year 2022-23 vis-à-vis financial year 2021-22.

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

There were 3,669 permanent employees on the rolls of Company as on 31st March, 2023.

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

The average percentile increase in the salaries of permanent employees other than the managerial personnel in the last financial year i.e. 2022-23 was 6% whereas the increase in the managerial remuneration for the financial year 2022-23 was 10.3%.

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

The remuneration of the Managing Director is decided based on the individual performance, inflation, prevailing industry trends, and benchmarks. The remuneration of Non-Executive Directors (Independent) consists of commission and sitting fees. The Non-Executive Non-Independent Directors did not draw any remuneration from the Company during the financial year 2022-23.

While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as the Nomination and Remuneration Committee may deem fit etc. were taken into consideration.

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

It is hereby affirmed that the remuneration paid for financial year 2022-23 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: 24 April 2023

ANNEXURE V

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT AND SUCCESSION PLANNING

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

"Act" means the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof.

"Board" means Board of Directors of the Company.

"Company" means Mahindra Logistics Limited.

"Employee" means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

"Key Managerial Personnel" or **"KMP"** refers to Key Managerial Personnel as defined under the Section 203 of the Act and includes:

- (i) Managing Director or Whole time Director or Manager;
- (ii) Chief Executive Officer (CEO);
- (iii) Chief Financial Officer (CFO);
- (iv) Company Secretary (CS);
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) such other officer as may be prescribed.

"Nomination and Remuneration Committee" or **"NRC"** means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

"Senior Management" means the officers and personnel of the Company who are members of its Core Management Team, excluding the Board of Directors, and shall also comprise all the Members of the 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 of Directors) and shall specifically include the functional Heads by whatever name called and the Company Secretary and the Chief Financial Officer of the Company.

This Policy is divided in three parts:

Part A - Policy for appointment of Directors, KMPs and Senior Management

Part B - Remuneration Policy for Employees and Senior Management

Part C - Remuneration Policy for Directors and KMPs

A. APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

I. APPOINTMENT OF DIRECTORS

The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board Member, the NRC shall take into account

the following criteria regarding qualifications, positive attributes and independence of Director:

1. All Board appointments will be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
2. Ability of the candidates to devote sufficient time and attention to his professional obligations as Director for informed and balanced decision making.
3. Adherence to the prescribed criteria of Independence, if applicable, Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors.

Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Chairman will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Act and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Acts, rules and regulations thereunder or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons who are qualified to become directors and who may be appointed in senior management team in accordance with the criteria laid down as under.

Senior Management Personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate.

The information on recruitment and remuneration of senior officers just below the level of Board, including appointment or removal of Chief Financial Officer and the Company Secretary, if any, shall be presented to the Board.

KEY MANAGERIAL PERSONS (KMPs)

Appointments of KMPs shall be recommended by the NRC and approved by the Board.

II. SUCCESSION PLANNING:**Board**

The successors for the Independent Directors shall be identified by the NRC at least one quarter before expiry of the scheduled term. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC amongst the senior management team or through external sources as the Board may deem fit.

The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

Senior Management Personnel

A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with new talent. It will ensure replacements for key job incumbents in KMPs and senior management positions in the organization. We have a process of identifying Hi-pots and critical positions. Successors are mapped for these positions at the following levels:

- Ready now
- Ready in 1 to 2 years
- Ready in 2 to 5 years
- Ready in more than 5 years

In order to ensure talent readiness as per ladder approach in terms with the HR Policy of the Company.

B. REMUNERATION POLICY FOR EMPLOYEES AND SENIOR MANAGEMENT**Overall Intent of Compensation Policy**

At Mahindra Logistics Ltd. (MLL), we want our employees to understand and appreciate their role in providing value to the business. On its part, the organization recognizes that its success depends upon the skills, competencies and performance of its employees. We also believe that the way in which we compensate, reward and recognize as well as promote our employees is a crucial factor in achieving our

business and financial objectives. Towards achievement of these objectives, we promote an entrepreneurial, team-based performance and result oriented culture.

Objectives of the Compensation Policy

- To attract, motivate and retain employees by compensating them competitively, based on periodic comparison with other companies in relevant industries.
- To provide an overall package of remuneration and benefits which addresses the normal requirements of employees and their families.
- To align levels of compensation with the expected output of employees in terms of role responsibility, skills and experience.
- To link elements of compensation with performance of each individual as well as the business.

Compensation Strategy

The compensation will include all statutory and other retirement benefits. We will regularly track market trends in terms of compensation levels and practices in relevant industries through participation in structured surveys and informal consultation with a select group of comparable organizations. This information will be used to internally review our compensation policies and levels.

- Our package of remuneration and benefits will be designed to provide a degree of flexibility to individual officers to structure key benefits in a way that best suits individual personal and family requirements.
- Recognizing the need for long-term security
- Broad bands of compensation levels will be equitably defined for each grade to reflect levels of responsibility and provide a template when recruiting new employees.
- A pre-determined portion of remuneration of Managers & above employees will be linked directly to the annual performance of each individual and the business. This proportion will vary for each grade as per the levels of responsibility.

Compensation Structure

The compensation structure consists of two categories of elements, summarized below. The details of each are given in subsequent parts.

A. Total Cost to Company

This category consists of elements of remuneration/ compensation that are considered as 'Cost to Company', which includes Fixed Pay & Variable pay.

ANNEXURE V (Contd.)

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 Medclaim (Hospitalization) insurance policy
2. Group Personal Accident insurance policy
3. Group Term Life policy
4. Workmen Compensation policy
5. Mobile Reimbursement policy
6. Cellular phone handset policy
7. Laptops and data card policy
8. Transfer Relocation allowance policy

Current Levels & Designations

Role Matrix	Band	Grade	Designation
RM5	Strategic	L1	CEO
		L1S	President
		L2S	Senior Vice President/CXO
RM4	Executive	L2E	Vice President /CXO
		L2DH	Associate Vice President
RM3	Department Head	L3DH	Senior General Manager
		L4DH	General Manager
		L5DH	Deputy General Manager
		L5M	Assistant General Manager
RM2	Managerial	L6M	Senior Manager
		L7M	Manager
		L7O	Deputy Manager
RM1	Operational	L8O	Assistant Manager
		L9O	Senior Executive
		L10O	Executive
		MT7	Management Trainee
	Management Trainee	MT8	Management Trainee
		MT9	Management Trainee
	Graduate Trainee	GT	Graduate Trainee
	Union (FTC to Onroll)	10B	Executive
	Union (MVML)	10A	Executive
	Undergraduate (FTC to Onroll)	10U	Executive
	FTC	C6	Contract Others (PF)

Hiring Process

For hiring talent from the market, MLL has an Employee Requisition process which has the Job description, candidate profile, grade and the Budgeted CTC. The candidate is generally given an offer with an increase of ~20% on present CTC. Any increase proposed above 20% of CTC is given with requisite approvals.

Payment of Salary

Salaries are credited to (Company nominated) employee's salary bank account. A salary slip detailing the total of pay and the various deductions made is also provided. Salary gets credited to the bank between last day of the current month to 7th day of the subsequent month.

Annual Increments / Promotions

Based on annual performance appraisals, competency evaluation and Bell curve guidelines, the permanent employees are given ratings on a 5 point scale and applicable increment percentage on CTC is applicable to derive the revised compensation. Promotion criteria is based movement to a higher responsibility and consistently rated Expectations Surpassed / Superior. For promotions an additional increment is also added.

Appraisal year is April to March. Employees joined till 31st December are eligible for Annual increments effective 1st August and new joiners from 1st January will be eligible for increments prorated in the next appraisal cycle.

Remuneration to Senior Management Personnel

All remuneration, in whatever form, payable to Senior Management Personnel of the Company shall be recommended by the NRC to the Board for its approval.

Fixed Term Contract (FTC) Employees

Based on Customer requirement, Fixed Term Contract (FTC) employees are recruited mainly for Operations. The Employment Term of these employees is for one year and it is renewed based on the Customer Agreement for further period. In case of closure of the Customer Agreement, we try to accommodate these employees in other projects based on the requirement else their services are terminated as per the clause mentioned in their appointment letter.

Compensation structure and components of compensation for FTC employees depends on the Location and Customer requirement. Basic Salary, Provident Fund and Bonus are the mandatory components of the compensation structure, whereas House Rent Allowance, Conveyance Allowance, Child Education Allowance, Bonus, Canteen Allowance, Skill Allowance, Attendance Bonus, Production Incentive are paid on the basis of available budgets for the respective customer.

FTC employees are covered under:

- Employee State Insurance (ESI) or Workmen Compensation (WC) based on the location.
- Group Medilaim (Hospitalization) insurance policy.
- Group Personal Accident insurance policy.
- Group Term Life policy.

For annual increments for FTC's we have 2 cycles of annual increment depending on the customer agreement contracts.

Policy on loans / advances to employees

To meet urgent and specific need of Permanent and FTC employees, Company provides salary advances. The specific needs are hospitalization of self, spouse, children & dependent parents and for payment of housing deposit and children school admission fees in case of transfer of an employee for business requirement. An amount up to three month's monthly gross salary for Permanent employee and an amount up to one month's monthly gross salary for FTC employee who have completed one year is paid as salary advance. The salary advance is recovered in maximum 12 installments. No interest is charged on these salary advances. The salary advances are adjusted against the Medilaim settlement, if the same are paid for hospitalization. The complete outstanding amount is recovered from employee's full & final settlement, in case of resigned employee. Perquisite is charged to employee as per Income Tax Act, 1961.

C. REMUNERATION POLICY FOR DIRECTORS AND KMPs**Non-Executive Directors including Independent Directors**

The Nomination and Remuneration Committee shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors including Independent Directors whether as commission, stock options or otherwise. The Committee shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Act and such other factors as the committee may consider deem fit for determining the compensation. The remuneration to Non-Executive Directors, shall be recommended by NRC to the Board. The Board shall approve the remuneration to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Executive Directors

The remuneration to Chairman, Managing Director, if any and Executive Director(s), if any, shall be recommended by NRC to the Board. The remuneration may consist of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the shareholders resolution.

ANNEXURE V (Contd.)

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 2022-23

1. Brief outline on CSR Policy of the Company :

Your Company's approach to CSR extends beyond fulfilling legal obligations and instead focuses on generating social and environmental benefits. The Company has a well-defined and multi-tiered governance mechanism to oversee implementation of and monitor the CSR Policy and initiatives of the Company in compliance with the Section 135 of the Companies Act, 2013 read with Rules framed thereunder.

The objective of the Company's CSR policy is to:

- promote a unified and strategic approach to CSR across the Company by identifying select constituencies and causes to work with, thereby ensuring a high social impact.

- ensure an increased commitment at all levels in the organisation, by encouraging employees to participate actively in the Company's CSR initiatives and give back to the society in an organised manner through the employee volunteering programme called ESOPs (Employee Social Option Programs).

As per the approach and direction of the Board of Directors and the CSR Committee of the Company, the Company's CSR efforts are directed and focused towards Skill Development, Building Communities, Sustainability and Disaster Relief and rehabilitation as stated in the Policy.

The CSR initiatives are undertaken by the Company itself or through any eligible/ qualifying implementing partners/ agencies.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ranu Vohra	Chairman, Independent Director	2	2
2	Ms. Malvika Sinha	Member, Independent Director	2	2
3	Mr. Rampraveen Swaminathan	Member, Managing Director & CEO	2	2
4	Mr. Naveen Raju	Member, Non-Executive Director	2	2

There was no change in the CSR Composition of the Committee during the financial year 2022-23.

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company :

Weblink of Composition of CSR Committee: <https://mahindralogistics.com/board-of-directors/#committee>

Weblink of CSR Policy and CSR Projects approved: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable, since the Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores.

5. a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 51,64,96,249.24
- b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 1,03,29,924.98

- c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil

- d) Amount required to be set-off for the financial year, if any: Nil*

*The Board has carried forward the CSR excess spend of the previous financial year i.e. 2021-22 of ₹ 7,21,179.76/- However while the same is available for set-off, the Company has not availed the set for FY 2022-23.

- e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 1,03,29,924.98

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 1,06,64,923.17

- (b) Amount spent in Administrative Overheads: Nil

- (c) Amount spent on Impact Assessment, if applicable.: Nil

- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 1,06,64,923.17

ANNEXURE VI (Contd.)
(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year 2022-23 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
1,06,64,923.17	Nil	Not applicable	Not applicable	Nil	Not applicable

(f) Excess amount for set-off, if any: ₹ 3,34,998.37

Sl. No.	Particular	Amount (in ₹)
1	2	3
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 1,03,29,924.98
ii.	Total amount spent for the Financial Year	₹ 1,06,64,923.17
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	₹ 3,34,998.19
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)]	₹ 3,34,998.19

7. Details of Unspent CSR amount for the preceding three financial years: Not Applicable

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any Amount (in ₹). Date of transfer	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
1.	FY-1						
2.	FY-2						
3.	FY-3						
	Total						

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin-code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):
Not Applicable

Rampraveen Swaminathan

Managing Director & CEO
DIN: 01300682

Ranu Vohra

Chairman of CSR Committee
DIN: 00153547

Place: Mumbai

Date: 24 April 2023

ANNEXURE VII

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

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

1. CONSERVATION OF ENERGY

a. The steps taken or impact on conservation of energy:

Your Company has taken a comprehensive approach to encourage energy efficiency across its operations with continuous awareness amongst its employees as well as contract employees. Your Company has identified resource efficiency and Green House Gas ("GHG") emission reduction as key material issues and has in place various processes stated below in this regard. To give additional focus to these initiatives, your Company has opted to go for Carbon Neutrality by 2040 and achieve Science Based Targets Initiative ("SBTi") certification by 2033. Your Company targets to get the built-to-suit (BTS) warehousing facilities certified by IGBC. Your Company is increasing Renewable Energy component in Energy mix by installing solar panels at warehouse facilities pan India. Your Company is working towards making our facilities energy efficient and sustainable.

During the financial year under review, your Company continued with its focus on the Environmental, Social and Governance ("ESG") parameters, by implementing the Sustainability Framework, developed for ensuring a common language and uniform understanding of the aspects of sustainability across the Organisation.

Our strategy to achieve carbon neutrality is guided by our climate change policy, which focuses on enhancing energy productivity, increasing the renewable energy mix, refining our emissions targets and carbon offsetting. Some of these measures include:

- Under ACE program, optimisation of Electrical energy (KwH consumption) of top selected sites by ~25%. It was achieved through implementation of Quick wins initiative by creating awareness amongst employees. This has resulted in saving of 17 lakh kWh amounting to reduction of GHG emissions of around 1472 T CO₂e;

- Electrifying the last mile through eDel and EV deployment in our Mobility business;
- Reducing customer carbon footprint with dedicated low carbon solutions;
- Setting up Solar PV at warehouses;
- Evaluating shift in fuel usage from diesel to alternate fuels like CNG/ biodiesel/LNG;
- Shift in modes of transport i.e. road to rail;
- Large scale afforestation;
- Expand our warehousing footprint with Green IGBC Gold / Platinum certified warehouses;
- Increasing renewable energy content in our energy mix is one of our targets for reducing our emissions. Currently, our solar powered warehouses space stands at 1.75 Mn sq. ft

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

Transportation being the main activity of the business undertaken by the Company and working on the asset light model, i.e., we rely heavily on the value chain partners for the assets required for transportation and is very well aware of their contributions to climate change in the form of emissions. As a result, our value chain partners are undertaking initiatives like the incorporation of EVs in their fleets, fuel shift from diesel to CNG, and planting trees, among others.

We are aggressively optimising our office and warehousing operations with the aim to save energy - incorporating alternate fuel and renewable energy wherever possible, investing in energy-saving equipment through 5-star rated appliances and upgrading existing infrastructure to enable us to save more electricity. Currently, our solar powered warehouses space stands at 1.75 Mn sq. ft

We are using advanced technology to make our vehicles fuel efficient. We have developed technology solutions that enable us to optimise our travel routes and help us track and monitor our performance on efficiency on a real-time basis. We are using these tools to make our systems more energy efficient.

c. The capital investment on energy conservation equipments:

During the year under review, the Company has not incurred capital investment on energy conservation equipments.

2. TECHNOLOGY ABSORPTION

a. The efforts made towards technology absorption:

The Company has over the past years made consistent investments in digitisation and technology to augment and optimise our operations to serve our customers better. Through digitisation and network management, we also optimise the utilisation of our assets across customers, sectors and routes. We are steadily digitising our existing processes to improve transparency, data availability, and efficiency. Planned investments in technology systems include enhancements to our transport management system, development of our warehouse management system, EMS technology platform, and a portal for our business associates. Besides the above, we are working on scaling up our analytics and network optimisation capabilities.

In financial year 2022-23, we started the development of our flagship integrated tech stack 'LogiOne'. LogiOne tech stack will house our in-house Transport & Warehouse Management system, Ocean & Air freight management system, Express & Last Mile suite coupled with optimization suite for load & route management. Data from all the systems will flow into a central data lake, where the Data Analytics layer will run algorithms, process the data, and share valuable inputs supplementing our operations and decision making. Through LogiOne we plan to remove redundancies in various legs of supply chain and enable seamless operations for our customers.

To capitalise on emerging technological trends, we launched pilots to incorporate technologies like drones, AGVs, and IoT in our business. We launched 'Catapult 3.0', our start-up incubation program, with the aim of co-creating new and innovative solutions for supply chain industry with upcoming start-ups. We also commenced the development

of MLL Technology and Automation center in our upcoming Build-to-Suite warehouse park in Pune. This center will focus on the development of automation systems, test use-cases and accelerate deployment across our operating sites throughout the country.

b. The benefits derived like product improvement, cost reduction, product development or import substitution: Detailed benefits are explained at point (a) above.

c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Technology	Year of import	Status of technology absorption
Not applicable	Not applicable	Not applicable

d. The expenditure incurred on Research and Development:

During the financial year 2022-23, the Company did not incur any expenses towards Research and Development activities.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO (in terms of actual inflow and outflow)

(₹ in crores)

Foreign Exchange earnings and outgo	For the financial year ended 31 March 2023	For the financial year ended 31 March 2022
Total Foreign Exchange Earned	NIL	NIL
Total Foreign Exchange Outgo	1.63	0.47

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 24 April 2023

ANNEXURE VIII

POLICIES

Your Company is committed to adhere to the highest standards of ethical, moral and legal business conduct. In accordance with the requirements of the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations") and other applicable laws, as amended from time to time, your Company has formulated certain Policies. These Policies are reviewed periodically and are updated as and when needed. The policies are uploaded on the website of the Company <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/> 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/ Code	Brief Description	Summary of key changes made to the Policies/Codes
Vendor Code of Conduct	The Company has adopted Vendor Code of Conduct which defines the minimum and basic requirements placed on for the Company's Vendors. This Code requires the Company's Vendors to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility. The acceptance of this Code is mandatory for all Vendors of the Company.	There have been no changes made to this Code.
Code of Conduct	The Board of your Company has laid down Codes of Conduct viz. one for all the Directors and one for all Senior Management and Employees of the Company. These Codes are the central policy documents which specify the requirements for business practices and principles of behavior that the Directors associated the Company and employees working for and with the Company must comply with, regardless of their location. The Code of Conduct also includes: 1) Policy on Conflicts of Interest; 2) Policy on Anti-Corruption; 3) Policy on Giving and Accepting Gifts and other Business Courtesies; 4) Policy on Fair and Honest Dealings; 5) Policy on Antitrust and Competition; 6) Policy on Competitively Sensitive Information.	There have been no changes made to this Code.
Policy on Materiality of and on dealing with Related Party Transactions	The Policy has been framed in accordance with Regulation 23(1) of the SEBI Listing Regulations to regulate all the transactions between the Company and its related parties.	There have been no changes made to this Policy.
Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning	This Policy includes the criteria for determining qualifications, positive attributes and independence of a Director; identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down therein, succession planning for Directors and Senior Management, the Talent Management framework of the Company and sets out the approach of the Company towards the Compensation of Directors, Key Managerial Personnel, Senior Management Personnel other employees. The Policy is also annexed as Annexure V to the Board's Report and forms part of this Annual Report.	The Board had at its meeting held on 13 March 2023 amended the Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning to incorporate the changes brought in by SEBI in the definition of senior management, through the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023.
Risk Management Policy	The Risk Management Policy statement is adopted to outline guidelines mandated by the Company's Board of Directors in identification, assessment, measurement, mitigation, monitoring and reporting of all risks associated with the activities conducted by the Company.	There have been no changes made to this Policy.
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.	There have been no changes made to this Policy.

Name of the Policy/ Code	Brief Description	Summary of key changes made to the Policies/Codes
Whistleblower Policy (Policy on Vigil Mechanism)	The Vigil Mechanism as envisaged in the Act and SEBI Listing Regulations is implemented through Whistleblower Policy for providing adequate safeguards against victimization of persons to report genuine concerns regarding unethical behavior or actual or suspected fraud or violation of the Company's Codes and Policies and also makes a provision for direct access to the Chairperson of the Audit Committee.	The Board of Directors on 10 March 2023, reconstituted the Business Ethics and Governance Committee formed under the 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.	There have been no changes made to this Policy.
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 Code.
Policy for determining Material Subsidiaries	The Policy is framed in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations and is used to determine the material subsidiaries of the Company and to provide a governance framework for such material subsidiary.	There have been no changes made to this Policy.
Corporate Social Responsibility Policy	The Corporate Social Responsibility ("CSR") Policy of the Company is aimed to promote a unified and strategic approach to CSR initiatives across the Company by identifying select constituencies and causes to work with, thereby ensuring a high social impact.	There have been no changes made to this Policy.
Archival Policy	This Policy provides for retention of events or information which has been disclosed to the Stock 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 organization free of accidents, occupational diseases and pollution. The Policy is displayed at all prominent locations and offices and communicated to all stakeholders.	There have been no changes made to this Policy.
Policy for Prevention of Sexual Harassment ("POSH")	The Policy is adopted in line with the POSH Act to provide a safe, secure and enabling environment, free from sexual harassment. All employees irrespective of their gender identity and expression and sexual orientation as well as women who visit the premises of the Company for any purpose are covered under this Policy.	There have been no changes made to this Policy.
Equal Opportunity Policy	The Policy is adopted in line with the requirements of The Rights of Persons with Disabilities Act, 2016 along with the Rights of Persons with Disabilities Rules, 2017. As an organization we are committed to providing equal opportunity to all, including Persons with Disabilities. This policy applies to all sectors, divisions, offices, locations and plants of the Company within India and aims to promote inclusiveness.	There have been no changes made to this Policy.
Diversity & Inclusion Policy	As an integrated 3PL organization, the Company strives to create an environment responsive to diverse cultures and groups, in all our interactions - with employees, customers, visitors, suppliers, contractors, shareholders, investors, and the communities we operate in. The purpose of this policy is to support and facilitate an inclusive environment that embraces all that makes us different and recognizes the benefits that these difference makes.	There have been no changes made to this Policy.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Mahindra Logistics Limited (hereinafter referred to as 'MLL', 'the Company', 'We', 'Our') is one of India's largest integrated logistics solutions provider. We provide a wide range of customised, technology enabled solutions for supply chain management and mobility. Our core capability is our range of logistics and mobility services, which we integrate into solutions for enterprise clients leveraging class-leading technology, infrastructure, processes and human capital.

We principally operate on asset-light business model. Majority of the assets, especially vehicles and warehouses, necessary for our operations are owned and/or provided by a large network of our business

associates under different models. The Company also deploys third party contract employees, provided by a group of strategic manpower providers. This technology enabled, 'asset-light' approach enables scalability and flexibility of services to offer customised logistics and mobility solutions to our customers across diverse industries.

We operate in two distinct business segments, Supply Chain Management (SCM) and Mobility Services. Within the SCM business, we provide Contract Logistics, B2B Express, Last Mile Delivery & Freight Forwarding services to our clients. In Mobility, we provide Enterprise Mobility Services, Cab on Demand, Airport Pickup & Transfer, Outstation and Upkeep services under Alyte and Meru brand.

BUSINESS LINES

MLL operates under 5 distinct business lines, with each business having dedicated operations, including sales, delivery, human resources and finance. The businesses collectively leverage and share infrastructure, including Information Technology, Project Management, Solution Design, Warehousing Assets and others. The Go-To-Market strategy is focussed on providing customers the flexibility of individual services or integrated solutions, combining multiple service lines. The synergies between our core business & acquisitions in other parts of supply chain makes us uniquely positioned to provide end-to-end integrated logistics solutions and strike the right balance between customisation and scalability.

We operate through a pan-India network, comprising 14 offices and 650+ clients and operating locations. We have a large network of 1,500+ active and long-standing business associates who support us with vehicles, warehouses and other assets and services. We serve 500+ domestic and multinational companies operating across industry segments, including Auto & Farm, Manufacturing, E-commerce, Consumer Goods, Pharmaceuticals, Telecom, and Commodities. We manage 19+ Mn sq. ft of warehousing space spanning our network of multi-user, built-to-suit warehouses, stockyards, processing centres and cross-docks. We operate in-factory stores and linefeed at 40+ manufacturing locations. Our express network serves 19,000+ pin codes throughout the country. We operate a fleet of 1,300+ EDeL EVs, enabling sustainable last-mile delivery across 19+ cities.

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14

OFFICES

650+

CLIENT LOCATIONS

1,500+

ACTIVE BUSINESS ASSOCIATES

Contract Logistics (3PL) Business

The business provides customised, end-to-end logistics solutions, including inbound & outbound full-truckload (FTL) transportation, warehousing solutions, in-plant logistics, just-in-time services, returns processing, distribution, and other value-added services to our clients. The 3PL business often leverages our other services lines to provide integrated solutions to our customers.

Cross Border Logistics

We also offer cross-border logistic solutions like Ocean freight, Air freight, Air charter services, Break-bulk & Customs clearance, through our subsidiary Lords Freight (India) Private Limited (LORDS). During financial year 2022-23, we have grown our presence in global forwarding space with expansion to Dubai & UK.

B2B Express business

With a network of 17 Processing Centres (PCs) and 200+ branches pan-India the business provides time-defined, Express/Part Truck-load (PTL) transportation and value added services to customers through a hub-and-spoke model, consolidating load from enterprise customers and business partners. In 2022-23, we completed the acquisition of the PTL business of Rivigo Services Private Limited (Rivigo). On completion of this acquisition we now serve over 19,000 pincodes across the country with over 12,000 pincodes being serviced directly. The technology stack enables differentiated customer service and reduces our cost-to-serve through better freight lane optimisation, load management, hub process management translating into lower delivery times and improved level of service quality.



Last Mile Delivery Business

The business provides a range of last mile delivery solutions for clients using EV and ICE vehicles. The LMD business provides B2C distribution, fulfilment and delivery services for our enterprise customers in E-commerce and FMCG/FMCD segments. We operate independent and customer-dedicated delivery stations, integrated with delivery in over 200 locations across the country. We have grown our presence in EV Last Mile space with expansion of our 'EDeL' services which offers multiple offerings for customers using 3W and 4W assets. During the year, we expanded our fleet to over 1,300 vehicles, operating in 19 cities. During 2022-23, we acquired 36% stake in Hyderabad-based ZipZap Logistics Private Limited, a tech-enabled, last-mile logistics service provider operating under the 'Whizzard' brand. The investment expands our footprint, technology capabilities and offerings for micro-fulfilment.

The EDeL EV fleet has cumulatively covered 18.5 Mn+ km in the last one year of their operation and saved 2,500+ tonnes of CO₂ emissions. Whizzard currently enables seamless handling of 60 Mn packages per year, across diverse segments. It caters to 3,000+ pincodes through its micro-distribution centres & full-stack tech capabilities.

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We have sourced and developed our customised technology systems to provide innovative and cost-efficient solutions to improve transparency and visibility for our clients. With deep understanding of customer needs gained from serving across diverse markets, we have established solution designs and development processes to specifically cater to complex requirements of our customers' supply chains. Through our portfolio of offerings across sectors, we emerged as a one-stop shop for our customers, with capabilities to design, execute, improve, and optimise logistics related activities across the value chain.



Mobility business

Our MLL Mobility business provides end-to-end transport solutions in both B2B and B2C segments.

We offer a wide range of services covering Enterprise Mobility Services, Cab on Demand, Airport Pickup & Transfer, Outstation and Upkeep services under Alyte and Meru brand. B2B services are offered across India to 250+ clients in Information Technology (IT), Information Technology-enabled Services (ITeS), Business Process Outsourcing, Financial Services, Consulting, E-commerce, Telecom and Manufacturing industries. We provide integrated suite of services right from rostering to billing through multiple contractual and vehicle offerings as per customer requirements. B2C services are offered across 5 major airports in India through Meru brand. We provide assured rides through dedicated booking counter at airports with kerbside pickup and well-maintained cars with trained and groomed chauffeurs.

Our services are offered through a fleet of Sedans, Sports Utility Vehicles, Buses, and Tempo Travellers through a large network of 400+ business associates across 25+ cities. We also offer services through owned Electric Vehicles fleet in selected cities both in B2B and B2C segments

We offer fully integrated technology services such as application-based interactions for route planning and optimisation, round-the-clock Control Tower Operations (CTO) for tracking vehicles and passengers and EV telematics. We have strengthened our focus on safety, hygiene, and compliance to create differentiation in our offering. Some of the measures we undertook in this regard include multi-level safety and compliance checks, safety training, rewarding and recognising our employees and drivers for building a culture of safety, detailed incident analysis and reporting, among others.

Subsidiaries, Associates and Joint Ventures

Lords Freight (India) Private Limited (Lords), our 99.05% subsidiary, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and air charters. With an established global network of agents in China, South Korea, Southeast Asia and Western Europe, Lords has developed capabilities in providing end-to-end cross-border services, including freight movement through ocean and air, custom clearance, transportation to transit warehouses and mother warehouses.

V-Link Freight Services Private Limited is a wholly owned subsidiary of the Company, based out of India with a branch office in Dubai. It will undertake supply chain management activities starting with Air Charter business in Dubai. It will help us establish international presence and unlock next phase of growth.

MLL Global Logistics Limited is a wholly owned subsidiary of the Company, based out of London. It will undertake supply chain management activities starting with Freight Forwarding for imports and exports originating out of United Kingdom. It will help us establish international presence and unlock next phase of growth.

2x2 Logistics Private Limited, our 55% subsidiary, provides logistics and transportation services to Original Equipment Manufacturers (OEMs) to carry finished automobiles from the manufacturing/ assembly locations to stockyards or directly to the distributors through specially designed vehicles. It owns and operates 150+ vehicle carriers and has us as its primary customer.

MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited) is a wholly owned subsidiary of the Company and provides B2B express logistics services under the brand name 'Rivigo by Mahindra Logistics'. It has a pan-India network of operations currently covering over 19,000 pincodes across the nation.

MLL Mobility Private Limited (Formerly known as Meru Mobility Tech Private Limited) is a wholly owned subsidiary of the Company. It is in the business of providing B2C transportation services and corporate transportation solutions to companies in various sectors such as BPOs, Banking, IT, and ITeS in ride hail segment. MLL Mobility also has a large number of Electric Vehicles in its fleet.

V-Link Fleet Solutions Private Limited and **V-Link Automotive Services Private Limited**, our wholly-owned subsidiaries are engaged in the business of providing employee transportation services and operates fleet of vehicles which are aggregated from third parties.

ZipZap Logistics Private Limited (Whizzard), an associate company, is a tech-enabled last-mile delivery logistics company, which operates an intracity distribution network for digital commerce and last-mile delivery services. With its full-stack digital capabilities and over 125 micro-distribution centres, Whizzard caters to 3,000+ pincodes across India. We acquired a 36% stake (on fully diluted basis) in Whizzard on 8 April 2022.

Transtech Logistics Private Limited (Transtech Logistics), a joint venture, offers ShipX, a SaaS (Software as a Service) based transport management solution (TMS) platform to 3PLs and shippers. We acquired a strategic stake (39.79%) in Transtech Logistics during 2018-19.

INDUSTRY OVERVIEW AND TRENDS

Overview of the Global economy

The global economy was on the path of recovery, but economic outlook shifted after the Russia Ukraine conflict broke out in February 2022. The conflict further disrupted the global supply chains and led to a surge in inflation and prices of critical commodities. In response, central financial institutions around the world responded with tightening of monetary policy to curb inflation which led to increased borrowing costs and weakened growth. High inflation is now getting reflected in multiple leading indicators of global economic activity.

According to IMF, world's economic growth is expected to slow down from 3.4% in 2022 to 2.8% in 2023 before picking up to 3.0% in 2024. The growth in 2023 is expected to be the lowest since 2001, except for the downturns in 2008 and 2021 due to the financial crisis and COVID-19 pandemic, respectively.

Despite experiencing a strong recovery following the pandemic, global trade is now slowing down due to several challenges faced by the global economy. The World Trade Organisation (WTO) predicts that the volume of world merchandise trade will grow by 1.0% in 2023, compared to 9.7% in 2021. According to the IMF's World Economic Outlook from October 2022, the growth in the volume of world trade (goods and services) is expected to decrease from 10.1% in 2021 to 4.3% in 2022 and further to 2.5% in 2023.

Overview of the Indian economy

The Indian economy bounced back after its encounter with the pandemic and has shown strong growth in the first half of 2022-23, which was faster than other major economies. As per latest estimates from the Ministry of Statistics & Programme Implementation, the growth in real GDP during 2022-23 was estimated at 7.0% as compared to 9.1% in 2021-22. Capital expenditure (CAPEX) of the central government, which increased by 63.4% in the first eight months of 2022-23, was another growth driver of the Indian economy.

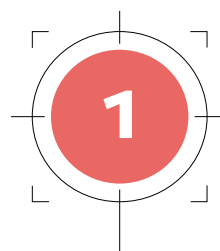
As per the Economic Survey of India (2022-23), further support to economic growth is coming from the expansion of public digital platforms and measures such as PM Gati Shakti, the National Logistics Policy,

and the Production-Linked Incentive schemes to boost manufacturing output.

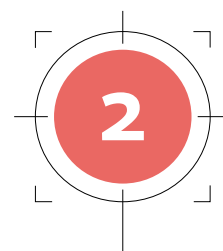
India's economy is doing well, with private sector investment, normalisation of supply chains, and growing exports. However, India has also had to deal with the task of controlling inflation, which intensified with the global financial crisis. Retail Inflation was above the RBI's tolerance range in 2022 before the pressure started easing in November 2022 and cooled down to 5.6% in March 2023.

Going forward, India needs to focus on medium-term challenges such as securing technology and resources for energy transition and skilling its youth for the 21st century economy, while staying the course on fiscal consolidation at the general Government level. With continuous efforts during the last several years, a strong platform has been established on which the superstructure of a middle-income economy can be constructed.

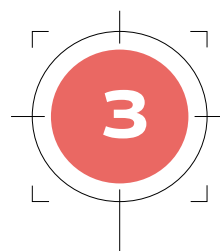
The Union Budget 2023-24 focuses on four key areas:



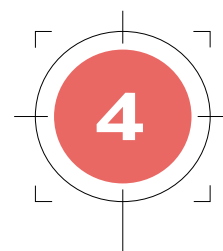
Sustaining growth in agriculture, industry, and services besides the green economy



Inclusive growth of women, children, and deprived & disadvantaged sections of society for broad-based development of the economy



Stimulating growth through capital expenditure, employment generation, and exports



Financing growth by strengthening the banking and in general, the financial sector

Indian Logistics Industry - Size & Structure

The Indian logistics industry has experienced significant growth in recent years, driven by factors such as the rise of e-commerce and increasing demand for transportation and warehousing services. The industry is estimated to be worth around US\$ 215 Bn, with a CAGR of approximately 10% between 2019-2025.

The industry can be further sub-divided into key sectors, including transportation, warehousing, freight forwarding, express delivery services and other logistics services such as container logistics, cold chain logistics, coastal shipping, and so on. Road transportation is the dominant mode, accounting for over 60% of the market share, followed by railways, air, and sea transportation.

~US\$ 215 BN

INDIAN LOGISTICS INDUSTRY SIZE
(BETWEEN 2019-2025: CAGR OF 10%)

The logistics sector typically contributes 8-20% of a country's GDP. However, in India, logistics costs are higher compared to developed countries. For instance, the US spends 9.5% of its GDP on logistics, while Germany is even more efficient at 8%. This difference in logistics costs can be attributed to lack of efficient inter-modal and multi-modal transportation systems. Therefore, there is significant potential for the development of more efficient and effective systems to improve logistics in India. Tapping on the potential, India has witnessed advancements in logistics landscape like implementation of GST, improvement in road infrastructure and high degree of automation leading to significant improvement in logistics efficiency.

We provide customised transportation and warehousing services, including contract logistics, B2B Express, Last Mile Distribution, and Freight Forwarding services. Contract Logistics market is expected to register a ~15% CAGR and reach ₹ 1,50,000 Crores market by 2025-26. It is a highly fragmented market; top 10 players take up only 15% of the market share. There are many regional players providing transactional services in transportation and storage. We believe that as the industry matures over the next few years, there will be a significant shift from pure-play transportation and

warehousing services towards sophisticated, high-value and integrated logistics solutions.

The key sectors served by logistics service providers include auto and auto ancillary, consumer goods, specialised transportation for certain metals and minerals products, e-commerce, engineering and capital goods, pharma, and telecom. Engineering and auto activities remain largely inbound focused, whereas e-commerce, telecom, pharma, and consumer sectors have a high share of outbound and distribution logistics. Moreover, there is an increased focus towards technology and automation as key differentiators driving processes, efficiency & optimisation.

The B2B express market in India is one of the fastest growing with an expected CAGR of 15%. The market size is expected to grow to ₹ 24,000 Crores by 2026. Presently, the express industry accounts for 3% of the total surface transportation market. The segment is organised as compared to contract logistics with major players accounting for 70% of the volume. Increasing demand for Direct to Consumer, Omni-channel fulfilment and high adoption by MSMEs & small brands is helping the segment grow.



The freight forwarding market is estimated to be around ₹ 40,000 Crores in India and is projected to expand at CAGR of 8% over the next five years. The key industry segments contributing to the freight forwarding market are food and food processing, pharmaceuticals, engineering, textiles, chemicals, and auto industries. The sector is expected to grow steadily over medium to long term on account of the government's push towards infrastructure development, manufacturing self-reliance under the 'Atmanirbhar Bharat' vision, growing imports and exports, and major companies adopting a China+1 manufacturing strategy.

Last Mile Delivery registered a CAGR of 25% and is expected to reach ₹ 36,500 Crores by 2026. The Last Mile Delivery market in India has been growing rapidly in recent years, driven by the growth of e-commerce and the increasing demand for faster and more efficient delivery services. In addition, the Government of India's initiatives such as ONDC, Make in India, Digital India, and Skill India are expected to boost the segment. Last Mile is the most expensive component of supply chain. It is highly complex with high service level requirements.

Key Government Initiatives

Logistics cost as a percentage of GDP for India stands at ~14%, significantly higher than those in developed countries (7-8%). This can be attributed to certain inefficiencies in the industry, such as lower transportation speed, higher transit inventory, theft and damages and a skewed modal mix. Currently, road accounts for ~70% of transportation (by volume), while rail, ocean and air collectively account for the remainder.

Infrastructure Status

Logistics sector was granted infrastructure status in 2017, allowing the sector to have access to funds at easier terms with enhanced limits.

National Logistics Policy

The NLP aims to cut logistics cost by half to be near global benchmarks by 2030 by reducing the cost of logistics from 14-18% of GDP to global best practices of 8%. The key building blocks of the policy are Digital Integration System, Unified Logistics Interface Platform, Comprehensive Logistics Action Plan, and E-Logs (Ease of Logistics Services).

Open Network for Digital Commerce (ONDC)

ONDC is an open e-commerce protocol set up by the Ministry of Commerce's Department of Promotion of Industry and Internal Trade (DPIIT). ONDC could unlock economic growth by helping buyers and sellers overcome the challenges in digital commerce through interoperable networks, unbundled systems, and decentralisation of data. It will lead to organisation of logistics sector and seamless multimodal delivery. With digitisation, price visibility will improve across the supply chain and higher delivery volumes will support the plan of reducing the overall logistics cost.



Multi Modal Logistics Parks (MMLP)

The MMLP will combine several types of freight transportation through highways, railroads, and inland waterways. The MMLPs was designed to provide several capabilities, including freight gathering and distribution, and to provide seamless intermodal freight transportation. Users will also receive value-added services including custom clearances and IT services, as well as storage and warehousing solutions. A total of 35 multi-modal logistics parks with a capital budget of ₹ 50,000 Crore are planned for the country.

Gati Shakti

PM Gati Shakti Masterplan was launched by the Government of India in 2021 with the purpose of creating a world-class, seamless multi-modal transport network in India. Since launch, 13 State logistics policies have been notified and uploaded on Department for Promotion of Industry and Internal Trade website

Dedicated Freight Corridors

This project involves construction of the Eastern and Western Dedicated Railway Freight Corridors (DFCs), having a cumulative length of over 3,000 km. It aims to reduce overall logistics cost by improving average speed of the rail freight trains, increasing the freight carried per trip and linking of ports for faster freight movement.

Bharatmala Pariyojana

Bharatmala Pariyojana was launched to bridge critical infrastructure gaps through the construction of 9,000 km of economic corridors, 6,000 km of feeder routes, 2,000 km of coastal roads, and so on under Phase 1 of the project. Progress on the project was delayed due to the pandemic as well as issues related to cost overruns and land acquisition. It is expected to be completed by 2026.

Sagarmala Programme

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 were identified and are under various stages of implementation.

Production Linked Incentive Scheme

The PLI scheme is a major policy initiative by the GOI with an outlay of ~₹ 1.97 Lakhs Crores in subsidies and incentives to boost manufacturing across 13 critical sectors.

In addition to the above, initiatives were due in areas of labour policies, poor last mile connectivity, land acquisition hurdles, promoting the use of technology and driving standardisation across the sector.

~₹ 1.97 LAKHS CRORES
SUBSIDIES AND INCENTIVES BY GOI



Key trends impacting the sector

Logistics industry had been undergoing a transformation, which got accelerated due to the pandemic. From shifting consumer behaviour to advancements in technology, government push for infrastructure & sector formalisation, following are some of the key trends that are set to shape the future of logistics in India.

Changing channel landscape driven by changing customer behaviour

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

Increasing adoption of multi-modal logistics

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

Emerging consumption centres to drive new fulfilment models and hubs in Tier 2/3 cities

Tier 2 and 3 cities accounted for more than 60% of total e-commerce orders in 2022, growing at a faster pace compared to Tier 1 markets. There is a growing appetite among shoppers to buy everything online, from electronics, apparels to packaged goods. With increasing



connectivity due to improvement in the infrastructure & democratisation of technology, these cities are set to be the next growth drivers for most of our key end markets.

Supply chain diversification - shift in global trade flows due to China+1 strategy

COVID-19 pandemic and recent geopolitical events have highlighted the risks of relying on a single supplier. Cross border supply chains have become a key focus areas for many companies having a global presence. These are companies, diversifying their supply chains through onshoring, nearshoring, and friend-shoring. India stands out as an attractive option for manufacturing, owing to its strategic location, a large domestic market, low labour costs, and production linked incentives announced by the Government. The Government has also been negotiating bilateral trade agreements with 20 nations. This creates an opportunity for freight forwarders to expand their footprint into cross-border trade.

Higher demand for integrated solutions

Companies are looking at improving the overall efficiency of their logistics operations in the process of streamlining the entire supply chain. Focus is on reducing costs through optimised network footprint, optimised inventory, deployment of best-in-class digital

tools, higher degree of automation, and standardisation of operating procedures across the entire network. Global companies looking to expand operations in India are looking for a single point of contact to make logistics hassle free. As a result, there is a growing demand of strategic partnerships with logistics solution providers with end-to-end capability to deliver on network optimisation, cost optimisation, service fulfilment, risk management and customer delight.

Technology & automation have become critical differentiators

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

Sustainability emerging as business-critical

Amid global concerns around climate change, sustainability has become a Board-room priority across major industries. There is an increasing commitment by companies and governments to reduce their carbon footprint and become more sustainable. Organisations are assessing the social and environmental impact of their supply chains. Logistics forms a core element of any enterprise activity and has a high carbon footprint. As a result, there is a growing demand for green logistics with focus on fleet electrification & use of renewable energy across the supply chain.

Mobility services - size and structure

The Indian mobility market is estimated to be ~₹ 1.22 Lakh Crores with a fragmented structure. It is divided into B2B (valued at ~₹ 16,400 Crores) and B2C (valued at ~₹105,800 Crores) segments. About 85% of the B2C market is a local taxi market, which is highly fragmented and, therefore, remains non-addressable. Our addressable market, including Enterprise Mobility Services, Cab on Demand, Airport Pickup & Transfer, Outstation is estimated to be ~₹ 40,000 Crores

B2B segment has been on a positive trend, recovering from the restrictions during pandemic. Year-on-year growth in 2022 for office leasing space has been 40%. Further, mobility in IT, ITeS, BFSI and BPO sectors is expected to improve in 2023-24 with return to office being normalised. We anticipate a shift in the market from being a vendor model to end-to-end mobility solutions provider, enabled by improved service quality, safety, and green transport solutions.

MLL, through its brands Alyte and Meru, operates in the B2B segment of Enterprise mobility and On-call services. IT, ITeS, BFSI, BPO, Consulting, E-commerce, and manufacturing sector clients are the primary target customer segments for the enterprise mobility services. The market is highly fragmented and is primarily served by local and regional players. We envisage a significant degree of consolidation in this market, enabled by rising service quality and safety requirements and growing demand for green transportation solutions, which local players find challenging to provide.

MLL, through its brand Meru operates in 5 airports through dedicated counter for airport pickup, Outstation, and Ride-hailing. B2C segment is fuelled by the recovery in air passenger traffic to the pre-COVID levels. Airport business also saw a significant shift towards electric fleet mobilisation. Meru along with Alyte business will enhance our range of mobility solutions with strategic focus on enterprise customers and electric mobility.

Key trends impacting the mobility sector

Increasing demand for EV fleet, with push from Government & airport authorities

Demand for electric vehicles fleet is driven by the rise in fuel prices, incentives rolled out by the central and state governments. Both central and state governments have taken multiple initiatives, in the form FAME subsidies, tax exemptions and reduction in custom duty on lithium batteries, to promote manufacturing and adoption of electric vehicles. Government is pushing the major fleet operators to expand their electric vehicle fleet and convert their 40% of vehicles to electric by the end of 2026. From a total cost of operation and low maintenance cost perspective, EVs have become favourable to conventional fuel vehicles, especially after the adoption of the more stringent BS-VI regulations. Inadequate charging infrastructure or lack of options in products are no longer seen as hindrance to adoption of EV. However, the battery life and range of the vehicles, is limited to 250-300 kms with a full charge, is a key impediment in accelerating the adoption of EVs as a taxi.

40%

ELECTRIC VEHICLES BY END OF 2026

Recovery in air passenger traffic and growth in business travel

Air traffic volume at Indian airports in 2022-23 saw a growth of 70% over 2021-22. Further air-traffic volume is expected to increase by ~17% in 2023-24. Business travel has also witnessed a strong recovery with employees returning to office and corporates returning to business-as-usual mode.

Post pandemic supply challenges

When the pandemic hit, it created huge dent on the taxi industry. It made most of the fleet owners to reduce the operations and many drivers found other jobs. Post pandemic, the sudden increase in airport travel and office commute has led to a severe shortage of taxis and drivers to meet the demand. Now with the demand at pre-pandemic level, many fleet owners have tried to

attract more drivers by increasing the wages or reducing the subscription fees to make it easier for the drivers. Though, the shortage is a temporary problem that should be resolved as more drivers acknowledge the demand for rides.

Disintermediation across value chain

Both consumers and competitors are working towards removing or reducing intermediaries from their operations. Many players in this segment have invested in technology platforms and done away with the traditionally outsourced roles of trip management, route optimisation, and so on.

Long-term shift to hybrid work model

As per an industry report, many companies shifted to flexible workspaces for ~20-25% of their workforce after positive experiences with remote working during the pandemic. This move will reduce the demand for employee transportation services. Likewise, extensive use of videoconferencing during the pandemic has ushered in a new acceptance for virtual meetings, which may further dent business travel and employee transportation services.

Service line expansion by competition

Popular ride hailing companies like BluSmart, Ola and Uber focussed on employee transportation services. They introduced new commute options for corporates to support employees returning to work, enabling them to book rides together to travel to work as well as business charter services, whereby companies can reserve a dedicated fleet of vehicles provided by third-party fleet partners for their employees and customers. Similarly, other B2B players offering employee transportation services are expanding to on-call and outstation services. Rapid metro infrastructure expansion is also leading to innovative service lines like micro-mobility, for transportation to and from the metro/rail/bus stations.

PERFORMANCE OF OUR KEY FOCUS MARKETS

While 2022-23 witnessed growth across most sectors, it was slower than anticipated due to impact of high inflation & slowdown in major global economies. This was the first full year without any major impact of COVID, after a gap of two years.

Contract Logistics



Auto & Farm

Overall retail sales saw a robust double-digit growth, led by 4W Passenger Vehicles with easing semi-conductor shortage & improvement in product availability. 2W industry continue to stay impacted, with sales still below pre-pandemic level. EV penetration in the sector has been at 4.5%, and it is well set to grow. The 3W category maintained an outstanding year-on-year growth. Commercial vehicles saw significant recovery in 2022-23, with ~30% growth over previous year. Farm sector remained steady in 2022-23, with domestic tractor sales growing at 12% Y-o-Y. However, unexpected rains and hailstorms in northern and central India have impacted the Rabi crop and delayed harvesting, which could impact the rural sector.

Overall, growth in 2023-24 is likely to slow down due to high-base effect, inflationary pressure, frequent price increases & regulatory pressure.



Consumer & Discrete Manufacturing

The FMCG industry witnessed a subdued volume growth due to demand softness in rural markets. The sector was hit hard by high inflation levels forcing companies to go for successive price increases. Demand for discretionary items was moderated. Durables saw volume growth in 2022-23 with demand improving after a soft festive season. Pharma sector remained steady, with a growth of 9-10% in 2022-23. Significant uptick in Telcom on the back of 5G network expansion.

Manufacturing witnessed expansion at a slow pace, however sector remained relatively strong due to continuous uptick in domestic demand. Increasing capital expenditure by both private & Government companies & easing supply constraints have boosted order books of capital goods players.



E-commerce

While the sector grew exponentially over the last four or five years, 2022-23 witnessed moderation in volume growth. We also witnessed shorter peaks, and significant demand dispersion during the year. There has been increased consolidation and slowdown in network expansion across large e-commerce marketplaces, affecting the level of outsourcing in these businesses. There was a significant shift from inventory which led to pure marketplace model. However, discovery and purchase of products through social media (social commerce) continues to rise, primarily led by Tier 2 and Tier 3 cities.

Freight Forwarding

The Freight Forwarding business saw a lot of change throughout the year, especially in the second half. Non-POL merchandise exports were flat and imports were up 11% over previous year. Cross border freight prices remained under tremendous pressure, with index prices dropping as much as 80% over the previous year. While the slope of the correction has moderated, the broad pressure continues to sustain.

B2B Express

As per industry estimates, B2B Express (Surface) grew by 10.5%. The growth rate has tapered down due to high inflation and slowdown in the second half of 2022-23. Automotive and Pharma segment's growth rate was higher compared to e-commerce and consumer electronics.

This year also saw marginal improvement in per kg realisation, but 2023-24 may witness more pressure in terms of pricing. Long-term growth outlook for the sector remains stable at 13-14% CAGR.

Last Mile Delivery

Last Mile is the expensive component of the supply chain, it contributes ~50% of the total transportation cost. It is complex and demands high service level requirements. As a result, there is an increasing trend of outsourcing in Last Mile, especially with the rise of E-commerce, Quick commerce and D2C brands. There has been an increasing adoption of EV Cargo vehicles, which is expected to grow further in 2023-24. Industry witnessed sluggishness in Last Mile Network expansion during the second half of 2022-23, with many start-ups who dominate the Quick Commerce & D2C space, struggling to raise funds due to the funding winter. This has led to higher pricing intensity in the sector. Further, ONDC is likely to disrupt the market, which may drive the prices up in the short term.

Mobility Sector

B2B segment is on resurgence with most companies reopening and resuming office. We have also made an aggressive effort to add new customers and revive old accounts through both organic and inorganic approach. We could also notice that there is a significant shift towards electric as corporates are looking for sustainable commute for their employees in the form of green transportation. MLL has a strong base of 250+ corporate clients to facilitate this demand-led transition to EV. B2C segment is also on a strong trajectory with airport business return to pre-COVID levels and increase in demand for inter-city operations. We are also aiming to expand our airport business to newer cities with electric vehicle fleet.

OPPORTUNITIES AND CHALLENGES



Opportunities

Opportunity to address growing demand from Tier 2/Tier 3 cities through a network of Built-To-Suit (BTS) warehouses

Companies have been consolidating their supply chains following GST implementation and this has led to leasing of large-format warehouses. Production Linked Incentive (PLI) scheme announced for key sectors by the Government is expected to further boost local production, fuelling demand for Grade-A warehousing facilities. There has been significant uptick in demand for consumer products from Tier 2 and Tier 3 cities due to rising disposable incomes and share of elite and affluent households.

This presents us with an opportunity to serve these geographies by building state-of-the-art, energy-efficient network of Built-To-Suit (BTS) multi-client warehouses across strategic locations in India. We have 4.4 Mn sq. ft. of BTS warehousing space, and we plan to add another 2 Mn sq. ft. in 2023-24.

Opportunity to take advantage of growing demand for fulfilment in Direct-to-Consumer space

Increasing digital adoption has led to a rise of omni-channel retailing. This is necessitating several companies to redesign their supply chains. Small businesses and new brands are increasingly going Direct to Customer (D2C), while larger brands are starting their online brand stores and exploring Direct to Kirana (D2K) channels. With an increasing number of channels, companies are facing a challenge in managing the complex requirements to support B2B and B2C fulfilment. This has presented us with an opportunity to provide integrated fulfilment and distribution solutions, including express and last-mile delivery. We are also witnessing a rising trend of quick commerce (10 to 30 minutes delivery) across segments like food, pharma, and grocery. This, in turn, is fuelling the demand for micro fulfilment centres located near key consumption pockets. With significant experience across consumption-led sectors, a strong tech base and diversified service offerings, we are well positioned to take advantage of this opportunity. The acquisition of Whizzard & Rivigo will enhance our presence and capabilities in the Last Mile delivery & express logistics, respectively.



Opportunity to offer multi-modal services to our customers

Government launched the Gati Shakti Masterplan to reduce inefficiencies and optimise logistics cost to make it competitive and at par with advanced global economies. As a part of that plan, there has been significant push to enable seamless intermodal freight movement. We are witnessing linkages of ports, rail and road through the hub-and-spoke model; and creation of logistics parks around Dedicated Freight Corridors (DFCs). Several companies were exploring the option of transporting goods via other modes like rail, inland waterways, or sea/coastal shipping to drive down their overall logistics costs. We have been offering multi-modal services, e.g., rail transportation to auto and farm sector customers; and are constantly evaluating the scope of expansion of these services to customers across other sectors as well.

Opportunity to capitalise on growing demand for cross-border logistics

Cross-border trade from India has been on a rise because of strong economic growth and improving competitiveness. This trend is expected to pick up momentum due to companies choosing India as a preferred destination for manufacturing (China+1), and boost to manufacturing through the PLI scheme. This will lead to an increased demand for freight forwarding services.

With end-to-end capabilities in freight forwarding through our subsidiary Lords, we are well poised to take advantage of this opportunity. We will also be starting our operations in key international markets of UAE & UK, to expand our international presence and cater to the demand on key trade lanes originating from these countries.

Services and technology Integration

Owing to increasing supply chain complexities, customers are demanding integrated and managed logistics services. As a result, we are also evolving to move up the value chain by providing tailor-made solutions to cater to specific needs of each sector, thereby expanding their share of

wallet. Companies are exploring the use of self-guided vehicles, drones, robotics, augmented reality, IOT and Big Data to improve operational efficiencies. Integration of 'edge' level technologies and predictive intelligence in the service offerings can lead to exponential benefits.

We are in the process of creating an integrated tech stack 'LogiOne' which can be customised as per customer requirement and address various complexities of their supply chain. To drive innovation, we launched the third edition of our start-up incubation programme, 'CATAPULT', under which, we have partnered with promising start-ups to develop and scale innovative logistics solutions.



Leading green logistics portfolio

Logistics and transportation are key contributors to overall carbon footprint, estimated at as much as 13%-15% in India. Companies are relying on logistics solutions provider and looking for strategic partnership to jointly reduce the impact of emissions arising from their supply chain.

At MLL, we have undertaken several sustainable initiatives, focussed on carbon neutrality, circularity, and resource conservation. We have deployed eDeL EVs for last-mile distribution, which has led to a significant reduction in CO2 emissions. We are investing in the areas of energy conservation and sustainable packaging to create a win-win solution for our customers and us. We have joined the Science Based Targets Initiative (SBTI) to build a clear set of metrics, which can be transparently measured and aligned to specific projects, helping us realise our vision of becoming carbon neutral by 2040.

Increasing demand for EV fleet among corporates & airport authorities

The Government of India has created favourable policies for the promotion of EVs under FAME-II. EV technology is well suited for mid-range shared mobility applications. With companies focussing on moving towards a sustainable way of doing business, EV as a medium for employee transportation is gaining traction. Moreover, airports are also looking for avenues to reduce their carbon footprint, by preferring EV ad option in taxi services.

From a total cost of operation and maintenance perspective, EVs have become favourable to conventional fuel vehicles, especially after the adoption of the more stringent BS-VI regulations. Inadequate charging infrastructure or lack of options in products are no longer seen as hindrances to adoption of EV. MLL, through its Meru brand, owns fleet of EVs deployed at major airports and corporate parks across India to serve our existing and new customers, thereby driving the sustainability agenda.





Challenges

Drop in cross-border freight prices

After reaching record levels in 2021-22, Ocean freight rates started to decline in the second half of 2022-23 and dropped by ~80% compared to previous year. Apart from capacity increases & easing of supply chain logjams, this drop also signals waning consumer demand across major global economies. Air cargo freight was also impacted, with prices dropping ~30% over previous year.

Rising crude oil prices leading to high transport costs

Severe volatility in crude oil prices resulting in fuel prices reaching an all-time high in India impacted our transportation business in 2022-23. Crude oil prices continue to stay volatile because of geo-political tensions

Slowdown in Ecommerce network expansion

E-commerce companies are consolidating warehousing space due to volatile volume & over-capacity. E-commerce contributed 4% to total warehousing leasing in the first half of 2022, down from 23% in the first half of last year, according to data from property-consultancy firm Colliers. Demand peaks during major festive sales in 2022-23 were much shorter than expected.

Talent and labour challenges

Availability of skilled manpower has been a challenge, especially during demand peaks. This increased labour costs due to demand-supply mismatch. As we focus on new capability development, creating the pipeline of talent in critical areas and enhancing the culture are critical levers, which could impact our long-term growth.

Challenge in supply of Grade-A, compliant warehouse

While demand remained robust in 2022, warehousing market was restricted with supply with a 20% decline

over previous year. Cost of construction remained volatile during the year and the rental yields did not keep up pace, thereby putting profitability pressures on warehouse developers and logistics solution providers like us.

Pricing pressure from customers

Rising input costs due to increase in commodity and crude oil prices made most of our customers focus on cost rationalisation. This led to increased pricing pressure on us. Increased pricing pressure was witnessed in Contract Logistics & Last Mile Delivery. We are addressing this challenge by focussing on value addition and driving cost-reduction initiatives across the organisation.

Impact due to deferred Return to Office (RTO) in mobility

Post-pandemic, most customers in our major end-markets had their employees partly working from home by creating flexible working policies, or some have moved to a permanent work from home option. Hybrid models and permanent work from home will slow down the recovery of enterprise mobility. Though we diversified into new business segments to tackle this challenge and moved our focus from predominantly serving the IT/ITES and banking sectors to e-commerce and manufacturing.



SEGMENT WISE PERFORMANCE

The following is a table illustrating the breakdown of our consolidated revenue from operations, across the business segments that we operate in, for the periods indicated.

Key matrix	2022-23		2021-22	
	Amount (₹ in Crores)	% of total revenue from operations	Amount (₹ in Crores)	% of total revenue from operations
SCM (3PL, FF, Express, LMD)	4,867.72	94.92%	3,938.68	95.12%
Mobility	260.57	5.08%	202.08	4.88%
Revenue from operations	5,128.29	100.00%	4,140.76	100.00%

The following is a breakdown of the percentage of revenue from operations with respect to our products and services. Goods Transportation Services continue to be the largest contributor to revenues.

Key matrix	2022-23 (%)	2021-22 (%)
Transportation (3PL, B2B Express, LMD)	67.43	61.50
Warehousing and value-added services (3PL)	20.33	22.75
Freight forwarding	7.15	10.87
Mobility services	5.09	04.88
Total	100.00	100.00



BUSINESS STRATEGY AND OUTLOOK

In 2019-20, we had defined our vision of becoming a ₹ 10,000 Crores logistics service provider by 2025-26, delivering exceptional customer experience through differentiated, technology enabled solutions. To achieve this vision, we defined our strategy to grow in profitable markets through four core strategic platforms. By the end of the reporting year, we managed to put the strategic pieces in place. The focus for next couple of years will be to drive execution & realise synergy benefits to achieve the vision.

Expand network services portfolio of B2B Express, Last Mile Delivery & Freight Forwarding

B2B Express

B2B Express Logistics continues to see strong tailwinds as customers focus on deepening delivery networks, enhance digital adoption, and invest in agile supply chain.

During the year, we acquired B2B express business of Rivigo, one of the leading express logistics companies in the country. The acquisition gave us the access to pan-India express network, with 17 Processing Centres (Hubs) & 200+ branches covering 19,000+ pincodes and best-in-class technology stack.

The process of integrating Rivigo with existing MLL express network has been progressing well. The focus area for next year is to turnaround Rivigo, scale-up volumes and realise synergy benefits.

Last Mile Delivery

Last Mile Delivery is expected to witness high double-digit growth on account of evolving customer needs. Quick commerce and Direct to Customer (D2C)/Direct to Kirana (D2K) models are driving the next phase of growth in the last-mile delivery space and has created a large market for micro fulfilment. Last year, we acquired a strategic stake in Whizzard, thereby strengthening our value proposition in delivery, distribution, and fulfilment as a service. During the year, we also expanded our flagship EV cargo delivery business EDeL, with 2x increase in number of vehicles deployed for sustainable last mile delivery. We are looking to expand geographic presence, complete integration with ONDC and improve operational capabilities to enhance our offering and consolidate our position in the segment.

Freight Forwarding

The business remained under significant pressure of downward pricing corrections throughout the year. However, we were able to mitigate that to some extent through volume growth across our Air and Ocean products. During the year, we decided to scale and de-risk the business through geographical expansion. As a part of the same, we plan to launch charter operations from Dubai in 2023-24 which will help us strengthen recovery in this segment. Similarly, operations from our UK subsidiary is expected to provide momentum for the next stage of growth. We are also evaluating options for strategic partnerships to gain market share in key trade lanes.

Mobility

Continue to expand our services on on-call, intra-city movement and expanding offerings for enterprise transportation services. We are also focussed on expanding the city coverage of our airport services and on-call services.

Focus on providing differentiated and integrated solutions

Supply chain complexities increased significantly in the recent past to address changing consumer preferences and demands.

With higher complexities across the supply chains, our customers want solutions that optimise their end-to-end needs from imports, inbound transportation, storage, outbound transportation, distribution, fulfilment, right up to returns processing and reverse logistics. We have developed sector-specific solutions, revamped our sales and solution designing organisation aligned to our key end markets, and enhanced our sales processes and technical capabilities to offer such solutions to our customers.

Growth in solutions will be also be enhanced with integration of offerings from the strategic acquisitions made during last two years with the core business. In Mobility we are focused on driving greater integration across services to enterprise customers to become their one-stop shop for all enterprise mobility. Additionally we are focussed on creating niche tech-enabled solutions for segments such as repair & maintenance.

Drive operational excellence by focussing on standardisation, enhanced customer experience and functional excellence

We are continuously working towards establishing best-in-class processes and systems across the organisation. Our Centre of Excellence team works towards standardisation of operations across sites, developing functional competencies, and exploring avenues for automation and innovation at our sites. We continue to develop and adopt consistent and common operating systems focussed on safety, workforce management, productivity, and process excellence. We are also focussed on enhancing and integrating our solution design capabilities to deliver consistent experience to our customers from design to delivery.

During the year, we revamped our customer service process to make it more proactive. We have been working on Salesforce CRM implementation, to deliver seamless experience across the customer journey, right from onboarding to problem identification & resolution. We intend to nurture our relationship with customers and become a strategic supply chain partner.

The transportation service line contributes significantly to our operations. We source our fleet from a large network of business associates spanning the country. We have built robust processes in partner selection, onboarding and development and have several programmes in place aimed at improving partner loyalty, service quality and performance. We continue such investments in our partners to build long-term, mutually beneficial partnerships.

There has been a consistent trend of supply chain consolidation in our industry post GST implementation, and we continue to take advantage of this opportunity. We have contracted large, multi-user warehouses at strategic locations across India. These multi-user, smart warehouses are built to suit the highly flexible needs of end markets. We plan to keep expanding our network of built-to-suit (BTS) warehouses over the next few years, achieving 6 mn sq. ft. capacity of built-to-suit warehouses by end of 2023-24. As on 31 March 2023, our BTS warehouse capacity reached ~4.4 Mn sq. ft., and we are well on track to realise our 2025-26 aspirations.

In Mobility, there is a continued focus on operational excellence with a high impetus on vehicle and driver safety, enhanced service-level assurance and digitisation on operating processes. This will enable us to enhance service quality and also reduce the TCO per trip.

Digitisation and innovation

Over the past several years, we made consistent investments in digitisation and technology to augment and optimise our operations to serve our customers better. In 2022-23, we started the development of our flagship integrated tech stack 'LogiOne'. LogiOne tech stack will house our in-house Transport & Warehouse Management system, Ocean & Air freight management system, Express & Last Mile suite coupled with optimisation suite for load & route management. Data from all the systems will flow into a central data lake, where the Data Analytics layer will run algorithms, process the data, and share valuable inputs supplementing our operations and decision making. Through LogiOne we plan to remove redundancies in various legs of supply chain and enable seamless operations for our customers

To capitalise on emerging technological trends, we launched pilots to incorporate technologies like drones, AGVs, and IoT in our business. We launched 'Catapult 3.0', our start-up incubation programme, with the aim of co-creating new and innovative solutions for supply chain industry with upcoming start-ups. We also commenced the development of MLL Technology and Automation centre in our upcoming Build-to-Suit warehouse park in Pune. This centre will focus on the development of automation systems, test use-cases and accelerate deployment across our operating sites throughout the country.

In the Mobility business, technology plays a key lever for customer experience and route profitability. Our technology focus remains on these key areas. With enhanced focus on customer services as well as enabling greater inter-operability of fleets across different service levels, we are able to increase the vehicle utilisation. Thereby enhancing earnings for driver cum owners (DCOs) and enhancing EV fleet utilisation.



RISKS AND CONCERNS

We are committed to recognising and managing the risks our business is exposed to (internal and external) and have put in place mechanisms to handle the same proactively and efficiently. We recognise that these risks could adversely affect our ability to create value for all stakeholders and have taken steps to mitigate the same.

The major risks that our company is exposed to

We depend significantly on clients in the automotive industry and their performance. The automotive numbers include the farm segment, whose performance has improved over the years. The concentrated dependence on the automotive industry hence reduced. We took steps to diversify into other industry segments, mainly focussing on consumption led businesses and over time, have reduced its dependence on the automotive industry.

We depend on a limited number of clients, including parent and promoter, Mahindra & Mahindra Limited and other Mahindra Group entities. This exposes us to a high risk of client concentration. We continue to take steps to create a larger base of customers. In addition, we are leveraging technology and innovation to achieve cost efficiencies for customers, which results in long-term relationships with them.

We operate in a highly competitive industry dominated by many unorganised players. Many segments within the logistics industry are highly commoditised and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation. Increased competition from other organised and unorganised third-party logistics or people transport providers may lead to a reduction in revenues, profit margin and a loss of market share. To mitigate this, we create value through integrated technology-based solutions, transport network-based solutions, and skill development of employees.

We have an asset-light business model pursuant to which we outsource a large part of our operations to independent contractors for specific services, resulting in the engagement of a large pool of contract labour. As a result, our compliance obligations with diverse and complex laws and regulations are significant. Failure to comply with the same exposes us to various implications - financial and otherwise. Also, some of these laws are subject to different interpretations, which makes compliance difficult. We are committed to complying with all statutory obligations as applicable to it from time to time.

The assets necessary for our operations such as vehicles, warehouses and workforce are owned or arranged by our business associates. We depend on them for adequate and timely supply of such assets for our operations. Any shortage of such assets may result in additional costs. As a mitigation plan, we continue to develop multiple business associates for every region, including developing different commercial models to attract business associates.

We deploy many workers at our in-factory stores as well as linefeed and warehouse operations. These operations may get impacted by labour unionisation, unrest and strikes. If labour issues are not resolved in a timely manner, they could limit our ability to serve our clients, and may impact our business.

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.

With inorganic acquisitions, we face the risk of integration effectiveness. Slow ramp up of anticipated volumes and delayed synergy on technologies impacts the cash flow and revenue. To mitigate this, we continue to optimise the operating costs and overheads across all businesses and integrate technology architecture investments.

We face the risk of high volatility in cross border freight prices due to variation in supply-demand scenarios, triggered by high inflation and geo-political conflicts. This creates pressure on margins and cash flows. As a mitigation measure, we keep a close track of freight rates on key trade lanes and focus on volume growth to offset the impact of price reduction.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The management of the Company is committed to ensuring effective internal control systems commensurate with the size and the complexity of the business. We have established adequate and effective internal controls to achieve its compliance and reporting objectives. The controls are deployed through various policies and procedures. These policies and procedures are periodically revisited to ensure that they remain updated with the changes in the business environment. Policies and processes are regularly tested by internal and statutory auditors. Suggestions to further strengthen policies and processes and make them more effective are shared with respective process owners, following which requisite changes are made.

We invest in various IT initiatives to automate controls to the extent possible and minimise errors and lapses. The Audit Committee reviews the adequacy and effectiveness of our internal control environment and monitors the implementation of audit recommendations.



DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements were prepared in compliance with the requirements of the Companies Act, 2013. We adopted the Indian Accounting Standard (IND AS) from 1 April 2016.

The consolidated financial statements were prepared in compliance with applicable IND AS 110 and are presented in a separate section.

Standalone Financial Information

Share Capital

The authorised share capital of the Company is ₹ 105 Crores divided into 10,50,00,000 equity shares of ₹ 10 each. Our paid-up capital as at the end of the year was at ₹ 71.98 Crores compared to ₹ 71.87 Crores as at the end of the previous year. The increase is due to the issue of 1,05,412 equity shares on account of exercise of options granted under our Employee Restricted Stock Unit Plan 2018 during the year.

Retained Earnings

The retained earnings i.e., surplus in the statement of profit and loss as on 31 March 2023, was at ₹ 423.93 Crores compared to ₹ 372.62 Crores as on 31 March 2022.

Borrowings

Borrowings as on 31 March 2023, were ₹ 150 Crores compared to Nil as on 31 March 2022, on account of working capital demand loans from the banks during the year ended 31 March 2023.

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 ₹ 554.59 Crores as on 31 March 2023 compared to ₹ 487.54 Crores as on 31 March 2022. We follow the asset-light model to execute our operations and the capital expenditure of ₹ 70.67 Crores incurred during the year was mainly on account of the purchase of material handling equipment for warehousing services, eDeL vehicles and other IT equipment and software. The addition due to Right of Use Assets under IND AS 116 was ₹ 204.76 Crores.

Trade receivables

Trade receivables as on 31 March 2023, were at ₹ 451.38 Crores, which amounted to 10.12% of our revenue from operations compared to ₹ 405.67 Crores as on 31 March 2022, which amounted to 11.17% of the revenue from operations. Continued focus on collection throughout the year helped us reduce the receivables at the end of the year.

Results of operations

Revenue from operations

We were engaged in providing integrated logistics services in two distinct segments i.e., Supply Chain Management (SCM) and Enterprise Mobility Services (EMS) until 30 September 2022. Consequent to sale/transfer of the Enterprise Mobility business to MLL Mobility Private Limited effective 01 October 2022, we operate in a single segment i.e. Supply Chain Management (SCM) - Goods transportation service, including warehouse management service.

Revenue from operations increased to ₹ 4,458.90 Crores in the year ended 31 March 2023, from ₹ 3,631.08 Crores in the year ended 31 March 2022, with 22.80% increase.

Other Income

Other income mainly comprises interest income from fixed deposits, 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 ₹ 9.56 Crores in the year ended 31 March 2022, to ₹ 12.04 Crores in the year ended 31 March 2023, was primarily due to 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 decreased from 7.77% to 6.48% in the previous year. The increase in absolute value was mainly due to an increase in headcount and annual increments.

The increase in depreciation and amortisation expenses is due to the impact of capitalisation of assets done in the current year and increase in amortisation of rentals under IND AS 116.

Operating expenses were at 85.06% of revenue from operations in the current year as compared to 84.98% in the previous year. This mainly included freight and related expenses, labour and related expenses, warehouse and related expenses and rent, among others. Operating expenses increased marginally in view of acquisition of new customers.

Profit before tax for the year ended 31 March 2023, was at ₹ 80.44 Crores compared to ₹ 32.69 Crores in the year ended 31 March 2022, registering a 146.07% increase. Similarly, profit after tax was at ₹ 64.53 Crores in the year ended 31 March 2023, compared to ₹ 24.44 Crores in the year ended 31 March 2022, registering an increase of 164.03% over the previous year.

Consolidated financial information

The consolidated financials include financials of our eight subsidiaries i.e., Lords Freight (India) Private Limited, 2x2 Logistics Private Limited, MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited), V-Link Fleet Solutions Private Limited, V-Link Automotive Services Private Limited, MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited), V Link Freight Services Private Limited, MLL Global Logistics Limited, one joint venture entity i.e. Transtech Logistics Private Limited and one associate entity i.e. Zipzap Logistics Private Limited.

Consolidation of our and MLL's eight subsidiaries' financial statements is done on a line-by-line basis by adding together items like assets, liabilities, income,

expenses after eliminating intercompany transactions in accordance with IND AS 110 on 'consolidated financial statements'. Entity method of consolidation is used for joint venture entity and associate entity. The consolidated financial statements are presented in a separate section.

The consolidated revenue from operations was ₹ 5,128.29 Crores in the year ended 31 March 2023, as against ₹ 4,140.76 Crores in the year ended 31 March 2022, registering a growth of 23.85%. Consolidated profit after tax was at ₹ 27.42 Crores compared to ₹ 15.06 Crores registering a growth of 82.07%. Profit after tax for the year attributable to non-controlling interest was at ₹ (1.65) Crores as against ₹ (2.49) Crores in the previous year.

Key ratios and changes therein

Key matrix	2022-23	2021-22	Change y-o-y
Current Ratio	0.98	1.11	(11.71%)
Debt Equity Ratio	0.72	0.07	928.57%
Debt Service Coverage Ratio	1.41	4.52	(68.81%)
Return on Equity	4.74%	3.22%	47.20%
Inventory Turnover	7.64	6.55	16.64%
Trade Receivables Turnover	5.25	4.86	8.02%
Trade Payables Turnover	4.56	4.31	5.80%
Net Capital Turnover	(228.13)	33.92	(772.55%)
Net Profit Margin (%)	0.53%	0.36%	47.22%
Return on Capital Employed	8.95%	9.56%	(6.33%)

- Debt-equity ratio increased to 0.72 times in the current year from 0.07 times in previous year due to increase in the borrowings during current year.
- Debt Service Coverage ratio reduced to 1.41 in current year from 4.52 in previous year due to increase in the interest and debt during the current year.
- Return on Equity (%) improved from 3.22% in previous year to 4.74% in current year on the base of higher profit for the year.
- Inventory Turnover increased from 6.55 times in previous year to 7.64 times in current year on the lower base of inventory and higher utilisation during the year.
- Net Capital Turnover changed from 33.92 in previous year to (228.13) in current year on the base of negative average working capital on account of increase in the current liabilities.
- Net profit in the current year improved from 0.36% in previous year to 0.53% in current year on the base of higher profit for the year.

HUMAN RESOURCES DEVELOPMENT

In pursuit of MLL's vision of becoming a ₹ 10,000 Crore Logistics Service Provider by 2025-26, the Human Resources function plays a significant role in achieving the targeted deliverables by enhancing overall employee experience.

There has been a strategic focus on priorities like nurturing innovation, enhancing team problem solving capabilities, building future talent pipeline, and leveraging analytics for people decisions to enable the organisation gain competitive advantage. We have strengthened various initiatives linked to Third Party manpower and Business Partner management to ensure seamless engagement and harmonious work relations. Our employer-employee relationship is characterised as fair, just, trusting, and caring. This has been assimilated

into the employee lifecycle through continuous reinforcement via communication platforms and the celebration of success stories. The HR function drives excellence by digitising work processes and using technology to drive engagement, efficiency, simplicity, scalability, and empowerment.

The organisation has been certified Great Place to Work for the second year in succession, with a higher score compared to the year before. There has been a considerable improvement in Trust Index and Culture Audit score which signifies the relationship an employee shares with the organisation, own job, and colleagues at work. The Culture Audit has also helped us benchmark the variety and quality of people practices in the organisation compared to other companies. Based on the insights received from the previous survey, we had launched several initiatives to drive engagement and improve the Trust Index score. The survey also showed that the organisation has robust processes for overall employee development, collaboration, inclusion, and providing support throughout the lifecycle. While the overall employee perception about the Company is positive, we intend to strengthen this further by designing and institutionalising industry-leading practices.

22,400+

PEOPLE EMPLOYED

We launched the MLL Code of Conduct in 2022-23, with focus on core values and behaviours that create a deeper sense of purpose. The Code of Conduct is articulated to be simple, inspirational, unique to the organisation, reflective of its reality, and aligned to our vision.

We have been digitising HR process through our HRMS platform Nectar Darwinbox. It has simplified the overall employee lifecycle, with easy data navigation, efficient workflows, and lower turnaround time for processing transactions. We have successfully deployed face recognition-based attendance capturing of blue-collar workforce to drive higher levels of automation and process efficiency. We re-launched our employee engagement intranet portal Hive with best-in-class interactive features. It provides a single window for communication of organisational events and ensures that employees are updated on latest developments. Through this interactive platform, member of the Company Leadership Team share various organisational updates such as quarterly performance, key achievements, and the way forward. Townhalls are conducted every quarter, where employees across locations join virtually. They get to ask questions directly to the leadership team and seek clarifications on pertinent issues.



Creating an immersive work culture

To create a highly engaging and conducive work environment, we have been focussing on enhancing the employee experience across four dimensions: leadership development, performance management, talent management, and employee engagement. The talent management framework ensures accurate talent identification, necessary role deployment, accurate performance evaluation and focussed leadership development in line with our vision. Talent assessment and identification of functional competencies ensure that talents are developed for future roles through functional and leadership capability building. We have identified, mapped, and evaluated functional competencies which will further strengthen the talent identification and development process. Proficiency levels are calibrated and initiatives on capability building and talent acquisition have now become competency based. We continue to focus on strengthening leadership pipeline through crucial conversations about succession planning.

Managing performance through fair calibration of efforts

We have made several enhancements in the performance management process as well as career growth and compensation practices. With the launch of the Performance Management Policy 3.0, various processes were reviewed and revised policy was implemented after considerable dialogue with the leadership team. The calibration process which was decentralised over the last year has created higher levels of ownership with calibrators assigned by the leadership team to evaluate performance. The Appraisal Grievance Redressal mechanism ensures that the principles of fairness are applied when addressing employee grievances. The process is run with considerable rigour in a timebound and effective manner so that employees are provided with a forum to have their concerns about the appraisal process addressed. The Unnati framework supports both appraisers and appraisees in having meaningful appraisal discussions and drives higher ownership for all stakeholders. Career conversations occur as per aspirations and succession readiness is aligned to business priorities where the right talent is mapped and developed for the right role.

Innovative skill building and development opportunities

Functional and leadership capability building is an important lever in our quest to ignite success. We follow the 'Build v/s Buy' approach, where the focus is on developing internal talent through talent management initiatives and build business/functional capability. Learning management system was launched during the year, which offered over 21,000 courses on leadership, behavioural and technical topics. The Harvard Manage Mentor platform was leveraged for its diverse content. In addition to this, we also offered courses on Udemy.

The AXLERATE platform was created in 2018 to drive functional capability in supply chain and operations management. The focuss was to develop an outside-in perspective about best practices from the industry. We collaborated with NITIE for functional capability building, where the AXLERATE 2.0 module was rolled out based on inputs received from business leaders across the organisation. The modules cover industry-best practices as well as working knowledge in areas like supply chain, logistics, warehousing, stores linefeed, transportation, and inbound/outbound operation

The organisation is committed to deliver exceptional customer experience through differentiated, technology enabled solutions. To empower Account delivery managers, we have designed FLEX programme to holistically develop their functional and leadership capabilities in a structured manner. Through this high impact learning journey, a 'common operating system' would be created so that all Account Delivery Managers can be placed on the same platform and implement learnings at their respective locations. The content for FLEX programme is developed and delivered by internal faculty so that it is contextualised to the requirements of the organisation.

To enhance the problem-solving capability of senior leaders in the organisation, Prapantaran, the Six Sigma Black Belt certification programme was launched. Projects linked to optimisation, cost reduction, productivity enhancement, among others, have been deployed. The programme uses advanced problem-solving approaches and statistical tools that enable employees to solve complex business challenges and achieve significant business impact. It was designed for participants to identify opportunities based on challenges in their function, involve key stakeholders that they partner with, and implement projects to achieve business results.

Supporting employees across locations

Harmonious work relations are an essential element in driving customer service excellence. We understand that employees working across different locations face distinct challenges. Hence, we have created various forums where employees can ask questions and share feedback. As part of our employee relations 'Sanjeevani' framework, the location HR team has regular HR Connect sessions with permanent, fixed-term contract and third-party employees to understand their concerns and resolve their queries. Employees get to ask questions and raise concerns during one-on-one or group interactions with the location HR. Their queries are tracked along with the time for resolution. These HR connect sessions are ideal for employees to gain clarity on various policies and processes.

Considering the feedback received from employees, we have revamped our Reward and Recognition platform by benchmarking best practices in the industry and revising our offering accordingly. Reward and Recognition has now been digitised through Nectar Darwinbox, our HRMS platform, and it includes features like spot recognition, online redemption option, notifications to various stakeholders in the team as well as appreciation boards, which has enhanced the employee experience and provided an opportunity for efforts to be celebrated at an organisational level. This has created higher alignment with organisational priorities as employees feel appreciated for their contributions and the reward mechanism enthruses them to achieve more.

Fostering diversity and inclusion

We encourage and value diversity amongst our employees, vendors, business partners, contractors, customers, and communities. Women representation in logistics sector is minimal and requires creation of a talent pool with equal representation of women through various platforms. We have taken several initiatives to attract women candidates and build a talent pipeline from the millennial talent pool. Hiring persons with disabilities, the veteran community and the LGBTQ community has reinforced MLL as an equal opportunity employer. We have embarked on an ambitious target of increasing the diversity ratio for which we have invested in sourcing talent from unique talent pools and ensuring that there is equal representation across the diversity spectrum.

While a five-year plan was created from 2017-18 to 2022-23, a revised three-year road map has been created to enhance diversity, inclusion, accessibility, and equity which has been further supported by a Diversity Council to review current and future opportunities in this arena. This has been done keeping in mind existing initiatives and focussing on specific areas that will drive an inclusive culture in the organisation. 'Inclusive' is one of core values at MLL, it allows us to increase our exposure to varied thought processes, knowledge streams and broaden our outlook on the business. It has helped us create an environment of inclusion and participation, where qualities of equality, fairness, and dignity are always fostered.

The second career programme 'Udaan' provided women, who had gone on a career break, with an internship opportunity to facilitate smooth transition back to the industry. Based on current openings and suitability for open positions, many of them are provided with full-time employment upon the completion of their internship. We have focussed on the expansion of existing sources of hiring and began a communication campaign to create higher visibility. Job portals like LinkedIn and Naukri were leveraged to source women on a career break as well as building an employer brand amongst this talent pool.

Employees have completed their e-learning programme on the Prevention of Sexual Harassment (POSH), and a module on Diversity & Inclusion. Additionally, manager sensitisation programmes on unconscious bias and gender stereotypes, were launched in an instructor-led training format. We invited subject matter experts in the D&I space as well as women leaders who have achieved corporate success, to share their insights and experiences with the leadership team. Infrastructure Accessibility Audit was conducted at the Head Office and the recommendations have been implemented. There is a focuss on Women and PRIDE Circles, where insights are captured in a detailed report and submitted to the management for review. Gender Neutral Washroom's have been created at various locations. We also celebrate various diversity and inclusion events like Veterans Day, International Transgender Day of Visibility and participate in Trans Employment Melas and several other events. While the PRIDE Employee Resource Group (ERG) has been piloted and launched, several other ERGs are scheduled for roll out in next year.

We also made progress on other spectrums - hiring and inclusion of People with Disabilities, LGBTQ community, and Armed Forces veterans. The Veteran Employment

Engagement and Retention Program or V.E.E.R to train and deploy retired armed forces veterans in operations saw the third batch getting inducted successfully. The LGBTQ inclusion policy was launched during the year to cover employees from the LGBTQ community under medical insurance, adoption leave, and compassionate leave policies. We ensured that their experience throughout the lifecycle is memorable and productive. The POSH policy was revised and made a gender-neutral policy, to signify the inclusion of all. We signed up with the United Nations Women's Empowerment Principles (WEP). This was a bold step taken in the direction of advancing gender diversity in our workplace, marketplace, and communities by focussing our efforts on developing and implementing action plans for gender equality strategy. By aligning with the 7 WEP principles, our priorities focus on hiring, empowering and retaining women and people from across diversity spectrums.

Being a compliant and equitable employer

Statutory compliance with all applicable labour laws is a critical aspect of our corporate governance approach. In that regard, regular audits are conducted with the help of a third-party agency, not only for our locations but also in the case of business partners providing third-party workforce, to ascertain levels of compliance. Training on statutory compliance is imparted to the members of the HR team and business partners to enhance their competency levels. We adhere to all labour-related legislation and offer equal and ample opportunities to all our employees. Discrimination or biases, in any form, are unacceptable and we ensure and facilitate safe and healthy working conditions for our workforce. As far as workers' rights to exercise freedom of association or collective bargaining are concerned, we have unions representing our on-roll employees as well as third-party employees at some locations. We ensure that the right to freedom of association and collective bargaining is exercised by having bilateral discussions. The same is recorded and honoured under long-term settlements.

Keeping a close eye on engagement efficiency

Engagement of workforce is critical for business success. An engaged and productive workforce can be created by identifying the root cause of problems in the employee lifecycle, policies, culture and people process. Various initiatives to address these gaps are launched to enhance employee experience. To assess the engagement levels

of such a large workforce, we administer the Mahindra Cares (MCares) engagement survey for its on-roll employees. Based on the philosophy that 'your culture will determine your success', the Mahindra Group has created an ecosystem of engagement that is anchored by its core purpose: 'We will challenge conventional thinking and innovatively use all our resources to drive positive change in the lives of our stakeholders and communities across the world, to enable them to Rise.'

The MCares results are shared with managers and their teams to initiate action planning. Brainstorming sessions are conducted with the team in the absence of the manager to ensure open dialogue and debate within the team. Specific action plans are made with set accountabilities and timelines for completion. Action planning is done at 3 levels: Business/Function level, Cluster/Department level and Location/Plant level. Action plans are reviewed by HR/Business Heads periodically (monthly) region-wise. Trackers and status reports of completion percentage are published across the Company by the CoE team and shared with managers as well as their teams. Employees thus are updated on actions taken as per commitments made by the team and their respective managers. At the end of the financial year, a final status report is shared comprising the actions completed. In addition to existing platforms under the purview of MCares action planning, specific opportunities are identified for departments where the score was lower than the average score.

Projects linked to capability building, hygiene action planning, communication, organisational development for functions or business units with low scores, leadership development, and talent management were conducted with a closure of the communication loop taking place through the 'You Said - We Did' campaign that reassures employees that their opinions matter and they are an integral part of the change journey. Another important development in enhancing employee satisfaction is the review and revision of key policies like performance management, transfer and relocation, remote working, internal job posting and re-hiring.

Prioritising the health and wellness of our people

Employee health and wellness is of primary importance and we work to optimally manage their welfare. The Swayam initiative, which was launched in the previous year to drive health and wellness across levers of financial wellness, physical fitness, personal counselling,

nutrition counselling, sports, and yoga had a positive impact on employees' work-life balance and engagement levels.

We have partnered with an external vendor to provide a digitised platform to participate in various health and wellness programmes that are designed to create higher visibility. Online fitness counselling services, fitness challenges, workout regimens, among others, have been designed to drive engagement as well as enhance fitness levels. In addition to this, engagement programmes and contests are conducted with specific themes so that employees can compete towards higher fitness levels. An external agency is empanelled to provide counselling services to employees by trained counsellors, who remain confidential. The engagement scores received from these surveys have seen consistent improvement in the last few years, and we are focussed on sustaining the momentum.

'Counsellor Speak Series' was organised to support employees dealing with anxiety, helping them manage their mental health effectively. We also arranged for free one-to-one nutrition counselling and financial counselling sessions to support employees in managing their health and finances better.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis and in the Annual Report describing our objectives, projections, estimates, expectations, plans or predictions and industry conditions or events are 'forward-looking statements' within the meaning of applicable securities, laws, and regulations. Actual results, performance or achievements could differ materially from those expressed or implied. Several factors could make a significant difference to our operations. These include economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which we do not exercise any direct control.

REPORT ON CORPORATE GOVERNANCE

COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Responsible Corporate Governance reflects a Company's culture, policies, relationship with its stakeholders, its commitment to values and ethical business conduct.

At Mahindra Logistics Limited, we adhere to the high standards of governance embedded in the culture of the Company from the rich Mahindra legacy of fair, ethical and transparent practices laid across the Group. It is our firm conviction that good corporate governance stems from the application of sound management practices, compliance with all laws in letter and spirit, and the embodiment of integrity, transparency, accountability and business ethics. These principles ensure that the interest of all the stakeholders is respected in a balanced and transparent manner.

The Company's Corporate Governance philosophy and practices are further strengthened through The Mahindra Way (TMW) assessments, the Group's Business Excellence model, and the various policies and codes adopted and implemented by the Company.

In the previous financial year, the Company was recognized for promoting a culture of good governance in the listed segment and received a Certificate of Recognition in the Medium Category (listed) at the 22nd ICSI National Awards for Excellence in Corporate Governance presented by the Institute of Company Secretaries of India. Additionally, our Subsidiary, Lords Freight (India) Private Limited, was honoured as the winner in the Unlisted Segment - Emerging Category at the same awards ceremony. These accolades affirm the Company's and its Subsidiaries' commitment to upholding the best practices in corporate governance, showcasing our transparent and ethical dealings with stakeholders throughout the entire value chain.

COMPLIANCE WITH CORPORATE GOVERNANCE GUIDELINES

The Company is in compliance with the requirements stipulated under Chapter IV read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time with respect to corporate governance.

A report on the Company's compliance with the applicable corporate governance provisions for the financial year ("FY") 2022-23 is given hereunder.

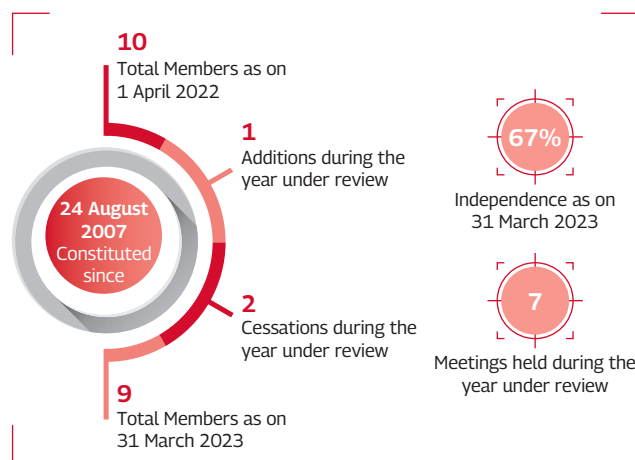
I. BOARD OF DIRECTORS

The Board of Directors ("the Board") is entrusted with the ultimate responsibility for the management, general affairs, direction and strategies of the Company and

vested with requisite powers, authorities and duties. The Board along with its Committees provides leadership and guidance to the Company's Management and supervises the Company's performance.

The Chairman leads the Board and is responsible for its overall effectiveness. The Board has delegated the operational conduct of the business to the Managing Director & Chief Executive Officer ("CEO") of the Company. The Leadership Team of the Company headed by the Managing Director & CEO, has business/functional heads as its members, who manage the day-to-day affairs of the Company.

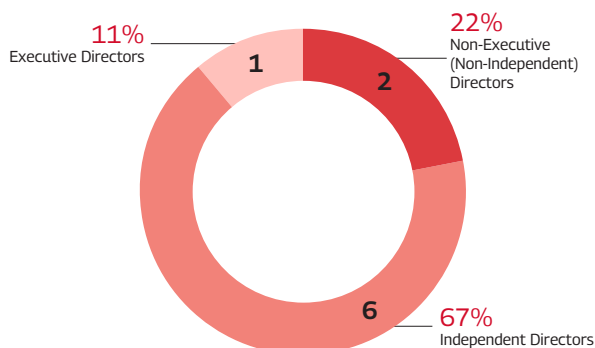
A. Size and Composition of the Board



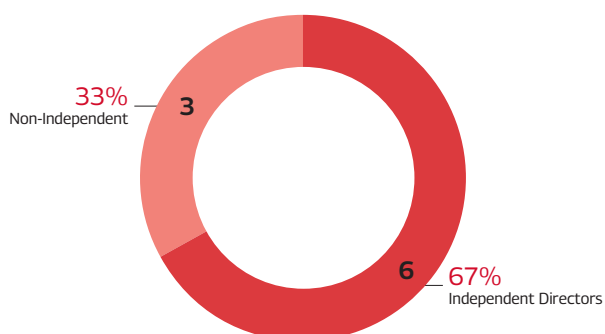
The size and composition of the Board of the Company is in conformity with the requirements of Regulation 17 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013 ("the Act"). The Board of the Company consists of a well-balanced composition of highly experienced, distinguished, professional individuals who bring a diverse range of backgrounds, expertise and independence to the table.

As on 31 March 2023 and on the date of this report, the Board of the Company is composed of nine Directors comprising of two Non-Executive (Non-Independent) Directors, six (including two women) Independent Directors and one Executive Director, designated as the Managing Director & CEO. None of the Directors are inter-se related to each other nor have they attained the age of 75 years.

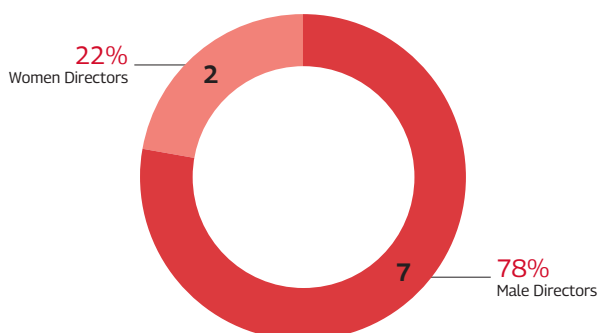
Composition of the Board



Board Independence



Gender Diversity



The role of the chairperson is distinct and separate from that of the CEO. Dr. Anish Shah, Non-Executive Director, serves as the Chairman of the Board and Mr. Rampraveen Swaminathan is the Managing Director & CEO of the Company.

None of the Directors of the Company hold permanent positions on the Board of the Company. All Directors, other than Independent and Additional Directors, are liable to retire by rotation.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Sections 164(1), 164(2) and 165 of the Act read with the Rules framed thereunder and are not debarred from holding the office of a Director pursuant to any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors

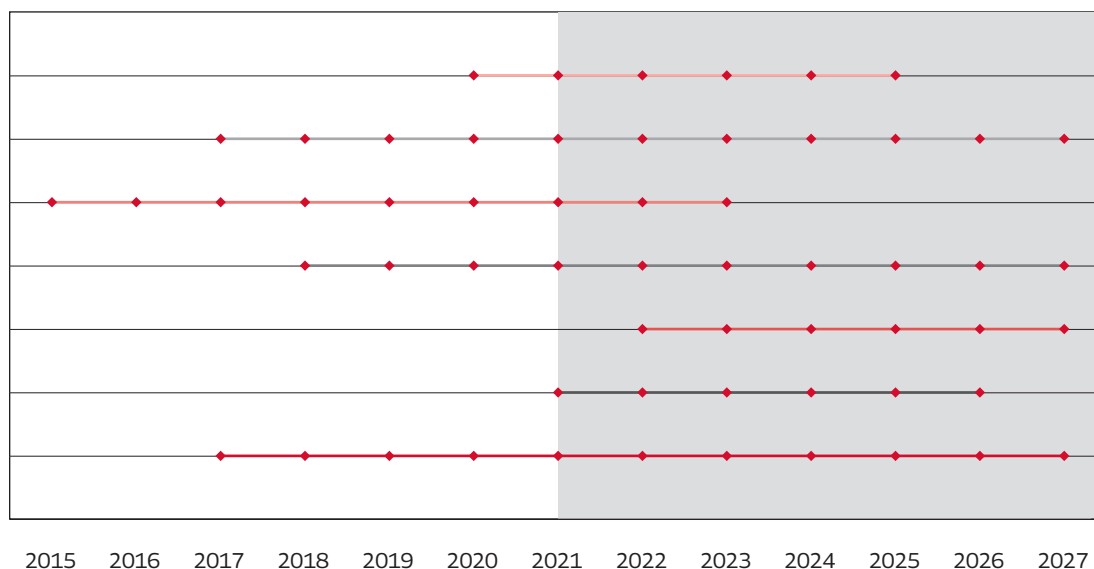
In terms of Regulation 34 read with clause 10(i) of Para C of Schedule V of the SEBI Listing Regulations, M/s Makarand M. Joshi & Co., Practicing Company Secretary and Secretarial Auditor (Certificate of Practice No. 3662) ("MMJC") of the Company have confirmed and certified non-disqualification or debarment of the Directors of the Company. Certificate issued by MMJC is annexed as **Annexure A** to this Report.

B. Independent Directors

67% of the Board of the Company is represented by Independent Directors. The Independent Directors hold office for a fixed term in compliance with the maximum tenure permitted under the SEBI Listing Regulations, the Act and as approved by the Shareholders of the Company.

None of the Independent Directors of the Company have resigned during the financial year under review. Mr. Ajay Mehta, Independent Director, ceased to hold office from 27 March 2023 upon expiry of his approved tenure.

All the Independent Directors on the Board of the Company have submitted a declaration confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Tenure of Independent Directors


—◆— Darius Pandole —◆— Dhananjay Mungale —◆— Ameet Hariani —◆— Avani Davda —◆— Ajay Mehta* —◆— Ranu Vohra —◆— Malvika Sinha

*up to 26 March 2023

The Board has carried out an internal assessment of the declarations and confirmations submitted by the Independent Directors of the Company at its meeting held on 24 April 2023 and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.






Further in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, all Independent Directors of the Company are registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

C. Core skills/expertise/competencies of the Board

The Board basis recommendation of the Nomination and Remuneration Committee ("NRC") has identified the following skills/ expertise/ competencies as required in the context of the Company's business and sector for the effective functioning of the Company which includes leadership and board experience, strategic thinking, finance acumen, business acumen, technology and digitisation, mergers & acquisitions, governance expertise, industry and sector experience/knowledge and stakeholder management.

Matrix setting out the core skills/expertise/competence of the Board of Directors

Skills	Icon	Description
Financial Acumen		Experience in accounting, taxation, financial management and oversight of Risk Management, Banking, Treasury, Fund Raising, Private Equity, Venture Capital Investment and Internal Controls.
Corporate Governance expertise		Having essential governance knowledge and understanding for maintaining high ethical standards taking into account the interests of all stakeholders.
Member, Community and Stakeholder Engagement		Good reputation and established networks in the industry, consumer or business groups and the ability to effectively engage and communicate with key stakeholders and experience in managing government relations and industry advocacy strategies.
Leadership and Board experience		Board experience, past or present, in other companies and innate leadership skills including the ability to appropriately represent the Company, set appropriate Board and organisation culture and make and take responsibility for decisions and actions.

Skills	Icon	Description
Strategic Thinking		Experience in developing and implementing strategies in context with the policies and business objectives, whilst also bearing in mind the shareholders' best interests.
Business Acumen		Experience in general corporate and business management, developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation. A broad range of commercial/ business/ entrepreneurial experience in areas including communications, marketing, branding and business systems, practices and improvement.
Industry and sector experience or knowledge		Oversight and knowledge of logistics/similar industries in which the Company operates and broad perspective on global markets and opportunities.
Technology & Digitisation		Knowledge/experience in the strategic use and governance of information management and information technology within the Company and understanding the current drivers of innovation in the information technology market.
Mergers & Acquisitions ("M&A")		Experience in restructuring and implementation of M&A, cross border arrangements, joint ventures.

The said skills/expertise/competencies are collectively available with the Board as a whole in the manner outlined at point no. H below.

D. Compliance with Directorship limits and Committee positions

In terms of the provisions of the Act and the SEBI Listing Regulations, the Directors of the Company submit necessary disclosures regarding the positions held by them on the board and committees of other companies with changes therein, if any, on a regular basis. Basis the disclosures submitted by the Directors, it is confirmed that as on 31 March 2023, none of the Directors of the Company:

- hold Directorship positions in more than twenty companies (including ten public limited companies and seven listed companies);
- is a Member of more than ten committees and/or Chairperson of more than five committees, across all the public limited companies in which they are Directors;
- who hold Executive Director positions, serve as an Independent Director in more than three listed companies;
- who hold Executive Director positions, serve as a Whole-time Director in any other listed company.

For the purpose of determination of committee position limits, chairperson and membership positions of the Audit Committee ("AC") and the Stakeholders' Relationship Committee ("SRC") of public limited companies have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

For the purpose of the count for the number of listed entities on which a person is a director / independent director, only those companies whose equity shares are listed on a stock exchange are considered.

E. Board Diversity

The Company is committed to create and leverage the strengths of a diverse talent pool. We appreciate individual differences by creating an inclusive and participative environment. To this end, the Company has adopted and implemented a Board Diversity Policy with an aim to leverage on the differences in the thought, perspective, knowledge, skills, industry experience, proficiency, background, race, gender and other distinctions between Directors.

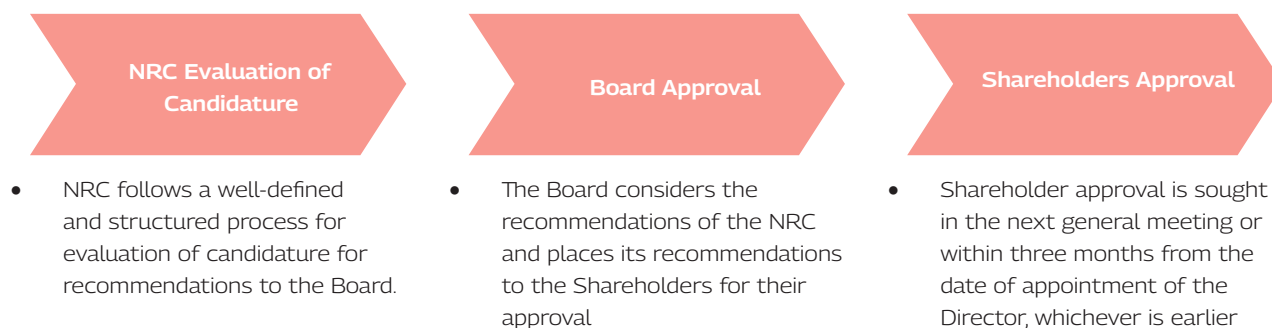
All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge with due regard to the benefit of diversity on the Board.

The Board of the Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields. The brief profiles of the Directors of the Company forming part of this Integrated 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/>.

F. Selection and appointment of Directors

The Board as part of its Succession Planning periodically reviews its composition to ensure that the same is aligned with the strategy and governance standards of the Company.

The NRC on an annual basis evaluates the composition of the Board to ensure that it has the appropriate mix of skills, experience, independence and knowledge for continued effectiveness. The NRC also discusses succession of Directors coming up for re-appointment or approaching end of their term. In order to maintain orderly succession of the Board, the NRC evaluates candidates from a wide range of backgrounds, assesses the balance of skills, knowledge and experience available with the Board as a whole, the skills, qualifications, capabilities of the candidates including ability to devote sufficient time, attention to the professional obligations, past performance (in case of re-appointments) and shortlists candidates who fit into the criteria and expected role. The Chairman works actively with the NRC to plan the composition of the Board and Board committees, induction of new Directors on the Board and Directors succession.



G. Changes in the Board composition during the financial year 2022-23

Appointments

All appointments and re-appointments on the Board of your Company during the financial year under review as recommended by the NRC and the Board, were approved by the Shareholders of the Company within three months of the date of appointment on the Board. The Company has not appointed or re-appointed any person as the Director (including Managing Director) on the Board of the Company whose appointment was earlier rejected by the Shareholders. The following appointment / re-appointments were made on the Board of the Company during the financial year 2022-23 with requisite Shareholder approvals:

- Mr. Ameet Hariani was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 1 May 2022 up to 30 April 2027.
- Ms. Avani Davda was re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 30 July 2022 up to 29 July 2027.
- Mr. Darius Pandole was re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 25 July 2022 up to 24 July 2027.
- Mr. Ranu Vohra was re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 25 July 2022 up to 24 July 2027.
- Mr. Rampraveen Swaminathan was re-appointed as Director, liable to retire by rotation.

Cessations

During the financial year 2022-23, Mr. Ajay Mehta ceased to be an Independent Director upon completion of his 2nd term of office with the Company with effect from 27 March 2023. Consequently, he also ceased to be a Chairman and Member of Audit Committee and Member of the Stakeholders' Relationship Committee and NRC with effect from 27 March 2023. Mr. Amit Kumar Sinha resigned as Non-Executive (Non-Independent) Director of the Company with effect from 24 March 2023 in view of his transition to a new role within the Mahindra Group.

Directors seeking re-appointment at the ensuing AGM

Mr. Naveen Raju Kollaickal retires by rotation at the ensuing 16th AGM of the Company scheduled to be held on 24 July 2023 and being eligible, has offered himself for re-appointment.

The Board, basis NRC's recommendation and evaluation of the balance of skills, knowledge and experience of Mr. Naveen Raju Kollaickal, including ability to devote sufficient time, attention to the professional obligations and disclosures submitted by him, recommends the re-appointment of Mr. Naveen Raju Kollaickal as Non-Executive Director retiring by rotation.

The notice convening the forthcoming AGM sets out the details and disclosures with respect to re-appointment of Mr. Naveen Raju Kollaickal.

H. Board composition during the financial year 2022-23

	 <p>Dr. Anish Shah Non-Executive Chairperson Related to Promoter^A</p>	 <p>Mr. Rampraveen Swaminathan Managing Director & CEO</p>	 <p>Mr. Naveen Raju Non-Executive Director^A</p>
Director Identification Number (DIN)	02719429	01300682	07653394
Age (in years)	53 years	48 years	48 Years
Original date of appointment	2 April 2021	4 February 2020	3 September 2020
Tenure (up to 31 March 2023)	24 months	38 months	31 months
Date of re-appointment	NA	NA	NA
Term of office	NA	From 4 February 2020 to 3 February 2025	NA
Date of Cessation	NA	NA	NA
Number of shares and convertible instruments held in the Company (including beneficial ownership) as on 31 March 2023	Nil	40,376 Equity Shares (0.06%)	Nil
Number of directorship in listed entities including this listed entity	6	2	1
Independent Director positions held in listed entities	Nil	1	Nil
Number of Committee Chairperson positions held in public companies**	Nil	1	Nil
Number of Committee member positions held in public companies#	Nil	3	1
Listed entities from which resigned in past 3 years	Nil	Nil	Nil
Skills possessed			
% of Skills possessed vis-à-vis skills identified by the Board	100%	100%	89%
Directorship in other entities (including directorship and category of directorship in other listed entities)	Mahindra and Mahindra Limited (ED) (L) Mahindra & Mahindra Financial Services Limited (NED) (L) Mahindra Lifespace Developers Limited (NED) (L) Mahindra Holidays & Resorts India Limited (NED) (L) Tech Mahindra Limited (NED) (L) Federation of Indian Chambers of Commerce and Industry (NED)	Dodla Diary Limited (ID) (L) Lords Freight (India) Private Limited (NED) 2X2 Logistics Private Limited (NED) V-Link Freight Services Private Limited (NED) MLL Mobility Private Limited (NED) MLL Express Services Private (NED) V-Link Automotive Solutions Private Limited (NED) V-Link Fleet Solutions Private Limited (NED) ZipZap Logistics Private Limited (NED) MLL Global Logistics Limited (NED)	Lords Freight (India) Private Limited (NED) 2X2 Logistics Private Limited (NED) V-Link Freight Services Private Limited (NED) Mahindra and Mahindra Contech Limited (NED) ZipZap Logistics Private Limited (NED) MLL Global Logistics Limited (NED) Transtech Logistics Private Limited (NED) Association of Corporate Counsel, U.S.A. (Director) Mahindra Automotive North America, INC (Director)



Mr. Darius Pandole
Independent Director



Mr. Ranu Vohra
Independent Director



Ms. Avani Davda
Independent Director

Director Identification Number (DIN)	00727320	00153547	07504739
Age (in years)	56 years	51 Years	44 Years
Original date of appointment	25 July 2017	25 July 2017	6 June 2018
Tenure (up to 31 March 2023)	68 months	68 months	58 months
Date of re-appointment	25 July 2022	25 July 2022	30 July 2022
Term of office	Second term from 25 July 2022 upto 24 July 2027	Second term from 25 July 2022 upto 24 July 2027	Second term from 30 July 2022 upto 29 July 2027
Date of Cessation	NA	NA	NA
Number of shares and convertible instruments held in the Company (including beneficial ownership) as on 31 March 2023	Nil	Nil	Nil
Number of directorship in listed entities including this listed entity	2	1	4
Independent Director positions held in listed entities including this listed entity	2	1	4
Number of Committee Chairperson positions held in public companies**	2	1	0
Number of Committee member positions held in public companies#	4	1	5
Listed entities from which resigned in past 3 years	Privi Speciality Chemicals Limited Spandana Sphoorty Financial Limited	Nil	Nil
Skills possessed			
% of Skills possessed vis-à-vis skills identified by the Board	89%	100%	100%
Directorship in other entities (including directorship and category of directorship in other listed entities)	Fairchem Organics Limited (ID) (L) The Cricket Club of India Limited (NED) Credibility Financial Services Private Limited (NED)	Aventus Capital Public Markets Alternate Strategies LLP (DP) Aventus Capital Private Limited (ED) Aventus PE Investment Advisors Private Limited (NED) Avezo Advisors Private Limited (NED) Ocean Dial Asset Management India Private Limited (NED) Aventus Capital Asset Management (UK) Limited (NED)	NIIT Limited (ID) (L) Wellness Forever Medicare Limited (ID) Persistent Systems Limited (ID) (L) Emami Limited (ID) (L) Bold Diamonds Private Limited (NED)



Ms. Malvika Sinha
Independent Director



Mr. Dhananjay Mungale
Independent Director



Mr. Ameet Hariani
Independent Director

Director Identification Number (DIN)	08373142	00007563	00087866
Age (in years)	63 years	69 years	61 years
Original date of appointment	30 July 2020	29 July 2021	1 May 2022
Tenure (up to 31 March 2023)	32 months	26 months	11 months
Date of re-appointment	NA	NA	NA
Term of office	First term from 30 July 2020 Upto 29 July 2025	First term from 29 July 2021 Upto AGM 2025	First term from 1 May 2022 Upto 30 April 2027
Date of Cessation	NA	NA	NA
Number of shares and convertible instruments held in the Company (including beneficial ownership) as on 31 March 2023	Nil	Nil	Nil
Number of directorship in listed entities including this listed entity	2	5	4
Independent Director positions held in listed entities including this listed entity	2	5	4
Number of Committee Chairperson positions held in public companies**	0	4	3
Number of Committee member positions held in public companies#	9	9	7
Listed entities from which resigned in past 3 years	Nil	Nil	Nil
Skills possessed			
% of Skills possessed vis-à-vis skills identified by the Board	67%	100%	78%
Directorship in other entities (including directorship and category of directorship in other listed entities)	Mahanagar Gas Limited (ID) (L) Bajaj Finserv Asset Management Limited (ID) National Asset Reconstruction Company Limited (ID) Tata Capital Limited (ID) Tata Capital Financial Services Limited (ID) Tata Capital Housing Finance Limited (ID)	Mahindra & Mahindra Financial Services Limited (ID) (L) Tamil Nadu Petroproducts Limited (ID) (L) NOCIL Limited (ID) (L) LICHFL Asset Management Company Limited (ID) Kalpataru Limited (ID) Samson Maritime Limited (ID) Mahindra CIE Automotive Limited (ID) (L) Mentor Technologies Private Limited (NED) I-Nestor Advisors Private Limited (NED) DSP Asset Managers Private Limited (NED)	Mahindra Lifespace Developers Limited (ID) (L) Ras Resorts and Apart Hotels Limited (ID) (L) Batliboi Limited (ID) (L) HDFC Ergo General Insurance Company Limited (ID) Capricorn Realty Private Limited (ID) Mahindra World City (Jaipur) Limited (ID) Mahindra Happinest Developers Limited (ID) Mahindra World City Developers Limited (ID) Trust AMC Trustee Private Limited (ID)



Mr. Ajay Mehta
Independent Director^S



Mr. Amit Kumar Sinha
Non-Executive Director^{AS}

Director Identification Number (DIN)	07102804	09127387
Age (in years)	62 years	49 Years
Original date of appointment	27 March 2015	29 April 2021
Tenure (up to 31 March 2023)	96 months	23 months
Date of re-appointment	27 March 2018	NA
Term of office	Second term from 27 March 2018 to 26 March 2023	NA
Date of Cessation	27 March 2023	24 March 2023
Number of shares and convertible instruments held in the Company (including beneficial ownership) as on 31 March 2023	Nil	Nil
Number of directorship in listed entities including this listed entity	1	3
Independent Director positions held in listed entities including this listed entity	1	0
Number of Committee Chairperson positions held in public companies**	3	0
Number of Committee member positions held in public companies [#]	6	1
Listed entities from which resigned in past 3 years	Nil	Nil
Skills possessed	NA	NA
% of Skills possessed vis-à-vis skills identified by the Board	NA	NA
Directorship in other entities (including directorship and category of directorship in other listed entities)	Mahindra Steel Service Centre Limited (ID) Lords Freight (India) Private Limited (ID) Mahindra MSTC Recycling Private Limited (ID) Mahindra Auto Steel Private Limited (ID)	Mahindra & Mahindra Financial Services Limited (NED) (L) Mahindra First Choice Wheels Limited (NED) Fifth Gear Ventures Limited (NED) Mahindra Susten Private Limited (NED) Mahindra Lifespace Developers Limited (NED) (L)

Notes:

^A Employee of Mahindra and Mahindra ("M&M"), Promoter and Holding Company;

^{**} Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies including that of the Company

[#] Membership count also includes the count of the position of Chairperson held, if any;

^S Details up to date of cessation of directors is provided;

NED - Non-Executive Director, ID - Independent Director, ED - Executive Director, MD&CEO - Managing Director & Chief Executive Officer, DP - Designated Partner, NA- Not Applicable, L-Listed Entity

I. Board Procedure

The Company's Board plays a pivotal role in ensuring good governance and functioning of the Company.

Meetings

The conduct of the Board and the Committee Meetings of the Company is in compliance with the applicable provisions of the Act, the SEBI Listing Regulations and the Secretarial Standard-1 on the Meetings of the Board of Directors ("SS 1") as prescribed by the Institute of Company Secretaries of India.

The Board of the Company meets at least four times in a financial year with a maximum time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board and Committees are held as and when deemed necessary. In case of exigencies or urgency of matters, resolutions are passed by circulation for such matters as permitted by law in compliance with the provisions of Section 175 of the Act and SS-1.

The calendar of the Board and Committee Meetings are decided and communicated to the Directors well in advance to facilitate them to plan their schedule. When considering financial results, meetings of the Audit Committee and the Board are scheduled and held on the same day. Committees of the Board meet periodically or whenever the need arises.

The Company provides its Members the flexibility to attend and participate in Board/Committee meetings in person or through electronic mode (Audio-Video conferencing facility) for all meetings. Meeting held through hybrid/electronic mode are recorded and the recording are maintained in compliance with the provisions of the Act.

Notice and Agenda of Meetings

Notice of all Board and Committee Meetings together with the detailed Agenda setting out the businesses to be transacted thereat, supported by detailed rationale, explanatory notes, draft resolutions and pre-reads are circulated atleast seven days in advance of the meetings to the Directors and the Committee Members in compliance with Section 173 of the Act and SS-1. Supporting pre-reads for matters which are confidential/price sensitive in nature and additional business proposals, if any are circulated at shorter notice.

In compliance with Regulation 29 of the SEBI Listing Regulations, prior intimation of Board meeting where items as prescribed under the said regulation are proposed to be considered is also filed with the stock exchanges within prescribed timelines.

A brief summary of all key agenda matters is also circulated atleast two days prior to the meeting for perusal and easy reference of the Board Members.

Secured Electronic Board Portal

The Company has a secured web-based portal which acts as a central repository for Board Members to access Board related agendas, papers, presentations, notes of Board and Committee Meetings and is also a common platform for communication amongst the Board Members. Additionally Annual Reports, Code of Conduct for Directors, terms of appointment, committee charters and other policies are made available on the portal for ease of access. This enables greater transparency to the Board processes.

Process for preparation of Agenda

The agenda and proposals of the Board and the Committee Meetings are prepared in consultation with the Chairman of the Board, the Chairperson of the Committees, the Managing Director & CEO, and the Chief Financial Officer ("CFO") of the Company. Members of the Board/Committees are encouraged to freely express their views on the agenda items and are assisted with necessary clarifications and information that they might need with respect to the Agenda even prior to the meeting to enable meaningful participation at the meeting.

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 from the functional/business leads of the Company on the performance of their respective functions/business verticals, as scheduled. These presentations include reports on the financial and operational performance of the Company, its subsidiaries and joint venture, performance of the functions and business verticals which include review of key project wins, order pipeline, awards and recognitions, industry

updates, update on safety, Corporate Social Responsibility ("CSR"), Sustainability initiatives, detailed monitoring of the risk evaluation framework, etc.

Strategy and Budget meetings

On an annual basis, the Board convenes a strategy and budget review meeting to deliberate on various topics related to strategic priorities for the year, industry and competition update, risks to strategy execution and mitigation plans, and the annual budget is presented to the Board for approval. The approved Budget convergences into the Key Result Areas ("KRA"), the Balance Score Card ("BSC") and CEO Priorities for the year.

Through this process, members of the Board get a comprehensive and balanced perspective on the strategic roadmap to the growth vision of the Company, the competitive differentiation being pursued by the Company and an overview of the execution plan. In addition, this allows the members of the Board to interact closely with the senior leadership of the Company. The Strategy and Budget meeting for the financial year 2022-23 was held in person on 13 March 2023.

Periodical review of matters by the Board and its Committees

The Board and its respective Committees *inter-alia*, periodically review strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, significant transactions and arrangements entered into by subsidiary companies, approval of quarterly/half-yearly/annual financial results, significant labour problems, if any, investors' grievances, material default in financial obligations, if any, fatal or serious accidents, transactions that involve substantial payment towards goodwill, brand equity or intellectual property, any issue that involves possible public or product liability claims of substantial nature, including judgement or order which may have passed strictures on the conduct of your Company, major accounting provisions and write-offs, transactions pertaining to corporate restructuring, details of any joint ventures or collaboration agreements, information on recruitment of senior officers one level below the Board and the CEO, etc.

In addition to the review of information required under Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, the Board also reviews, on a quarterly basis, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any, legal issues, minutes of the Meetings of Committees and the Board of the Company and its subsidiary companies, related party transactions, status of borrowings, loans, investments and guarantees given, the Company's risk management framework, foreign exchange position and report on compliances under Code of Conduct for Prevention of Insider Trading in securities of the Company.

The Board sets annual performance goals, targets, budget and objectives, oversees the actions of the Management, evaluates its own performance, performance of its Committees and the individual Directors, the Chairman and the Managing Director & CEO on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing stakeholder value.

Apart from the Board Members, the Board and Committee Meetings are generally attended by the CFO of the Company, Internal Auditor and Statutory Auditor and wherever required by the Company's vertical/ function heads. The Company Secretary of the Company is present at all Board and Committee Meetings to facilitate convening of the meeting and apprise and advise the Members on compliances, governance and applicable laws.

Post meeting follow up procedure

An Action Taken Report on the key decisions taken/ suggestions made at the Meetings is recorded and status and update thereof is placed and discussed at the subsequent meetings of the Board and the Committee for its review.

Meetings and Attendance

During the financial year 2022-23, the Board met seven times. Necessary quorum was present at all Meetings and the gap between two consecutive Meetings did not exceed 120 days. The 15th AGM of the Company was held on Friday, 29 July 2022 through audio and video conference facility ("VC") in compliance with the Circulars and framework issued by the Ministry of Corporate Affairs ("MCA") and SEBI.

Details of attendance of Directors at Board Meetings held during the financial year under review and the 15th AGM is as under:

Sr. No.	Date of Board Meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Directors										Whether requirement of Quorum met (Yes/No)	Total Number of Directors on date of the meeting	Number of Directors present at the Meeting	Number of Independent Directors present at the Meeting	
				Dr. Anish Shah (NED, Chairperson)	Mr. Ram-praveen Swaminathan (MD & CEO)	Mr. Naveen Raju (NED)	Mr. Amit Kumar Sinha* (NED)	Mr. Ajay Mehta** (ID)	Mr. Darius Pandole (ID)	Mr. Ranu Vohra (ID)	Ms. Davda (ID)	Ms. Malvika Sinha (ID)	Mr. Dhananjay Mungale (ID)					Mr. Ameet Hariani*** (ID)
1.	26 April 2022	In Person	47	✓	✓	✓	LOA	✓	✓	✓	✓	LOA	✓	NA	Yes	10	8	5
2.	20 May 2022^	VC	23	✓	✓	✓	✓	✓	✓	✓	✓	✓	LOA	✓	Yes	11	10	6
3.	29 July 2022	VC	69	✓	✓	✓	✓	✓	✓	✓	✓	✓	LOA	✓	Yes	11	10	6
4.	16 September 2022^	VC	48	✓	✓	✓	✓	✓	LOA	✓	✓	LOA	✓	✓	Yes	11	9	5
5.	4 November 2022	Hybrid	48	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	Yes	11	11	7
6.	1 February 2023	In Person	88	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	Yes	11	11	7
7.	13 March 2023	In Person	39	✓	✓	✓	LOA	✓	✓	✓	✓	✓	✓	✓	Yes	11	10	7
	% attendance			100%	100%	100%	71%	100%	86%	100%	100%	71%	71%	100%	Yes			
8.	15 th AGM - 29 July 2022	VC	NA	✓	✓	✓	✓	✓	✓	✓	✓	✓	X	✓	Yes	11	10	6

* Ceased to be Non-Executive Director w.e.f. 24 March 2023;

** Ceased to be Independent Director w.e.f. 27 March 2023;

*** Appointed as Independent Director w.e.f. 1 May 2022;

[^] At shorter notice with presence of at least one Independent Director;

NED - Non-Executive Director, ID - Independent Director, ED - Executive Director, MD&CEO - Managing Director & Chief Executive Officer, AGM - Annual General Meeting,

VC - Video-Conferencing, NA - Not Applicable, LOA - Leave of Absence.

Meeting of Independent Directors

The Independent Directors of the Company meet without the presence of other Directors or the Management of the Company. These Meetings are conducted to enable the Independent Directors to, *inter-alia*, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole, the Chairman and the Managing Director & CEO of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors also review actions taken by the management on the suggestions and feedback provided by the Independent Directors at their meetings.

During the financial year under review, the Independent Directors of the Company met twice. Details of the meetings of the Independent Directors held during the financial year under review and their attendance thereat is as under:

Sr. No.	Date of meeting	Mode of Meeting	Attendance of Directors							Whether requirement of Quorum met (Yes/No)	Total Number of ID as on date of the meeting	Number of ID present at the Meeting	Number of ID present at the Meeting
			Mr. Ajay Mehta [%] (ID)	Mr. Darius Pandole (ID)	Mr. Ranu Vohra (ID)	Ms. Avani Davda (ID)	Ms. Malvika Sinha (ID)	Mr. Dhananjay Mungale (ID)	Mr. Ameet Hariani [^] (ID)				
1.	19 April 2022	VC	√	√	√	√	√	√	NA	Yes	6	6	6
2.	13 March 2023	In person	√	√	√	√	√	√	√	Yes	7	7	7
	% attendance		100%	100%	100%	100%	100%	100%	100%				

[%] Ceased to be an Independent Director w.e.f. 27 March 2023;

[^] appointed as an Independent Director w.e.f. 1 May 2022;

VC -Video conferencing, NA-Not Applicable.

J. Code of Conduct

In compliance with Regulations 17(5) and 26(3) of the SEBI Listing Regulations, the Board has laid down and implemented two separate Codes of Conduct, one for the Board Members and the other for the Senior Management and Employees of the Company. The Company has also adopted a Code for Independent Directors which is a guide to professional conduct for the Independent Directors of the Company in compliance with Section 149(8) and Schedule IV of the Act.

The Code of Conduct defines the Company's core values which act as guiding principles in the decision-making processes, interactions with clients and partners, and drive our commitment to delivering exceptional service and quality in all that we do. We believe that living by these values allows us to create a positive impact on our business, our stakeholders, and the communities we serve.

The Code of Conduct is an integral part of our employee onboarding process and is published on the Company's website and intranet. All Directors and employees are inducted on the core values and principles enriched in the Codes and certify compliance thereto annually. Awareness on the principles of the Codes are embarked across the organisation through inductions, training sessions, e-mailers, posters, etc.

An annual affirmation to compliance with the Codes is obtained from all Directors, Senior Management Personnel and Employees of the Company. The Senior Management of your Company also confirm to the Board 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.

Basis the confirmations obtained, a certificate from Mr. Rampraveen Swaminathan, Managing Director & CEO of the Company confirming that all Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and the Code of Conduct for Senior Management and Employees is obtained and placed before the NRC and the Board annually for its review and noting. The confirmation for FY 2022-23 is annexed as **Annexure B** at the end of this report.

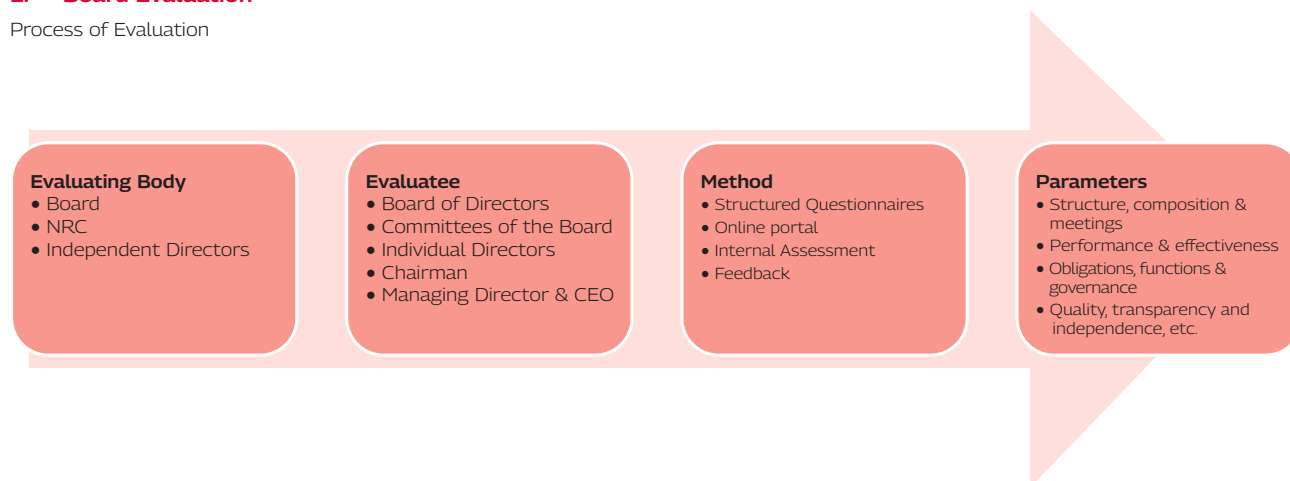
Further in compliance with Regulation 26(6) of the SEBI Listing Regulations, employees including KMPs, Directors and Promoter of the Company confirm that they have not entered into any agreement for themselves or on behalf of any other person, with any Shareholder or any other third party with regard 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 persons on an annual basis.

K. CEO and CFO certification

As required under Regulations 17(8) and 33 of the SEBI Listing Regulations, the Managing Director & CEO and the CFO of the Company certify to the Audit Committee and the Board regarding the Financial results/statements, internal controls and other matters.

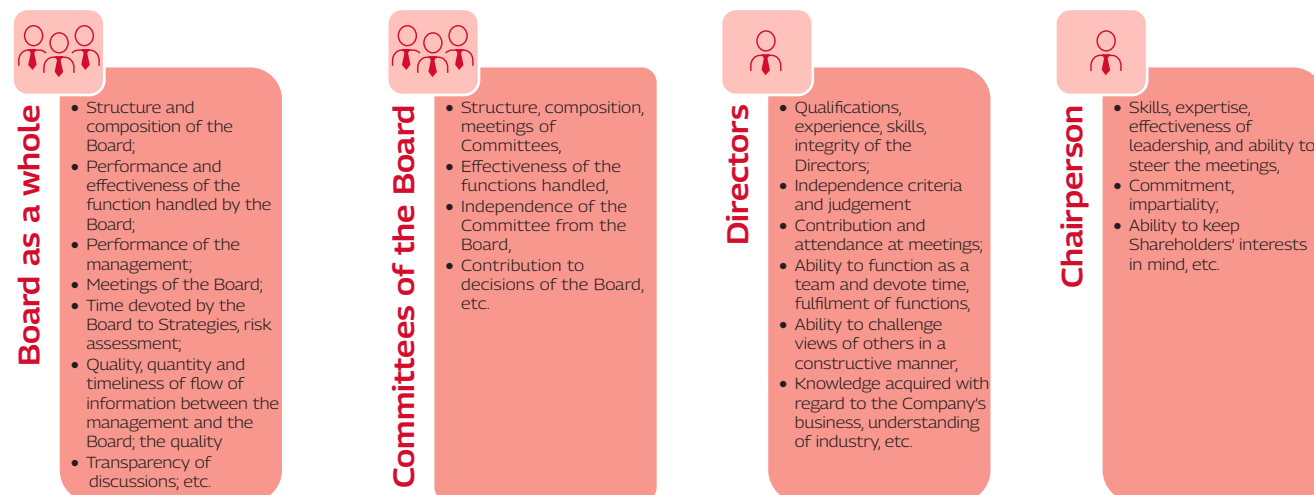
L. Board Evaluation

Process of Evaluation



In compliance with the applicable provisions of the Act, the SEBI Listing Regulations, the Company's Code for Independent Directors and the criteria and methodology of performance evaluation approved by the NRC, the NRC and the Board has carried out an annual evaluation of the performance of the Board as whole, the performance of the Individual Directors, Committees, Chairperson and the Managing Director & CEO through internally assessment based on responses received from the Directors on structured questionnaire. The questionnaires on performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5 January 2017. Performance is evaluated on a scale of 1 to 4 where 1 = "Rarely" 2= "Occasionally" 3= "Frequently" and 4= "Almost Always".

Criteria of evaluation



Outcome and results of the performance evaluation

All Directors of the Company as on 31 March 2023 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process. The NRC at its meeting held prior to the Board, reviews the evaluations and the implementation and compliance of the evaluation exercise done.

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

The evaluation exercise for the FY 2022-23 *inter-alia*, concluded that the Independent Directors appointed on the Board fulfills the criteria of Independence as set out in the SEBI Listing Regulations and the Act, the Board conducts its affairs effectively and has the right mix of background, capabilities, competencies, qualifications, experiences and time to serve the Company, the Board operates in a cohesive atmosphere of openness and trust.

Suggestions provided to enhance the Board's effectiveness have been noted and taken up for implementation. The suggestions from previous evaluations were implemented by the Company.

M. Familiarisation programme for directors

The Directors are provided 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, Board and 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, etc. which not only give an insight to the Directors on the Company and its operations but also allows them an opportunity to interact with the Senior Management.

The Company has a web-based portal i.e. the Board portal, accessible to all the Directors, wherein the following information are readily available for reference of the Directors:

- Roles and responsibilities 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.

During the financial year under review, the Company has conducted a dedicated session with the Independent Directors to apprise them of the key roles and responsibilities of the Directors comprising of onboarding and ongoing compliances/disclosures to be made by Directors, general obligations under the Act and the SEBI Regulations. Further the Company also organized a warehouse visit for the Directors of the Company and its subsidiaries to give them an overview and a walk through of operations of the Company and its Subsidiaries.

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of the SEBI Listing Regulations are given below and available on the Company's website at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/>

Name of Independent Directors	No of Programmes/ Meetings attended		No. of hours spent	
	During the FY 2022-23	From 1 April 2015 till 31 March 2023 (Cumulative)	During the FY 2022-23	From 1 April 2015 till 31 March 2023 (Cumulative)
Mr. Ajay Mehta*	16	80	24:36	127:41
Mr. Ranu Vohra	17	62	27:41	99:16
Mr. Darius Pandole	14	68	19:21	106:26
Ms. Avani Davda	17	57	20:10	100:30
Ms. Malvika Sinha	21	38	21:46	59:36
Mr. Dhananjay Mungale	9	19	20:35	47:00
Mr. Ameet Hariani**	4	4	9:41	9:41

* Ceased to be Independent Director w.e.f. 27 March 2023;

** Appointed as an Independent Director w.e.f. 1 May 2022.

II. 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 with the right mix of skills/ diversity required to function the Committees and are

compliant with requirements of the SEBI Listing Regulations, the Act and the Rules framed thereunder.

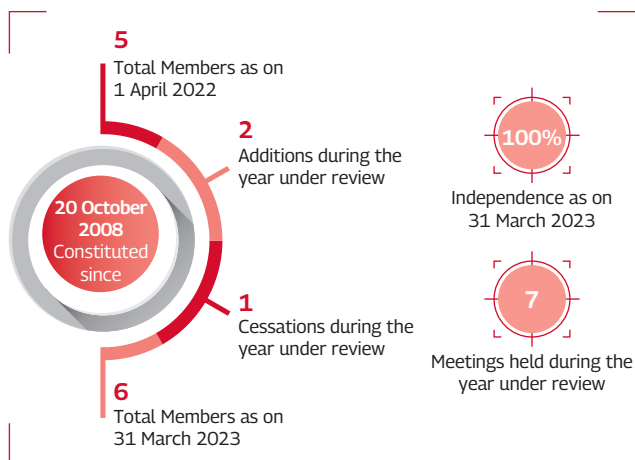
The Company has six Committees which assist the Board in discharging its specific functions where more focused and extensive discussions are required. The composition of the Board Committees is structured such that atleast 50% of the committee comprises of Independent Directors. All the Board Committees are chaired by an Independent Director and their constitution is in compliance with the provisions of the Act and the SEBI Listing Regulations. The Company Secretary acts as Secretary to all the Committees of the Board.

Detailed terms of reference of all the Committees of the Board are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/>.

Summary of the Board Committees and their composition as on 31 March 2023 is hereunder:



A. Audit Committee



The Audit Committee of the Company functions in compliance with the requirements of:

- Section 177 of the Act read with Rules framed thereunder;
- Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations;
- Terms of reference approved by the Board;

Committee Constitution

The Company has a qualified and an independent Audit Committee, which acts as a link between the Management, the Statutory and Internal Auditors and the Board.

All Members of the Audit Committee of the Board are Independent Directors, who are financially literate and possess strong accounting and related financial management expertise. The Chairman of the Audit Committee is an Independent Director. Dr. Anish Shah is a permanent invitee of the Committee.

The erstwhile Chairman of the Audit Committee, Mr. Ajay Mehta was virtually present at the 15th AGM of the Company to address the Shareholders' queries pertaining to Financial Statements of the Company

The Managing Director & CEO, the CFO of the Company, the Statutory Auditors and the Internal Auditors are invited to and generally attend the Audit Committee Meetings where matters related to their function are being discussed.

Committee Meetings

During the financial year under review, the Audit Committee met seven times. The gap between two consecutive meetings did not exceed 120 days. Necessary quorum was present for all the meetings. Details of the meetings of the Audit Committee held and attended during the financial year under review is as under.

Sr. No.	Date of Audit Committee meeting	Mode	Gap between two meetings (in days)	Attendance of Members							Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the Meeting	Number of Directors who attended the meeting	Number of Independent Directors present at the Meeting
				Mr. Ajay Mehta** (ID)	Mr. Darius Pandole (ID)	Mr. Ranu Vohra* (ID)	Ms. Avani Davda (ID)	Ms. Malvika Sinha (ID)	Mr. Dhananjay Mungale (ID)	Mr. Ameet Hariani ^{&} (ID)				
1.	26 April 2022	In Person	88	✓ ^C	✓ ^M	NA	✓ ^M	✓ ^M	✓ ^M	NA	Yes	5	5	5
2.	20 May 2022 [^]	VC	23	✓	✓	NA	✓	✓	LOA	NA	Yes	5	4	4
3.	29 July 2022	VC	69	✓	✓	NA	✓	✓	LOA	NA	Yes	5	4	4
4.	16 September 2022 [^]	VC	48	✓	LOA	NA	✓	LOA	✓	NA	Yes	5	3	3
5.	4 November 2022	Hybrid	48	✓	LOA	NA	✓	✓	✓	NA	Yes	5	4	4
6.	1 February 2023	In Person	88	✓	✓	NA	✓	✓	✓	NA	Yes	5	5	5
7.	13 March 2023	In Person	39	✓	✓	NA	✓	✓	✓	NA	Yes	5	5	5
	% attendance			100%	71%	NA	100%	86%	71%	NA				

^C Chairperson ^M Member

* appointed as Chairperson and Member w.e.f. 27 March 2023;

** Ceased to be Chairperson and Member w.e.f. 27 March 2023;

[&] appointed as Member w.e.f. 27 March 2023;

[^] convened at shorter notice;

VC = Video-Conferencing; NA = Not Applicable; LOA = Leave of Absence; Hybrid = In person + VC.

The Audit Committee also meets the Statutory Auditors and the Internal Auditors of the Company without presence of the Management of the Company at quarterly intervals to assess the effectiveness of the audit processes and address any concerns.

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.

During the year under review, the terms of reference of the Audit Committee were enhanced by the Board of Directors to align them with the SEBI Listing Regulations (Sixth Amendment) Regulations, 2022.

Matters reviewed by the Audit Committee

During the financial year under review, the review and recommendations of matters by the Audit Committee were in line with its terms of reference. All recommendations made by Audit Committee were accepted by the Board.

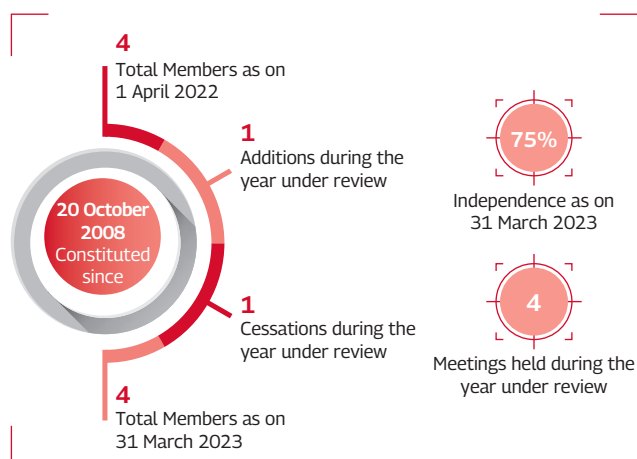
Matters considered and reviewed by the Audit Committee during the financial year under review were as under:

Activity	Frequency
Examined and recommended to the Board quarterly, half yearly and annual Financial Results and Statements, on standalone and consolidated basis and noted limited review and audit reports with Nil observations.	Q / A
Reviewed compliance certificate of Managing Director & CEO and CFO pursuant to SEBI Listing Regulations	Q / A
Reviewed the Annual Audited Financial Statements of Subsidiary Companies	A
Reviewed the investments made by the Subsidiary Companies	Q / A
Reviewed status of Loans/ Inter-Corporate Deposits given, Investments made, guarantees given or securities provided by the Company to any person or body corporate and the utilization of loans and/or advances or investments by the Company in its subsidiaries exceeding ₹ 100 crores or 10% of asset size of the Subsidiary Companies, whichever is lower	Q / A
Noted Unlisted Material Subsidiaries of the Company, if any, in terms of the SEBI Listing Regulations	A
Reviewed report on compliance of Insider Trading Regulations and Systems for Internal Controls for prevention of Insider Trading	Q
Reviewed complaints under the Whistle Blower Policy of the Company	Q
Reviewed key risks and risk heat map and evaluated adequacy of Risk Management Systems	Q / A
Reviewed and granted prior approval and recommended to the Board for approval as and when necessary, transactions with related parties, approved specific arrangements/ transactions, granted omnibus approval for transactions proposed to be entered with related parties, within the maximum limit per transaction and maximum limit in the aggregate, granted omnibus approval to cover unforeseen Related Party transactions and review of Related Party Transactions entered into by the Company for previous quarter pursuant to the prior and omnibus approvals accorded by the Committee	Q
Approved and recommended to the Board material related party transactions with Mahindra & Mahindra Limited, Promoter and Holding Company of the Company	E
Approved related party transaction of sale, transfer, disposal of the Company's Enterprise Mobility Business of the Company ("EM Business") to MLL Mobility Private Limited, Wholly-Owned Subsidiary Company, on slump exchange basis	E
Approved related party transaction of sale, transfer, disposal of the Company's Express Network Business of the Company to MLL Express Services Private Limited, Wholly-Owned Subsidiary Company, on slump exchange basis	E
Reviewed and granted prior approval for related party transactions of Subsidiary Companies to which Company was not party, exceeding 10% of the annual standalone turnover, as per the last audited financial statements of the Subsidiary Company	E
Noted valuation report of the Company's EM Business and Network Business	E
Reviewed proposed scheme of merger by absorption between wholly-owned subsidiaries of the Company along with the rationale, cost benefits, impact of the scheme of merger and valuation reports thereon	E
Approved and recommended re-appointment of Deloitte Haskins & Sells LLP, Statutory Auditors for 2 nd term of 5 years including remuneration for FY 2022-23	E

Activity	Frequency
Held discussions with the Statutory and Internal Auditors to assess effectiveness of audit processes and address any concerns	H
Held discussion with statutory auditors before annual audit commencement on nature and scope of the audit	A
Approved scope of Internal Audit, reviewed the internal audit findings, the action taken status and other matters concerning the internal audit functioning	A
Recommended remuneration of Internal Auditors to the Board for approval	A
Reviewed and recommended the Audit Fees and fees payable for other services rendered by the Statutory Auditors (including any revisions thereof)	A
Reviewed Statutory Auditors and Internal Auditors independence, performance and effectiveness of audit process for the previous financial year	A
Evaluated Adequacy of Internal Financial Controls	A
Reviewed the matters required to form part of the Directors' Responsibility Statement in the Directors' Report	A
Reviewed the Management's Discussion and Analysis of the financial condition and results of operations of the Company	A
Noted declaration of no encumbrance by Mahindra & Mahindra Limited under Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	A
Noted re-constitution of the Committee and enhancement in terms of reference of the Committee	E
Noted update on action taken report for matters arising out of suggestions made at prior Audit Committee Meetings	Q
Noted resignation of Mr. Yogesh Patel, Chief Financial Officer and Key Managerial Personnel	E
Noted resolution passed by circulation by the Committee	E

A Annually Q Quarterly E Event Based H Half-yearly

B. Nomination and Remuneration Committee



The NRC of the Company functions in compliance with the requirements of:

- Section 178 of the Act read with Rules framed thereunder;
- Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations
- Terms of reference approved by the Board;

Committee Composition

The NRC comprises of all Non-Executive Directors with more than two-thirds being Independent Directors. The Chairman of the Committee is an Independent Director and was virtually present at the 15th AGM of the Company.

In addition to the Committee Members, the Managing Director & CEO, CFO and the Human Resource head of the Company are invited to the NRC Meetings when relevant matters such as succession planning, HR update, Employee Stock Option (“ESOP”) related matters, remuneration to Senior Management Personnel etc. are presented to for consideration of the NRC.

Committee Meetings

During the financial year under review, the NRC met four times and necessary quorum was present for all the meetings.

Details of the composition of the NRC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of NRC meeting	Mode of the Meeting	Gap between two meetings (in days)	Attendance of Directors					Whether requirement of Quorum met (Yes/No)	Total Number of Members as on date of the Meeting	Number of Directors present at the Meeting	Number of Independent Directors present at the Meeting
				Mr. Darius Pandole (ID) C	Mr. Ranu Vohra (ID) M	Mr. Ajay Mehta* (ID) M	Dr. Anish Shah (NED) M	Mr. Dhananjay Mungale** (ID) M				
1.	26 April 2022	In Person	88	√	√	√	√	NA	Yes	4	4	3
2.	29 July 2022	VC	93	√	√	√	√	NA	Yes	4	4	3
3.	4 November 2022	Hybrid	97	√	LOA	√	√	NA	Yes	4	3	2
4.	1 February 2023	In Person	88	√	√	√	√	NA	Yes	4	4	3
	% attendance			100%	75%	100%	100%	NA	Yes			

C Chairperson **M** Member

* Ceased to be Member w.e.f. 27 March 2023;

** Appointed as Member w.e.f. 27 March 2023;

VC = Video-Conferencing; NA = Not Applicable; LOA = Leave of Absence; Hybrid = In person + VC;

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.

Matters reviewed by the NRC

During the financial year under review, the review and recommendations of matters by the NRC were in line with its terms of reference. All recommendations made by the NRC were accepted by the Board.

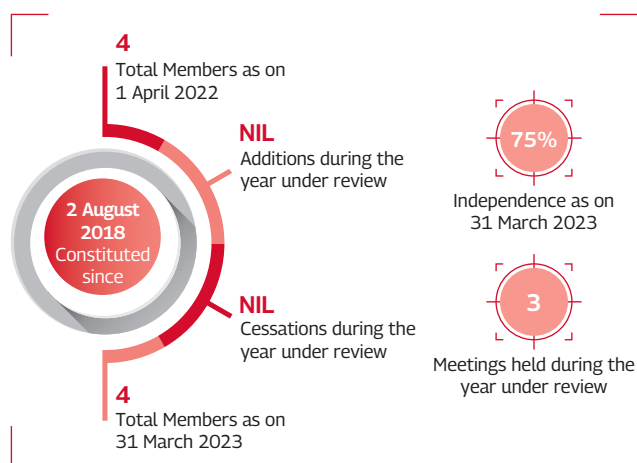
Matters considered and reviewed by the NRC during the financial year under review is as under:

Activity	Frequency
Approved grant and vesting of Restricted Stock Units under the RSU Plan 2018	E
Noted lapse of Restricted Stock Units granted under the RSU Plan 2018	E
Approved allotment of equity shares on exercise of Restricted Stock Units/Stock options through circular resolutions	Q
Reviewed outcome of Annual Performance Evaluation of the Board, its Committees and Directors	A
Noting of certification on non-disqualification of Directors	A
Noting of mapping of Board's skill set	A

Activity	Frequency
Reviewed Talent Management and Succession Planning initiatives	A
Recommended appointment of Mr. Ameet Hariani, Independent Director/ re-appointment of Ms. Avani Davda, Independent Director and Mr. Rampraveen Swaminathan, Managing Director, retiring by rotation	E
Noted resignation of Mr. Yogesh Patel, Chief Financial Officer and Key Managerial Personnel of the Company	E
Recommended re-constitution of Board Committees of the Company, as part of succession planning basis the skill matrix of the Board as a whole, the ability of the members to devote sufficient time and their skills, expertise and association with the Company	E
Recommended payment of Commission to Independent Directors	A
Evaluation of performance of Managing Director & CEO for FY 2022 and recommended increments/performance linked pay of Managing Director & CEO	A
Approval of Managing Director and CEO KRA FY 2022-23 including BSC	A
Recommended appointment of Senior Management Personnel and induction of employees to Core Leadership Team and remuneration including increments/performance linked pay/ promotions in whatsoever form, to Senior Management Personnel of the Company	E / A
Reviewed achievement of the Company's KRA and BSC	A
Noted resolutions passed by circulation by the Committee	E
Update and noting of amendments to definition of Senior Management under Regulation 16 of the SEBI Listing Regulations	E
Recommended amendment to the Company's Policy on appointment and remuneration of directors and senior management and succession planning	E
Noted update on action take report for matters arising out of suggestions made at prior NRC Meetings	Q

E Event based Q Quarterly A Annually

C. Risk Management Committee



The Risk Management Committee ("RMC") fulfills the requirements of:

- Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations.
- Terms of reference approved by the Board;

Committee Composition

The RMC of the Board comprises of only Members of the Board with majority being Independent Directors. The Chairperson of the RMC is an Independent Director.

Mr. Yogesh Patel, Chief Financial Officer ceased to be the permanent invitee to the meetings of the RMC, consequent to his resignation, w.e.f. 10 March 2023.

Committee Meetings

During the financial year under review, the RMC met three times. The necessary quorum was present for all the meetings and the gap between two meetings did not exceed 180 days.

Details of RMC meetings held and attended during the financial year under review is as under:

Sr. No.	Date of RMC meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members				Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present at the Meeting	Number of Independent Directors present at the Meeting
				Ms. Avani Davda (ID)	Mr. Ranu Vohra (ID)	Ms. Malvika Sinha (ID)	Mr. Rampraveen Swaminathan (MD & CEO)				
1.	19 April 2022	VC	178	✓	✓	✓	✓	Yes	4	4	3
2.	12 October 2022	VC	175	✓	✓	✓	✓	Yes	4	4	3
3.	13 March 2023	In person	151	✓	✓	✓	✓	Yes	4	4	3
	% attendance			100%	100%	100%	100%				

C Chairperson **M** Member

VC = Video-Conferencing;

Terms of reference

The terms of reference of the RMC are in line with the regulatory requirements mandated in the Act and Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations.

During the financial year under review, there was no change in the terms of reference of the RMC.

Matters reviewed by the RMC

During the financial year under review, the review and recommendations of matters by the RMC were in line with its terms of reference.

Matters considered and reviewed by the RMC during the financial year under review is as under:

Activity	Frequency
Monitored and evaluated the risks associated with the business, oversight on implementation of Risk Management framework and adequacy of Risk Management systems, methodology and processes	A / H
Reviewed Risk Heat Map and movements of risks during the year under review	H
Reviewed the Risk Library comprising of the risk universe, risk exposure into four categories - extreme, high, medium and low	H
Reviewed the Cyber Security Framework of the Company, cyber security risks and mitigation plan	A
Reviewed and assessed the Environment, Social and Governance risk and mitigation plan	A
Reviewed the Risk Management Policy of the Company	½
Reviewed risks associated with Annual Budget and Business Plan of the Company	A
Noted update on action take report for matters arising out of suggestions made at prior RMC Meetings	H

A Annually **H** Half yearly **½** Once in two years

Risk Management Framework

The RMC has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy *inter-alia* includes a framework for identification and assessment of internal and external risks including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other, likelihood and impact of such risks, mitigation steps and reporting of existing and new risks associated with the Company's activities in a structured manner along with the business continuity plan of the Company.

This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives. The Board and the Audit Committee also review the internal and external risks including significant financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, if any, and steps taken to mitigate the same on a quarterly basis.

The Stakeholders' Relationship Committee ("SRC") of the Company functions in compliance with the requirements of:

- Section 178 of the Act;
- Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations
- Terms of reference approved by the Board;

Committee Composition

The SRC comprises of all Non-Executive Directors with more than majority being Independent Directors. The Chairman is an Independent Director and was virtually present at the 15th AGM of the Company to address any concerns of the Members.

Committee Meetings

During the financial year under review, the SRC met twice and the necessary quorum was present for the meeting.

Details of the composition of the SRC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of SRC meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members				Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present at the Meeting	Number of Independent Directors present at the Meeting
				Mr. Darius Pandole (ID)	Mr. Naveen Raju (NED)	Mr. Ajay Mehta* (ID)	Ms. Avani Davda** (ID)				
1.	19 April 2022	VC	178	✓	✓	✓	NA	Yes	3	3	2
2.	1 February 2023	In Person	287	✓	✓	✓	NA	Yes	3	3	2
	% attendance			100%	100%	100%	NA				

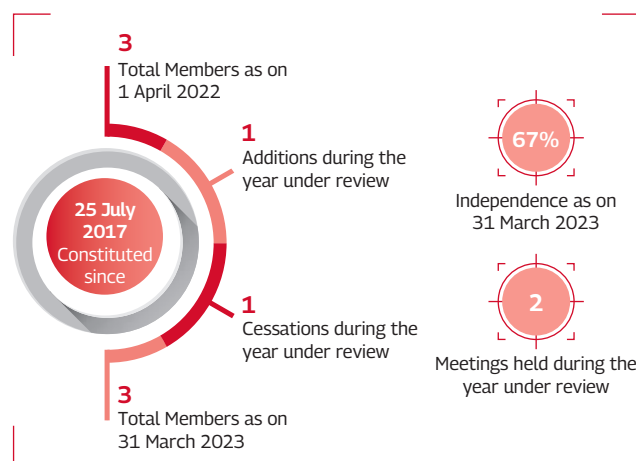
C Chairperson **M** Member

* Ceased to be Member w.e.f. 27 March 2023;

** Appointed as Member w.e.f. 27 March 2023;

VC = Video-Conferencing; NA = Not Applicable.

D. Stakeholders' Relationship Committee



Terms of Reference

The role and terms of reference of the SRC covers all the areas as contemplated under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Act. During the financial year under review, there was no change in the terms of reference of the SRC.

With a view to expedite the process of share transfers, necessary authorities' have been delegated to the Company Secretary and Compliance Officer of the Company. An update on transfer and transmission requests, if any, received is presented at every SRC and Board meeting.

Matters reviewed by the SRC

During FY 2022-23, the review of matters by the SRC were in line with its terms of reference.

Matters considered and reviewed by the SRC during the financial year under review were as under:

Activity	Frequency
Noted Shareholding pattern of the Company	P
Noted nil requests for Issue of duplicate share certificates	E
Noted nil requests demat/ remat requests	E
Noted nil legal cases pending or filed against the Company with respect to any Investor's Grievances or any matter related to the shares of the Company	E
Noted nil Investor complaints and report on Investor Grievances	E
Noted report on transfer/ transmission of securities	P
Noted certificate under Regulation 40(9) of the SEBI Listing Regulations issued by Practicing Company Secretary	A
Noted of Compliance Certificate by Registrar & Share transfer Agent ("RTA") for common and simplified norms across all service requests received from the investors	A
Reviewed measures taken by the Company for effective exercise of voting rights by Shareholders	P
Reviewed measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company	P
Reviewed adherence to the service standards adopted by the Company in respect of various services being rendered by the RTA	A
Noted Internal Audit Report submitted by the Independent Auditors on the annual internal audit conducted on the RTA operations as mandated by SEBI	A
Noted of the Analyst/Investor Report on the Company's share performance	E
Reviewed and noted confirmation from Link Intime, RTA on compliances of various laws with respect to Share related activities and matters including but not limited to: <ol style="list-style-type: none"> 1. The Companies Act, 2013; 2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; 3. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; 4. SEBI circulars issued in related in RTA activities; 	A
Noted amendments notified by SEBI	E

P Periodically A Annually E Event based

Internal audit of Registrar and Share Transfer Agent operations

As mandated by SEBI, Link Intime had carried out an internal audit of their operations through M/s. Nangia Andersen LLP, a multidisciplinary firm. As per the report the auditors noted certain exceptions with respect to RTA's overall processes which were noted and rectified/improved by RTA. There was no specific actionable applicable with respect of the Company. The report indicated strong internal control system and high degree of compliances at the Link Intime's end. The Report of the Internal Auditor was presented and reviewed by the SRC and the Board at their meeting held during the financial year under review.

Investor Complaints

The Company is registered on the SEBI Complaints Redressal System (SCORES).

During the FY 2022-23, the Company has received zero complaints and there were no pending complaints as on 31 March 2023. The Company did not receive any complaints through SEBI SCORES, the RTA, MCA, any other Regulatory Authorities or the Stock Exchanges where the securities of the Company are listed, during the financial year under review.

In an endeavour to extend best possible services to our valued shareholders and other investors, the Company tracks its Investor complaints with Link Intime on a regular basis, which helps the Company in reduction/timely redressal of the investor complaints/requests.

The statement of Investor complaints for FY 2022-23 is given hereunder:

Pending as on 31 March 2022	Received during FY 2022-23	Resolved during FY 2022-23	Pending as on 31 March 2023
0	0	0	0

Compliance officer under the SEBI Listing Regulations

Ms. Ruchie Khanna, Company Secretary of the Company is designated as Compliance Officer of the Company pursuant to Regulation 6 of the SEBI Listing Regulations.

The Corporate Social Responsibility ("CSR") Committee functions in compliance with the requirements of:

- Section 135 of the Act and Rules framed thereunder;
- Terms of reference approved by the Board;

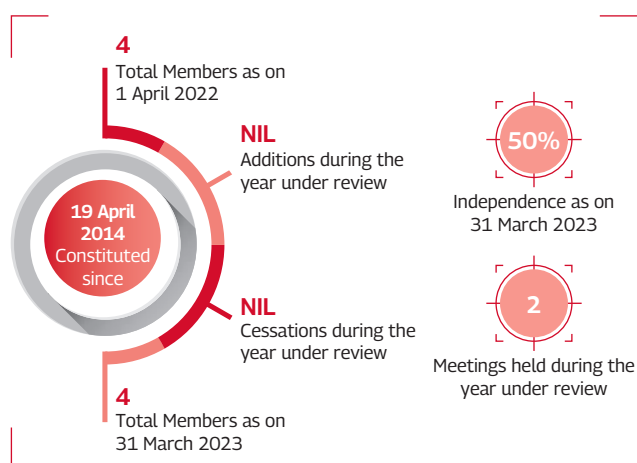
Committee Composition

The CSR Committee comprises of four Directors, 50% of whom are Independent Directors. The Chairman of the CSR Committee is an Independent Director and was present at the 15th AGM of the Company.

Committee Meetings

During the financial year under review, the CSR Committee met twice. The necessary quorum was present for all the meetings. Details of the CSR Committee meetings held and attended during the financial year under review is as under:

E. Corporate Social Responsibility Committee



Sr. No.	Date of CSR meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members				Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present at the Meeting	Number of Independent Directors present at the Meeting
				Mr. Ranu Vohra (ID) C	Ms. Malvika Sinha (ID) M	Mr. Naveen Raju (NED) M	Mr. Rampraveen Swaminathan (MD & CEO) M				
1.	19 April 2022	VC	178	√	√	√	√	Yes	4	4	2
2.	12 October 2022	VC	354	√	√	√	√	Yes	4	4	2
	% attendance			100%	100%	100%	100%				

C Chairperson **M** Member

VC = Video-Conferencing;

Terms of Reference

The role and terms of reference of the CSR Committee covers all the areas as contemplated under Section 135 of the Act read with Rules made thereunder as applicable. The role of the CSR Committee includes formulation 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 CSR Committee also oversees the Business Responsibility ("BR") initiatives of the Company in line with the BR Policies of the Company.

Mr. Rampraveen Swaminathan, Managing Director & CEO and CSR Committee Member is nominated as Director responsible for BR Policies and related matters.

The Company also has a designated BR Head for of BR related activities including Environmental Social and Governance ("ESG") initiatives, dissemination of BR and Sustainability Policies, ensuring implementation thereof, preparation and finalization of Business Responsibility Report and Sustainability Report and such other matters incidental thereto.

The CSR Committee has formulated the CSR Policy in compliance with the provisions of the Act. The CSR Policy and Projects approved by the Board are given in the Annual Report and also uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>.

Matters reviewed by the CSR Committee

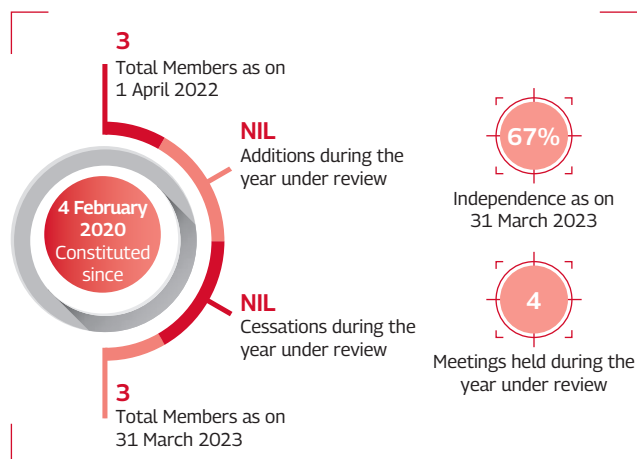
During the financial year 2022-23, the review and recommendations of matters by the CSR were in line with its terms of reference. All recommendations made by the CSR Committee were accepted by the Board.

Matters considered and reviewed by the CSR Committee during the financial year under review were as under:

Activity	Frequency
Recommended CSR Budget and Annual Action Plan for FY 2022-23	A
Recommended revision in the CSR Annual Action Plan for FY 2022-23	E
Monitored and reviewed CSR activities undertaken and expenditure incurred by the Company for financial year in terms of the CSR Policy of the Company	H
Reviewed the Business Responsibility Report for FY 2021-22, Sustainability and BRSR initiatives of the Company	H
Approved the annual report on the CSR activities of the Company for FY 2021-22	A
Approved change in Business Responsibility Head of the Company	E
Noted amendments notified by Ministry of Corporate Affairs vide it's notification dated 20 September 2022	E

A Annually **H** Half-yearly **E** Event based

F. Investment Committee



The Investment Committee ("IC") is a voluntary Committee constituted by the Board and fulfils the requirements of terms of reference approved by the Board.

Committee Composition

The IC comprises of only Members of the Board with majority being Independent Directors. The Chairperson of the IC is an Independent Director.

Committee Meetings

During the financial year under review, the IC met four times through video-conferencing. The requisite quorum was present throughout the meetings.

Details of the composition of the IC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of IC meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members			Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present at the Meeting	Number of Independent Directors present at the Meeting
				Mr. Darius Pandole (ID)	Mr. Ranu Vohra (ID)	Mr. Rampraveen Swaminathan (MD & CEO)				
1.	20 May 2022	VC	80	✓	✓	✓	Yes	3	3	2
2.	18 July 2022	VC	58	✓	✓	✓	Yes	3	3	2
3.	26 September 2022	VC	69	NO	✓	✓	Yes	3	2	1
4.	30 March 2023	VC	184	✓	✓	✓	Yes	3	3	2
% attendance				66.75%	100%	100%				

C Chairperson **M** Member

VC = Video-Conferencing

LOA = Leave of Absence

Terms of reference

The terms of reference of the IC include evaluation of proposals relating to potential business acquisitions, investment(s)/divestments, restructuring, advancement of loans and investments in subsidiaries, joint ventures and other group companies or similar transactions which may be contemplated by the Company within the overall authorization and terms and conditions approved by the Board.

During the financial year under review, there was no change in the terms of reference of the RMC.

Matters reviewed by the IC

During the financial year under review, the review and approval of matters by the IC were in line with its terms of reference and within the overall authorization and terms approved by the Board.

Matters considered and reviewed by the IC during the financial year under review were as under:

Activity	Frequency
Recommended to Board grant of Inter-Corporate Deposit to 2x2 Logistics Private Limited, Subsidiary Company of the Company	E
Approved investment in and incorporation of wholly-owned subsidiaries one each in India and United Kingdom	E
Approved purchase and acquisition of Part Truck Load Business - Express B2B of Rivigo Services Private Limited by the Company/ Subsidiary/ Affiliate of the Company	E
Approved sale, transfer, disposal of the Company's Enterprise Mobility Business on slump exchange basis to MLL Mobility Private Limited, wholly-owned subsidiary and Related Party of the Company	E
Approved sale, transfer, disposal of the Company's Express Network Business on slump exchange basis to MLL Express Services Private Limited, wholly-owned subsidiary and Related Party of the Company	E

E Event based

III. REMUNERATION OF DIRECTORS

A. Pecuniary relationship of Non-Executive Directors

The Non-Executive Directors of the Company neither have any material pecuniary relationships or transactions with the Company, its Subsidiaries or Associates or their Promoters or Directors, during the three immediately preceding financial years or during the current financial year Company, which would affect their independence or judgement, nor do they have any potential conflict with the interests of the Company at large.

B. Remuneration Policy

The Company has a well-defined Policy for Remuneration of the Directors, Senior Management, Key Managerial Personnel ("KMP") and other employees encompassing *inter-alia*, the criteria for making payments to Executive Directors, Non-Executive Directors, KMPs and other employees ("Remuneration Policy").

During the year under review, the Board of Directors amended the Remuneration policy of the Company to align the definition of the "Senior Management" provided in the Remuneration Policy with the amended definition of the SEBI Listing Regulation.

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-under-sebi-regulation-46/#policies>.

C. Remuneration to Directors for financial year 2022-23

The NRC determines and recommends to the Board the remuneration, in whatsoever form, payable to all Directors within the limits approved by the Shareholders and prescribed under the applicable provisions of the Act and the SEBI Listing Regulations. Further the NRC also reviews and recommends to the Board the payment of remuneration including grant of stock options, performance pay and annual increments to the Senior Management Personnel of the Company.

Remuneration to Executive Director

The remuneration to Managing Director & CEO consists of both fixed compensation and variable compensation and is paid as salary, performance pay, stock options and perquisites as recommended by the NRC and approved by the Board within the overall limits specified in the Shareholders approval.

The remuneration paid to Mr. Rampraveen Swaminathan, Managing Director & CEO is as follows:

(Amount in ₹ in lakhs subject to applicable tax)

Financial Year	Basic Salary	Commission	Allowances	Perquisites (ESOP exercised)	Performance Pay	Contributions to Provident Fund	Total
2022-23	127.34	-	210.84	69.42	54.28	23.06	484.94

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;

Particulars	RSU Plan 2018		
	Mr. Rampraveen Swaminathan, Managing Director & CEO		
No. of RSUs granted	52,375	20,000	2,00,000
Exercise Price	Exercise Price: ₹ 10/-; Exercise Period: one year from date of vesting		
Effective date of grant	4 November 2019	4 November 2019	4 November 2020
Vesting period	In three annual instalments up FY 2022-23	In three equal annual instalments up FY 2022-23	Single vesting in the FY 2024-25
Vesting Conditions	30% Time-based vesting and 70% Company Performance- based vesting	100% Time-based vesting	100% Company Performance-based vesting
Details of Performance based criteria, as determined by NRC	Performance based vesting is linked to the Company's performance on three financial parameters viz. Revenue, PAT and Free Cash Flow as approved by the NRC/the Board.	Not applicable since it is time-based vesting	Performance based vesting is conditional on the Company achieving a targeted Compounded Annual Growth Rate (CAGR) over a four-year period on base profit of FY 2019-20, as determined by the NRC from time to time, to align with the Company's stated goals
No. of RSUs vested as on 31 March 2023	40,376	20,000	Nil
No. of RSUs exercised in FY 2021-22	27,044	13,332	Nil
No. of RSUs exercised during FY 2022-23	13,332	6,668	Nil
No. of RSUs pending exercise as on 31 March 2023	Nil	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 the Act, market benchmarks and such other factors it may consider deem fit for determining the remuneration payable. All fees, compensation paid to the Independent Directors are recommended by the NRC and approved by the Board in line with the approval of the Shareholders.

None of the Non-Executive Directors of the Company received remuneration in excess of 50% of the total remuneration paid to all Non-Executive Directors during the financial year under review

Commission and sitting fees to Independent Directors

As approved by the Shareholders, the Independent Directors of the Company are entitled to commission of up to ₹ 10,00,000/- (Rupees Ten Lakhs Only) per annum per Independent Director, effective 1 April 2020, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, payable in such form and manner, either equally or in such proportion as may be recommended by the NRC and approved by the Board.

The commission payable to the Independent Directors is decided by the Board, on recommendation of the NRC, based on a number of factors including tenure of association with the Company, number of Board and Committee meetings attended, individual contribution thereat, other responsibilities undertaken, etc.

During the FY 2022-23, the Independent Directors of the Company were paid commission as stated hereunder:

Name of Independent Directors	Commission (Gross of tax) for FY 2021-22 paid during the financial year under review
Mr. Ajay Mehta	₹ 6,60,000
Mr. Darius Pandole	₹ 6,60,000
Mr. Ranu Vohra	₹ 6,60,000
Ms. Avani Davda	₹ 6,60,000
Ms. Malvika Sinha	₹ 6,60,000
Mr. Dhananjay Mungale	₹ 6,60,000
Mr. Ameet Hariani	Not Applicable*

* appointed as an Independent Director w.e.f. 1 May 2022;

Sitting Fees

The Independent Directors are also entitled to sitting fees for the Board and Committee meetings attended by them within the limits prescribed under the Act, as under:

Forum	Sitting fees per meeting per Independent Director
Directors	₹ 1,00,000
Audit Committee, Risk Management Committee, Nomination and Remuneration Committee & Investment Committee	₹ 50,000
Stakeholders' Relationship Committee	₹ 30,000

No sitting fee is paid in respect of CSR Committee Meetings, as the sitting fee has been waived by the CSR Committee Members.

The details of sitting fees paid and commission payable to Independent Directors basis number of meetings attended and tenure held for the financial year ended 31 March 2023 is as under:

(Amount in Rupees in lakhs)							
Independent Directors	Mr. Ajay Mehta*	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Dhananjay Mungale	Mr. Ameet Hariani**
Sitting Fees	13,10,000	12,60,000	12,00,000	12,00,000	9,50,000	7,50,000	6,00,000
Commission (Gross of tax)	7,16,242 [#]	7,26,000	7,26,000	7,26,000	7,26,000	7,26,000	6,65,500 [#]
Total	20,26,242	19,86,000	19,26,000	19,26,000	16,76,000	14,76,000	12,65,500

* ceased to be an Independent Director w.e.f. 27 March 2023;

** appointed as an Independent Director w.e.f. 1 May 2022;

[#] pro-rated basis tenure of appointment as an Independent Director of the Company.

The Board on recommendation of NRC, approved increase in payment of Commission by 10% from ₹ 6,60,000 per Independent Director to ₹ 7,26,000, per Independent Director of the Company for FY 2022-23 payable in FY 2023-24. The increase in commission was within the limits approved by the Members of the Company.

Non-Executive (Non-Independent) Directors

The Non-Executive (Non-Independent) Directors of the Company did not receive any salary, benefits, bonuses (including reimbursement of expenses incurred in the discharge of their duties), sitting fees and commission during the financial year under review. There is no provision for payment of severance fees or pension to the Non-Executive Directors of the Company.

Stock Options to Non-Executive Directors

In terms of the RSU Plan 2018 and the approval granted by the Members of the Company at their AGMs held on 2 August 2018 and 1 August 2019, the Non-Executive Directors are entitled to Restricted Stock Units of the Company. The Company has not granted any employee stock options/Restricted Stock Units to the Non-Executive Directors of the Company during the financial year under review.

IV. GENERAL BODY MEETINGS

Details of Annual General Meetings and Special Resolutions passed

Details of the last three Annual General Meeting ("AGM") of the Company and the special resolutions passed therein are as under:

Year	Mode	Day, Date	Time (IST)	Venue	Special Resolutions passed thereat	Link of webcast/proceedings
2022 - 15 th AGM	Video Conferencing facility with live webcast	Friday, 29 July 2022	From 3:30 p.m. to 5:24 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Deemed venue)	<ol style="list-style-type: none"> 1. Appointment of Mr. Ameet Pratapsinh Hariyani (DIN: 00087866) as an Independent Director of the Company for a first term of five consecutive years commencing from 1 May 2022 up to 30 April 2027 (both days inclusive), not liable to retire by rotation. 2. Re-appointment of Ms. Avani Vishal Davda (DIN:07504739) as an Independent Director of the Company for a second term of five consecutive years commencing from 30 July 2022 to 29 July 2027(both days inclusive), not liable to retire by rotation 	Link
2021 - 14 th AGM	Video Conferencing facility with live webcast	Tuesday, 27 July 2021	From 3:30 p.m. to 5:05 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Deemed venue)	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Darius Pandole (DIN: 00727320) as Independent Director of the Company. 2. Re-appointment of Mr. Ranu Vohra (DIN: 00153547) as Independent Director of the Company. 3. Approval for payment of remuneration to the Independent Directors of the Company. 4. Approval for variation in the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 to extend its benefits to the employees of the Subsidiary Company(ies) of the Company. 5. Approval for grant of Restricted Stock Units to the employees of the Subsidiary Company(ies) of the Company under Mahindra Logistics Employee Restricted Stock Unit Plan 2018. 	Link
2020 - 13 th AGM	Video Conferencing facility with live Webcast	Thursday, 30 July 2020	From 3:30 p.m. to 5:22 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Deemed venue)	<ol style="list-style-type: none"> 1. Appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as Managing Director & CEO of the Company. 	Link

The AGMs held during the past three financial years were conducted through video conferencing/other audio visual means facility in compliance with the circulars issued by the MCA and SEBI in this regard.

No Extraordinary General Meeting of the Members was held during FY 2022-23.

Postal Ballot

During the FY 2022-23, the Company has not passed any resolutions through postal ballot and none of the resolutions proposed to be passed at the ensuing 16th AGM require passing of the resolutions through postal ballot. The details of the previous postal ballots are available on the website, at <https://mahindralogistics.com/shareholder-information/#postal-ballot>

V. MEANS OF COMMUNICATION

The Company recognises the importance of two-way communication with its Shareholders and regular reporting of results and progress. To this end, the Company makes full and timely disclosure of information regarding the Company's financial position and performance and material matters.

Modes of Communication

The Company communicates with its Shareholders and Investors, from time to time, through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchanges where the equity shares of the Company are listed i.e BSE Limited and National Stock Exchange Limited;
- Press releases;
- Integrated Annual reports;
- Newspaper advertisements;
- Earnings calls, Investor meetings and conferences;
- Uploading relevant information on the Company's website;
- General Meetings;
- SMS facility for e-mail updation, updates to shareholders of compliances; and
- Letters and e-mails.

i. Financial Results

The unaudited quarterly and year-to-date standalone and consolidated financial results of the Company are announced within forty-five days of the close of each quarter. The annual audited standalone and consolidated financial results and statements together with the 4th quarter results are announced within sixty days from the end of the financial year as required under the SEBI Listing Regulations.

The financials results are filed with the Stock Exchanges within 30 minutes of conclusion of the Board Meetings at which these are considered and approved.

The financial results are also published in Business Standard (English) and Sakal (Marathi), both Mumbai Edition, and displayed on the Company's website. Press release and earnings presentation on the financial results are also filed with the Stock Exchanges and uploaded on the website of the Company within the timelines prescribed.

The Annual Audited Financial Statements along with the Annual Report is circulated to all Members and is also available on the Company's website.

ii. 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 disclosures as applicable are filed electronically on BSE Corporate & Listing Centre (BSE Listing Centre) and on NSE Electronic Application Processing System (NEAPS), and is also simultaneously uploaded on the website of the Company at: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/>, as applicable.

iii. FAQs/ information for the Shareholders on various topics

Frequently Asked Questions (FAQs) and Forms on various topics related to taxation on dividend, claiming of unpaid dividend etc. and information on various topics viz. transfers and transmissions of shares, dematerialisation, nomination, change of address, loss of share certificates, dividend and sub-division of share certificates are uploaded on the website of the Company.

iv. Investor Interactions

The Company believes in building a relationship of mutual understanding with its investors/analysts and ensures that critical information about the Company is available to all the investors/analysts and Shareholders, by uploading all such information on the Company's website and on the website of the Stock Exchanges where equity shares of the Company are listed.

Advance intimation of group interactions scheduled with investors, fund managers, analysts are disseminated to the Stock Exchanges where equity shares of the Company are listed and uploaded on the website of the Company. In order to strive maximum and smooth participation of the Investors, the Company discloses additional details/ disclosures as per the guidance note issued by the stock exchanges, conducts meeting through electronic mode and participates in conferences organized by various institutional investors/ funds/ analysts.

Earnings conference calls

An earnings presentation summarising the Company's overall business, services offered, industry trend, published financial results and performance is released on a quarterly basis and is made available to the general public through upload on the website of the Company and the website of Stock Exchanges where equity shares of the Company are listed, prior to the Earnings call.

Dial-in details of the earnings conference calls made available on Company's website

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

Outcome, Transcripts and recordings

To ensure symmetric dissemination of information and transparency, the Company files the outcome of the investor interactions held. Further the audio recordings and text transcripts of the earnings conference calls are also filed with the Stock Exchanges and uploaded on the website of the Company. The same can be accessed from the weblink: <https://mahindralogistics.com/investor-information/>.

Silent period

The Company, voluntarily as a good governance practice, observes a 'Silent / Quiet period' for 15 days prior to the announcement of quarterly and annual financial results.

During this period, no interactions with investors/analysts/funds are held to ensure protection of Company's Unpublished Price Sensitive Information. Notice of the Silent period is uploaded on the website of the Company.

v. Website

The Company's website <https://mahindralogistics.com> is a comprehensive reference on its business, vision, mission, policies, leadership, management, corporate governance, sustainability, investor relations, services,

updates and news. The section on 'Investors' serves to inform the shareholders by giving complete financial details, Stock Exchange compliances including shareholding patterns and updated credit ratings amongst others, policies, information relating to Stock Exchanges, details of Registrar & Share Transfer Agent and frequently asked questions, downloadable request letter cum application form for registration/updation of KYC and Nomination details, etc.

The Annual Report of the Company, the quarterly/half yearly financial results and the annual audited financial statements, material events, disclosures and the official news releases of the Company are also disseminated on the Company's website and as per the Archival Policy of the Company would remain hosted on the website for a period of five years from the date of respective disclosures

To ensure easy access and compliance with the SEBI Listing Regulations, the Company has a dedicated section where all the necessary disclosures and information required under Regulations 30, 46 and other applicable provisions of the SEBI Listing Regulations and circulars issued by SEBI are posted. The Company has notified to the stock exchanges, namely BSE Limited and National Stock Exchange of India Ltd, the links to this section on its website. Additionally, any updates or changes to the website links are communicated to the stock exchanges, as well within timelines prescribed.

VI. GENERAL SHAREHOLDER INFORMATION**A. 16th Annual General Meeting**

Pursuant to the Circulars issued by the MCA viz. Circular no. 10/2022 dated 28 December 2022 read with Circular Nos. 20/2020, 17/2020 and 14/2020, dated 5 May 2020, 13 April 2020, and 8 April 2020 respectively (collectively referred to as "MCA Circulars") companies are permitted to conduct AGM through video conferencing ("VC") or other audio visual means ("OAVM") up to 30 September 2023. Accordingly, your Company will be conducting the 16th AGM through VC/OAVM facility in compliance with the said MCA circulars.

Particulars of the Meeting	16 th Annual General Meeting		
Day, Date	Monday, 24 July 2023		
Time	3:30 p.m. (IST) onwards		
Mode	Electronic Mode - Video Conferencing/Any other audio-visual means		
Deemed Venue	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Registered Office of the Company)		
Special Resolutions proposed	Nil		
Links to participate	<p>For Individual Shareholders holding shares in demat mode with NSDL: https://eservices.nsdl.com</p> <p>For Individual Shareholders holding shares in demat mode with CDSL: https://web.cdslindia.com/myeasitoken/home/login</p> <p>For all Shareholders through NSDL Portal: https://www.evoting.nsdl.com (participation by using secure login credentials)</p> <p>Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM i.e. by 3:00 p.m. (IST) by following the procedure mentioned in the Notice of the 16th AGM and this mode will be available throughout the proceedings of the 16th AGM.</p>		
Voting Mechanism	Online Remote Electronic Voting + E-Voting at AGM		
Cut-off date for E-voting	Monday, 17 July 2023		
EVEN	124267		
E-Voting	Commencement of Remote e-voting	Conclusion of Remote e-voting	E-voting during the 16 th AGM
	Wednesday, 19 July 2023 at 9:00 a.m. (IST)	Sunday, 23 July 2023 at 5:00 p.m. (IST)	Monday, 24 July 2023, 3:30 p.m. (IST)

B. CIN Number - L63000MH2007PLC173466

C. Office address

- Registered Office - Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai-400 018
- Corporate Office - Arena Space, 10th and 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400060

D. Financial year of the Company

The financial year of the Company comprises of period of 12 months from 1st April to 31st March.

E. Dates of book closure and dividend payment recommendation for FY 2022-23

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 FY 2022-23.

Cut-off for Dividend Entitlement - Friday, 14 July 2023.

The register of members and share transfer books of the Company will be closed for the purpose of declaration of dividend from Saturday, 15 July 2023 to Monday, 24 July 2023 (both days inclusive) and the dividend, if approved by the Members, shall be paid/dispatched on or after Tuesday, 25 July 2023, through permitted modes,

within the stipulated timelines to those Members whose names appear in the List of Beneficial Owners/Register of Members as at the close of business hours on Friday, 14 July 2023 ("book closure date").

Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company provides a minimum Dividend pay- out ratio i.e. an optimal range of at least 20% of annual audited standalone Profit After Tax of the Company. The Policy is enclosed as Annexure I to the Boards' Report. The same is also placed on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>

F. Updation of Shareholder records

As part of the Company's ongoing efforts to update its records, the Company reaches out to its shareholders through various means viz. notices/request letters, e-mails, SMSs to update their PAN, Bank Account details, e-mail address, registered mobile nos. in the records of their Depository Participants/the Link Intime, RTA of the Company.

The Company has also sent out letters, SMS, emails to physical Shareholders requesting updation of their KYC, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., with Link Intime in the Forms prescribed.

SMS Reach Outs

During the financial year under review, the Company partnered with NSDL and CDSL for reaching out to its Shareholders through SMS, to register for e-communications by updating their e-mail Ids directly with the depositories through a secured one-time password ("OTP") based facility.

G. Listing of equity shares on Stock Exchanges

The Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited with effect from 10 November 2017. In terms of Regulation 14 of the SEBI Listing Regulations, the requisite listing fees have been paid in full to both the Stock Exchanges for financial year under review and for FY 2023-24.

The equity shares of the Company have not been suspended from trading.

H. Stock Code / Symbol / ISIN

Name of Stock Exchange	BSE Limited ("BSE")	National Stock Exchange of India Limited ("NSE")
Address of Stock Exchange	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001	Exchange Plaza, C-1, "G" Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
Stock Code/ Symbol	540768	MAHLOG
Type of security listed	Equity Shares	
ISIN	INE766P01016	

I. Market price data

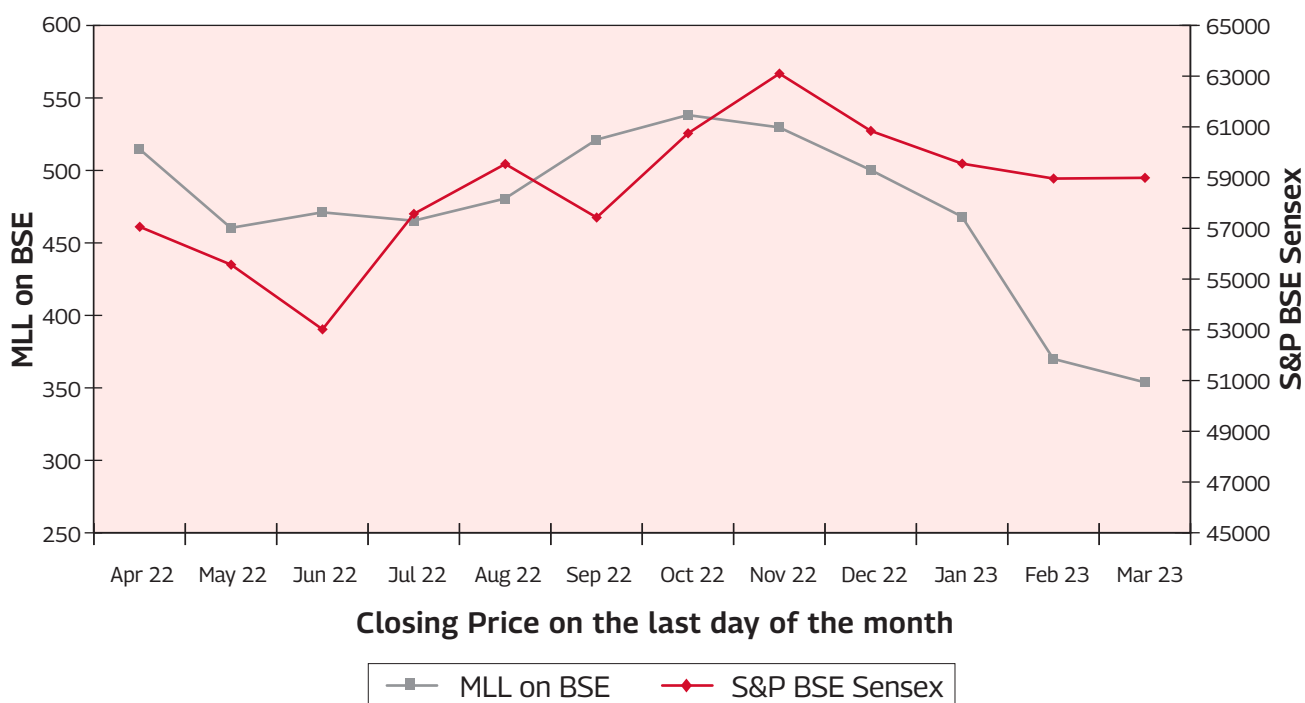
The monthly high and low stock quotations of the equity shares of the Company on BSE and NSE during the financial year from 1 April 2022 to 31 March 2023 were as under:

Month and Year	NSE		BSE	
	High Price	Low Price	High Price	Low Price
April 2022	547.00	468.30	540.00	468.55
May 2022	516.99	444.15	515.00	444.35
June 2022	493.15	405.45	516.50	405.05
July 2022	519.80	455.00	515.40	455.00
August 2022	518.50	467.50	519.15	465.00
September 2022	567.00	474.00	567.30	474.05
October 2022	559.00	513.25	558.15	515.55
November 2022	553.95	497.85	558.85	480.20
December 2022	517.00	451.85	516.90	452.00
January 2023	509.00	453.20	508.65	453.00
February 2023	499.00	362.25	498.90	362.45
March 2023	380.00	349.70	375.55	349.90

Particulars	NSE	BSE
Number of Shares as on 1 April 2022	7,18,71,618	
New shares issued, allotted and Listed (ESOPs)	1,05,412	
Number of Shares as on 31 March 2023	7,19,77,030	

J. Stock Performance

The performance of the Company's equity shares relative to NSE Nifty and BSE Sensex during FY 2022-23 is given below:



Month and Year	Nifty 50	MLL on NSE	S&P BSE Sensex	MLL on BSE
April 2022	17102.55	516.1	57060.87	514.75
May 2022	16584.55	459.4	55566.41	460.35
June 2022	15780.25	471.65	53018.94	471.1
July 2022	17158.25	465.75	57570.25	465.3
August 2022	17759.3	480.15	59537.07	480.6
September 2022	17094.35	519.85	57426.92	521.2
October 2022	18012.2	538.55	60746.59	538.2
November 2022	18758.35	527.6	63099.65	529.7
December 2022	18105.3	501.8	60840.74	500.35
January 2023	17662.15	470	59549.9	468.15
February 2023	17303.95	370.2	58962.12	370
March 2023	17359.75	354.3	58991.52	353.85

K. Registrar and Share Transfer Agent

Link Intime India Private Limited (SEBI Registration No.: INR000004058). is the Company's Registrar and Share Transfer Agent for its share registry work. Contact details of Link Intime are given below for easy reference of the Shareholders and also uploaded on the website of the Company at the weblink <https://mahindralogistics.com/shareholder-information/#investor-contacts>.

Link Intime India Private Limited

Unit: Mahindra Logistics Limited

Address: C-101, 1st Floor, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai-400 083.

E-mail ID: rnt.helpdesk@linkintime.co.in

Phone: +91 22 4918 6000 / 6200 / 81081 16767

L. Share transfer system

Trading in equity shares of the Company through recognised Stock Exchanges is permitted in dematerialised form. The Compliance Officer of the Company is authorised to approve transmission requests based on succession certificate or probate or letters of administration or legal representation without any limits and transmission requests up to ₹ 5,00,000/- in case of absence of succession certificate or probate or letters of administration or legal representation based on affidavit and indemnity bond in prescribed formats. The SRC considers transmission proposals beyond the aforesaid limits.

A report on the transfer/transmission of equity shares of the Company is presented to the Board and the SRC at every meeting by the Compliance Officer.

Annual Certificate on Share Transfer

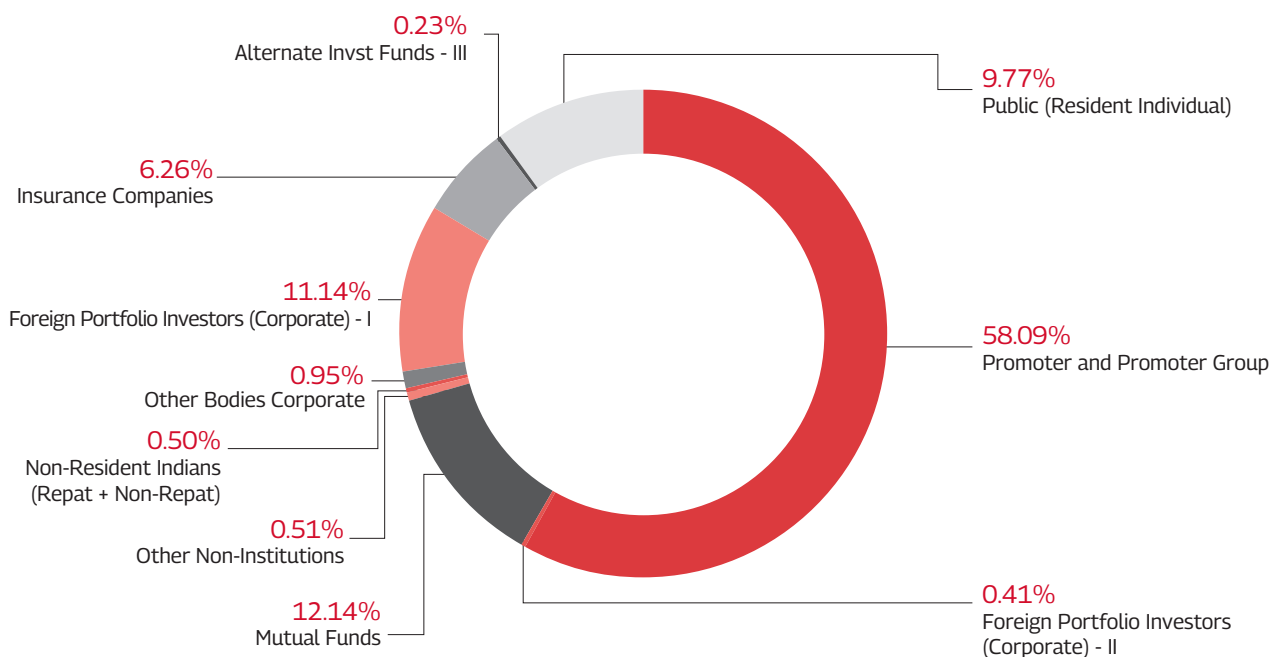
During the financial year 2022-23, the Company did not receive any requests for transfers, transmission of securities, deletion of name, transposition of securities, sub-division (split), consolidation, renewal, exchange or endorsement of calls/ allotment monies.

In terms of Regulation 40(9) of the SEBI Listing Regulations certificate by M/s. Parikh & Associates, Practising Company Secretaries with respect to due compliance of share transfer formalities by Link Intime is filed with the Stock Exchanges within prescribed timelines.

M. Distribution of shareholding as of 31 March 2023

Range of Number of Equity shares	Number of Shareholders*	% of Total Shareholders	Number of Equity shares held	% of Total Share Capital
1 to 500	65,483	97.62	29,40,185	4.09
501 to 1000	804	1.20	6,15,970	0.86
1001 to 2000	336	0.50	4,91,568	0.68
2001 to 3000	117	0.17	2,95,717	0.41
3001 to 4000	63	0.09	2,26,589	0.31
4001 to 5000	49	0.07	2,30,547	0.32
5001 to 10000	77	0.12	5,87,798	0.82
10001 and above	152	0.23	6,65,88,656	92.51
Total	67,081	100.00	7,19,77,030	100.00

* without PAN based consolidation

N. Shareholding Pattern* as on 31 March 2023


Category wise - Shareholding as on 31 March 2023

Category	Number of Shares held	% Holding
Promoter and Promoter Group	4,18,12,257	58.09
Alternate Invst Funds - III	1,68,032	0.23
Body Corporate - Ltd Liability Partnership	52,497	0.07
Clearing Members	5,540	0.01
Directors (excluding independent Directors and nominee Directors)	40,376	0.06
Foreign Nationals	1,500	0.00
Foreign Portfolio Investors (Corporate) - I	80,19,979	11.14
Foreign Portfolio Investors (Corporate) - II	2,95,653	0.41
Hindu Undivided Family	2,49,385	0.35
Insurance Companies	45,02,894	6.26
Mutual Funds	87,39,979	12.14
NBFCs registered with RBI	15,000	0.02
Non-Resident (Non Repatriable)	1,04,025	0.14
Non-Resident Indians	2,53,428	0.35
Other Bodies Corporate	6,82,044	0.95
Public (Resident Individual)	70,34,441	9.77
TOTAL	7,19,77,030	100.00

* Consolidated on the basis of PAN

Major Public Shareholders (holding more than 1%)

Shareholder's Name	Category	Number of Shares held*	% Holding
Nippon life India Trustee Ltd	Mutual Funds	51,07,460	7.10
Aditya Birla Sun Life Trustee Pvt Ltd		15,61,071	2.17
UTI		14,99,724	2.08
Kotak Funds - India Midcap Fund	Foreign Portfolio Investors - Category I	23,45,486	3.26
Steinberg India Emerging Opportunities Fund Limited		17,16,189	2.38
Goldman Sachs Funds - Goldman Sachs India Equity Portfolio		16,30,031	2.26
Aditya Birla Sun Life Insurance Company Limited	Insurance Companies	24,42,692	3.39
Tata AIA Life Insurance Co Ltd		9,08,391	1.26

* Consolidated on the basis of PAN

Foreign Ownership Limits	Sectoral / Statutory limits (%)	Limits utilized (%)
As on 31 March 2023	100.00	12.05
As on 31 December 2022	100.00	16.03
As on 30 September 2022	100.00	15.80
As on 30 June 2022	100.00	20.08
As on 31 March 2022	100.00	20.39

Shareholding trend (PAN Clubbed):

Category	31 March 2023	31 March 2022	31 March 2021
No. of Shareholders	66,347	59,138	48,750
Promoter Shareholding	4,18,12,257 (58.09%)	4,18,12,257 (58.18%)	4,18,12,257 (58.34%)
Public Institutions Shareholding	21,74,15,37 (30.21%)	2,33,72,185 (32.52%)	2,35,51,367 (32.86%)
Public Non-Institutions Shareholding	84,23,236 (11.70%)	66,87,176 (9.30%)	63,06,716 (8.80%)
Total	7,19,77,030 (100%)	7,18,71,618 (100%)	7,16,70,340 (100%)

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 as of 31 March 2023 is as under:

Particulars	Number of Shareholders*	Number of Equity Shares held	% Shareholding
NSDL	36,746	6,83,80,750	95.00
CDSL	30,334	35,96,273	5.00
Physical shareholding	1	7	0.00
Total	67,081	7,19,77,030	100.00

* Without PAN based consolidation

Transfer/transmission of shares only in Demat form

As per SEBI norms, with effect from 1 April 2019, all transfers except transmission or transposition of securities shall be processed in dematerialised form only. SEBI vide circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has further mandated securities to be issued pursuant to transmission or transposition requests made by physical shareholders to be processed in dematerialised form only.

Physical Shareholders are earnestly requested to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, and elimination of any possibility of loss of documents and bad deliveries.

Linking of PAN and Aadhaar, updation of KYC and nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 has mandated all physical shareholders to furnish their Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with Companies.

Non-Updation of KYC, PAN and nomination details on or before 1 October 2023 or linking of PAN and Aadhaar as mandated by the Central Board of Direct Taxes (CBDT) on or before 30 June 2023 or such extended date, if any, will result in freezing of the folio of the physical shareholders by Link Intime and the same shall be reverted to normal status only upon receipt of all the KYC and nomination details/ dematerialization of such holdings.

Brief procedure for updation of KYC and Nomination facility is given hereunder and also uploaded on the Company's website and can be accessed on the weblink: <https://mahindralogistics.com/shareholder-information/#shareholder-information-&-forms>.

Type of holder	Process to be followed
Shareholders holding shares in physical form	Send a written request in the prescribed forms to Link Intime either by e-mail (duly e-signed) at kyc@linkintime.co.in / rnt.helpdesk@linkintime.co.in or by post (self-attested & dated) to Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Unit: Mahindra Logistics Limited)
	To register PAN, e-mail address, bank details and other KYC details or updation therein
	To update signature of securities holder
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and debenture) Rules, 2014
	Declaration to opt out nomination
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical mode
Shareholders holding shares in demat form	Please contact your DP to register your email address and bank account details in your demat account, as per the process advised by your DP

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 an audit of reconciliation of the Share Capital of the Company to reconcile the total share capital admitted with depositories and held in physical form, with the issued and listed share capital of the Company. This audit is carried out every quarter and the report thereon, is submitted to the Stock Exchanges within prescribed timelines.

The total listed and paid-up and issued share capital of the Company tallies with the aggregate of the total number of equity shares held in dematerialised form (held by NSDL and CDSL) and in physical form as on 31 March 2023.

Q. Outstanding Global Depository Receipts (GDRs)/American Depository Receipts (ADRs)/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants/ convertible instruments during the financial year under review. There are no convertible instruments outstanding as on 31 March 2023.

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 are not applicable/required.

S. Details of utilisation of funds raised

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations during the financial year under review.

T. Disputes resolution mechanism for physical shareholders:

Shareholders holding shares in physical form can file for arbitration with Stock Exchange in case of any dispute against the Company or Link Intime, its Registrar and Share Transfer Agent on delay or default in processing any request, as per SEBI Circular no. SEBI/HO/OIAE/2023/03391 dated 27 January 2023. For more details, please see the web links of the stock exchanges - BSE - <http://tinycc/m1l2vz> and NSE - <http://tinycc/s1l2vz>

Further SEBI has vide circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30 May 2022, prescribed a Standard Operating Procedures (SOP) for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents (RTAs) and its Shareholder(s)/ Investor(s). For more details on the SOP, Shareholders are requested to refer the SOP hosted on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/#shareholder-information-&-forms>.

U. Recommendation of Committees

All the recommendations/submissions made by the Committees of the Board during FY 2022-23 were accepted by the Board of the Company.

V. Fees to statutory auditors

Deloitte Haskins & Sells LLP, Chartered Accountants ("Deloitte") is the Statutory Auditor of the Company. The Company has not availed of any services from the network firms/entities of Deloitte during FY 2022-23.

Basis the recommendation of the Audit Committee and approval of the Board of Director and Members at their 15th Annual General Meeting held on 29 July 2022, the Company has paid fees for all services availed by the Company from Deloitte for FY 2022-23, as follows:

		(₹ in Lakhs)
		FY 2022-23
Particulars		
Statutory Audit		27.00
Limited Review Audit		15.00
Reimbursement of expenses		1.00
Total		43.00

The Company has not availed any non-prohibitory services from Deloitte. None of the subsidiaries or joint venture associates of the Company have availed any services from the Statutory Auditors of the Company or any of its network firm/network entity during FY 2022-23.

W. Office locations as on 24 April 2023

Type of Premise	Zone	Location	Complete postal Address
Head Office	West	Mumbai - Jogeshwari	Mahindra Logistics Limited, Arena Space, 10 th & 11 th Floor, Plot No. 20, JVLR, Nr. Majas Bus Depot, Jogeshwari (East), Mumbai - 400 060.
Regional Office	West	Chakan	Mahindra Logistics Limited, C/O Horizon Industrial Park Pvt Ltd, Gat/ Survey Nos. 194-198, Savardari, Chakan, Taluka - Khed, District Pune - 410 501.
Regional Office	West	Mumbai - Kandivali	Mahindra Logistics Limited, C/O Mahindra & Mahindra Automotive Sector, Yellow Gate, Akurli Road, Kandivali - East, Mumbai - 400 101.
Regional Office	West	Mumbai - Kandivali	Mahindra Logistics Limited, C/O Mahindra & Mahindra Foundry, Akurli Road, Kandivali - East, Mumbai - 400 101.
Regional Office	West	Ahmedabad	Mahindra Logistics Limited, Palladium 1101 To 1106, 11 th Floor, Corporate Road, Ahmedabad, Gujarat - 380 015.
Regional Office	North	Gurugram	Mahindra Logistics Limited, Aihp Palms, "B" Wing, 2 nd Floor, Plot No. 242, 243, Udyog Vihar, Phase - 4, Gurugram, Haryana - 122 015.
Regional Office	North	Kolkata	Mahindra Logistics Limited, Smartworks, Coworking Spaces Pvt Ltd, Victoria Park, Block Gn, Plot No 37/2, Sector V, Salt Lake, Kolkata - 700 091.
Regional Office	South	Bengaluru	Mahindra Logistics Limited, Indiqube Brigade Opus, 4 th Floor, Gate 70/401, Kodegehalli Main Road, Hebbal, Bengaluru - 560 092.
Regional Office	South	Chennai	Mahindra Logistics Limited, Mahindra Towers, 17/18, Pattullos Road, Off Mount Road, Chennai - 600 002.

Type of Premise	Zone	Location	Complete postal Address
Regional Office	South	Hyderabad	Mahindra Logistics Limited, AWFIS Space Solutions Pvt. Ltd, 3 rd Floor, Oyster Complex, Greenlands Road, Begumpet, Hyderabad - 500 016.
Branch Office	North	Jaipur	Mahindra Logistics Limited, 2 nd Floor, Mahindra Tower, 24-26, Durga Vihar Colony, Tonk Road, Jaipur - 302 018.
Branch Office	West	Silvasa	Mahindra Logistics Limited, A Wing 273/2, 2 nd Floor, II No. 2365, Tokarkhada, Silvassa - 396 230.
Regional Office	South	Cochin	Mahindra Logistics Limited, First Floor, 34/1128A, Balakrishna Menon Road, Edappally, Cochin - 682 024.
Branch Office	North	Noida	Mahindra Logistics Limited, Logix Techno Park, Plot 5, Sector 127, Noida - 201 313.

X. Address for correspondence

Shareholders may correspond with the Company's Registrar and Share Transfer Agent viz. Link Intime in respect of all share/dividend related matters, complaints, any other query relating to equity shares of the at the contact details of Link Intime given above. Contact details of the Company's Investor Desk is mentioned hereunder.

Contact	Address	E-mail	Telephone
Retail Investors: Ms. Ruchie Khanna Company Secretary and Compliance Officer	Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018	cs.mll@mahindra.com	+91 22 6836 7900
Institutional Investors: Mr. Rampraveen Swaminathan Managing Director & CEO & Chief Investor Relations Officer	Corporate Office: Arena Space, 10 th & 11 th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400060	swaminathan.rampraveen@mahindra.com	+91 22 6836 7900

The Company has not issued any Debentures and hence disclosure regarding debenture trustees is not applicable.

Y. Credit ratings

The Company continues to enjoy a strong credit rating which denotes a high degree of safety regarding timely servicing of its financial obligations.

The Long-term and Short-term credit facilities (fund and non-fund based) of the Company are rated by ICRA Limited. During the financial year under review, ICRA Limited re-affirmed and retained the credit ratings assigned to said credit facilities of the Company of ₹ 335 crores. The Outlook on the long-term rating continues to be Stable.

The credit ratings re-affirmed and assigned to the credit facilities of the Company is given hereunder:

(₹ in crores)

Instrument Type	Previous Rated Amount (vide ICRA letter dated 30 June 2021)	Current Rated Amount (vide ICRA letter dated 14 July 2022)	Rating Action
Long-term Fund-based	48.00	335.00	[ICRA]AA (Stable) / [ICRA]A1+; reaffirmed/assigned
Short-term - Non-Fund Based	15.00		
Long-term / Short-term, Fund-based / Non-fund Based Facilities	172.00		
Total	235.00	335.00	

Z. Large Corporate

As on 31 March 2023, the Company has no long-term outstanding borrowing and is not categorised as a Large Corporate in terms of the SEBI Circular - SEBI/HO/DDHS/ CIR/P/2018/144 dated 26 November 2018. Necessary initial and annual disclosures in this regard have 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 mobilization of funds, whether in India or abroad.

VII. POLICIES

The Company has adopted and implemented various policies in compliance with the requirements of the Act, the SEBI Regulations, and other applicable laws to maintain ethical standards and practices across the Company and strengthen the internal control systems. These policies as updated from time-to-time are disclosed and uploaded on the website and the intranet of the Company and widely communicated to concerned stakeholders.

The policies including other statutory policies with the version history can be accessed on the website of the Company at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#policies>.

The details of the Key Policies adopted by the Company are mentioned at Annexure VIII of the Board's report and forms part of this Integrated Annual Report.

A. Policy on Materiality of and dealing with Related Party Transactions

The Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specifies the manner of entering into related party transactions and other related matters. The Policy has also been posted on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determining-Material-RPTs.pdf>

B. Disclosures of Transactions with Related Parties

During FY 2022-23, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The Company has entered into material related party transaction with Mahindra and Mahindra Limited, Holding and Promoter Company of the Company, pursuant to regulation 23 of SEBI Listing Regulations and the Company's Policy on Materiality of and dealing with Related Party Transactions.

Further, related party transactions proposed to be entered by the subsidiary of the Company to which the Company was not a party, exceeding ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary, were placed before the Audit Committee of the Company for its review and approval.

Details of the related party transactions entered into by the Company during the financial year under review are given in note no. 42 and 40 to the Standalone and Consolidated Financial Statements, respectively forming part of this Integrated Annual Report.

Half-yearly disclosure of transactions with Related Parties

In compliance with Regulation 23(9) of the SEBI Listing Regulations, half-yearly disclosures of related party transactions of the Company and of the Subsidiaries along with the details of approvals granted by the Audit Committee of the Company or Subsidiaries, if constituted by the Subsidiary, in prescribed format, have been filed with the Stock Exchanges within prescribed timelines.

The disclosures filed with the Stock Exchanges are also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/corporate-announcement/#announcement>

C. Disclosure of accounting treatment in preparation of financial statements

The Company has adopted Indian Accounting Standards ("Ind AS") effective 1st April, 2016.

Accordingly, the Financial Statements of the Company, both on standalone and consolidated basis, are prepared in accordance with Ind AS notified under Sections 129 and 133 of the Act read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and the SEBI Listing Regulations, as amended from time to time.

The Annual Audited Standalone Financial Statements including the Consolidated Financial Statements of the Company and the Financial Statements of each of the Subsidiaries and all other documents required to be attached thereto are uploaded and available on the Company's website at <https://mahindralogistics.com/financial-information/#financial-results>.

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

D. Prevention of Insider Trading Code and Policies

With an objective to maintain ethical standards while dealing in shares and price sensitive information of the Company and in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations"), the Company has formulated and adopted the following:

- Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;

- Policy for determination of "Legitimate Purpose" as part of the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;
- Code of Conduct for Prevention of Insider Trading in Securities of Mahindra Logistics Limited ("Insider Trading Code");
- Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information ("UPSI leakage Policy").

The Company has also adopted a framework for disciplinary action against Designated Persons violating the SEBI Insider Trading Regulations and/or the Company's Insider Trading Code.

The aforesaid policies and codes are designed to maintain the highest ethical standards of trading in Securities of the Company, to regulate, monitor and ensure pre-clearance and reporting of trades by the Designated Persons (including their immediate relatives) identified basis their functional role/seniority in the Company/ its holding company/subsidiary company (including material subsidiary), advise designated persons and employees on protection of Unpublished Price Sensitive Information ("UPSI") and on the compliances and procedures to be followed while dealing with securities and UPSI of the Company including entry in Structured Digital Database, investigation procedure in case of leak/suspected leak of UPSI and cautions them of the consequences of violations.

The Company has an online portal for obtaining Initial and Annual disclosures under the Company's Insider Trading Code and the SEBI Insider Trading Regulations. For FY 2022-23 all Designated Persons have affirmed compliance with the Company's Insider Trading Code and the SEBI Insider Trading Regulations.

SEBI vide its circular SEBI/HO/ISD/ISD/CIR/P/2021/617 dated 13 August 2021 as part of automation, dispensed with the manual filing of disclosures received under Regulations 7(2)(a) and (b) of the SEBI Insider Trading Regulations with the Stock Exchanges. The Company as good governance measure continues to file disclosure received by the Company for trades carried out by the Promoters, Directors, KMPs and Designated Persons of the Company in excess of ₹ 10 Lakhs during the calendar quarter in terms of regulation 7(2) of the SEBI Insider Trading Regulations.

During the financial year under review, Mr. Yogesh Patel, CFO of the Company ceased to be the Compliance

Officer to administer the Insider Trading Code and Chief Investor Relations Officer of the Company for dealing with dissemination of information and disclosure of UPSI w.e.f. close of business hours on 10 March 2023. Consequently, the Board of the Company has designated Mr. Rampraveen Swaminathan, Managing Director & CEO as Chief Investor Relations Officer of the Company for dealing with dissemination of information and disclosure of UPSI and Ms. Ruchie Khanna, Company Secretary as Compliance Officer to administer the Insider Trading Code w.e.f. 11 March 2023.

E. Structured Digital Database for UPSI

The Company has in place a Structured Digital Database ("SDD") wherein details of persons with whom UPSI is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database. The SDD is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI Insider Trading Regulations.

During the financial year under review, the Company has submitted the quarterly SDD Certificate, within the prescribed timelines pursuant to BSE Limited ("BSE") Circular No(s). 20221028-16 dated 28 October 2022, 20230329-21 dated 29 March 2023, National Stock Exchange of India Ltd. ("BSE") Circular No(s). NSE/CML/2022/51 dated 28 October 2022, NSE/CML/25 dated 29 March 2023 and emails received from the BSE and NSE, thereof.

Further M/s. Makarand Joshi & Co., Secretarial Auditor (Certificate of Practice No. 3662) of the Company has also reviewed and certified compliances with respect to maintenance of SDD by the Company as part of the Annual Secretarial Compliance Report for the financial year under review and nil observations were reported by the Secretarial Auditor in this regard.

F. Awareness Initiatives on Prevention of Insider Trading

The Company has an internal awareness programme called - "SAVDHAAN INSIDERS" for creating awareness amongst Designated Persons on the applicability, reporting and other compliances to be adhered to, closure of Trading window, protection of UPSI, maintenance of SDD, frequently asked questions, do's and don'ts, etc. under the Company's Insider Trading Code, UPSI Leakage Policy and the SEBI Insider Trading Regulations.

The Company also has a dedicated e-mail desk that can be reached by the Designated Persons for FAQs, queries and clarifications on the Insider Trading Code, Policies and Regulations. Awareness and trainings are imparted to Designated Persons through sessions, educative e-mail series, SMSs, intranet uploads, quiz's etc. There also exists a process to close trading window for matters other than for approval of quarterly/annual financial results for protection of UPSI

G. Review of the Insider Trading compliances

A detailed report comprising of details of trading plans submitted, if any, pre-clearances given by the Compliance Officer, trades carried out and reported to the Stock Exchanges, trading window closure period, violations, if any, observed, confirmation on maintenance of SDD, etc. as recommended in guidance note issued by The Institute of Company Secretaries of India on the Insider Trading Regulations is submitted to the Audit Committee and the Board of the Company for its review on a quarterly basis.

The Managing Director & CEO certify and confirm to the Board and the Audit Committee on an annual basis that the systems for internal control for Insider Trading are adequate and are operating effectively to ensure compliance with the SEBI Insider Trading Regulations. The Audit Committee on an annual basis verifies that the internal controls are adequate and operating effectively.

During the FY 2022-23, there were no violations on Insider Trading Policy and the SEBI Listing Regulations observed in the Company.

H. System Driven Disclosures

In compliance with the SEBI Circular nos. SEBI/HO/ISD/ISD/CIR/P/2020/168 and SEBI/CIR/CFD/DCR1/CIR/P/2020/181 dated 9 September 2020 and 23 September 2020 respectively, PAN and other prescribed information of all Designated Persons including promoters, members of the promoter group, is promptly uploaded on the system of the Designated Depository of the Company in the form and manner prescribed therein.

The Company has designated NDSL as its Designated Depository in terms of the said SEBI circulars.

I. Whistle Blower Policy/Vigil Mechanism

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulation is implemented through the Company's Whistle Blower

Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and all the stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The said Policy makes provision for direct access to the Chairperson of the Audit Committee. The Whistleblower Policy also provides for reporting of insider trading violations and reporting of instances of leak of UPSI by the employees. The Company has a secure, multilingual and independently monitored online ethics portal provided by a Global third party service provider - Convercent for all stakeholders to report issues related to Code of Conduct violations and other violations.

All stakeholders can raise complaints/violations noticed across the organisation through the following modes, available 24x7:

- Online web-portal: <https://ethics.mahindra.com>;
- Toll free hotline number: # 000 800 100 4175;
- Writing to the Company at postal address: Mahindra Logistics Limited, Arena Space, 10th & 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai -400060.
- Directly writing to the Chairman of the Audit Committee through e-mail: ml.vigil@mahindra.com or by letter addressed to –

The Chairman, Audit Committee

C/o Managing Director & CEO, Mahindra Logistics Limited Arena Space, 10th & 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400060

An update on complaints received under the Policy and resolution thereof is presented to the Audit Committee of the Company on a quarterly basis. The Managing Director & CEO and CFO of the Company have certified to the Board and Audit Committee that during the financial year under review, no personnel was denied access to the Chairperson of Audit Committee of the Board.

J. Subsidiary Companies and Policy for determining material subsidiaries

The Company has eight subsidiaries as on 31 March 2023, out of which seven Companies are Indian unlisted companies and one is an overseas company incorporated in United Kingdom.

All subsidiaries function independently, with an adequately empowered Board and resources. For effective governance and in compliance with Regulation 24 (3) of SEBI Listing Regulations, the minutes of Board Meetings of the subsidiaries are placed before the Board of the Company for their review with summary of key decisions taken.

Further the Audit Committee of the Board, in compliance with Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations reviews the Financial results and statements of the subsidiaries, in particular, the investments made by the subsidiary, the utilisation of loans and/or advances from/investment by the Company in its subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiaries.

The Audit Committee of Board also reviewed and approved the related party transactions of the subsidiaries exceeding 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

K. 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") comprising of 14 members from diverse backgrounds, with 50% women and 50% men, has been set up to redress complaints received regarding sexual harassment. During the financial year under review and pursuant to Rule 8(5) (x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of ICC under the POSH Act.

All employees are briefed on the POSH Policy during induction. The Company also actively conducts various trainings and sensitisation programs across all its locations and verticals on a periodical basis through its SPEAK UP THEN and THERE programme to increase awareness about the Policy and the provisions of POSH Act amongst employees. During the financial year under review, mandatory trainings on POSH were conducted with an improved and interactive virtual approach.

Statement of POSH complaints:

- Number of complaints pending resolution on 1 April 2022 - 1
- Number of complaints filed during the financial year under review - 4
- Number of complaints resolved during the financial year under review - 5
- Number of complaints pending as on 31 March 2023 - 0

L. Policy for determining Material subsidiaries

The Company has formulated a Policy for determining Material Subsidiaries as defined in Regulation 16 of the SEBI Listing Regulations. During the financial year under review, there were no amendments made to the Policy of Material Subsidiaries.

The Policy can be accessed on the website at the weblink: <https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determining-Material-Subsidiaries.pdf>.

Material subsidiaries

Regulation 16 of the SEBI Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. In terms of the criteria laid down in the Policy for determining material subsidiaries, the SEBI Listing Regulations and basis performance of the Company vis-à-vis its subsidiaries as of 31 March 2023, the Company has no material subsidiaries as on 31 March 2023.

Lords Freight (India) Private Limited ("Lords"), which became a material subsidiary of the Company effective 1 April 2022 ceased to be material subsidiary in terms of the criteria laid down in Regulation 16 of the SEBI Listing Regulations and the policy for determining material subsidiaries.

In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. For the purpose of this provision, material subsidiary means a subsidiary, whose income or net worth exceeds 20% of the consolidated

income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. There is no Subsidiary which falls under this definition of unlisted material subsidiary as on the financial year ended 31 March 2023.

M. Pledge of Equity Shares

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders of the Company as on 31 March 2023. 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 and the stock exchanges where shares of the Company are listed, that they along with the other Members of the Promoter Group (including Persons Acting in Concert) have not made any encumbrance, directly or indirectly, during the FY 2022-23 in respect of the shares held by them in the Company. The said declaration was noted by the Audit Committee.

N. Annual Secretarial Compliance Report and Secretarial Audit Report

The Annual Secretarial Compliance Report and Secretarial Audit Report for the financial year ended 31 March 2023 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

The Secretarial Audit Report in Form No. MR-3 as per the provisions of Section 204 of the Act read with Rules framed thereunder for the financial year ended 31 March 2023 is annexed to this Boards' Report as Annexure III, which forms part of this Integrated Annual Report.

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

The Annual Secretarial Compliance report is also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#secretarialcompliance-reports>

O. Loans and advances in the nature of loans to firms/companies in which directors are interested

During the financial year under review, no loans or advances in the nature of loans were made to any Company or Firm in which a Director of the Company was interested.

VIII. 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 (Certificate of Practice No. 3662) certifying compliance by the conditions of Corporate Governance for the year ended 31 March 2023 in terms of Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the SEBI Listing Regulations is annexed to this report as **Annexure D**

Compliance status of mandatory Corporate Governance requirements for the financial year ended 31 March 2023 with weblink for policies and other website disclosures are given hereunder:

Regulation No.	Corporate Governance requirement Compliance Status	Compliance Status
16(1)(b) & 25(8)	Criteria of Independence	Yes
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate governance requirements with respect to subsidiary of the listed entity	Yes
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations of employees, senior management, KMP, Directors and Promoters	Yes
27	Other Corporate Governance requirements	Yes

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(a)	Details of business	Yes	https://mahindralogistics.com/about-us/
46(2)(B)	Terms and conditions of appointment of independent directors	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/TC-for-ID-appnt.pdf
46(2)(c)	Composition of various committees of board of directors	Yes	https://mahindralogistics.com/board-of-directors/#committee

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(d)	Code of conduct of board of directors and senior management personnel	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/MLL-COC-for-Directors.pdf
46(2)(e)	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/Whistle-Blower-policy.pdf
46(2)(f)	Criteria of making payments to non-executive directors	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/MLL-NRC-policy.pdf
46(2)(g)	Policy on dealing with related party transactions	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determining-Material-RPTs.pdf
46(2)(h)	Policy for determining 'material' subsidiaries	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determining-Material-Subsidiaries.pdf
46(2)(i)	Details of familiarization programmes imparted to independent directors	Yes	https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#disclosures-under-sebi-regulation-46-2
46(2)(j)	email address for grievance redressal and other relevant details	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-email-address-for-grievances.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/2022/09/MLL-investor-contact-details.pdf
46(2)(l)	Financial results	Yes	https://mahindralogistics.com/financial-information/#financial-results
46(2)(m)	Shareholding pattern	Yes	https://mahindralogistics.com/financial-information/#shareholding-pattern
46(2)(n)	Details of agreements entered into with the media companies and/or their associates	Not Applicable	—
46(2)(o)	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://mahindralogistics.com/investor-information/
46(2)(oa)	Audio/video recordings and transcripts of post earnings/quarterly call	Yes	https://mahindralogistics.com/investor-information/
46(2)(p)	New name and the old name of the listed entity	Not Applicable	—

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(q)	Advertisements as per regulation 47 (1)	Yes	https://mahindralogistics.com/corporate-announcement/#newspaper-publications
46(2)(r)	Credit rating or revision in credit rating obtained	Yes	https://mahindralogistics.com/financial-information#credit-rating
46(2)(s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://mahindralogistics.com/financial-information/
46(2)(t)	Secretarial Compliance Report	Yes	https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#secretarial-compliance-reports
46(2)(v)	Contact details of Key Managerial Personnel for determining materiality of an event or information and making disclosures to stock exchange(s) under Regulation 30(5) of the SEBI Listing Regulations	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/KMP-Contact-details.pdf
46(2)(w)	Disclosures under sub-regulation (8) of Regulation	Yes	https://mahindralogistics.com/corporate-announcement/#announcement
30 & 46(2)(u)	Materiality Policy	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf
43A & 46(2)(y)	Dividend Distribution policy	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/Dividend-Distribution-Policy.pdf
46(2)(z)	Annual Return	Yes	https://mahindralogistics.com/disclosures-under-sebi-regulation-46/#annual-returns
-	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://mahindralogistics.com/disclosures-under-sebi-regulation-46/

B. Compliance with non-mandatory requirements

The Company has adopted the following non-mandatory discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations:

- Unmodified Audit Report: During the financial year under review, there is no audit qualification or observation on the Company's Audited Standalone and Consolidated Financial Statements and Results. The Company continues to adopt best practices to ensure regime of Financial Statements with unmodified opinion in audit report.
- Reporting of Internal auditor: The Internal Auditor of the Company directly reports to the Audit Committee.
- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: The office of Dr. Anish Shah, Non- Executive Chairman is separate from that of Mr. Rampraveen Swaminathan, Managing Director & CEO of the Company;

- d. The Company has not granted any special rights or differential voting rights to any shareholder of the Company and all the shares rank pari-passu in all aspects.

C. Details of non-compliance, if any

The Company has complied with all the requirements of the regulatory/statutory authorities, the Stock Exchanges and SEBI on Capital markets. There were no instances of any non-compliances by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory/regulatory authority, on any matter related to capital markets, during the last three years. All returns/reports were filed within stipulated time with the Stock Exchanges and other authorities.

No Actions were taken against Mahindra & Mahindra Limited, promoters of the Company either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder during the financial year 2022-23.

D. Management Discussion and Analysis

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

the SEBI Listing Regulations comprising of *inter-alia* details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk management systems and other material developments during the FY 2022-23.

E. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

Unclaimed shares

The Company did not have any outstanding equity shares lying in the demat suspense account/unclaimed suspense account during FY 2022-23 and as on 31 March 2023.

Further voting rights on none of the equity shares of the Company are frozen. Hence disclosure or reporting in terms of Regulation 34(3) read with Part F of Schedule V of the SEBI Listing Regulations is not applicable/required.

Investor Education and Protection Fund ("IEPF")

There is no unpaid and unclaimed dividends of previous years or any equity shares on which dividends are unpaid or unclaimed for seven consecutive years or more which are transferred to IEPF up to 31 March 2023 or are due to be transferred to IEPF during FY 2023-24 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

Details of the unpaid and unclaimed dividends lying with the Company and the last date for claiming the unpaid and unclaimed dividends and their corresponding shares is given below:

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross)	Dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Last date for claiming unpaid and unclaimed dividend
2021-22	29 July 2022	₹ 2.00/-	₹ 14.39 crores	₹ 25,180.00/-	12,998	27 August 2029
2020-21	27 July 2021	₹ 2.50/-	₹ 17.94 crores	₹ 29,620.00/-	12,112	30 August 2028
2019-20	30 July 2020	₹ 1.50/-	₹ 10.74 crores	₹ 29,610.50/-	20,259	30 August 2027
2018-19	1 August 2019	₹ 1.80/-	₹ 12.86 crores	₹ 31,050.00/-	17,250	4 September 2026
2017-18	2 August 2018	₹ 1.50/-	₹ 10.67 crores	₹ 32,092.50/-	21,395	5 September 2025

The Shareholder-wise details of the unpaid and unclaimed dividends lying with the Company as on 31 March 2023 are uploaded and available on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/#statement-of-unpaid-dividend>

In an endeavor to extend best possible services to our valued Shareholders and other Investors, a process note, application form and list of Frequently Asked Questions for claiming unpaid and unclaimed dividend is uploaded and available on the website of the Company. The same can be accessed on the weblink: <https://mahindralogistics.com/shareholder-information/#dividend>

Place : Mumbai

Date : 24 April 2023

ANNEXURE A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members

Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk Worli,
Mumbai 400018.

We have examined the relevant disclosures provided by the Directors of **Mahindra Logistics Limited** having **CIN-L63000MH2007PLC173466** and having registered office at **Mahindra Towers, P.K. Kurne Chowk Worli, Mumbai 400018** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information based on (i) documents available on the website of Ministry of Corporate Affairs as on 14 April 2023 and Bombay Stock Exchange of India Limited and NSE Limited as on 17 April 2023 (ii) Verification of Directors Identification Number (DIN) status at the website of Ministry of Corporate Affairs on 21 April 2023, and (iii) disclosures provided by the Directors to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority as on 31 March 2023.

Table A

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in Company	Date of Re-appointment
1.	Dr. Anish Dilip Shah	02719429	02/04/2021	-
2.	Mr. Rampraveen Swaminathan	01300682	04/02/2020	-
3.	Mr. Naveen Raju Kollaickal	07653394	03/09/2020	-
4.	Mr. Ameet Pratapsinh Hariani	00087866	01/05/2022	-
5.	Ms. Avani Vishal Davda	07504739	06/06/2018	30/07/2022
6.	Mr. Darius Dinshaw Pandole	00727320	25/07/2017	25/07/2022
7.	Mr. Dhananjay Narendra Mungale	00007563	29/01/2021	-
8.	Ms. Malvika Sahni Sinha	08373142	30/07/2020	-
9.	Mr. Ranu Vohra	00153547	25/07/2017	25/07/2022

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**
Practicing Company Secretaries

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: FO05533E000178332

Date: 24 April 2023
Place: Mumbai

ANNEXURE B

DECLARATION ON CODE OF CONDUCT

As required by Regulation 34(3) read with Schedule V(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
Mahindra Logistics Limited

I, Rampraveen Swaminathan, Managing Director & CEO of Mahindra Logistics Limited, hereby declare that all the members of the Board and the Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct laid down and adopted by the Company in this regard, for the year ended 31 March 2023.

Place: Mumbai
Date: 24 April 2023

RAMPRAVEEN SWAMINATHAN
Managing Director & CEO

ANNEXURE C

SECRETARIAL COMPLIANCE REPORT OF MAHINDRA LOGISTICS LIMITED

For the year ended 31 March 2023

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 year ended on 31 March 2023 ('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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ('Listing Regulations')
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the listed entity;
- (j) SEBI circular No. CIR/CFD/CMD1/114/2019 dated 18 October 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries. and circulars/guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-

ANNEXURE C (Contd.)

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
2	Adoption and timely update of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable to the listed entities. All the policies are in conformity with applicable SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI. 	Yes	-
3	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website. <ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	-
4	Disqualification of Director: None of the Director of the Listed Entity are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5	To examine details related to Subsidiaries of listed entities: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries 	(a) Yes (b) Yes	-
6	Preservation of Documents: As per the confirmations given by the listed entity, and on our test check basis, the listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee. 	(a) Yes (b) NA	a) - b) Please refer point no. 8(a)
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions has been taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	-
12	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-

* Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

ANNEXURE C (Contd.)

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters as specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

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

Company Secretaries

Makarand M. Joshi

Partner

FCS No. 5533

CP No. 3662

PR No: 640/2019

UDIN: F005533E000181885

Date: 24 April 2023

Place: Mumbai

ANNEXURE D

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members,
Mahindra Logistics Limited
Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai - 400018

We have examined the compliance of conditions of Corporate Governance by Mahindra Logistics Limited ("the Company") for the year ended on 31 March 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662
PR No: 640/2019
UDIN: FO05533E000181931

Place: Mumbai
Date: 24 April 2023

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. DETAILS

1	Corporate Identity Number (CIN) of the Listed Entity	L63000MH2007PLC173466	
2	Name of the Listed Entity	Mahindra Logistics Limited	
3	Year of incorporation	August 24, 2007	
4	Registered office address	Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai, Maharashtra - 400018	
5	Corporate address	Arena Space, 10th & 11th Floor, Plot No. 20, JVLR, Nr. Majas Bus Depot, Jogeshwari (East), Mumbai - 400060	
6	E-mail	cs.mll@mahindra.com	
7	Telephone	022 6836 7900	
8	Website	www.mahindralogistics.com	
9	Date of Start of Financial Year	Start Date	End Date
	Financial Year	April 2022	March 2023
	Previous Year	April 2021	March 2022
	Prior to Previous Year	April 2020	March 2021
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) & BSE Limited (BSE)	
11	Paid-up capital	₹ 71.98 Crores	
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report		
	Name of contact person	Dr. Richa Gautam	
	Contact number of contact person	022 6836 7900 (216)	
	Email of contact person	gautam.richa@mahindra.com	
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken, together).	Standalone basis	

II. PRODUCTS/SERVICES

14. Details of business activities

S. No.	Description of main activity	Description of business activity	% of turnover
1	Transportation by road	Freight transport services	79
2	Warehousing services	Supporting transport service	21

15. Products/services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/service	NIC Code	% of total turnover contributed
1	Freight transport services (transportation by road)	49231	79
2	Supporting transport service (warehousing services)	52109	21

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	500+ operating locations	10	510
International	0	0	0

17. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of states)	28
International (No. of countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

NA. As an organisation, MLL is not directly involved with any export of goods or services.

c. A brief on types of customers

1. Automotive - MLL offers fully integrated solutions spanning multi-modal transportation (inbound & outbound), warehousing solutions, stores and linefeed services, yard management, large contractual workforce management, just-in-time services, aftermarket logistics, return logistics, and layout & process design support, among others, for the automotive industry. With industry expertise, an extensive partner network and state of the art technology, Mahindra Logistics creates value across different sub-sectors of the auto industry. We provide efficiencies derived from bespoke solutions design, customised technology and specialised skill building. We optimise cost, quality, and speed for some of the largest OEMs in the auto sector. Our resources and expertise span across sub-segments of auto, such as two-wheeler, four-wheeler, heavy vehicles, tractor & farm, auto components, and auto aftermarket & spares, among others, with footprints all over India.
2. Engineering & Manufacturing - MLL provides services to the Manufacturing & Engineering industries to significantly boost both productivity and effectiveness, through various offerings that encompass everything

from order management, logistics solutions, production support, and lean warehousing. We ensure our customers consistently meet and exceed expectations at every touchpoint through benchmarking, developing quality and compliance strategies across the entire value chain. We help our customers redefine their solution vision so that the impact is much greater than their expectations. Our resources and expertise are spread across segments like capital goods, heavy machinery/equipment, light engineering products such as castings, forgings, and fasteners, semiconductors, power generation & transmission equipment, and ferrous & non-ferrous metal products & parts, among others, with footprints all over India.

3. FMCG & Consumer Durables - MLL offers integrated solutions from design to deliver, managing warehousing and distribution centres, secondary and last-mile transportation, while optimising distribution systems and networks for FMCG, consumer durables, apparels and large retailers. We provide a whole suite of multi-channel and direct-to-market offerings using best-in-class technology.
4. Pharma - MLL provides differentiated and customised logistics solutions at every step of the supply chain to pharmaceutical and life sciences companies. Our solutions for the pharma industry range from the delivery of raw materials into the manufacturing process to the delivery of finished drugs and medical equipment. From freight forwarding, customs clearance, transportation, and warehousing to responsible destruction of expired products and refurbishment, we provide integrated solutions to meet the logistics needs of the industry.
5. Telecom - MLL offers a broad base of logistics solutions for network operators of large telecom firms in India. From services, such as storage, distributions, and returns, to highly specialised and technical offerings, such as maintenance, network expansion, and critical parts delivery, we offer end-to-end logistics services to the telecom industry. Our pan-India reach, and unique sector experience make us the preferred supply chain partner in the telecom industry.

6. Ecommerce - MLL offers complete end-to-end logistics solutions with a focus on speed, safety, and reliable nation-wide delivery services for the e-commerce industry. Understanding scalability, flexibility, focus on customer experience, and leveraging the right technology has made us one of the largest partners in the e-commerce industry. Be it storage and processing, automation and robotics, transportation, and last-mile deliveries, we provide integrated solutions with the highest levels of performance and reach, creating an unmatched blend of capabilities and offerings for the industry. Our solutions come with the advantages of agility and scalability, which gives us the capacity to handle high volumes of e-commerce transactions during peak season.

7. Commodities - MLL offers customised transportation services as per the requirements and logistics planning for a wide variety of commodities & heavy industries. We apply a blend of network redesign, the best in telematics, and transportation management for cost optimisation and maximising efficiency. We also provide consulting services uniquely designed for each of our customers, coupled with control tower operations for various industries. Our experiences over the years have helped us understand the businesses of our clients effectively. We are equipped to deliver innovative and unique transportation and warehousing solutions. And by understanding the specific requirement, we design a tailor-made solution, combining the required logistics components. The solution can range from a simple freight forwarding service to a highly sophisticated and integrated end-to-end logistics solution.

IV. EMPLOYEES

18. Details as at the end of financial year:

a. Employees and workers (including differently-abled):

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	3,648	3,320	91%	328	9%
2.	Other than permanent (E)	298	283	95%	15	5%
3.	Total employees (D + E)	3,946	3,603	91%	343	9%

b. Differently-abled employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	12	7	58%	5	42%
2.	Other than permanent (E)	0	0	0.00	0	0.00
3.	Total differently-abled employees (D + E)	12	7	58%	5	42%

* Permanent employees comprise full-time employees and probationers on the payroll of MLL.

Other than permanent employees, there are management trainees, fixed term contract and graduate trainees on the payroll of MLL.

Workers' category is not applicable to MLL.

19. Participation/inclusion/representation of women

		Total (A)	No. and percentage of females	
			No. (B)	% (B/A)
EMPLOYEES				
1.	Board of Directors	9	2	22%
2.	Key Management Personnel	2	1	50%

20. Turnover rate for permanent employees and workers (disclose trends for the past 3 years)

	2022-23 (turnover rate in current FY)				2021-22 (turnover rate in previous FY)				2020-21 (turnover rate in the year prior to the previous FY)			
	Male	Female	Others	Total	Male	Female	Others	Total	Male	Female	Others	Total
Permanent employees	31%	36%	0	32%	19%	36%	0	20%	12%	21%	0	13%

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**21. (a) Names of holding /subsidiary /associate companies/joint ventures**

S. No.	Name of the holding/subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/subsidiary/ associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Mahindra and Mahindra Limited	Holding	58.10	Yes
2	Lords Freight (India) Private Limited	Subsidiary	99.05	Yes
3	2 x 2 Logistics Private Limited	Subsidiary	55.00	Yes
4	MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited)	Subsidiary	100	Yes
5	MLL Mobility Private Limited (Formerly Meru Mobility Tech Private Limited)	Subsidiary	100	Yes
6	V-Link Automotive Services Private Limited	Subsidiary	100	No
7	V-Link Fleet Solutions Private Limited	Subsidiary	100	No
8	V-Link Freight Services Private Limited	Subsidiary	100	No
9	MLL Global Logistics Limited (Incorporated in UK)	Wholly-owned Subsidiary Company	100	No
10	Transtech Logistics Private Limited	Associate/ Joint Venture	39.79	No
11	Zipzap Logistics Private Limited	Associate/ Joint Venture	39.64	No

VI. CSR DETAILS

22. CSR Details

Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
Turnover (in ₹)	4,458.90 Crores
Net worth (in ₹)	621.03 Crores

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

MLL has a strong whistle-blower policy that is applicable to all our stakeholders. Our Whistleblower Policy is available at <https://mahindralogistics.com/wp-content/uploads/2021/05/MLL-Whistle-Blower-Policy-F.pdf>.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No)	if Yes, then provide web-link for grievance redress policy	2022-23			2021-22		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities*	No	-	-	-	-	-	-	-
Investors (other than shareholders)	Yes	https://mahindralogistics.com/wp-content/uploads/2022/06/MLL-investor-contact-details.pdf	0	0	-	-	-	-
Shareholders	Yes	-	-	-	-	-	-	-
Employees and workers	Yes	-	5	0	-	23	6	-
Customers	Yes	-	3404	388	-	500	0	-
Value chain partners	Yes	Our business associates connect with us on basupport@mahindra.com .	399	7	98% closed by year end	251	4	98% closed by year end

* MLL is well-connected to the urban/rural communities in and around its operations. We have listening mechanisms where we understand the needs of the community and attempt to address them as per our CSR policy and management principles.

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
1	Climate, environment and GHG	R	Transportation being the main activity, we are conscious of our contributions to climate change in the form of emissions.	We are a signatory to the Science Based Target initiative (SBTi) and are committed to becoming carbon neutral by 2040.	Negative: Increased operating costs in meeting the environmental standards.
2	Customer satisfaction	O	It is among the top priorities and is very important for our continued and growing business.	Continuous formal and informal interactions with customers and annual customer satisfaction surveys assist in understanding the exact requirement.	Positive: Improve competitiveness and adapt to client expectations by leveraging our expertise in low-carbon solutions.
3	Energy efficiency	O	Energy efficiency helps organisations in both aspects of environmental impact and cost.	This is addressed through our ACE energy efficiency project implemented across locations with targets.	Positive: Cost and environmental impact.
4	Employee training and development	O	Well-trained employees contribute positively to the operational performance of the organisation.	Training needs are identified at the start of the year, and it is ensured that relevant trainings are imparted to the employees.	Positive: Facilitate a best-in-class employee experience, thereby impacting our ability to attract, hire, train, engage and retain talent.
5	Ethics and Code of Conduct	R	Employees deviating from the norms of ethics and the code of conduct may have a serious effect on the organisation's reputation.	MLL's CoC is a wholesome document and covers all aspects, with regular trainings imparted to employees.	Negative: Impact on the Company's reputation and stakeholder trust.
6	Focus on renewable energy	O	RE helps organisations reduce their environmental impact.	All our new BTS facilities have solar installations.	Positive: Ensuring sustainable growth of the Company.
7	Occupational health and safety	R	Health & safety is among the top priorities, as any accident has a major impact in terms of cost, life, and reputation, among others.	MLL is ISO 45001 certified, and regular trainings are imparted to employees across locations.	Negative: Impact on the Company's reputation and employees & partners' trust in the organisation.
8	Corporate governance	R	Strong corporate governance helps achieve the organisation's purpose and mission and mitigates risk that undermines stakeholder trust, reputation and disrupts business.	Corporate governance framework	Negative: Impact on the Company's reputation and stakeholder trust.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

THIS SECTION IS AIMED AT HELPING BUSINESSES DEMONSTRATE THE STRUCTURES, POLICIES AND PROCESSES PUT IN PLACE TOWARDS ADOPTING THE NGRBC PRINCIPLES AND CORE ELEMENTS.

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Question	1 a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	b. Has the policy been approved by the Board? (Yes/No)	c. Web-link of the policies, if available
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Policy and management processes

P1	Ethics & transparency	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/MLL-COC-for-Directors.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Whistle-Blower-policy.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determining-Material-RPTs.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf https://mahindralogistics.com/wp-content/uploads/2022/08/Code-of-Practices-and-Procedures-for-fair-disclosure-of-UPSI.pdf https://mahindralogistics.com/wp-content/uploads/2022/08/Dividend-Distribution-Policy.pdf MLL's intranet portal (TheHive)
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Disclosure Question		1 a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	b. Has the policy been approved by the Board? (Yes/No)	c. Web-link of the policies, if available
P2	Product responsibility	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-Sustainability-Policy.pdf MLL's intranet portal (TheHive)
P3	Human resources	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Whistle-Blower-policy.pdf MLL's intranet portal (TheHive)
P4	Responsiveness to stakeholders	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-Sustainability-Policy.pdf https://mahindralogistics.com/wp-content/uploads/2022/12/MLL-CSR-Policy.pdf https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf MLL's intranet portal (TheHive)
P5	Respect for human rights	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Whistle-Blower-policy.pdf MLL's intranet portal (TheHive)
P6	Responsible lending	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/12/MLL-CSR-Policy.pdf https://mahindralogistics.com/wp-content/uploads/2022/09/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-Sustainability-Policy.pdf MLL's intranet portal (TheHive)
P7	Public policy advocacy	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf

Disclosure Question		1 a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	b. Has the policy been approved by the Board? (Yes/No)	c. Web-link of the policies, if available
P8	Inclusive growth	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf https://mahindralogistics.com/wp-content/uploads/2022/12/MLL-CSR-Policy.pdf MLL's intranet portal (TheHive)
P9	Customer engagement	Yes	Yes	https://mahindralogistics.com/wp-content/uploads/2022/08/MLL-COC-for-SMP-Employees.pdf MLL's intranet portal (TheHive)

Disclosure question	2. Whether the entity has translated the policy into procedures. (Yes/No)	3. Do the enlisted policies extend to your value chain partners? (Yes/No)	4. Name of the national and international codes/certifications/ labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.
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Policy and management processes				
P1	Ethics & transparency	Yes	Yes	ISO 9001, UNGC Principles, UN SDGs, National Guidelines on Responsible Business Conduct (NGRBC), Great Place to Work (GPTW) Certified
P2	Product responsibility	Yes	Yes	ISO 9001, ISO 14001
P3	Human resources	Yes	Yes	ISO 9001, ISO 45001, GPTW Certified
P4	Responsiveness to stakeholders	Yes	Yes	ISO 9001, ISO 14001, ISO 45001,
P5	Respect for human rights	Yes	Yes	ISO 45001, GPTW Certified, UNGC Principles
P6	Responsible lending	Yes	Yes	ISO 9001, ISO 14001, ISO 45001
P7	Public policy advocacy	Yes	Yes	ISO 9001, GPTW Certified
P8	Inclusive growth	Yes	Yes	ISO 9001, GPTW Certified
P9	Customer engagement	Yes	Yes	ISO 9001, ISO 27001

Disclosure question	5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.
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Policy and management processes

P1	Ethics & transparency	<p>MLL has ESG and other business commitments with detailed goals & yearly targets, and the progress against these targets is communicated through the Integrated Annual Report and other stakeholder disclosures, such as investor presentations in the public domain.</p> <p>Commitments:</p> <ol style="list-style-type: none"> Carbon neutrality by 2040. Approved Science Based Targets initiative by SBTi. <ol style="list-style-type: none"> Reduce 88% of Scope 1 & 2 emissions per employee by 2033, with 2018 as the base year. Reduce 69% of Scope 3 emissions per million km by 2033, with 2018 as the base year. MLL is a signatory to The Climate Pledge, a commitment to being net zero carbon by 2040. <ol style="list-style-type: none"> We measure and report greenhouse gas emissions on a regular basis. Implement decarbonisation strategies like efficiency improvements, renewable energy, material reductions, and other carbon emission elimination strategies. Take actions to neutralise any remaining emissions with additional, quantifiable, real, permanent, and socially beneficial offsets to achieve net zero annual carbon emissions by 2040.
P2	Product responsibility	
P3	Human resources	
P4	Responsiveness to stakeholders	
P5	Respect for human rights	
P6	Responsible lending	
P7	Public policy advocacy	
P8	Inclusive growth	
P9	Customer engagement	

Governance, leadership and oversight

7.	Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements	<p>MLL is committed to delivering a sustainable future by accelerating commerce and empowering communities to RISE. The Company's sustainability strategy is linked to the business strategy, as we aspire to be an employer of choice, a provider of choice, and an investment of choice.</p> <p>Information on ESG-related challenges is elaborated in the Managing Director & CEO Message in this report.</p>
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	<p>Mr. Rampraveen Swaminathan</p> <p>Managing Director & CEO</p>
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability-related issues? (Yes / No).	<p>Yes. The CSR Committee of the Board oversees business responsibility and progress on our sustainability ambitions.</p>
If yes, provide details.		<p>The CSR Committee of the Board constituted in compliance with the provisions of the Act read with the applicable rules made thereunder consists of four Directors as on 31st March, 2023, of whom one half are Independent Directors. Details of the composition of the CSR Committee as on 31st March, 2023 is given hereunder:</p> <p>Mr. Ranu Vohra, Independent Director - Chairman</p> <p>Ms. Malvika Sinha, Independent Director - Member</p> <p>Mr. Rampraveen Swaminathan, Managing Director and CEO - Member</p> <p>Mr. Naveen Raju, Non-Executive Director - Member</p>

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee	Committee of the Board								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee	Committee of the Board								
Subject for review	Frequency (annually/half yearly/quarterly/any other - please specify)								
Performance against above policies and follow up action Frequency (Annually/ Half yearly/ Quarterly/Any other - please specify)	Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances Frequency (Annually/ Half yearly/ Quarterly/Any other - please specify)	Annually								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Yes. TUV Rheinland (ISO9001, 14001 & 45001), KPMG (independent assurance as a part of Mahindra Group Sustainability report)								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C : PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 - BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	On-going- Multiple trainings throughout the year	Familiarisation sessions for the Directors of the Company covering issues related to Safety, Health and Environment, Strategy/Industry Trends, Ethics & Ethics, Governance and Legal & Regulatory matters. These matters are also regularly discussed and deliberated upon in Board meetings, Board's Audit Committee meetings, and other committees. Details of familiarization programmes given to Directors are available at https://mahindralogistics.com/wp-content/uploads/2023/04/Familiarization-Programs-conducted-in-FY-2023.pdf and also disclosed in the Report on Corporate Governance, forming part of this Integrated Annual Report	100%
Key Managerial Personnel	4	- MLL Code of Conduct - Prevention of sexual harassment	81%
Employees other than BoD and KMPs	54	- MLL Code of Conduct - Prevention of sexual harassment	77%
Workers	127	- MLL Code of Conduct - Prevention of sexual harassment - Safety awareness	56%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

NGRBC Principle	Monetary			
	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/fine	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	

4. Does the entity have an anti-corruption or anti-bribery policy?

Yes.

If yes, provide details in brief

MLL's Code of Conduct is a comprehensive document that covers applicable laws and regulations, including anti-bribery, anti-corruption, and ethical handling of conflicts of interest. It guides us to set a common standard of ethical approach that consistently reflects in our behaviour and business dealings.

if available, provide a web-link to the policy.

https://mahindralogistics.com/wp-content/uploads/2022/03/EE_2021-22_299_PR_MLL_Code-of-Conduct-A5-030322-1.pdf

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	2022-23	2021-22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	17	16
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	2022-23		2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil		Nil	

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Segment	Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
Business Associates	48	Vendor Code of Conduct (Ethics, Human Rights, Environment & Safety), Women's Empowerment, Communication Skills, and Digital Payment, among others.	Not available

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, the Company has processes in place to avoid/manage conflicts of interest involving members of the Board. Every Board member discloses the names of the entities or arrangements in which they are interested, which are brought to the attention of the Board, wherever required.

The Board of the Company, including its subsidiaries, has adopted a Code of Conduct for Directors, Senior Management, and Employees that provides direction and principles to be followed while performing duties, manages conflicts, and conducts its activities in an ethical and transparent manner. The Code specifically requires that any person who considers that they are potentially in a situation of conflict of interests owing to their other activities outside the Group, family relationships, personal assets, or any other reason, should immediately notify this fact to the Chairman of the Board (in the case of Directors), who will review the question and determine a proper course of action, including whether consideration or action by the full Board is necessary.

Directors involved in any conflict or potential conflict situations recuse themselves from any discussions or decisions concerning those matters.

PRINCIPLE 2 - BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R&D	0%	0%	-
Capex	33.96%	14.90%	Electrical vehicles (eDel) for electrifying the last mile delivery MHE which are battery operated and benefits the environment.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes.

b. If yes, what percentage of inputs were sourced sustainably?

We are a 3PL company and do not source raw materials. However, most of our procurement decisions follow the principles of sustainable sourcing. Some examples are:

- eDel vehicles for electrifying our last mile delivery (>30% electrified operations)
- Eco-pallets replacing plastic pallets: We piloted a new sustainable product- Eco-pallets. The Eco-pallets are made from post-consumer recycled wood with a patented Polyurethane coating. Its deployment is planned at the majority of our warehouses across all business verticals
- Green Infrastructure: We have curated Built to suit warehouses (BTS), a customer offering that primarily consists of IGBC-certified Green warehouses. Our head office in Mumbai and regional offices in Hyderabad and Delhi are IGBC-certified green buildings

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging)	Not applicable. MLL is a 3PL company that is mainly a service provider and not into the production of finished goods. Since the Company only deals with providing services, it is not involved in reusing, recycling, and disposal of the developed products.
(b) E-waste	
(c) Hazardous waste	
(d) Other waste	

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No).

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable.

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Not applicable.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not applicable.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not applicable. MLL is a 3PL company, and we don't manufacture any product.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Not applicable. MLL is a 3PL company, and we don't manufacture any product.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not applicable. MLL is a 3PL company, and we don't manufacture any product.

PRINCIPLE 3 - BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
	(A)	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	3,603	3,603	100	3,603	100	0	0.00	3,603	100	0	0.00
Female	343	343	100	343	100	343	100	0	0.00	7	2.00
Total	3,946	3,946	100	3,946	100	343	9.00	3,603	91	7	0.1
Other than permanent employees											
Male	283	283	100	283	100	0	0.00	283	100	0	0.00
Female	15	15	100	15	100	15	100	0	0.00	0	0.00
Total	298	298	100	298	100	15	2	283	100	0	0.00

* The workers' category is not applicable to MLL

2. Details of retirement benefits, for current financial year and previous financial year.

Benefits	2022-23		2021-22	
	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	Y	100	Y
Gratuity	100	Y	100	Y
ESI	24	Y	26	Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. MLL is focussed on recruitment of persons with disabilities. Roles were identified at the Corporate Office as well as various operations sites for persons with disabilities, so that they could be provided with an opportunity to develop their careers in their respective areas of specialisation. The organisation identified and engaged with specific partners, specialising in hiring and sensitisation with respect to persons with disabilities. To ensure that the work environment was conducive, infrastructural modifications were made based on an audit conducted by an external consultant.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the entity has a diversity and inclusion policy and MLL Code of Conduct that ensure equal opportunity. <https://mahindralogistics.com/diversity-and-inclusion/>

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees	
	Return to work rate	Retention rate
Male	90%	69%
Female	91%	50%
Total	90%	67%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	Remark
Permanent employees	Yes	A dedicated Appraisal Grievance Redressal mechanism was launched to address employee grievances in a timebound and effective manner that provided employees with a forum to have their concerns addressed.
Other than permanent employees	Yes	The Sanjeevani programme has been curated for the benefit of third-party employees to ensure that there is higher engagement and productivity. There are regular Sanjeevani sessions, works committee sessions, and tool-box sessions that are conducted to guarantee that there is a platform to raise their concerns. Through these sessions, grievances are reviewed and addressed for resolution.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	2022-23			2021-22		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total permanent employees	3,946	440	11	4,152	439	10
- Male	3,603	431	12	3,821	439	11
- Female	343	9	3	331	0	0

8. Details of training given to employees and workers:

Category	2022-23					2021-22				
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	3,603	2,810	78	3,099	86	3,821	2,663	70	2,989	78
Female	343	185	54	271	79	331	143	43	263	79
Total	3,946	2,995	76	3,370	85	4,152	2,806	68	3,252	78

9. Details of performance and career development reviews of employees and workers:

Category	2022-23			2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	3,603	2,462	66.00	3,821	2,708	71.00
Female	343	255	74.00	331	284	86.00
Total	3,946	2,717	69.00	4,152	2,992	72.00

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).

Yes.

If yes, the coverage such system?

All Locations. MLL is certified for the Integrated Management System (IMS) that consists of:

- ISO45001:2018 Occupational Health and Safety Management System OHSMS
- ISO14001:2015 Environment Management System (EMS)
- ISO9001:2015 Quality Management System (QMS) ISO certification

MLL also follows the Mahindra Safety Way (TMSW) standard, consisting of 25 process parameters and 8 result parameters as per the M&M Central Safety Council (CSC).

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Work-related hazards are identified under Hazard Identification and Risk Assessment (HIRA) as per the ISO 45001:2018 standard.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. We have a web-based application, M-Safe (<https://safety.mahindralogistics.com>), for reporting unsafe acts, unsafe conditions, near misses, first aid cases, road incidents, fire incidents, non-reportable, and reportable incidents.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. MLL has a well-established procedure for health checkups and medical support for their staff as per HR policy.

11. Details of safety-related incidents, in the following format:

Safety incident/number	Category	2022-23	2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Other than employees	0.01	0.06
Total recordable work-related injuries	Employees	0	0.50
	Other than employees	0.37	0.77
No. of fatalities	Employees	0	0
	Other than employees	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Other than employees	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

- Risk Assessment and Mitigation Plan
- Inspection/Audit and Measurement
- Competency Development through Trainings (Fire Safety, Material Handling, Electrical Safety, and Emergency Preparedness, among others)
- Review Mechanism
- Emergency Response Plan
- ARVR (Augmented Reality Virtual Reality) Training Module on Fire Safety & Electrical Safety
- Tracking and Closure of Unsafe Acts & Unsafe Conditions (99%)
- Bi-monthly safety theme based inspection
- Safety Observation Tour (SOT)
- Reporting and Closure of Unsafe Acts & Unsafe Conditions through Web-Based Application, M-Safe (<https://safety.mahindralogistics.com>)

13. Number of complaints on the following made by employees and workers:

	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	28,100	26	99.90% closure	27,657	34	99.87% closure
Health & safety	18,651	11	99.94% closure	21,313	18	99.91% closure

14. Assessments for the year:

Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third-parties)
Health and safety practices	100
Working conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

- a. Forming Incident Investigating Team - The line management will form the team within 8 hours of the occurrence of the incident.
- b. Determining Facts - Incident investigating team will perform the tasks like scene recreation through photographs, seek inputs from key personnel like operator, and supervisor, among others.
- c. Determining Key Factors - Key factors are those circumstances that may have contributed to the occurrence of incident. This will be determined by performing a root cause analysis.
- d. Determine Systems to be Strengthened - The systems that need to be strengthened will be identified by determining the key factors.
- e. Recommending Corrective & Preventive Actions - Based on the key factors determined, corrective, and preventive actions will be recommended.
- f. Documentation & Communication of Findings - The incident investigation report will be made and submitted by the team leader to the leadership team.

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of

a. Employees (Y/N)

Yes. All employees are covered under the Group Term Life Insurance Policy.

b. Worker (Y/N)

Not Applicable

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Yes. It is ensured that all clauses on human rights-related aspects like minimum wages, working hours, and freedom of association are part of the Vendor Code of Conduct. Each value chain partner must sign the Vendor Code of Conduct and abide by the clauses. We have a compliance tool in place that tracks the entity's and BA's monthly statutory compliances, which are audited on a monthly basis by our compliance partner. Also, our Location HR conducts random checks on BA's statutory payments.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	2022-23	2021-22	2022-23	2021-22
Employees	0	0	0	0
Other than employees	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100
Working conditions	100

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

- a. Hazard Identification and Risk Assessment
- b. Behaviour-Based Safety
- c. Work Permit System
- d. Contractor Safety Management
- e. Transportation Safety
- f. Electrical Safety Management
- g. Personal Protective Equipment
- h. Fire Safety Management
- i. Material Handling Safety
- j. Lock Out Tag Out Process
- k. Incident Management
- l. Work at Height Safety

PRINCIPLE 4 - BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholder engagement for us is about collaborating and working together with them to ensure a win-win for them, our Customers and our Company. Being a third-party logistics provider, the stakeholders in the value chain are very critical for the sustainable growth of the Company. Hence, understanding and satisfying the needs and aspirations of stakeholders is an important factor in the process of our service delivery. During the year, a detailed exercise was carried out to ensure that all our stakeholders were effectively covered, and that the engagement process brought value to the Company as well as each stakeholder group. Wherever required, each stakeholder group was further divided into sub-groups depending on the needs of the business vertical and the role they play in ensuring a high level of customer service. An internal survey was conducted during the year, based on which the stakeholders were identified.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/ half yearly/ quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Other	Others - please specify	Training & capacity building, newsletters, surveys, organisational communication platforms, reward & recognition, employee involvement in CSR activities of the Company

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/ half yearly/ quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Other	Others - please specify	Satisfaction surveys, personal visits, newsletters, health & safety training & awareness programmes for the employees of Customers, Control Tower for complete visibility of fleet movement, Participation in launch of new operations/ Products
Business partners	No	Other	Others - please specify	Office visits, periodic mailers, newsletters, meetings with CEO and senior leadership. Training to drivers on safe driving. Business partners development, reward & recognition programmes, toll-free helpdesk, satisfaction surveys, involvement in the Company's CSR activities.
Shareholders/ investors	No	Newspaper	Others - please specify	Press release, statutory & voluntary disclosures, personal meetings, and presentations.
Government & regulators	No	Other	Others - please specify	Policy interventions in the interest of the industry through trade bodies.
Local communities	Yes	Other	Others - please specify	Various CSR activities, in association with NGOs, or directly based on need assessment, and employee volunteering, among others.

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

'Expand the ESG mandate' is a part of our CEO policy and priorities, which are cascaded to all business verticals with targets. Consultation with stakeholders on ESG topics is conducted by business leaders within the organisation, who are also responsible for engaging with stakeholders continuously. Material issues for the business are prioritised based on their impact on our stakeholders and our business. ESG updates, along with scores of customer satisfaction and M-Cares employee engagement, forms an agenda for all board meetings.

Read our ESG aspirations at <https://mahindralogistics.com/csr-and-sustainability/>

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. Our ESG aspirations are based on material topics based on our stakeholder consultations. The top material topics were shortlisted and prioritised based on their impact on our stakeholders and our business.

For 2022-23, senior leaders of the organisation were engaged for the materiality matrix refresh with a view to gain their perspectives on the key issues pertaining to ESG and build their buy-in. As a part of this exercise, questionnaires were shared with the leaders of the organisation, asking for their views on the topics that were material to the organisation. The material issues identified after this exercise were used in this report and other strategic decisions of the organisation.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Over the last few years, MLL has been focusing on the initiative of building gender diversity and making the workplace more inclusive and conducive for all its employees. MLL has been proactive in recruiting as well as developing diversity groups across levels in the organisation. There are several initiatives taken in this regard, some of these are outlined below:

Audit and Assessments

- Infrastructure Accessibility audit has been conducted at the Head Office as phase one to identify barriers to the inclusion of PWDs. The detailed report is awaited.

A Gender-Neutral Washroom at HO has been opened to foster the inclusion and comfort of various gender identities and expressions. An FAQ and announcement will be provided to help employees understand this new initiative.

Recruitment

- **Udaan** - The Second Career Internship Programme, focusses on enabling women on a career break to continue their work journey at MLL.
- **VEER** - The Veteran Employment Engagement and Retention (V.E.E.R) programme was conceptualised to provide armed forces veterans from the enlisted

cadre (retired JCO/NCOs) with opportunities in the operations function. Considering that they are highly disciplined and face challenges in seeking relevant job opportunities based on the skills that they bring to the table, the organisation provides them with a one year programme where they undergo extensive training, functional onboarding, site level orientation, mentoring, and shadowing. The organisation has inducted the third batch of candidates from the V.E.E.R programme with armed forces veterans and trained them to join our ground operations, which brings the total number of VEER veterans inducted to 30.

- **Women in operations through diversity feeder programmes** (Mission 100 women) - To increase the supply of talent into the workforce, the organisation recruited 55 women trainees as Management and Graduate Engineer Trainees, which would help drive gender diversity at the operational band. The focused campus programme for hiring women trainees for operations was intended to train women in warehouses, stores and linefeed, and transportation operations before assigning them specific roles.
- **Persons with Disabilities inclusion** - MLL is focused on the recruitment of persons with disabilities. Roles were identified at the corporate office as well as various operations sites for Persons with Disabilities, so that they could be provided with an opportunity to develop their careers in their respective areas of specialisation. The organisation identified and engaged with specific partners, specialising in hiring and sensitisation with respect to Persons with Disabilities. To ensure that the work environment was conducive, infrastructural modifications were made on the basis of an audit conducted by an external consultant.
- **LGBTQIA+ community inclusion** - There are focused efforts to hire professionals from the community. There are various sensitization and awareness trainings conducted for all employees. The LGBTQ inclusion policy was created in 2020-21, to create an enabling workplace for employees from the LGBTQ community, by covering them in adoption leave, compassionate leave, mediclaim for same-sex partners and the anti-sexual harassment policy. Before hiring candidates from the community, a leadership sensitisation session was conducted to create awareness about the community, which was followed by ground level sensitisation and the fulfilment of infrastructure requirements.

Programmes: Awareness & Sensitisation

- **Diversity Circles/Employee Circles**
An initiative to connect with groups, such as women, PRIDE, PWD, and veterans. The aim is to provide a safe and trusted space for them to share their experiences, offer suggestions for cultural improvement, and collaborate cross-functionally with peers. Our intent is to conduct these circles every quarter with the support of HRBPs at sites and subsidiary companies, ensuring that discussions are structured and standardised to uniformly collect insights.
- DEIA Sensitisation sessions are also conducted around gender and other aspects of diversity and inclusion, the prevention of sexual harassment etc.
- **Prevention of Sexual Harassment at the Workplace (POSH)** - MLL takes POSH compliance very seriously, and to ensure this, everyone undergoes mandatory training and there are sessions conducted at all MLL warehouses and plants. The IC committee was revamped recently with 50% women's appointments. The POSH policy not only covers harassment against women but also includes our LGBTQ employees and all other gender identities at MLL.
- **Women specific sessions and facilities** - Periodic sessions around menopause and other women's health-related subjects are conducted for all MLL women employees. There is also a facility for sanitary napkins at MLL's warehouses and plants for all its women employees.

Employee Work - Life Initiatives

- **Employee Assistance Program** - In an attempt to nurture and enhance the emotional and psychological well-being of our employees, MLL introduced Inner Sight, an employee assistance programme that allows all employees to undergo counselling/consulting with professional well-being experts in a non-judgmental and confidential environment. This programme is also extended to the employee's immediate family members.
- **Birth & beyond programme** - Women, through the course of their careers, go through various life stages, maternity being one of them. The programme 'Birth & Beyond' has been conceptualised and launched with the aim of making motherhood smoother and happier. It encompasses creation of a conducive work environment for women employees throughout the maternity continuum (during early motherhood) - pre-maternity, maternity & post-maternity, by giving them flexibility in their work schedules and workloads. The programme includes providing them all possible support including child-care options, counselling and phase back programme, to reduce stress about managing both, their motherhood and career priorities.
- **Medical benefits for same-sex partners** - While we focus on diversity, it is equally important to have inclusive policies and processes in place for our diverse set of employees. MLL covers its LGBTQIA+ employees and their same-sex partners under its group medical insurance.
- **Compassionate leave** - This leave of four days is also extended to our LGBTQIA+ employees and may be availed of on the demise of an immediate family member/same-sex partner.

PRINCIPLE 5 - BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	2022-23			2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	3,603	3,099	86%	3,741	0	0
Other than permanent	343	271	79%	411	0	0
Total employees	3,946	3,370	85%	4,152	0	0

2. Details of minimum wages paid to employees and workers, in the following format:

Category	2022-23					2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	3,648	1,616	44%	2,044	56%	3,741	3,161	84%	580	16%
Male	3,320	1,501	45%	1,822	55%	3,417	2,927	86%	490	14%
Female	328	115	34%	222	66%	324	234	72%	90	28%
Other than permanent	298	217	73%	77	27%	411	411	100%	-	-
Male	283	202	72%	77	28%	404	404	100%	-	-
Female	15	15	100%	-	-	7	7	100%	-	-

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	5	18,60,000	2	17,35,000
Key Managerial Personnel	1	-	1	-
Employees other than BoD and KMP	3,601	3,78,864	342	4,96,236

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

An employee grievance redressal policy has been formulated, which ensures that there is a platform for any employee to raise any genuine problem, concern, or grievance about their working environment or working relationship that they wish to seek redressal through a workflow mechanism. An employee who has experienced a particular grievance at the workplace that has not been addressed in a reasonable time should escalate the grievance making use of the options at his/her disposal. Employees can raise grievances during the 'Location HR Connect' sessions conducted at the location by the location HR and regional HR on a monthly basis. In addition to this, there are Zonal Redressal Committees as well as a National Redressal Committee to redress the same. Employees can raise any work, behavioural and hygiene-related grievance if any, by making use of the Zonal grievance committee. The employee should write an e-mail to the respective Zonal redressal Committee, making use of dedicated e-mail ID describing the nature of grievance. If the Zonal Redressal committee is unable to resolve any grievances, then they should consult the National Redressal Committee for a resolution.

6. Number of complaints on the following made by employees and workers:

	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	4	0	Nil	4	1	Nil
Discrimination at workplace	0	0	Nil	14	0	Nil
Child labour	0	0	Nil	0	0	Nil
Forced Labour/involuntary labour	0	0	Nil	0	0	Nil
Wages	0	0	Nil	0	0	Nil
Other human rights-related issues	0	0	Nil	5	5	Nil

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The grievance redressal mechanism ensures that confidentiality is critical in ensuring that no reprisal or retaliatory action is taken against an employee who has reported the same.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third-parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

None.

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

The organisation has launched the Employee Code of Conduct (COC) that covers necessary sections pertaining to human rights grievances/complaints. The Code of Conduct outlines necessary behaviours that are permissible and those which are not. In addition to this, the organisation also has the Speak Up platform wherein if any employee witnesses or suspects unethical behaviour, including any violation of the MLL COC or a Company policy, the employee can reach out to the Ethics Helpline. The Mahindra Group (including MLL) has partnered with an external global company, Convercent, which offers a secure and confidential platform to report issues related to MLL COC violations. This platform ensures an open and transparent culture by providing a secure, independent, and transparent mode of logging complaints.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

None.

3. Is the premise/office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. Provisions have been made at specific sites/offices where differently-abled employees operate.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	It is ensured that all clauses on human rights-related aspects like prevention of child labour, forced labour, sexual harassment, and discrimination at workplace are part of the Vendor Code of Conduct. Each value chain partner must sign the Vendor Code of Conduct and abide by the clauses.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

None

PRINCIPLE 6 - BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Please specify unit	2022-23	2021-22
Total electricity consumption (A)	GJ	9,908	5,163
Total fuel consumption (B)	GJ	712	222
Energy consumption through other sources © (Solar On-site)	GJ	296	0
Total energy consumption (A+B+C)	GJ	10,916	5,385
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) (GJ/INR Cr)	(GJ/INR Cr)	2.45	1.48
Energy intensity (optional) - the metric selected by the entity is (GJ/FTE)	(GJ/FTE)	2.766	1.297

* As a growing 3PL business, our focus has been to maintain adequate scope of reporting across years. Customer demand necessitates setting up of operations in newer geographies which often results in closure of old and opening of new operational facilities. In order to enhance the scope of reporting in FY 22-23, we added our new state-of-the-art, large BTS warehouses (Built to Suit) into the scope of sustainability reporting, and therefore the performance on most parameters is not comparable with previous year's performance.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N). If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any

Not applicable.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	2022-23 (in kl)	2021-22 (in kl)
Water withdrawal by source (in kiloliters)		
(i) Surface water	NA	NA
(ii) Groundwater	0	1,574
(iii) Third party water	1,915	668
(iv) Seawater / desalinated water	NA	NA
(v) Others (Municipality Water Supply)	7,259	6,164
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	9,174	8,406
Total volume of water consumption (in kilolitres)	9,174	8,406
Water intensity per rupee of turnover (Water consumed / turnover) (kl/INR Cr)	2.05	2.31
Water intensity (optional) - the metric selected by the entity is (kl/FTE)	2.33	2.02

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency.

No.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

At our select state-of-the-art warehouses, we have established monitoring measures. These measures include warehouse air circulation, DG air emission monitoring, temperature, energy, and water usage in conjunction with heat mapping on the air emission movement of trucks and people throughout the warehouse for operational control. The air emissions due to our warehouse operations are insignificant.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	2022-23 (in tCO ₂ e)	2021-22 (in tCO ₂ e)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	53.7	16.7
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	1,954	1,043
Total Scope 1 and Scope 2 emissions per rupee of turnover (tCO ₂ e/INR Cr)	0.45	0.29
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity (tCO ₂ e/FTE)	0.508	0.249

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes. We are committed to becoming Carbon Neutral by 2040. Our strategy to achieve carbon neutrality is guided by our climate change policy, which focuses on enhancing energy productivity, increasing the renewable energy mix, refining our emissions targets and carbon offsetting. MLL has aligned with SBTi targets on reducing GHG emissions. Some of these measures include:

1. Optimisation of energy utilization and replacing conventional lighting and other energy equipment with technologically advanced energy efficient equipment. This has resulted in saving of 17 lakh kWh amounting to reduction of GHG emissions of around 1228 tCO₂e.
2. Electrifying the last mile through eDel and EV deployment in our Mobility business.
3. Reducing customer carbon footprint with dedicated low carbon solutions.
4. Setting up Solar PV at warehouses.
5. Evaluating shift in fuel usage from diesel to alternate fuels like CNG/ biodiesel/LNG.
6. Shift in modes of transport i.e. road to rail.
7. Large scale afforestation.

8. Provide details related to waste management by the entity, in the following format:

Waste management is an important aspect of our warehousing operations which is limited to waste collection, segregation and disposal to authorised vendors. However, the waste collected is majorly non-hazardous in nature and quantities are insignificant.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Being in the service industry at the core, our products are customised logistics solutions catered across a diverse set of industries. Our operations are not waste intensive.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not applicable. MLL has operational facilities and offices across 28 Indian States. None of these facilities or offices are in ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable. Being a service industry at the core, our products are customised logistics solutions catered across a diverse set of industries. We do not deal into larger projects that need environmental impact assessments.

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes. As a service provider operating on an asset-light model, the consent to establish or operate is not applicable to the Company.

If not, provide details of all such non-compliances, in the following format:

Not applicable

LEADERSHIP INDICATORS

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	Please specify unit	2022-23	2021-22
From renewable sources			
Total electricity consumption (A)	GJ	296	0
Total fuel consumption (B)	GJ	0	0
Energy consumption through other sources (C)	GJ	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	296	0
From non-renewable sources			
Total electricity consumption (D)	GJ	9,908	5,163
Total fuel consumption (E)	GJ	712	222
Energy consumption through other sources (F)	GJ	0	0
Total energy consumed from non-renewable sources (D+E+F)	GJ	10,620	5,385

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

2. Provide the following details related to water discharged:

Parameter	2022-23 (in kl)	2021-22 (in kl)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment		
- With treatment - please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment - please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment - please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment - please specify level of treatment		
(v) Others		
- No treatment		
- With treatment - please specify level of treatment		
Total water discharged (in kilolitres)		

At our BTS warehouses and stock yards, waste water generated is treated in sewage treatment plants and reused for internal domestic purposes and landscaping.

Note: Indicate if any independent assessment / evaluation /assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

MLL has planned an internal research-based study to evaluate its presence in water-stressed areas in India. As a result of the study, a detailed plan will be prepared to determine and guide the consumption patterns in these regions.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	2022-23	2021-22
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	4,29,525	2,08,771
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/INR Cr	96.32	57.49
Total Scope 3 emission intensity (optional) - the metric selected by the entity is (tCO ₂ e/Mn km)	tCO ₂ e/Mn km	168	105

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable.

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Refer Annexure 7: Conservation of Energy, Technology Absorption.

7. Does the entity have a business continuity and disaster management plan?

Yes.

Give details in 100 words/ web-link.

The MLL Business Continuity Plan (BCP) contains the information required to recover defined critical services in the event of a disaster or emergency. More than anything else, the BCP is a living document. It requires maintenance as the applications and technologies we deploy increase in sophistication and complexity. Continued changes in the scope and depth of services provided by MLL must be continually reflected in the contents of the BCP. Its design will reduce the confusion that is inevitable with a disaster or emergency and ensure necessary information and materials for recovery will be available. Identifying requirements and documenting roles and responsibilities before the disaster or emergency (and its confusion) occurs will provide organisational structure and well-defined teams throughout the recovery process. Establishing the priority of actions and events in advance improves decision-making processes and supports personnel who are quite possibly fulfilling unfamiliar roles in a challenging and uncertain environment. Additionally, it identifies anticipated activities that require advance knowledge and planning by MLL employees. This establishes realistic expectations and promotes the teamwork essential to a successful recovery process. A disaster or emergency is an unforeseen event, whether man-made or natural, that prevents normal operations and results in potentially ruinous damage to the business, personnel, unless corrective actions are taken. The plan is a guide to ensure the 'Business Continuity' of MLL and our customers' automated applications within documented guidelines by means of providing for emergency management and recovery strategies until critical services approaching normalcy are resumed. Purpose The primary purpose of this document is to provide pre-agreed actions for the employees of MLL to respond effectively in the event of a disaster or emergency. The main purpose of this document is to enable the Emergency Response Team to effectively respond to any of the identified or unidentified threats to our business. The responsibilities of the Management Team and other relevant sectional/departmental heads have been identified.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Transportation being the main activity of the business undertaken by MLL and working on the asset light model, i.e., it relies heavily on the value chain partners for the assets required for transportation and is very well aware of their contributions to climate change in the form of emissions. As a result, our value chain partners are undertaking initiatives like the incorporation of EVs in their fleets, fuel shift from diesel to CNG, and planting trees, among others.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

- Business Associates are implementing sustainability-related projects at their facilities, which they share on a regular basis and that are in turn reported in our Internal BA Newsletter. These initiatives are also shared with other BAs during visits, with the objective of inspiring them undertake similar initiatives. However, no assessment for environmental impact was done for our partners.
- 23 BA are identified for the Sustainable Supplier Impact Programme for 2023-24 with the assistance of the United Nations Global Compact (UNGC) and Accenture.

PRINCIPLE 7 - BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/associations.

MLL has two important industry associations.

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Confederation of Indian Industry (CII)	International
2	CII Institute of Logistics - MOVE	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

None.

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

MLL engages at national, regional, and local levels to drive innovation (Catapult-nurturing the start-up ecosystem), promote sustainable fuels, electrification, and a net zero emission agenda. To this end, we partner with relevant authorities, business organisations, technology industry associations, educational institutions, and cause-based organisations in India to build mutually beneficial partnerships.

PRINCIPLE 8 - BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not applicable.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Not applicable.

3. **Describe the mechanisms to receive and redress grievances of the community.**

MLL is well connected to the urban/rural communities in and around its operations. We have listening mechanisms where we understand the needs of the community and attempt to address them as per our CSR policy and management principles. We conduct thorough need assessments within our communities periodically, which helps us to design our programmes with better community outreach.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	2022-23	2021-22
Directly sourced from MSMEs/ small producers	32%	26%
Sourced directly from within the district and neighboring districts	100%	100%

LEADERSHIP INDICATORS

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

Not applicable.

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

S. No.	State	Aspirational District	Amount spent (In INR)
1	Uttarakhand	Udham Singh Nagar	13,520

3. (a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)**

No. MLL has planned to develop a responsible supply chain management policy and deploy it across business verticals.

- (b) **From which marginalized/vulnerable groups do you procure?**

Not applicable

- (c) **What percentage of total procurement (by value) does it constitute?**

Not applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

Not applicable, as the Company does not have any intellectual property owned or acquired (in the current financial year) based on traditional knowledge.

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Not applicable.

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Building communities	89,959	100%
2	Sustainability	9,040 (no. of trees)	0%
3	Skill development	1,201	100%

* Women, girl child, differently-abled people, and LGBTQ+ communities are the main vulnerable groups identified.

PRINCIPLE 9 - BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

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 and are tracked till a satisfactory resolution is provided to the customer. Control Tower manages and resolves customers queries and complaints in a timely manner and delivers consistent support. Control Tower has a dedicated helpdesk team for handling customer queries and complaints through channels like apps and over emails. Customer feedback and complaints can be addressed through e-mails to enquiries-ml@mahindra.com.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and / or safe disposal.

Not applicable

3. Number of consumer complaints in respect of the following:

There are no consumer complaints with respect to data privacy, advertising, cyber security, delivery of essential services, restrictive trade practices, and unfair trade practices.

4. Details of instances of product recalls on account of safety issues:

Not applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes. MLL manages information security in conformance with the ISO 27001 standard.

If available, provide a web-link of the policy.

Not available in the public domain.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

We did not face any issues related to advertising, delivery of essential services, cyber security, and data privacy of customers. To ensure cyber safety for the organisation, we are maintaining a secure infrastructure to protect the confidentiality, integrity, and availability of business-critical data. This includes data security, application security, end-point security, network security, and perimeter security. We use advanced security tools and solutions like next-generation firewalls, border routers, IDS, IPS, anti-malware protection, DLP, encryption, and dual factor authentication, among others, at each layer to ensure highest level of security. This year's UEM programme was launched by M&M, which included the deployment of advanced security tools like DLP and endpoint security with EDR and MDR. Besides these security measures, we have taken initiative to raise cyber awareness among the end-users to make them understand the nature of cyber security threats, how threats can jeopardise organisational security, and what employees should do if they encounter a threat.

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web-link, if available).

Not applicable. Since the Company is not into the manufacturing of products, the aspects pertaining to product labelling are not applicable.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Not applicable. Since the Company is not into the manufacturing of products, the aspect of safe and responsible usage of products is not applicable.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Refer to Principle 6, Question 7 of Leadership indicators, in this report.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable)

Not applicable. Since the Company is not into the manufacturing of products, and aspects pertaining to product information display are not applicable.

Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact

Nil

b. Percentage of data breaches involving personally identifiable information of customers

0

INDEPENDENT AUDITOR'S REPORT

To

The Members of **Mahindra Logistics Limited**

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Mahindra Logistics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the

standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to

the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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,

INDEPENDENT AUDITOR'S REPORT (Contd.)

we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no 45 to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note no 45 to accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate

Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 18 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)

Place: Mumbai

(Membership No. 102637)

Date: 24 April 2023

(UDIN: 23102637BGXUSG7506)

INDEPENDENT AUDITOR'S REPORT (Contd.)**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Mahindra Logistics Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone

financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us on internal financial controls with reference to standalone financial statements

of the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)

Place: Mumbai

(Membership No. 102637)

Date: 24 April 2023

(UDIN: 23102637BGXUSG7506)

INDEPENDENT AUDITOR'S REPORT (Contd.)

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(I) PROPERTY PLANT AND EQUIPMENT :

- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, (capital work-in-progress, including right-of-use assets).
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Company has a program of verification of property, plant, and equipment, (capital work-in-progress and right-of-use assets) so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, during the year certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in (property, plant and equipment and capital work-in progress) are held in the name of the Company as at the balance sheet date.
- d) The Company has not revalued any of its property, plant, and equipment (including Right of Use assets) and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(II) INVENTORY :

- a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information

and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause (ii)(b) of the Order is not applicable.

(III) LOANS, INVESTMENTS ETC. :

- (a) The Company has provided loans and stood guarantee during the year and details of which are given below:

Particulars	Loans Amount (Rs. in Cr.)	Guarantees Amount (Rs. in Cr.)
A. Aggregate amount granted / provided during the year:		
- Subsidiary	4.40	220.00
B. Balance outstanding as at balance sheet date in respect of above cases:		
- Subsidiary	4.40	220.00

The company has not advanced any amount in the nature of loans or provided security during the year.

- (b) The terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loan granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures

performed, in respect of loan granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loan granted to settle the overdue of existing loan given to the same parties.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loan either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

(IV) SECTION 185 AND 186 :

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.

(V) PUBLIC DEPOSITS :

The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(VI) COST RECORDS :

The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed

the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(VII) STATUTORY DUES :

According to the information and explanations given to us, in respect of statutory dues:

- a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, cess, and other material statutory dues applicable to the Company have been generally been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, cess, and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- b) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. In Cr.) [^]
Bihar Value Added Tax	Value Added Tax	Joint Commissioner - Commercial Tax	2013-14	0.02
Telangana Value Added Tax	Value Added Tax	High Court, State of Telangana at Hyderabad	2015-16 to 2017-18	9.05
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2008-09 to 2009-10	3.52
Income Tax	Income Tax	High Court, Bombay	2017-18	3.19

[^]Net of ₹ 13.82 Cr. paid under protest

INDEPENDENT AUDITOR'S REPORT (Contd.)**(VIII) UNDISCLOSED INCOME:**

There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(IX) BORROWINGS:

- a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(X) ISSUE OF SECURITIES :

- a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.

(XI) FRAUD:

- a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies

Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

- c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.

(XII) NIDHI COMPANY :

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(XIII) RELATED PARTIES :

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(XIV) INTERNAL AUDIT :

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to March 2023 for the period under audit.

(XV) NON-CASH TRANSACTIONS :

In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(XVI) 45-IA :

- a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- b) The Group has more than one CIC as part of the group. There are four CIC forming part of the group.

(XVII) CASH LOSS :

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(XVII) RESIGNATION OF STATUTORY AUDITORS :

There has been no resignation of the statutory auditors of the Company during the year.

(XIX) ABILITY TO PAY LIABILITIES :

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is

based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(XX) CSR UNSPENT AMOUNT:

The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)

Place: Mumbai

(Membership No. 102637)

Date: 24 April 2023

(UDIN: 23102637BGXUSG7506)

STANDALONE BALANCE SHEET

AS AT 31 MARCH 2023

(₹ Crores)

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
I Non-Current Assets			
(a) Property, Plant and Equipment	4	179.75	165.66
(b) Right of Use Asset	4	358.73	297.72
(c) Net Investment in Lease	40	23.66	46.11
(d) Capital Work-in-Progress	5	3.25	0.43
(e) Intangible Assets	6	12.52	10.34
(f) Intangible assets under development	7	0.34	13.39
(g) Financial Assets			
(i) Investments	9	194.84	21.41
(ii) Loans	15	4.40	-
(iii) Other Financial Assets	11	55.00	37.53
(h) Deferred Tax Assets (Net)	12	24.19	21.42
(i) Income Tax Assets (Net)	16	118.70	73.77
(j) Other Non-current assets	13	18.13	13.00
Total Non-Current Assets		993.51	700.78
II Current Assets			
(a) Inventories	8	0.41	1.43
(b) Financial Assets			
(i) Investments	9	65.04	116.08
(ii) Trade Receivables	10	451.38	405.67
(iii) Cash and Cash Equivalents	14 A	114.64	131.05
(iv) Bank Balances other than (iii) above	14 B	0.01	0.01
(v) Other Financial Assets	11	412.92	397.84
(c) Other Current Assets	13	85.17	95.99
(d) Assets held for sale (Disposable group)	34	42.08	-
Total Current Assets		1,171.65	1,148.07
Total Assets		2,165.16	1,848.85
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	71.98	71.87
(b) Share Application Money		0.06	0.06
(c) Other Equity	18	555.94	502.93
Total Equity		627.98	574.86
Liabilities			
I Non-Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	40	299.21	267.02
(b) Provisions	21	13.37	14.90
(c) Other Non-Current Liabilities	22	5.98	-
Total Non-Current Liabilities		318.56	281.92
II Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	150.00	-
(ii) Lease Liabilities	40	105.51	94.38
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	23	66.12	34.75
b) Other than Micro and Small Enterprises	23	826.61	801.32
(iv) Other Financial Liabilities	20	17.87	16.92
(b) Provisions	21	3.71	4.09
(c) Current Tax Liabilities (net)	16	3.65	8.26
(d) Other Current Liabilities	22	22.61	32.35
(e) Liabilities held for sale (Disposable group)	34	22.54	-
Total Current Liabilities		1,218.62	992.07
Total Equity And Liabilities		2,165.16	1,848.85

The accompanying notes 1 to 46 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Kedar Raje
Partner

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

Place: Mumbai
Date: 24 April 2023

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2023

(₹ Crores)

Particulars	Notes	Year ended 31 March 2023	Year ended 31 March 2022
I Revenue from operations	24	4,458.90	3,631.08
II Other Income	25	12.04	9.56
III Total Income (I + II)		4,470.94	3,640.64
IV EXPENSES			
(a) Cost of materials consumed	26	6.58	9.81
(b) Changes in inventories of finished goods	27	0.45	(0.45)
(c) Operating Expenses	28	3,792.86	3,085.79
(d) Employee benefits expense	29	289.04	282.20
(e) Finance costs	30	41.42	26.04
(f) Depreciation and amortisation expense	31	169.17	130.41
(g) Other expenses	32	93.68	74.15
Total Expenses		4,393.20	3,607.95
V Profit before exceptional items and tax (III - IV)		77.74	32.69
VI Exceptional items	33	2.70	-
VII Profit before tax (V - VI)		80.44	32.69
VIII Tax Expense			
(a) Current tax	35	18.69	10.42
(b) Deferred tax	35	(2.78)	(2.17)
Total Tax Expense		15.91	8.25
IX Profit After Tax (VII - VIII)		64.53	24.44
X Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		1.57	(1.03)
(b) Income tax relating to items that will not be reclassified to profit or loss		(0.40)	0.26
Total Other comprehensive income		1.17	(0.77)
XI Total comprehensive income for the year (IX + X)		65.70	23.67
XII Earnings per equity share (face value ₹ 10/- per share)			
(a) Basic (in ₹)	36	8.97	3.40
(b) Diluted (in ₹)	36	8.94	3.39

The accompanying notes 1 to 46 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Kedar Raje
Partner

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

Place: Mumbai
Date: 24 April 2023

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2023

(A) EQUITY SHARE CAPITAL

(₹ Crores)

Particulars	Number of Shares	Equity share capital
Balance as at 1 April 2021	71,670,340	71.67
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	71,670,340	71.67
Changes in equity share capital during the year:		
Exercise of Employee Stock Options	201,278	0.20
Balance as at 31 March 2022	71,871,618	71.87
Balance as at 1 April 2022	71,871,618	71.87
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	71,871,618	71.87
Changes in equity share capital during the year:		
Exercise of Employee Stock Options	105,412	0.11
Balance as at 31 March 2023	71,977,030	71.98

(B) OTHER EQUITY

(₹ Crores)

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1 April 2021	112.61	14.06	366.89	493.56
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	112.61	14.06	366.89	493.56
- Exercise of Employee stock options	7.55	(7.25)	-	0.30
- Addition to equity settled employee benefit reserve	-	3.34	-	3.34
- Dividend paid on Equity Shares	-	-	(17.94)	(17.94)
Total Comprehensive income for the year				-
- Profit for the year	-	-	24.44	24.44
- Actuarial loss transferred to retained earnings	-	-	(0.77)	(0.77)
Balance as at 31 March 2022	120.16	10.15	372.62	502.93

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2023

(B) OTHER EQUITY

(₹ Crores)

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1 April 2022	120.16	10.15	372.62	502.93
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	120.16	10.15	372.62	502.93
- Exercise of Employee stock options	4.96	(4.96)	-	-
- Addition to equity settled employee benefit reserve	-	1.70	-	1.70
- Dividend paid on Equity Shares	-	-	(14.39)	(14.39)
Total Comprehensive income for the year				
- Profit for the year	-	-	64.53	64.53
- Actuarial gain transferred to retained earnings	-	-	1.17	1.17
Balance as at 31 March 2023	125.12	6.89	423.93	555.94

The accompanying notes 1 to 46 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Kedar Raje
Partner

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Place: Mumbai
Date: 24 April 2023

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	80.44	32.69
Adjustments for:		
Loss on disposal of property, plant and equipment	0.23	0.07
Provision for expected credit loss recognised on trade receivables	3.25	2.22
Provision for doubtful advances	0.69	0.12
Depreciation and amortisation expense	169.17	130.41
Finance Charges	41.42	26.04
Unrealised gain on reversal of Right of Use Assets	(2.11)	(0.32)
Unrealised gain on sub-lease arrangement	-	(2.70)
Interest Income	(3.54)	(2.60)
Rental Income on Sub-Lease	11.12	6.39
Finance income on net investment in lease	(3.38)	(2.52)
Gain on Business transfer	(2.70)	-
Profit on sale of mutual funds	(0.80)	(1.27)
Share based payment expenses	1.70	3.34
	215.05	159.18
Operating profit before working capital changes	295.49	191.87
Changes in:		
Trade and other receivables	(166.51)	(60.01)
Inventories	1.02	(1.43)
Trade and other payables and provisions	84.90	129.94
	(80.59)	68.50
Cash generated from operations	214.90	260.37
Income taxes paid	(68.62)	(56.07)
Net cash flow generated from operating activities	146.28	204.30
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment to acquire current investments	(935.49)	(1,213.01)
Proceeds from sale of current investments	987.33	1,153.27
Investment in Subsidiaries (refer note 1 below)	(101.89)	-
Investment in Associate	(35.42)	-
Inter Corporate Deposit given	(4.40)	-
Interest income	3.50	1.11
Payment to acquire property, plant and equipment & other intangible assets	(70.67)	(105.51)
Proceeds from disposal of property, plant and equipment	8.69	14.35
Net cash used in investing activities	(148.35)	(149.79)

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Issue of Share Capital	0.05	0.16
Share premium received	-	0.30
Share application money received	0.06	0.06
Proceeds from short term borrowings	150.00	-
Interest paid	(8.32)	(0.25)
Repayment of finance lease obligations	(141.74)	(102.93)
Dividend paid	(14.39)	(17.94)
Net cash used in financing activities	(14.34)	(120.60)
Net decrease in cash and cash equivalents (A+B+C)	(16.41)	(66.09)
Cash and cash equivalents at the beginning of the year	131.05	197.14
Cash and cash equivalents at the end of the year	114.64	131.05
Components of cash and cash equivalents		
Cash / Cheques on hand	0.58	0.66
With Banks - on Current account / Balance in Cash Credit Accounts / Bank deposits with original maturity of less than 3 months at inception	114.06	130.39
	114.64	131.05

Notes :

- Excludes investment aggregating ₹ 36.12 crores by issue of Equity shares against transfer of equivalent net assets of its Enterprise Mobility Business, into MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited), its Subsidiary, effective 1 October 2022.
- The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7 - Statement of Cash flows.

The accompanying notes 1 to 46 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Kedar Raje
Partner

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

Place: Mumbai
Date: 24 April 2023

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

1. CORPORATE INFORMATION

Mahindra Logistics Limited is a public limited company incorporated in India on 24 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. CIN of the Company is L63000MH2007PLC173466.

The Financial Statements for the year ended 31 March 2023 are approved for issue in accordance with a resolution of the directors on 24 April 2023.

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 standalone or separate Financial Statements.

2.2. Basis of preparation and presentation

The Financial Statements have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this financial statement is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the

scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Financial Statements are prepared in Indian Rupee (INR) and denominated in crores.

The principal accounting policies are set out below.

2.3. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.4. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling

price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.5. Revenue recognition

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 towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Company as part of the contract, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

2.5.2. Dividend and interest income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

2.5.3. Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5.4. Sale of products - Cultivator

The Company recognizes revenue from contracts with customers related to sale of goods, when the Company satisfies performance obligation. Performance obligation are satisfied at the point of time when the customer obtains control of the goods. The control of goods is transferred to the customer depending upon the incoterms.

Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it and has the primary responsibility when on selling the goods and it bears the risks of obsolescence and loss in relation to the goods.

2.6. Leasing

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the lessor has a substantive substitution right, then the asset is not identified
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company as a lessee has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
 - a) the Company as a lessee has the right to operate the asset; or
 - b) the Company as a lessee designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to the contracts entered into, or modified, on or after 1 April 2019.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)****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'.

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.

2.7. Foreign currencies

2.7.1. Initial recognition

In preparing the Financial Statements of the company, transactions in currencies other than the entity's functional currency of Indian Rupee (INR) (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

2.7.2. 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.

2.7.3. Exchange differences

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

- a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- b. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.8. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other

borrowing costs are charged to revenue in the year of incurrence.

2.9. Employee benefits

2.9.1. Retirement benefit costs and termination benefits

i. Defined Contribution Plan:

Company's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Statement of Profit and Loss.

ii. Defined Benefits Plan:

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- a. Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- b. Net interest expense or income; and
- c. Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.9.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.10. Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 29.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.11. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.11.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'Profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.11.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.11.3. Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

2.12. Property, Plant and Equipment

All items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the Straight Line Method (SLM) in accordance with the useful lives specified in Part - C of Schedule II of the Companies Act, 2013 on a pro-rata basis except in the case of:

- i. Certain items of Plant & Machinery individually costing more than Rs. 5,000 - over their useful lives ranging from 2 years to 10 years as estimated by the company and also based on the contractual arrangements wherever applicable.
- ii. Certain items of Plant & Machinery individually costing less than Rs. 5,000 shall be depreciated over a period of 1 year.
- iii. Mobile Phones (included in Office Equipment) in 2 years.
- iv. Motor Cars (included in Vehicles) in 3 to 5 years as the case may be.
- v. Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.13. Intangible assets

2.13.1. Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)****2.13.2. Useful lives of intangible assets**

The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred.

Certain softwares added during the year are amortised over a period of 36 months.

2.13.3. Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.14. Impairment of tangible and intangible assets

The management of the Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. A reversal of an impairment loss is recognised immediately in profit or loss.

2.15. Impairment of investments

The Company assesses impairment of investments in subsidiaries, associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate.

2.16. Provisions, Contingent Liabilities & Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.17. Financial instruments

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.18. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require

delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.18.1. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer note no 2.18.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.18.2. 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.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)****2.18.3. Financial assets at Fair value through Profit and Loss**

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.18.4. Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.18.5. Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and

rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in Other Comprehensive Income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in Other Comprehensive Income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in Other Comprehensive Income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.18.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are

designated as hedging instruments in a hedging relationship.

- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in Other Comprehensive Income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in Other Comprehensive Income.

2.19. Financial liabilities and equity instruments

2.19.1. Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.19.2. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

2.19.3. Compound financial instruments

The component parts of compound financial instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2.19.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of

the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.20. Segment Accounting:

The Chief Operating Decision Maker (CODM) monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in Financial Statements

2.20.1. Identification of Operating Segments

The operating segments have been identified based on its services and had two reportable segments until 30 September 2022 as follows:

- i. **Supply Chain Management** - Goods transportation service including warehouse management service.
- ii. **Enterprise Mobility Services** - People transportation service

Consequent to sale / transfer of the Enterprise Mobility business to MMPL effective 1 October, 2022, the Company operates in a single segment i.e. Supply Chain Management (SCM) - Goods transportation service, including warehouse management service.

2.20.2. Accounting of Operating Segments

Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and expenses, have been included under "Unallocated Corporate Expenses/Eliminations".

2.21. Exceptional Items

An item of income or expense which by its size, type or incidence is material & requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

2.22. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year, in accordance with Ind AS 33.

3 (A). CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in Note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of Property, Plant and Equipment

As described in note 2.12 above, the Company reviews the estimated useful lives of Property, Plant and Equipment at the end of each annual reporting period.

(ii) Defined Benefit Plans

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, mortality

rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Fair Value of financial assets and liabilities and investments

The Company measures certain financial assets and liabilities on fair value basis at each balance sheet date or at the time they are assessed for impairment. Fair value measurement that are based on significant unobservable inputs (Level 3) requires estimates of operating margin, discount rate, future growth rate, terminal values etc. based on management's best estimate about future developments.

(iv) 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

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

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) Trade receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company has considered subsequent recoveries, past trends, credit risk profiles of the customers based on their industry, macroeconomic forecasts and internal and external information available to estimate the probability of default in future.

3 (B) RECENT ACCOUNTING PRONOUNCEMENTS

On 31 March 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules,

2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from 1 April 2023.

- i Ind AS 101 - First-time Adoption of Indian Accounting Standards
- ii Ind AS 102 - Share-based Payment
- iii Ind AS 103 - Business Combinations
- iv Ind AS 107 - Financial Instruments Disclosures
- v Ind AS 109 - Financial Instruments
- vi Ind AS 115 - Revenue from Contracts with Customers
- vii Ind AS 1 - Presentation of Financial Statements
- viii Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- ix Ind AS 12 - Income Taxes
- x Ind AS 34 - Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the company's financial statements.

4. PROPERTY, PLANT AND EQUIPMENT**As at 31 March 2023**

(₹ Crores)							
Description of Assets	Land - Freehold	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Total	Right of Use Assets
A. Cost							
Balance as at 1 April 2022	1.91	104.70	62.15	79.31	17.78	265.85	450.62
a) Additions	-	15.30	9.40	18.80	25.91	69.41	204.76
b) Less: Disposals	-	(10.73)	(8.83)	(7.45)	-	(27.01)	(94.32)
Balance as at 31 March 2023	1.91	109.27	62.72	90.66	43.69	308.25	561.06
B. Accumulated depreciation/amortisation							
Balance as at 1 April 2022	-	35.05	33.91	27.37	3.86	100.19	152.90
a) Depreciation/ amortisation expense for the year	-	15.88	10.11	11.14	7.31	44.44	114.57
b) Less: Disposals	-	(4.16)	(7.31)	(4.66)	-	(16.13)	(65.14)
Balance as at 31 March 2023	-	46.77	36.71	33.85	11.17	128.50	202.33
C. Net carrying amount as at 31 March 2023 (A-B)	1.91	62.50	26.01	56.81	32.52	179.75	358.73

As at 31 March 2022

(₹ Crores)							
Description of Assets	Land - Freehold	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Total	Right of Use Assets
A. Cost							
Balance as at 1 April 2021	1.91	75.29	44.90	60.30	8.07	190.47	292.61
a) Additions	-	33.42	19.01	32.84	9.71	94.98	185.37
b) Less: Disposals	-	(4.01)	(1.76)	(13.83)	-	(19.60)	(27.36)
Balance as at 31 March 2022	1.91	104.70	62.15	79.31	17.78	265.85	450.62
B. Accumulated depreciation/amortisation							
Balance as at 1 April 2021	-	23.88	26.20	19.40	0.47	69.95	84.50
a) Depreciation/ amortisation expense for the year	-	12.63	9.12	10.27	3.39	35.41	87.14
b) Less: Disposals	-	(1.46)	(1.41)	(2.30)	-	(5.17)	(18.74)
Balance as at 31 March 2022	-	35.05	33.91	27.37	3.86	100.19	152.90
C. Net carrying amount as at 31 March 2022 (A-B)	1.91	69.65	28.24	51.94	13.92	165.66	297.72

Note:

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
Contracts remaining to be executed on capital account	16.86	8.99

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**5. CAPITAL WORK-IN-PROGRESS****(i) Capital Work-in-Progress Ageing****As at 31 March 2023**

(₹ Crores)

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	3.25	-	-	-	3.25

As at 31 March 2022

(₹ Crores)

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.34	-	-	0.09	0.43

(ii) Projectwise breakup of Capital Work-in-Progress**As at 31 March 2023**

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	3.25	-	-	-	3.25

As at 31 March 2022

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	0.43	-	-	-	0.43

6. INTANGIBLE ASSETS

(₹ Crores)

Computer Software	As at 31 March 2023	As at 31 March 2022
A. Cost		
a) Balance as at 1 April	38.06	37.02
b) Additions	17.71	1.04
c) Deduction During the year	(21.44)	-
Balance at the end of the year	34.33	38.06
B. Accumulated amortisation		
a) Balance as at 1 April	27.72	19.86
b) Amortisation expense for the year	10.16	7.86
c) Amortisation on deduction	(16.07)	-
Balance at the end of the year	21.81	27.72
C. Net carrying amount as at the end of the year (A-B)	12.52	10.34

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Contracts remaining to be executed on capital account	1.42	2.06

7. INTANGIBLE ASSETS UNDER DEVELOPMENT**(i) Intangible assets under development Ageing Schedule**

As at 31 March 2023

(₹ Crores)

Particulars	Intangible assets under development				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.34	-	-	-	0.34

As at 31 March 2022

(₹ Crores)

Particulars	Intangible assets under development				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	12.40	0.06	0.93	-	13.39

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

(ii) Projectwise breakup of Intangible assets under development

As at 31 March 2023

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	0.34	-	-	-	0.34

As at 31 March 2022

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	13.39	-	-	-	13.39

8. INVENTORIES (LOWER OF COST OR NET REALISABLE VALUE)

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Raw Materials and Bought-out Components	0.41	0.98
Finished Goods (lower of cost or net realisable value)	-	0.45
Total Inventories	0.41	1.43

Notes:

The mode of valuation of inventory has been stated in note 2.4 of significant accounting policy

The cost of inventories recognised as expenses during the year was ₹ 7.03 crores (31 March 2022 ₹ 9.36 crores)

9. INVESTMENTS

(₹ Crores)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Quantity	Current	Non Current	Quantity	Current	Non Current
I. Cost						
Unquoted Investments (fully paid)						
Investments in Subsidiaries						
i) Equity Shares of 2x2 Logistics Private Limited of ₹ 10 each fully paid up	4,955,500	-	4.96	4,955,500	-	4.96
ii) Equity Shares of Lords Freight (India) Private limited of ₹ 10 each fully paid up	2,340,009	-	16.45	2,340,009	-	16.45
iii) Equity Shares of MLL Express Services Private Limited of ₹ 10 each fully paid up#	97,137,796	-	50.41	-	-	-
iv) Equity Shares of MLL Mobility Private Limited of ₹ 10 each fully paid up#	460,899	-	57.49	-	-	-

(₹ Crores)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Quantity	Current	Non Current	Quantity	Current	Non Current
v) Equity Shares of V-Link Automotive Services Private Limited of ₹ 10 each fully paid up#	13,294	-	29.11	-	-	-
vi) Equity Shares of V-Link Fleet Solutions Private Limited of ₹ 10 each fully paid up#	12,050	-	.*	-	-	-
vii) Equity Shares of V-Link Freight Services Private Limited of ₹ 10 each fully paid up	1,000,000	-	1.00	-	-	-
viii) MLL Global Logistics Limited (Incorporated as a private Limited Company w.e.f. 6 December 2022)	-	-	-	-	-	-
Investments in Joint Venture						
i) Equity shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up	100	-	0.01	100	-	0.01
ii) Series A 0.01 % Compulsorily Convertible Preference Shares of Transtech Logistics Private Limited of ₹ 50 each fully paid up	65,988	-	3.99	65,988	-	3.99
Investments in Associate ##						
i) Equity Shares of Zipzap Logistics Private Limited of Re. 1 each fully paid up	21,327	-	14.27	-	-	-
ii) Series A 0.0001 % Compulsorily Convertible Cumulative Preference Shares of Zipzap Logistics Private Limited of ₹ 100 each fully paid up	31,600	-	21.15	-	-	-
Total Unquoted Investments		-	198.84		-	25.41
* ₹ 1,205						
Total investments carried at cost [I]		-	198.84		-	25.41
II. Fair value through profit and loss (FVTPL)						
Quoted Investments (fully paid)						
Investments in Mutual Funds		65.04	-		116.08	-
Total Quoted Investments		65.04	-		116.08	-
Total investments carried at FVTPL [II]		65.04	-		116.08	-
Of the above, investments designated at FVTPL		-	-		-	-
Of the above, investments held for trading- carried at FVTPL		65.04	-		116.08	-
Other investments carried at FVTPL		-	-		-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

(₹ Crores)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Quantity	Current	Non Current	Quantity	Current	Non Current
TOTAL INVESTMENTS [I + II]		65.04	198.84		116.08	25.41
Impairment in value of investment in Joint Venture		-	4.00		-	4.00
Total impairment value of investments (III)		-	4.00		-	4.00
Total investments carrying value (I) + (II) - (III)		65.04	194.84		116.08	21.41
Other disclosures						
Aggregate amount of quoted investments		65.04	-		116.08	-
Aggregate amount of Market value of investments		65.04	-		116.08	-
Aggregate amount of unquoted investments		-	194.84		-	21.41
Aggregate amount of impairment in value of investments		-	4.00		-	4.00

(₹ Crores)

Name of Investees	Principal Place of Business	Ownership Interest	
		As at 31 March 2023	As at 31 March 2022
2x2 Logistics Private Limited	Mumbai	55.00%	55.00%
Lords Freight (India) Private Limited	Mumbai	99.05%	99.05%
Transtech Logistics Private Limited	Bengaluru	39.79%	39.79%
MLL Express Services Private Limited	Mumbai	100.00%	-
MLL Mobility Private Limited	Mumbai	100.00%	-
V-Link Automotive Services Private Limited	Mumbai	100.00%	-
V-Link Fleet Solutions Private Limited	Mumbai	100.00%	-
V-Link Freight Services Private Limited	Mumbai	100.00%	-
Zipzap Logistics Private Limited##	Hyderabad	36.00%	-

On 9 November 2021, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company entered into Share Purchase Agreement to: (a) Acquire 100% paid-up share capital of Meru Mobility Tech Private Limited ("MMTPL"), V-Link Fleet Solutions Private Limited ("VFSPL"), and V-Link Automotive Services Private Limited ("VASPL") from Meru Travel Solutions Private Limited ("MTSPL"), a Fellow Subsidiary of the Company; and (b) Acquire 100% paid-up share capital of MTSPL from Mahindra & Mahindra Limited ("M&M"), Holding and Promoter Company of the Company. Following the completion of the acquisition, MMTPL became wholly owned subsidiary on 12 May 2022. VFSPL and VASPL became wholly owned subsidiaries of the Company on 13 May 2022. MTSPL became a wholly-owned subsidiary of the Company on 17 May 2022.

On 28 February 2022, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company had entered into Share Purchase Agreement, Share Subscription Agreement and Shareholders' Agreement for acquisition of up to 43,972 equity shares and for subscribing up to 63,200 Series A Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Zipzap Logistics Private Limited ("Whizzard"), in tranches, resulting in the Company holding in aggregate up to 60% of Share Capital of Whizzard, on a fully diluted basis, upon completion. During the quarter, on 8 April 2022, the Company acquired 21,327 equity shares and subscribed to 31,600 CCCPS, on a fully diluted basis of Whizzard, in aggregate, constituting 36% of the Share Capital of Whizzard. With this, Whizzard became an Associate of the Company effective from 8 April 2022.

10. TRADE RECEIVABLES

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
	Current	Current
a) Trade Receivables considered good - Secured	-	-
b) Trade Receivables considered good - Unsecured	451.38	405.67
c) Trade Receivable which have significant increase in credit risk	-	-
d) Undisputed Trade Receivable - Credit Impaired	2.49	2.39
e) Disputed Trade Receivable - Credit Impaired	12.33	14.43
	466.20	422.49
Less: Allowance for Credit Losses	(14.82)	(16.82)
Total	451.38	405.67

Trade Receivable ageing as at March, 2023

(₹ Crores)

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	203.84	186.94	39.63	13.62	4.57	2.78	451.38
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	-	1.44	0.55	0.24	0.26	2.49
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	0.09	0.64	1.83	2.58	2.50	4.69	12.33
Total Trade Receivables							466.20
Less: Allowance for Expected Credit Losses							(14.82)
Total							451.38

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

Trade Receivable ageing as at March, 2022

(₹ Crores)

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	228.88	143.55	24.68	3.87	3.74	0.95	405.67
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	-	0.45	0.86	0.67	0.41	2.39
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	-	-	1.48	5.70	3.70	3.55	14.43
Total Trade Receivables							422.49
Less: Allowance for Expected Credit Losses							(16.82)
Total							405.67

Notes:

- Refer Note 37 (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 were hypothecated to Banks against working capital facility during year ended 31 March 2022.

11. OTHER FINANCIAL ASSETS

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Financial assets at amortised cost - considered good				
a) Security Deposits				
i. Unsecured, considered good	19.18	42.00	23.16	32.56
Total	19.18	42.00	23.16	32.56
b) Bank Deposit				
Under lien with Government authority with more than 12 months of original maturity	-	0.01	-	0.01
Total	-	0.01	-	0.01
c) Other items				
i. Interest Accrued	0.04	-	0.06	-
ii. Accrued Sales	390.06	6.99	373.59	4.38
iii. National Saving Certificates *	-	0.02	-	0.02
iv. Premium receivable on financial guarantee contracts	1.14	5.98	-	-

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
vi. Other Receivables	2.50	-	1.03	0.56
Less: Allowance for Losses	-	-	-	-
Total	393.74	12.99	374.68	4.96
Total (a+b+c)	412.92	55.00	397.84	37.53

*Includes encumbered securities which is restricted on their use or sale of the securities.

Accrued Sales ageing from transaction date:

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
less than 6 Months	375.21	-	368.38	-
6 Months to 1 year	14.85	-	5.21	-
1 to 2 Year	-	5.46	-	4.38
2 to 3 Years	-	1.53	-	-
More than 3 Years	-	-	-	-
Total	390.06	6.99	373.59	4.38

12. DEFERRED TAX ASSETS (NET)

Movement in deferred tax balances

Year ended 31 March 2023

(₹ Crores)

Particulars	Opening Balance	Recognised in profit and Loss	Closing Balance
A Tax effect of items constituting deferred tax liabilities			
a) VAT allowance	0.79	-	0.79
b) Mutual Funds	0.01	-	0.01
Total	0.80	-	0.80
B Tax effect of items constituting deferred tax assets			
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.77	1.66	4.43
b) Provision for employee benefits	4.81	0.37	5.18
c) Provisions and allowances for credit losses	5.96	(0.29)	5.67
d) Share based payments	2.44	(0.82)	1.62
e) Leases	4.42	2.51	6.93
f) Others	1.82	(0.66)	1.16
Total	22.22	2.77	24.99
Net Tax Asset/(Liabilities) (B-A)	21.42	2.77	24.19

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
Year ended 31 March 2022

(₹ Crores)			
Particulars	Opening Balance	Recognised in profit and Loss	Closing Balance
A Tax effect of items constituting deferred tax liabilities			
a) VAT allowance	0.79	-	0.79
b) Mutual Funds	0.01	-	0.01
Total	0.80	-	0.80
B Tax effect of items constituting deferred tax assets			
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.37	0.40	2.77
b) Provision for employee benefits	4.51	0.30	4.81
c) Provisions and allowances for credit losses	5.61	0.35	5.96
d) Share based payments	3.51	(1.07)	2.44
e) Leases	3.24	1.18	4.42
f) Others	0.81	1.01	1.82
Total	20.05	2.17	22.22
Net Tax Asset/(Liabilities) (B-A)	19.25	2.17	21.42

13. OTHER NON-CURRENT ASSETS

(₹ Crores)				
Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
I Capital advances				
a) For Capital work in progress	-	2.17	-	4.60
b) For intangible asset	-	-	-	0.01
Total (A)	-	2.17	-	4.61
II Advances other than capital advances				
a) Advances to suppliers - considered good	35.57	-	44.14	-
b) Advances to suppliers - considered doubtful	2.03	-	2.88	-
c) Balances with government authorities (other than income taxes)	44.42	14.40	47.73	8.21
d) Prepaid Expenses	3.68	1.56	3.02	0.18
e) Advances to employees (refer note below)	1.50	-	1.10	-
Total (B)	87.20	15.96	98.87	8.39
Total (A+B)	87.20	18.13	98.87	13.00
Less: Allowances for credit losses	(2.03)	-	(2.88)	-
Total (C)	(2.03)	-	(2.88)	-
Total (A+B+C)	85.17	18.13	95.99	13.00

Notes:

Advances given to employees are as per Company's policy and are not required to be disclosed u/s 186(4) of Companies Act 2013.

14. CASH AND BANK BALANCES

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
I Cash and cash equivalents		
a) Balances with banks	64.06	52.39
b) Cash on hand	0.58	0.66
c) Bank deposits with original maturity of less than 3 months at inception	50.00	78.00
Total	114.64	131.05
II Other Bank Balances		
Earmarked balances with banks - unpaid dividend accounts	0.01	0.01
Total	0.01	0.01

Notes:

Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the year ranged between 5.05% to 8.90%p.a.

15. LOANS

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Loans to related parties		
a) Secured, considered good	-	-
b) Unsecured, considered good	4.40	-
c) Doubtful	-	-
Less: Allowance for Credit Losses	-	-
Total	4.40	-

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Maximum amount outstanding during the year	Amount Outstanding	Maximum amount outstanding during the year	Amount Outstanding
Loan to Subsidiary				
2 x 2 Logistics Private Limited	4.40	4.40	-	-

Notes:

Loan to Subsidiary is granted for a period of 3 years for working capital purpose. Loan is unsecured and repayable on demand. Interest is charged @ 8% p.a. Loan has been utilized for the purpose it was granted.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**16. INCOME TAX ASSETS & LIABILITIES (NET)**

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Non Current Income Tax Assets (Net)		
Advance Income Tax/TDS Receivable (Net)	118.70	73.77
Total	118.70	73.77
Current Tax Liabilities (net)		
Current Tax Liabilities (net)	3.65	8.26
Total	3.65	8.26

17. EQUITY SHARE CAPITAL

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
I Authorised:				
Equity shares of ₹10 each with voting rights	105,000,000	105.00	105,000,000	105.00
Total	105,000,000	105.00	105,000,000	105.00
II Issued, Subscribed and Fully Paid:				
Equity shares of ₹10 each with voting rights	71,977,030	71.98	71,871,618	71.87
Total	71,977,030	71.98	71,871,618	71.87

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

(₹ Crores)

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares with Voting rights				
Year Ended 31 March 2023				
No. of Shares	71,871,618	105,412	-	71,977,030
Amount	71.87	0.11	-	71.98
Year Ended 31 March 2022				
No. of Shares	71,670,340	201,278	-	71,871,618
Amount	71.67	0.20	-	71.87

(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

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
a) Holding Company		
- Mahindra & Mahindra Limited	41,812,257	41,812,157
b) Subsidiaries of Holding Company		
- Mahindra Engineering and Chemical Products Limited*	-	100

(iv) Details of shares held by each shareholder holding more than 5% shares:

(₹ Crores)

Class of shares / Name of shareholder	As at 31 March 2023		As at 31 March 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
- Mahindra & Mahindra Limited	41,812,257	58.09%	41,812,157	58.18%

(v) Shareholding of Promoters / Promoter Group:

Shares held by promoters as at 31 March 2023

(₹ Crores)

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited	41,812,257	58.09%	-0.09%
2 Mahindra Engineering and Chemical Products Limited*	-	-	0.00%
Total	41,812,257	58.09%	-0.09%

* Pursuant to the Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited (MECPL) with Mahindra & Mahindra Limited (M&M), made effective from 29 April 2022, equity shares held by MECPL in the Company stands vested in M&M.

Shares held by promoters as at 31 March 2022

(₹ Crores)

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited	41,812,157	58.18%	-0.16%
2 Mahindra Engineering and Chemical Products Limited	100	0.00%	0.00%
Total	41,812,257	58.18%	-0.16%

Notes:

- Above list certified by Registrar and Share Transfer Agent.
- For details of shares reserved for issuance under options, please refer note no. 29.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**18. OTHER EQUITY**

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Securities premium reserve	125.12	120.16
Equity-settled employee benefits reserve	6.89	10.15
Retained earnings	423.93	372.62
Total	555.94	502.93

Movement in Reserves

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
(A) Securities Premium Reserve		
Balance as at the beginning of the year	120.16	112.61
Add: Additions during the year	4.96	7.55
Balance as at the end of the year	125.12	120.16
(B) Equity-settled Employee benefits reserve		
Balance as at the beginning of the period	10.15	14.06
Add: Additions during the period	1.70	3.34
Less: Deletion during the period	(4.96)	(7.25)
Balance as at the end of the period	6.89	10.15
(C) Retained Earnings		
Balance as at the beginning of the period	372.62	366.89
Add: Profit for the period	64.53	24.44
Less: Actuarial gain/(loss) for the period	1.17	(0.77)
Less: Payment of dividend	(14.39)	(17.94)
Balance as at the end of the period	423.93	372.62

Nature and purpose of other reserves:**Securities Premium Reserve:**

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained Earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

In respect of the current year, the Board has proposed a final dividend of ₹ 2.50 per equity share of the Company. Dividend will be payable subject to the approval of the Members at the ensuing Annual General Meeting and deduction of tax at source to those Members whose names appear in the Register of Members / List of beneficial owners as on Book Closure date and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is ₹ 18.01 crores. The payment of this dividend will not have any tax consequences for the Company.

In the month of August 2022, final dividend of ₹ 2.00 per share (total dividend ₹ 14.39 Crores) was paid to the Members of the Company in compliance with requirements of the Companies Act, 2013.

19. BORROWINGS

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
I Unsecured Borrowings				
a) from Banks	150.00	-	-	-
Total Borrowings	150.00	-	-	-

Notes:

- i) Unsecured borrowing from banks is in the nature of working capital demand loans with tenure upto 120 days.
 ii) Working capital facilities has been availed at the rate of interest ranging between 5.05% to 8.90%

20. OTHER FINANCIAL LIABILITIES

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Other Financial Liabilities Measured at Amortised Cost				
a) Security Deposits	8.69	-	5.11	-
b) Other Liabilities				
Creditors for Capital Supplies/Services	7.69	-	3.71	-
Deferred Revenue	1.27	-	8.09	-
Interest Accrued but not due	0.21	-	-	-
Unclaimed Dividend	0.01	-	0.01	-
Total	17.87	-	16.92	-

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

21. PROVISIONS

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
Provision for Compensated absences	3.71	13.37	4.09	14.90
Total	3.71	13.37	4.09	14.90

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**22. OTHER LIABILITIES**

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Advances received from customers	0.35	-	0.63	-
Statutory dues (other than income taxes)				
a) Taxes Payable	16.26	-	24.48	-
b) Employee Liabilities	2.19	-	2.15	-
Post - Employment Benefit -Gratuity Liability	2.67	-	5.09	-
Financial guarantee contracts	1.14	5.98	-	-
Total	22.61	5.98	32.35	-

Note:

For disclosures related to employee benefits, refer note 41.

23. TRADE PAYABLES

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
	Current	Current
Total outstanding dues of micro enterprises and small enterprises	66.12	34.75
Total outstanding dues other than micro enterprises and small enterprises:		
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	826.61	801.32
Total	892.73	836.07

Trade Payable ageing as at March, 2023

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				Total
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	
(i) MSME	64.84	0.42	0.05	0.81	66.12
(ii) Others	794.97	14.46	10.18	7.00	826.61
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	859.81	14.88	10.23	7.81	892.73

Trade Payable ageing as at March, 2022

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				Total
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	
(i) MSME	33.91	0.11	0.32	0.41	34.75
(ii) Others	731.26	59.32	3.68	7.06	801.32
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	765.17	59.43	4.00	7.47	836.07

Notes:

- Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- Micro, Small & Medium enterprises have been identified by the Company on the basis of the information available with the Company. Total outstanding dues of Micro and Small enterprises, which are outstanding and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act") are given below. This has been relied upon by the auditors.

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
a) Dues remaining unpaid		
- Principal	66.12	34.73
- Interest on the above	-	0.02
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	0.39	1.41
- Interest paid in terms of section 16 of the Act	0.01	0.06
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	0.02
d) Further interest due and payable even in succeeding years, until such date when the interest due as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-
e) Amount of interest accrued and remaining unpaid at the end of accounting year	-	0.02

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
24. REVENUE FROM OPERATIONS

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Revenue from rendering of services	4,450.68	3,621.00
b) Other operating revenue (Sale of Traded & Manufactured Goods)	8.22	10.08
Total	4,458.90	3,631.08

A. Continent-wise break up of Revenue
Year ended 31 March 2023

(₹ Crores)

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Asia					
India	4,458.90	-	4,458.90	12.04	4,470.94
Total	4,458.90	-	4,458.90	12.04	4,470.94

Year ended 31 March 2022

(₹ Crores)

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Asia					
India	3,631.08	-	3,631.08	9.56	3,640.64
Total	3,631.08	-	3,631.08	9.56	3,640.64

B. Reconciliation of revenue from contract with customer

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from contract with customer as per the contract price	4,548.25	3,689.27
Adjustments made to contract price on account of :-		
a) Trade discounts, volume rebates, returns etc.	89.35	58.19
Revenue from contract with customer as per the Statement of Profit and Loss	4,458.90	3,631.08

C. Break-up of Provision for Expected Credit Losses recognised in P&L

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Expected Credit loss recognised during the year on trade receivables	14.82	16.82

D Movement of Contract Assets and Contract Liabilities**Movement of Contract Assets**

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening Balance	377.97	331.34
Additions during the year	390.06	369.80
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(370.98)	(323.17)
Closing Balance	397.05	377.97

Movement of Contract Liabilities

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening Balance	0.63	8.45
Additions during the year	0.35	0.63
Reclassification Adjustments:		
- Reclass of opening balances of contract liabilities to revenue	(0.63)	(8.45)
Closing Balance	0.35	0.63

25. OTHER INCOME

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Interest Income		
(i) Financial assets carried at amortised cost	3.54	2.60
(ii) Finance Income on Net investment in Lease	3.38	2.52
(iii) Other Assets	2.60	-
b) Miscellaneous Income		
(i) Net gain arising on financial assets carried at FVTPL	0.80	1.27
(ii) Provision no longer required written back	0.39	-
(iii) Other non operating income	1.33	3.17
Total	12.04	9.56

Other non operating income mainly includes commission for corporate guarantee, sale of scrap, etc.

26. COST OF MATERIALS CONSUMED

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening inventory of Raw Materials	0.98	-
Add: Purchases	6.01	10.79
	6.99	10.79
Less: Closing inventory	0.41	0.98
Total Cost of materials consumed	6.58	9.81

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
27. CHANGES IN INVENTORIES OF FINISHED GOODS

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening inventories:		
Finished goods	0.45	-
	0.45	-
Less: Closing inventories:		
Finished goods - Cultivators	-	0.45
	-	0.45
Net increase in inventories	0.45	(0.45)

28. OPERATING EXPENSES

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Freight & Other Related Expenses	3,162.54	2,525.33
Labour & Other Related Expenses	478.85	404.12
Rent	48.90	60.62
Warehouse & Other Related Expenses	60.66	56.35
Hire & Service Charges	18.99	19.22
Power & Fuel	15.87	14.03
Repairs Machinery	6.18	5.35
Repairs Building	0.87	0.77
Total	3,792.86	3,085.79

29. EMPLOYEE BENEFITS EXPENSE

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Salaries and wages, including bonus	243.12	241.56
b) Contribution to provident and other funds	12.57	11.38
c) Gratuity	4.15	4.08
d) Share based payment expenses (net of recovery)	1.45	3.34
e) Staff welfare expenses	27.75	21.84
Total	289.04	282.20

Notes:

- Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.
- Contribution to provident fund and other funds includes contributions to other funds like superannuation fund, ESIC, etc. pertaining to employees.
- Share based payment

The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

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

Each option carries with it the right to purchase one equity share of the Company at the exercise price determined by the Company under the respective schemes at the time of grant. The vesting pattern of the schemes is in a graded manner as per the vesting criteria approved by the Nomination and Remuneration Committee of the Board ("NRC") for each grant.

During the financial year under review, in accordance with the RSU Plan 2018 as approved by the Shareholders vide special resolutions dated 2 August 2018 and 27 July 2021 the NRC granted 68,839 Restricted Stock Units ("RSUs") to the eligible employees of the Company and its subsidiary company which vests on the expiry of 12 months, 24 months, 36 months from the grant date.

The RSUs upon vesting basis the vesting criteria approved by the NRC are exercisable over a period of one year from the date of vesting.

No new grants were made in KESOS Scheme 2012 during the year under review and all the options vested under the said scheme have been exercised in full until previous years.

iv) Information in respect of options outstanding:

(₹ Crores)

Particulars	Grant Date	Expiry Date	Fair value at Grant Date	No of options outstanding	
				Year ended 31 March, 2023	Year ended 31 March, 2022
Equity Settled at exercise price of ₹ 10 each					
i. Restricted Stock Units	01/02/2023	01/02/2027	455.45	19,227	-
ii. Restricted Stock Units	01/02/2023	01/02/2026	456.70	19,231	-
iii. Restricted Stock Units	01/02/2023	01/02/2025	457.62	19,812	-
iv. Restricted Stock Units	27/01/2022	26/01/2024	659.54	1,421	3,025
v. Restricted Stock Units	27/10/2021	26/10/2023	656.20	12,691	31,765
vi. Restricted Stock Units	29/04/2021	29/04/2023	539.45	-	4,000
vii. Restricted Stock Units	29/07/2020	29/07/2022	279.95	-	1,388
viii. Restricted Stock Units	29/07/2020	30/06/2023	278.98	2,273	13,881
ix. Restricted Stock Units	30/07/2020	30/06/2025	273.47	200,000	200,000
x. Restricted Stock Units	04/11/2019	17/07/2022	365.31	6,668	6,666
xi. Restricted Stock Units	04/11/2019	17/07/2023	364.26	-	6,668
xii. Restricted Stock Units	04/11/2019	30/06/2023	366.06	-	9,868
xiii. Restricted Stock Units	04/11/2019	30/06/2023	365.36	-	20,302
xiv. Restricted Stock Units	04/11/2019	30/06/2023	364.31	13,949	27,191
xv. Restricted Stock Units	01/11/2018	30/06/2023	538.29	-	9,952
xvi. Restricted Stock Units	01/11/2018	30/06/2023	537.73	-	29,196
xvii. Restricted Stock Units	01/11/2018	30/06/2023	536.82	-	32,542
xviii. Restricted Stock Units	01/11/2018	30/06/2023	536.01	22,119	66,337

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

v) Movement in Share Options

(₹ Crores)

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	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	462,781	10.00	697,539	14.37
b) Granted during the year	68,839	10.00	40,885	10.00
c) Lapsed during the year	108,817	10.00	74,365	10.00
d) Exercised during the year	105,412	-	201,278	25.14
e) Expired during the year	-	-	-	-
f) Outstanding at the end of the year	317,391	10.00	462,781	10.00
g) Exercisable at the end of the year	59,121	10.00	109,914	10.00
h) Remaining contractual life (no. of days)		787		1,187

vi) The inputs used in the measurement of the fair values at grant date of the employee stock option plans (ESOPs) were as follows.

(₹ Crores)

Particulars / Grant Date	01/02/2023	01/02/2023	01/02/2023
	RSU (i)	RSU (ii)	RSU (iii)
Share price at grant date	470.00	470.00	470.00
Exercise price	10.00	10.00	10.00
Expected volatility (weighted-average)	41.07%	42.31%	43.65%
Expected life / Option Life (weighted-average)	2.00	2.75	3.75
Expected dividends yield	0.40%	0.40%	0.40%
Risk-free interest rate (based on government bonds)	7.11%	7.16%	7.22%

(₹ Crores)

Particulars / Grant Date	27/01/2022	27/10/2021	29/04/2021	29/07/2020	29/07/2020
	RSU (iv)	RSU (v)	RSU (vi)	RSU (vii)	RSU (viii)
Share price at grant date	672.20	668.95	551.85	292.35	292.35
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	42.00%	40.57%	43.81%	20.94%	20.94%
Expected life / Option Life (weighted-average)	2.00	2.00	2.00	2.00	2.92
Expected dividends yield	0.27%	0.27%	0.29%	0.55%	0.55%
Risk-free interest rate (based on government bonds)	5.14%	4.70%	4.12%	4.07%	4.65%

(₹ Crores)

Particulars / Grant Date	30/07/2020	04/11/2019	04/11/2019	04/11/2019	04/11/2019
	RSU (ix)	RSU (x)	RSU (xi)	RSU (xii)	RSU (xiii)
Share price at grant date	288.90	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	21.03%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	4.92	2.70	3.70	2.00	2.65
Expected dividends yield	0.55%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	5.16%	5.96%	6.25%	5.83%	5.95%

(₹ Crores)

Particulars / Grant Date	04/11/2019	01/11/2018	01/11/2018	01/11/2018	01/11/2018
	RSU (xiv)	RSU (xv)	RSU (xvi)	RSU (xvii)	RSU (xviii)
Share price at grant date	378.25	549.85	549.85	549.85	549.85
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	29.09%	34.30%	34.30%	34.30%	34.30%
Expected life / Option Life (weighted-average)	3.65	2.00	2.66	3.66	4.66
Expected dividends yield	0.44%	0.27%	0.27%	0.27%	0.27%
Risk-free interest rate (based on government bonds)	6.24%	7.74%	7.71%	7.63%	7.98%

vii) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

viii) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

30. FINANCE COSTS

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Interest expense on financial instruments designated at amortised cost	8.50	0.23
b) Interest expense on lease liability	32.91	25.79
c) Interest to MSMED Vendors	0.01	0.02
Total	41.42	26.04

31. DEPRECIATION AND AMORTISATION EXPENSE

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Depreciation on Property, Plant and Equipment	44.44	35.41
b) Amortisation on Right-of-use asset	114.57	87.14
c) Amortisation on Intangible Assets	10.16	7.86
Total	169.17	130.41

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**32. OTHER EXPENSES**

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Rent including lease rentals	10.22	0.08
b) Legal and Other professional costs	33.03	27.08
c) Hire and service charges	2.44	2.24
d) Travelling and Conveyance expense	11.79	9.28
e) Bad debts	4.30	0.92
Less: Adjusted against Provision for bad & doubtful debts	(2.76)	(0.92)
f) Provision for bad & doubtful debts	1.71	2.22
g) Advances written off	0.78	-
Less: Adjusted against Provision for bad & doubtful debts	(0.78)	-
h) Provision for doubtful advance	0.69	0.12
i) Power and Fuel	0.21	0.58
j) Expenditure on Corporate Social Responsibility (CSR) (refer note below)	1.07	1.77
k) Advertisement	1.89	1.56
l) Net loss on sale of property, plant and equipments	0.23	0.07
m) Repairs and Maintenance:	4.25	5.62
i) Buildings	0.07	0.25
ii) Machinery	0.36	0.20
iii) Others	3.82	5.17
n) Payment to Statutory auditors	0.45	0.46
i) As Auditors	0.42	0.43
ii) For Other services & Reimbursement of expenses	0.03	0.03
o) Miscellaneous expense	24.16	23.07
Total	93.68	74.15

Note:

Expenditure incurred on Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 ₹ 1.07 crores (2022 : ₹ 1.77 crores).

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
(i) Amount required to be spent by the company during the year	1.03	1.70
(ii) Amount of expenditure incurred	1.07	1.77
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities		
a) Building Communities	0.16	0.29
b) Disaster Management	-	0.12
c) Nanhi Kali	0.52	0.88
d) Skill Development	0.26	0.26
e) Sustainability	0.13	0.22
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation	0.52	0.88
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	NA	NA

33. EXCEPTIONAL ITEMS

On 26 September 2022, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company entered into a Business Transfer Agreement (BTA) with MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited) ("MMPL"), wholly-owned subsidiary of the Company for sale/transfer of the Enterprise Mobility business of the Company as a going concern on slump exchange basis, effective 1 October 2022, for a lump sum consideration of ₹ 36.12 crores.

Consideration has been discharged by MMPL through issue of 2,87,204 equity shares of ₹10 each. Resultant gain of ₹ 2.70 crores from the transaction has been presented as exceptional item.

Sale consideration, Book value of assets transferred & Gain on the transaction is as follows:

(₹ Crores)		
Particulars	Amount	Amount
Sale consideration		36.12
Less: Book value of assets transferred		
Total Assets Transferred	53.58	
Total Liabilities Transferred	20.16	
Book value of assets transferred		33.42
Gain on sale		2.70

34. ASSETS & LIABILITIES HELD FOR SALE

On 30 March 2023, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company entered into a Business Transfer Agreement (BTA) with MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) ("MESPL"), wholly-owned subsidiary of the Company for sale / transfer of the Express Network business of the Company as a going concern on slump exchange basis, effective 1 April 2023, for a lump sum consideration of ₹ 20.83 crores to be discharged by MESPL through issue of equity shares to the Company, on the terms and conditions more specifically defined in the said agreement. The completion of the transaction is subject to the conditions of the BTA.

Accordingly the Company has classified the Assets and Liabilities pertaining to Express Network business under the head "held for sale" in balance sheet as at 31 March 2023.

35. CURRENT AND DEFERRED TAX**(a) Income Tax recognised in Profit & Loss**

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Current Tax:		
a) In respect of current year	22.64	10.55
b) In respect of prior years	(3.95)	(0.13)
Total	18.69	10.42
B. Deferred Tax:		
a) In respect of current year	(2.78)	(2.17)
b) In respect change in tax rate	-	-
Total	(2.78)	(2.17)
Total (A+B)	15.91	8.25

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

(b) Income tax recognised in Other Comprehensive Income

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Current Tax:		
Remeasurement of defined benefit obligations	(0.40)	0.26
Total	(0.40)	0.26
B. Deferred Tax:	-	-
Total	-	-
Classification of income tax recognised in other comprehensive income	-	-
Income taxes related to items that will not be reclassified to profit or loss	(0.40)	0.26
Total	(0.40)	0.26

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Profit Before tax	77.74	32.69
Applicable Income tax rate #	25.17%	25.17%
Expected Income tax expense	19.57	8.23
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of expenses/provisions not deductible in determining taxable profit	0.29	0.20
Effect of deduction under Income tax (u/s 80JJAA/80G)	-	(0.05)
Effect of net additional / (reversal) of provision in respect of prior years	(3.95)	(0.13)
Income tax expense recognised in profit or loss	15.91	8.25

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.

36. EARNINGS PER SHARE

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	8.97	3.40
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	8.94	3.39

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:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Profit / (loss) for the period attributable to owners of the Company	64.53	24.44
Profit / (loss) for the period used in the calculation of basic earnings per share	64.53	24.44
Weighted average number of equity shares	71,955,161	71,800,652
Earnings per share from continuing operations - Basic (in ₹)	8.97	3.40

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.

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Profit for the year used in the calculation of basic earnings per share	64.53	24.44
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	64.53	24.44

iii) Reconciliation of weighted average number of equity shares

The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Weighted average number of equity shares used in the calculation of Basic EPS	71,955,161	71,800,652
b) Add: Dilutive impact of potential equity shares on account of ESOPs and RSUs	218,671	371,082
Weighted average number of equity shares used in the calculation of Diluted EPS	72,173,832	72,171,734
Earnings per share from continuing operations - Diluted (in ₹)	8.94	3.39

37. FINANCIAL INSTRUMENTS

i) Capital Management Policy

- a) The Company's capital management objectives are:
- to ensure the Company's ability to continue as a going concern.
 - to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- b) For the purpose of Company's capital management, capital includes issued share capital, equity as well as preference, all other Equity reserves and Borrowings. The Company monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.
- c) The following table shows the components of capital:

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
A. Equity	627.98	574.86
B. Borrowing	150.00	-
C. Investment	(65.04)	(116.08)
D. Cash & Bank	(114.64)	(131.05)
Total	598.30	327.73

Notes:

The above capital management disclosures are based on the information provided internally to key management personnel.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

ii) Categories of financial assets and financial liabilities

(₹ Crores)

Particulars	As at 31 March 2023			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	55.00	-	-	55.00
Total	55.00	-	-	55.00
B. Current Assets				
a) Investments	-	65.04	-	65.04
b) Trade Receivables	451.38	-	-	451.38
c) Cash and Bank Balances	114.65	-	-	114.65
d) Short term loans & advances	4.40	-	-	4.40
e) Other Financial Assets	412.92	-	-	412.92
Total	983.35	65.04	-	1,048.39
C. Non-current Liabilities				
a) Borrowings	-	-	-	-
b) Lease Liabilities	299.21	-	-	299.21
Total	299.21	-	-	299.21
D. Current Liabilities				
a) Borrowings	150.00	-	-	150.00
b) Lease Liabilities	105.51	-	-	105.51
c) Trade Payables	892.73	-	-	892.73
d) Other Financial Liabilities	17.87	-	-	17.87
Total	1,166.11	-	-	1,166.11

(₹ Crores)

Particulars	As at 31 March 2022			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	37.53	-	-	37.53
Total	37.53	-	-	37.53
B. Current Assets				
a) Investments	-	116.08	-	116.08
b) Trade Receivables	405.67	-	-	405.67
c) Cash and Bank Balances	131.06	-	-	131.06
d) Other Financial Assets	397.84	-	-	397.84
Total	934.57	116.08	-	1,050.65
C. Non-current Liabilities				
a) Borrowings	-	-	-	-
b) Lease Liabilities	267.02	-	-	267.02
Total	267.02	-	-	267.02

(₹ Crores)

Particulars	As at 31 March 2022			
	Amortised Costs	FVTPL	FVOCI	Total
D. Current Liabilities				
a) Borrowings	-	-	-	-
b) Lease Liabilities	94.38	-	-	94.38
c) Trade Payables	836.07	-	-	836.07
d) Other Financial Liabilities	16.92	-	-	16.92
Total	947.37	-	-	947.37

iii) Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

a) Credit risk management

Trade receivables and deposits

- (i) Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. Credit exposure is controlled by counterparty credit period which is monitored through an approved policy.
- (ii) Trade receivables consist of a large number of customers, spread across diverse industries and places across India.
- (iii) Apart from one large customer of the Company, the Company does not have significant credit risk exposure to any single customer. Concentration of credit risk related to a single Company did not exceed 15% of trade receivables at the end of the year.
- (iv) The Company'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 Company's has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company'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:**

(₹ Crores)

Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
As at 31 March 2023				
a) Gross carrying amount	203.84	186.94	60.60	451.38
b) Loss allowance provision	-	-	-	14.82
As at 31 March 2022				
a) Gross carrying amount	228.88	143.55	50.06	422.49
b) Loss allowance provision	-	-	-	16.82

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

(vii) Reconciliation of loss allowance provision for Trade Receivables

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
a) Balance as at beginning of the year	16.82	15.52
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	2.05	1.87
- Other receivables	2.25	2.24
c) Impairment losses reversed / written back	(6.30)	(2.81)
d) Balance at end of the year	14.82	16.82

(viii) During the year, the Company has written off ₹ 4.3 crores (Previous year ₹ -0.92 crores) of trade receivables and ₹ 0.69 crores (Previous year ₹ 0.12 crores) deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Company has ₹ 65.04 crores investments as at 31 March 2023 (₹ 116.08 crores as at 31 March 2022) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31 March 2023, the Company holds cash and cash equivalents of ₹ 114.64 crores (As at 31 March 2022 ₹ 131.05 crores).

The cash and cash equivalents are held with banks with good credit rating.

b) Liquidity risk management

(i) The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilities

(₹ Crores)				
Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2023				
A. Non-derivative financial liabilities				
a) Trade Payables	892.73	-	-	-
b) Borrowings	150.00	-	-	-
c) Lease Liabilities	146.47	280.17	42.77	25.53
d) Security Deposits	8.69	-	-	-
e) Creditors for capital supplies	7.69	-	-	-
f) Deferred Revenue	1.27	-	-	-
Total	1,206.85	280.17	42.77	25.53

(₹ Crores)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2022				
A. Non-derivative financial liabilities				
a) Trade Payables	836.07	-	-	-
b) Borrowings	-	-	-	-
c) Lease Liabilities	120.38	175.46	85.95	55.98
d) Security Deposits	5.11	-	-	-
e) Creditors for capital supplies	3.71	-	-	-
f) Deferred Revenue	8.09	-	-	-
Total	973.36	175.46	85.95	55.98

The above table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Company may be required to pay.

(iii) **Financing arrangements**

The Company has access to following undrawn borrowing facilities at the end of the reporting year:

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
a) Secured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	-	72.00
b) Unsecured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	150.00	128.00
c) Bank Guarantees*		
- Expiring within one year	6.15	8.70
- Expiring beyond one year	1.76	1.10
d) Unsecured Bank Overdraft facility		
- Expiring within one year	-	-

* These limits are as a sub-limit of secured cash credit facility.

Note: The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)(iv) **Maturities of financial assets**

Table showing maturity profile of financial assets

(₹ Crores)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2023				
A. Non-derivative financial liabilities				
a) Trade Receivables	451.38	-	-	-
b) Security Deposits	19.18	11.66	11.40	18.94
c) Others	393.74	12.99	-	-
As at 31 March 2022				
A. Non-derivative financial liabilities				
a) Trade Receivables	405.67	-	-	-
b) Security Deposits	23.16	20.27	6.88	12.37
c) Others	374.68	4.97	-	-

The above table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

c) **Market Risk Management****Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

There has been no significant changes to the Company's exposure to market risk or the methods in which they are managed or measured.

Interest Risk

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

Particulars	Name of borrowing	Type of Interest	Rate of interest	Loan amount outstanding	Increase in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)	Decrease in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)
Year ended 31 March 2023	Working Capital Demand Loan	Floating	5.05% to 8.90%	150.00	1.00%	(1.50)	1.00%	1.50
Year ended 31 March 2022	Working Capital Demand Loan	Floating	-	-	1.00%	-	1.00%	-

38. FAIR VALUE MEASUREMENT**a) Fair Valuation Techniques and Inputs used - recurring items**

(₹ Crores)

Financial assets/financial liabilities measured at Fair value	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	As at 31 March 2023	As at 31 March 2022				
A) Financial assets						
Investments						
Mutual fund investments	65.04	116.08	Level 1	Quoted Market Prices	NA	NA

As at the reporting date, the Company does not have any financial liability measured at fair values.

b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
a) Financial assets carried at Amortised Cost				
i) Loans to related parties	-	-	-	-
ii) Trade and other receivables	451.38	451.38	405.67	405.67
iii) Deposits given	61.18	61.18	55.72	55.72
iv) Cash and cash equivalents	114.64	114.64	131.05	131.05
v) Bank Balances Other than iv above	0.01	0.01	0.01	0.01
vi) Others	406.74	406.74	379.65	379.65
Total	1,033.95	1,033.95	972.10	972.10
B) Financial liabilities				
a) Financial liabilities held at Amortised cost				
i) Lease Liabilities	404.72	404.72	361.40	361.40
ii) Deposits received	8.69	8.69	5.11	5.11
iii) Trade and other payables	892.95	892.95	836.08	836.08
iv) Creditors for capital supplies	7.69	7.69	3.71	3.71
v) Deferred Revenue	1.27	1.27	8.09	8.09
Total	1,315.32	1,315.32	1,214.39	1,214.39

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**39. 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) The operating segments have been identified based on its services and had two reportable segments until 30 September 2022 as follows:
- Supply Chain Management- Goods transportation service including warehouse management service.
 - Enterprise Mobility Services - People transportation service.
- Consequent to sale / transfer of the Enterprise Mobility business to MLL Mobility Private Limited effective 1 October 2022, the Company operates in a single segment i.e. Supply Chain Management (SCM) - Goods transportation service, including warehouse management service. Pursuant to this, segment figures of previous year are not comparable with current year.
- iii) The Chief Operating Decision Maker (CODM) monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.
- iv) The segmental disclosures are as follows :-

As at 31 March 2022					(₹ Crores)
Particulars	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,486.73	144.35	3,631.08	-	3,631.08
II. Intersegment revenue	-	-	-	-	-
Total revenue	3,486.73	144.35	3,631.08	-	3,631.08
Results					
I. Segment Result	206.33	5.58	211.91	-	211.91
Less:					
Finance Costs					(0.90)
Unallocated corporate income net of unallocated expenses					(178.32)
Profit before tax					32.69
Income Taxes					(8.25)
Profit after tax					24.44
OTHER INFORMATION					
Segment Assets	1,346.94	50.00	1,396.94	-	1,396.94
Unallocated Corporate Assets					451.91
Total Assets					1,848.85
Segment Liabilities	1,150.79	6.95	1,157.74	-	1,157.74
Unallocated Corporate Liabilities					116.25
Total Liabilities					1,273.99
Capital Expenditure	83.69	0.44	84.13	-	84.13
Depreciation and Amortisation expense	114.26	5.88	120.14	-	120.14

Other disclosures:

a) Unallocable Expenditure/Assets:

- (i) Finance income and costs, fair value gains and losses on financial assets and indirect expenses are not allocated to individual segments as the underlying instruments are managed on an entity basis.
- (ii) Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on an entity basis.
- (iii) The accounting policies of the reportable segments are the same as the Company's accounting Policies described in Note 2.20.

There is no difference between segment profit as reviewed by Chief Operating Decision Maker (CODM) and the profit before tax as appearing in the financial statements.

(v) Geographic information

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from external customers		
India	4,458.90	3,631.08
Outside India	-	-
Revenue from operations as per statement of profit or loss	4,458.90	3,631.08

(vi) Segment Assets

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
India	2,165.16	1,396.94
Outside India	-	-
Total	2,165.16	1,396.94

(vii) Capital Expenditure

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
India	70.67	84.13
Outside India	-	-
Total	70.67	84.13

The revenues of the Company from holding company and group of customers under common control of the holding company amounts to 59.96% (Previous year: 53.03%) for the year ended 31 March 2023 of its total revenues.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**40. LEASES****Operating Lease**

Following are the changes in the carrying value of right of use assets:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Balance as at 1 April	297.72	208.11
Additions	204.76	185.37
Disposals	(29.18)	(8.62)
Amortisation expense for the year	(114.57)	(87.14)
Balance as at 31 March	358.73	297.72

The following is the movement in lease liabilities:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Lease liabilities recognised at 1 April	361.40	239.73
Additions	198.11	207.72
Finance cost accrued during the period	32.91	25.79
Deletions	(45.96)	(8.91)
Payment of lease liabilities	(141.74)	(102.93)
Balance as at 31 March	404.72	361.40

The following is the break-up of current and non-current lease liabilities:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Non-current lease liabilities	299.21	267.02
Current lease liabilities	105.51	94.38
Total	404.72	361.40

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Less than one year	146.47	120.38
One to Three years	280.17	175.46
Three to five years	42.77	85.95
More than five years	25.53	55.98
Total undiscounted lease liabilities at Balance sheet date	494.94	437.77

Rental expense recorded for short-term leases was ₹ 59.13 crore (Previous Year: ₹ 60.70 crores) for the year ended 31 March 2023.

The following is the movement in the net investment in sublease of ROU asset during the year:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Net investment in sublease in ROU recognised at 1 April	46.11	18.75
Additions	-	31.23
Finance Income on net investment in sublease in ROU	3.38	2.52
Deletions	(14.71)	-
Rental Income on net investment in sublease in ROU	(11.12)	(6.39)
Balance as at 31 March	23.66	46.11

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Less than one year	8.26	11.38
One to Three years	18.55	23.39
Three to five years	-	16.84
More than five years	-	4.63
Total	26.81	56.24

Leases not yet commenced to which Company is committed amounts to ₹ 2.76 crores for a lease term up to 5 years

Amounts recognised in Statement of Profit and Loss

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest on lease liabilities	32.91	25.79
Variable lease payments not included in measurement of lease liabilities	-	-
Expense on sub-leasing right of use asset	7.74	3.87
Expense relating to short term leases	59.12	60.70
Expense relating to low value leases	18.49	-
Depreciation expense of right of use asset	114.57	87.14
Total Expenses	232.83	177.50

Amounts recognised in Statement of cash flows

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Total cash outflows for leases	(141.7)	(102.93)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**41. EMPLOYEE BENEFITS****a) Defined Contribution Plan**

The Company's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 12.57 crore (2022: ₹ 11.38 crore) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:**Gratuity**

a) The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the Group Gratuity Scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

b) Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

(1) Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

(2) Change in bond yields

A decrease in government bond yields will increase plan liabilities.

(3) Inflation risk

Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

(4) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Company's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation	
	As at 31 March 2023	As at 31 March 2022
a) Discount rate(s)	7.30%	6.80%
b) Expected rate(s) of salary increase	7.00%	7.00%
c) Mortality rate during employment	100% of IALM 2012-14 Ultimate	100% of IALM 2012-14 Ultimate

d) Defined benefit plans - as per actuarial valuation

(₹ Crores)

Particulars	Funded Plan - Gratuity	
	As at 31 March 2023	As at 31 March 2022
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
a) Current Service Cost	3.80	3.84
b) Past service cost and (gains)/losses from settlements	-	-
c) Net interest expense	1.57	0.24
Components of defined benefit costs recognised in profit or loss	5.37	4.08
Remeasurement on the net defined benefit liability		
a) Return on plan assets (excluding amount included in net interest expense)	(0.25)	0.01
b) Actuarial (gains)/loss arising from changes in financial assumptions	(0.84)	(0.67)
c) Actuarial (gains)/loss arising from changes in demographic assumptions	-	-
d) Actuarial (gains)/loss arising from experience adjustments	(0.49)	1.69
Components of defined benefit costs recognised in Other Comprehensive Income	(1.58)	1.03
Total	3.79	5.11
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31 March		
a) Present value of defined benefit obligation	(23.59)	(23.11)
b) Fair value of plan assets	20.92	18.02
c) Surplus/(Deficit)	(2.67)	(5.09)
d) Current portion of the above	(2.67)	(5.09)
e) Non current portion of the above	-	-
III. Change in the obligation during the year ended 31 March		
a) Present value of defined benefit obligation at the beginning of the year	23.11	21.22
b) Add/(Less) on account of Scheme of Arrangement/Business		
c) Transfer	(0.75)	0.04
d) Expenses Recognised in Profit and Loss Account		
- Current Service Cost	3.80	3.84
- Past Service Cost	-	-
- Interest Expense (Income)	1.57	1.36
e) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Financial Assumptions	(0.84)	(0.67)
ii. Demographic Assumptions	-	-
iii. Experience Adjustments	(0.49)	1.69
f) Benefit payments	(2.81)	(4.37)
g) Present value of defined benefit obligation at the end of the year	23.59	23.11
IV. Change in fair value of assets during the year ended 31 March		
i) Fair value of plan assets at the beginning of the year	18.02	17.56
ii) Expenses Recognised in Profit and Loss Account		

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

(₹ Crores)

Particulars	Funded Plan - Gratuity	
	As at 31 March 2023	As at 31 March 2022
- Expected return on plan assets	1.22	1.12
iii) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	0.25	(0.01)
iv) Contributions by employer (including benefit payments recoverable)	5.09	3.72
v) Benefit payments	(2.81)	(4.37)
vi) Benefit payments	(0.85)	
vii) Fair value of plan assets at the end of the year	20.92	18.02
V. The Major categories of plan assets		
- Insurance Funds	20.92	18.02
VI. Actuarial assumptions		
a) Discount rate	7.30%	6.80%
b) Expected rate of return on plan assets	7.30%	6.80%
c) Attrition rate	12.00%	12.00%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ Crores)

Principal assumption	Changes in assumption	Impact on defined benefit obligation			
		As at 31 March 2023		As at 31 March 2022	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	22.08	25.34	21.57	24.87
b) Salary growth rate	1.00%	25.29	22.10	24.81	21.58
c) Rate of employee turnover	1.00%	23.55	23.66	23.00	23.23

Notes:

- The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance Sheet.
- The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.
- The weighted average duration of the defined benefit obligation as at 31 March 2023 is 7 years.

f) Maturity profile of defined benefit obligation:

The tables include both discounted value as well as unwinding of interest.

(₹ Crores)

Particulars	2023	2022
Within 1 year	3.08	2.79
1-2 years	2.72	2.68
2-3 years	2.92	2.64
3-4 years	2.67	2.66
4-5 years	2.57	2.42
5-10 years	10.98	10.40
More than 10 years	19.23	18.36

g) Plan Assets

The fair value of Company's plan asset by category are as follows:

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Asset category:		
Deposits with Insurance companies	20.92	18.02
	100%	100%

h) Experience Adjustments:

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018
1. Defined Benefit Obligation	(23.59)	(23.11)	(20.37)	(16.51)	(13.76)
2. Fair value of plan assets	20.92	18.02	16.41	13.00	9.87
3. Surplus/(Deficit)	(2.67)	(5.09)	(3.96)	(3.51)	(3.89)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	(0.49)	1.69	0.77	(0.02)	1.50
5. Experience adjustment on plan assets [Gain/(Loss)]	0.25	(0.01)	0.16	0.05	0.22

- The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.
- The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

42. RELATED PARTY TRANSACTIONS

i) List of Related Parties:

Holding Company	Mahindra & Mahindra Limited
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(a) Related Parties where control exists:

Subsidiaries

1	2 X 2 Logistics Private Limited
2	Lords Freight (India) Private Limited
3	MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited) (w.e.f. 17 May 2022)
4	MLL Mobility Private Limited (Formerly known as Meru Mobility Tech Private Limited) (w.e.f. 12 May 2022)
5	V-Link Fleet Solutions Private Limited (w.e.f. 13 May 2022)
6	V-Link Automotive Services Private Limited (w.e.f. 13 May 2022)
7	V-Link Freight Services Private Limited (w.e.f. 9 September 2022)
8	MLL Global Logistics Limited (w.e.f. 6 December 2022)

(b) Other parties with whom transactions have taken place during the year:

(i) Joint Venture

Transtech Logistics Private Limited

(ii) Associate

Zipzap Logistics Private Limited (w.e.f. 8 April, 2022)

(iii) Fellow Subsidiaries

1	Classic Legends Private Limited
2	Fifth Gear Ventures Limited
3	Gromax Agri Equipment Limited
4	Mahindra Accelo Limited (Formally Known As Mahindra Intertrade Limited)
5	Mahindra Defence System Limited
6	Mahindra Electric Mobility Limited (Merged with Mahindra & Mahindra Limited w.e.f.2 February 2023)
7	Mahindra EPC Irrigation Limited
8	Mahindra Heavy Engines Limited
9	Mahindra Holidays And Resorts India Limited
10	Mahindra Industrial Park Chennai Limited
11	Mahindra Integrated Business Solutions Private Limited
12	Mahindra MSTC Recycling Private Limited
13	Mahindra Two Wheelers Limited
14	Mahindra World City (Jaipur) Limited
15	NBS International Limited

(iv) Other Related Parties

a) Associate of Holding Company

1	Brainbees Solutions Private Limited
2	Mahindra CIE Automotive Limited
3	Tech Mahindra Limited

(v) Key Management Personnel (KMP):

Sr. No.	Name of KMP	Designation
1	Dr. Anish Shah (w.e.f. 2 April 2021)	Chairman & Non-Executive Director
2	Mr. Rampraveen Swaminathan	Managing Director & CEO
3	Mr. Amit Kumar Sinha (upto 24 March 2023)	Non-Executive Director
4	Mr. Naveen Raju	Non-Executive Director
5	Ms. Malvika Sinha	Independent Director
6	Mr. Ajay Mehta (upto 27 March 2023)	Independent Director
7	Mr. Darius Pandole	Independent Director
8	Mr. Ranu Vohra	Independent Director
9	Ms. Avani Davda	Independent Director
10	Mr. Dhananjay Mungale	Independent Director
11	Mr. Ameet Hariani (w.e.f. 01 May 2022)	Independent Director

ii) Details of transactions between the Company and its related parties are disclosed below:

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
a) Purchase of PPE and other assets	31-Mar-23	-	-	0.60	-	-	-
	31-Mar-22	0.75	-	-	-	-	-
b) Rendering of services	31-Mar-23	2,584.11	0.01	70.95	-	10.55	18.45
	31-Mar-22	1,856.85	0.02	30.90	-	-	37.01
c) Receiving of services	31-Mar-23	16.30	54.00	0.13	1.06	3.95	9.16
	31-Mar-22	2.28	20.22	0.35	1.13	-	0.23
d) Reimbursements made to parties	31-Mar-23	-	0.47	0.37	-	-	-
	31-Mar-22	11.13	-	-	-	-	-
e) Reimbursements received from parties	31-Mar-23	-	5.24	-	-	-	-
	31-Mar-22	0.05	1.02	0.01	-	-	-
f) Sale of property and other assets	31-Mar-23	0.91	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
g) Loans/Deposits given	31-Mar-23	-	4.40	-	-	-	-
	31-Mar-22	-	2.00	-	-	-	-
h) Interest Income on inter-corporate deposits	31-Mar-23	-	0.19	-	-	-	-
	31-Mar-22	-	0.02	-	-	-	-
i) Dividend Paid	31-Mar-23	8.36	-	-	-	-	-
* ₹ 250	31-Mar-22	10.45	0.00*	-	-	-	-
j) Purchase of Investment in Subsidiaries	31-Mar-23	50.41	50.48	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
k) Corporate Guarantee Given	31-Mar-23	-	220.00	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
l) Corporate Guarantee Commission	31-Mar-23	-	0.47	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
m) Business Transferred	31-Mar-23	-	36.12	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
n) Loans/Deposits refunded	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	2.00	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
o) Bad & doubtful debts recognised in respect of dues from related parties	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.13	-	-	-	-	-
Balances Outstanding with Related Parties							
a) Trade payables	31-Mar-23	11.21	11.11	0.03	0.01	0.48	-
	31-Mar-22	6.67	-	0.02	0.10	-	0.01
b) Trade receivables	31-Mar-23	107.24	0.12	4.83	-	4.87	4.14
	31-Mar-22	117.24	0.65	5.18	-	-	4.75
c) Other receivables	31-Mar-23	-	3.21	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
d) Inter Corporate Deposits outstanding	31-Mar-23	-	4.57	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
e) Advances Given	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	0.73	-	-	-	-
f) Deposit taken	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.03	-	-	-	-	-
g) Provision of bad & doubtful debts related to amount due from related parties	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	2.20	-	-	-	-	0.29

Notes:

- All the outstanding balances, whether receivables or payables are unsecured.
- Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.
- The loans to related parties are not in the nature of repayable on demand or without specifying any terms or period of repayment.

iii) Details of material transactions between the Company and its related parties are disclosed below:

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
Nature of transactions with Related Parties							
a) Purchase of PPE and other assets							
NBS International Limited	31-Mar-23	-	-	0.60	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.75	-	-	-	-	-
b) Rendering of services							
Mahindra & Mahindra Limited	31-Mar-23	2,584.11	-	-	-	-	-
	31-Mar-22	1,856.85	-	-	-	-	-
Lords Freight (India) Private Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	0.01	-	-	-	-
Mahindra Heavy Engines Limited	31-Mar-23	-	-	15.17	-	-	-
	31-Mar-22	-	-	11.16	-	-	-
Classic Legends Private Limited	31-Mar-23	-	-	26.59	-	-	-
	31-Mar-22	-	-	-	-	-	19.81

(₹ Crores)

Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
Mahindra CIE Automotive Limited	31-Mar-23	-	-	-	-	-	13.27
	31-Mar-22	-	-	-	-	-	10.77
Tech Mahindra Limited	31-Mar-23	-	-	-	-	-	5.18
	31-Mar-22	-	-	-	-	-	5.88
Gromax Agri Equipment Limited	31-Mar-23	-	-	6.16	-	-	-
	31-Mar-22	-	-	6.66	-	-	-
Mahindra Electric Mobility Limited	31-Mar-23	-	-	13.92	-	-	-
	31-Mar-22	-	-	6.68	-	-	-
Mahindra Two Wheelers Limited	31-Mar-23	-	-	7.83	-	-	-
	31-Mar-22	-	-	5.56	-	-	-
Mahindra Epc Irrigation Limited	31-Mar-23	-	-	0.03	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra Accelo Limited	31-Mar-23	-	-	0.63	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra Holidays And Resorts India Limited	31-Mar-23	-	-	0.00*	-	-	-
* ₹ 22,882	31-Mar-22	-	-	-	-	-	-
2 X 2 Logistics Private Limited	31-Mar-23	-	0.01	-	-	-	-
	31-Mar-22	-	0.01	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-23	-	-	-	-	10.55	-
	31-Mar-22	-	-	-	-	-	-
Mahindra Defence System Limited	31-Mar-23	-	-	0.14	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra Industrial Park Chennai Limited	31-Mar-23	-	-	0.03	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra Mstc Recycling Private Limited	31-Mar-23	-	-	0.45	-	-	-
	31-Mar-22	-	-	-	-	-	-
c) Receiving of services							
Mahindra & Mahindra Limited	31-Mar-23	16.30	-	-	-	-	-
	31-Mar-22	2.28	-	-	-	-	-
Tech Mahindra Limited	31-Mar-23	-	-	-	-	-	9.16
	31-Mar-22	-	-	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	0.23
Mahindra Integrated Business Solutions Private Limited	31-Mar-23	-	-	0.09	-	-	-
	31-Mar-22	-	-	0.15	-	-	-
NBS International Limited	31-Mar-23	-	-	0.03	-	-	-
	31-Mar-22	-	-	0.01	-	-	-
Transtech Logistics Private Limited	31-Mar-23	-	-	-	1.06	-	-
	31-Mar-22	-	-	-	1.13	-	-
2 X 2 Logistics Private Limited	31-Mar-23	-	13.82	-	-	-	-
	31-Mar-22	-	20.22	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-23	-	-	-	-	3.95	-
	31-Mar-22	-	-	-	-	-	-
Fifth Gear Ventures Limited	31-Mar-23	-	-	0.00*	-	-	-
* ₹ 37,583	31-Mar-22	-	-	-	-	-	-

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

							(₹ Crores)
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
MLL Mobility Private Limited	31-Mar-23	-	30.19	-	-	-	-
	31-Mar-22	-	-	0.19	-	-	-
MLL Express Services Private Limited	31-Mar-23	-	9.99	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
d) Reimbursements made to parties							
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	11.13	-	-	-	-	-
MLL Express Services Private Limited	31-Mar-23	-	0.47	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
NBS International Limited	31-Mar-23	-	-	0.16	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-23	-	-	0.21	-	-	-
	31-Mar-22	-	-	-	-	-	-
e) Reimbursements received from parties							
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.05	-	-	-	-	-
2 X 2 Logistics Private Limited	31-Mar-23	-	0.17	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
Lords Freight (India) Private Limited	31-Mar-23	-	2.81	-	-	-	-
	31-Mar-22	-	1.02	-	-	-	-
MLL Mobility Private Limited	31-Mar-23	-	1.15	-	-	-	-
	31-Mar-22	-	-	0.01	-	-	-
MLL Express Services Private Limited	31-Mar-23	-	1.05	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
V-Link Freight Services Private Limited	31-Mar-23	-	0.06	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
f) Sale of Property and other assets							
Mahindra & Mahindra Limited	31-Mar-23	0.91	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
g) Loans / Deposits given							
2 X 2 Logistics Private Limited	31-Mar-23	-	4.40	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
Lords Freight (India) Private Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	2.00	-	-	-	-
h) Interest Income on inter-corporate deposits							
2 X 2 Logistics Private Limited	31-Mar-23	-	0.19	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
Lords Freight (India) Private Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	0.02	-	-	-	-
i) Dividend paid							
Mahindra & Mahindra Limited	31-Mar-23	8.36	-	-	-	-	-
* ₹ 250	31-Mar-22	10.45	0.00*	-	-	-	-

(₹ Crores)

Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
j) Purchase of Investment in Subsidiaries Company							
Mahindra & Mahindra Limited	31-Mar-23	50.41	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
MLL Express Services Private Limited	31-Mar-23	-	50.48	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
k) Corporate Guarantee given							
MLL Express Services Private Limited	31-Mar-23	-	220.00	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
l) Corporate Guarantee Commission income							
MLL Express Services Private Limited	31-Mar-23	-	0.47	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
m) Business Transferred							
MLL Mobility Private Limited	31-Mar-23	-	36.12	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
n) Loans / Deposits refunded							
Lords Freight (India) Private Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	2.00	-	-	-	-
o) Bad & doubtful debts recognised in respect of dues from related parties							
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.13	-	-	-	-	-

iv) Compensation of Key Managerial Personnel

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

The remuneration key managerial personnel during the year was as follows:

(₹ Crores)

Particulars	Year	Short-term employee benefits	ESOPs	Sitting Fees	Commission	Reimbursement of Expenses paid
Mr. Rampraveen Swaminathan	31-Mar-23	4.15	1.28	-	-	0.19
	31-Mar-22	3.96	2.13	-	-	-
Ms. Malvika Sinha	31-Mar-23	-	-	0.10	0.07	-
	31-Mar-22	-	-	0.09	0.07	-
Mr. Ajay Mehta	31-Mar-23	-	-	0.13	0.07	-
	31-Mar-22	-	-	0.10	0.07	-
Mr. Darius Pandole	31-Mar-23	-	-	0.13	0.07	-
	31-Mar-22	-	-	0.10	0.07	-
Mr. Ranu Vohra	31-Mar-23	-	-	0.12	0.07	-
	31-Mar-22	-	-	0.08	0.07	-
Ms. Avani Davda	31-Mar-23	-	-	0.12	0.07	-
	31-Mar-22	-	-	0.09	0.07	-
Mr. Dhananjay Mungale	31-Mar-23	-	-	0.08	0.07	-
	31-Mar-22	-	-	0.07	0.07	-
Mr. Ameet Hariani	31-Mar-23	-	-	0.06	0.07	-
	31-Mar-22	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

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.

v) Disclosure required under section 186(4) of the Companies Act, 2013

Particulars	(₹ Crores)	
	Year ended 31 March 2023	Year ended 31 March 2022
a. Loans Given		
2 X 2 Logistics Private Limited#	4.40	-
Lords Freight (India) Private Limited	-	2.00
b. Corporate Guarantee Given		
MLL Express Services Private Limited	220.00	-

Above inter corporate loan has been given for general business purposes for meeting their working capital requirements @ 8.00%

Note: Amount of all the transactions reported above are excluding GST and including unbilled income / accrued expenses, as applicable.

43. RATIOS

S No.	Particulars	Numerator	Denominator	31 Mar-23	31 Mar-22	% variance
1	Current Ratio	Current Assets	Current Liabilities	0.96	1.16	-17.24%
2	Debt-equity Ratio	Borrowings	Average Shareholder's Equity	0.25	NA	NA
3	Debt service coverage Ratio	Earnings Before Interest & Depreciation	Interest & Principal repayments within a year	1.82	NA	NA
4	Return on equity	Profit After Tax	Average Shareholder's Equity	10.73%	4.00%	168.25%
5	Inventory Turnover Ratio	Cost of materials consumed	Average Inventory	7.64	6.55	16.64%
6	Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivables & Accrued Sales	5.46	4.50	21.33%
7	Trade payables turnover ratio	Purchases of Services & Other Expenses	Average Trade payables	4.38	4.06	7.88%
8	Net capital turnover ratio	Revenue from Operations	Working Capital	(94.93)	23.28	-507.77%
9	Net profit	Net Profit	Revenue from Operations	1.44%	0.67%	114.93%
10	Return on capital employed	Profit before interest and tax	Total Equity + Total Debt	15.32%	10.22%	49.90%
11	Return on investment	NA	NA	NA	NA	NA

Explanation for change in the ratios by more than 25% :

- Return on Equity (%) : Return on Equity in the current year has improved from 4% in previous year to 10.73% in current year on the base of higher profit for the year.
- Inventory Turnover Ratio (times) : Inventory Turnover Ratio has increased from 6.55 times in previous year to 7.64 times in current year on the lower base of inventory and higher utilization during the year.

- (iii) Net capital turnover ratio (times) : Net capital turnover ratio in the current year has changed from 23.28 in previous year to (94.93) in current year on the base of negative average working capital on account of increase in the current liabilities.
- (iv) Net profit (%) : Net Profit in the current year has improved from 0.67% in previous year to 1.44% in current year on the base of higher profit for the year.
- (v) Return on capital employed (%) : Return on capital employed in the current year has improved from 10.22% in previous year to 15.32% in current year on the base of higher profit for the year.

44. CONTINGENT LIABILITIES AND COMMITMENTS

A - Contingent Liabilities

Particulars	(₹ Crores)	
	Year ended 31 March 2023	Year ended 31 March 2022
Contingent liabilities (to the extent not provided for)		
Claims against the Company not acknowledged as debt		
a) VAT	22.89	19.40
b) Service Tax	3.52	3.36
c) Income Tax	3.19	3.19
d) Corporate Guarantee for Subsidiary	220.00	
e) Other Matters	9.39	7.43

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 matters at (a) to (d) above, pending resolution of appellate/court proceedings.

B - Capital Commitments

Particulars	(₹ Crores)	
	Year ended 31 March 2023	
Investment in Zipzap Logistics Private Limited	36.31	

45. ADDITIONAL REGULATORY INFORMATION

- i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

- ii) Outstanding Balance with struck off companies :

(₹ Crores)

Name of the Struck off Company	Nature of transaction	Relationship with the struck off company	Balance as on 31 March 2023
Efcee Sarovar Portico	Trade Receivable	External	..*
Keller Ground Engineering India Pvt Ltd.	Trade Receivable	External	..*
Golden Tulip	Trade Receivable	External	..*
Sundharams Pvt Ltd.	Trade Receivable	External	0.01
Oswal Denims	Trade Receivable	External	..*
GE Global Servicing Private Limited	Trade Receivable	External	..*
G.S.T Corporation Limited	Trade Receivable	External	..*
Adsare Hotels Pvt Ltd.	Trade Receivable	External	..*
Dana India Private Limited	Trade Receivable	External	..*
Loginext Solutions Pvt Ltd.	Trade Payable	External	..*
M Y Transport Co Pvt Ltd.	Trade Payable	External	0.17
Sundharams Private Limited	Trade Payable	External	1.01
Balaji Translogistic Pvt Ltd.	Trade Payable	External	0.01
Fountainhead Lifestyle Pvt Ltd.	Trade Payable	External	0.01
Shraddha Logistics Private Limited	Trade Payable	External	0.01
ABC Legal Consultation	Trade Payable	External	0.10
O-Links Technology Pvt. Ltd.	Trade Payable	External	..*
Konect Infonet Pvt Ltd.	Trade Payable	External	..*
Prajapati Logistics Pvt. Ltd.	Advance given	External	0.01
Oxon Healthcare Services Pvt Ltd.	Advance given	External	0.03

*Amount is below the rounding off norms adopted by the Company.

- iii) The Company did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.
- iv) The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

46.

Previous year numbers have been regrouped wherever necessary.

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

M'ship No.: ACS24922

Place: Mumbai

Date: 24 April 2023

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 losses in its associate and joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2023, 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.

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, associate and joint venture referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, 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 (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the

Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- 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, associate and joint venture audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, associate 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.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE 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

INDEPENDENT AUDITOR'S REPORT (Contd.)

its associate and 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 associate and 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 associate 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 Management of the companies included in the Group and of its associate and 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 associate and joint venture are also responsible for overseeing the financial reporting process of the Group and of its associate and joint venture.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due

to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and 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 associate and joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate and 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 or business activities 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 eight subsidiaries whose financial statements reflect total assets of ₹ 620.63 Cr as at March 31, 2023, total revenues of ₹ 698.66 Cr and net cash outflows amounting to ₹ 122.32 Cr for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 3.10 Cr for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of associate and joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture and associate is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries, associate and joint venture referred to in the Other Matters section above we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate company and joint venture company incorporated in India, none of the directors of the Group companies, its associate company and joint venture company incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating

INDEPENDENT AUDITOR'S REPORT (Contd.)

effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent company, subsidiary companies, associate company and joint venture company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to their respective directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and joint venture;
 - ii) the Group, its associate and 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 and its subsidiary companies associate company and joint venture company incorporated in India.
 - iv) (a) The respective Managements of the Parent Company and its subsidiaries, associate and joint venture which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, associate and joint venture respectively that, to the best of their knowledge and belief, as disclosed in the note no 42 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share

premium or any other sources or kind of funds) by the Parent Company or any of such subsidiaries, associate and joint venture to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiaries, associate and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Parent Company and its subsidiaries, associate and joint venture which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, associate and joint venture respectively that, to the best of their knowledge and belief, as disclosed in the notes no 42 to the consolidated financial statements, no funds have been received by the Parent Company or any of such subsidiaries, associate and joint venture from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries, associate and joint venture shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, associate and joint venture which are companies incorporated in India whose financial statements have

been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The final dividend proposed in the previous year, declared and paid by the Parent Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 18 to the consolidated financial statements, the Board of Directors of the Parent Company proposed final dividend for the year which is subject to the approval of the members the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023

to the Parent/ Holding Company and its subsidiaries, associate and joint venture which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by the auditors of the subsidiaries, associate and joint venture included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO report except for the following:

Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
2X2 Logistics Private Limited	U63000MH2012PTC237062	Subsidiary	3(xvii)
MLL Express Services Private Limited (formerly Meru Travel Solutions Private Limited)	U63040MH2006PTC165956	Subsidiary	3(xvii)
MLL Mobility Private Limited (formerly Meru Mobility Tech Private Limited)	U63040MH2006PTC165959	Subsidiary	3(xvii)
V-Link Automotive Services Private Limited	U50500MH2010PTC198987	Subsidiary	3(xvii)
V-Link Freight Services Private Limited	U62100MH2022PTC390187	Subsidiary	3(xvii)
V-Link Fleet Solutions Private Limited	U63040MH2006PTC165955	Subsidiary	3(xvii)
TRANSTECH LOGISTICS PRIVATE LIMITED	U60231KA2008PTC048036	Joint Venture	3(xix)
Zipzap Logistics Private Limited	U60221TG2018PTC125881	Associate	3(xvii)

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)

(Membership No. 102637)

(UDIN: 23102637BGXUSH8059)

Place: Mumbai

Date: 24 April 2023

INDEPENDENT AUDITOR'S REPORT (Contd.)**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of Mahindra Logistics Limited (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under

Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its associate company and its joint venture, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Mumbai

Date: 24 April 2023

OPINION

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 8 subsidiary companies and 1 associate company, 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: 23102637BGXUSH8059)

CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH 2023

(₹ Crores)

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	196.75	187.63
(b) Right of Use Asset	4	386.91	298.22
(c) Net Investment in Lease	38	23.66	46.11
(d) Capital Work-in-Progress	5	3.25	0.43
(e) Goodwill on consolidation	6	4.33	4.33
(f) Intangible Assets	7	241.69	10.37
(g) Intangible assets under development	8	0.53	13.39
(h) Financial Assets			
(i) Investments	10	32.63	-
(ii) Other Financial Assets	12	62.45	40.28
(i) Deferred Tax Assets (Net)	13	41.60	26.85
(j) Income Tax Assets (Net)	16	124.29	77.36
(k) Other Non-current assets	14	29.33	18.77
Total Non-Current Assets		1,147.42	723.74
II CURRENT ASSETS			
(a) Inventories	9	0.41	1.43
(b) Financial Assets			
(i) Investments	10	67.24	117.75
(ii) Trade Receivables	11	652.49	488.90
(iii) Cash and Cash Equivalents	15(I)	126.20	133.88
(iv) Bank Balances other than (iii) above	15(II)	0.03	0.45
(v) Other Financial Assets	12	447.54	407.16
(c) Other Current Assets	14	111.61	102.13
Total Current Assets		1,405.52	1,251.70
Total Assets		2,552.94	1,975.44
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	71.98	71.87
(b) Share Application Money		0.06	0.06
(c) Other Equity	18	489.63	474.55
Equity attributable to owners		561.67	546.48
Equity attributable to non-controlling interests		(1.37)	0.28
Total Equity		560.30	546.76
Liabilities			
I Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	223.60	0.65
(ii) Lease Liabilities	38	308.33	267.32
(b) Provisions	21	32.71	31.09
Total Non-Current Liabilities		564.64	299.06
II Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	177.80	39.85
(ii) Lease Liabilities	38	124.32	94.60
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	23	67.46	35.34
b) Other than Micro and Small Enterprises	23	980.59	833.02
(iv) Other Financial Liabilities	20	33.49	74.38
(b) Provisions	21	6.88	7.23
(c) Current Tax Liabilities (net)	16	3.65	8.26
(d) Other Current Liabilities	22	33.81	36.94
Total Current Liabilities		1,428.00	1,129.62
Total Equity And Liabilities		2,552.94	1,975.44

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Kedar Raje
Partner

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

Place: Mumbai
Date: 24 April 2023

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2023

(₹ Crores)

Particulars	Notes	Year ended 31 March 2023	Year ended 31 March 2022
I Revenue from operations	24	5,128.29	4,140.76
II Other Income	25	15.85	13.58
III Total Income (I + II)		5,144.14	4,154.34
IV EXPENSES			
(a) Cost of materials consumed	26	6.58	9.81
(b) Changes in inventories of finished goods	27	0.45	(0.45)
(c) Operating Expenses	28	4,379.48	3,540.41
(d) Employee benefits expense	29	354.56	314.70
(e) Finance costs	30	51.57	29.82
(f) Depreciation and amortisation expense	31	189.50	141.72
(g) Other expenses	32	127.46	92.02
Total expenses		5,109.60	4,128.03
V Profit before exceptional items and tax (III - IV)		34.54	26.31
VI Tax Expense			
(a) Current tax	33	21.89	16.07
(b) Deferred tax Credit	33	(14.77)	(4.82)
Total Tax Expense		7.12	11.25
VII Profit After Tax (V-VI)		27.42	15.06
VIII Share of Profit/(Loss) of Joint Venture / Associate		(2.79)	0.01
IX Profit for the year (VII+VIII)		24.63	15.07
X Profit for the year attributable to:			
Owners of the company		26.28	17.56
Non Controlling Interests		(1.65)	(2.49)
XI Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans - Gains/(Losses)		1.91	(0.87)
(b) Income tax relating to items that will not be reclassified to profit or loss		(0.42)	0.22
Total Other comprehensive income		1.49	(0.65)
XII Other comprehensive income for the year attributable to:			
Owners of the company		1.48	(0.65)
Non Controlling Interests		0.01	-
		1.49	(0.65)
Total comprehensive income for the year (IX+XI)		26.12	14.42
XIII Total comprehensive income for the year attributable to:			
Owners of the company		27.76	16.91
Non Controlling Interests		(1.64)	(2.49)
XIV Earnings per equity share (face value ₹ 10/- per share)			
(a) Basic (in ₹)	34	3.65	2.45
(b) Diluted (in ₹)	34	3.64	2.43

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Kedar Raje
Partner

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Place: Mumbai
Date: 24 April 2023

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2023

(A) EQUITY SHARE CAPITAL

(₹ Crores)

Particulars	Number of Shares	Equity share capital
Balance as at 1 April 2021	71,670,340	71.67
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	71,670,340	71.67
Changes in equity share capital during the year:		
Exercise of Employee Stock Options	201,278	0.20
Balance as at 31 March 2022	71,871,618	71.87
Balance as at 1 April 2022	71,871,618	71.87
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	71,871,618	71.87
Changes in equity share capital during the year:		
Exercise of Employee Stock Options	105,412	0.11
Balance as at 31 March 2023	71,977,030	71.98

(B) OTHER EQUITY

(₹ Crores)

Particulars	Reserves & Surplus				Total	Non-Controlling Interest	Total Other Equity
	Capital reserve on consolidation	Securities premium	Equity-settled employee benefits reserve	Retained earnings			
Balance as at 1 April 2021	(24.41)	112.60	14.06	369.69	471.94	2.77	474.71
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	(24.41)	112.60	14.06	369.69	471.94	2.77	474.71
- Share based payment to employees			3.34	-	3.34	-	3.34
- Exercise of employee stock options	-	7.55	(7.25)	-	0.30	-	0.30
- Dividend paid on Equity Shares	-	-	-	(17.94)	(17.94)	-	(17.94)
Total Comprehensive income for the year							
- Profit for the year	-	-	-	17.56	17.56	(2.49)	15.07
- Actuarial (loss)/gain transferred to retained earnings	-	-	-	(0.65)	(0.65)	-	(0.65)
Balance as at 31 March 2022	(24.41)	120.15	10.15	368.66	474.55	0.28	474.83

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2023

(₹ Crores)

Particulars	Reserves & Surplus				Total	Non-Controlling Interest	Total Other Equity
	Capital reserve on consolidation	Securities premium	Equity-settled employee benefits reserve	Retained earnings			
Balance as at 1 April 2022	(24.41)	120.15	10.15	368.66	474.55	0.28	474.83
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	(24.41)	120.15	10.15	368.66	474.55	0.28	474.83
- Share based payment to employees	-	-	1.70	-	1.70	-	1.70
- Exercise of employee stock options	-	4.96	(4.96)	-	-	-	-
- Dividend paid on Equity Shares	-	-	-	(14.39)	(14.39)	-	(14.39)
Total Comprehensive income for the year							
- Profit for the year	-	-	-	26.28	26.28	(1.65)	24.63
- Actuarial gain/(loss) transferred to retained earnings	-	-	-	1.48	1.48	0.01	1.49
Balance as at 31 March 2023	(24.41)	125.11	6.89	382.03	489.63	(1.37)	488.26

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Kedar Raje
Partner

Place: Mumbai
Date: 24 April 2023

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

	(₹ Crores)	
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax for the year	34.54	26.33
Adjustments for:		
Loss/ (Gain) on disposal of property, plant and equipment	0.11	(0.11)
Provision for expected credit loss recognised on trade receivables	3.45	(2.37)
Bad debts/advances written off	1.76	5.82
Provision for doubtful advances	(0.53)	1.65
Depreciation and amortisation expense	189.50	141.72
Finance Charges	51.57	29.81
Unrealised gain on reversal of Right of Use Assets	(2.65)	(0.32)
Unrealised gain on sub-lease arrangement	-	(2.70)
Interest Income	(4.70)	(2.75)
Rental Income on Sub-Lease	11.12	6.39
Finance income on net investment in lease	(3.38)	(2.52)
Profit on sale of mutual funds	(1.01)	(1.45)
Share based payment expenses	1.70	3.34
	246.94	176.51
Operating profit before working capital changes	281.48	202.84
Changes in:		
Trade and other receivables	(196.54)	(42.07)
Inventories	1.02	(1.43)
Trade and other payables and provisions	107.27	94.19
	(88.25)	50.69
Cash generated from operations	193.23	253.53
Income taxes paid	(73.83)	(62.55)
Net cash flow generated from operating activities	119.40	190.98
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment to acquire current investments	(940.04)	(1,236.41)
Proceeds from sale of current investments	991.56	1,186.72
Investment in Subsidiary	(50.41)	-
Investment in Associate	(35.42)	-
Payment made for acquisition of business	(218.51)	-
Bank Deposits Matured/(Placed)	0.42	-
Interest income	4.72	1.26
Payment to acquire property, plant and equipment & other intangible assets including CWIP	(71.03)	(106.21)
Proceeds from disposal of property, plant and equipment	8.69	14.79
Net cash used in investing activities	(310.02)	(139.85)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Issue of Share Capital	0.05	0.16
Share premium received	-	0.30
Share application money received	0.06	0.06
Proceeds from short term borrowings (net)	137.95	7.67
Proceeds from long term borrowings	222.95	-
Interest paid	(17.37)	(3.92)
Repayment of finance lease obligations	(146.31)	(103.79)
Dividend paid	(14.39)	(17.94)
Net cash generated from / (used in) financing activities	182.94	(117.46)
Net decrease in cash and cash equivalents (A+B+C)	(7.68)	(66.33)
Cash and cash equivalents at the beginning of the year	133.88	200.21
Cash and cash equivalents at the end of the year	126.20	133.88
Components of cash and cash equivalents		
Cash / Cheques on hand	0.65	0.71
With Banks - in Current account/ Fixed Deposit/Balance in Cash Credit Accounts	125.55	133.17
	126.20	133.88

Notes :

- The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7 - Statement of Cash flows.

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Kedar Raje
Partner

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ruchie Khanna
Company Secretary
M'ship No.: ACS24922

Place: Mumbai
Date: 24 April 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

1. CORPORATE INFORMATION

Mahindra Logistics Limited is a public limited company incorporated in India on 24 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 31 March 2023 were approved for issue in accordance with a resolution of the directors on 24 April 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation and presentation of the Consolidated Ind AS Financial Statements

- (a) These consolidated financial statements have been prepared in accordance Indian Accounting Standard as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the 'Act'). The financial statements are consolidated financial statements.
- (b) These Consolidated Ind AS Financial Statement have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Financial Statements

is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Consolidated Financial Statement are prepared in Indian Rupee (₹) and denominated in crores.

The principal accounting policies are set out below.

2.2. Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether

or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. They are deconsolidated from the date that control ceases.

The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Financial Statement of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions

between members of the Group are eliminated in full on consolidation.

2.3. Goodwill

Goodwill arising on an acquisition of a business is carried at cost, less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.4. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.5. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.6. Revenue recognition

2.6.1 Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Company as part of the contract, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

1 Revenue from taxi services, convenience fees, airport charges

Revenue from taxi services represents revenue earned from transportation of passengers as part of metered tax operations. Revenue from taxi services is measured as per the contractual terms and is recognised on completion of each trip. Convenience fees are charged to customer for facilitating booking of taxi services through the Company. Convenience fees are recognised as revenue at completion of trip. Airport charges are recovered from customers towards the airport charges incurred at airports as per the contractual terms. Airport charges are recognised as revenue at completion of trip.

2 Revenue from taxi aggregator services

Revenue from taxi aggregator services is recognised net of the share of revenue paid to drivers, as and when the services are rendered as per the terms of the contract. Taxi aggregator services involve the Company providing a platform to facilitate booking of taxi services by passengers with third party independent taxi service providers.

3 Revenue from B2B Customers

Revenue from B2B Customers represents revenue earned from providing taxi services to corporates for their employee transportation. Revenue is measured as per the contractual terms and recognised as and when the service is rendered as per contract terms.

4 Advertisement revenue

Revenue from advertisement contracts are recognised pro-rata over the period of contract as and when services are rendered. Revenue is measured as per the contractual terms

2.6.2 Sale of products - Cultivator

The Company recognizes revenue from contracts with customers related to sale of goods, when the Company satisfies performance obligation. Performance obligations are satisfied at the point of time when the customer obtains control of the goods. The control of goods is transferred to the customer depending upon the incoterms.

Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it and has the primary responsibility when on selling the goods and it bears the risks of obsolescence and loss in relation to the goods.

2.6.3 Dividend and interest income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.7. Leasing

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the lessor has a substantive substitution right, then the asset is not identified
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group as a lessee has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
 - a) the Group as a lessee has the right to operate the asset; or
 - b) the Group as a lessee designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to contracts entered into, or modified, on or after 1 April 2019.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the

underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at 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

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classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

As a lessee

Operating leases

For transition, the Group has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Group has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. Single discount rate to a portfolio of leases with similar characteristics.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

2.8. Foreign currencies

i. Initial recognition

In preparing the Financial Statement of the Group, transactions in currencies other than the group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

ii. Conversion

- a. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
- b. Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported in Indian Rupee using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The Group accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

- a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- b. foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.9. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.10. Employee benefits

2.10.1. Retirement benefit costs and termination benefits

- i. Defined Contribution Plan :
Group's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the

Consolidated Statement of Profit and Loss.

ii. **Defined Benefits :**

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- b. net interest expense or income; and
- c. remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.10.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.11. Share-based payment arrangements

Equity-settled share-based payments to employees and others are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no 29.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.12. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.12.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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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.

2.12.3. Current and deferred tax for the year

Current and deferred tax are recognised in consolidated profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.13. Property, plant and equipment

All Property, plant and equipments are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the assets carrying amount or recognised as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the Straight-Line Method (SLM) in accordance with the useful lives specified in Part - C of Schedule II of the Companies Act, 2013 on a pro-rata basis except in the case of:

- i. Certain items of Plant & Machinery individually costing more than ₹ 5,000 - over their useful lives ranging from 2 years to 10 years as estimated by the group and also based on the contractual arrangements wherever applicable.
- ii. Certain items of Plant & Machinery and equipment individually costing less than ₹ 5,000 shall be depreciated over a period of 1 year.
- iii. Mobile Phones (included in office equipment) in 2 years.

- iv. Motor Cars (included in Vehicles) in 3 to 5 years as the case may be.
- v. Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period.
- vi. Horse portion of a Vehicle is depreciated over five years based on the management experience of handling similar kind of asset.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.14. Intangible assets

2.14.1. Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.14.2. Useful lives of intangible assets

The expenditure incurred is amortised over three to ten financial years equally commencing from the year in which the expenditure is incurred or over a period of 36 months as the case may be.

2.14.3. Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.15. Impairment of tangible and intangible assets other than goodwill

The management of the Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction

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is treated as an impairment loss and recognised in the Consolidated Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. A reversal of an impairment loss is recognised immediately in profit or loss.

2.16. Impairment of investments

The Group assesses impairment of investments in associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate.

2.17. Provisions, Contingent Liabilities & Contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.18. Financial instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.19. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.19.1. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments

that are designated as at fair value through profit or loss on initial recognition):

- i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer Note 2.19.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.19.2. Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.19.3. Financial assets at Fair value through Profit and Loss

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such

designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.19.4. Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-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

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default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.19.5. Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise

been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.19.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit

or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.20. Financial liabilities and equity instruments

2.20.1. Classification as debt or equity

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.20.2. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.20.3. Compound financial instruments

The component parts of compound financial instruments (convertible instruments) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole.

This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2.20.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.21. Segment Accounting:

The Chief Operating Decision Maker ("CODM") monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

2.21.1. Identification of Operating Segments:

The operating segments have been identified based on its services and has two reportable segments, as follows:

- i. **Supply Chain Management** - Goods Transportation service including warehouse management services and freight forwarding etc.
- ii. **Enterprise Mobility Services** - People transportation service

2.21.2. Accounting of Operating Segments:

Accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and expenses, have been included under "Unallocated Corporate Expenses/Eliminations".

2.22. Exceptional Items:

An item of income or expense which by its size, type or incidence is material & requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

2.23. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as prescribed in IND AS 33.

2.24. Business Combination:

The Group accounts for its business combinations under acquisition method of accounting. The acquiree's identifiable assets including liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. The excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed is recognised as goodwill.

Before recognising capital reserve in respect thereof, the Group determines whether there exists clear evidence of underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional asset or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it directly in equity as capital reserve.

Non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition, the carrying amount of noncontrolling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When the consideration transferred by the Group in business combination includes assets or liabilities resulting in a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as a part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments, are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve as the case may be.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amount for the items for which the accounting is incomplete. Those provisional amount

are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date. In consolidated financial statements, acquisition of non-controlling interest is accounted as equity transaction. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company. Business Combination under common control are accounted as per Appendix C in Ind AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

2.25. Acquisition of interest in associate and joint ventures:

Acquisition of interest in an associate or a joint venture, is initially recognised at cost. Any excess of the cost of the investment over the Group's share of the fair value of the identifiable assets and liabilities of the investee is regarded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised in equity as capital reserve in the period in which the investment is acquired.

3(A). CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting

estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of Property, plant and equipment

As described in note 2.13 above, the Group reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period.

(ii) Defined Benefit Plans:

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Fair Value of financial assets and liabilities and investments

The Group measures certain financial assets and liabilities on fair value basis at each balance sheet date or at the time they are assessed for impairment. Fair value measurement that are based on significant unobservable inputs (Level 3) requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate about future developments

(iv) Estimated Lead Time for determining completion of performance

The Group also determines completion of performance obligation with respect to transportation service based on Estimated Lead Time (ELT) to deliver based on standard past performance and to that extent it involves management judgments for estimating delivery time to destination.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)

(v) Leases

Ind AS 116 requires lessees to determine the lease term as the non- cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

(vi) Trade receivables:

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group has considered subsequent recoveries, past trends, credit risk profiles of the customers based on

their industry, macroeconomic forecasts and internal and external information available to estimate the probability of default in future

3(B). RECENT ACCOUNTING PRONOUNCEMENTS

On 31 March 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards which are applicable to company from 1 April 2023.

- i. Ind AS 101 - First-time Adoption of Indian Accounting Standards
- ii. Ind AS 102 - Share-based Payment
- iii. Ind AS 103 - Business Combinations
- iv. Ind AS 107 - Financial Instruments Disclosures
- v. Ind AS 109 - Financial Instruments
- vi. Ind AS 115 - Revenue from Contracts with Customers
- vii. Ind AS 1 - Presentation of Financial Statements
- viii. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- ix. Ind AS 12 - Income Taxes
- x. Ind AS 34 - Interim Financial Reporting

Application of above standards are not expected to have any significant impact on the company's financial statements.

4. PROPERTY, PLANT AND EQUIPMENT**As at 31 March 2023**

(₹ Crores)

Description of Assets	Freehold Land	Leasehold Improvements	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Total	Right of use Assets
A. Cost								
Balance as at 1 April 2022	1.91	0.13	104.68	66.02	79.72	107.12	359.58	452.59
a) Additions	-	-	15.30	9.81	18.86	26.20	70.17	220.78
b) Additions on business combination (Refer note no. 43(B))	-	-	-	27.10	0.82	-	27.92	15.58
c) Less: Disposals / adjustments	-	(0.13)	(8.10)	(6.52)	(5.92)	(6.27)	(26.94)	(95.82)
Balance as at 31 March, 2023	1.91	-	111.88	96.41	93.48	127.05	430.73	593.13
B. Accumulated depreciation/ amortisation								
Balance as at 1 April 2022	-	0.13	35.08	37.02	27.68	72.04	171.95	154.37
a) Depreciation/ amortisation expense for the year	-	-	15.88	10.81	11.21	15.90	53.80	118.48
b) Additions on business combination (Refer note no. 43(B))	-	-	-	25.52	0.45	-	25.97	-
c) Less: Disposals / adjustments	-	(0.13)	(2.42)	(5.75)	(3.62)	(5.82)	(17.74)	(66.63)
Balance as at 31 March 2023	-	-	48.54	67.60	35.72	82.12	233.98	206.22
C. Net carrying amount as at 31 March 2023 (A-B)	1.91	-	63.34	28.81	57.76	44.93	196.75	386.91

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
As at 31 March, 2022

(₹ Crores)								
Description of Assets	Freehold Land	Leasehold Improvements	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Total	Right of use Assets
A. Cost								
Balance as at 1 April 2021	1.91	0.13	75.27	49.81	60.87	101.07	289.06	294.57
a) Additions	-	-	33.42	19.56	32.84	10.11	95.93	186.30
b) Less: Disposals / adjustments	-	-	(4.01)	(3.35)	(13.99)	(4.06)	(25.41)	(28.28)
Balance as at 31 March, 2022	1.91	0.13	104.68	66.02	79.72	107.12	359.58	452.59
B. Accumulated depreciation/ amortisation								
Balance as at 1 April 2021	-	0.13	23.90	30.48	19.81	62.28	136.60	85.93
a) Depreciation/ amortisation expense for the year	-	-	12.66	9.50	10.32	13.49	45.97	87.90
b) Less: Disposals / adjustments	-	-	(1.48)	(2.96)	(2.45)	(3.73)	(10.62)	(19.46)
Balance as at 31 March 2022	-	0.13	35.08	37.02	27.68	72.04	171.95	154.37
C. Net carrying amount as at 31 March 2022 (A-B)	1.91	-	69.60	29.00	52.04	35.08	187.63	298.22

Notes:

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
i) The estimated amount of contracts remaining to be executed on capital account and not provided for	16.86	8.99
ii) Carrying amount of assets pledged to secure borrowings Refer note 19		
a) Vehicles	0.77	3.23
b) Office Equipment	1.31	-
c) Furniture and Fixtures	0.34	-

5. CAPITAL WORK-IN-PROGRESS**(i) Capital Work-in-Progress Ageing Schedule****As at 31 March 2023**

(₹ Crores)

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	3.25	-	-	-	3.25

As at 31 March 2022

(₹ Crores)

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.34	-	-	0.09	0.43

(ii) Project-wise breakup of Capital Work-in-Progress**As at 31 March 2023**

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	3.25	-	-	-	3.25

As at 31 March 2022

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	0.43	-	-	-	0.43

6. GOODWILL ON CONSOLIDATION

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year	4.33	4.33
Balance at the end of the year	4.33	4.33

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
7. INTANGIBLE ASSETS
As at 31 March 2023

(₹ Crores)

Description of Assets	Goodwill	Brands / Trademarks	Customer Relationship	Computer software	Taxi permits (Leased)	Total
A. Cost						
Balance as at 1 April 2022	-	-	-	39.21	-	39.21
a) Additions	-	-	-	17.71	-	17.71
b) Additions on business combination (Refer note no. 43(B))	174.41	21.91	17.77	16.77	-	230.86
c) Less: Disposals / adjustments	-	-	-	(0.18)	-	(0.18)
Balance as at 31 March, 2023	174.41	21.91	17.77	73.51	-	287.60
B. Accumulated depreciation/ amortisation						
Balance as at 1 April 2022	-	-	-	28.84	-	28.84
a) Amortisation expense for the year	-	1.07	0.86	15.29	-	17.22
b) Less: Disposals / adjustments	-	-	-	(0.15)	-	(0.15)
Balance as at 31 March 2023	-	1.07	0.86	43.98	-	45.91
C. Net carrying amount as at 31 March 2023 (A-B)	174.41	20.84	16.91	29.53	-	241.69

As at 31 March 2022

(₹ Crores)

Description of Assets	Computer software	Taxi permits (Leased)	Total
A. Cost			
Balance as at 1 April 2021	38.30	3.83	42.13
a) Additions	1.04	-	1.04
b) Less: Disposals / adjustments	(0.13)	(3.83)	(3.96)
Balance as at 31 March 2022	39.21	-	39.21
B. Accumulated depreciation/amortisation			
Balance as at 1 April 2021	21.11	3.83	24.94
a) Amortisation expense for the year	7.85	-	7.85
b) Less: Disposals / adjustments	(0.12)	(3.83)	(3.95)
Balance as at 31 March 2022	28.84	-	28.84
C. Net carrying amount as at 31 March 2022 (A-B)	10.37	-	10.37

Notes:

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
i) The estimated amount of contracts remaining to be executed on capital account and not provided for	1.42	2.06
ii) Carrying amount of assets pledged to secure borrowings Refer note 19		
a) Brands / Trademarks	20.84	-
b) Customer Relationship	16.91	-
c) Computer software	14.60	-
d) Goodwill	174.41	-

8. INTANGIBLE ASSETS UNDER DEVELOPMENT**(i) Intangible assets under development Ageing Schedule**

As at 31 March 2023

(₹ Crores)

Particulars	Amt in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.53	-	-	-	0.53

As at 31 March 2022

(₹ Crores)

Particulars	Amt in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	12.40	0.06	0.93	-	13.39

(ii) Project-wise breakup of Intangible assets under development

As at 31 March 2023

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	0.53	-	-	-	0.53

As at 31 March 2022

(₹ Crores)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	13.39	-	-	-	13.39

9. INVENTORIES (LOWER OF COST OR NET REALISABLE VALUE)

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Raw Materials and Bought-out Components	0.41	0.98
Finished Goods (lower of cost or net realisable value)	-	0.45
Total	0.41	1.43

Notes:

The mode of valuation of inventory has been stated in note 2.5 of significant accounting policy

The cost of inventories recognised as expenses during the year was ₹ 7.03 crores (31 March 2022 ₹ 9.36 crores)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
10. INVESTMENTS

(₹ Crores)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Quantity	Current	Non Current	Quantity	Current	Non Current
I. Cost						
Unquoted Investments (fully paid)						
Investments in Joint Venture						
a) Equity Shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up	100	-	0.01	100	-	0.01
b) Series A 0.01% Compulsorily Convertible Preference Shares ("CCPS") of Transtech Logistics Private Limited of ₹ 50 each fully paid up	65,988	-	3.99	65,988	-	3.99
c) Share of Loss of Joint Venture		-	(1.25)		-	(1.25)
			2.75			2.75
Investments in Associates (Refer note no. 45)						
a) Equity Shares of Zipzap Logistics Private Limited of ₹ 1 each fully paid up	21,327	-	14.27	-	-	-
b) Series A 0.0001% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Zipzap Logistics Private Limited of ₹ 100 each fully paid up	31,600	-	21.15	-	-	-
c) Share of Loss of Associate		-	(2.79)		-	-
			32.63			-
Total Unquoted Investments			35.38			2.75
Total investments carried at cost [I]			35.38			2.75
II. Fair value through profit and loss (FVTPL)						
Quoted Investments (fully paid)						
Investments in Mutual Funds		67.24			117.75	
Total Quoted Investments		67.24			117.75	
Total investments carried at FVTPL [II]		67.24			117.75	
Of the above, investments designated at FVTPL						
Of the above, investments held for trading- carried at FVTPL		67.24	35.38		117.75	2.75
Other investments carried at FVTPL						
TOTAL INVESTMENTS		67.24	35.38		117.75	2.75

(₹ Crores)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Quantity	Current	Non Current	Quantity	Current	Non Current
Impairment in value of investment in Joint Venture			2.75			2.75
Total impairment value of investments (III)		-	2.75		-	2.75
Total investments carrying value (I) + (II) - (III)		67.24	32.63		117.75	-
Other disclosures						
Aggregate amount of quoted investments		67.24			117.75	
Aggregate amount of Market value of investments		67.24			117.75	
Aggregate amount of unquoted investments						
Aggregate amount of impairment in value of investments		-	2.75		-	2.75

11. TRADE RECEIVABLES

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
	Current	Current
a) Trade Receivables considered good - Secured	1.63	1.63
b) Trade Receivables considered good - Unsecured	650.86	487.27
c) Trade Receivable which have significant increase in credit risk	-	-
d) Undisputed Trade Receivable - Credit Impaired	2.74	10.94
e) Disputed Trade Receivable - Credit Impaired	54.47	14.43
	709.70	514.27
Less: Allowance for Credit Losses	(57.21)	(25.37)
Total	652.49	488.90

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
Trade Receivable ageing as at March, 2023

(₹ Crores)

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	290.72	285.00	47.97	20.83	4.69	3.28	652.49
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	-	1.46	0.81	0.23	0.24	2.74
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	-	2.86	4.64	7.36	11.46	28.15	54.47
Total Trade Receivables							709.70
Less: Allowance for Expected Credit Losses							(57.21)
Total							652.49

Trade Receivable ageing as at March, 2022

(₹ Crores)

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	299.77	151.80	27.86	2.17	5.88	1.42	488.90
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	5.35	0.72	3.77	0.69	0.41	10.94
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	1.48	5.70	3.70	3.55	14.43
f) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-	-
Total Trade Receivables							514.27
Less: Allowance for Expected Credit Losses							(25.37)
Total							488.90

Notes:

- Refer Note 34 (iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.
- The Group applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which

permits the use of the lifetime expected credit loss provision for all trade receivables. The Group has expected credit losses based on a provision matrix which uses historical credit loss experience of the Group.

iii)

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Trade Receivables are hypothecated to Banks against working capital facility.	190.03	84.64

12. OTHER FINANCIAL ASSETS

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Financial assets at amortised cost - considered good				
I Security Deposits				
i. Unsecured, considered good	22.72	54.93	27.66	34.58
ii. Doubtful	-	0.43	-	0.43
Less: Allowance for Losses	-	(0.43)	-	(0.43)
Total	22.72	54.93	27.66	34.58
II Bank Deposit				
Under lien with Government authority with more than 12 months of original maturity	-	0.51	-	0.39
Other term deposits with banks	-	-	-	0.01
Total	-	0.51	-	0.40
III Other items				
i. Interest Accrued	0.04	-	0.06	-
ii. Accrued Sales	421.67	6.99	377.67	4.38
iii. National Saving Certificates *	-	0.02	-	0.02
iv. Receivables towards assets given on finance lease Refer note no. 38(ii)	0.33	-	0.48	0.34
v. Other Receivables	2.93	-	1.44	0.56
Less: Allowance for Losses	(0.15)	-	(0.15)	-
Total	424.82	7.01	379.50	5.30
Total (I+II+III)	447.54	62.45	407.16	40.28

*Includes encumbered securities which is restricted on their use or sale of the securities.

Accrued Sales ageing from transaction date:

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
less than 6 Months	406.80	-	361.84	-
6 Months to 1 year	14.87	-	7.11	-
1 to 2 Year	-	5.46	7.47	4.38
2 to 3 Years	-	1.53	1.25	-
More than 3 Years	-	-	-	-
Total	421.67	6.99	377.67	4.38

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
13. DEFERRED TAX ASSETS (NET)
Movement in deferred tax balances
Year ended 31 March 2023

(₹ Crores)				
Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
I Tax effect of items constituting deferred tax liabilities				
a) VAT allowance	0.79	-	-	0.79
b) Mutual Funds	0.01	-	-	0.01
Total	0.80	-	-	0.80
II Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.38	1.19	-	3.57
b) Provision for employee benefits	5.27	0.74	(0.02)	5.99
c) Provisions and allowances for credit losses	7.08	(0.21)	-	6.87
d) Share based payments	2.44	(0.82)	-	1.62
e) Income tax Loss	3.67	11.87	-	15.54
f) Minimum Alternate Tax Credit	0.57	-	-	0.57
g) Leases	4.42	2.00	-	6.42
h) Others	1.82	-	-	1.82
Total	27.65	14.77	(0.02)	42.40
Net Tax Asset/(Liabilities) (II-I)	26.85	14.77	(0.02)	41.60

Year ended 31 March 2022

(₹ Crores)				
Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
I Tax effect of items constituting deferred tax liabilities				
a) VAT allowance	0.79	-	-	0.79
b) Mutual Funds	0.01	-	-	0.01
Total	0.80	-	-	0.80
II Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	1.68	0.70	-	2.38
b) Provision for employee benefits	4.93	0.36	(0.02)	5.27
c) Provisions and allowances for credit losses	6.40	0.68	-	7.08
d) Share based payments	3.51	(1.07)	-	2.44
e) Income tax Loss	1.71	1.96	-	3.67
f) Minimum Alternate Tax Credit	0.57	-	-	0.57
g) Leases	3.24	1.18	-	4.42
h) Others	0.81	1.01	-	1.82
Total	22.85	4.82	(0.02)	27.65
Net Tax Asset/(Liabilities) (II-I)	22.05	4.82	(0.02)	26.85

14. OTHER ASSETS

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
I Capital advances				
a) For Capital work in progress	-	2.17	-	4.60
b) For intangible asset	-	-	-	0.01
Total	-	2.17	-	4.61
II Advances other than capital advances				
a) Advances to suppliers - considered good	59.20	-	45.23	-
b) Advances to suppliers - considered doubtful	2.65	-	3.50	-
c) Balances with government authorities (other than income taxes)	45.39	25.60	47.73	15.20
d) Prepaid Expenses	5.48	1.56	4.84	0.18
e) Advances to employees (refer note below)	1.51	-	1.11	-
f) Other receivables	0.03	-	3.22	-
Total	114.26	27.16	105.63	15.38
III Less: Allowances for credit losses	(2.65)	-	(3.50)	(1.22)
Total	(2.65)	-	(3.50)	(1.22)
Total (I+II+III)	111.61	29.33	102.13	18.77

Notes:

Advances given to employees are as per Group's policy and are not required to be disclosed u/s 186(4) of Companies Act 2013.

15. CASH AND BANK BALANCES

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
I Cash and cash equivalents		
a) Balances with banks	75.54	55.17
b) Cheques, drafts on hand	0.06	-
c) Cash on hand	0.60	0.71
d) Bank deposits with original maturity of less than 3 months at inception	50.00	78.00
Total	126.20	133.88
II Other Bank Balances		
Earmarked balances with banks - unpaid dividend accounts	0.03	0.45
Total	0.03	0.45

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
16. INCOME TAX ASSETS & LIABILITIES (NET)

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
Non Current Income Tax Assets (Net)		
Advance Income Tax/TDS Receivable (Net)	124.29	77.36
Total	124.29	77.36
Current Tax Liabilities (net)		
Current Tax Liabilities (net)	3.65	8.26
Total	3.65	8.26

17. EQUITY SHARE CAPITAL

(₹ Crores)				
Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
I Authorised:				
Equity shares of ₹10 each with voting rights	105,000,000	105.00	105,000,000	105.00
Total	105,000,000	105.00	105,000,000	105.00
II Issued, Subscribed and Fully Paid:				
Equity shares of ₹10 each with voting rights	71,977,030	71.98	71,871,618	71.87
Total	71,977,030	71.98	71,871,618	71.87

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares with Voting rights				
Year Ended 31 March 2023				
No. of Shares	71,871,618	105,412		71,977,030
Amount (₹ in Crores)	71.87	0.11	-	71.98
Year Ended 31 March 2022				
No. of Shares	71,670,340	201,278	-	71,871,618
Amount (₹ in Crores)	71.67	0.20	-	71.87

(ii) Rights, preferences and restrictions attached to equity shares

The Group has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shares held by Holding Company / and their Subsidiaries

Particulars	As at 31 March 2023	As at 31 March 2022
a) Holding Company		
- Mahindra & Mahindra Limited	41,812,257	41,812,157
b) Subsidiaries of Holding Company		
- Mahindra Engineering and Chemical Products Limited*		100

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March 2023		As at 31 March 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
- Mahindra & Mahindra Limited	41,812,257	58.09%	41,812,157	58.18%

(v) Shareholding of Promoters / Promoter Group:

Shares held by promoters as at 31 March 2023

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited (M&M)	41,812,257	58.09%	-0.09%
2 Mahindra Engineering and Chemical Products Limited*	-	-	0.00%
Total	41,812,257	58.09%	-0.09%

Shares held by promoters as at 31 March 2022

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited (M&M)	41,812,157	58.18%	-0.16%
2 Mahindra Engineering and Chemical Products Limited*	100	0.00%	0.00%
Total	41,812,257	58.18%	-0.16%

* Pursuant to the Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited (MECPL) with Mahindra & Mahindra Limited (M&M), made effective from 29 April 2022, equity shares held by MECPL in the Company stands vested in M&M.

Notes:

- Above list certified by Registrar and Share Transfer Agent
- For details of shares reserved for issuance under options, please refer Note No. 39

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
18. OTHER EQUITY

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Capital Reserve on consolidation	(24.41)	(24.41)
Securities premium	125.11	120.15
Equity-settled employee benefits reserve	6.89	10.15
Retained earnings	382.03	368.66
Total	489.62	474.55

Movement in Reserves

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
I Capital Reserve on consolidation (Refer note no. 43)		
Balance as at the beginning of the year	(24.41)	(24.41)
Add: Additions during the year	-	-
Balance as at the end of the year	(24.41)	(24.41)
II Securities premium		
Balance as at the beginning of the year	120.15	112.60
Add: Additions during the year	4.96	7.55
Balance as at the end of the year	125.11	120.15
III Equity-settled employee benefits reserve		
Balance as at the beginning of the year	10.15	14.06
Add: Additions during the year	1.70	3.34
Less: Deletion during the year	(4.96)	(7.25)
Less : Lapsed during the year	-	-
Balance as at the end of the year	6.89	10.15
IV Retained earnings		
Balance as at the beginning of the year	368.66	369.69
Add: Profit for the year	26.28	17.56
Add: Actuarial gain for the year	1.48	(0.65)
Less: Dividend paid on Equity Shares	(14.39)	(17.94)
Balance as at the end of the year	382.03	368.66

Nature and purpose of other reserves:
Capital Reserve on consolidation

Gain on bargain purchase, i.e., excess of fair value of net assets acquired over the fair value of consideration in a business combination or on acquisition of interest in associate is recognised as capital reserve on consolidation.

Securities Premium:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Group in accordance with the Companies Act, 2013.

In respect of the current year, the Board has proposed a final dividend of ₹ 2.50 per equity share of the Company. Dividend will be payable subject to the approval of the Members at the ensuing Annual General Meeting and deduction of tax at source to those Members whose names appear in the Register of Members / List of beneficial owners as on Book Closure date and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is ₹ 18.01 crores. The payment of this dividend will not have any tax consequences for the Company.

In the month of August 2022, final dividend of ₹ 2.00 per share (total dividend ₹ 14.39 Crores) was paid to the Members of the Company in compliance with requirements of the Companies Act, 2013.

19. BORROWINGS

(₹ Crores)

Particulars	Note no.	As at 31 March 2023		As at 31 March 2022	
		Current	Non-Current	Current	Non-Current
I Secured Borrowings					
a) Loans repayable on demand					
From Banks	i	15.64	-	26.02	-
b) Term Loan					
From Banks	ii	-	220.00	0.90	0.01
From Financial Institutions	iii	0.68	-	1.41	0.64
Total Secured Borrowings		16.32	220.00	28.33	0.65
II Unsecured Borrowings					
a) From Banks	iv	161.48	-	11.52	-
b) From related party	v	-	3.60	-	-
Total Unsecured Borrowings		161.48	3.60	11.52	-
Total Borrowings		177.80	223.60	39.85	0.65

Notes:

- Secured short term borrowing for working capital from banks is in the nature of Cash Credit facility against trade receivables. Working capital facilities has been availed at the rate of interest ranging between 7.15% to 8.95% p.a.
- The Company has Secured Term Loan from which are repayable over a period of maximum eight years upto 30 September 2030. These Loan is secured by hypothecation of tangible, Intangible and current assets of the Company. The rate of interest ranges between 8% to 8.50% Previous year borrowing was in the nature of vehicle loans.
- Term Loan from Financial Institutions are secured by way of hypothecation of the related vehicle and are repayable in 36 to 48 equal monthly instalments. The rate of interest on these loans ranges between 9.29% to 10.15% p.a.
- Unsecured borrowing from banks is in the nature of working capital demand loans with tenure upto 120 days. The rate of interest on unsecured working capital borrowings ranges between 5.05% to 8.9% p.a.
- Unsecured borrowing from related party is in the nature of inter corporate deposit repayable within a period of three years and carries interest of 8%.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
20. OTHER FINANCIAL LIABILITIES

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Other Financial Liabilities Measured at Amortised Cost				
a) Security Deposits	14.60	-	12.14	-
b) Other Liabilities				
Creditors for Capital Supplies/Services	7.69	-	3.71	-
Payable towards acquisition of subsidiary company (Refer note no. 43(A))	-	-	50.41	-
Deferred Revenue	5.08	-	8.09	-
Salary / wages payables	5.63	-	-	-
Unclaimed Dividend	0.01	-	0.01	-
Interest accrued on borrowing	0.48	-	0.02	-
Total	33.49	-	74.38	-

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund

21. PROVISIONS

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
a) Provision for Compensated absences	5.68	14.94	6.88	15.73
b) Post- Employment Benefit -Gratuity Liability	1.20	3.50	0.35	1.42
Provision for contingencies	-	14.27	-	13.94
Total	6.88	32.71	7.23	31.09

Notes:

The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity liability for the employees. For other disclosures refer note no. 39 employee benefits .

The Group has created provision towards various disputed legal matters that arise in the ordinary course of business on a best estimate basis. These provisions have not been discounted as it is not practicable for the Company to estimate the timing of the provision utilization and cash out flows, if any, pending resolution.

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
At the beginning of the year	13.94	13.70
Arising during the year	0.61	0.62
Reversed during the year	(0.28)	(0.38)
At the end of the year	14.27	13.94
Current portion	-	-
Non-current portion	14.27	13.94

22. OTHER LIABILITIES

(₹ Crores)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Current	Non-Current	Current	Non-Current
Advances received from customers	3.11	-	3.27	-
Statutory dues (other than income taxes)				
a) Taxes Payable	25.68	-	24.73	-
b) Employee Liabilities	2.35	-	3.85	-
Post - Employment Benefit - Gratuity Liability	2.67	-	5.09	-
Total	33.81	-	36.94	-

Notes:

For disclosures related to employee benefits, refer note 39

23. TRADE PAYABLES

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
	Current	Current
Total outstanding dues of micro enterprises and small enterprises	67.46	35.34
Total outstanding dues other than micro enterprises and small enterprises:		
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	980.59	833.02
Total	1,048.05	868.36

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
Trade Payable ageing as at 31 March 2023

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	Total
(i) MSME	66.09	0.51	0.05	0.81	67.46
(ii) Others	945.50	17.58	10.28	7.23	980.59
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	1,011.59	18.09	10.33	8.04	1,048.05

Trade Payable ageing as at 31 March 2022

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	Total
(i) MSME	35.31	-	-	0.03	35.34
(ii) Others	780.55	51.60	0.15	0.72	833.02
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	815.86	51.60	0.15	0.75	868.36

Notes:

- Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- Micro, Small & Medium enterprises have been identified by the Group on the basis of the information available with the Group. Total outstanding dues of Micro and Small enterprises, which are outstanding and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act") are given below. This has been relied upon by the auditors.

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
a) Dues remaining unpaid		
- Principal	67.46	35.32
- Interest on the above	-	0.02
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	0.39	1.41
- Interest paid in terms of section 16 of the Act	0.01	0.06
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	0.02
d) Further interest due and payable even in succeeding years, until such date when the interest due as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-
e) Amount of interest accrued and remaining unpaid at the end of accounting year	-	0.02

24. REVENUE FROM OPERATIONS

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Revenue from rendering of services	5,119.74	4,130.68
b) Other operating revenue (Sale of Traded & Manufactured Goods)	8.55	10.08
Total	5,128.29	4,140.76

A. Continent-wise break up of Revenue**Year ended 31 March 2023**

(₹ Crores)

Continent	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Africa	12.57	-	12.57	-	12.57
Asia (excluding India)	28.69	-	28.69	-	28.69
Europe	45.64	-	45.64	-	45.64
North America	62.13	-	62.13	-	62.13
Oceania	5.39	-	5.39	-	5.39
South America	6.58	-	6.58	-	6.58
India	4,967.29	-	4,967.29	15.85	4,983.14
Total	5,128.29	-	5,128.29	15.85	5,144.14

Year ended 31 March 2022

(₹ Crores)

Continent	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Africa	12.05	-	12.05	-	12.05
Asia (excluding India)	28.22	-	28.22	-	28.22
Europe	54.54	-	54.54	-	54.54
North America	60.48	-	60.48	-	60.48
Oceania	2.82	-	2.82	-	2.82
South America	9.00	-	9.00	-	9.00
India	3,973.65	-	3,973.65	13.58	3,987.23
Total	4,140.76	-	4,140.76	13.58	4,154.34

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
B. Reconciliation of revenue from contract with customer

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Revenue from contract with customer as per the contract price	5,219.58	4,200.29
Adjustments made to contract price on account of :-		
a) Trade discounts, volume rebates, returns etc.	91.29	59.53
Revenue from contract with customer as per the Statement of Profit and Loss	5,128.29	4,140.76

C. Break-up of Provision for Expected Credit Losses recognised in P&L

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Expected Credit loss recognised during the year on trade receivables	57.21	25.37

D. Movement of Contract Assets and Contract Liabilities
Movement of Contract Assets

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening Balance	382.05	337.22
Additions during the year	625.81	382.05
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(579.20)	(337.22)
Closing Balance	428.66	382.05

Movement of Contract Liabilities

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening Balance	2.54	13.90
Additions during the year	3.11	3.27
Reclassification Adjustments:		
- Reclass of opening balances of contract liabilities to revenue	(2.54)	(13.90)
Closing Balance	3.11	3.27

25. OTHER INCOME

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Interest Income		
(i) Financial assets carried at amortised cost	4.70	2.76
(ii) Finance Income on Net investment in Lease	3.38	2.52
(iii) Other Assets	3.03	0.35

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
b) Miscellaneous Income		
(i) Net gain arising on financial assets carried at FVTPL	1.01	1.45
(ii) Net gain arising on financial liabilities carried at amortised cost	-	-
(iii) Gain on exchange fluctuation	1.24	2.44
(iv) Provisions/Liabilities no longer required written back	1.01	0.01
(v) Profit on disposal of property, plant and equipment (net)	0.15	0.21
(vi) Other non operating income	1.33	3.84
Total	15.85	13.58

Other non operating income mainly includes sale of scrap etc.

26. COST OF MATERIALS CONSUMED

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening inventory of Raw Materials	0.98	-
Add: Purchases	6.01	10.79
	6.99	10.79
Less: Closing inventory	0.41	0.98
Total Cost of materials consumed	6.58	9.81

27. CHANGES IN INVENTORIES OF FINISHED GOODS

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening inventories:		
	0.45	-
	0.45	-
Less: Closing inventories:		
	-	0.45
	-	0.45
Net decrease/(increase) in inventories	0.45	(0.45)

28. OPERATING EXPENSES

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Freight & Other Related Expenses	3,728.74	2,968.84
Labour & Other Related Expenses	479.92	405.71
Rent	49.08	60.86
Warehouse & Other Related Expenses	60.66	56.35
Hire & Service Charges	18.99	19.22
Vehicle running expense	8.65	-
Power & Fuel	23.55	21.46
Repairs Machinery	9.02	7.20
Repairs Building	0.87	0.77
Total	4,379.48	3,540.41

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
29. EMPLOYEE BENEFITS EXPENSE

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Salaries and wages, including bonus	297.84	271.26
b) Contribution to provident and other funds	15.13	12.69
c) Gratuity	5.63	4.53
d) Share based payment expenses	1.70	3.34
e) Staff welfare expenses	34.26	22.88
Total	354.56	314.70

Notes:

- i) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.
- ii) Contribution to provident fund and other funds includes contributions to other funds like superannuation fund, ESIC, etc. pertaining to employees.

iii) Share based payment

The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

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

Each option carries with it the right to purchase one equity share of the Company at the exercise price determined by the Company under the respective schemes at the time of grant. The vesting pattern of the schemes is in a graded manner as per the vesting criteria approved by the Nomination and Remuneration Committee of the Board ("NRC") for each grant.

During the financial year under review, in accordance with the RSU Plan 2018 as approved by the Shareholders vide special resolutions dated 2 August 2018 and 27 July 2021, the NRC granted 68,839 Restricted Stock Units ("RSUs") to the eligible employees of the Company and its subsidiary company which vests on the expiry of 12 months, 24 months, 36 months from the grant date.

The RSUs upon vesting basis the vesting criteria approved by the NRC are exercisable over a period of one year from the date of vesting.

No new grants were made in KESOS Scheme 2012 during the year under review and all the options vested under the said scheme have been exercised in full until previous years.

iv) Information in respect of options outstanding:

(₹ Crores)					
Particulars	Grant Date	Expiry Date	Fair value at Grant Date	No of options outstanding	
				Year ended 31 March 2023	Year ended 31 March 2022
Equity Settled at exercise price of ₹ 10 each					
i. Restricted Stock Units	01/02/2023	01/02/2027	455.45	19,227	-
ii. Restricted Stock Units	01/02/2023	01/02/2026	456.70	19,231	-
iii. Restricted Stock Units	01/02/2023	01/02/2025	457.62	19,812	-
iv. Restricted Stock Units	27/01/2022	26/01/2024	659.54	1,421	3,025

(₹ Crores)

Particulars	Grant Date	Expiry Date	Fair value at Grant Date	No of options outstanding	
				Year ended 31 March 2023	Year ended 31 March 2022
v. Restricted Stock Units	27/10/2021	26/10/2023	656.20	12,691	31,765
vi. Restricted Stock Units	29/04/2021	29/04/2023	539.45	-	4,000
vii. Restricted Stock Units	29/07/2020	29/07/2022	279.95	-	1,388
viii. Restricted Stock Units	29/07/2020	30/06/2023	278.98	2,273	13,881
ix. Restricted Stock Units	30/07/2020	30/06/2025	273.47	200,000	200,000
x. Restricted Stock Units	04/11/2019	17/07/2022	365.31	6,668	6,666
xi. Restricted Stock Units	04/11/2019	17/07/2023	364.26	-	6,668
xii. Restricted Stock Units	04/11/2019	30/06/2023	366.06	-	9,868
xiii. Restricted Stock Units	04/11/2019	30/06/2023	365.36	-	20,302
xiv. Restricted Stock Units	04/11/2019	30/06/2023	364.31	13,949	27,191
xv. Restricted Stock Units	01/11/2018	30/06/2023	538.29	-	9,952
xvi. Restricted Stock Units	01/11/2018	30/06/2023	537.73	-	29,196
xvii. Restricted Stock Units	01/11/2018	30/06/2023	536.82	-	32,542
xviii. Restricted Stock Units	01/11/2018	30/06/2023	536.01	22,119	66,337

v) Movement in Share Options

(₹ Crores)

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	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	462,781	10.00	697,539	14.37
b) Granted during the year	68,839	10.00	40,885	10.00
c) Lapsed during the year	108,817	10.00	74,365	10.00
d) Exercised during the year	105,412	10.00	201,278	25.14
e) Outstanding at the end of the year	317,391	10.00	462,781	10.00
f) Exercisable at the end of the year	59,121	10.00	109,914	10.00
g) Remaining contractual life (no. of days)		787		1,187

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

vi) The inputs used in the measurement of the fair values at grant date of the employee stock option plans (ESOPs) were as follows.

(₹ Crores)

Particulars / Grant Date	01/02/2023	01/02/2023	01/02/2023
	RSU (i)	RSU (ii)	RSU (iii)
Share price at grant date	470.00	470.00	470.00
Exercise price	10.00	10.00	10.00
Expected volatility (weighted-average)	41.07%	42.31%	43.65%
Expected life / Option Life (weighted-average)	2.00	2.75	3.75
Expected dividends yield	0.40%	0.40%	0.40%
Risk-free interest rate (based on government bonds)	7.11%	7.16%	7.22%

(₹ Crores)

Particulars / Grant Date	27/01/2022	27/10/2021	29/04/2021	29/07/2020	29/07/2020
	RSU (iv)	RSU (v)	RSU (vi)	RSU (vii)	RSU (viii)
Share price at grant date	672.20	668.95	551.85	292.35	292.35
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	42.00%	40.57%	43.81%	20.94%	20.94%
Expected life / Option Life (weighted-average)	2.00	2.00	2.00	2.00	2.92
Expected dividends yield	0.27%	0.27%	0.29%	0.55%	0.55%
Risk-free interest rate (based on government bonds)	5.14%	4.70%	4.12%	4.07%	4.65%

(₹ Crores)

Particulars / Grant Date	30/07/2020	04/11/2019	04/11/2019	04/11/2019	04/11/2019
	RSU (ix)	RSU (x)	RSU (xi)	RSU (xii)	RSU (xiii)
Share price at grant date	288.90	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	21.03%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	4.92	2.70	3.70	2.00	2.65
Expected dividends yield	0.55%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	5.16%	5.96%	6.25%	5.83%	5.95%

(₹ Crores)

Particulars / Grant Date	04/11/2019	01/11/2018	01/11/2018	01/11/2018	01/11/2018
	RSU (xiv)	RSU (xv)	RSU (xvi)	RSU (xvii)	RSU (xviii)
Share price at grant date	378.25	549.85	549.85	549.85	549.85
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	29.09%	34.30%	34.30%	34.30%	34.30%
Expected life / Option Life (weighted-average)	3.65	2.00	2.66	3.66	4.66
Expected dividends yield	0.44%	0.27%	0.27%	0.27%	0.27%
Risk-free interest rate (based on government bonds)	6.24%	7.74%	7.71%	7.63%	7.98%

- vii) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.
- viii) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

30. FINANCE COSTS

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Interest expense on financial instruments designated at amortised cost	17.82	3.93
b) Interest expense on lease liability	33.74	25.89
c) Interest others	0.01	-
Total	51.57	29.82

31. DEPRECIATION AND AMORTISATION EXPENSE

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Depreciation on Property, Plant and Equipment	53.80	45.97
b) Amortisation on Right-of-use asset	118.48	87.90
c) Amortisation on Intangible Assets	17.22	7.85
Total	189.50	141.72

32. OTHER EXPENSES

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Rent including lease rentals	25.06	2.31
b) Legal and Other professional costs	38.88	28.68
c) Hire and service charges	2.44	2.24
d) Travelling and Conveyance expense	13.66	10.37
e) Loss arising on derecognition of financial assets- Bad debts/advances written off	6.66	5.82
Less: Adjusted against Provision for bad & doubtful debts	(4.90)	(0.92)
f) Provision for expected credit loss on trade and other receivables	3.45	5.05
g) Advances written off	0.78	-
Less: Adjusted against Provision for doubtful advance	(0.78)	-
h) Provision for doubtful advance	(0.53)	(4.85)
i) Power and Fuel	0.21	0.80
j) Expenditure on Corporate Social Responsibility (CSR)	1.30	1.77
k) Advertisement	2.16	3.30

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
l) Net loss on sale of property, plant and equipments	0.26	0.09
m) Repairs and Maintenance:	6.34	8.90
i) Buildings	0.07	0.25
ii) Machinery	0.36	1.25
iii) Others	5.91	7.40
n) Auditors remuneration and out-of-pocket expense	0.62	0.52
i) As Auditors	0.58	0.51
ii) For Other services & Reimbursement of expenses	0.04	0.01
o) Miscellaneous expense	31.85	27.94
Total	127.46	92.02

33. CURRENT AND DEFERRED TAX
(a) Income Tax recognised in Profit & Loss

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Current Tax:		
a) In respect of current year	25.84	16.20
b) In respect of prior years	(3.95)	(0.13)
Total	21.89	16.07
B. Deferred Tax:		
a) In respect of current year	(14.77)	(4.82)
b) In respect change in tax rate	-	-
Total	(14.77)	(4.82)
Total (A+B)	7.12	11.25

(b) Income tax recognised in Other Comprehensive Income

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Current Tax:		
Remeasurement of defined benefit obligations	(0.42)	0.26
Total	(0.42)	0.26
B. Deferred Tax:	-	(0.04)
Total	-	(0.04)
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	(0.42)	0.22
Total	(0.42)	0.22

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Profit Before tax	34.54	26.31
Applicable Income tax rate #	25.17%	25.17%
Expected Income tax expense	8.52	6.39
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of change in tax rate due to switch to new tax regime (Refer note below)	-	-
Effect of expenses/provisions not deductible in determining taxable profit	0.34	0.12
Effect of deduction under Income tax (u/s 80G)	-	(0.05)
Effect of net additional / (reversal) of provision in respect of prior years	(3.95)	(0.13)
Effect of current year losses for which no deferred tax asset is recognised	2.21	4.92
Income tax expense recognised in profit or loss	7.12	11.25

Notes:

The tax rate used in reconciliations above is the corporate tax rate of 22% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961 to individual entities of the group.

34. EARNINGS PER SHARE

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	3.65	2.45
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	3.64	2.43

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:

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Profit for the year attributable to owners of the group	26.28	17.56
Profit for the year used in the calculation of basic earnings per share	26.28	17.56
Weighted average number of equity shares	71,955,161	71,800,652
Earnings per share from continuing operations - Basic (in ₹)	3.65	2.45

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.

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Profit for the year used in the calculation of basic earnings per share	26.28	17.56
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	26.28	17.56

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
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:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Weighted average number of equity shares used in the calculation of Basic EPS	71,955,161	71,800,652
b) Add: Dilutive impact of potential equity shares on account of ESOPs and RSUs	218,671	371,082
Weighted average number of equity shares used in the calculation of Diluted EPS	72,173,832	72,171,734
Earnings per share from continuing operations - Diluted (in ₹)	3.64	2.43

35. 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:

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
A. Equity	561.67	546.48
B. Borrowing	401.40	40.50
Total	963.07	586.98

Notes:

The above capital management disclosures are based on the information provided internally to key management personnel.

ii) Categories of financial assets and financial liabilities

(₹ Crores)				
Particulars	As at 31 March 2023			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	62.45	-	-	62.45
Total	62.45	-	-	62.45
B. Current Assets				
a) Investments	-	67.24	-	67.24

(₹ Crores)

Particulars	As at 31 March 2023			
	Amortised Costs	FVTPL	FVOCI	Total
b) Trade Receivables	652.49	-	-	652.49
c) Cash and Bank Balances	126.23	-	-	126.23
d) Other Financial Assets	447.54	-	-	447.54
Total	1,226.26	67.24	-	1,293.50
C. Non-current Liabilities				
a) Borrowings	223.60	-	-	223.60
b) Lease Liabilities	308.33	-	-	308.33
Total	531.93	-	-	531.93
D. Current Liabilities				
a) Borrowings	177.80	-	-	177.80
b) Lease Liabilities	124.32	-	-	124.32
c) Trade Payables	1,048.05	-	-	1,048.05
d) Other Financial Liabilities	33.49	-	-	33.49
Total	1,383.66	-	-	1,383.66

(₹ Crores)

Particulars	As at 31 March 2022			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	40.28	-	-	40.28
Total	40.28	-	-	40.28
B. Current Assets				
a) Investments	-	117.75	-	117.75
b) Trade Receivables	488.90	-	-	488.90
c) Cash and Bank Balances	134.33	-	-	134.33
d) Other Financial Assets	407.16	-	-	407.16
Total	1,030.39	117.75	-	1,148.14
C. Non-current Liabilities				
a) Borrowings	0.65	-	-	0.65
b) Lease Liabilities	267.32	-	-	267.32
Total	267.97	-	-	267.97
D. Current Liabilities				
a) Borrowings	39.85	-	-	39.85
b) Lease Liabilities	94.60	-	-	94.60
c) Trade Payables	868.36	-	-	868.36
d) Other Financial Liabilities	74.38	-	-	74.38
Total	1,077.19	-	-	1,077.19

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
iii) Financial Risk Management Framework

The Group's activities expose it to a variety of financial risks: credit risk and liquidity risk. In order to manage the aforementioned risks, the Group operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

a) Credit risk management
Trade receivables and deposits

- (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:

(₹ Crores)				
Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
As at 31 March 2023				
a) Gross carrying amount	290.72	287.87	131.12	709.71
b) Loss allowance provision	-	2.86	54.36	57.22
As at 31 March 2022				
a) Gross carrying amount	306.39	148.87	59.01	514.27
b) Loss allowance provision	2.96	4.93	17.48	25.37

- (vii) Reconciliation of loss allowance provision for Trade Receivables

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
a) Balance as at beginning of the year	25.34	26.32
b) Added on business combination	32.02	
c) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	3.24	3.82
- Other receivables	4.05	3.65
d) Impairment losses reversed / written back	(7.44)	(8.42)
e) Balance at end of the year	57.21	25.37

- (viii) During the year, the Group has written off ₹ 3.45 crores (Previous year ₹ 5.05 crores) of trade receivables and ₹ -0.53 crores (Previous year ₹ -4.85 crores) deposits/advances given. These trade receivables and deposits/advances are not subject to enforcement activity.

Investment in Mutual Funds

The Group has ₹ 67.24 crores investments As at 31 March 2023 (₹ 117.75 crores As at 31 March 2022) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31 March 2023, the Group holds cash and cash equivalents of ₹ 126.23 crores (As at 31 March 2022 ₹ 134.33 crores). The cash and cash equivalents are held with banks with good credit rating.

b) Liquidity risk management

- (i) The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilities

(₹ Crores)				
Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2023				
A. Non-derivative financial liabilities				
a) Trade Payables	1,048.05	-	-	-
b) Borrowings	177.80	13.60	100.00	110.00
c) Lease Liabilities	156.96	280.78	63.37	25.74
d) Security Deposits	14.60	-	-	-
e) Other Financial liabilities	18.89	-	-	-
As at 31 March 2022				
A. Non-derivative financial liabilities				
a) Trade Payables	868.36	-	-	-
b) Borrowings	39.85	0.65	-	-
c) Lease Liabilities	120.63	175.80	85.95	55.98
d) Security Deposits	12.14	-	-	-
e) Other Financial liabilities	62.24	-	-	-

The above table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Group may be required to pay.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
(iii) Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting year:

(₹ Crores)		
Particulars	As at 31 March 2023	As at 31 March 2022
a) Secured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	11.05	95.98
b) Unsecured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	150.00	128.00
c) Bank Guarantees*		
- Expiring within one year	2.48	8.70
- Expiring beyond one year	-	1.10
d) Unsecured Bank Overdraft facility		
- Expiring within one year	-	0.94

* These limits are as a sub-limit of secured cash credit facility.

Note:

The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(iv) Maturities of financial assets

Table showing maturity profile of financial assets

(₹ Crores)				
Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2023				
A. Non-derivative financial liabilities				
a) Trade Receivables	652.49	-	-	-
b) Security Deposits	24.02	23.29	11.40	18.94
c) Others	425.28	7.01	-	0.05
As at 31 March 2022				
A. Non-derivative financial liabilities				
a) Trade Receivables	488.90	-	-	-
b) Security Deposits	22.72	20.27	6.88	12.37
c) Others	379.50	5.70	-	-

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.

Absolute amount			
Particulars	Currency	As at 31 March 2023	As at 31 March 2022
Trade Receivables	USD	352,983	380,516
	EUR	3,296	14,638
	CAD	-	31
	SGD	1,257	-
	GBP	-	10
	HKD	784,224	1,167,767
	EUR	156,779	118,215
	GBP	200,720	213,043
	SGD	25,777	48,542
	CAD	8,541	31,675
	CHF	3,506	4,420
	AUD	230	499
	DKK	6,703	11,820
	JPY	-	5,462
	NZD	1,044,446	2,257,184

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.

(₹ Crores)				
Particulars	Currency	Change in rate	Effect on profit before tax	Effect on pre-tax equity
Year ended 31 March 2023	USD	+10%	0.33	0.33
	USD	-10%	(0.33)	(0.33)
	HKD	+10%	0.02	0.02
	HKD	-10%	(0.02)	(0.02)
	EUR	+10%	0.17	0.17
	EUR	-10%	(0.17)	(0.17)
	GBP	+10%	0.03	0.03
	GBP	-10%	(0.03)	(0.03)

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(₹ Crores)

Particulars	Currency	Change in rate	Effect on profit before tax	Effect on pre-tax equity
Year ended 31 March 2022	USD	+10%	0.60	0.60
	USD	-10%	(0.60)	(0.60)
	HKD	+10%	0.01	0.01
	HKD	-10%	(0.01)	(0.01)
	EUR	+10%	0.17	0.17
	EUR	-10%	(0.17)	(0.17)
	GBP	+10%	0.05	0.05
	GBP	-10%	(0.05)	(0.05)

Interest Risk

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

Particulars	Name of borrowing	Type of Interest	Rate of interest	Loan amount outstanding	Increase in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)	Decrease in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)
Year ended 31 March 2023	Cash Credit	Floating	7.15% to 8.85%	15.64	1.00%	(0.16)	1.00%	0.16
Year ended 31 March 2023	Working capital demand loan	Floating	5.05% to 8.9%	161.48	1.00%	(1.61)	1.00%	1.61
Year ended 31 March 2023	Term Loan	Floating	8.10% to 8.50%	220.68	1.00%	(2.21)	1.00%	2.21
Year ended 31 March 2022	Cash Credit	Floating	7.93%	26.02	1.00%	(0.26)	1.00%	0.26
Year ended 31 March 2022	Bank Overdraft	Floating	7.25%	11.52	1.00%	(0.12)	1.00%	0.12

36. FAIR VALUE MEASUREMENT
a) Fair Valuation Techniques and Inputs used - recurring items

(₹ Crores)

Financial assets/financial liabilities measured at Fair value	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	As at 31 March 2023	As at 31 March 2022				
A) Financial assets						
Investments						
Mutual fund investments	67.24	117.75	Level 1	Quoted Market Prices	NA	NA
Total financial assets	67.24	117.75				

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:

(₹ Crores)

Particulars	Carrying amount	Fair value	Fair value		
			Level 1	Level 2	Level 3
As at 31 March 2023					
A) Financial assets					
Financial assets carried at Amortised Cost					
i) Trade receivables	652.49	652.49	-	652.49	-
ii) Deposits given	77.65	77.65	-	77.65	-
iii) Cash and cash equivalents	126.20	126.20	-	126.20	-
iv) Bank Balances other than (iii) above	0.03	0.03	-	0.03	-
v) Others	432.34	432.34	-	432.34	-
	1,288.71	1,288.71	-	1,288.71	-
B) Financial liabilities					
Financial liabilities held at Amortised cost					
i) Borrowings	401.40	401.40	-	401.40	-
ii) Lease Liabilities	432.65	432.65	-	432.65	-
iii) Deposits received	14.60	14.60	-	14.60	-
iv) Trade and other payables	1,048.05	1,048.05	-	1,048.05	-
v) Other financial liabilities	18.89	18.89	-	18.89	-
	1,915.59	1,915.59	-	1,915.59	-
As at 31 March 2022					
A) Financial assets					
Financial assets carried at Amortised Cost					
i) Trade receivables	488.90	488.90	-	488.90	-
ii) Deposits given	62.24	62.24	-	62.24	-
iii) Cash and cash equivalents	133.88	133.88	-	133.88	-
iv) Bank Balances other than (iii) above	0.45	0.45	-	0.45	-
v) Others	385.20	385.20	-	385.20	-
	1,070.67	1,070.67	-	1,070.67	-
B) Financial liabilities					
Financial liabilities held at Amortised cost					
i) Borrowings	40.50	40.36	-	40.36	-
ii) Lease Liabilities	361.92	361.92	-	361.92	-
iii) Deposits received	12.14	12.14	-	12.14	-
iv) Trade and other payables	868.36	868.36	-	868.36	-
v) Other financial liabilities	62.24	62.24	-	62.24	-
	1,345.16	1,345.02	-	1,345.02	-

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FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
37. SEGMENT

- i) The management of the Group has chosen to organise the Group on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the Group.
- ii) Specifically, the Group's reportable segments and the type of product or service from which they derive income are:
 - a) Supply Chain Management (SCM) - Goods Transportation service, including warehouse management service and freight forwarding activity etc.
 - b) Enterprise Mobility Services (EM) - People Transportation service
- iii) The Chief Operating Decision Maker ("CODM") monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.
- iv) The Segmental Disclosures are as follows :-

Year ended 31 March 2023

(₹ Crores)

Particulars	Supply Chain Management	Enterprise Mobility Services	Total Segments	Eliminations	Total
Revenue					
I. External customers	4,867.72	260.57	5,128.29	-	5,128.29
II. Inter segment Revenue	-	-	-	-	-
Total	4,867.72	260.57	5,128.29	-	5,128.29
Results					
Segment Result	153.80	4.25	158.05	-	158.05
Less:					
Finance Cost					(4.34)
Unallocated corporate income net of unallocated expenses					(119.17)
Profit before tax					34.54
Income Taxes					(7.12)
Profit after tax					27.42
Other Information					
Segment Assets	2,434.10	118.84	2,552.94	-	2,552.94
Unallocated Corporate Assets	-	-	-	-	-
Total Assets	2,434.10	118.84	2,552.94	-	2,552.94
Segment Liabilities	1,905.66	86.98	1,992.64	-	1,992.64
Unallocated Corporate Liabilities	-	-	-	-	-
Total Liabilities	1,905.66	86.98	1,992.64	-	1,992.64
Capital Expenditure	70.70	0.33	71.03	-	71.03
Depreciation and Amortisation expenses	179.96	9.54	189.50	-	189.50

Year ended 31 March 2022

(₹ Crores)

Particulars	Supply Chain Management	Enterprise Mobility Services	Total Segments	Eliminations	Total
Revenue					
I. External customers	3,938.68	202.08	4,140.76	-	4,140.76
II. Inter segment Revenue	-	-	-	-	-
Total	3,938.68	202.08	4,140.76	-	4,140.76
Results					
Segment Result	243.48	8.05	251.53	-	251.53
Less:					
Finance Cost					(4.68)
Unallocated corporate income net of unallocated expenses					(220.54)
Profit before tax					26.31
Income Taxes					(11.25)
Profit after tax					15.06
Other Information					
Segment Assets	1,446.16	91.60	1,537.76	-	1,537.76
Unallocated Corporate Assets	-	-	-	-	437.68
Total Assets	1,446.16	91.60	1,537.76	-	1,975.44
Segment Liabilities	1,217.14	29.34	1,246.48	-	1,246.48
Unallocated Corporate Liabilities	-	-	-	-	182.20
Total Liabilities	1,217.14	29.34	1,246.48	-	1,428.68
Capital Expenditure	83.83	0.72	84.55		84.55
Depreciation and Amortisation expenses	125.57	16.15	141.72		141.72

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.

There is no difference between segment profit as reviewed by CODM and the profit before tax as appearing in the financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
(v) Geographic information

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a) Revenue from external customers		
India	4,961.18	3,973.66
Outside India	167.11	167.10
Total revenue per statement of profit or loss	5,128.29	4,140.76
b) Segment assets		
India	2,552.94	1,534.70
Outside India	-	3.06
Total	2,552.94	1,537.76
c) Capital expenditure		
India	71.03	84.55
Outside India	-	-
Total	71.03	84.55

The revenues of the Group from holding company and group of customers under common control of the holding company amounts to around 52.75% (Previous year: 47.25%) of its total revenues during the year ended 31 March 2023.

38. LEASES
I. Operating Lease

Following are the changes in the carrying value of right of use assets:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Balance as at 1 April	298.21	208.64
Impact of adoption of Ind AS 116	-	-
Additions	236.35	186.30
Disposals	(29.17)	(8.82)
Amortisation expense for the year	(118.48)	(87.90)
Balance as at 31 March	386.91	298.22

The following is the movement in lease liabilities:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Lease liabilities recognised at 1 April	361.92	240.29
Additions	229.24	208.64
Finance cost accrued during the period	33.72	25.89
Deletions	(45.93)	(9.11)
Modifications/other adjustments	-	-
Payment of lease liabilities	(146.30)	(103.79)
Balance as at 31 March	432.65	361.92

The following is the break-up of current and non-current lease liabilities:

(₹ Crores)		
Particulars	2023	2022
Non-current lease liabilities	308.33	267.32
Current lease liabilities	124.32	94.60
Total	432.65	361.92

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ Crores)		
Particulars	2023	2022
Less than one year	157.25	120.63
One to Three years	293.93	175.80
Three to five years	50.57	85.95
More than five years	25.82	55.98
Total undiscounted lease liabilities at Balance sheet date	527.57	438.36

The following is the movement in the net investment in sublease of ROU asset:

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Net investment in sublease in ROU recognised at 1 April	46.11	18.75
Additions	-	31.23
Finance Income on net investment in sublease in ROU	3.38	2.52
Deletions	(14.71)	-
Rental Income on net investment in sublease in ROU	(11.12)	(6.39)
Balance as at 31 March	23.66	46.11

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

(₹ Crores)		
Particulars	2023	2022
Less than one year	8.26	11.38
One to Three years	18.55	23.39
Three to five years	-	16.84
More than five years	-	4.63
Total	26.81	56.24

Leases not yet commenced to which Group is committed amounts to ₹ 2.76 crores for a lease term up to five years.

Amounts recognised in Statement of Profit and Loss

(₹ Crores)		
Particulars	2023	2022
Interest on lease liabilities	33.74	25.89
Expense on sub-leasing right of use asset	7.74	3.87
Expense relating to short term leases	60.46	61.32
Expense relating to low value leases	18.48	-
Depreciation expense of right of use asset	118.48	87.90
Total Expenses	238.90	178.98

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Amounts recognised in Statement of cash flows

	(₹ Crores)	
Particulars	2023	2022
Total cash outflows for leases	(146.31)	(103.79)

II. Finance lease - where the group is lessor

The Company has taken taxi permits on finance lease by paying the consideration upfront as a onetime payment.

The Company has leased out 31 vehicles (March 31, 2022 : 31) on finance lease. The lease term is for 3 years and is non-renewable, after which the legal title is passed to the lessee. There is no escalation clause in the lease agreement.

	(₹ Crores)	
Particulars	2023	2022
Gross investments		
Within one year	0.34	0.54
After one year but not more than five years	-	0.35
More than five years	-	-
	0.34	0.89
Less: Unearned finance income	(0.01)	(0.08)
Present value of minimum lease payments	0.33	0.81
Present value of future rentals		
Within one year	0.33	0.48
After one year but not more than five years	-	0.34
More than five years	-	-
Present value of minimum lease payments	0.33	0.82

During the year ended March 31, 2023, the Company has earned ₹ 0.05 crore (31 March 2022 ₹ 0.09 crore) as interest income. This has been recorded under "Other income - Finance income on net investment in lease" in the statement of profit and loss.

Movement for the receivables towards assets given on finance lease

	(₹ Crores)	
Particulars	2023	2022
Opening balance	0.82	1.53
Add: Additions made during the tear	-	0.21
Less: Adjustment on account of lease term modification	-	-
Less: Deletion made during the tear	-	(0.54)
Less: amount recovered during the year	(0.49)	(0.38)
Closing balance	0.33	0.82

39. EMPLOYEE BENEFITS
a) Defined Contribution Plan

The Group's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 15.13 crores (2022: ₹ 12.69 crores) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:
Gratuity

- a) Some of the group entities operate a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable

to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

- b) Though its defined benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

i) Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

ii) Change in bond yields

A decrease in government bond yields will increase plan liabilities.

iii) Inflation risk

Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

iv) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Group's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
a) Discount rate(s)	7.30%	6.80%	7.20% - 7.30%	5.25% - 6.80%
b) Expected rate(s) of salary increase	7%	7%	6% - 7%	6% - 8%
c) Average Longevity	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

d) Defined benefit plans

(₹ Crores)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:				
a) Service Cost	23.11	21.22	1.74	1.90
b) Current Service Cost	3.80	3.84	1.16	0.34
c) Past service cost and (gains)/ losses from settlements	-	-	0.01	-
d) Net interest expense	0.35	0.24	0.31	0.11
Components of defined benefit costs recognised in profit or loss	27.26	25.30	3.22	2.35

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(₹ Crores)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
a) Remeasurement on the net defined benefit liability	1.57	1.36	0.31	0.11
b) Return on plan assets (excluding amount included in net interest expense)	(0.25)	0.01	-	-
c) Actuarial gains and loss arising from changes in demographic assumptions	-	-	-	-
d) Actuarial gains and loss arising from changes in financial assumptions	-	-	(0.01)	-
e) Actuarial gains and loss arising from experience adjustments	(0.84)	(0.67)	(0.32)	(0.07)
Components of defined benefit costs recognised in other comprehensive income	0.48	0.70	(0.02)	0.04
Total	27.74	26.00	3.20	2.39
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31 March				
a) Present value of defined benefit obligation	(23.60)	(23.11)	(4.70)	(1.72)
b) Fair value of plan assets	20.93	18.02	-	-
c) Surplus/(Deficit)	(2.67)	(5.09)	(4.70)	(1.72)
d) Current portion of the above	(2.67)	(5.09)	-	-
e) Non current portion of the above	-	-	(4.70)	(1.72)
III. Change in the obligation during the year ended 31 March				
Present value of defined benefit obligation at the beginning of the year	23.11	21.22	1.72	1.90
a) Add/(Less) on account of Scheme of Arrangement/Business	-	-	-	-
b) Transfer	(0.75)	0.04	2.35	0.02
c) Expenses Recognised in Profit and Loss Account	-	-	-	-
d) - Current Service Cost	3.80	3.84	1.16	0.34
- Past Service Cost	-	-	0.01	-
- Interest Expense (Income)	1.57	1.36	0.31	0.11
e) Recognised in Other Comprehensive Income	-	-	-	-
Remeasurement gains/(losses)	-	-	-	-
i. Demographic Assumptions	-	-	(0.01)	-
ii. Financial Assumptions	(0.84)	(0.67)	(0.32)	(0.07)
iii. Experience Adjustments	(0.48)	1.69	(0.01)	(0.09)
f) Benefit payments	(2.81)	(4.37)	(0.51)	(0.49)
Present value of defined benefit obligation at the end of the year	23.60	23.11	4.70	1.72

(₹ Crores)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
IV. Change in fair value of assets during the year ended 31 March				
Fair value of plan assets at the beginning of the year	18.02	17.56	-	-
i) Expenses Recognised in Profit and Loss Account	-	-	-	-
- Expected return on plan assets	1.22	1.12	-	-
ii) Recognised in Other Comprehensive Income	-	-	-	-
Remeasurement gains / (losses)	-	-	-	-
- Actual Return on plan assets in excess of the expected return	0.25	(0.01)	-	-
iii) Contributions by employer (including benefit payments recoverable)	5.09	3.72	-	-
iv) Benefit payments	(2.81)	(4.37)	-	-
v) Transfer in / (out)	(0.84)	-	-	-
Fair value of plan assets at the end of the year	20.93	18.02	-	-
V. The Major categories of plan assets				
- Insurance Funds	20.94	18.02	-	-
VI. Actuarial assumptions				
a) Discount rate	7.30%	6.80%	7.20% - 7.30%	5.25% - 6.80%
b) Expected rate of return on plan assets	7.30%	6.80%		
c) Attrition rate	12%	12%	11% - 11%	10% - 12%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ Crores)

Particulars	Changes in assumption	Impact on defined benefit obligation			
		Year ended 31 March 2023		Year ended 31 March 2022	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1%	25.46	29.20	22.27	25.76
b) Salary growth rate	1%	29.14	25.49	25.69	22.29
c) Rate of employee turnover	1%	26.96	27.53	23.76	24.06

- 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.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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- ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.
- iii) The weighted average duration of the defined benefit obligation as at 31 March 2023 is 6% - 7% years.

f) Plan Assets

The fair value of Group's plan asset of Funded Gratuity Plan by category are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Asset category:		
Deposits with Insurance companies	20.94	18.02
Allocation	100%	100%

g) Maturity profile of defined benefit obligation:

The tables shown below include both discounted value as well as unwinding of interest.

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022
Within 1 year	3.79	4.02
1-2 years	2.73	2.68
2-3 years	2.92	7.00
3-4 years	4.88	3.20
4-5 years	2.57	2.42
5-10 years	12.43	13.97
More than 10 years	20.66	25.52

h) Experience Adjustments :

(₹ Crores)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
1. Defined Benefit Obligation	(23.60)	(23.92)	(21.88)	(20.90)	(16.86)
2. Fair value of plan assets	20.93	18.02	17.56	16.41	13.00
3. Surplus/(Deficit)	(2.67)	(5.90)	(4.32)	(4.49)	(3.86)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	(0.49)	1.60	(0.99)	0.74	0.07
5. Experience adjustment on plan assets [Gain/(Loss)]	0.25	(0.01)	(0.04)	0.16	0.05

- i) The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.
- j) The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- k) The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

40. RELATED PARTY TRANSACTIONS**i) List of Related Parties:**

Holding Company	Mahindra & Mahindra Limited
(a) Parties with whom transactions have taken place during the year:	
(i) Joint Venture	
	Transtech Logistics Private Limited
(ii) Associate	
	Zipzap Logistics Private Limited (w.e.f. 8th April, 2022)
(iii) Fellow Subsidiaries	
1	Classic Legends Private Limited
2	Fifth Gear Ventures Limited
3	Gromax Agri Equipment Limited
4	Mahindra Accelo Limited (Formally Known As Mahindra Intertrade Limited)
5	Mahindra Defence System Limited
6	Mahindra Electric Mobility Limited (Merged with Mahindra & Mahindra Limited w.e.f.2nd February, 2023)
7	Mahindra EPC Irrigation Limited
8	Mahindra Heavy Engines Limited
9	Mahindra Holidays And Resorts India Limited
10	Mahindra Industrial Park Chennai Limited
11	Mahindra Integrated Business Solutions Private Limited
12	Mahindra MSTC Recycling Private Limited
13	Mahindra Two Wheelers Limited
14	Mahindra World City (Jaipur) Limited
15	NBS International Limited
16	Carnot Technologies Private Limited
17	Mahindra & Mahindra Financial Services Limited
18	Mahindra Auto Steel Private Limited
(iv) Other Related Parties	
a) Associate of Holding Company	
1	Mahindra CIE Automotive Limited
2	Tech Mahindra Limited
3	Tech Mahindra Business Services Limited
b) Joint Venture of Holding Company	
1	Sanyo Special Steel Manufacturing India Private Limited

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
(v) Key Management Personnel (KMP):

Sr. No.	Name of KMP	Designation
1	Dr. Anish Shah (w.e.f. 2nd April, 2021)	Chairman & Non-Executive Director
2	Mr. Rampraveen Swaminathan	Managing Director & CEO
3	Mr. Amit Kumar Sinha (upto 24th March, 2023)	Non-Executive Director
4	Mr. Naveen Raju	Non-Executive Director
5	Ms. Malvika Sinha	Independent Director
6	Mr. Ajay Mehta (upto 27th March, 2023)	Independent Director
7	Mr. Darius Pandole	Independent Director
8	Mr. Ranu Vohra	Independent Director
9	Ms. Avani Davda	Independent Director
10	Mr. Dhananjay Mungale	Independent Director
11	Mr. Ameet Hariani (w.e.f. 01st May, 2022)	Independent Director

ii) Details of transaction between the Company and its related parties are disclosed below:

(₹ Crores)

Particulars	Year	Holding Company	Fellow Subsidiary	Joint Venture	Associate	Other related Parties	KMP
Nature of transactions with Related Parties							
a) Purchase of PPE and other assets	31-Mar-23	-	0.60	-	-	-	-
	31-Mar-22	0.75	-	-	-	-	-
b) Rendering of services	31-Mar-23	2,607.68	74.56	-	10.55	23.07	-
	31-Mar-22	1,886.67	32.65	-	-	37.98	-
c) Receiving of services	31-Mar-23	17.60	0.28	1.06	3.95	9.16	-
	31-Mar-22	2.99	0.52	1.13	-	0.23	-
d) Reimbursements made to parties	31-Mar-23	1.29	0.37	-	-	-	0.19
	31-Mar-22	11.15	-	-	-	-	-
e) Reimbursements received from parties	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.05	0.01	-	-	-	-
f) Sale of property and other assets	31-Mar-23	0.91	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
g) Bad & doubtful debts recognised in respect of dues from related parties	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.13	-	-	-	-	-
h) Dividend Paid	31-Mar-23	8.36	-	-	-	-	-
* ₹ 250	31-Mar-22	10.45	0*	-	-	-	-
i) Purchase of Investment in Subsidiaries	31-Mar-23	50.41	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
j) Compensation	31-Mar-23	-	-	-	-	-	6.69
	31-Mar-22	-	-	-	-	-	7.00
Balances Outstanding with Related Parties							
a) Trade payables	31-Mar-23	12.99	0.04	0.01	0.48	0.00	0.00*
* ₹ 27,000	31-Mar-22	7.89	0.05	0.10	-	0.11	-
b) Trade receivables	31-Mar-23	114.04	4.94	-	4.87	6.62	-
	31-Mar-22	122.32	5.56	-	-	4.77	-
c) Deposit taken	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.03	-	-	-	-	-
d) Provision of bad & doubtful debts related to amount due from related parties	31-Mar-23	2.20	-	-	-	0.29	-
	31-Mar-22	2.20	-	-	-	0.29	-

Notes:

- All the outstanding balances, whether receivables or payables are unsecured.
- Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.

iii) Material related party transactions are as under:

(₹ Crores)

Particulars	Year	Holding Company	Fellow Subsidiary	Joint Venture	Associate	Other related parties
a) Purchase of PPE and other assets						
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-
	31-Mar-22	0.75	-	-	-	-
NBS International Limited	31-Mar-23	-	0.60	-	-	-
	31-Mar-22	-	-	-	-	-
b) Rendering of services						
Mahindra & Mahindra Limited	31-Mar-23	2,607.68	-	-	-	-
	31-Mar-22	1,886.67	-	-	-	-
Mahindra Heavy Engines Limited	31-Mar-23	-	15.79	-	-	-
	31-Mar-22	-	11.16	-	-	-
Classic Legends Private Limited	31-Mar-23	-	26.65	-	-	-
	31-Mar-22	-	-	-	-	20.09
Mahindra CIE Automotive Limited	31-Mar-23	-	-	-	-	13.32
	31-Mar-22	-	-	-	-	10.77
Tech Mahindra Limited	31-Mar-23	-	-	-	-	9.74
	31-Mar-22	-	-	-	-	5.88
Gromax Agri Equipment Limited	31-Mar-23	-	6.16	-	-	-
	31-Mar-22	-	6.66	-	-	-
Mahindra Electric Mobility Limited	31-Mar-23	-	16.57	-	-	-
	31-Mar-22	-	6.68	-	-	-
Mahindra Two Wheelers Limited	31-Mar-23	-	7.90	-	-	-
	31-Mar-22	-	5.56	-	-	-
Mahindra Epc Irrigation Limited	31-Mar-23	-	0.03	-	-	-
	31-Mar-22	-	-	-	-	-
Mahindra Accelo Limited	31-Mar-23	-	0.65	-	-	-
	31-Mar-22	-	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-23	-	-	-	10.55	-
	31-Mar-22	-	-	-	-	-
Mahindra Defence System Limited	31-Mar-23	-	0.14	-	-	-
	31-Mar-22	-	-	-	-	-
Mahindra Industrial Park Chennai Limited	31-Mar-23	-	0.03	-	-	-
	31-Mar-22	-	-	-	-	-
Mahindra Mstc Recycling Private Limited	31-Mar-23	-	0.45	-	-	-
	31-Mar-22	-	-	-	-	-
Mahindra Auto Steel Private Limited	31-Mar-23	-	0.03	-	-	-
	31-Mar-22	-	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-23	-	0.14	-	-	-
	31-Mar-22	-	0.07	-	-	-
Mahindra & Mahindra Financial Services Limited	31-Mar-23	-	0.02	-	-	-
	31-Mar-22	-	0.02	-	-	-
Tech Mahindra Business Services Limited	31-Mar-23	-	-	-	-	-
	31-Mar-22	-	-	-	-	0.32

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

							(₹ Crores)
Particulars	Year	Holding Company	Fellow Subsidiary	Joint Venture	Associate	Other related parties	
c) Receiving of services							
Mahindra & Mahindra Limited	31-Mar-23	17.60	-	-	-	-	-
	31-Mar-22	2.99	-	-	-	-	-
Mahindra Integrated Business Solutions Private Limited	31-Mar-23	-	0.10	-	-	-	-
	31-Mar-22	-	0.17	-	-	-	-
Tech Mahindra Limited	31-Mar-23	-	-	-	9.16	9.16	-
	31-Mar-22	-	-	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	-	-	-	0.23	-
NBS International Limited	31-Mar-23	-	0.17	-	-	-	-
	31-Mar-22	-	0.10	-	-	-	-
Transtech Logistics Private Limited	31-Mar-23	-	-	1.06	-	-	-
	31-Mar-22	-	-	1.13	-	-	-
Zipzap Logistics Private Limited	31-Mar-23	-	-	-	3.95	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra Electric Mobility Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	-	0.04	-	-	-	-
d) Reimbursements made to parties							
Mahindra & Mahindra Limited	31-Mar-23	1.29	-	-	-	-	-
	31-Mar-22	11.15	-	-	-	-	-
NBS International Limited	31-Mar-23	-	0.16	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-23	-	0.21	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
e) Reimbursements received from parties							
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.05	-	-	-	-	-
f) Sale of Property and other assets							
Mahindra & Mahindra Limited	31-Mar-23	0.91	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-
g) Bad & doubtful debts recognised in respect of dues from related parties							
Mahindra & Mahindra Limited	31-Mar-23	-	-	-	-	-	-
	31-Mar-22	0.13	-	-	-	-	-
h) Dividend paid							
Mahindra & Mahindra Limited	31-Mar-23	8.36	-	-	-	-	-
	31-Mar-22	10.45	-	-	-	-	-
i) Purchase of Investment in Subsidiaries Company							
Mahindra & Mahindra Limited	31-Mar-23	50.41	-	-	-	-	-
	31-Mar-22	-	-	-	-	-	-

j) Compensation of Key Managerial Personnel

(₹ Crores)

Name of KMP	Year	Short-term employee benefits	ESOPs	Sitting Fees	Commission	Reimbursement of Expenses paid
Mr. Rampraveen Swaminathan	31-Mar-23	4.15	1.28	-	-	0.19
	31-Mar-22	3.96	2.13	-	-	-
Mr. Ajay Mehta	31-Mar-23	-	-	0.16	0.07	-
	31-Mar-22	-	-	0.10	0.07	-
Ms. Avani Davda	31-Mar-23	-	-	0.12	0.07	-
	31-Mar-22	-	-	0.09	0.07	-
Mr. Darius Pandole	31-Mar-23	-	-	0.13	0.07	-
	31-Mar-22	-	-	0.10	0.07	-
Mr. Ranu Vohra	31-Mar-23	-	-	0.12	0.07	-
	31-Mar-22	-	-	0.08	0.07	-
Ms. Malvika Sinha	31-Mar-23	-	-	0.10	0.07	-
	31-Mar-22	-	-	0.09	0.07	-
Mr. Dhananjay Mungale	31-Mar-23	-	-	0.08	0.07	-
	31-Mar-22	-	-	0.07	0.07	-
Mr. Ameet Hariani	31-Mar-23	-	-	0.06	0.07	-
	31-Mar-22	-	-	-	-	-

The remuneration of directors and key executives is determined by the Nomination and Remuneration Committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

41. CONTINGENT LIABILITIES

A Contingent liabilities

(₹ Crores)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Contingent liabilities (to the extent not provided for)		
Claims against the Group not acknowledged as debt		
a) VAT	22.89	19.40
b) Service Tax	3.52	3.36
c) Income Tax	3.19	3.19
d) Other matters	9.39	7.43
e) Advertisement tax	0.55	0.55
f) Claims against the Group not acknowledged as debts (Refer note a below)	1.27	0.16

Notes:

- The Group does not expect any payout in respect of the above contingent liability.
- It is not practicable to estimate the timings of cash outflows, if any, in respect of matters at (a) to (d) above, pending resolution of appellate/court proceedings.
- Claims against the Group pertain to various legal claims filed against the Group by customers/ third parties. The Group has contested these claims and the same are pending adjudication at various judicial forums. The timing of any possible cash outflows with regard to the aforesaid matters depends upon the final outcome of the respective litigations and exhaustion of remedies available to the Group under the law and hence the Group is not able to reasonably ascertain the timing of the possible outflow, if any.
- Advertisement tax liability pertains to earlier years, where Municipal Corporation of Delhi has demanded unproportionately higher Advertisement taxes, which are part of the on-going legal cases with MCD at High Court Delhi.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**
B Commitments

- i) Investment in Zipzap Logistics Private Limited - ₹ 36.31 crore
- ii) The Group has entered into License Agreements/Contracts with Airport authorities at some locations. These agreements are for periods of 3 to 4 years and include non-cancellable period of 1 to 2 years. Under the contracts, the Group guarantees a certain minimum payment to the airports each month. Management believes that it would perform its obligations for the entire period of these contracts taking into account the past experience and management's intent and future business plans. Management has disclosed contractual commitments under these contracts below based on the total contractual period.

(₹ Crores)		
Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Minimum commitment to Airports		
Delhi Airport Terminal 1	0.73	1.46
Delhi Airport Terminal 2	1.09	2.19
Delhi Airport Terminal 3	2.19	4.37
Hyderabad Airport	16.18	5.43
Mumbai Airport Terminal 1 & 2	1.20	-

42. ADDITIONAL REGULATORY INFORMATION

- i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) Balance outstanding as at 31 March 2023 with struck off companies:

				(₹ Crores)
				Balance as on 31 March 2023
Sr. No.	Name of the Struck off Company	Nature of Transaction	Relationship with the struck off company	
1	EFCEE Sarovar Portico	Trade Receivable	External	..*
2	Keller Ground Engineering India Private Limited	Trade Receivable	External	..*
3	Golden Tulip	Trade Receivable	External	..*
4	Sundharams Private Limited	Trade Receivable	External	0.01
5	Oswal Denims	Trade Receivable	External	..*
6	GE Global Servicing Private Limited	Trade Receivable	External	..*
7	G.S.T Corporation Limited	Trade Receivable	External	..*
8	Dana India Private Limited	Trade Receivable	External	..*
9	Adsare Hotels Private Limited	Trade Receivable	External	..*
10	Ride Car Zone Private Limited	Trade Receivable	External	..*
11	T.R. Travels Private Limited	Trade Receivable	External	..*
12	M Y Transport Compnay Private Limited	Trade Payable	External	0.17
13	Sundharams Private Limited	Trade Payable	External	1.01
14	Balaji Translogistic Private Limited	Trade Payable	External	0.01
15	Fountainhead Lifestyle Private Limited	Trade Payable	External	0.01
16	Shraddha Logistics Private Limited	Trade Payable	External	0.01
17	ABC Legal Consultation	Trade Payable	External	0.10
18	O-Links Technology Private Limited	Trade Payable	External	..*

(₹ Crores)

Sr. No.	Name of the Struck off Company	Nature of Transaction	Relationship with the struck off company	Balance as on 31 March 2023
19	Konect Infonet Private Limited	Trade Payable	External	..*
20	Shine Freight Systems India Private Limited	Trade Payable	External	0.01
21	Jatayu Logistics Private Limited	Trade Payable	External	..*
22	Trimurty Tourism Private Limited	Trade Payable	External	..*
23	Purwanchal Tours And Travels Private Limited	Trade Payable	External	..*
24	Swiss Cabs India Private Limited	Trade Payable	External	0.01
25	S K S Automobiles India Private Limited	Trade Payable	External	..*
26	SST Concierge Private Limited	Trade Payable	External	..*
27	Pace Micro Technology (India) Limited	Advance received	External	..*
28	Jayem Automotives Private Limited	Advance received	External	0.01
29	Oxon Healthcare Services Private Limited	Advance given	External	0.03
30	Loginext Solutions Private Limited	Advance given	External	..*
31	Prajapati Logistics Private Limited	Advance given	External	0.01

* Amounts are below the rounding off norms followed by the group

- iii) The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

43. DISCLOSURES PURSUANT TO IND AS 103 "BUSINESS COMBINATIONS"

A Investment in MLL Mobility Private Limited, V-Link Fleet Solutions Private Limited, V-Link Automotive Services Private Limited and MLL Express Services Private Limited

- i) On 9 November 2021, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company entered into Share Purchase Agreement to:
- Acquire 100% paid-up share capital of MLL Mobility Private Limited ("MMPL") (formerly known as Meru Mobility Tech Private Limited), V-Link Fleet Solutions Private Limited ("VFSPL"), and V-Link Automotive Services Private Limited ("VASPL") from MLL Express Services Private Limited ("MESPL") (formerly known as Meru Travel Solutions Private Limited), a Fellow Subsidiary of the Company; and
 - Acquire 100% paid-up share capital of MESPL from Mahindra & Mahindra Limited ("M&M"), Holding and Promoter Company of the Company.

Following the completion of the acquisition of 100% control, MMTPL became wholly owned subsidiary on 12 May 2022. VFSPL and VASPL became wholly owned subsidiaries of the Company on 13 May 2022. MESPL became a wholly-owned subsidiary of the Company on 17 May 2022.

The above transactions were accounted for as 'Business Combination of entities under common control' using the pooling of interest method as per Ind AS 103 effective 1 April 2021. Accordingly, financial information in respect of year ended March 2022 have been restated as follows :

- The Balance sheet as on 31 March 2022, has been restated to incorporate the net asset value as on 31 March 2022 at ₹ 76.48 crores. Accordingly, the value of purchase consideration payable to holding company has been shown as ₹ 50.41 crores under current liabilities. The Profit & Loss account and schedules thereto have been modified.
- The Profit & Loss account and schedules thereto for the year ended 31 March 2022, have been restated to incorporate the Profit & Loss account of above merge for the entire period from 1 April 2022 to 31 March 2023, even though the actual purchase was effective on various days. Correspondingly, all schedules, notes and other information pertaining to the financial statements are restated considering that the business combination was affected in from the date.

The acquisition has helped the group to grow its presence in the shared mobility space and consolidate the mobility business ownership

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

- ii) Book value of assets acquired and liabilities recognised as at 31 March 2021 are as follows:

(₹ Crores)					
Particulars	MLL Mobility Private Limited	V-Link Fleet Solutions Private Limited	V-Link Automotive Services Private Limited	MLL Express Services Private Limited	Total
Assets					
Non-current assets					
Property, plant and equipment	22.04	-	-	-	22.04
Investment in subsidiaries	-	-	-	50.48	50.48
Other non-current assets	10.17	1.56	1.37	-	13.10
	32.21	1.56	1.37	50.48	85.62
Current assets					
Investment	11.54	-	-	-	11.54
Trade receivables	8.43	0.24	0.41	-	9.08
Cash and bank balances	2.46	0.12	0.15	0.15	2.88
Other current assets	19.44	0.18	29.38	-	49.00
	41.87	0.54	29.94	0.15	72.50
Total assets	74.08	2.10	31.31	50.63	158.12
Liabilities					
Non-current liabilities					
Borrowings	2.07	-	-	0.03	2.10
Other non current liabilities	14.18	0.51	-	-	14.69
	16.25	0.51	-	0.03	16.79
Current liabilities					
Borrowings	29.38	14.45	-	-	43.83
Trade payables	4.89	0.43	0.20	0.09	5.61
Other current liabilities	13.18	0.09	2.14	0.0003	15.41
	47.45	14.97	2.34	0.09	64.85
Total liabilities	63.70	15.48	2.34	0.12	81.64
Net Assets					76.48

- iii) Calculation of Goodwill:

(₹ Crores)		
Cash purchase consideration paid to		
MLL Express Services Private Limited	50.48	
Mahindra & Mahindra Limited	50.41	100.89
Less: Fair value of net assets acquired		76.48
Goodwill		24.41

- iii) Purchase consideration payable to Mahindra & Mahindra Limited is recognised as a liability on 1 April 2021.
- iv) Goodwill is attributable to future growth of business from this acquisition. The goodwill is not deductible for income tax purposes.

- vi) Acquisition date contingent liability of the acquired entities is as follows.

(₹ Crores)

Particulars	As at 31 March 2022	As at 31 March 2021
Claims against the Group not acknowledged as debts (Refer note below)	0.16	1.42
Advertisement tax	0.55	0.55
Claims against the Group pertain to various legal claims filed against the Group by customers/ third parties. The Group has contested these claims and the same are pending adjudication at various judicial forums. The timing of any possible cash outflows with regard to the aforesaid matters depends upon the final outcome of the respective litigations and exhaustion of remedies available to the Group under the law and hence the Group is not able to reasonably ascertain the timing of the possible outflow, if any.		

- vii) The entity has reported revenue of ₹ 185.49 crore and loss of ₹ 8.57 crore for the year ended 31 March 2023

B Purchase of B2B express business from Rivigo Services Private Limited ("Rivigo")

- i) MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited), has acquired/ purchased B2B express business from Rivigo Services Private Limited ("Rivigo") for cash consideration of ₹ 218.50 crores (post adjustments as per the terms of the Business Transfer Agreement) at end of day on 9 November 2022. The purchase consideration has been accounted for as per as per Ind AS 103 "Business Combination"
- ii) Fair value of assets and liabilities acquired are as follows:

(₹ Crores)

Particulars	Total
Assets	
Non-current assets	
Property, plant and equipment	1.90
Intangible assets	56.45
Investment in subsidiaries	
Other non-current assets	15.58
	73.93
Current assets	
Investment	
Trade receivables	52.51
Cash and bank balances	
Other current assets	8.36
	60.87
Total assets	134.80
Liabilities	
Non-current liabilities	
Borrowings	
Other non current liabilities	13.11
	13.11
Current liabilities	
Borrowings	
Trade payables	70.64
Other current liabilities	6.95
	77.59
Total liabilities	90.70
Net Assets	44.10
Cash purchase consideration	218.50
Goodwill on acquisition	174.40

- iii) Goodwill is attributable to future growth of business from this acquisition. The goodwill is not deductible for income tax purposes.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

- iv) No contingent consideration is recognised by the Group in accordance with the terms of the share purchase agreement.
- v) The entity has reported revenue of ₹ 121.62 crore and loss of ₹ 31.78 crore for the year ended 31 March 2023.

44. DISCLOSURE OF INTEREST IN SUBSIDIARIES AND INTEREST OF NON CONTROLLING INTEREST

The Group has rights to variable returns from its involvement with the subsidiaries and has the ability to affect the amount of the investor's returns through its power over the investee.

(a) Details of the Group's material subsidiaries at the end of the reporting year are as follows:

Name of the Subsidiary	Principal Activity	Place of Incorporation and Place of Operation	Proportion of ownership interest and voting power held by the group		Quoted (Y/N)
			As at 31 March 2023	As at 31 March 2022	
Lords Freight (India) Private Limited	Freight Forwarding via sea and air	Mumbai, India	99.05%	99.05%	N
2 X 2 Logistics Private Limited	Transportation services	Mumbai, India	55.00%	55.00%	N
MLL Mobility Private Limited	Transportation services	Mumbai, India	100%	100%	N
V-Link Fleet Solutions Private Limited	Transportation services	Mumbai, India	100%	100%	N
V-Link Automotive Services Private Limited	Transportation services	Mumbai, India	100%	100%	N
MLL Express Services Private Limited	Transportation services	Mumbai, India	100%	100%	N
V Link Freight Services Private Limited (Incorporated on 9 September 2022)	Freight Forwarding via sea and air	Mumbai, India	100%	-	N
MLL Global Logistics Limited (Incorporated as a private Limited company on 6 December 2022)	Transportation services	London, UK	100%	-	N

(b) Details of Non-Wholly Owned Subsidiaries that have material Non Controlling Interest

Name of the Subsidiary	Place of Incorporation and Place of Operation	Proportion of Ownership Interest and Voting power held by the Group	
		As at 31 March 2023	As at 31 March 2022
Lords Freight (India) Private Limited	Mumbai, India	0.95%	0.95%
2 X 2 Logistics Private Limited	Mumbai, India	45.00%	45.00%

Name of the Subsidiary	Profit / (Loss) allocated to non controlling interest		Accumulated non Controlling Interest	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Lords Freight (India) Private Limited	0.09	0.15	0.09	-
2 X 2 Logistics Private Limited	(1.74)	(2.65)	(1.46)	0.28

- (c) Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Particulars	Lords Freight (India) Private Limited		2 X 2 Logistics Private Limited	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Current Assets	72.78	81.47	10.35	4.30
Non Current Assets	5.50	3.24	11.09	11.93
Current Liabilities	33.81	50.74	16.59	15.52
Non Current Liabilities	2.22	1.75	8.11	0.11
Equity Interest Attributable to the owners	9.87	15.92	(2.13)	(3.22)
Non Controlling Interest	0.09	0.15	(1.74)	(2.65)
Revenue	367.43	452.65	20.82	24.10
Expenses	357.46	436.66	24.69	29.98
Profit / (Loss) for the year	9.97	15.99	(3.87)	(5.88)
Profit / (Loss) attributable to the owners of the Company	9.88	15.84	(2.13)	(3.23)
Profit / (Loss) attributable to the non controlling interest	0.09	0.15	(1.74)	(2.65)
Profit / (Loss) for the year	9.79	15.69	(0.39)	(0.58)
Other Comprehensive Income attributable to the owners of the Company	0.07	0.08	0.01	0.01
Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	-	-	0.01	-
Other Comprehensive Income	0.07	0.08	-	0.01
Total Other Comprehensive Income attributable to the owners of the Company	9.95	15.92	(2.12)	(3.22)
Total Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	0.09	0.15	(1.73)	(2.65)
Total Other Comprehensive Income	10.04	16.07	(3.85)	(5.87)
Dividends paid to non controlling interest				
Net Cash Flow from operating activities	29.51	(4.06)	(5.49)	(0.39)
Net Cash Flow from investing activities	(0.29)	(0.11)	(0.28)	0.03
Net Cash Flow from financing activities	(27.54)	4.96	5.76	0.03
Net Cash inflow/ (outflow)	1.68	0.79	(0.01)	(0.33)

45. DISCLOSURE OF INTEREST IN JOINT ARRANGEMENTS AND ASSOCIATES

On 28 February 2022, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company had entered into Share Purchase Agreement, Share Subscription Agreement and Shareholders' Agreement for acquisition of up to 43,972 equity shares and for subscribing up to 63,200 Series A Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Zipzap Logistics Private Limited ("Whizzard"), in tranches, resulting in the Company holding in aggregate up to 60% of Share Capital of Whizzard, on a fully diluted basis, upon completion.

On 8 April 2022, the Company acquired 21,327 equity shares and subscribed to 31,600 CCCPS, on a fully diluted basis of Whizzard, in aggregate, constituting 36% of the Share Capital of Whizzard for a cash consideration of ₹ 35.42 crore. With this, Whizzard became an Associate of the Company effective from 8 April 2022.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023 (Contd.)**

The acquisition has enhanced group's presence and capabilities in the last-mile delivery and fulfilment services for its customers.

(a) The Group's interests in associates are

Name of the Subsidiary	Place of Incorporation and Place of Operation	Proportion of Ownership Interest and Voting power held by the Group	
		As at 31 March 2023	As at 31 March 2022
Zipzap Logistics Private Limited	Hyderabad, India	36.00%*	-

* On fully diluted basis

(b) Summarised financial information in respect of the Group's material associate is set out below

(₹ Crores)	
Particulars	As at 31 March 2023
Non-Current Assets	
Property, Plant and Equipment	2.99
Other Financial Assets	2.45
Deferred Tax Asset	0.56
Income Tax Assets	2.17
Total Current assets	23.99
Non-Current Liabilities	
Borrowings	2.26
Total Current Liabilities	19.19

(₹ Crores)	
Particulars	Year ended 31 March 2023
Revenue from Operations	129.68
Other Income	0.40
Total Income	130.08
Employee benefits expense	9.78
Finance costs	0.73
Depreciation and amortisation expense	1.23
Other expenses	126.12
Total Expenses	137.86
Loss before tax	(7.78)
Income tax expense	(0.23)
Loss for the year	(7.55)
Other Comprehensive Income/(Loss) for the year	0.03
Total Other Comprehensive Income/(Loss) for the year	(7.53)

46. ADDITIONAL INFORMATION AS REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013:

(₹ Crores)

Name of the Subsidiary	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit & loss	Amount	As % of consolidated other comprehensive income	Amount	As % of Total Comprehensive Income	Amount
Parent								
Mahindra Logistics Limited	87.61%	627.99	226.53%	64.54	78.00%	1.17	218.09%	65.71
Subsidiaries								
Indian								
a) Lords Freight (India) Private Limited	5.89%	42.25	34.96%	9.96	4.67%	0.07	33.29%	10.03
b) 2 X 2 Logistics Private Limited	-0.45%	(3.26)	-13.58%	(3.87)	1.33%	0.02	-12.78%	(3.85)
c) MLL Express Services Private Limited	2.58%	18.46	-111.55%	(31.78)	0.00%	-	-105.48%	(31.78)
d) MLL Mobility Private Limited	2.25%	16.16	-30.26%	(8.62)	15.33%	0.23	-27.85%	(8.39)
e) V-Link Fleet Solutions Private Limited	4.07%	29.16	0.00%	-	0.00%	-	0.00%	-
f) V-Link Automotive Services Private Limited	-1.88%	(13.45)	0.18%	0.05	0.00%	-	0.17%	0.05
g) V Link Freight Services Private Limited	0.12%	0.86	-0.49%	(0.14)	0.00%	-	0.00%	
Foreign								
a) MLL Global Logistics Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Minority Interests in all Subsidiaries	-0.19%	(1.36)	-5.79%	(1.65)	0.67%	0.01	-5.44%	(1.64)
Total	100.00%	716.81	100.00%	28.49	100.00%	1.50	100.00%	30.13

47.

Previous year numbers are regrouped / reclassified wherever necessary

For and on behalf of the Board of Directors

Mahindra Logistics Limited**Anish Shah**

Chairman

DIN: 02719429

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Place: Mumbai

Date: 24 April 2023

Ruchie Khanna

Company Secretary

M'ship No.: ACS24922

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part A: Subsidiaries [as per section 2(87) of the Companies Act, 2013]

(₹ Crores)

Sr. No.	Particulars	Subsidiary 1	Subsidiary 2	Subsidiary 3	Subsidiary 4	Subsidiary 5	Subsidiary 6	Subsidiary 7	Subsidiary 8
1	Name of the subsidiary	2 X 2 Logistics Private Limited	LORDS Freight (India) Private Limited	MLL Mobility Private Limited	V-Link Fleet Solutions Private Limited	V-Link Automotive Services Private Limited	MLL Express Services Private Limited	V Link Freight Services Private Limited	MLL Global Logistics Limited
2	The date since when subsidiary was acquired (dd/mm/yyyy)	22/10/2012	07/08/2014	12/05/2022	13/05/2022	13/05/2022	17/05/2022	09/09/2022	06/12/2022
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4	Reporting currency	INR	INR	INR	INR	INR	INR	INR	Not Applicable
5	Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Share capital	9.01	2.36	0.46	0.01	0.01	97.14	1.00	Nil
7	Reserves & surplus	(12.27)	39.89	15.70	(13.46)	29.14	(78.68)	(0.14)	Nil
8	Total assets	21.44	78.28	129.80	1.56	31.34	356.74	1.46	Nil
9	Total Liabilities	24.69	36.02	113.64	15.02	2.18	338.28	0.60	Nil
10	Investments	-	-	-	-	-	2.20	-	Nil
11	Total Turnove	20.69	365.83	184.33	0.85	0.30	121.62	0.49	Nil
12	Profit/(loss) before taxation	(5.36)	13.38	(8.62)	0.05	-	(42.50)	(0.14)	Nil
13	Provision for taxation	(1.49)	3.42	-	-	-	(10.72)	-	Nil
14	Profit / (loss) after taxation	(3.87)	9.96	(8.62)	0.05	-	(31.78)	(0.14)	Nil
15	Proposed Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
16	Extent of shareholding (in percentage)	55.00%	99.05%	100%	100%	100%	100%	100%	100%

Notes:

- Names of subsidiaries which are yet to commence operations: MLL Global Logistics Limited
- Names of subsidiaries which have been liquidated or sold during the year: Not Applicable;
- Reporting period for all the subsidiaries is 1 April 2022 to 31 March 2023

Part B: Associates and Joint Ventures

Sr. No.	Particulars	Joint Venture	Associate
1	Name of associates/Joint Ventures	Transtech Logistics Limited	Zipzap Logistics Private Limited
2	Latest audited Balance Sheet Date	31/3/2023	31/3/2023
3	Date of which the Associate or Joint Venture was associated or acquired (dd-mm-yyyy)	10/5/2018	4/8/2022
4	Shares of Associate/Joint Ventures held by the Company on the year end		
	i Number of shares (including participating preference shares)	66,088	52,927
	ii Amount of Investment in Associates/Joint Venture (₹ in Crores)	4.00	35.42
	iii Extend of Holding (in percentage)	39.79%	36.00%*
5	Description of how there is significant influence	By virtue of shareholding	By virtue of shareholding
6	Reason why the associate/joint venture is not consolidated	NA	NA
7	Net worth attributable to shareholding as per latest audited Balance Sheet (₹ in Crores)	-	3.86
8	Profit/(Loss) for the year		
	i Considered in Consolidation (₹ in Crores)	-	(2.79)
	ii Not Considered in Consolidation (₹ in Crores)	(0.40)	-

* On fully diluted basis

- Names of associates or joint ventures which are yet to commence operations: Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year: Not Applicable

Notes: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

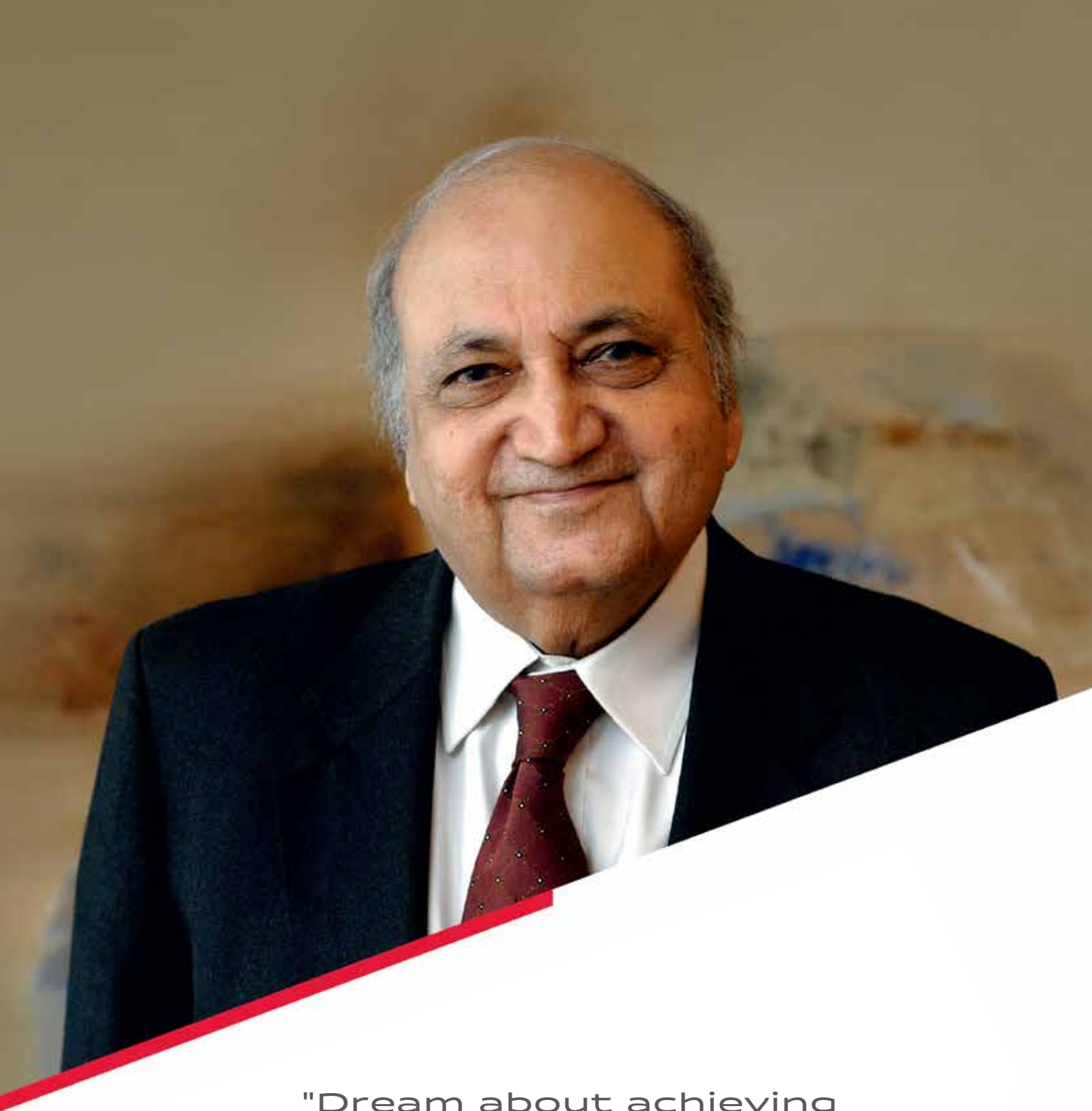
Place: Mumbai

Date: 24 April 2023

Ruchie Khanna

Company Secretary

M'ship No.: ACS24922



"Dream about achieving
the impossible - because
impossible things do happen."

KESHUB MAHINDRA

9 October 1923 - 12 April 2023





mahindra LOGISTICS

Mahindra Logistics Limited

Mahindra Tower, P. K. Kurne Chowk,
Worli, Mumbai - 400 018
Maharashtra, India