

NOTICE

MAHINDRA LOGISTICS LIMITED

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

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

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

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

CIN: L63000MH2007PLC173466 **ISIN:** INE766P01016

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING ("AGM") of MAHINDRA LOGISTICS LIMITED will be held on Monday, 24 July 2023 at 3:30 p.m. (IST) through Video Conferencing/any Other Audio-Visual Means facility to transact the following businesses.

The proceedings of the 16th AGM shall be deemed to be conducted at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 which shall be the deemed venue of the 16th AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023 and the reports of the Board of Directors and the Statutory Auditor thereon

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, and the reports of the Board of Directors and the Statutory Auditor thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023 and the report of the Statutory Auditor thereon

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023 and the report of the Statutory Auditor thereon, as circulated to the Members, be and are hereby received, considered and adopted."

3. To declare final dividend on the equity shares of the Company for the financial year ended 31 March 2023

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

"RESOLVED THAT as recommended by the Board of Directors of the Company, final dividend of ₹ 2.50 per equity share of the face value of ₹ 10/- each fully paid-up (25% on face value), be and is hereby declared for the financial year ended 31 March 2023 and the same be paid and distributed out of the profits of the Company for the financial year ended 31 March 2023."

4. To re-appoint Mr. Naveen Raju Kollaickal, as Non-Executive Director, liable to retire by rotation

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Naveen Raju Kollaickal (DIN:07653394), Non-Executive Director, who retires by rotation at this 16th Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

By order of the Board
For Mahindra Logistics Limited

Ruchie Khanna
Company Secretary
Membership No.: ACS24922

Registered Office:

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

Place: Mumbai
Date: 24 April 2023

NOTES AND SHAREHOLDER INFORMATION:

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

1. The Ministry of Corporate Affairs ("MCA") has, vide its general circular no. 10/2022 dated 28 December 2022 read with circular nos. 20/2020 dated 5 May 2020, 17/2020 dated 13 April 2020 and 14/2020 dated 8 April 2020 (collectively referred to as "MCA Circulars"), *inter-alia*, permitted conduct of Annual General Meeting ("AGM") through Video Conferencing or any Other Audio-Visual Means ("VC/OAVM") facility till 30 September 2023. In compliance with the MCA Circulars, the Company will be convening its 16th AGM through VC/OAVM facility provided by National Services Depositories Limited ("NSDL") without the physical presence of the Shareholders at a common venue. The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM.

The Company will also be providing the facility of live webcast of proceedings of the AGM.

2. Quorum: Shareholders attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("Act").

3. Proxy: PURSUANT TO THE PROVISIONS OF THE ACT, A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE ON HIS/HER/THEIR BEHALF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.

In terms of the MCA Circulars and the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 ("SEBI Circulars"), the requirement of sending proxy forms has been dispensed with.

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

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

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

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

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

Chat Box during live webcast	Speaker Shareholder	Investor desk
During the live webcast of AGM, Shareholders may post their queries/questions on the agenda matters being considered at the AGM, in the Chat box provided for the said purpose.	Shareholders can register themselves as a Speaker Shareholder by sending written request from their registered e-mail address mentioning their Name, DP ID and Client ID number/ Folio number and Mobile number, to the Company's investor desk at cs.mll@mahindra.com latest by Friday, 21 July 2023, 3:30 p.m. (IST).	Shareholders can write to the Company's investor desk cs.mll@mahindra.com for any queries/questions, from their registered e-mail address, mentioning their Name, DP ID and Client ID number/ Folio number and Mobile number.

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

The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate depending on the availability of time at the AGM for smooth conduct thereof. Members are requested to keep their queries brief and restrict their speaking time to 5 minutes, to give all speakers an opportunity to participate as well as complete the AGM proceedings within the specified time frame.

7. Transcript of AGM: The recorded transcript and proceedings of the AGM will be made available on the website of the Company at <https://mahindralogistics.com/financial-information> and the proceedings will also be uploaded on the website of the stock exchanges where equity shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited, within the statutory timelines.

How to attend the AGM through VC/OAVM facility?

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

For all Shareholders through NSDL Portal	https://www.evoting.nsdl.com/
For Individual Shareholders holding shares in dematerialised ("demat") mode with NSDL	https://eservices.nsdl.com
For Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	https://web.cdslindia.com/myeasitoken/home/login
- d. After successful login, Members will see the active e-voting cycles/events. The EVEN of the Company 124267 will be displayed. Click link of "VC/OAVM" placed under "Join meeting" menu against company name - Mahindra Logistics Limited.
- e. Please note that the Shareholders who do not have the User ID and Password or have forgotten the User ID and Password may retrieve the same by following instructions given at note no. G to avoid last minute hassle.

B. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

1. The MCA and SEBI have vide the MCA Circulars and SEBI Circular, *inter alia*, provided relaxations to companies from dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the Shareholders for the AGMs to be conducted till 30 September 2023.
2. Accordingly, the Integrated Annual Report for Financial Year ("FY") 2022-23 comprising of the Audited Financial Statements, Report of the Board of Directors and Statutory Auditors' thereon and other documents required to be attached therewith including the Notice of the 16th AGM of the Company are dispatched only through electronic mode to those Shareholders whose e-mail address is registered with the Company or the Depositories or the Depository Participant(s) ("DPs") or with Link Intime India Private Limited, Registrar & Share Transfer Agent ("Link Intime/RTA").
3. In compliance with the MCA Circulars, the Company has published a public notice by way of advertisements made on Saturday, 24 June 2023 in Business Standard (in English language) and Sakal (in Marathi language), respectively, *inter-alia*, advising Shareholders on the manner in which they can register/update their e-mail address at the earliest with the Company/RTA or the Depository Participant(s), as the case may be.
4. Physical copy of the Integrated Annual Report for FY 2022-23 and Notice of AGM will be dispatched only to those Shareholders who submit a written request for the same at the Company's investor desk at cs.mll@mahindra.com or to Link Intime at rnt.helpdesk@linkintime.co.in.
5. Shareholders may note that the Notice of the AGM along with the Integrated Annual Report for FY 2022-23 is also uploaded and available electronically at the following links:
 - <https://mahindralogistics.com/financial-information/>
 - <https://www.bseindia.com/>
 - <https://www.nseindia.com/>
 - <https://www.evoting.nsdl.com/>

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

Shareholders, who have not yet registered their e-mail address and hence not received electronic copy of the notice of the AGM and Integrated Annual Report are requested to follow the guidelines mentioned below for registering their e-mail address, before Monday, 17 July 2023:

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

After successful registration of e-mail address, the Company will arrange to e-mail a copy of the AGM Notice and Integrated Annual Report. Please note that the updation of e-mail address through above process will be temporary and limited for the purpose of the 16th AGM.

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

C. DIVIDEND RELATED INFORMATION

Dividend recommended by Board	Book Closure dates for dividend entitlement	Ex-Dividend/ Record date	Date of Dividend payout	Mode of Dividend payout
₹ 2.50 per equity share of face value of ₹ 10 each, fully paid (25% on face value)	From Saturday, 15 July 2023 to Monday, 24 July 2023 (both days inclusive)	Friday, 14 July 2023	After Tuesday, 25 July 2023 within prescribed timelines	Electronic credit : Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. Demand Drafts/warrants: In the absence of complete details for electronic payments or in cases where electronic payments have failed/rejected by the Bank

1. The recommended final dividend for the financial year 2022-23 represents 27.91% of standalone PAT as of 31 March 2023 and would result in cash outflow of approximately ₹ 18.01 crores (including withholding tax), if declared.
2. SEBI has mandated all companies to use the bank account details furnished by Depositories and maintained by the Registrar and Share Transfer Agents ("RTA") for payment of Dividend to the Shareholders electronically. All Shareholders are requested to kindly ensure that details such as Permanent Account Number ("PAN"), residential status, category of holding, e-mail ID, full bank account details (IFSC, MICR etc.), postal address are updated, with DPs (demat shareholders) / Link Intime (physical shareholders) on or before Friday, 14 July 2023, for seamless electronic payout and receipt of subsequent communications on dividend.
3. Please note that instructions, if any, already given by Shareholders in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held by them in demat form.

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

- i. Shareholders holding shares in demat mode are requested to Register/update their bank account details with their respective DPs before Friday, 14 July 2023.
- ii. Shareholders holding shares in physical mode are requested to send the following documents in original to Link Intime by e-mail at kyc@linkintime.co.in or rnt.helpdesk@linkintime.co.in or by courier at Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Unit: Mahindra Logistics Limited), by Friday, 14 July 2023:
 - a. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://mahindralogistics.com/shareholder-information/> and on the website of Link Intime at <https://web.linkintime.co.in/KYC-downloads.html>
 - b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - i) cancelled cheque in original.
 - ii) bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
 - c. self-attested photocopy of the PAN Card of all the holders; and
 - d. self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

D. TAXATION ON DIVIDEND

1. Pursuant to the Income Tax Act, 1961 as amended by the Finance Act, 2020 ("IT Act"), dividend income is taxable in the hands of the Shareholders and therefore, the Company shall be liable to deduct tax at source ("TDS") at prescribed rates (plus surcharge and cess), as applicable to various categories of Shareholders as on the record date i.e. Friday, 14 July 2023.

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

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

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

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

- Self-attested true copy of Tax Residency Certificate ("TRC") for the period 1 April 2023 to 31 March 2024, obtained from the tax authorities of the country of which the Shareholder is resident;
- Self-declaration in Form 10F (It is mandatory to file Form 10F electronically on the Indian Income Tax web portal for non-resident shareholders having PAN in India or required to obtain PAN in India.) ([Click here to download](#));
- Self-attested true copy of the PAN, if allotted by the Indian Income Tax authorities.
- Self-declaration (on letterhead) in the format prescribed by the Company ([Click here to download](#)), certifying, *inter-alia*, the following points:

1. Shareholder is and will continue to remain a tax resident of the country of its residence during 1 April 2023 to 31 March 2024;
2. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of withholding tax on dividend declared by the Company;
3. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
4. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during 1 April 2023 to 31 March 2024. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
5. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company;
6. Non-resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1 April 2020 (if applicable);
7. Self-declaration by the Shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, General Anti-avoidance Rule (GAAR), Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned DTAA;
 - In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate;
2. It is recommended that Shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall

depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Shareholder.

3. In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax will be deducted at source is assessable in the hands of a person other than the registered Shareholder as on the book closure date, then the registered Shareholder is required to submit a signed declaration (on letterhead) containing the name, address, PAN, residential status/category of the person to whom TDS credit is to be given and reasons for giving credit to such person, on or before Friday, 14 July 2023 ([Click here](#) to download format)
4. Effective 1 July 2021 and in terms of Section 206AB of the IT Act, in case of Specified Person# as prescribed therein, tax is to be deducted at higher of the following rates:
 - i. Twice the rate specified in the relevant provision of the Income-tax Act; or
 - ii. Twice the rate or rates in force; or
 - iii. The rate of 5%;

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

#Specified Person is a person who has not filed the income tax return (ITR) for the preceding Financial Year, and the income tax return (not belated return) filing due date has expired and total amount of tax deducted or collected (TDS and TCS) in the last Financial Year is ₹ 50,000 or more.

5. Shareholders holding shares of the Company under multiple accounts, under different status/category and single PAN, may note that higher of the tax, as applicable to the status in which shares held under the PAN will be considered on their entire holding in different accounts.
6. For all self-attested documents, Shareholders must mention on the document "certified true copy of the original". For all documents being uploaded by the Shareholder, the Shareholder undertakes to send the original document(s) on request by the Company.
7. The Company would deduct tax on dividend at a higher rate in case of absence of receipt

of aforementioned documents/incompleteness/ discrepancy in documents without any further communication. In such cases, the Shareholder would still have an option to file the return of income and claim appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

8. Application of TDS rate is subject to necessary verification by the Company of the details as available with the Company/RTA.
9. In case of joint Shareholders, the Shareholder named first in the Register of Members/Benpos is required to furnish the requisite documents for claiming any applicable beneficial tax rate.
10. In the event of any income tax demand (including interest, penalty, etc.) arising from

any misrepresentation, inaccuracy, or omission of information provided/ to be provided by the Shareholder, such Shareholder will be responsible to indemnify the Company and, provide the Company with all information/ documents and co-operation in any appellate proceedings.

11. The Company is obligated to deduct TDS based on records available with the RTA on the book closure date and no request will be entertained for revision of TDS return.
12. The tax credit can be viewed by Shareholders in Form 26AS/Annual Tax Statement by logging in with their credentials at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the e-filing website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>

How to submit TDS exemption forms to the Company?

Shareholders can submit their tax exemption forms and supporting documents as mentioned herein above along with the self-attested copy of PAN through the following modes to enable the Company to determine and deduct appropriate tax, on or before Friday, 14 July 2023:

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

No communication on tax determination/tax deduction/request to pass on credit to person other than registered Shareholder, shall be entertained post Friday, 14 July 2023.

E. INFORMATION ON UNPAID AND UNCLAIMED DIVIDEND

1. In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for a period of seven years from date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
2. The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31 March 2023 are given hereunder:

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross)	Dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Last date for claiming unpaid and unclaimed dividend
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

3. There is no unclaimed/unpaid dividend for financial years prior to financial year 2017-18. The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as on 31 March 2023 on its website at: <https://mahindralogistics.com/shareholder-information/> or website of IEPF at: <http://www.iepf.gov.in/>
4. As on 31 March 2023, no share on which dividend has not been paid or claimed for seven consecutive years or more and no unpaid and unclaimed

Dividend of earlier years, has been transferred during FY 2022-23 or is due to be transferred to the IEPF during FY 2023-24 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.

5. All Shareholders are requested to verify the status of their dividends on the website of the Company at above mentioned link. Once unclaimed dividend or shares are transferred to IEPF, no claim shall lie in respect thereof with the Company.

How to claim unpaid/unclaimed dividend from the Company?

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

The Shareholder can send a request letter ([click here](#) for format) to Link Intime by e-mail or courier quoting their DP ID & Client ID, duly signed, with the following documents:

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

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

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

F. ELECTRONIC VOTING RELATED INFORMATION

1. E-voting Agency: In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations") and circulars issued by SEBI and Secretarial Standard - 2 on General Meetings issued by the Institute of Companies Secretaries of India ("SS-2") as amended from time to time, the Company is pleased to provide its Shareholders facility to exercise their right to vote on resolutions proposed to be considered and transacted at the AGM by electronic means through remote e-voting and e-voting at the AGM by NSDL.
2. Shareholders are eligible to cast vote electronically on agenda items tabled at the meeting only if they are holding shares as on the cut-off date and in proportion to their shares in the paid-up equity share capital of the Company on the said date.

Cut-off date for Voting	Monday, 17 July 2023
Commencement of remote e-voting	9:00 a.m. (IST), Wednesday, 19 July 2023.
End of remote e-voting	5:00 p.m. (IST) Sunday, 23 July 2023.
E-voting at the AGM	3:30 p.m. (IST) Monday, 24 July 2023.

3. The instructions for Shareholders voting electronically:
 - (i) At the end of the remote e-voting period, the remote e-voting facility shall forthwith be blocked/disabled by NSDL and Shareholders shall not be allowed to vote through remote e-voting beyond the said date and time.
 - (ii) The Shareholders attending the AGM through the VC Facility and who have not casted their votes through remote e-voting and are otherwise not barred from doing so,

shall only be able to exercise their voting rights during the AGM.

- (iii) A person who is not a 'Shareholder' as on cut-off date should treat this Notice for information purposes only.
 - (iv) A Shareholder can participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
 - (v) In case of joint holders attending the AGM, only such joint holder(s) who is/are higher in the order of names will be entitled to vote.
 - (vi) Once the vote on a resolution is cast by a Shareholder, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
 - (vii) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM i.e., Monday, 24 July 2023.
4. For any technical or other assistance or any queries or grievance regarding e-voting or electronic participation in the AGM, Shareholders can contact NSDL at their designated e-mail address evoting@nsdl.co.in or call on toll free nos. 022 4886 7000 or 022 2499 7000. Shareholders are requested to kindly quote their name, DP ID

and Client ID/Folio no. and the Company's E-voting Event Number 124267 in all communications.

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

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

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

STEP I: ACCESS TO E-VOTING SYSTEM

In terms of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through single login credentials of their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Login method is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Register on NSDL IDeAS facility in the manner given below: <ol style="list-style-type: none"> i. Open NSDL e-Services website: https://eservices.nsdl.com in web browser and select option "Register Online for IDeAS Portal" available on the left-hand panel on the home page or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp; ii. Fill in the requested DP ID and Client ID, mobile No. and verification code and click on submit; iii. Authenticate your demat account by selecting One-Time Password (OTP) option or with your bank account details linked with your demat account; iv. Create your User ID and password and confirm your account details and submit; v. A confirmation message of successful registration will appear on your screen.

Type of Shareholders	Login Method						
	<div>2. After registering or if you are already registered for NSDL IDeAS facility cast your votes through NSDL IDeAS platform or the e-voting platform in manner given below:</div> <table><tr><th>NSDL IDeAS Platform (By single Login)</th><th>Through NSDL e-voting platform</th></tr><tr><td>New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders.</td><td>This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider.</td></tr><tr><td><div>i. Visit the NSDL e-Services: https://eservices.nsdl.com/;</div><div>ii. Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open;</div><div>iii. Enter your User ID and Password;</div><div>iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel under Value added services;</div><div>v. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page;</div></td><td><div>a. Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com//</div><div>b. Once the home page of E-voting System is launched, click on the icon "Login" which is available under "Shareholder/ Member section. A new screen will open;</div><div>c. Login using your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen;</div><div>d. After successful authentication, you will be redirected to NSDL IDeAS services webpage;</div></td></tr></table>	NSDL IDeAS Platform (By single Login)	Through NSDL e-voting platform	New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders.	This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider.	<div>i. Visit the NSDL e-Services: https://eservices.nsdl.com/;</div> <div>ii. Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open;</div> <div>iii. Enter your User ID and Password;</div> <div>iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel under Value added services;</div> <div>v. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page;</div>	<div>a. Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com//</div> <div>b. Once the home page of E-voting System is launched, click on the icon "Login" which is available under "Shareholder/ Member section. A new screen will open;</div> <div>c. Login using your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen;</div> <div>d. After successful authentication, you will be redirected to NSDL IDeAS services webpage;</div>
NSDL IDeAS Platform (By single Login)	Through NSDL e-voting platform						
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<div>i. Visit the NSDL e-Services: https://eservices.nsdl.com/;</div> <div>ii. Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open;</div> <div>iii. Enter your User ID and Password;</div> <div>iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel under Value added services;</div> <div>v. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page;</div>	<div>a. Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com//</div> <div>b. Once the home page of E-voting System is launched, click on the icon "Login" which is available under "Shareholder/ Member section. A new screen will open;</div> <div>c. Login using your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen;</div> <div>d. After successful authentication, you will be redirected to NSDL IDeAS services webpage;</div>						
	<table><tr><td><div>vi. Click on Company Name- Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period;</div><div>vii. Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM.</div></td><td><div>e. Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM.</div></td></tr></table>	<div>vi. Click on Company Name- Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period;</div> <div>vii. Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM.</div>	<div>e. Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM.</div>				
<div>vi. Click on Company Name- Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period;</div> <div>vii. Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM.</div>	<div>e. Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM.</div>						

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

NSDL Mobile App is available on

 App Store

 Google Play





Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 or 022 2499 7000

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Register on CDSL myeasi portal by clicking on the link: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration (New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders) 2. Existing users who have already registered for Easi/Easiest, they can login through their user id and password by clicking on the link: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. 3. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider viz. NSDL. Click on NSDL to cast your vote. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective E-voting Service Provider viz. NSDL where the e-voting of the Company is in progress. 5. Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33
Individual Shareholders (holding securities in demat mode) logging-in through their DPs	<ul style="list-style-type: none"> • Shareholders can login using the login credentials of their demat account through their respective DPs registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. • Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name - Mahindra Logistics Limited or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or to join the AGM through the VC Facility and cast your votes during the AGM.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdlco.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

FOR ALL OTHER SHAREHOLDERS

Login method is given below:

Step 1	Click on the link: https://www.evoting.nsdl.com/				
Step 2	Once the home page is launched, click on "Login" under the first left tab "Shareholder/Member/Creditor"				
Step 3	<p>A new screen will open. You will have to enter your User ID, your Password/OTP, the Verification Code as shown on the screen and tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>Login using your credentials as given below:</p> <table border="1"> <thead> <tr> <th>Your User ID is:</th><th>Your Password is:</th></tr> </thead> <tbody> <tr> <td> <p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# <i>Eg: If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i></p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID <i>Eg: If your Beneficiary ID is 12***** then your user ID is 12*****</i> #Client ID is the last 8 Digits of your demat account Number <i>(Kindly procure your details from your demat statement)</i></p> <p>For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 124267 then user ID is 124267 001***</p> </td><td> <ul style="list-style-type: none"> For Registered Users: Use your existing password to login and cast your vote. For First time Users: Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password. <p>How to get your 'initial password'?</p> <p>Your 'initial password' is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the company).</p> <p>Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>If your e-mail address is not registered, please follow steps given in the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p> </td></tr> </tbody> </table>	Your User ID is:	Your Password is:	<p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# <i>Eg: If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i></p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID <i>Eg: If your Beneficiary ID is 12***** then your user ID is 12*****</i> #Client ID is the last 8 Digits of your demat account Number <i>(Kindly procure your details from your demat statement)</i></p> <p>For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 124267 then user ID is 124267 001***</p>	<ul style="list-style-type: none"> For Registered Users: Use your existing password to login and cast your vote. For First time Users: Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password. <p>How to get your 'initial password'?</p> <p>Your 'initial password' is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the company).</p> <p>Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>If your e-mail address is not registered, please follow steps given in the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p>
Your User ID is:	Your Password is:				
<p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# <i>Eg: If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i></p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID <i>Eg: If your Beneficiary ID is 12***** then your user ID is 12*****</i> #Client ID is the last 8 Digits of your demat account Number <i>(Kindly procure your details from your demat statement)</i></p> <p>For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 124267 then user ID is 124267 001***</p>	<ul style="list-style-type: none"> For Registered Users: Use your existing password to login and cast your vote. For First time Users: Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password. <p>How to get your 'initial password'?</p> <p>Your 'initial password' is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the company).</p> <p>Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>If your e-mail address is not registered, please follow steps given in the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p>				

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

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

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

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

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

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

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

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

- After successful login at Step 1, you will be able to see the Home page of e-voting.
- Click on e-voting. Then, click on "Active Voting Cycles".
- After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of Mahindra Logistics Limited, which is 124267.
- Now you are ready for e-voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of equity shares for which you wish to cast your vote.
- Vote and click on "Submit" and also "Confirm button" when prompted.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 has mandated all physical shareholders to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details & Specimen Signature) with companies. Further, linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

Non-Update of KYC, Bank account and Nomination details on or before 30 September 2023 or such extended date, will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details and dematerialization of such holdings. Brief procedure for updation of PAN, Bank Account, KYC and nomination details is given hereunder:

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	Form ISR-1
	To update signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical mode	Form ISR-4

Type of holder	Process to be followed
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

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the aforementioned SEBI Circular in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://mahindralogistics.com/shareholder-information/>

The Physical Shareholders of the frozen folios shall be:

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

I. EXPLANATORY STATEMENT AND ADDITIONAL INFORMATION RELATING TO ORDINARY BUSINESS PROPOSAL

Since, all the resolutions proposed in the Notice of AGM are Ordinary Businesses, the requirement of providing the Explanatory Statement in terms of Section 102 of the Act accompanying the Notice, is not applicable.

However, additional information with respect to Item No. 4 of this Notice, as required under Regulations 36(3) and (5) of the Listing Regulations and clause 1.2.5 of SS-2, is annexed to this Notice and shall be read as part of this Notice.

J. INSPECTION OF DOCUMENTS

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

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

Link Intime India Private Limited ("Link Intime") is the Company's Registrar and Share Transfer Agent for its share registry work. Contact details of Link Intime are given below for easy reference of the 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: 81081 16767 / +91 22 4918 6000 / 6200

L. GENERAL INSTRUCTIONS/ADVISORY

1. Request for demat of Shares: Pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated 25 January 2022, all the investor service requests including transfer of shares, issue of duplicate certificate, consolidation/ renewal/exchange of securities certificate/ folio, sub-division/ splitting of securities certificate, transmissions/ transposition requests etc. shall be processed in dematerialised mode only.

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

Shareholders are advised to get in touch with any DPs having registration with SEBI to open a Demat account in order to dematerialise their shares held in physical form at the earliest. Process for dematerialisation is available on the website of the Company:

<https://mahindralogistics.com/shareholder-information/> and websites of the DPs.

2. Disputes resolution mechanism for physical shareholders:

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>.

Further 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://tiny.cc/m1l2vz> and NSE - <http://tiny.cc/s1l2vz>

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

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

**Ruchie Khanna
Company Secretary
M'ship No.: ACS24922**

Registered Office:

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

Place: Mumbai
Date: 24 April 2023

ANNEXURE I

Additional information in respect of Ordinary Business set out at Item No. 4 of this Notice

To re-appoint Mr. Naveen Raju Kollaickal, as Non-Executive Director, liable to retire by rotation

Mr. Naveen Raju Kollaickal (DIN:07653394) was first appointed on the Board of the Company as a Non-Executive Director of Company, liable to retire by rotation, with effect from 3 September 2020. The Shareholders of the Company had vide ordinary resolution dated 6 March 2021 passed through postal ballot, granted their approval to the said appointment.

In terms of the provisions of Section 152 of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), at least two-thirds of the total number of directors (excluding Additional Directors and Independent Directors), shall be liable to retire by rotation, out of which at least one-third of the total number of such directors shall retire at every AGM. In compliance with the said requirement and the terms of appointment, Mr. Naveen Raju Kollaickal, being longest in office, is liable to retire by rotation at this 16th AGM of the Company and being eligible, has offered himself for re-appointment.

Mr. Naveen Raju Kollaickal is not disqualified from being appointed as Director in terms of Sections 164(1), 164(2) and Section 165 of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as on date of this Notice. The directorships and Committee positions held by him are within the applicable limits prescribed under Section 165 of the Companies Act, 2013 and Regulations 17A and 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Naveen Raju Kollaickal has given his consent to continue as a Director of the Company. He is not debarred from holding the office of a Director pursuant to any order of the Securities and Exchange Board of India (SEBI) or any other such authority. He is not inter-se related to any Director or Key Managerial Personnel of the Company and also does not hold any shares in the Company.

The Nomination and Remuneration Committee had, at its meeting held on 24 April 2023 evaluated the performance of Mr. Naveen Raju Kollaickal. Accordingly, the Board, basis the recommendation of the Nomination and Remuneration Committee, is of the opinion that continuation of Mr. Naveen Raju Kollaickal as Director would be in the interest of the Company and accordingly at its meeting held on 24 April 2023, recommended the re-appointment of Mr. Naveen Raju Kollaickal as Non-Executive Director retiring by rotation.

Brief resume of Mr. Naveen Raju Kollaickal, and disclosures as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given hereinbelow.

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

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

ANNEXURE I (Contd.)

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

Name of Director	Mr. Naveen Raju Kollaickal
Director Identification Number ("DIN")	07653394
Nationality	Indian
Date of first appointment on the Board	3 September 2020
Tenure with the Company (up to 24 April 2023)	31 months
Age (as on 24 April 2023)	48 Years
Capacity/Position	Non-Executive Director
Qualification	Bachelor's degree in Law from National Law School, Bangalore
List of Directorships (as on 24 April 2023)	<p>Indian companies</p> <ol style="list-style-type: none"> 1. Mahindra Logistics Limited - Non-Executive Director 2. Lords Freight (India) Private Limited - Non-Executive Director 3. 2 x 2 Logistics Private Limited - Non-Executive Director 4. Mahindra and Mahindra Contech Limited - Non-Executive Director 5. V-Link Freight Services Private Limited - Non-Executive Director 6. Transtech Logistics Private Limited - Non-Executive Director 7. ZipZap Logistics Private Limited - Non-Executive Director <p>Body Corporates</p> <ol style="list-style-type: none"> 1. Association of Corporate Counsel, U.S.A. 2. Mahindra Automotive North America, Inc 3. MLL Global Logistics Limited
Membership/ Chairmanship of Committees	<p>Mahindra Logistics Limited</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee - Member • Corporate Social Responsibility Committee - Member <p>Other entities: Nil</p>
Companies from which the Director has resigned in the past three years	<p>Listed companies: Nil</p> <p>Other companies: Nil</p>
Number of shares held in the Company including shareholding as a beneficial owner as on 24 April 2023	NIL
Last drawn remuneration (including sitting fees and commission) from the Company	NIL
Terms and conditions of appointment / re-appointment, details of remuneration sought to be paid	Non-Executive Non-Independent Director, liable to retire by rotation. Mr. Naveen Raju Kollaickal would be entitled to remuneration including sitting fees, commission, stock options/RSUs as permitted by law, subject to requisite approvals, as may be applicable

Number of meetings attended during financial year 2022-23	Forum	Attendance at meetings	% attendance
	Board of Directors	7 attended out of 7 held	100%
	Stakeholders' Relationship Committee	2 attended out of 2 held	100%
	Corporate Social Responsibility Committee	2 attended out of 2 held	100%
Relationship with other Directors/Key Managerial Personnel ("KMP")	Mr. Naveen Raju Kollaickal is not related, directly or indirectly, to any other Director/KMP of the Company.		
Skills, capabilities and expertise	<ul style="list-style-type: none"> • Business Acumen • Corporate Governance Expertise • Financial Acumen • Industry and Sector Experience or Knowledge • Leadership and Board Experience • Mergers & Acquisitions • Member, Community and Stakeholder Engagement • Strategic Thinking 		
Brief Resume, Nature of Expertise in specific functional areas and Experience	<p>Mr. Naveen Raju has over two decades of work experience in legal function with renowned Indian private sector companies including ACC, Crompton Greaves and Reliance Industries Limited.</p> <p>Mr. Naveen Raju is General Counsel and Executive Vice-President Legal and a member of the Group Executive Board at Mahindra & Mahindra Limited where he leads the in-house legal team and provides assurance on legal and regulatory compliance across the Group's global businesses and operations.</p> <p>Mr. Naveen Raju has been instrumental in creating core internal competencies, integrating the legal function with group businesses and promoting greater adoption of technology. In his professional capacity, he is also a member of the Board of Directors at the Association of Corporate Counsel, which is the world's largest in-house counsel community.</p> <p>In 2018, Mr. Naveen Raju was listed in "The Legal 500 GC Powerlist:India" and the Chambers & Partners listing of "GC Influencers" in 2019.</p>		

ANNEXURE II

SHAREHOLDER INFORMATION

Monday, 24 July 2023, 3:30 p.m. (IST) 16 th Annual General Meeting through Video Conferencing/ Any Other Audio- Visual Means facility	Final Dividend ₹ 2.50 per equity share of ₹ 10 each fully paid (25% on face value)
Monday, 17 July 2023 Cut-off date to determine Shareholders eligible to vote	Friday, 14 July 2023 Ex-Dividend date / Last date to submit declarations in respect of TDS on dividend
Wednesday, 19 July 2023, 9:00 a.m. (IST) Commencement of Remote e-voting	Saturday, 15 July 2023 to Monday, 24 July 2023 (both days inclusive) Share Transfer Books closed
Sunday, 23 July 2023, 5:00 p.m. (IST) Conclusion of Remote e-voting	After Tuesday, 25 July 2023 Dividend payout, if declared
Friday, 21 July 2023, 3:30 p.m. (IST) Last date to register as Speaker Shareholder	Link to submit TDS supporting Web Portal: https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html E-mail: mlldivtax@linkintime.co.in
Link for E-voting and participation in AGM electronically https://www.evoting.nsdl.com https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/home/login	Helpline for E-voting and participation in AGM electronically Contact nos.: NSDL: 022 4886 7000 or 022 2499 7000 CDSL: 1800 22 55 33 (toll free) E-mail: evoting@nsdl.co.in

SHARE YOUR OPINION WITH US

We appreciate your feedback

Shareholders'
Satisfaction Survey
Link



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