

ATTENTION

Regulation 30A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), requires disclosure to the Stock Exchanges of Agreements entered into by:

- Shareholders,
 - Promoters,
 - Promoter Group Entities,
 - Related Parties,
 - Directors,
 - Key Managerial Personnel,
 - Employees of the Company or of its subsidiary or associate company,
(Defined Parties)
-
- ✓ Among themselves or
 - ✓ With the company or
 - ✓ With a third party,

Solely or Jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact:

- ✓ The Management or Control of the Company or
- ✓ Impose any Restriction or
- ✓ Create any Liability upon the Company.

Disclosure of any rescission, amendment or alteration of such agreements thereto is also required.

Defined Parties are requested to provide a disclosure to the Company under Regulation 30A of the LODR of such agreements to which the Company is not a party at cs.mll@mahindra.com as per the timelines given below:

1. **Future agreements:**
Within 2 working days of entering into the agreement or signing an agreement to enter into such agreements.
2. **Agreements subsisting as on SEBI Notification dated 14th June, 2023:**
Latest by 31st July, 2023.

Regulation 30A of Listing Regulations:

- 1) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a listed entity or of its holding, subsidiary and associate company, who are parties to the agreements specified in **clause 5A of para A of part A of schedule III** to these regulations, shall inform the listed entity about the agreement to which such a listed entity is not a party, **within two working days** of entering into such agreements or signing an agreement to enter into such agreements:

Provided that for the agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, the parties to the agreements shall inform the listed entity, about the agreement to which such a listed entity is not a party and the listed entity shall in turn disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.

- 2) The listed entity shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the complete details of such agreements are available, **in the Annual Report** for the financial year 2022-23 or for the financial year 2023-24.

Schedule III Part A Para A - Clause 5A

Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.

Template for Disclosure as per SEBI Circular dated 13th July, 2023

Events/Information	Details of Events that need to be provided
1. If listed entity is not a party to the agreement,	
a) name of the party entering into such an agreement and the relationship with the listed entity;	
b) details of the counterparties to the agreement (including name and relationship with the listed entity);	
c) date of entering into the agreement.	
2. Purpose of entering into the agreement;	
3. Shareholding, if any, in the entity with whom the agreement is executed;	
4. Significant terms of the agreement (in brief);	
5. Extent and the nature of impact on management or control of the listed entity;	
6. Details and quantification of the restriction or liability imposed upon the listed entity;	
7. Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	
8. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	
9. In case of issuance of shares to the parties, details of issue price, class of shares issued;	
10. Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	
11. In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):	
a) name of parties to the agreement;	
b) nature of the agreement;	
c) date of execution of the agreement;	
d) details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier);	
e) reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	