

REF:NS:SEC:

4th July, 2022

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Bourse de Luxembourg
Societe de la Bourse de Luxembourg
Societe Anonyme/R.C.B. 6222,
B.P. 165, L-2011 Luxembourg.

London Stock Exchange Plc
10 Paternoster Square
London EC4M 7LS.

Dear Sirs,

Sub: Notice of 76th Annual General Meeting and Integrated Annual Report of the Company for Financial Year 2021-22 - Compliance under Regulations 24A, 30, 34 and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please refer to our letter dated 28th May, 2022 intimating that the 76th Annual General Meeting of the Company will be held on Friday, 5th August, 2022 at 3.00 p.m. Indian Standard Time through Video Conferencing/Other Audio Visual Means.

In continuation of the aforesaid letter and pursuant to Regulations 24A, 30, 34 and 53 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

- 1) Notice of the 76th Annual General Meeting (AGM) of the Company (including e-voting instructions). The brief details of the agenda items proposed to be transacted thereat are given in Annexure I;
- 2) Integrated Annual Report for the Financial Year 2021-22.

The PDF and Flip Book version of the Integrated Annual Report and AGM Notice can be accessed/downloaded from the weblink given below:

- <https://www.mahindra.com/resources/investor-reports/FY22/Annual-Reports/MM-Annual-Report-2021-22.pdf>
- <https://www.mahindra.com/investors/annual-report-FY2022/index.html>

The aforesaid documents are being dispatched electronically to those Members whose email IDs are registered with the Company/KFin Technologies Limited ("Registrar and Transfer Agent" of the Company) or the Depositories.

This is for your information.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl: as above

Annexure I

Brief Summary of the Resolutions proposed to be transacted at the 76th Annual General Meeting (AGM) of the Company:

| Resolution No. | Details of the Resolution | Ordinary/ Special Resolution |
|---------------------------|--|------------------------------------|
| Ordinary Business: | | |
| 1. | Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2022 and the Reports of the Board of Directors and Auditors thereon. | Ordinary |
| 2. | Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2022 and the Report of the Auditors thereon. | Ordinary |
| 3. | Declaration of Dividend on Ordinary (Equity) Shares. | Ordinary |
| 4. | Re-appointment of Dr. Anish Shah (DIN: 02719429), as a Director liable to retire by rotation. | Ordinary |
| 5. | Re-appointment of Mr. Rajesh Jejurikar (DIN: 00046823), as a Director liable to retire by rotation. | Ordinary |
| 6. | Re-appointment of Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the Seventy-Sixth AGM until the conclusion of the Eighty-First AGM of the Company to be held in the year 2027. | Ordinary |
| Special Business: | | |
| 7. | Ratification of Remuneration payable to Messrs D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611), appointed as the Cost Auditors of the Company for the Financial Year ending 31 st March, 2023. | Ordinary |
| 8. | Payment of remuneration to Mr. Anand G. Mahindra (DIN: 00004695) as Non-Executive Chairman of the Company for the Financial Year 2022-23. | Special |
| 9. | To approve Material Related Party Transactions between the Company and its Subsidiaries/Associates. | Ordinary |
| 10. | To approve Material Related Party Transactions pertaining to a Subsidiary of the Company. | Ordinary |

THE SEVENTY SIXTH ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA LIMITED will be held on Friday, the 5th day of August, 2022 at 3:00 p.m., Indian Standard Time (IST), through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following businesses.

The proceedings of the Seventy Sixth Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at Gateway Building, Apollo Bunder, Mumbai – 400 001 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors 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 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

2. Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of the Auditors 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 31st March, 2022 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

3. Declaration of Dividend on Ordinary (Equity) Shares

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

"RESOLVED that a Dividend of Rs. 11.55 (231%) per Ordinary (Equity) Share of the face value of Rs. 5 each for the year ended 31st March, 2022 on 124,31,92,544 Ordinary (Equity) Shares of the Company aggregating Rs. 1,435.89 crores as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on 31st March, 2022."

4. Re-appointment of Dr. Anish Shah, as a Director liable to retire by rotation

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

"RESOLVED that Dr. Anish Shah (DIN: 02719429), who retires by rotation and being eligible for

re-appointment, be re-appointed as a Director of the Company."

5. Re-appointment of Mr. Rajesh Jejurikar, as a Director liable to retire by rotation

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

"RESOLVED that Mr. Rajesh Jejurikar (DIN: 00046823), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

6. Re-appointment of Messrs B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

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

"RESOLVED that pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of this Seventy Sixth Annual General Meeting (AGM) until the conclusion of the Eighty-First AGM to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem

necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

SPECIAL BUSINESS

7. Ratification of Remuneration to Cost Auditors

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

“RESOLVED that pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2023, amounting to Rs. 9,00,000 (Rupees Nine Lakhs only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

8. Payment of Remuneration to Mr. Anand G. Mahindra as Non-Executive Chairman of the Company for the Financial Year 2022-23

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

“RESOLVED that pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], approval of the Company be accorded for payment of remuneration to Mr. Anand G. Mahindra (DIN: 00004695) as the Non-Executive Chairman of the Company, for the Financial Year 2022-23, as approved by the Members at the Seventy-Fifth Annual General Meeting held on 6th August, 2021, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the Financial Year 2022-23.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

9. To approve Material Related Party Transactions between the Company and its Subsidiaries/ Associates

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

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the Listing Regulations in the course of:

- a) Sale and purchase of any goods and material;
- b) Availing / rendering of any services;
- c) Sharing or usage of each other’s resources and reimbursement of expenses;
- d) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements;
- e) Purchase / sale / transfer of any security(ies) - equity, debt or otherwise;
- f) Providing fund based and non-fund based support;
- g) Any corporate action including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc., by the Company that are uniformly offered/

applicable to all shareholders in proportion to their shareholding;

- h) Any transfer of resources, services or obligations to meet its objectives/requirements;

with Related Parties as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e., five financial years, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

10. To approve Material Related Party Transactions pertaining to a Subsidiary of the Company

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

"RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board

of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations entered into/ to be entered into by the Subsidiary of the Company as detailed in the explanatory statement to this Resolution and on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e., five financial years, provided that the said contract(s)/ arrangement(s)/ agreement(s) transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

Notes:

1. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 2/2022 dated 5th May, 2022 read with MCA General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").

KFin Technologies Limited, Registrar & Transfer Agent of the Company (earlier known as KFin Technologies Private Limited) ("KFin" or "KFinTech") shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 23 below.

2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will

be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID sbhagwatcs@yahoo.co.in with a copy marked to evoting@kfintech.com and to the Company at investors@mahindra.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
5. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.
6. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. The Explanatory Statement as required under section 102 of the Act is annexed hereto. Further, additional information with respect to Item Nos. 4 to 6 is also annexed hereto.

The Board of Directors has considered and decided to include the Item Nos. 7 to 10 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members

during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 5th August, 2022. Members seeking to inspect such documents can send an email to agm.inspection@mahindra.com.

9. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is KFin having their office at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032.
10. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will be closed from Saturday, 16th July, 2022 to Friday, 5th August, 2022 (both days inclusive) for the purpose of Dividend and AGM.
11. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after 5th August, 2022, to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 15th July, 2022 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, 15th July, 2022 after giving effect to valid request(s) received for transmission/transposition of shares.
12. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 alongwith the original cancelled cheque bearing the name of the Member to KFin / Company to update their bank account details.

Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant ("DP"). The Company or KFin cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further,

instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts.

In case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such Member by post/courier.

13. **TDS ON DIVIDEND:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2022 and amendments thereof. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company/KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) on or before Friday, 8th July, 2022.

For Resident Shareholders: Tax shall be deducted at source under section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2022-23 provided a valid PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @20% as per section 206AA of the Income-tax Act, 1961.

- a) **For Resident Individual:** No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2022-23 does not exceed Rs. 5,000. Please note that this includes the future dividends if any which may be declared by the Board in the FY 2022-23.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:
- i. **Insurance Companies:** 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 the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.

- ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income-tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. **Alternative Investment Fund (AIF):** Self-declaration that its income is exempt under section 10 (23FBA) of the Income-tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF alongwith self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. **National Pension Scheme (NPS):** Self-declaration that it is exempt under section 10(44) of the Income-tax Act, 1961 along with self-attested copy of the PAN card.
- v. **Other Non-Individual shareholders:** Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

Please note that as per section 206AB introduced by the Finance Act, 2021 effective 1st July, 2021 and amended by Finance Act, 2022 in case a person has not filed his/her Return of Income for the preceding financial year and the aggregate of tax deducted at source in his/her case is Rs. 50,000 or more in the said financial year, TDS will be higher of the following:

- a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or
- b) Twice the rate or rates in force; or
- c) The rate of five per cent.

The non-resident who does not have the permanent establishment is excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of Income-tax Act, 1961.

For Non-resident Shareholders: Taxes are required to be withheld in accordance with the provisions of section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of GDRs and Foreign Portfolio Investors ("FPI")/ Foreign Institutional Investors ("FII"), the withholding tax shall be as per the rates specified in section 196C and 196D of the Income-tax Act, 1961 respectively plus applicable surcharge and cess on the amount of Dividend payable to them.

However, as per section 90 read with section 195 of the Income-tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- In case of FPI/FII, copy of SEBI Registration certificate;
- Self-attested true copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident for the FY 2022-23;
- Self declaration in Form 10F;
- Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2022-23;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder does not have a taxable presence or a Permanent Establishment (“PE”) in India during the FY 2022-23. 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;
 - v. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - vi. Self-declaration by the shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.

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.

14. Members may submit the aforementioned documents at <https://ris.kfintech.com/form15/> on or before Friday, 8th July, 2022 in order to enable the Company to determine

and deduct appropriate tax. No communication on the tax determination/ deduction shall be entertained post Friday, 8th July, 2022. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.

The Company shall arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.

An email communication informing the Shareholders regarding this change in the Income-tax Act, 1961 as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered email IDs of the Shareholders.

15. **IEPF:** Under the Act, dividends that are unclaimed/ unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government. An amount of Rs. 3,22,73,150 being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2014 was transferred in September, 2021 to IEPF.

The Company paid to IEPF on 9th August, 2021, an amount of Rs. 1,76,69,951.75 towards dividend for the financial year ended 31st March, 2021 on such Shares which were transferred to IEPF.

Members who have not encashed the dividend warrants/ demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2014-15 and thereafter, are requested to make their claim to KFinTech well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

| Financial Year ended | Date of declaration of dividend | Last date for claiming unpaid/ unclaimed dividend |
|------------------------------|---------------------------------|---|
| 31 st March, 2015 | 7 th August, 2015 | 8 th September, 2022 |
| 31 st March, 2016 | 10 th August, 2016 | 8 th September, 2023 |
| 31 st March, 2017 | 4 th August, 2017 | 2 nd September, 2024 |
| 31 st March, 2018 | 7 th August, 2018 | 5 th September, 2025 |
| 31 st March, 2019 | 7 th August, 2019 | 5 th September, 2026 |
| 31 st March, 2020 | 7 th August, 2020 | 6 th September, 2027 |
| 31 st March, 2021 | 6 th August, 2021 | 6 th September, 2028 |

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2021 on the website of the Company at <https://www.mahindra.com> and also on the website of the MCA at <http://www.iepf.gov.in/>.

Shareholders are requested to note that, pursuant to the provisions of section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

In accordance with the aforesaid IEPF Rules, an individual communication is being sent to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and notice in this regard is being published in Newspapers.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

16. **NOMINATION:** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFin at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
17. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Circular dated 25th January, 2022, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFinTech to seek guidance in the demat procedure. Members may also

visit web site of depositories viz. National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/Investors/open-demat.html> for further understanding the demat procedure. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://www.mahindra.com>.

18. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circulars No. 20/2020 dated 5th May, 2020 & MCA General Circular No. 02/2022 dated 5th May, 2022 and SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022, the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2022 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/KFinTech or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company / KFinTech by following due procedure.

A copy of the Notice of this AGM along with Annual Report for the FY 2021-22 is available on the website of the Company at <https://www.mahindra.com>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

19. Members are requested to:
- intimate to KFin/Company, changes, if any, pertaining to their postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, in case of Shares held in physical form;
 - intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
 - quote their folio numbers/Client ID/DP ID in all correspondence;
 - consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names;

- e. register their PAN with their Depository Participants, in case of Shares held in dematerialised form; and
- f. refer to Frequently Asked Questions (“FAQs”) section on Company’s website <https://www.mahindra.com> for all requisite formats and procedures.
20. **SCRUTINISER FOR E-VOTING:** Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) and failing him Mr. Prashant Vaishampayan, Practicing Company Secretary (Membership No. FCS 4251) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
21. **SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:**
- a. For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company’s investor email-id investors@mahindra.com, at least 48 hours before the time fixed for the AGM i.e. by 3.00 p.m. (IST) on Wednesday, 3rd August, 2022, mentioning their name, demat account number/folio number, registered email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
- b. Alternatively, Members holding shares as on the cut-off date i.e. Friday, 29th July, 2022, may also visit <https://emeetings.kfintech.com> and click on the tab “Post Your Queries” and post their queries/ views in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window shall be closed 48 hours before the time fixed for the AGM i.e. at 3.00 p.m. (IST) on Wednesday, 3rd August, 2022.
- c. Members can also post their questions during AGM through the “Ask A Question” tab, which is available in the VC/OAVM Facility as well as in the one way live webcast facility.
- The Company will, at the AGM, endeavour to address the queries received till 3.00 p.m. (IST) on Wednesday, 3rd August, 2022 from those Members who have sent queries from their registered email IDs. Please note that Members’ questions will be answered only if they continue to hold shares as on the cut-off date.
22. **SPEAKER REGISTRATION BEFORE AGM:** Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting <https://emeetings.kfintech.com> and clicking on “Speaker Registration” during the period from Monday, 25th July, 2022 (9:00 a.m. IST) upto Wednesday, 27th July, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date i.e. Friday, 29th July, 2022. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
23. **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:**
- a) **ATTENDING THE AGM:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin. Members are requested to login at <https://emeetings.kfintech.com> and click on the “Video Conference” tab to join the Meeting by using the remote e-voting credentials.
- b) Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note No. 24 and 25.
- c) Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.
- d) Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Point No. a above and this mode will be available throughout the proceedings of the AGM.
- e) In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Members may refer to the “How it Works” section of <https://emeetings.kfintech.com> or contact at investors@mahindra.com, or Ms. Sheetal Doba, Manager - Corporate Registry, KFinTech at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or on phone No.: 040-6716 1509 or call KFin’s toll free No.: 1800-3094-001 for any further clarifications.
24. **PROCEDURE FOR REMOTE E-VOTING**
- In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242

dated 9th December, 2020, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin on all resolutions set forth in this Notice, through remote e-voting.

Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Information and instructions for Remote e-voting by Individual Shareholders holding shares of the Company in demat mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. IV. Post successful authentication, click on “Access to e-Voting” V. You will see Company Name: “Mahindra & Mahindra Limited” on the next screen. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. IV. On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under E-voting. You will see Company Name: “Mahindra & Mahindra Limited” on the next screen. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user already opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login</p> <p>II. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>III. You will see Company Name: "Mahindra & Mahindra Limited" on the next screen. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Click on Evoting tab and provide your demat Account Number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p> |
| Individual Shareholders holding securities in demat mode – Login through demat accounts / Website of Depository Participant | <p>I. Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL.</p> <p>II. An option for "e-Voting" will be available once you have successfully logged-in through your respective logins. Click on the option "e-Voting" and you will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable).</p> <p>III. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p> |

Members who are unable to retrieve User ID / Password are advised to use "Forgot user ID" and "Forgot Password" option available at respective websites.

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 |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43 |

B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and for all shareholders holding

securities in physical mode.

- a. Member will receive an e-mail from KFin [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:
 - (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can login by using your existing User ID and password for casting your vote.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e. Mahindra & Mahindra Limited.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (ix) Members holding multiple folios/ demat accounts shall vote separately for each folio/ demat account.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- (xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., duly authorising their authorised representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the Scrutiniser at his e-mail ID sbhagwatcs@yahoo.co.in with a copy marked to evoting@kfintech.com and to the Company at investors@mahindra.com. It should reach the Scrutiniser & the Company by email not later than Thursday, 4th August, 2022 (5:00 p.m. IST). In case if the authorised representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.
- b. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and inform KFin at the email ID evoting@kfintech.com (in case of Shares held in physical form):
- (i) Upon registration, Member will receive an e-mail from KFin which includes details of E-Voting Event Number (EVEN), USER ID and password.
 - (ii) Please follow all steps from Note No. 24 (B) (a) (i) to (xii) above to cast your vote by electronic means.
- 25. OTHER INSTRUCTIONS:**
- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of <https://evoting.kfintech.com> or contact at investors@mahindra.com, or Ms. Sheetal Doba, Manager - Corporate Registry, KFin at Kfintech, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or on phone No.: 040-6716 1509 or call KFin's toll free No.: 1800-3094-001 for any further clarifications.
 - b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - c. The remote e-voting period commences on Monday, 1st August, 2022 (9:00 a.m. IST) and ends on Thursday, 4th August, 2022 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Friday, 29th July, 2022 may cast their votes electronically. The remote e-voting module shall be disabled for voting

thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, 29th July, 2022 being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
 - e. Persons holding securities in physical mode and non-individual shareholders holding securities in demat mode who become Members of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e. Friday, 29th July, 2022, may obtain the User ID and Password in the manner as mentioned below:
 - (i) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890
(XXXX being EVEN)
 - (ii) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (iii) Member may call KFin toll free number 1800-3094-001.
 - (iv) Member may send an e-mail request to evoting@kfintech.com.
KFin shall send User ID and Password to those new Members whose e-mail IDs are available.
- d. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
 - e. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/OAVM mode during the AGM.

26. VOTING AT THE AGM:

- a. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
 - b. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
 - c. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.
27. The results shall be declared not later than forty-eight hours from conclusion of the Meeting which is within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <https://www.mahindra.com> and the website of KFin: <https://evoting.kfintech.com> immediately after the results are declared and will simultaneously be forwarded 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 at the Corporate Office of the Company.
 28. **PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH KFIN (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):**
 - I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with KFin Technologies Limited by sending Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com for receiving the AGM Notice and the e-voting instructions.
 - II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFin for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members

who have not submitted their email address to the Company or KFin are required to provide their email address to KFin, on or before 5:00 p.m. (IST) on Friday, 29th July, 2022.

The process for registration of email address with KFin for receiving the Notice of AGM and login ID and password for e-voting is as under:

- i. Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii. Select the Company name viz. Mahindra & Mahindra Limited.
- iii. Enter the DP ID & Client ID/Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
- iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- v. Enter your email address and mobile number.
- vi. The system will then confirm the email address for receiving this AGM Notice.

The Members may also visit the website of the Company <https://www.mahindra.com> and click on the "email registration" and follow the registration process as guided thereafter.

Please note that in case of shareholding in dematerialised form, the updation of email address will be temporary only upto AGM.

- III. After successful submission of the email address, KFin will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFin.
- IV. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFin to enable serving of notices / documents / Annual Reports and other communications electronically to their email address in future.

29. **KPRISM – Mobile service application by KFin:**

Members are requested to note that KFin has launched a mobile application – KPRISM and a website <https://kprism.kfintech.com> for online service to Members.

Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFin, Dividend status, requests for change of address, change/update Bank Mandate. Through the Mobile application, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile application is available for download from Android Play Store. Members may alternatively visit the link <https://kprism.kfintech.com/app/> or scan the QR Code to download the mobile application.



30. **Webcast:**

Your Company will be providing the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the website of KFin at <https://emeetings.kfintech.com> using their secure login credentials. Members are encouraged to use this facility of webcast. During the live webcast of AGM, Members may post their queries in the message box provided on the screen.

By Order of the Board

NARAYAN SHANKAR
Company Secretary

Registered Office:

Gateway Building, Apollo Bunder,
Mumbai – 400 001.

CIN : L65990MH1945PLC004558

e-mail : investors@mahindra.com

Website : <https://www.mahindra.com>

Tel. : +91 22 22895500

Mumbai, 28th May, 2022

Additional Information with respect to Item Nos. 4, 5 & 6

ITEM NO. 4:

Proposal:

Dr. Anish Shah (DIN: 02719429), the Managing Director & Chief Executive Officer of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment. Dr. Anish Shah was first appointed on the Board on 1st April, 2020 as a Whole-time Director of the Company designated as Deputy Managing Director and Group Chief Financial Officer till 1st April, 2021 and as the Managing Director and Chief Executive Officer of the Company with effect from 2nd April, 2021 to 31st March, 2025.

Brief resume of Dr. Shah, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and are also provided in the Corporate Governance Report forming part of the Annual Report.

Profile:

Dr. Shah has completed 52 years of age. Dr. Shah holds a Ph.D. from Carnegie Mellon's Tepper School of Business where his doctoral thesis was in the field of Corporate Governance. He also received a Masters Degree from Carnegie Mellon and has a Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. Dr. Shah has received various scholarships, including the William Latimer Mellon Scholarship, Industry Scholarship at IIMA, National Talent Search and Sir Dorabji Tata Trust.

Dr. Anish Shah joined the Mahindra Group in 2014 as Group President (Strategy) and worked closely with all businesses on key strategic initiatives, built capabilities such as digitization & data sciences and enabled synergies across group companies. With effect from 1st April, 2020, he was appointed Deputy Managing Director and Group CFO, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors, as a part of the transition plan to the CEO role. He is the Managing Director and CEO of the Company effective 2nd April, 2021.

Dr. Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global

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

Dr. Shah also has diverse experience with global businesses beyond GE. Dr. Shah led Bank of America's US Debit Products business, where he launched an innovative rewards program, led numerous initiatives in payment technology and worked closely with various teams across the Bank to enhance value for the customer. As a strategy consultant at Bain & Company in Boston, Dr. Shah worked across multiple industries, including Banking, Oil Rigs, Paper, Paint, Steam Boilers and Medical Equipment. His first role was with Citibank in Mumbai, where he issued Bank Guarantees and Letters of Credit as Assistant Manager, Trade Services.

Directorships and Committee positions:

Dr. Anish Shah is the Managing Director and Chief Executive Officer of Mahindra & Mahindra Limited, Chairman of Mahindra & Mahindra Financial Services Limited and Mahindra Logistics Limited, Non-Executive and Non-Independent Director of Mahindra Lifespace Developers Limited, Tech Mahindra Limited, Mahindra Holidays & Resorts India Limited and New Democratic Electoral Trust and Director and Vice President of Federation of Indian Chamber of Commerce & Industry (FICCI). Dr Anish Shah, as Managing Director & CEO of the Company serves as a Non-Executive Director on the Board of other subsidiary and associate companies of the Company, in accordance with fulfillment of his role of having full oversight of all business Sectors of the Group.

Dr. Anish Shah is a Member of the following Board Committees:

| Sr. No. | Name of the Company | Name of the Committee | Position held |
|---------|--|---|---------------|
| 1. | Mahindra & Mahindra Limited | Risk Management Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| | | Sale of Assets Committee | Member |
| 2. | Mahindra & Mahindra Financial Services Limited | Nomination & Remuneration Committee | Member |
| | | Strategic Investment Committee | Member |

| Sr. No. | Name of the Company | Name of the Committee | Position held |
|---------|--|-------------------------------------|---------------|
| 3. | Mahindra Lifespace Developers Limited | Loans & Investment Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| 4. | Tech Mahindra Limited | Investment Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| 5. | Mahindra Holidays & Resorts India Limited | Nomination & Remuneration Committee | Member |
| 6. | Mahindra Logistics Limited | Nomination & Remuneration Committee | Member |
| 7. | Federation of Indian Chambers of Commerce and Industry (FICCI) | National Executive Committee | Member |
| | | National Steering Committee | Member |
| | | Executive Board | Member |

Resignation as a Director from Listed Entities in the past three years:

Dr. Shah has not resigned as a Director from any listed entity in the past three years.

Attendance at Board Meetings:

During the year 1st April, 2021 to 31st March, 2022, 6 Board Meetings of the Company were held, and Dr. Anish Shah had attended all Meetings.

Remuneration:

The terms and conditions and remuneration of Dr. Shah would be governed as per the approval granted by the Members of the Company at the Annual General Meeting held on 7th August, 2020. The remuneration paid to Dr. Shah during the Financial Year 2021-22 is Rs. 1,188.70 lakhs.

Other information:

Dr. Shah holds 1,54,935 Ordinary (Equity) Shares in the Company.

Dr. Shah is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Dr. Shah, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Dr. Shah is not related to any other Director / KMP of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5:

Proposal:

Mr. Rajesh Jejurikar (DIN: 00046823), Executive Director (Automotive and Farm Sectors) of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment. Mr. Rajesh Jejurikar was first appointed as a Whole time Director designated as Executive Director (Automotive and Farm Sectors) on the Board of the Company with effect from 1st April, 2020.

Brief resume of Mr. Rajesh Jejurikar, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and are also provided in the Corporate Governance Report forming part of the Annual Report.

Profile:

Mr. Jejurikar has completed 57 years of age. Mr. Jejurikar is an MBA from S.P. Jain Institute of Management and had attended the Advanced Management Program at The Wharton School, University of Pennsylvania. He was also awarded the British Chevening Scholarship to study at the Manchester Business School, UK.

Mr. Jejurikar has diverse experience across Packaged Goods, Advertising, Media, Automotive and Farm Equipment. He joined Mahindra in 2000 as Vice President – Marketing for Automotive Sector. In 2003, he was appointed Executive Vice President – Sales & Marketing and in 2005, he was given additional responsibility as the Managing Director of Mahindra Renault in India. In 2008, he became Chief of Operations of the Automotive Sector and when Automotive & Farm Equipment Sector (AFS) was formed in 2010, he was appointed Chief Executive for the Automotive Division and Member of the Group Executive Board.

In 2013, Mr. Jejurikar joined the Farm Equipment Sector as Chief Executive – Tractor & Farm Mechanization and became the Sector President in 2015.

Mr. Jejurikar serves on the Governing Council of S P Jain Institute of Management and Research and is a Member of the Executive Committee of the Society of Indian Automobile Manufacturers (SIAM). He has served as the President of the Tractor Manufacturers Association (TMA) in India and has represented TMA as its President on the CII (The Confederation of Indian Industry) National Council in 2016, 2017. He has also been a Member of the CII National Council on Agriculture. As a Member of the CII National Committee on IT/ITes, he Co-chaired the Working Group for Agriculture.

Directorships and Committee positions:

Mr. Jejurikar is the Chairman of Mahindra Electric Mobility Limited, Peugeot Motocycles SAS, Mahindra Two Wheelers Europe Holdings S.a.r.l., Mahindra USA Inc., Mahindra Automotive North America Inc., Automobili Pininfarina GmbH and Mitsubishi Mahindra Agricultural Machinery Co. Ltd. He is an Executive Director (Automotive & Farm Sectors) of Mahindra & Mahindra Limited, Director of Swaraj Engines Limited and Classic Legends Private Limited. He is an Independent Director of Aliaxis SA.

Mr. Jejurikar is a Chairman/Member of the following Board Committees:

| Sr. No. | Name of the Company | Name of the Committee | Position Held |
|---------|------------------------------------|-------------------------------------|---------------|
| 1. | Mahindra & Mahindra Limited | Risk Management Committee | Member |
| 2. | Swaraj Engines Limited | Nomination & Remuneration Committee | Member |
| 3. | Classic Legends Private Limited | Nomination & Remuneration Committee | Chairman |
| 4. | Mahindra Electric Mobility Limited | Nomination & Remuneration Committee | Member |
| 5. | Peugeot Motocycles SAS | Strategy Synergies Committee | Chairman |
| | | Audit & Finance Committee | Member |
| | | Nomination & Compensation Committee | Member |
| 6. | Aliaxis SA | ERP Committee | Member |

Resignation as a Director from Listed Entities in the past three years:

Mr. Jejurikar has not resigned as a Director from any listed entity in the past three years.

Attendance at Board Meetings:

During the year 1st April, 2021 to 31st March, 2022, 6 Board Meetings of the Company were held, and Mr. Jejurikar had attended all Meetings.

Remuneration:

The terms and conditions and remuneration of Mr. Jejurikar would be governed as per the approval granted by the Members of the Company at the Annual General Meeting held on 7th August, 2020. The remuneration paid to Mr. Jejurikar during the Financial Year 2021-22 is Rs. 973.20 lakhs.

Other information:

Mr. Jejurikar holds 39,955 Ordinary (Equity) Shares in the Company.

Mr. Jejurikar is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Mr. Rajesh Jejurikar, and his relatives to

the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Jejurikar is not related to any other Director / KMP of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6:

Re-appointment of Messrs B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

Messrs B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 71st Annual General Meeting (AGM) held on 4th August, 2017 for a period of 5 (five) years, until the conclusion of Seventy-Sixth AGM to be held in the year 2022.

Messrs B S R & Co. LLP are eligible for re-appointment for a second term of 5 (five) years and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

Messrs B S R & Co. LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiaries according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Considering their performance for the last 5 years, the Audit Committee has recommended the re-appointment of Messrs B S R & Co. LLP to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members. The recommendation is based on various factors like Audit Methodology, Controls, Knowledge and Reputation of the Firm.

It is hereby proposed to re-appoint Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company for a second consecutive term of 5 (five) years, who shall hold office from the conclusion of this Seventy-sixth AGM until the conclusion of the Eighty-First AGM of the Company.

The Board of Directors have approved a remuneration of Rs. 5.70 crores as audit fees for conducting the audit for the financial year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals.

The remuneration proposed to be paid to Messrs B S R & Co. LLP for the financial year 2022-23 shall not exceed Rs. 6.50 crores including audit of annual standalone and consolidated financial statements and financial results, audit of internal financial controls over financial reporting, limited reviews of quarterly results as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and tax audit plus applicable taxes and out of pocket expenses, as may be incurred, in connection with the aforesaid. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The remuneration proposed to be paid to the Statutory Auditors for the subsequent years of the second and final term will be determined judiciously by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditors, which will be commensurate with the services rendered by them during the said tenure.

Besides the audit services, the Company would also avail other permitted services from the Statutory Auditors, as may be required from time to time, for which the Auditors will be remunerated separately on mutually agreed terms.

The terms and conditions of the re-appointment of the Statutory Auditors of the Company will *inter-alia* also include the conditions mentioned in Clauses 6A & 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Mr. Jamil Khatri, Head of Audit, India and the signing partner for the audit of the Company had attended the last AGM of the Company through Video-Conference.

Brief Profile of Auditor and Partner is as under:

B S R & Co. ('the firm') was constituted on 27th March, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 thereby having a new firm registration number 101248W/W-100022.

The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai 400063.

Messrs B S R & Co. LLP are member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India.

Messrs B S R & Co. LLP are registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

Messrs B S R & Co. LLP have over 3000 staff and 100+ Partners. B S R & Co. LLP audits various companies listed on stock exchanges in India including companies in the Automotive, Financial Services, etc.

Profile of the Signing Partner

Mr. Venkataramanan Viswanath will be the signing partner for the audit of the Company. Mr. Venkataramanan is a fellow member of the Institute of Chartered Accountants of India.

He has been with the firm for more than 23 years and has advised leading Indian companies on India and international reporting, compliance and governance norms. Mr. Venkataramanan has also assisted several of these companies as they listed their equity securities in the US capital markets. He leads B S R's audit quality initiatives and their Department of Professional Practice.

Mr. Venkataramanan has deep experience in auditing, accounting, listing and governance matters. His experience includes IFRS and internal controls, which he has practiced for more than 20 years. He has been engaged with regulators such as the ICAI, RBI, SEBI, and IRDAI as a member or special invitee to their committees that deal with accounting and reporting matter.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013

ITEM NO. 7:

The Board of Directors, at its Meeting held on 28th May, 2022, upon the recommendation of the Audit Committee, approved the appointment of Messrs D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending 31st March, 2023, at a remuneration of Rs. 9,00,000 (Rupees Nine Lakhs only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO. 8:

Upon completion of his tenure as Executive Chairman, Mr. Anand G. Mahindra (DIN: 00004695), transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021, in line with the requirement of Regulation 17(1B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which was later omitted and made discretionary by SEBI vide its Notification F. No. SEBI/LAD-NRO/GN/2022/76 dated 22nd March, 2022. Though the requirements of the law were made discretionary, Mr. Anand G. Mahindra continues to be a Non-Executive Chairman and as a Director, liable to retire by rotation.

Brief resume of Mr. Anand G. Mahindra, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

Profile:

Mr. Mahindra has completed 67 years of age.

Mr. Mahindra graduated Magna Cum Laude from Harvard College (1977) and secured an MBA from the Harvard Business School (1981). He made a generous endowment in 2010 to the Harvard Humanities Center which is now known as the Mahindra Humanities Centre at Harvard. In 2008 he was bestowed the Harvard Business School's Alumni Achievement Award and in 2014 he became the first Indian recipient of the Harvard Alumni Association's Harvard Medal.

Mr. Mahindra was first appointed as a Director on the Board of the Company on 23rd November, 1989. He then took over as Deputy Managing Director of the Company in 1991 at a time when the turnover was US\$ 177 million. He initiated a comprehensive change programme to make the Company an efficient and aggressive competitor in the new liberalised economic environment in India.

In April 1997, he was appointed as Managing Director of Mahindra & Mahindra Limited and in January 2001 given the additional responsibility of Vice Chairman. In August 2012, he was appointed as Chairman and designated as Chairman & Managing Director of Mahindra & Mahindra Limited. In November, 2016, Mr. Mahindra was re-designated as Executive Chairman of Mahindra & Mahindra Limited.

Mr. Anand Mahindra's tenure has seen the Group expand domestically and internationally into a range of major industrial sectors from automobiles and agriculture to IT and aerospace.

He has served on several influential bodies, national and international. These include the UN Global Compact Board,

Global Board of Advisors of the Council on Foreign Relations, World Bank Group's Advisory Board for Doing Business and the International Advisory Council of Singapore's Economic Development Board. He has been the President of The Confederation of Indian Industry and served on the boards of the National Stock Exchange of India and the National Council of Applied Economic Research. He is currently on the board of Invest India, the National Investment Promotion and Facilitation Agency.

Mr. Mahindra has been conferred with the Padma Bhushan Award (2020), India's third highest civilian honour for his contribution to the nation in the field of 'Trade and Industry'. He has been named in Barron's List of Top 30 CEOs worldwide (2016) and Fortune Magazine's list of the World's 50 Greatest Leaders (2014). He was a recipient of the Best Transformational Leader Award by the Asian Centre for Corporate Governance & Sustainability (2012). He was appointed 'Knight in the National Order of the Legion of Honour' by the President of the French Republic (2016) and conferred the 'Grand Officer of the Order of the Star of Italy', by the President of Italy (2013).

Mr. Mahindra is a major influencer on social media with over 9 million followers on Twitter. Among his many social change initiatives is the Nanhi Kali programme, which, for the last two decades, has provided over 330,000 under-privileged girls access to high quality education. Mr. Mahindra is the Chairman of the Board of Naandi Foundation, India's leading NGO focused on educating girls, skilling youth and providing sustainable livelihoods to small farmers through biodynamic agriculture. Mr. Mahindra also serves on the Founders Board of The Rise Fund, a \$2 billion impact fund.

He is a strong votary of arts and culture. Mahindra Blues, Mahindra Excellence in Theatre Awards and Mahindra Sanatkada celebrate and nurture music, theatre culture, art and history in India. Mr. Mahindra is the member of the Global Advisory Council of the Lincoln Center, New York and has previously served on the Board of Trustees of the Natural History Museum of London.

In 2014, Mr. Mahindra founded the Pro Kabaddi League to popularize the ancient and popular Indian game of kabaddi. The league, televised through the STAR television network, is today the second most viewed sporting league in India.

Background and Proposal:

As Non-Executive Chairman, Mr. Anand Mahindra serves as mentor and sounding board for the Managing Director and Senior Management especially in the areas of strategic planning, risk mitigation and external interface. He continues to play an important role in epitomising and building Brand Mahindra. He is available to provide feedback and counsel to the Managing Director and Senior Management on key issues facing the Company.

The remuneration paid to Mr. Anand G. Mahindra, as Non Executive Chairman of the Company from 12th November,

2021 till date and to be paid until 11th November, 2026 has been and will be in accordance with the approval accorded by the Members at the Seventy-fifth Annual General Meeting held on 6th August, 2021.

Pursuant to the provisions of Regulation 17(6)(ca) of Listing Regulations, approval of the Members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration to a single Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof.

As the remuneration payable to Mr. Anand G. Mahindra in the Financial Year 2022-23 (in accordance with the approval accorded by the Members at the Seventy-Fifth Annual General Meeting) is likely to exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, consent of the Members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice.

Directorships and Committee positions:

Mr. Anand G. Mahindra is the Chairman of Mahindra & Mahindra Limited, Tech Mahindra Limited and Classic Legends Private Limited, and Director of Mahindra Holdings Limited, Prudential Management & Services Private Limited, The Mahindra United World College of India, Tech Mahindra Foundation, Araku Originals Private Limited, Naandi Community Water Services Private Limited, Breach Candy Hospital Trust, Invest India and an Additional Director in The Indian and Eastern Engineer Company Private Limited.

Mr. Anand G. Mahindra is a Chairman/Member of the following Board Committees:

| Sr. No. | Name of the Company | Name of the Committee | Position held |
|---------|-----------------------------|---|---------------|
| 1. | Mahindra & Mahindra Limited | Strategic Investment Committee | Chairman |
| | | Sale of Assets Committee | Chairman |
| | | Corporate Social Responsibility Committee | Member |
| | | Stakeholders Relationship Committee | Member |

Remuneration:

The remuneration paid to Mr. Mahindra during the Financial Year 2021-22 is as under:

| | |
|--|---------------------|
| Executive Chairman (upto 11 th November, 2021) | Rs. 833.24 lakhs@ |
| Non-Executive Chairman (from 12 th November, 2021) | Rs. 197.52 lakhs@@# |

@ Includes Leave Encashment of Rs. 214.45 lakhs and excludes Gratuity of Rs. 536 lakhs paid upon retirement.

@@ The remuneration includes sitting fees and commission.

In addition, he is entitled to the Benefits under the Special Post Retirement Benefit Scheme.

Attendance at Board Meetings:

During the year 1st April, 2021 to 31st March, 2022, 6 Board Meetings of the Company were held, and Mr. Anand G. Mahindra had attended all Meetings.

Other Information:

Mr. Mahindra holds 14,30,008 Ordinary (Equity) Shares in the Company.

Taking into consideration the size of the Company, the profile of Mr. Anand G. Mahindra, the responsibilities shouldered by him and the industry benchmarks, the remuneration paid to the Non-Executive Chairman is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

Save and except Mr. Anand G. Mahindra, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice. Mr. Mahindra is not related to any other Director / KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

ITEM NOS. 9 and 10

The Securities and Exchange Board of India ('SEBI'), vide its notification dated 9th November, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The aforesaid Amendments *inter-alia* included replacing of threshold i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of Material Related Party Transactions requiring Shareholders' prior approval with the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, with effect from 1st April, 2022.

Under the Listing Regulations, in addition to the approval and reporting for transactions by the Company with its own Related Party(ies), the scope now extends to transactions by the Company with Related Party(ies) of any subsidiary(ies) of the Company or transactions by a subsidiary(ies) of the Company with its own Related Party(ies) or Related Party(ies) of the Company or Related Party(ies) of any subsidiary(ies) of the Company.

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length

basis. Given the nature of Company's presence in multiple businesses, the Company works closely with its subsidiaries, joint ventures and associates to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreements(s)/ transaction(s) of the Company with the Related Parties mentioned below and also the 'Related Party Transactions' under Regulation 2(1) (zc) of the Listing Regulations pertaining to a subsidiary of the Company, may exceed the revised threshold of Material Related Party Transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. 1st April, 2022 i.e. Rs. 1,000 crores (Rupees one thousand crores) being the lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Members may please note that the Company/its subsidiaries have been undertaking such transactions of similar nature with related parties in the past financial years, in the ordinary course of business and on arm's length after obtaining

requisite approvals, including from the Audit Committee of the Company/subsidiaries, as per the requirements of the applicable law.

The maximum annual value of the proposed transactions with the related parties is estimated based on Company's current transactions with them and future business projections.

SEBI, vide its Circular dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond this date and if it becomes material as per the materiality threshold provided above, requires approval of the shareholders in the first Annual General Meeting to be held after 1st April, 2022.

Considering the quantum of transactions, reduced thresholds of materiality and the extended framework for related party transactions under the amended Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021:

1) For Item No. 9

Details of the Material Related Party Transactions entered / to be entered between the Company and its Related Parties

| Sr. No. | Name of the Related Party | Nature of relationship with the Company, including nature of its concern or interest (financial or otherwise) | Monetary Value per Related Party |
|--|---------------------------------------|---|---|
| 1. | a. Mahindra Logistics Limited | Subsidiary | Not exceeding 5% of the Annual Consolidated Turnover of the Company* Or Rs. 5,000 Crores whichever is higher, per annum |
| | b. Swaraj Engines Limited | Associate | |
| | c. Classic Legends Private Limited | Subsidiary | |
| | d. Mahindra Electric Mobility Limited | Subsidiary | |
| | e. Tech Mahindra Limited | Associate | |
| | f. Mahindra CIE Automotive Limited | Associate | |
| # The Annual Consolidated Turnover shall be as per the last audited financial statements of the Company. | | | |

| Sr. No. | Particulars |
|---|--|
| 2. | Type, Nature, material terms and particulars of the contract or arrangements |
| 2a. Mahindra Logistics Limited: | 2b. Swaraj Engines Limited: |
| <ul style="list-style-type: none"> a) Availing services primarily related to transportation, stores and line feed, pre-outbound, stock yard management, warehousing and warehouse management and other services; b) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; c) Transactions pertaining to goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, spares, accessories and other related components/parts; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt / Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; g) Any corporate action by Mahindra Logistics Limited resulting in receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; h) Receipt of royalty towards usage of Trade Mark/trade name; i) Any transfer of resources, services or obligations to meet its objectives/ requirements. | <ul style="list-style-type: none"> a) Purchase of goods primarily including engines, engine components and other related parts/components; b) Sale of any goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, castings, forgings, sheet metal, engines, engine components, tractors, implements, farm machinery, spares, accessories and other related components/parts; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non fund based support including equity/debt/Inter-corporate deposits (ICD)/convertible instruments/ Guarantee etc., and interest thereon; g) Any corporate action by Swaraj Engines Limited resulting in receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; h) Any transfer of resources, services or obligations to meet its objectives/ requirements. |
| 2c. Classic Legends Private Limited: | 2d. Mahindra Electric Mobility Limited: |
| <ul style="list-style-type: none"> a) Transactions primarily including two wheelers, spares & components; b) Rendering/availing of services including R&D technical testing, etc; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt/ Inter-corporate deposits (ICD)/convertible instruments/ Guarantee etc., and interest thereon; g) Any corporate action by Classic Legends Private Limited resulting in receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; h) Any transfer of resources, services or obligations to meet its objectives/ requirements. | <ul style="list-style-type: none"> a) Purchase / Sale of any goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, castings, forgings, sheet metal, engines, engine components, tractors, implements, two-wheelers, spares, accessories and other related components/parts; b) Providing fund based and non-fund based support including equity / debt / Inter-corporate deposits(ICD)/Guarantee etc., and interest thereon; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase / sale/ transfer of any security(ies) - equity, debt or otherwise; f) Any corporate action by Mahindra Electric Mobility Limited resulting in receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; g) Any transfer of resources, services or obligations to meet its objectives/ requirements. |
| 2e. Tech Mahindra Limited: | 2f. Mahindra CIE Automotive Limited: |
| <ul style="list-style-type: none"> a) Availing services related to IT, ITES including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, manpower, and other services; b) Sale of any goods and material including passenger / commercial vehicles, electric vehicles and other related components/parts; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale / transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity / debt / Inter-corporate deposits(ICD)/Guarantee etc., and interest thereon; g) Any corporate action by Tech Mahindra Limited resulting in receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; h) Any transfer of resources, services or obligations to meet its objectives/ requirements. | <ul style="list-style-type: none"> a) Purchase of goods primarily including castings, forgings, sheet metal, and other components/parts; b) Sale of any goods and material including passenger / commercial vehicles, electric vehicles and other related components/parts; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services, professional services, technical support and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity / debt / Inter-corporate deposits(ICD)/Guarantee etc., and interest thereon; g) Any corporate action by Mahindra CIE Automotive Limited resulting in receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding; h) Any transfer of resources, services or obligations to meet its objectives/ requirements. |
| <p>The proposed transactions mentioned in point 2a to 2f above, would be purely operational / integral part of the operations of the Company and in ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates.</p> | |

| Sr. No. | Particulars |
|--|---|
| 3. | Any advance paid or received for the contract or arrangement, if any Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. |
| 4. | Tenure Existing (as on 1 st April, 2022) and new Contracts / arrangements / agreements / transactions for a period of 5 years i.e. upto 31 st March, 2027. In case of Mahindra Electric Mobility Limited, the tenure is upto 31 st March, 2027 or the effective date of the Scheme of Merger by Absorption of Mahindra Electric Mobility Limited with Mahindra and Mahindra Limited and their respective Shareholders, whichever is earlier. |
| 5. | Justification for why the proposed transaction is in the interest of the Company |
| 5a. Mahindra Logistics Limited ("MLL"): | 5b. Swaraj Engines Limited ("SEL"): |
| <p>MLL is a leading integrated logistics & mobility solutions provider with over a decade of experience and has a strong presence across the country. It has an asset-light business model with a focus on technology and emphasis on customer centricity. MLL creates customised, technology-enabled logistics solutions that offer flexibility and scalability. It offers Supply Chain solutions to diverse industry verticals such as Automotive, Engineering, Consumer Goods, Pharmaceuticals, Telecom, Commodities, and E-commerce and also offers integrated employee transportation solutions to enterprise across IT, ITes, manufacturing, Banking, Financial Services, Insurance and Consulting Businesses.</p> <p>The rich experience of MLL enables the Company to bring operational synergies, cost optimisation, assurance of service, etc.</p> <p>A significant portion of the MLL's revenue/turnover, constituting about 52% of its annual turnover on standalone basis as on 31st March, 2022, is derived from business with the Company. MLL plays a vital role in managing the supply chain covering inbound, in-factory and outbound operations for the Auto and Farm Sector (AFS) of the Company.</p> <p>Transactions with MLL are expected to grow in future, in line with MLL's vision of becoming a Rs. 10,000 crore Logistics Service Provider by financial year 2026. Keeping in mind the potential quantum of transactions with MLL over the next few years, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with MLL as per the limits stated in point 1.</p> | <p>SEL is an India-based company, which is primarily engaged in the business of diesel engines, diesel engine components and spare parts. It manufactures diesel engines for fitment into Swaraj tractors, which are manufactured by the Company. SEL is into manufacturing and supplying of diesel engines in the range of 20 HP to above 65 HP. It is equipped with highly productive & precise quality analysing machines. It is also manufacturing hi-tech engine components. Common Vendors for Tractor and Engine Parts, provide operating synergies to the Company.</p> <p>In the Financial Year 2021-22, the Company sold 3,54,698 tractors (under the Mahindra, Swaraj and Trakstar brands, a flat growth over the previous year, albeit with a marginal increase of 200 units over last year). However, this is the highest ever tractor sales in any year by Mahindra's Farm Equipment Sector. Your Company's F22 market share at 40% continues to position it as the domestic market leader for the 39th consecutive year. Your Company's performance was supported by good performance of all products in the portfolio across all three brands viz. Mahindra, Swaraj and Trakstar. SEL is primarily manufacturing diesel engines for fitment into "Swaraj" tractors being manufactured by the Company. The Company has built adequate manufacturing capacity for the immediate future and is in the process of investing in additional capacity as part of its mid to long-term strategy for its Farm Equipment Sector. Swaraj Division has invested in creating additional manufacturing capacity by setting up a new manufacturing plant in Mohali.</p> <p>Thus, keeping in view the expected future business prospects of the Company, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with SEL as per the limits stated in point 1.</p> |
| 5c. Classic Legends Private Limited ("CLPL"): | 5d. Mahindra Electric Mobility Limited ("MEML"): |
| <p>CLPL is mainly engaged in sales & marketing of two wheelers, spares, accessories & related activities. CLPL aims to revive classic motorcycle brands and has launched motorcycles such as Jawa and Yezdi.</p> <p>Your Company being a promoter of CLPL, was approached by CLPL to manufacture and supply motorcycles to CLPL under its brand name. In line with the strategy for the two-wheeler business, the Company through CLPL had reintroduced the iconic brand 'Jawa' to the Indian market in the Financial Year 2019, with the launch of new range of JAWA motorcycles - Jawa and Jawa FortyTwo. In FY22 another iconic brand 'Yezdi' has been reintroduced with three new models at the same time - Yezdi Adventure, Yezdi Scrambler and Yezdi Roadster.</p> <p>The Company will be benefited by using its manufacturing facility at Pithampur plant and R&D facility for two wheelers of CLPL. CLPL will be able to utilise the expertise of the Company for manufacturing, sourcing, etc. This in turn will contribute towards Mahindra Group synergy.</p> <p>Transactions with CLPL are expected to grow in future with strong collection of Brands such as Jawa, Yezdi and BSA. Keeping in mind the potential quantum of transactions with CLPL over the next few years, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with CLPL as per the limits stated in point 1.</p> | <p>MEML is India's No. 1 Electric 3-wheeler company. MEML is involved in designing and manufacturing of compact electric vehicles. MEML manufactures electric vehicles ("EV") and is a service provider for e-systems and electric powertrains, including battery technology, power electronics, drivetrain components, testing facilities and integration services.</p> <p>The Board of Directors of the Company on 28th May, 2021, subject to requisite approvals/consents, approved the Scheme of Merger by Absorption of MEML with the Company and their respective shareholders ("Scheme") under the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013.</p> <p>MEML has expertise in EV technology while the Company has expertise in automotive design, engineering and manufacturing, sourcing network and sales, marketing & service channels. Thus, the value chain required for end-to-end EV development, manufacturing and sales is currently spread between the Company and MEML. The proposed consolidation will bring this entire value chain under one umbrella driving sharper focus for smooth and efficient management of the value chain requirements with scale and agility required to meet the increasing focus on EVs.</p> <p>The Company envisages significant investments in the EV business to scale up the business and develop a robust EV product pipeline and hence the approvals for material RPTs are sought in this regard to cover the Related Party transactions upto 31st March, 2027 or the effective date of the Scheme, whichever is earlier.</p> |
| 5e. Tech Mahindra Limited: | 5f. Mahindra CIE Automotive Limited ("Mahindra CIE"): |
| <p>Tech Mahindra Limited, being one of the global IT services providers participates in the digitisation initiatives of entities within Mahindra Group and partners in the growth and transformation journey. The transactions with Tech Mahindra Limited relate to IT, ITES including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, etc. aim at bringing efficiencies in the businesses and providing enhanced level of user experience to the end-consumers of the Company to enable achieve its growth objectives. The dividend received by the Company from Tech Mahindra Limited in FY22 exceeded Rs.1,000 crores which is the threshold for Material Related Party Transaction.</p> <p>Considering the above, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with Tech Mahindra Limited as per the limits stated in point 1.</p> | <p>Mahindra CIE, part of the global auto component player, is a diversified multi-technology company and a player with complex & value-added parts. Its global customer base includes major Original Equipment Manufacturers ("OEMs") of India and overseas. It being a leading producer of forgings, castings, magnetics, stampings with wider range of product technologies, well established and certified plants provide assurance of the quality and timeliness of production and supplies. Also, several years of established relationship between the Company and Mahindra CIE has resulted in operational synergies and cost optimisation besides assurance of product quality.</p> <p>Mahindra CIE being an auto component maker, targets to have all key OEMs in its customer portfolio. The Company is one of the leading OEMs in India and has been a major customer for Mahindra CIE. Other transactions with Mahindra CIE are also linked to or relevant for ensuring smooth supply of products to the Company.</p> <p>Transactions with Mahindra CIE are expected to grow in future. Keeping in mind the potential quantum of transactions with Mahindra CIE over the next few years, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with Mahindra CIE as per the limits stated in point 1.</p> |
| <p>Besides the specific company-wise justification stated above in point 5a to 5f, the Company benefits through operational synergies, cost optimisation, assurance of product/service quality, utilising the expertise within the group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses, providing enhanced level of user experience to the consumers of the Company to enable achieve growth objectives, access to and utilisation of strong R&D and design capabilities. Financial assistance would drive growth in subsidiary's/associate's business and will enable them to innovate, scale up and pursue growth opportunities in a more focused manner.</p> | |

| Sr. No. | Particulars | Disclosures | | | | | | | | | | |
|------------------------------------|--|--|------------------------|---|----------------------------|------|------------------------|---|---------------------------------|------|------------------------------------|------|
| 6. | <p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure <p>iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>iv) The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction</p> | <p>The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.</p> <p>Not applicable, since the Company would not be incurring financial indebtedness specially for giving financial assistance or making investments.</p> <p>The financial assistance in the form of loan / inter-corporate deposit, if any provided, will be on an arm's length basis considering the following:-</p> <p>(i) The nature and tenor of loan/ICD,</p> <p>(ii) The opportunity cost for the Company from investment in alternative options, and</p> <p>(iii) The cost of availing funds for the Company and for the related party.</p> <p>The funds shall be used for operational activities and other business requirements of the company to whom funds are provided and/or for making investment(s) in and/or providing financial assistance to any of its subsidiaries / associates / joint ventures.</p> | | | | | | | | | | |
| 7. | <p>Details of the Valuation or other external party report (if any)</p> | <p>The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.</p> | | | | | | | | | | |
| 8. | <p>Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</p> | <p>Rs. 5,000 crores constitute 5.49% of the Consolidated Turnover* of the Company and Rs. 2,000 crores constitute 2.20% of the Consolidated Turnover* of the Company for the financial year ended 31st March, 2022.</p> <p>* Turnover includes Revenue from Operations and Other Income.</p> <table border="1" data-bbox="694 1272 1331 1604"> <thead> <tr> <th data-bbox="694 1272 1051 1362">Name of the Subsidiary</th> <th data-bbox="1051 1272 1331 1362">Rs. 5,000 Crores as a % of Subsidiary's Annual Turnover on a Standalone Basis</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1362 1051 1403">Mahindra Logistics Limited</td> <td data-bbox="1051 1362 1331 1403">137%</td> </tr> <tr> <th data-bbox="694 1403 1051 1524">Name of the Subsidiary</th> <th data-bbox="1051 1403 1331 1524">Rs. 2,000 Crores as a % of the Subsidiary's Annual Turnover on a Standalone Basis</th> </tr> <tr> <td data-bbox="694 1524 1051 1564">Classic Legends Private Limited</td> <td data-bbox="1051 1524 1331 1564">838%</td> </tr> <tr> <td data-bbox="694 1564 1051 1604">Mahindra Electric Mobility Limited</td> <td data-bbox="1051 1564 1331 1604">447%</td> </tr> </tbody> </table> <p>Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2021-22 and the actual percentage shall depend upon the turnover of the Company/ Subsidiary as the case may be for the above referred respective financial years from 2022-23 to 2026-27.</p> | Name of the Subsidiary | Rs. 5,000 Crores as a % of Subsidiary's Annual Turnover on a Standalone Basis | Mahindra Logistics Limited | 137% | Name of the Subsidiary | Rs. 2,000 Crores as a % of the Subsidiary's Annual Turnover on a Standalone Basis | Classic Legends Private Limited | 838% | Mahindra Electric Mobility Limited | 447% |
| Name of the Subsidiary | Rs. 5,000 Crores as a % of Subsidiary's Annual Turnover on a Standalone Basis | | | | | | | | | | | |
| Mahindra Logistics Limited | 137% | | | | | | | | | | | |
| Name of the Subsidiary | Rs. 2,000 Crores as a % of the Subsidiary's Annual Turnover on a Standalone Basis | | | | | | | | | | | |
| Classic Legends Private Limited | 838% | | | | | | | | | | | |
| Mahindra Electric Mobility Limited | 447% | | | | | | | | | | | |

| 9. Transactions undertaken in previous Financial Year ended 31 st March 2022 and 31 st March, 2021 | | | | |
|--|------------------------------------|---|-------|-------|
| (In Rs. Crores) | | | | |
| Sr. No. | Name of the Company | Nature of Transactions | FY21 | FY22 |
| a. | Mahindra Logistics Limited | Availing services related to transportation, stores and line feed, pre-outbound, stock yard management, warehousing and warehouse management and other services, purchase of goods, sale of services, dividend and other income, reimbursements received, etc. | 1,470 | 1,881 |
| b. | Swaraj Engines Limited | Purchase of Engines, Engine Components and other related Parts/Components, purchase of services, dividend income, deputation of personnel, reimbursements received, etc. | 1,191 | 1,380 |
| c. | Classic Legends Private Limited | Sale of Two Wheelers, Spares & components, sale of services, inter-corporate deposits, interest and other income, investments, deputation of personnel, reimbursements paid and received, etc. | 585 | 1,011 |
| d. | Mahindra Electric Mobility Limited | Providing fund based and non-fund based support including equity / debt / Inter-corporate deposits(ICD)/Guarantee etc., and interest thereon, purchase of goods, services and intangibles, sale of services, reimbursement received, other income, etc. | 209 | 634 |
| e. | Tech Mahindra Limited | Availing services related to IT, ITES including IT, Infrastructure, Cloud, IOT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, manpower, and other services, receipt of dividend and other income, sale of goods and services, reimbursement received, etc. | 680 | 1,253 |
| f. | Mahindra CIE Automotive Limited | Purchase of castings, forgings, sheet metal, and other components/parts, purchase and sale of services, purchase of assets, other income, etc. | 965 | 1,389 |

2) For Item No. 10

Details of the Material Related Party Transactions entered / to be entered between a Subsidiary of the Company and the Related Party of another Subsidiary of the Company.

| Sr. No. | Particulars | Disclosures | | | Monetary value p.a. |
|---------|---|---------------------------|----------------------------------|--|---------------------|
| | | Name of the Subsidiary | Name of the Related Party | Nature of relationship | |
| 1. | Name of the Related Party; Nature of relationship with the Subsidiary, including nature of its concern or interest (financial or otherwise); and Monetary Value | Mahindra USA, Inc. (MUSA) | Mahindra Finance USA LLC (MFUSA) | Mahindra USA Inc. is a wholly owned subsidiary of the Company. Mahindra Finance USA LLC is an Associate of Mahindra and Mahindra Financial Services Limited, a subsidiary of the Company. | Rs. 8,000 Crores |

| Sr. No. | Particulars | Disclosures |
|---------|--|---|
| 2. | Type/Nature, material terms and particulars of the contract or arrangements | 1) Avail inventory financing solutions for dealers of MUSA through payment of wholesale interest cost to MFUSA 2) Avail financing solution for end customers of MUSA by payment of retail interest costs to MFUSA 3) MUSA transfers its receivables to MFUSA and receives financing upfront from MFUSA 4) Payment of any other interest cost, charges & reimbursement of expenses 5) Sharing of retail credit risk through a loss pool arrangement |
| 3. | Any advance paid or received for the contract or arrangement, if any | Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. |
| 4. | Tenure | Contracts / arrangements / agreements / transactions for a period of 5 years i.e. upto 31 st March, 2027. |
| 5. | Justification for why the proposed transaction is in the interest of the Company | <p>MFUSA is a Joint-Venture Company between DLL, a global financial solutions provider and fully owned subsidiary of the Rabobank Group, and Mahindra and Mahindra Financial Services Limited (MMFSL).</p> <p>MFUSA provides complete financing solution for MUSA's dealers and end customers. Dealers avail inventory financing (floorplan financing) from MFUSA. Further, MFUSA also provides end customers with competitive and effective financing options to meet their needs.</p> <p>DLL and MMFSL bring more than 60 years of combined experience in financial services and equipment lending. The mutually rewarding relationship has allowed both the companies to finance key agriculture-based projects and equipment and scale new vistas of financial services, positively impacting the communities at large. Together they bring experience, value, and exceptional service to the customers with strong focus on product offerings and technology. The collaboration will continue to accelerate the company's position in attractive and growing market.</p> <p>These transactions not only help flow of credit to dealers and end customer, but also ensure consistent flow of funding without interruptions to MUSA.</p> |
| 6. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | Not Applicable as the transactions do not involve any loans, inter-corporate deposits, advances or investments made or given. |
| | i) details of the source of funds in connection with the proposed transaction; | Not Applicable |
| | ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure | Not Applicable |
| | iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Not Applicable |
| | iv) The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction | Not Applicable |

| Sr. No. | Particulars | Disclosures | | | | |
|----------------------------|---|--|---|-------------------|---------------------|-------------------|
| 7. | Details of the Valuation or other external party report (if any) | These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary. | | | | |
| 8. | Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Rs. 8,000 crores constitute 8.78% of the Company's Annual Consolidated Turnover* for the financial year ended 31 st March, 2022 | | | | |
| | | * Turnover includes Revenue from Operations and Other Income. | | | | |
| | | Name of the Subsidiary | Value of the proposed transaction p.a. as a % of the annual turnover of the Subsidiary on standalone basis | | | |
| | | MUSA | 230% | | | |
| | | Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2021-22 and the actual percentage shall depend upon the turnover of the Company/ Subsidiary as the case may be for the above referred respective financial years from 2022-23 to 2026-27. | | | | |
| 9. | Transactions undertaken in previous 2 years with certain related parties | Nature of Transactions | FY21 | | FY22 | |
| | | | In USD Lakhs | Rs. Crores | In USD Lakhs | Rs. Crores |
| | | Invoice Discounting | 3,441.56 | 2,532.65 | 4,942.54 | 3,742.49 |
| | | Wholesale Finance Cost | 51.31 | 37.76 | 38.14 | 28.88 |
| | | Retail Finance Cost | 78.71 | 57.93 | 58.51 | 44.30 |
| | | Loss Pool Cost | 32.66 | 24.04 | 12.31 | 9.32 |
| | | Total | 3,604.24 | 2,652.38 | 5,051.50 | 3,825.00 |
| | | Exchange rate | | | FY21 | FY22 |
| USD to INR conversion rate | | | 73.59 | 75.72 | | |

The Company has in place a robust process for approval of Material Related Party Transactions and on Dealing with Related Parties.

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and Dealing with Related Party Transactions and as required under SEBI Circular dated 22nd November, 2021. Further, a Certificate from the Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company confirming that the Related Party Transactions are in the ordinary course of business of the Company and on arm's length basis is also placed before the Audit Committee.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

As per the amended Listing Regulations effective from 1st January, 2022, all the Related Party Transactions shall be approved only by those members of the audit committee, who are independent directors. Since, the Company's Audit Committee comprises only of Independent Directors, the amendment to the Listing Regulations, requiring approval of related party transactions only by those members of the Audit Committee who are Independent Directors of the Company, was already institutionalised by the Company much before such amendment was made effective on 1st January, 2022.

The Related Party Transactions placed for Members' approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company.

The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

None of the promoters/ promoter group entities are interested, directly or indirectly, in any of the proposed transactions. The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolutions at Item Nos. 9 and 10 of the Notice.

Details of Directors or Key Managerial Personnel of the Company holding Directorships in the concerned Related Party(ies) are given below:

| Sr. No. | Company | Directors or Key Managerial Personnel of the Company holding Directorships in the concerned Related Party(ies) |
|--------------------|------------------------------------|--|
| Item No. 9 | | |
| 1. | Mahindra Logistics Limited | Dr. Anish Shah – Chairman and Non-Executive Director |
| 2. | Swaraj Engines Limited | Mr. Rajesh Jejurikar – Non-Executive Director |
| 3. | Classic Legends Private Limited | <ul style="list-style-type: none"> • Mr. Anand G. Mahindra – Chairman • Mr. Rajesh Jejurikar – Non-Executive Director • Mr. Manoj Bhat – Non-Executive Director |
| 4. | Mahindra Electric Mobility Limited | Mr. Rajesh Jejurikar – Chairman and Non-Executive Director |
| 5. | Tech Mahindra Limited | <ul style="list-style-type: none"> • Mr. Anand G. Mahindra – Chairman • Mr. CP Gurnani – Managing Director and CEO • Dr. Anish Shah – Non-Executive Director • Mr. Haigreve Khaitan – Independent Director • Ms. Shikha Sharma – Independent Director • Mr. T.N. Manoharan – Independent Director • Mr. Manoj Bhat – Non-Executive Director |
| 6. | Mahindra CIE Automotive Limited | – |
| Item No. 10 | | |
| 1. | Mahindra USA Inc. | Mr. Rajesh Jejurikar – Chairman and Non-Executive Director |
| 2. | Mahindra Finance USA LLC | – |

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution(s) set out at Item Nos. 9 and 10 of the Notice.

The Board of Directors of the Company recommends the Material Related Party Transactions of the Company as set out in Item Nos. 9 and 10 of the Notice for approval of the members by way of Ordinary Resolutions.

By Order of the Board

NARAYAN SHANKAR
Company Secretary

Registered Office:

Gateway Building, Apollo Bunder,
Mumbai – 400 001.

CIN : L65990MH1945PLC004558
e-mail : investors@mahindra.com
Website : <https://www.mahindra.com>
Tel. : +91 22 22895500

Mumbai, 28th May, 2022

Information at a glance

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1. | Day, Date and Time of AGM | Friday, 5 th August, 2022, 3:00 p.m. (IST) |
| 2. | Mode | Video Conference (VC)/Other Audio-Visual Means (OAVM) |
| 3. | Participation through Video-Conferencing | Members can login from 2:30 p.m. (IST) on the date of AGM at https://emeetings.kfintech.com |
| 4. | Helpline Number for VC participation | Phone No.: 040-6716 1509 or KFinTech's toll free No.: 1800-3094-001 |
| 5. | Submission of Questions / Queries Before AGM | <p>Questions/queries shall be submitted 48 hours before the time fixed for AGM i.e. by 3:00 p.m. (IST) on Wednesday, 3rd August, 2022, by any of the following process:</p> <ul style="list-style-type: none"> • Email to investors@mahindra.com mentioning name, demat account number/folio number, registered email ID, mobile number, etc. • Members holding shares as on the cut-off date i.e. Friday, 29th July, 2022, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/questions in the window provided, by mentioning name, demat account number/folio number, email ID and mobile number. <p>Members can also post their questions during AGM through the "Ask A Question" tab which is available in the VC/OAVM Facility as well as in the one way live webcast facility.</p> |
| 6. | Speaker Registration Before AGM | Visit https://emeetings.kfintech.com and click on "Speaker Registration" during the period from Monday, 25 th July, 2022 (9:00 a.m. IST) upto Wednesday, 27 th July, 2022 (5:00 p.m. IST). |
| 7. | Recorded transcript | Will be made available post AGM at https://www.mahindra.com/investors/reports-and-filings |
| 8. | Dividend for FY22 recommended by Board | Rs. 11.55 (231%) per Ordinary (Equity) Share of the face value of Rs. 5 each |
| 9. | Dividend Book Closure dates | Saturday, 16 th July, 2022 to Friday, 5 th August, 2022 (both days inclusive) |
| 10. | Dividend payment date | After Friday, 5 th August, 2022 |
| 11. | Information of tax on Dividend 2021-22 | https://www.mahindra.com/investors/reports-and-filings |
| 12. | Cut-off date for e-voting | Friday, 29 th July, 2022 |
| 13. | Remote E-voting start time and date | Monday, 1 st August, 2022 (9:00 a.m. IST) |
| 14. | Remote E-voting end time and date | Thursday, 4 th August, 2022 (5:00 p.m. IST) |
| 15. | Remote E-voting website of KFin | https://evoting.kfintech.com |
| 16. | Name, address and contact details of e-voting service Provider and Registrar and Transfer Agent | <p>KFin Technologies Limited (earlier known as KFin Technologies Private Limited) Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032</p> <p>Contact detail: Phone No.: 040-6716 1509 or KFinTech's toll free No.: 1800-3094-001</p> |
| 17. | Email Registration & Contact Updation Process | <p>Demat shareholders: Contact respective Depository Participant.</p> <p>Physical Shareholders: Send Form ISR-1 and other relevant forms to KFinTech at Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com</p> |
| 18. | Email Registration on Company/ Registrar and Transfer Agent's website | <p>Members may visit the following websites and follow the registration process as guided therein:</p> <ul style="list-style-type: none"> • Company's website www.mahindra.com and click on "email registration" • KFinTech's website https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx |

mahindra

The background features a large, abstract red shape that resembles a stylized mountain or a series of overlapping triangles. A trail of red particles, resembling a DNA helix or a data stream, curves across the center of the image. The word 'FUTURise' is written in a white, italicized, sans-serif font across the middle of the red shape.

FUTURise

ANNOUNCEMENT

We embarked on our journey of Integrated Reporting in F17 in keeping with our commitment towards transparency and the highest standards of corporate governance. The following year, to present our shareholders with a more holistic view of how we create and sustain long-term value, we included key elements of the Integrated Report (IR) along with the Annual Report. While staying true to the principles of the International Integrated Reporting Council's framework that was incorporated in the past, our Integrated Report structure has also evolved to create a more reader-friendly experience.

This IR is in consonance with SEBI Circular dated 6th February 2017. An Integrated Report takes corporate reporting beyond just discussing the financial resources, since any value creation activity requires other resources like people, natural resources and business relationships. This report will discuss how Mahindra & Mahindra Ltd. (M&M Ltd.) creates value by leveraging the interlinkages between these interdependent resources. Where necessary, we have explained the concept using charts and infographics. Some IR related data might be management estimates and could be updated in subsequent publications, like the Mahindra Sustainability Report.



For any other information please visit www.mahindra.com

HOW TO READ THE REPORT



This Integrated Report provides a cohesive view of our performance and ability to create value consistently through six capitals – Financial, Manufactured, Intellectual, Human, Social & Relationship, and Natural.



Integrated Report <IR>

Businesses exist to create value - not only for the shareholders, but also for their diverse stakeholders. A business's ability to sustain value over the long-term depends on how it manages, leverages and integrates its tangible and intangible resources - from financial capital, plant & machinery, employees, communities, government licenses and natural resources; to corporate governance practices, intellectual knowhow and the social license to operate.

We use an easy-to-understand diagram to depict inputs, outputs, and the resulting outcomes, with respect to various capitals, that are measured by KPIs. The structure of this report remains true to the principles of integrated reporting and seeks to create a more lucid flow of information for a crisp and coherent disclosure. The detailed Statutory Statements and Financial Reports are also part of this document and are in line with the requirements of the Companies Act, 2013 (including the rules made thereunder), Indian Accounting Standards, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Secretarial Standards.

Please note that certain statements in this report with regard to our future growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements.

Throughout the report, the terms 'Mahindra', 'Mahindra & Mahindra', 'M&M', and 'M&M Ltd.' have been used interchangeably to refer to Mahindra & Mahindra Ltd.

Scope of the Report

The reporting period of Mahindra & Mahindra Ltd. apropos this Integrated Report is 1st April, 2021 to 31st March, 2022.

This Integrated Report provides an overview of the operations and business development activities of the Company. It is also aligned to the nine principles of the Ministry of Corporate Affairs' National Voluntary Guidelines on the social, environmental and economic responsibilities of a business. The scope of this Report is related to Mahindra & Mahindra Limited, consisting of the Automotive Sector, Farm Equipment Sector, Spares Business Unit, Mahindra Research Valley, Two-Wheeler Division, Construction Equipment Division and Powertrain Business Division.

We have represented data related to other group businesses and Companies, wherever required, to provide a holistic view of the Company's performance and presence.

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MESSAGE FROM THE LEADERS



Anand G. Mahindra
Chairman



Dr. Anish Shah
MD & CEO

Dear Shareholder,

There is a famous quote by Nobel Prize winner, Dennis Gabor, which says “The future cannot be predicted, but futures can be invented.” As the world stands on the cusp of recovery post the pandemic, multiple headwinds have emerged, pushing the global economy back towards a state of crisis. Slow growth, rising inflation and geopolitical uncertainties have left all major economies reeling under this shock.

In this context, it is imperative for businesses to assert a point of view on how to best respond and shape the future. At Mahindra, we believe our core purpose of ‘Rise’ is our North Star... *driving positive change in the lives of our communities to enable them to Rise.* Our purpose is what makes us come to work every day.

We have deep conviction that there are no trade-offs between purpose and business outcomes. We will achieve social change and our business will outperform financially. And we will do this by maintaining the highest standards of governance and making our businesses future-ready with technology leadership.

The theme of this Integrated Annual Report, **FUTURise**, embodies the three critical pillars to achieve the scale of our ambition and to thrive in this fast-changing world: **Lead ESG, Outperform Financially and Be Future-Ready.**

When it comes to leading ESG, there are multiple actions that we have already undertaken on this journey. First is to become **Planet Positive**. We will do this by greening ourselves, decarbonising the industry and rejuvenating nature. Second, becoming **People Positive**, by living our Rise philosophy with our associates, communities and customers. Lastly, by being **Trust Positive** through our commitment to our shareholders, partners, and our investors.

Our path to value creation for all stakeholders will be realised when we outperform financially. For this, we need to have a clear **path to ROE**. We must maintain fiscal discipline and cost control, **accelerate growth** in our core businesses, and focus on **value creation** by scaling our growth gems, seeding digital platforms and through partnerships.

We want to build a future-ready enterprise and **technology** will play the role of a key enabler. Digitisation will help us elevate **customer experience**, and new technologies will **fuel businesses of the future** including our ambitious Born Electric Vehicles.

In this report, we celebrate a journey of continued resilience in the year gone by, coupled with optimism for a better future. Alone, we can do so little, together we can do so much. We believe that partnerships and collaborations with our associates, partners and customers are the bedrock for a sustainable business. It is only when we enable others to rise, will we **Rise**.

The future is bright. **FUTURise.**

Anand G. Mahindra
Chairman

Dr. Anish Shah
MD & CEO

FUTURise



Lead ESG Globally



Outperform Financially



Be Future-Ready

PERFORMANCE HIGHLIGHTS

I FINANCIAL – F22

M&M Standalone

REVENUE

₹ Crore

57,446 ▲ 29% increase compared to F21

M&M Consolidated

REVENUE

₹ Crore

90,171 ▲ 21% increase compared to F21

PAT (Before EI)*

₹ Crore

5,144 ▲ 26% increase compared to F21

PAT (Before EI)*

₹ Crore

6,236 ▲ 35% increase compared to F21

PAT (After EI)*

₹ Crore

4,935 ▲ 5X increase compared to F21

PAT (After EI)*

₹ Crore

6,577 ▲ 97% increase compared to F21



I NON-FINANCIAL – F22

Highest Ever Total Tractor Volume

3,54,698 units

(Includes domestic sales and exports; includes Mahindra, Swaraj & Trakstar Brands)

40%

Domestic Tractor Market Share

Total Automotive Volume

4,55,570 units

(Includes domestic and exports)

▲ 31% YoY increase in total volume



*EI - Exceptional Items | **Proposed

No.1 Position in SUV

Revenue Market Share in H2 F22



XUV700

India's No. 1 Safest Vehicle gets the biggest ever launch in the Indian automotive industry

>1,00,000

Bookings in 4 months -
Fastest SUV to cross
the milestone

5-star

Safety Rating
from Global NCAP

35 Awards

including the coveted
'Indian Car of the Year
2022' (ICOTY 2022) award



**No.1 Electric
3W Company**

Market Share of 73.4%



55%

Increase in utilisation of
Total Renewable Electricity
compared to F21



**In The League of
The Laureates**

for consistently featuring in the
Great Place to Work (GPTW) list
over the last 10 years

COMPANY OVERVIEW



**Founded in 1945,
the Mahindra Group
today is present in over
100 countries.**

THE MAHINDRA GROUP

Founded in 1945, the Mahindra Group is one of the largest and most admired multinational federation of Companies. The Group has a clear focus on leading ESG globally, enabling rural prosperity and enhancing urban living, with a goal to drive positive change in the lives of communities and stakeholders to enable them to Rise. While remaining committed to the core values and purpose, the Group has redefined the way to lead businesses by embracing ESG and technology for greater resilience, positioning itself for future growth, and creating shared value, enabling people to Rise. With the core corporate philosophy of Rise, the Group is reinventing the way the world looks at businesses.

MAHINDRA & MAHINDRA LTD.

Mahindra & Mahindra Ltd. is the flagship Company of the Mahindra Group. Our core business is mobility products and farm solutions. Since assembling our first vehicle in 1947, we have grown rapidly.

Today, we offer a wide range of products and solutions ranging from SUVs, pickups, commercial vehicles and tractors, to electric vehicles, two-wheelers, gensets and construction equipment.

We commenced our exports in the 1960s, and today, our vehicles and tractors can be found in all six habitable continents of the world.

GROUP SNAPSHOT

- World's largest tractor Company by volume.
- Enjoys a leadership position in farm equipment, utility vehicles, information technology and financial services in India.
- Strong presence in renewable energy, agriculture, logistics, hospitality and real estate.
- 260,000 employees in over 100 countries.

22 INDUSTRIES

Mahindra Group's operations are in the key industries that form the foundation of every modern economy. The industries, where we are transforming lives and shaping the modern world through our presence, have been outlined below:

| | | | |
|--|---|--|---|
|  Aerostructures |  Aftermarket |  Agri Business |  Automotive |
|  Boats |  Clean Energy |  Consulting |  Construction Equipment |
|  Defence |  Farm Equipment |  Hospitality |  Information Technology |
|  Insurance Broking |  Logistics |  Power Backup |  Retail |
|  Real Estate & Infrastructure |  Rural Housing Finance |  Steel |  Trucks & Buses |
|  Two-wheelers |  Vehicle & Equipment Finance | | |



OUR PURPOSE

Driving positive change in the lives of our stakeholders, enabling them to Rise

OUR CORE VALUES

Professionalism | Good Corporate Citizenship | Customer First
Quality Focus | Dignity of the Individual

HELPING PEOPLE RISE - FOCUS ON ESG

Mahindra has been helping people to Rise for over 75 years now. We are expanding and deepening our focus to create higher positive impact - by providing the right opportunities, sharing wealth equitably, manufacturing responsibly, and approaching business conscientiously.

In essence, we are focussing on Environmental, Social & Governance (ESG) factors through sustained, focussed programmes. We aspire to 'lead ESG globally'.



Environment

Mahindra continues to be a steward of nature by conserving natural resources, reducing pollution, protecting biodiversity and sustaining the environment for future generations. Our commitment to preserving the environment has strengthened even further as the world grapples with major environmental challenges.

We have been taking several initiatives - be it pioneering electric vehicles or committing to become carbon neutral as a Group by 2040; be it increasing the share of renewable energy in our energy mix or upholding stringent quality norms that win us international safety awards. We continue to promote sustainable development through our business decisions and actions.

For more information about our environmental initiatives, please refer to the Environment section on page no. 30 of this report.

Social

Socially responsible behaviour towards employees and the community has been a hallmark of the Mahindra Group.

We create and maintain a diverse, inclusive, vibrant, and meritocratic work environment that nurtures and motivates our employees. For the community, the Group CSR policy intends to focus on social investments in empowering girls and women, as well as in a massive tree plantation initiative to make positive impact on the planet. We do this because for us doing business for good is as important as doing good business.

For more information about our people-centric initiatives, please refer to the People section on page no. 36 of this report.

Governance

The Mahindra Group is committed to values and ethical business conduct not just in letter, but also in spirit. We have maintained the highest standards of governance to help us achieve strong, balanced, and sustainable growth for all our stakeholders. Our experienced, independent, and diversified Board of Directors, supported by robust risk management and compliance processes, play a key part in ensuring the highest standards of governance in all our activities.

For more information about our governance practices, please refer to page no. 139 of this report.

Lead ESG Globally



Anand Mahindra
Chairman



We aim to set the gold standard in ESG, with our promise to achieve social change and maintain financial balance. The 10 commitments towards ESG will serve as the foundation for our growth. We will stay undeterred on our path to achieve this goal.

OUR 10 COMMITMENTS towards Environment, Social and Governance (ESG)

| | | |
|--|---|--|
| RENEWABLE ENERGY 50% of Electrical Energy 2025 | PROJECT HARIYALI Plant 5 million trees per year 2026 | NANHI KALI Educate 1 million girls per year 2026 |
| CARBON NEUTRAL Science Based Targets in place 2040 | WATER POSITIVE At Group Level ONGOING | GOLD STANDARD IN GOVERNANCE Compliance & Disclosures 2022 |
| WOMEN EMPOWERMENT Support 1 million women per year 2026 | ENERGY PRODUCTIVITY 60% Improvement Targeted 2026 | CARBON PRICING EMPHASIS In Business Decisions ONGOING |
| | | ZERO WASTE TO LANDFILL 100% Sites Certified 2030 |



AWARDS & ACCOLADES

Corporate Awards

Group-level

- Department of Posts released Commemorative Postage Stamp to mark 75 years of the Mahindra Group.
- Ranked #2 on '2021 India's Best Companies to Work For' List by Great Place to Work Institute®.
- Golden Peacock Global Award for Excellence in Corporate Governance - 2021.

Auto Sector

- XUV700 named Indian Car of the Year by ICOTY.
- XUV700 bags Car of the Year, Value for Money Car of the Year, Executive SUV of the Year and Viewer's Choice Car of the Year by Autocar India.

Farm Sector

- Gromax Agri Equipment Ltd. won the Gold Award at the QCFI (Quality Circle Movement In India) competition.
- Jaipur plant won TPM Consistency Awards from Japan Institute of Plant Maintenance (JIPM).

Tech Mahindra

- Recognised among Economic Times Iconic Brands 2021.

Mahindra Finance

- Recognised as one of the Best BFSI Brands 2022 by the Economic Times.

Mahindra Lifespace Developers

- MWC Jaipur won Gold in the Service Sector at the 4th CII National Safety Practice Competition for excellence in workplace safety.

Mahindra Logistics

- Overall Excellence Award in Gold category at CII SCALE (Supply Chain and Logistics Excellence) Awards 2021.

Mahindra Intertrade

- Mahindra Intertrade won 'Best Governed Company' at ICSI National Awards.

Sustainability Awards

Mahindra & Mahindra

- Included in the Leadership Band for Corporate Sustainability by CDP (Carbon Disclosure Project). Part of 'A' list for CDP Climate & Water.
- Only Indian Auto Company to be part of DJSI (Dow Jones Sustainability Index) World & Emerging Markets. Also selected as a part of DJSI year book 2022.
- Ranked as the Leading Company in Auto OEM sector in ESG rating by CRISIL. The rating was launched in June 2021 with 225 companies across 18 sectors in India.

Tech Mahindra

- Received HRH The Prince of Wales' Terra Carta Seal in recognition of the Company's commitment to creating a sustainable future.
- Recognised with a prestigious 'A' score for global climate change and water stewardship by CDP.
- Emerged as the Global IT Leader in the Dow Jones Sustainability World Index 2021.

Mahindra Finance

- Ranked 29th amongst Top 100 Indian Companies for Sustainability & CSR 2021 by Futurescape.
- Included 3rd time in the renowned FTSE4Good Index Series for ESG performance.

Mahindra Lifespace Developers

- Received leadership status in climate change by CDP.

Mahindra Holidays & Resorts

- Recognised for best practices in CSR at the 11th Edition of Dream Companies to Work For.





Mr. Keshub Mahindra
Chairman Emeritus



Mr. Anand G. Mahindra
Chairman

CHAIRMAN EMERITUS AND THE BOARD OF DIRECTORS

Our Board consists of highly renowned professionals from diverse fields, with extensive knowledge and experience that enables it to contribute positively to the prosperity of our stakeholders.



Dr. Anish Shah
Managing Director & CEO



Mr. Rajesh Jejurikar
Executive Director
(Automotive & Farm Sectors)



Mr. CP Gurnani
Non-Executive
Non-Independent Director



Mr. Vikram Singh Mehta
Lead Independent Director



Mr. Haigreave Khaitan
Independent Director



Mr. Muthiah Murugappan
Independent Director



Ms. Nisaba Godrej
Independent Director



Ms. Shikha Sharma
Independent Director



Mr. T. N. Manoharan
Independent Director



Mr. Vijay Kumar Sharma
Nominee of
Life Insurance Corporation of India



Dr. Vishakha N. Desai
Independent Director

GROUP EXECUTIVE BOARD



Mr. Anand G. Mahindra
Chairman



Dr. Anish Shah
MD & CEO



Mr. Rajesh Jejurikar
Executive Director
Automotive &
Farm Sectors



Mr. CP Gurnani
MD & CEO
Tech Mahindra Ltd.



Mr. Amit Kumar Sinha
President
Group Strategy



Mr. Arvind Subramanian
MD & CEO
Mahindra Lifespace
Developers Ltd.



Mr. Mohit Kapoor
Executive Vice President
& Group Chief
Technology Officer



Mr. Naveen Raju
General Counsel & EVP
Group Legal



Mr. Parag Shah
EVP & Head
Mahindra ACCELO



Mr. R. Velusamy
President Automotive
Technology and
Product Development



Mr. Rajeshwar Tripathi
CHRO
Auto & Farm Sector



Mr. Ramesh Iyer
VC & MD
Mahindra & Mahindra
Financial Services
Limited



Ms. Asha Kharga

Chief Customer,
Communications &
Brand Officer



Mr. Ashok Sharma

President – Agri Sector
and MD & CEO -
Mahindra
Agri Solutions Ltd.



Mr. Hemant Sikka

President
Farm Equipment Sector



Mr. Kavinder Singh

MD & CEO
Mahindra Holidays &
Resorts India Ltd.,
President (Leisure and
Hospitality Sector) and
Vice Chairman
Holiday Club Resorts Oy
(Finland)



Mr. Manoj Bhat

Group
Chief Financial Officer



Mr. Manoj Chugh

President
Group Public Affairs



**Mr. Rampraveen
Swaminathan**

MD & CEO
Mahindra Logistics Ltd.



Mr. Ruzbeh Irani

President Group HR



**Mr. Veejay Ram
Nakra**

President
Automotive Division



Mr. Vinod Sahay

President and
Chief Purchase Officer



**Mr. Vivek
Agarwal**

President – BFSI, HLS and
Corporate Development
Tech Mahindra Ltd.

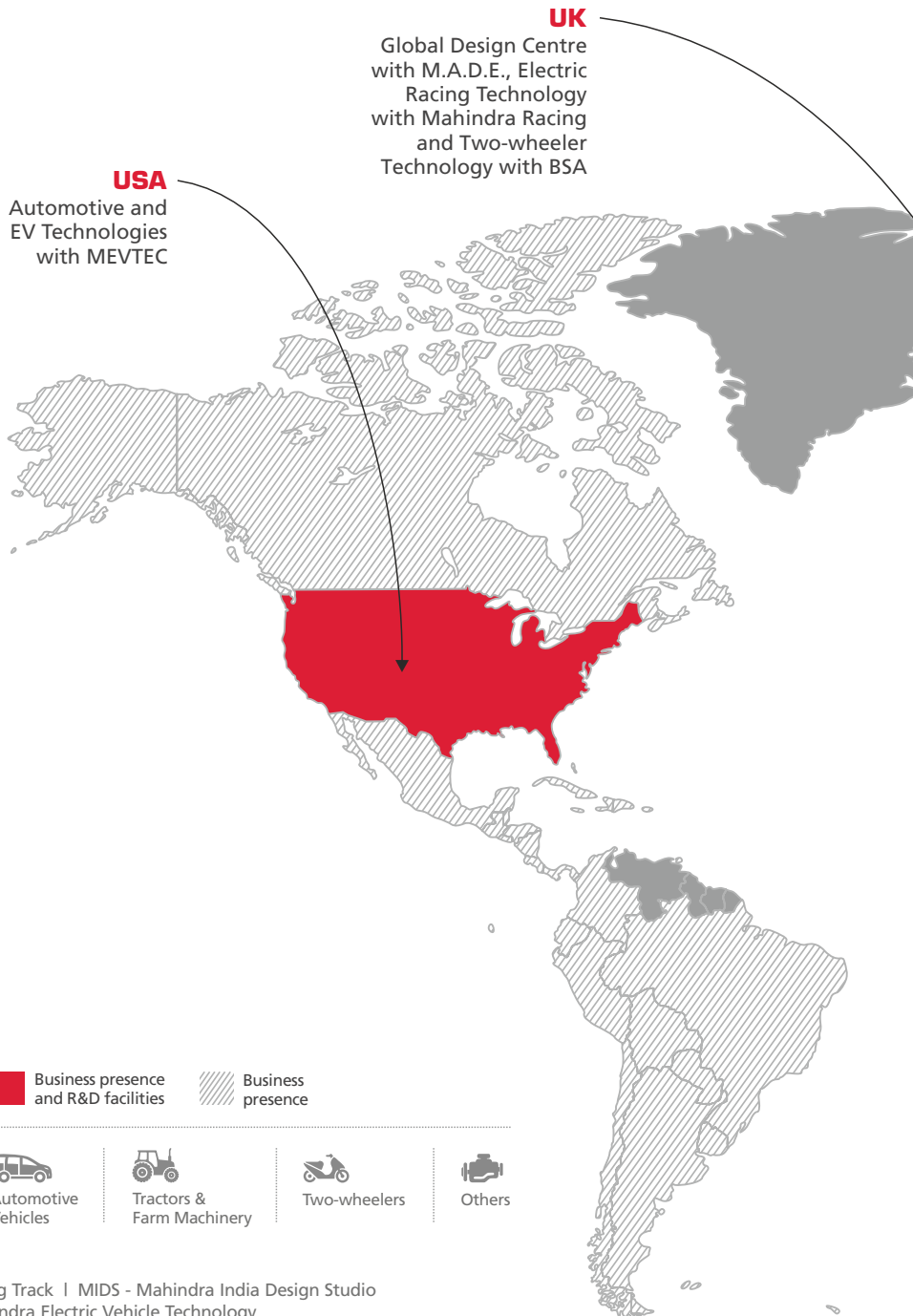
GLOBAL FOOTPRINT



THE GROUP HAS BUSINESS PRESENCE IN **100+ COUNTRIES**

66 MANUFACTURING/ ASSEMBLY FACILITIES AROUND THE WORLD

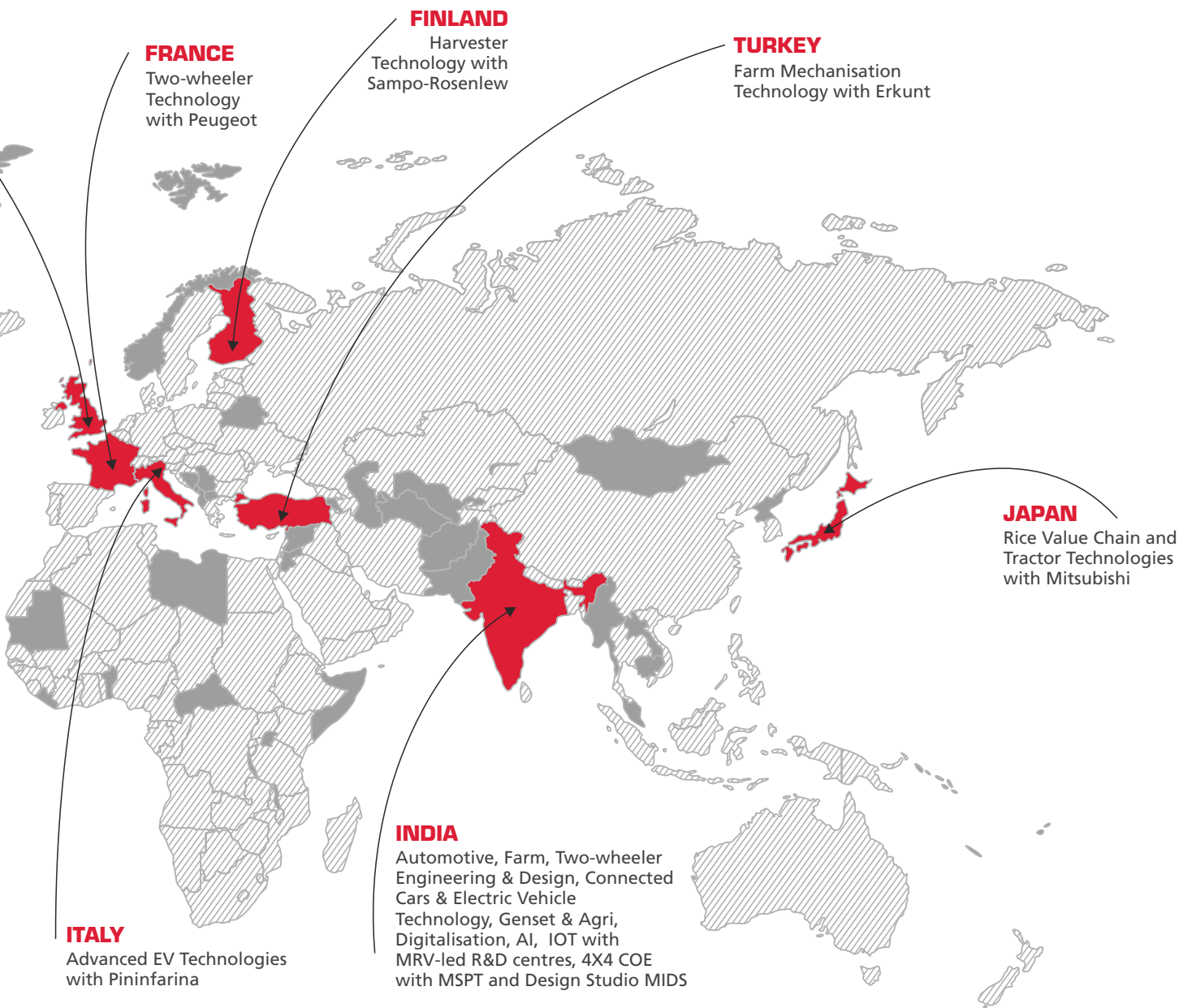
| | | | | | |
|-----------|--------------|--|--|--|--|
| 41 | INDIA | | | | |
| 02 | ALGERIA | | | | |
| 01 | AUSTRALIA | | | | |
| 01 | BENIN | | | | |
| 01 | BRAZIL | | | | |
| 01 | CHAD | | | | |
| 01 | CHINA | | | | |
| 01 | FINLAND | | | | |
| 01 | FRANCE | | | | |
| 01 | INDONESIA | | | | |
| 01 | JAPAN | | | | |
| 01 | KENYA | | | | |
| 01 | MALI | | | | |
| 01 | NIGERIA | | | | |
| 01 | SOUTH AFRICA | | | | |
| 01 | SRI LANKA | | | | |
| 01 | TUNISIA | | | | |
| 02 | TURKEY | | | | |
| 02 | UAE | | | | |
| 04 | USA | | | | |





OUR R&D FACILITIES ARE
SET UP IN **21 CENTRES**
ACROSS 8 COUNTRIES

India,
Finland, France,
Italy, Japan,
Turkey, UK, USA



Map not to scale.
For illustrative purposes only.

MANUFACTURING PLANTS IN INDIA

As on 31st March 2022, property, plant and equipment (including capital work-in-progress) at M&M Ltd. stood at INR 13,526 crore. We incurred a net capital expenditure of INR 3,186 crore in F22 and the major focus was on new product development.

20 MANUFACTURING PLANTS ACROSS THE COUNTRY



Automotive Sector Sales Volume (units)
455,570



Farm Equipment Sector Sales Volume (units)
354,698

3 MOHALI, CHAPPERCHIRI, SIALBA MAZRI
Swaraj Division

1 HARIDWAR

1 JAIPUR

1 VADODARA
Gromax

1 IGATPURI

1 RUDRAPUR

1 KANDIVALI **1**

1 PITHAMPUR **1**

2 CHAKAN

2 NASHIK

1 NAGPUR

1 ZAHEERABAD **1**

1 BENGALURU
Mahindra Electric

■ Manufacturing Plants

Automotive

Tractors & Farm Machinery

Farm Machinery

Two-Wheelers

Electric Vehicles

- Manufacturing plants include M&M Ltd., Mahindra Heavy Engines Ltd. (Chakan), Mahindra Electric Mobility Ltd., Gromax Agri Equipment Ltd.
- Map not to scale. For illustrative purposes only.

Connected Factories - Taking A Leap

8 Mahindra plants pan India with critical A class machines are connected through an in-house developed platform for better productivity, increased machine availability and enhanced efficiency.

MANUFACTURING CAPABILITIES

Globally, manufacturing is moving towards a new paradigm - Industry 4.0, which incorporates next-gen technologies in automation, big data and the Industrial Internet of Things (IIoT). Mahindra is taking rapid strides to lead these developments and is among the first to adopt Industry 4.0 in its manufacturing plants. We are committed to making our systems more transparent and interoperable, backed by analytics, to leverage these 4.0 tools for a sustainable competitive advantage.

Besides the increase in productivity, the new technologies have also helped Mahindra reduce energy utilisation, and thereby carbon footprint, through digital monitoring of energy used by manufacturing devices and scrutinising vehicle-wise energy consumption trends.

Technology Deployments

Chakan Plant

- Robotic in-line inspection and latest laser scanning for enhanced quality.
- Digital data capturing and integration with MES (Manufacturing Execution System) for big data analysis and trends.
- Modular fixtures enabled for inspection of all products which has reduced new investments and floor footprint.

- Integrated unique calibration asset for Advanced Driver Assist System.
- State-of-the-art transmission lines for XUV700 with robotics to enhance product quality, resulting in robustness and reliability of product.

New Assembly Line - Chakan Plant

- Trim line with wide skillets and wooden top, resulting in improved ergonomics.
- No Fault Forward (NFF) Drive - In XUV700, XUV300 & upcoming product lines, resulting in defect-free product to customers. 500+ error proofing systems installed.
- Kitting System 2.0, pick to light & put to light implemented in XUV700 & upcoming product lines.
- 100% battery tool implemented instead of pneumatic tools resulting in carbon footprint reduction, noise reduction and better reliability.

Haridwar Plant - New Paint Shop

- Installed world-class features like robotic painting, metallic painting, and better process quality with higher safety.

Igatpuri Plant

- Flexible engine shop for gasoline with diesel and engines having integrated quality assurance equipment.



Installed fully indigenous robotic body line under Make in India Initiative with more than 100+ robots.



Key Manufacturing Milestones in F22

355K Tractors
Highest ever production in a year

250kth Tractor
rolled out from Zaheerabad plant
(since inception)

Jaipur plant won TPM*
Consistency Awards from JIPM**

*Total Productive Maintenance

**Japan Institute of Plant Maintenance

REIGNITED VALUE CREATION



The Reigniting Value Creation exercise has already started yielding visible results in terms of profitability and ROE improvement.

Value creation is ingrained in Mahindra's DNA. In our journey of more than seven decades, we have consistently created value for our stakeholders and have uninterruptedly paid dividends, even before we went public in 1956. From a steel-trading venture to becoming a global brand, spanning nations and industries, we have grown significantly. We have constantly pushed the boundaries of possibilities to create products and technology-led services that enable our customers and stakeholders to Rise.

In F20, our performance was impacted due to losses in some of our international subsidiaries and slowdown in the Indian economy, exacerbated by COVID-19.

We rebooted our strategy with a sharp focus on financial discipline and streamlined capital allocation to maximise value creation for all stakeholders.

CAPITAL ALLOCATION UPDATE

Having identified that the losses incurred by some of our subsidiaries as a major factor for the drop in overall Company performance, we undertook an exercise to categorise the businesses:

- A Entities with a clear path to profitability**

- B Entities with quantifiable strategic impact, and**

- C Unclear path to profitability**

Based on this analysis, we took the following decisions:

- To exit SsangYong, GippsAero, GenZe, First Choice Services, Conveyor Systems and Dairy business.
- To restructure Mahindra Automotive North America.
- To divest metal fabrication business of Hisarlar in Turkey.

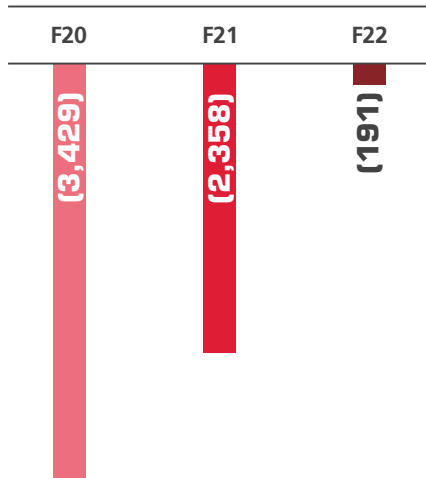
REIGNITED VALUE CREATION

The actions taken on Category C businesses along with a focus on improving the performance of businesses in Category A and B have resulted in significant reduction in losses from international auto and farm subsidiaries.

All the overseas farm sector subsidiaries have delivered positive EBIT for seven consecutive quarters.

PAT: Loss-making Entities*

International Auto and Farm operations (₹ Cr)

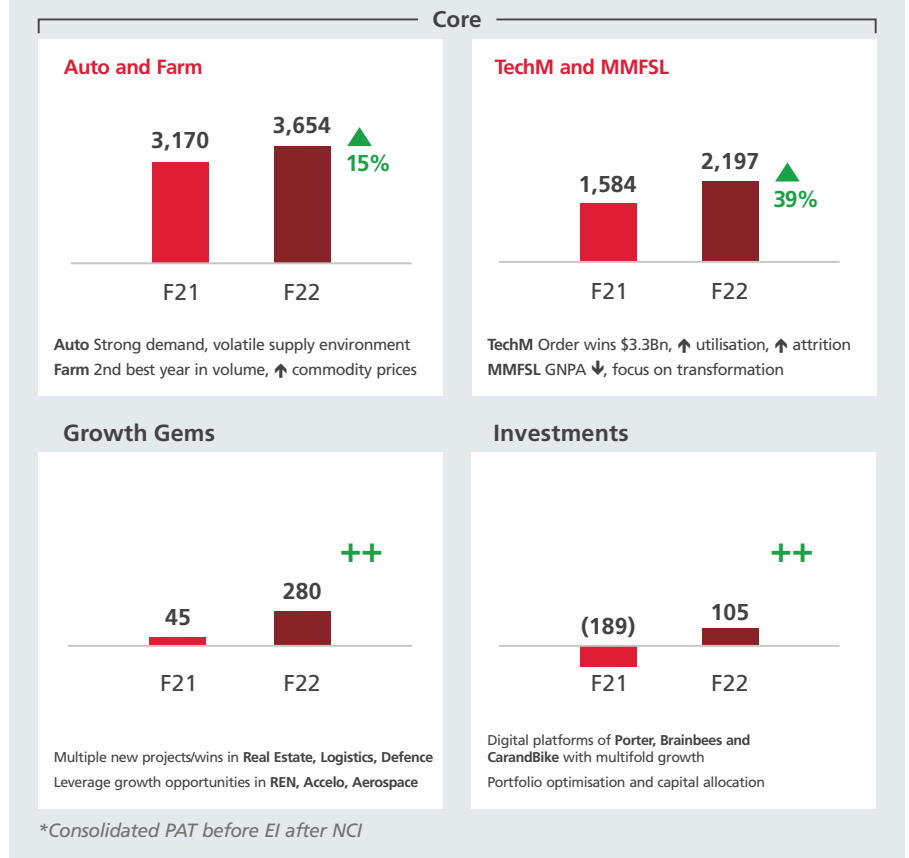


*Consolidated M&M PAT before EI after NCI

We also undertook several steps to accelerate growth in our Core businesses (Auto, Farm, Financial Services and IT Services), Growth Gems and Investments, which have started delivering results.

F22: CONSOLIDATED PAT*

₹ Cr



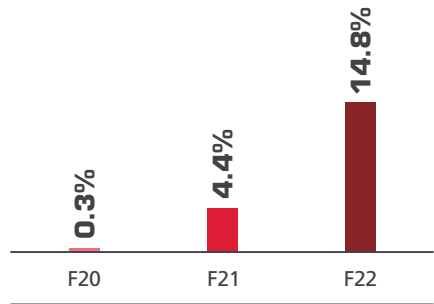
With the reduction in losses from our overseas subsidiaries, strong capital allocation discipline, robust cost control across all our businesses and the healthy performance of our businesses, we have been able to achieve 18% ROE (Consolidated) for three consecutive quarters starting Q2F22. As a result, the ROE (Consolidated) increased from 4.4% in F21 to 14.8% in F22.

7 consecutive quarters of Positive EBIT for Global Farm subsidiaries.



Mahindra's market cap has almost tripled (2.95 times) in the two-year period from April 2020 to March 2022.

Consolidated ROE



- Margin improvement across all Core businesses.
- Transformation initiatives at Mahindra & Mahindra Financial Services Ltd.

'Growth Gems' and 'Digital Platforms'

We are making significant progress in our Growth Gems and Digital Platforms as well.

While our Growth Gems are well poised to achieve growth, our initiatives in Digital Platforms would be value accretive. We have already seen a couple of these getting valued higher by global investors in subsequent rounds of funding.

Overall the actions initiated so far have started to reflect in shareholder returns over the last two years.

With what we have achieved over the last two years, we believe that we have laid a strong foundation to accelerate our growth momentum in a significant way. We will look at achieving significant EPS growth in our businesses going forward.

The key drivers for the growth in Core businesses will be:

- Regaining market leadership in passenger UV.
- Strong EV play - leveraging early success in 3W/4W.
- Scaling up in Farm Machinery - realising the untapped potential.

SAFE HARBOR STATEMENT: "Certain statements in this section with regard to our future growth prospects are forward-looking statements, which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements."

M&M Share Price



OUTPERFORM FINANCIALLY



To successfully straddle a world in a state of flux, businesses need to find the right balance - between ambitions and capabilities; between technology and human touch; between investing towards the future and strict cost control. This strategy of finding balance and taking quantum leaps into the future continues to drive growth at Mahindra.

STRATEGIC OVERVIEW

In the previous section, we disclosed in detail how our commitment to Reigniting Value Creation successfully steered the Group on the path to 18% RoE. Going forward, the focus will be on accelerating EPS growth with continued fiscal discipline while achieving global leadership in ESG.

In this section, we cover in more detail how we plan to accelerate core growth in the Auto and Farm Sectors.

AUTOMOTIVE SECTOR

We are committed to building the SUV brand reputation for its Authenticity and Sophistication.

The resounding success of the XUV700 and the All-New-Thar are testament to our core pillars of Capability, Performance, Safety, Technology and Sophistication.

We have initiated strong and bold moves to pivot growth in the Auto Sector by:

- **Building an SUV Legacy**
- **Strengthening Leadership in LCV**
- **Developing Platform and EV Strategy**

Building an SUV Legacy

We foresee that our core auto brands will continue to remain in strong momentum, aided by the strong booking momentum of the new additions like the XUV700, Bolero Neo and the heightened anticipation for the Scorpio-N and Born Electric SUVs.

We aim to become the No.1 core SUV player by leveraging our House of Brands - XUV, Thar, Bolero and Scorpio, and by launching 13 new products (including 8 launches in EVs) by 2027.



S P O R T
U T I L I T Y
V E H I C L E S

4 SUV
Blockbuster
Launches.



With
337,052*
tractors sold in
domestic market,
F22 marks our
second highest ever
tractor volumes
sales achieved.



With a market share
of 40%, we retained
the domestic market
leadership for the
39th
consecutive year.

**includes Mahindra,
Swaraj & Trakstar Brands*

Strengthening Leadership in LCV

In F22, we retained our No.1 position in LCV <3.5T segment with 40.3% market share for the eighth consecutive year. We are solidifying our leadership position in the light commercial vehicles segment by revamping the entire Pick-UP range to provide significant value upgrade.

Developing Platform and EV Strategy

EVs present a huge market opportunity and is a step towards decarbonising the industry. In the short-term, our immediate focus is on last-mile mobility since this market is ripe for scaling up.

The journey into EV Tech would start with a new portfolio of ICE (Internal Combustion Engine) derived SUVs leading to the Born Electric portfolio. The focus would be on driving partnerships along with leveraging internal capabilities developed through investments in MRV (Mahindra Research Valley), MEVTEC (EV Tech centre in USA), and M.A.D.E. (UK Design Centre) to create an exciting EV portfolio in the SUV space.

We are the leaders in Electric 3-Wheelers with 73.4% market share in F22. We are also the first Indian manufacturer to surpass 400 million electric kilometres through a fleet of Treo, eVerito and e2o Plus vehicles. Going ahead, we plan to launch 8 new EVs in the SUV space by 2027.



FARM EQUIPMENT SECTOR

Our constant endeavour is to serve and enrich the lives of farmers by revolutionising farming. We continue to remain the world's largest tractor manufacturer by volume in F22.

We have an aggressive growth strategy for the Farm sector, which would be driven by core domestic (growth in domestic tractor market share), growth in farm machinery, technology, and quantum jump in global farm businesses.

Core Domestic

Our two core brands, Mahindra and Swaraj are well-positioned to strengthen our leadership in the domestic market. F22 saw the successful launch of Yuvo Tech+ range of tractors and we have planned a series of new launches to augment our product portfolio. We also intend to leverage technology on agri-advisory and ecosystem services (offered through Krish-e: Farming-as-a-Service vertical) to transform farming in India.

Growth in Farm Mechanisation

Farm Mechanisation is an important enabler to address the concerns of farm productivity and farm labour shortage. We have an active presence in the farm mechanisation space through our farm machinery business, and offer efficient and affordable mechanisation solutions across the spectrum of farming operations.

F22 saw the launch of products like the new Heavy Rotavator and Smart Rotavators. Also, Swaraj Tractors launched CODE, a revolutionary mechanisation solution for horticulture farming. Going forward, we will continue to launch new farm machinery

products in the country with help from our COEs in Turkey, Finland and Japan (where, over the years, we have created footprints through strategic stakes and acquisitions). We are also setting up a dedicated new plant at Pithampur to produce rice transplanters, potato planters and harvesters.



Quantum Jump in Global Farm Businesses

In F22, the Farm Sector recorded the highest ever volume and revenue by exporting 17,646 tractors - a growth of 65.5% over the previous year. Our distribution operations, including USA, Brazil, various African and South Asian markets such as Nepal, Sri Lanka and Bangladesh, helped us to reach this milestone.



RISKS & OPPORTUNITIES

Our business is exposed to many internal and external risks, and consequently, we have institutionalised robust systems and processes, along with appropriate review mechanisms to actively identify, monitor, manage and mitigate these risks.

Key Risks & Risk Mitigation Initiatives

COVID-19 Pandemic and Geopolitical Crisis

- Implementation of countermeasures to minimise any short-term impact and mitigate any long-term impact.
- Company-wide initiatives to rationalise cost structures, cash flow management and minimise the impact of availability of materials and semi-conductors.



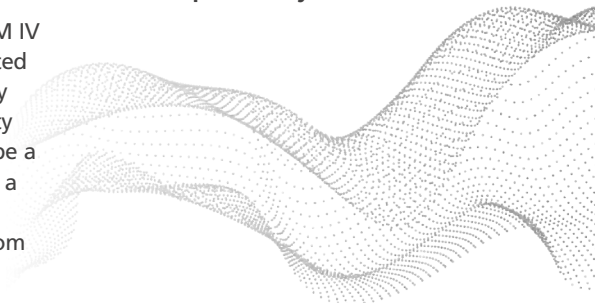
Competitive Intensity

- Invest in new product development, technology upgrades, increasing channel reach, focus on delivering customer-centric products & services and build a brand with an aim to remain competitive in the market.

New Emission Norms

- The revised emission norms BS TREM IV for tractors, slated to be implemented from October 01, 2022, would apply only to vehicles with engine capacity higher than 50 HP. This would not be a major disruptor as India is primarily a medium to high HP market, with around 80% of the sales coming from the 30-50 HP categories.
- Nonetheless, we are exploring innovative approaches for cost control and ensuring competitiveness whenever the new emission norms become applicable.

In F22, the Farm Sector recorded the highest ever volume and revenue by exporting 17,646 tractors - a growth of **65.5%** over the previous year.



New Regulations for Safety

- Geared up and confident of meeting any new regulations introduced.

Environment and Alternate Fuels

- Actively pursuing development of the EV market, products, and technology.
- Started operations at the latest manufacturing hub in Chakan, Pune which supplies EV components.

Commodity Prices

- Limited the impact of rise in commodity prices through concerted efforts towards cost reduction with initiatives including Value Analysis and Value Engineering activities.

Capacity

- Have built adequate manufacturing capacity for the immediate future.
- A new plant being set up at Pithampur to manufacture farm equipment like rice transplanters, potato planters and harvesters.
- Swaraj Division setting up a new manufacturing plant in Mohali to create additional capacity.

In addition, there are risks like significant variations in monsoon and depletion in reservoir levels that we must address on a year-on-year basis.

OPPORTUNITIES & OUTLOOK

In addition to building a fortress to protect and sustain the positions in the domestic market, both Auto and Farm Sectors have ambitious plans to take India to the world through strong exports.

AUTOMOTIVE SECTOR



The first half of F22 was influenced by the pandemic but still posted growth on the low base in F21. The second half saw good recovery given the economic conditions, but supply was restricted due to shortage of semiconductors. Also, a combination of sharp increase in commodity prices and fuel prices impacted the cost of ownership of passenger vehicles and commercial vehicles.

Factors that may significantly impact demand for automobiles in F23 are:

- **Supply shortage of semiconductors.**
- **Policies by the Government to boost consumption.**
- **Aggressive Government push for infrastructure-led growth.**
- **Increase in cost of ownership due to hikes in commodity and fuel prices.**

FARM EQUIPMENT SECTOR



The mid to long-term outlook for the Indian tractor industry is positive. The industry is seeing an upswing with the expectation of a bumper crop this Rabi season. Acreage of summer crop which is sown between Rabi and Kharif season has crossed last year's level. All these factors, combined with several initiatives taken by the Government, are driving up rural incomes.

Demand for mechanisation is also growing as shortage of agricultural labour will lead to increase in labour cost. An increasing trend of more farmers seeking technical inputs in agriculture also reflects the growth of progressive farmers.

For detailed information on the risks and opportunities, and outlook, please refer to the Management Discussion and Analysis section, page no. 107, in the Integrated Annual Report 2021-22.

FUTURE-READY



Our products are a manifestation of our purpose of helping people to rise. They are an outcome of human intellect, endeavour and perseverance, aided by technology and global best practices.

PRODUCT LAUNCHES IN F22

We are leveraging a portfolio of 8 engine platforms, 16 vehicle platforms and 30 vehicle variants to futurise mobility. Together, they shape and drive our long-term product strategy.

- To build a strong and authentic SUV brand with 13 new launches by 2027.
- Of the 13 new launches, we plan to launch 8 New EVs by 2027 that will comprise 20% of our volume.
- Strengthen our No. 1 position in LCV<3.5T segment with 17 new launches by 2026.
- Enrich farmers' lives by transforming farming through technology. 15 new products planned by 2027.

Towards this, we introduced a slew of new products during the year.

XUV700

The All-new Global SUV

Launched on August 14, 2021, the XUV700 packs a commanding presence, tough yet sophisticated experience, spirited performance, world-class safety and a whole gamut of first-in-class technologies. It boasts of the Advanced Driver Assistance System (ADAS) in the top-spec AX7 variant. ADAS includes road safety features like adaptive cruise control, lane keep assist, high beam assist, automatic emergency braking, amongst others. All these features together made XUV700 India's first full-size 7-seater SUV to get a 5-star Global NCAP rating for safety.

Within 8 months of its launch, XUV700 took the Indian automotive market by storm. It received 35 awards from the media and auto-community in F22 including the coveted 'Indian Car of the Year 2022' (ICOTY 2022) award. It also became the fastest SUV in India to hit the 1 lakh bookings mark.



XUV700

received 35 awards from the media and auto-community in F22 including the coveted 'Indian Car of the Year 2022' (ICOTY 2022) award.

Bolero Neo

The Authentic Indian SUV with Italian Interior Design

Launched in July 2021, the Bolero Neo caters to the evolving customers looking for an SUV that is tough and authentic, yet modern and trendy. The existing Bolero will continue to be sold along with the Bolero Neo. The Bolero Neo is built on the 3rd generation chassis shared with Scorpio & Thar, comes with the proven Mahindra mHawk engine and premium interiors crafted by Italian automotive designer Pininfarina.

The addition of Bolero Neo will help the Bolero brand to retain its position amongst the top 10 selling SUVs in the country.



Supro Profit Trucks

Higher profit to customers

The Supro has become one of the preferred small commercial vehicle platforms given its efficiency and engineering capabilities. In July 2021, the new range of Supro Profit Trucks was unveiled. This new range of cargo mover, comprising Supro Profit Mini and Maxi, is

affordable, more powerful, boasts of a greater payload capacity and higher mileage that assures higher profit to the customers. Over the years, the Supro platform has undergone rigorous full test cycle runs and has been validated on all performance, safety and reliability parameters.

e-Alfa Cargo

Small cart, big benefits

In January 2022, Mahindra entered the burgeoning electric cart segment in India with the Mahindra Electric e-Alfa Cargo. Despite its small dimensions, it has a large and wide cargo tray with a 310 kg payload. On a single charge, customers can travel 80 km with a top speed of 25 km/h. The e-Alfa cargo will be an affordable product in the company's growing electric portfolio, which already includes the Mahindra Treo Zor electric three-wheeler available in three variants.

Commanding the SCV segment for the 8th year in a row

With sales of 170,682 units of the Small Commercial Vehicles in F22 leading to a market share of 40.3%, we maintained our leadership in the Small Commercial Vehicle (<3.5T GVW) segment for the eighth consecutive year.

The Mahindra SCV range comprising Jeeto, Supro, Bolero Pik-up and Bolero Maxitruck Plus, is competitively positioned at various price points basis payload, power, performance and cargo size. It caters to the transport and logistics sector, offering the crucial last mile delivery of goods.

Yuvo Tech+

The New-age Advanced Tractors

In October 2021, the Farm Equipment Sector launched the Yuvo Tech+ - a new-age advanced tractor range. This tractor is available in three variants: 37 HP, 39 HP and 42 HP. These are powered by the new mZIP 3-cylinder engine that has higher engine capacity (CC) and boasts of the highest torque as well as best-in-class delivery of power and fuel-efficiency in the category.

PlantingMaster Paddy 4RO

Improving the productivity and income potential of rice farmers

A rice transplanter is a specialised labour and time-saving machine that ensures uniform transplanting of paddy seedlings. The Mahindra PlantingMaster Paddy 4RO is India's first 4-row ride-on type rice transplanter. The new technology offers state-of-the-art features, quality and ease of operation. The rice transplanters are designed by Mitsubishi Mahindra Agricultural Machinery of Japan and are customised to the specific needs of Indian rice farmers.

Swaraj Gen2 8100 EX Self-Propelled Combine Harvester

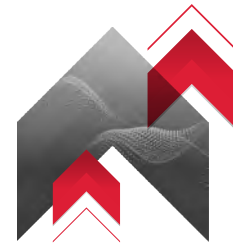
For best-in-class acreage in every harvest

Designed & developed to efficiently harvest rice, wheat and soyabean, the Swaraj Gen2 8100 EX Self-Propelled Combine Harvester offers enhanced productivity, performance and ease of operation, while maximising potential grain yield for best-in-class acreage.

It boasts of good ground clearance and a smaller turning radius, with a large 2,140 litre grain tank which is also easy to clean and service. It is also equipped with the latest GPS-enabled tracking system that ensures peace of mind to its owners with remote live tracking of location and performance parameters.

Partnership with CSC Grameen eStore for Grassroots Connect

In March 2022, Mahindra announced a partnership with CSC Grameen eStore, a Government of India initiative. As a part of this association, the CSC Village Level Entrepreneur (VLE) network will serve as Mahindra touchpoints in over 7 lakh villages across India, further aiding and simplifying the process of enquiries and purchases. Customers can visit their nearest CSC VLE store to make an enquiry about select Mahindra vehicles, namely, Bolero, Bolero Neo, Scorpio, XUV 300, Marazzo, Bolero Pickup and Bolero Maxi Truck. This will be processed digitally by the VLE to facilitate information, test drive and/or delivery by an authorised Mahindra dealer.



Empowering the last-mile service providers with information

One of the best ways to deliver customer delight, especially in rural sectors, is by reducing downtime of the product during service. To achieve this, the Farm Division introduced the Atmanirbhar Seva Kendra (ASK) - a transformative technical solution centre, to help dealerships and repair professionals diagnose the tractor problem efficiently and effectively. ASK is a centralised historical repository of solutions for common problems, knowledge base and collaboration platforms. The intelligent search helps identify relevant solutions from literature, while a specialist team provides live proactive support with stringent Service Level Agreements (SLAs).



We believe that technology has to evolve to enrich human experience. During the year, we focused on driving value for our customers through digital transformation.



STREAMLINING THE PROCESS AT DEALERSHIPS



- Rolled out a more agile CRM platform across 439 dealerships pan-India.
- The new SalesGenie Nxt App helps dealers manage processes like Enquiry Management, Follow-up, Test Drive, Quotation, Booking, etc., seamlessly.
- Real-time data integration of call centre and dealer agents to share leads.

TRANSFORMING THE BUYING EXPERIENCE

- Deployed Immersive 3D visualiser using WebGL Tech for customers to virtually experience XUV700.
- Enhanced the service app - With You Hamesha with an interactive owners' manual for XUV700.

**D I G I T A L
T R A N S F O R M A T I O N**



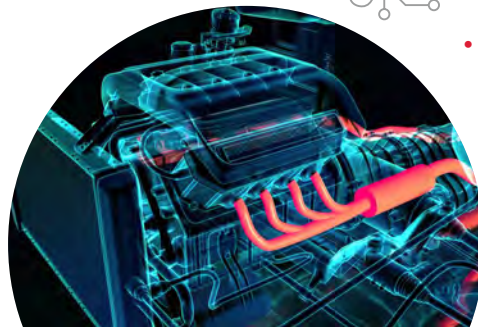
ENABLING INDUSTRY 4.0

- More than 3,000 digital interfaces across the plants in Phase 1, to enable high visibility and detail.
- Of these, more than 500 touch points directly contribute to assuring quality and customer experience.

DEPLOYING EMERGING TECHNOLOGIES



- Deployed AI/ML models for engine performance prediction during engine testing.
- Deployed OT security/industrial security across 12,000 devices.
- Exploring 5G networks to enable high data transfers for video analytics and remote sensing of vehicles.



DIGITISING THE SUPPLY CHAIN AND PRODUCT DEVELOPMENT

- Focus on demand planning, supplier collaboration and supply response as key areas for digitisation.
- We are set to digitise the strategic sourcing value chain and re-define product design validation to accelerate new product development.



EMPOWERING NEXT-GEN SALES MANAGEMENT PLATFORM

- Farm Division launched the Sales Ninja application to improve the sales productivity and empower the field team with relevant information in real-time.



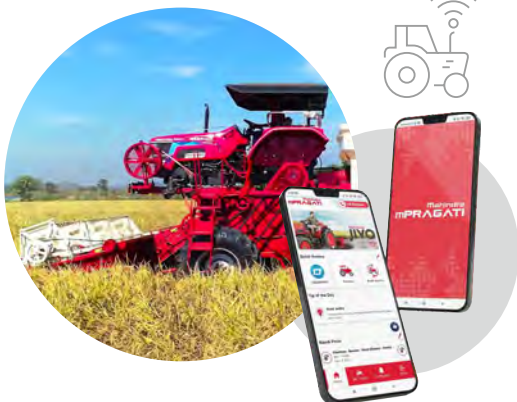
CREATING SYNERGIES

- Group Technology Office (GTO) is partnering with Electric Vehicle (EV) Tech teams, to work on data and experience based innovations aimed at enhancing EV health and safety as well as the digital experience of customers.

IT I T A L O R M A T I O N

DELIGHTING CUSTOMERS WITH GREATER ACCESS

- Mahindra mPragati provides access to Digisense features like live location, fuel levels, etc., to our tractors and farm machinery customers.



STRENGTHENING INFORMATION SECURITY

- Every Mahindra facility and office is covered under the ISO 27001:2013 Information Security standard. This is the most comprehensive certification in the area of Information Security Management in the automobile industry.
- We are already compliant with the EU GDPR and other regional privacy laws as applicable to the territories in which we operate.



INPUT-OUTPUT MODEL

INPUT

FINANCIAL CAPITAL

| | |
|---------------------------------------|--------|
| Total Segment Capital Employed (₹ Cr) | 14,762 |
| Gross Debt to Equity Ratio | 0.17 |
| Net Capital Expenditure (₹ Cr) | 3,186 |

MANUFACTURED CAPITAL

| | |
|---------------------------|---|
| Number of Plants in India | 20 |
| Material Cost (₹ Cr) | 42,342 |
| Key Raw Materials | Steel, Iron, Rubber, Glass, Aluminium, Copper, etc. |

INTELLECTUAL CAPITAL

| | |
|-------------------------------------|---|
| Spend on R&D (₹ Cr) | 2,410 |
| Spend on R&D (% of Revenue) | 4 |
| R&D Nodes | MRV, Pininfarina, M.A.D.E., MIDS, MEVTEC, MAM, Sampo Rosenlew |
| Patents Applied (nos.) | 149 |
| Patents Granted (nos.) | 95 |
| Design Registrations Granted (nos.) | 18 |

HUMAN CAPITAL

| | |
|---|--------|
| Number of Permanent Employees (nos.) | 21,297 |
| Temporary / Casual / Contractual Employees (nos.) | 27,664 |
| Unionised Permanent Workforce (%) | 86 |
| Employee Benefit Expense (₹ Cr) | 3,306 |
| Permanent Women Employees (nos.) | 659 |

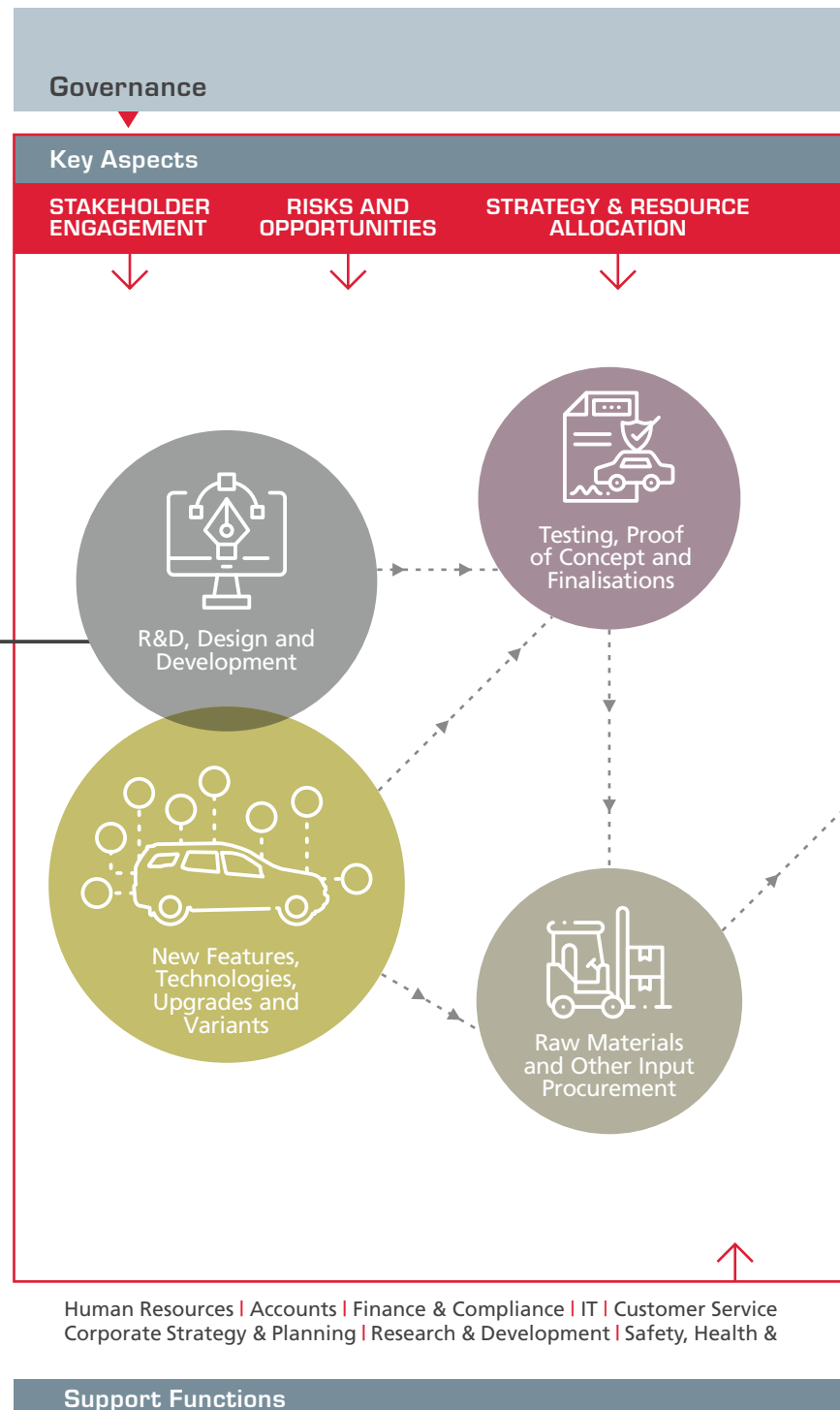
NATURAL CAPITAL

| | |
|---|-----------|
| % of Renewable Electricity | 12 |
| Total Energy Consumption (GJ) | 21,22,034 |
| Total Water Consumption (m ³) | 15,85,963 |

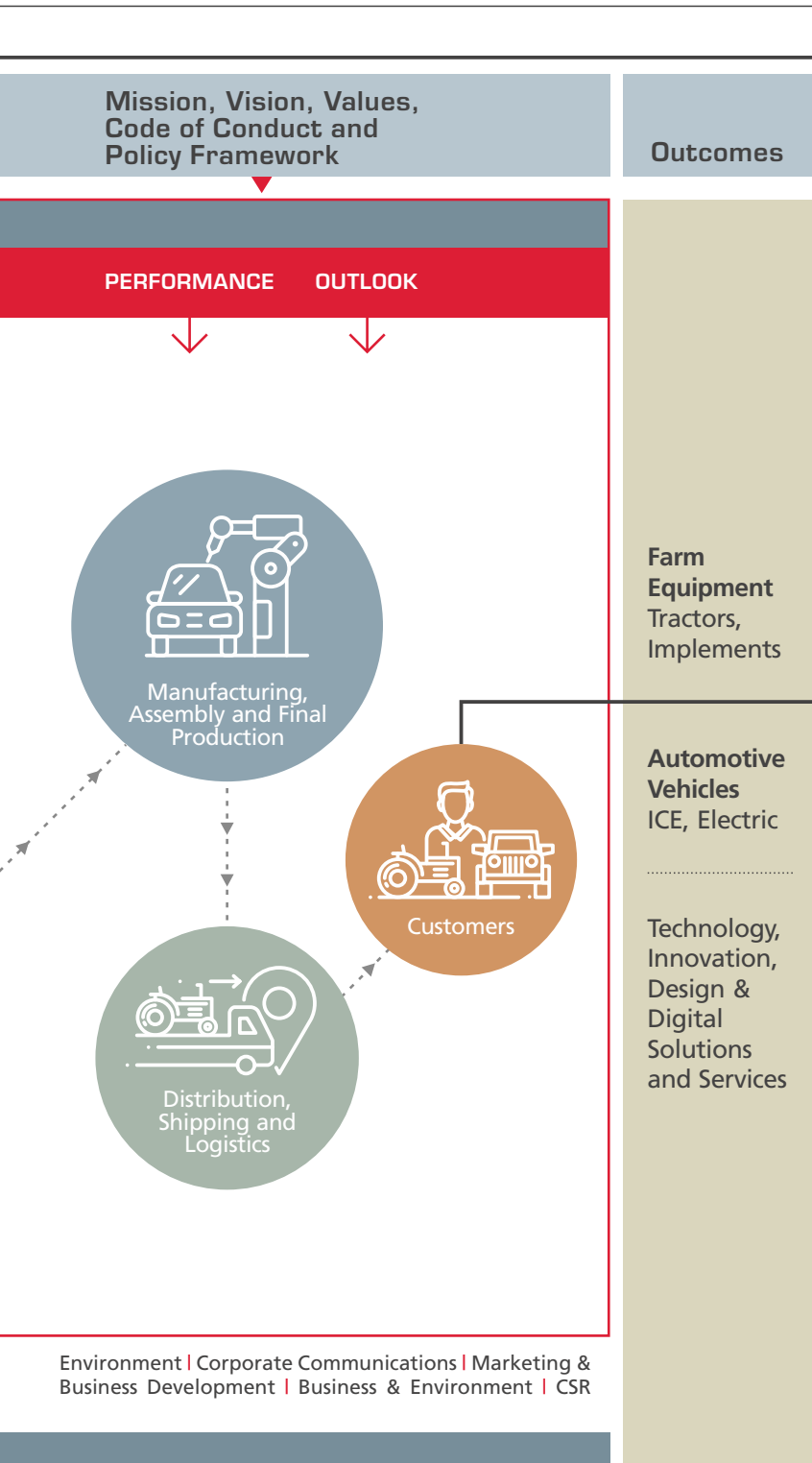
SOCIAL & RELATIONSHIP CAPITAL

| | |
|---|---|
| CSR Investment (₹ Cr) | 97.08 |
| Employee Volunteering Hours | 47,133 |
| Employee Volunteers for Various Services (nos.) | 7,718 |
| Key Focus Areas | Education, Health, Women Empowerment, Skill Development and Environment |

Business Model showing Principal Activities



Note: Financial Capital, Material Cost and R&D Spend are at M&M Standalone Level.



OUTPUT

FINANCIAL CAPITAL

| | |
|--------------------------------------|--------|
| Revenue from Operations (₹ Cr) | 57,446 |
| EBIDTA (₹Cr) | 7,042 |
| Net Profit (before EI) (₹ Cr) | 5,144 |
| Dividend from Group Companies (₹ Cr) | 1,363 |

MANUFACTURED CAPITAL

| | |
|---------------------------------------|----------|
| Total Automotive Vehicles Sold (nos.) | 4,55,570 |
| Passenger Vehicles (nos.) | 2,25,895 |
| Commercial Vehicles (nos.) | 1,77,117 |
| Three-Wheelers (nos.) | 20,131 |
| Automotive Exports (nos.) | 32,427 |
| Total Tractors Sold (nos.)* | 3,54,698 |

INTELLECTUAL CAPITAL

| | |
|-----------------------|--|
| New Products Launched | Auto: Bolero Neo, XUV700, Supro Profit Truck, Furio LCV, 3W: Alfa CNG, Farm: Yuvo Tech+, CODE |
| New Technologies | i3D Visualiser for Customers, SalesGenie Nxt App for Dealers, Enabling Industry 4.0 with >3,000 Digital Interfaces across Plants, AI/ML Models for Engine Performance Prediction |

HUMAN CAPITAL

| | |
|--|--------|
| Permanent Employees Trained (nos.) | 17,629 |
| Temp / Casual / Contractual Employees Trained (nos.) | 22,827 |
| Complaints on Child / Involuntary Labour | NIL |
| Complaints on Discriminatory Employment (Sexual Harassment Complaints) | 9 |

NATURAL CAPITAL

| | |
|---|----------|
| GHG Emissions (Scope 1 - tCO ₂) | 55,451 |
| GHG Emissions (Scope 2 - tCO ₂) | 2,33,941 |
| Energy Saved (GJ) | 56,896 |
| Water Recycled & Reused (%) | 44 |
| GHG Mitigation (tCO ₂) | 10,432 |

SOCIAL & RELATIONSHIP CAPITAL

| | |
|--|--------|
| Additional Girls Supported under Nanhi Kali (nos.) | 5,050 |
| Youth Trained at Mahindra Pride Schools (nos.) | 1,132 |
| Youth Trained at Mahindra Pride Classrooms (lakh nos.) | 1.13 |
| Women Farmers Supported under Project Prerna Krishi Mitra (nos.) | 20,135 |
| Total Trees Planted under Project Hariyali (lakh nos.) | 13.2 |

(*includes Mahindra, Swaraj & Gromax brands)

ESG LEADERSHIP GLOBALLY

ENVIRONMENT



Climate change is one of the biggest challenges the world is facing today, impacting the natural, economic and social systems we depend on. All industries and communities, directly or indirectly, are threatened by the effects of climate change.

Being a group with presence in 100+ countries, we understand that it is important to combat the challenges presented by climate change for the planet's sustainability and business profitability.

At Mahindra, we incorporated sustainability in our business practices right from the inception of the Company. Our efforts in environmental sustainability in the past have bolstered our image as a responsible Company. We are aggressively progressing towards our goal of becoming Carbon Neutral by 2040.

M&M was the first Company globally to commit to doubling its energy productivity through the EP100 initiative. We are committed to having all our locations certified as 'Zero Waste' by 2030. Under our 'Project Hariyali', we will plant five million trees every year, with more than 20 million trees already planted. We aspire to lead environmental, social and governance (ESG) aspects globally through sustained and focused programmes.

On the environment front, we are committed to achieve the following goals:

Carbon Neutral by 2040

**Committed to
Science Based
Targets**



100% Renewable
Electricity

50% by 2025
(Internal Target)



100% Improvement in
Energy Productivity

60% by 2026



Zero Waste -
100% Identified Sites

**ZWL Certified
by 2030**



Project Hariyali

**Plant 5 million
trees/year by 2026**



**M&M Ltd. became one of
the nine Global Transport
OEMs in Leadership Band
to receive 'A' Rating in
CDP Climate Change. In
CDP Water, it was one of
the eight to do the same.**



Mahindra conserves, protects and improves Natural Capital through the 3Cs approach:

Conservation of Natural Resources

Continuous Improvement towards Rejuvenation

Comprehensive Disclosures

Mahindra has been disclosing information to all stakeholders in a transparent manner for over 14 years through its sustainability reports that are based on the GRI framework. We have been publishing Annual Integrated Report based on International Integrated Reporting Council (IIRC) Framework since the last four years.

A cohesive framework, well-structured processes and focused interventions are the foundation of our environmental management approach. We have launched a number of key initiatives towards increasing the share of alternative energy sources in our operations, decarbonising the industry and rejuvenating the planet.

KEY MATERIALITY ISSUES

Apart from being an important tool to meet the expectations of the stakeholders, materiality helps shape our sustainability strategy, analyse risk factors and upgrade the business processes for future prospects. The materiality assessment is conducted every 3 years when we reset our roadmap.

Internal and external stakeholders are identified and engaged with during the materiality assessment. Based on these interactions and benchmarking with

industry peers, the material issues are identified. All stakeholders including top management, employees, suppliers, dealers, customers, investors, and community are engaged in this exercise. After mapping, prioritisation, preparation and validation, the materiality matrix is finalised.

The key material environmental issues are:



Carbon Emission



Water Security



Waste to Wealth

These core issues were given due importance while formulating the sustainability strategy. Some of the highlights of our sustainability initiatives are mentioned in this section.

REDUCTION OF GREENHOUSE GASES (GHG)



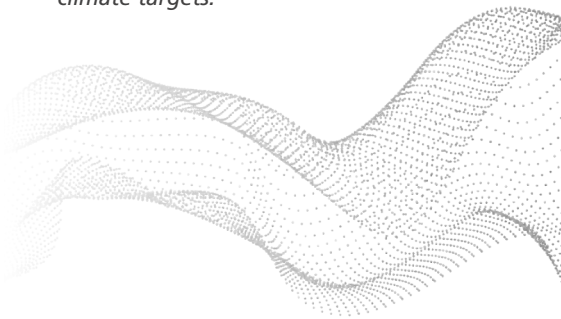
Every ton of reduction in GHG takes us closer to our target of becoming carbon neutral. The reduction in GHG also brings down our carbon footprint, improves employee and public safety, and reduces pollution.

Mahindra has been consistently working to reduce GHG by increasing energy efficiency and reducing dependence on non-renewable sources of energy.



Mahindra becomes part of WEF's CEO Alliance

To scale up the efforts in the race towards Net-Zero, Mahindra Group has joined the World Economic Forum's Alliance of CEO Climate Action Leaders India. The Alliance will serve as a high-level platform to support business leaders in planning and implementing plans and programmes to achieve climate targets.



First Indian
manufacturer to surpass
400 million
electric kilometres.

KEY INITIATIVES TO REDUCE GHG EMISSIONS

Electric Vehicles

The Mahindra Group pioneered the development of Electric Vehicles (EVs) in India and continues to lead the development and implementation of electric mobility. In EVs, we are focusing on last-mile mobility (Treo & Treo Zor), converting ICE to EV (e.g. upcoming eXUV300) and Born Electric Platform.

We have partnered with major e-commerce players such as Flipkart and Amazon, and fleet logistics Companies such as Mahindra Logistics, Terrago Logistics and Magenta, for expansion of their carbon-free fleet delivery vehicles.

Cleaner and Greener Process

To reduce environmental impacts and mitigate the rising costs of power, we are adopting cleaner and greener processes, and increasing energy & resource efficiencies. Transitioning to renewable energy will also fast-track our race towards carbon neutrality.

Green Portfolio

Mahindra Group has built several businesses with green products and services. The Green Portfolio includes initiatives such as waste-to-energy, renewable energy, auto recycling, green buildings, micro-irrigation and electric vehicles.

Carbon Pricing

Mahindra has announced its internal carbon pricing to create funds to facilitate the deployment of low carbon projects, enable informed decision-making by management on investments into low carbon projects, achieve emission reduction targets, and align Company

operations and investments with pathways that can successfully facilitate the transition to a low carbon economy. The Company has implemented a carbon price of USD 10 per ton of CO₂ emitted, and invested in innovative technologies and processes.

Science-based Targets (SBT)

As a Company operating in the manufacturing and agricultural sectors, Mahindra's operations are highly vulnerable to climate change and unpredictable weather events necessitating resilience planning. Mahindra is highly dependent on seasonal monsoon and is impacted by availability of energy, rising fuel cost, restricted access to raw material and changing consumer preferences.

- In line with the Science-Based Target Initiative (SBTi) - Mahindra & Mahindra Ltd. has committed to reducing Scope 1 and Scope 2 GHG emissions by 47% per equivalent product unit by 2033 from a 2018 base year.
- Mahindra & Mahindra Ltd. has also committed to reducing Scope 3 GHG emissions by 30% per sold product unit by 2033 from a 2018 base year.



**At Mahindra, SBTi targets
are approved for 18 Group
Companies till F22.**



Carbon Neutrality

Deep decarbonisation and carbon sequestration are the two areas we are focusing on to achieve net-zero carbon emission. In decarbonisation, we are focusing on three big drivers – energy efficiency, renewable energy and offsetting, while residual emissions are being addressed by creating carbon sinks. In F22, the sectors progressed on their carbon neutrality targets.



Key Energy Efficiency Measures

- Replaced high energy consuming conventional blower with energy efficient EC (Electronically Computed) blowers in Air Handling Unit applications at Mahindra Research Valley - Chennai, Auto - Nashik and Farm - Rudrapur plant. **The new blowers consume around 30% less energy compared to conventional ones.**
- Changed 200 old air circulators with Brushless Direct Current Motor (BLDC) air circulators that **consume 35-40% less energy compared to conventional air circulators.**
- Installed demand side controller for air compressors in the smart device which precisely maintains the compressed air pressure and eliminates losses while delivering the higher compressed air pressure to the user area.

Renewable Energy

Accelerating energy transition is a key factor in our ambition to achieve carbon neutrality and contribute to counteracting the climate crisis.

At Mahindra, we are rapidly moving from hydrocarbons to including more affordable and non-polluting energy sources in our mix, including solar and wind. **M&M's renewable electricity stood at 12% in F22.**

Transitioning to Renewable Power

Mahindra has adopted a 60-MWp captive solar plant located at Parbhani district in Marathwada region of Maharashtra state, which is functional from April 2022. The plant is expected to generate 100 million units of power.

This plant is the Company's most recent step towards achieving carbon neutrality by 2040 and science-based targets by mitigating 79,000 tons of annual carbon emission, which is equivalent to nurturing 3.7 million trees a year. It is also enough to supply 20,650 Indian households with power annually.



M&M mitigated
10,432 tCO₂
through energy saving measures
in the reporting year.

55%
Increase in utilisation of
total Renewable Electricity
compared to F21.

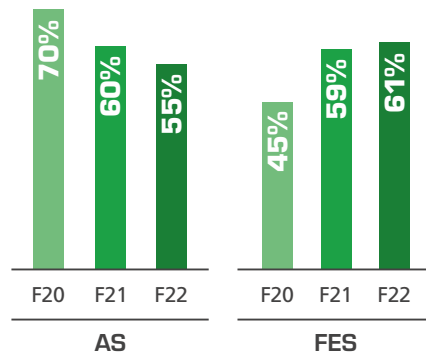
CONSERVATION OF ENERGY



Energy conservation helps Mahindra gain more control over the energy costs, reduces the demand for the earth's natural resources, and contributes to our effort to reach the carbon neutrality target. We follow a holistic approach to consistently enhance energy productivity.

Enhancing Energy Productivity

Mahindra recognises that we cannot manage what we can't measure. Therefore, we continue to monitor Energy Productivity (EP) by coming up with energy efficiency initiatives. We record Energy Productivity data separately for AS (Auto Sector) as well as FES (Farm Equipment Sector). Following is the EP data trend w.r.t. baseline year (2008-09).



44%

water recycled and reused in F22.

Total groundwater recharge at M&M Ltd. increased from 7,91,249 KL in F21 to

8,53,971 KL in F22.

WATER CONSERVATION

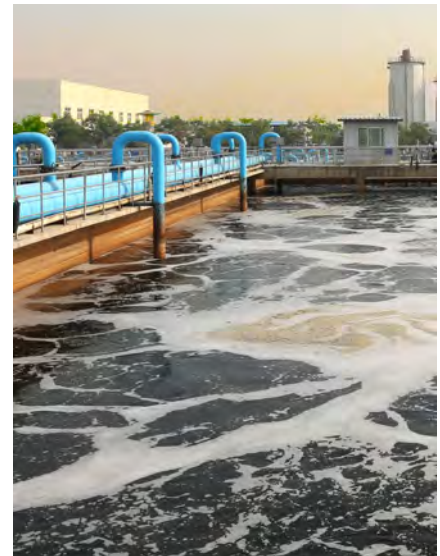


Water conservation is important to combat business risks as well as societal risks. Even a slight imbalance between the demand and supply of water can disturb the environment, social and financial ecosystems. Mahindra maintains the crucial balance for operations as well as for the community that uses it for various purposes.

We follow a holistic water conservation approach. This includes optimising consumption, recycling as much water as possible, and capturing and recapturing to rejuvenate the water sources.

Key Water Conservation Measures

- At Auto Division - Chakan, infrastructure is created wherein a softener and filtration system is installed to reuse the harvested rainwater for processes in the paint shop.
- In Farm Division Nagpur plant, infrastructure is created to recycle the treated ETP water for toilet flushing in washrooms.



REDUCTION OF WASTE GENERATED



Waste reduction leads to multiple benefits. It reduces GHG emissions that contribute to climate change, saves the amount of waste that needs to be recycled, incinerated, or sent to landfills, cuts down energy costs, and the requirement of natural resources for making new products.

The most effective way to reduce waste is to not create it in the first place. Therefore, we leverage technology and innovation to find better processes which improve efficiencies to reduce our material consumption. Less material means less waste.

Key Waste Management Initiatives

- Reuse of paint sludge as one of the raw materials for powder paint manufacturing at Auto Nashik plant 1 location.
- At Spares Business Unit, through a shredder machine, waste carton boxes are converted into re-usable packaging materials.

At Mahindra, we are working towards a circular economy, where material from new products comes from old discarded products.



For example, we are running CERO, India's first vehicle recycling Company in partnership with the Government to reduce environmental impact through recycling of scrap vehicles.

- We are also reducing packaging waste including wood, corrugated boxes, and papers.

PROMOTION OF BIODIVERSITY

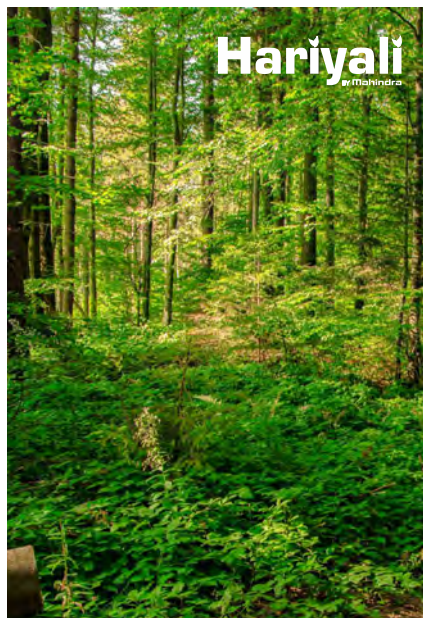


Biodiversity is fundamental to sustaining life and sustaining business. The decline in ecosystem services negatively impacts business profitability, access to raw material and can further revoke a business' social license to operate.

Mahindra is committed to preserving biodiversity for the sustainability of the business as well as local communities.

We have taken up a number of initiatives to preserve biodiversity.

- Mahindra Hariyali is a key initiative to increase the green cover in our ecosystem. It is a part of the Group's efforts to create a sustainable future and to enrich the lives of the communities in which it serves.
- As part of our biodiversity policy, we collaborate with IUCN (International Union for Conservation of Nature) and IBBI (India Business and Biodiversity Initiative), and undertake biodiversity assessments.



M&M Ltd.
recycles & reuses
71%
of the waste
generated.



M&M Ltd. planted
1.32 million
trees in F22.

ESG LEADERSHIP GLOBALLY

PEOPLE



We have a total workforce of **48,961** permanent and non-permanent employees.

86% of the permanent workforce is unionised.

In F22, safety and skill upgradation training was received by over **83%** of the permanent employees.

The world has entered a new era where the business landscape has changed completely. Organisations have become more agile and responsive to change – be it climatic, political or economic. Customer behaviours too have changed. They want brands to care about issues and stand for more than just turning profits. Mahindra aspires to lead this new world.

Our employees are our brand ambassadors who are contributing to make it happen. They bring vigour, dynamism, energy and ideas every day to not only deliver product and service excellence, but also play a significant role in helping us fulfil our aspirations in this new era.

In turn, we engage with our employees, invest in their professional development, provide them with a meaningful purpose, focus on their health & safety, celebrate innovation and out-of-the-box thinking, support well-reasoned risk-taking, and reward our employees for their performance.

THE MAHINDRA EMPLOYEE VALUE PROPOSITION

At Mahindra, we provide our employees with an empowering work culture where they learn and lead. Our employee value proposition 'CAPable people - REAL experience' underpins effective employee strategies that enable transformation and accelerate inclusive growth to drive the momentum towards collaborative success.

ENABLING TRANSFORMATION



Challenge Conventions



Bring Alternative Thinking to the Workplace



Drive Positive Change in the Lives of Our Customers & Communities

ENSURING GROWTH



Recognition for Outperformance



Empowering Environment



Abundant Learning Opportunities

In The League of The Laureates - Great Place To Work

In recognition for consistently featuring in the Great Place to Work (GPTW) list over the last 10 years, Mahindra entered the prestigious club 'The Laureates' in F21.

The GPTW Institute follows the most rigorous, credible and comprehensive methodologies globally to identify the organisations that make it to this prestigious list. The methodology sets the standard for defining great workplaces.



EMPLOYEE ENGAGEMENT

Mahindra is powered by people. We engage with our human capital to stimulate and harness a critical competitive edge. We consistently invest financial capital to unlock the leadership potential of our people and help them drive excellence at Mahindra.

Workmen Engagement Survey captures the voice of workmen across our 14 manufacturing plants biannually. The questionnaire measures various aspects of engagement through 14 factors that are categorised into stimulus and response factors.

MCARES Survey is devised to gauge employee engagement and gather feedback from them annually on parameters based on five drivers: Career, Alignment, Recognition, Empowerment and Strive.

TALENT MANAGEMENT AND LEADERSHIP DEVELOPMENT

At Mahindra, the learning and development strategy has been to create an ecosystem, which gives employees the ability to develop skills and provides them with growth opportunities.

Functional Talent Accelerators

In a diverse group like Mahindra, talent management is critical, both from a business point of view and from a talent perspective. Technical talent accelerators are equally important to build a pipeline of business leaders.

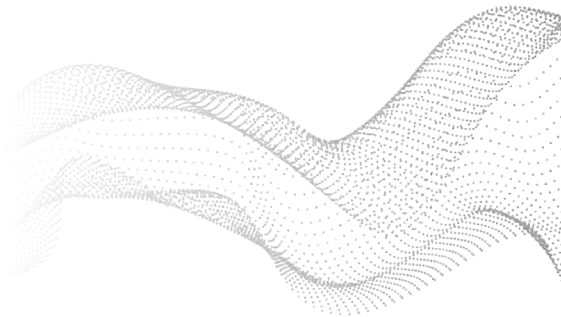
Through MRV's unique concept of 'Tech Ladder', we identify and cultivate technical talent by working on performance management, talent management and capability building. The Tech Ladder framework successfully caters to more than 2,000 engineers, covering multiple Centres of Expertise (CoE) and project functions across Automotive and Farm Divisions.



Mahindra's Automotive & Farm Equipment Sectors

Ranked #2

in the list of India's Best Companies to Work For, by Great Place to Work for F21.



In F22, MLU conducted
16 programmes totaling
3,855
learning hours and
served 1,331 learners.

Over **40,000**
users on-boarded onto
a leading content platform
in a period of 9 months.

The Group has signed up
for the World Economic Forum's
'Valuable 500',
a global initiative that promotes
a fair and accepting inclusive
environment for persons with
disability as a part of the
diverse workforce.

Mahindra Leadership University

Mahindra Leadership University rose with renewed resurgence this year. We redefined our MLU operating model and pivoted it towards a center of excellence with its core purpose rooted in our desire to create the next generation of Mahindra leaders from within and enable them to deliver breakthrough performance.

Digital Learning Initiatives

It is our firm belief that orbit-shifting growth happens when leaders commit to building capability at scale and Mahindra Digital Learning World is an outcome of this philosophy.

- Introduced digital learning at scale.
- 600,000+ learning items have been consumed.
- Accelerated digital learning adoption by providing access to even more world-class content.

Mahindra Skill Excellence

An internal platform for holistic skill enhancement of the shop floor associates. 2,800 associates participated from across all manufacturing units.

DIVERSITY AND INCLUSION

Mahindra is an equal opportunity provider with a strong focus on fostering Diversity and Inclusion (D&I) in the workplace. There is no unfair treatment concerning employment, promotion or other related issues, or termination of the employment, for reasons of gender or disability.

The Group Diversity Council implements the new metrics-driven D&I scorecard with a strong focus on gender diversity and provides flexibility to Group Companies on other aspects of D&I.

Under the Equal Opportunity Policy, we have been providing necessary training to the new recruits to enable them to carry out their jobs effectively. This also includes the POSH (Prevention of Sexual Harassment) awareness training done through 'Speak Up' campaign and refresher modules through our Ethics Counsellors. During the year, we revisited our people policies to make them simple and contemporary to help us build a more inclusive culture going forward.

Enabling Policies

- In addition to 26-28 weeks of fully paid maternity leave, all Mahindra Group Companies provide several flexible work policies to ease a new mother's transition back to the workplace.
- Provision of comfort/feeding rooms for women employees to rest during pregnancy and cater to needs after pregnancy.



- We provide paternity leave, ranging from 7-15 days to all new fathers to build a gender inclusive workforce.

Focussed Hiring

Structured hiring programmes that attract and recruit diverse talent through mindful and positive communication, specialised hiring consultants, and deeper engagement channels.

We also want to improve gender diversity in areas of technology and business operations, which is also going to be a thrust area for the Company.

Talent Management

Prioritising career development of women at all levels with access to senior leaders alongside the opportunity to develop new skills - specific programmes like Hi-potential Women Mentoring for broadening capabilities of the women employees to make them ready for leadership roles. For managerial band, women mentoring programme was launched to enable career guidance and coaching from senior leaders.

TRANSFORMATIONAL WORK CULTURE

In F22, we again organised 'Nayi Soch - Naya Dristikon', a 'Mindset Transformation' training for cell members and union leaders that covers various skill building programmes aligned with digitisation at workplace.

Industrial Relations

We have witnessed a very positive Industrial Relations scenario across all manufacturing locations for the Automotive and Farm Equipment Sectors. The Company amicably concluded long-term-settlement (LTS) for 8 plants. Mahindra continues to propagate proactive and employee-centric practices.

Health & Safety

Employees' health and safety is a priority at Mahindra. In F22, significant emphasis was laid on improving the health & wellness of employees and their families through annual medical check-ups, screening camps, and health promotional activities.

- 'Employee Health Index' is maintained at an individual level and this has been a useful tool in identifying employees who require focused counselling and monitoring.
- The 'Wellness App' is available to employees for quick access to critical health-related information.
- Exclusive COVID-19 awareness sessions for employees and their family members.



The sustained efforts toward building a transformational work culture resulted in zero production loss in F22, and helped create a collaborative, healthy and productive work environment.



ESG LEADERSHIP GLOBALLY

SOCIAL

In F22,
M&M invested
97.08 Cr
in various
social projects.



Recent volatility has adversely impacted world economies and global communities alike. For the world to prosper in the years to come, everyone must work towards the common cause of sustainable upliftment for all. For over 75 years now, at Mahindra, we have been mainstreaming marginalised communities by empowering them with education, access to healthcare, and means for gainful employment.

Aligned with the philosophy of enabling people to Rise, we are working to drive positive change where it matters most.

Our CSR approach is to invest in impactful social programmes and work with stakeholders to drive positive, sustainable and inclusive change in society. Through our various long-term social initiatives, we have positively impacted girl child education, skilling of youth, environment rejuvenation and prosperity of farmers.

KEY MATERIALITY ISSUES

Our key material issue in social capital is 'CSR Management'. M&M formulates community policies and sustainable strategies that address major societal issues through pan-India projects. Some of the key projects are highlighted in this section.

PROJECT NANHI KALI



Project Nanhi Kali supports the education of underprivileged girls in rural, tribal and urban poor areas across India. Initiated in 1996, it is jointly managed by the K.C. Mahindra Education Trust and Naandi Foundation. Supporting this project has been Mahindra Group's key CSR initiative for over 25 years now.

With the aim of helping girls complete schooling, Project Nanhi Kali provides girls (from Class 1-10) with comprehensive support including two hours of daily after-school remedial classes at Nanhi Kali Academic Support Centres. The girls also receive an annual school supplies kit comprising a school bag, stationery and feminine hygiene material, enabling them to attend school with dignity. To help improve learning outcomes, the project provides every girl with access to personalised, adaptive learning software embedded in digital tablets.

Despite prolonged Government school closures caused by the COVID-19 pandemic, the project ensured that girls continued to receive educational support through Academic Support Centres temporarily set up in the communities,



More than
83,591 girls
have benefitted through
5,338
Academic Support Centres
in nine states with the
support of Mahindra Group.

with due permissions from authorities. These efforts have not only helped in mitigating the heightened risk of girls dropping out of school due to COVID-19, but also in reducing learning losses caused by school closures.



PROJECT PRERNA KRISHI MITR



Women often work on farms for long hours performing tedious and back-breaking tasks. There was a need to help them become better farmers and improve their lives by providing them with the necessary opportunities, training and equipment.

Project Prerna Krishi Mitr is aimed at supporting and empowering Indian women in agriculture sector with the right tools and training on subjects like major crop productivity enhancement and farm mechanisation to ensure their incomes improved. The project helps in increasing the livelihoods of the women farmers and develops an entrepreneurial mindset among them.



REGENERATIVE AGRICULTURE PRACTICES



In line with our focus on empowering women, we initiated this project to enable women farmers to use regenerative agricultural practices as a technique to transform the soil on their land, increase productivity and earn profits throughout the year, in addition to ensuring food and nutrition security for their families. Under this project, Regenerative Agriculture Hubs were set up with a demo farm for sharing knowledge on various agricultural practices and training other women on various farm tools, equipment, and techniques.



MAHINDRA PRIDE SCHOOLS AND CLASSROOMS



To harness the advantage of our demographic dividend, the skill development of youth in India is essential. Aligning with this national priority, Mahindra Group began a livelihood and skill development programme called Mahindra Pride. The programme runs two different interventions, namely Mahindra Pride Schools (long-term course) and Mahindra Pride Classrooms (short-term course), catering to skills training.



A total of **3,400** women farmers from Moga in Punjab and Shravasti in UP were provided knowledge on regenerative organic farming practice.

In F22, Project Prerna Krishi Mitr benefitted **20,135** women farmers.

Since its inception,
45,420
youth have been
trained through
Mahindra Pride Schools.

Mahindra Pride Schools

A unique 90-day livelihood training programme focussed on four domains - ITES, Retail, Hospitality and Auto sector. Along with the domain training, students undergo training in life skills, spoken English and computer skills. Since inception, the programme has had a 100% placement track record, with the exception of the years of the pandemic (F21 & F22) when placements of students were adversely impacted.



In F22, 1,798 youth were trained through the support of Mahindra Group out of which 1,132 were supported by M&M Ltd.

Mahindra Pride Classrooms

The programme provides 40-120 hours of training modules to final year students studying in Government Colleges, ITIs and Polytechnics. The students are also trained in English speaking, life skills, interview preparedness and digital literacy.

In F22, 1.81 lakh youth were trained in this programme, with majority being women. Out of the total trained, 1.13 lakh youth have been supported by M&M.

Since its inception,
5.6 Lakh
youth have been
trained through
Mahindra Pride
Classrooms.

PROJECT HARYALI

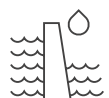


Project Haryali is the flagship environmental initiative of the Mahindra Group. Since inception in 2007, the Project has been adding 1 million trees annually contributing to the green cover and protecting the rich biodiversity, and we aim to raise this to 5 million trees annually soon.

In F22, the Mahindra Group planted 1.57 million trees, of which M&M planted 1.32 million trees. 1.11 million trees were planted in the Araku Valley alone. Besides greening the environment, the coffee plantations and fruit-bearing trees in the Araku valley region provide livelihood support to tribal farmers.

To date, 20.65 million trees have been planted through this initiative, of which 13.40 million trees were planted in Araku supporting the livelihood of 25,000 tribal farmer families.

INTEGRATED WATERSHED MANAGEMENT PROGRAMME



Mahindra Group believes that the Integrated Watershed Management Programme (IWMP) is key to address climate change as it conserves fertile soil, harvests runoff, recharges groundwater table, creates green belts, increases crop productivity, and develops the surrounding community.

M&M Ltd. initiated Watershed Management and Climate Proofing Programme in Public-Private Partnership mode with NABARD under its Watershed Development Fund (WDF) in two locations - National Priority Areas of Aspirational District (Hatta block of Damoh district, Madhya Pradesh) and River basin development (Igatpuri block of Nashik district, Maharashtra), benefiting the area of 15,800 ha in 30 villages.

Similarly, to address the water needs and develop region-specific models, around 12 water-centric livelihood development programmes have been implemented across various states like Maharashtra, Rajasthan, Madhya Pradesh, Uttar Pradesh, Bihar, Karnataka, Odisha, and Uttarakhand.



Key outcomes of the project

- **703** water harvesting structures were completed and renovated.
- **11,840 lakh litres** of water was conserved for groundwater recharge and other use for the local communities.
- **8,216 ha** of land was treated for soil and water conservation.
- **9,000+** farmers benefitted through this project.
- **12,111 ha** of irrigation potential has been created.

COVID-19 RELIEF SUPPORT



In F22, M&M Ltd. continued to pledge support for strengthening the healthcare infrastructure required to battle the ongoing COVID-19 pandemic. We supported the installation of 12 oxygen plants and distributed 836 oxygen concentrators across various states.

We also distributed 134,000 face masks, 8,000 liters of sanitisers, 6,000 PPE kits, 6,000 gloves, and 4,630 face shields to support the frontline workers and community.

We provided 39,328 cooked meals and distributed dry ration kits to 9,400 beneficiaries.

IMPACT Programme

The 'Implemented Mass Scale Preventive Actions for COVID-19 Transmission' (IMPACT) programme is being spear-headed in partnership with Naandi Foundation, in 600 villages in Araku, Andhra Pradesh.

Apart from raising awareness, the project ensured thermal screening leading to early detection, and immediate treatment through the provision of drugs under medical supervision. A similar programme is also being implemented in partnership with the Aatapi Seva Foundation for marginalised communities in 25 villages of Bharuch, Gujarat.

Employee Volunteering: Employee Social Options (ESOPs) and MySeva

Despite the challenges posed by the pandemic, M&M employees continued to drive a positive change through volunteering.

The ESOPs and MySeva platforms provided 38,803 employees with volunteering opportunities across the Group, enabling them to invest 3,62,585 person-hours towards giving back to society. Of these 7,718 M&M employees contributed 47,133 person-hours towards various social causes. Overall 2,54,984 person-hours were contributed through ESOPs which is an organised volunteering programme at the Mahindra Group.

Of the total volunteering hours, 1,07,601 person-hours were contributed by employees across the Group through the MySeva initiative which encourages employees to extend the spirit of giving in their personal capacity by recognising their social responsibility.



Mahindra Group employees contributed 3,62,585 person-hours through volunteering platforms in F22.

The cover features a light gray background with several overlapping, semi-transparent red geometric shapes. These shapes include large triangles and chevrons pointing upwards. A prominent feature is a large, stylized red arrow pointing upwards, composed of multiple overlapping layers. In the center, there is a glowing, 3D-style DNA double helix structure made of red dots and lines. The text is centered and rendered in a clean, white, sans-serif font.

**ANNUAL
REPORT
2021-22**

—
MAHINDRA & MAHINDRA LTD.

Corporate Information

COMMITTEES OF THE BOARD

■ Audit Committee

Mr. T. N. Manoharan - Chairman
Ms. Shikha Sharma
Mr. Vikram Singh Mehta
Mr. Haigreve Khaitan

■ Stakeholders Relationship Committee

Mr. Haigreve Khaitan - Chairman
Mr. Anand G. Mahindra
Dr. Vishakha N. Desai
Mr. Muthiah Murugappan

■ Governance, Nomination and Remuneration Committee

Mr. Vikram Singh Mehta - Chairman
Ms. Shikha Sharma
Mr. Haigreve Khaitan
Ms. Nisaba Godrej

■ Corporate Social Responsibility Committee

Dr. Vishakha N. Desai - Chairperson
Mr. Anand G. Mahindra
Dr. Anish Shah
Mr. Vikram Singh Mehta
Mr. Muthiah Murugappan

■ Strategic Investment Committee

Mr. Anand G. Mahindra - Chairman
Mr. Vikram Singh Mehta
Mr. T. N. Manoharan
Ms. Shikha Sharma
Mr. Vijay Kumar Sharma

■ Risk Management Committee

Mr. T. N. Manoharan - Chairman
Dr. Anish Shah
Ms. Shikha Sharma
Mr. Rajesh Jejurikar
Mr. Vikram Singh Mehta
Mr. Haigreve Khaitan

■ Chairman Emeritus

Mr. Keshub Mahindra

■ Board of Directors

Mr. Anand G. Mahindra
Chairman

Dr. Anish Shah
Managing Director and
Chief Executive Officer

Mr. Rajesh Jejurikar
Executive Director -
(Automotive & Farm Sectors)

Mr. Vikram Singh Mehta
Lead Independent Director

Dr. Vishakha N. Desai
Independent Director

Mr. T. N. Manoharan
Independent Director

Mr. Haigreve Khaitan
Independent Director

Ms. Shikha Sharma
Independent Director

Ms. Nisaba Godrej
Independent Director

Mr. Muthiah Murugappan
Independent Director

Mr. Vijay Kumar Sharma
(Nominee of Life Insurance
Corporation of India)

Mr. CP Gurnani
Non-Executive
Non-Independent Director

■ Key Managerial Personnel

Mr. Manoj Bhat
President & Group Chief
Financial Officer

Mr. Narayan Shankar
Company Secretary

■ Bankers

Axis Bank Limited
Bank of America N.A.
Bank of Baroda
Bank of India
Canara Bank
Central Bank of India
HDFC Bank Limited
Kotak Mahindra Bank Limited
Standard Chartered Bank
State Bank of India
Union Bank of India

■ Auditors

B S R & Co. LLP
14th Floor, Central B Wing and
North C Wing, Nesco IT Park 4,
Nesco Center,
Western Express Highway,
Goregaon (East),
Mumbai - 400063, India.

■ Advocates

Khaitan & Co.,
One World Centre,
13th Floor, Tower 1,
841, Senapati Bapat Marg,
Mumbai - 400013, India.

■ Registered Office

Gateway Building,
Apollo Bunder,
Mumbai - 400001, India.

The background features a complex geometric design with overlapping chevron and triangular shapes in various shades of gray. A prominent feature is a trail of white, semi-transparent particles that curves across the center of the page, resembling a data stream or a particle path. The text 'BOARD'S REPORT' is centered in a bold, red, sans-serif font.

**BOARD'S
REPORT**

—

Board's Report

Dear Shareholders

Your Directors present their Report together with the audited financial statements of your Company for the year ended 31st March, 2022.

A. FINANCIAL AND OPERATIONAL HIGHLIGHTS

(Rs. in crores)

| Particulars | 2022 | 2021 |
|--|--------|---------|
| Revenue from Operations..... | 57,446 | 44,630 |
| Other Income | 2,076 | 1,199 |
| Profit before Depreciation, Finance Costs, Exceptional items and Taxation..... | 9,118 | 8,157 |
| Less: Depreciation, Amortisation and Impairment Expenses | 2,451 | 2,370 |
| Profit before Finance Costs, Exceptional items and Taxation | 6,667 | 5,787 |
| Less: Finance Costs | 223 | 396 |
| Profit before Exceptional items and Taxation... | 6,444 | 5,391 |
| Add: Exceptional items..... | (209) | (3,087) |
| Profit before Taxation | 6,235 | 2,304 |
| Less: Tax Expense | 1,300 | 1,320 |
| Profit for the year..... | 4,935 | 984 |
| Balance of profit for earlier years..... | 29,464 | 29,102 |
| Less: Transfer to Retained Earnings | — | (20) |
| Profits available for appropriation..... | 34,399 | 30,106 |
| Add: Due to Scheme of Arrangement..... | — | (294) |
| Add: Other Comprehensive Income/(Loss)* .. | 102 | (56) |
| Less: Dividend paid on Equity Shares..... | 1,088 | 292 |
| Balance carried forward..... | 33,413 | 29,464 |

* Remeasurement of (loss)/gain (net) on defined benefit plans, recognised as part of retained earnings.

The Financial Year 2022 will go down in India's economic history as an unprecedented one with huge gyrations in fortune. The second wave of the pandemic hit lives hard and was way more vicious than the first one. **Yet, it was not about Covid in spite of the second wave, it was more about hope and recovery as India successfully navigated its course through turbulent waters.** As the wave receded, there was a dramatic surge in the pace of vaccination and India was able to vaccinate most of its eligible population rapidly. Concomitantly, there was

a rebound in growth as evidenced from high frequency indicators. However, the enthusiasm was disrupted by the third wave of the pandemic which fortunately proved to be less vicious and short lived.

The Union Budget doubled down on the investment-oriented strategy focussing on capital expenditure to kickstart a "virtuous cycle of investment" while crowding in private investments. However, by the end of February, global risk-off sentiments gathered steam and geopolitical risks came to the fore from the war in Ukraine. The return of uncertainty clouded the global macroeconomic and financial landscape even as the global economy struggled to recover from the pandemic.

The Indian economy is estimated to have grown by 8.9% during the Financial Year 2022 aided by a favourable base but the economic recovery across the Sectors was uneven. Private consumption and fixed investment – key drivers of domestic demand remained subdued being only 1.2% and 2.6% respectively, above their pre-pandemic levels.

The Profit for the year before Depreciation, Finance Costs, Exceptional items and Taxation recorded an increase of 11.8% at Rs. 9,118 crores as against Rs. 8,157 crores in the previous year. Profit after tax increased by 401.5% at Rs. 4,935 crores as against Rs. 984 crores in the previous year.

Your Company continues with its rigorous cost restructuring exercises and efficiency improvements which have resulted in significant savings through continued focus on cost controls, process efficiencies and product innovations that exceed customer expectations in all areas thereby enabling the Company to maintain profitable growth in the current economic scenario.

Details of Material Changes from the end of the Financial Year till the date of this Report

No material changes and commitments have occurred after the closure of the Financial Year 2021-22 till the date of this Report, which would affect the financial position of your Company.

Performance Review

Automotive Sector

Your Company's Automotive Sector posted total sales of 4,55,570 vehicles (4,35,086 Passenger vehicles, commercial vehicles and 20,484 three-wheelers) as against a total of 3,48,621 vehicles (3,31,384 four-wheelers and 17,237 three-wheelers) in the previous year, registering a growth of 30.7%.

In the domestic market, your Company sold a total of 4,23,143 vehicles as compared to 3,30,271 vehicles in the previous year, resulting in a growth of 28.1%.

In the Passenger Vehicle (PV) segment, your Company sold 2,25,895 vehicles [including 2,23,682 Utility Vehicles (UVs), 2,154 Vans and 59 Cars] registering a growth of 43.7%, as compared to the previous year's volume of 1,57,215 vehicles [including 1,55,530 UVs, 1,676 Vans and 9 Cars].

In the Commercial Vehicle (CV) segment, your Company sold 1,77,117 vehicles [including 32,039 vehicles <2T GVW, 1,38,643 vehicles between 2-3.5T GVW, 1,891 Light Commercial Vehicles (LCVs) in the LCV > 3.5T segment, 1,135 vehicles in the 7.5-16.2T GVW segment and 3,409 Heavy Commercial Vehicles (HCVs)] registering a growth of 13.4% over the previous year's volume of 1,56,159 vehicles [including 23,789 vehicles < 2T GVW, 1,28,100 vehicles between 2-3.5T GVW, 1,160 LCVs in the LCV > 3.5T segment, 684 vehicles in the 7.5-16.2T GVW segment and 2,426 HCVs].

In the three-wheeler segment, your Company sold 20,131 three-wheelers, registering a growth of 19.1% over the previous year's volume of 16,897 three-wheelers.

For the year under review, the Indian automotive industry (except 2W) grew by 15.7%, with the PV industry growth of 13.2% and CV industry growth of 26%. The UV segment showed growth by 40.4%. Within the CV industry, the LCV goods <3.5T segment grew by 15.8% while the MHCV goods segment grew by 49.2%.

Your Company's UV volumes stood at 2,23,682 units, a growth of 43.8%. The UV market share for your Company stood at 15%. For the year under review, the All New Mahindra-XUV700 launched in August 2021, performed well in the UV segment with a volume of 26,261 units for the Financial Year 2022. It garnered cumulative 50,000 bookings within a 3-hour booking window (spread over 2 days). Thar, Scorpio, XUV300 and Bolero continued to be strong brands for your Company in the UV segment.

In the LCV<3.5T segment, your Company retained its No.1 position with 40.3% market share. Your Company sold a total of 1,70,682 vehicles in this segment. Your Company has a market share of 55% in the LCV 2-3.5T segment, which is the Pickup segment.

In the Medium and Heavy Commercial Segment (MHCV), your Company sold 4,544 trucks as against 3,110 in the previous year. This is a growth of 46.1%. Your Company's market share in the MHCV segment stands at 2%.

Your Company is the pioneer for Electric Vehicles (EVs) in India, and for the year under review, sold (along with its subsidiary Mahindra Electric Mobility Limited) 17,006 EVs as against 5,418 EVs in the previous year.

During the year under review, your Company posted an export volume of 32,427 vehicles as against the previous year's exports of 18,350 vehicles. This is a growth of 76.7%.

The spare parts sales for the year stood at Rs. 2,859.2 crores (including exports of Rs. 235.2 crores) as compared to Rs. 2,165.3 crores (including exports of Rs. 133.5 crores) in the previous year, registering a growth of 32%.

Farm Equipment Sector

Your Company's Farm Equipment Sector recorded total sales of 3,54,698 tractors (domestic + export) as against 3,54,498 tractors sold in the previous year. These figures for the current year sales and previous year sales include tractors sold under the Trakstar brand, which is the third brand of your Company under the subsidiary Gromax Agri Equipment Limited.

For the year under review, the tractor industry in India recorded sales of 8,42,266 tractors, a de-growth of 6.4%. Tractor Industry recorded de-growth in Financial Year 2022 from a high base of highest ever sales in Financial Year 2021.

In the domestic market, your Company sold 3,37,052 tractors, as compared to 3,43,833 tractors in the previous year (these figures for the current year sales and previous year sales include tractors sold by Gromax Agri Equipment Limited), recording a de-growth of 2%. It is the second highest ever volume sold by your Company. With market share at 40%, a gain of 1.8% over previous year, the Company continues to be the market leader for the 39th consecutive year. Your Company's performance was supported by good performance of all products in the portfolio.

Your Company continues to focus on growing the farm mechanisation space, by offering affordable mechanisation solutions. The portfolio comprises of

Rotavators, Cultivators, Harvesters, Rice transplanters, Balers and Sprayers.

For the year under review, your Company exported 17,646 tractors which is a growth of 65.5% over the previous year.

Spare parts net sales for the year stood at Rs. 917 crores (including exports of Rs. 81 crores) in Financial Year 2022 as compared to Rs. 758.2 crores (including exports of Rs. 48.8 crores) in the previous Financial Year 2021, registering a growth of 20.9%.

Other Businesses

Powerol

Under the Powerol brand, your Company has been a leader in providing power back-up solutions to the telecom industry for more than 14+ years. Your Company continues to consolidate its presence in the tele-infrastructure management space. Alongside the Telecom, Powerol has been increasing the Retail market share, especially with the extension in HkVA range. With the introduction of the BS IV range of engines, Powerol has introduced 21 new nodes for various industrial applications.

Powerol stands at No. 2 brand by volume in the overall Diesel Genset power back-up segment.

Powerol's move towards sustainability has led to the introduction of the Gas Powered gensets with introduction of 5 nodes between 15 kVA to 315 kVA. They offer lower operating costs and low emissions complying to the new emission norms.

Construction Equipment

For the year under review, your Company (under the Mahindra EarthMaster brand) sold 729 Backhoe Loaders (BHLs) against 681 in Financial Year 2020-21, which is a growth of 7%. Your Company also has a presence in the road construction equipment business through motor graders (under the Mahindra RoadMaster brand).

For the year under review, your Company sold 117 motor graders, as against 82 in Financial Year 2020-21 which is a growth of 42.7%. The BHL industry de-grew by 31% due to transition from BS3 to BS4 and commodity inflation. The Grader industry has grown by 14% with increased focus on the infrastructure development push by the Government of India.

Your Company has presence in Sugar Cane Haulage (under Mahindra Haul Master Brand) in Kenya. This is a new product which is added to the portfolio. For the year under review, your Company sold 105 Haulage tractors.

Two-Wheeler Business

In line with the strategy for the two-wheeler business, your Company through its subsidiary, Classic Legends Private Limited had reintroduced the iconic brand 'Jawa' to the Indian market in the Financial Year 2019, with the launch of new range of JAWA motorcycles - Jawa and Jawa Forty-Two. A new addition to portfolio - Yezdi was launched in the Financial Year 2021-22.

Launch of Non-Fungible Tokens (NFTs)

The launch of NFTs is another step taken by your Company to leverage the next frontier of digital marketing. With the release of its first tranche of tokens, it became the first Indian automotive original equipment manufacturer to enter the universe of NFTs.

Current Year's review

During the period 1st April, 2022 to 27th May, 2022, 90,899 vehicles were produced as against 54,903 vehicles and 79,739 vehicles were dispatched as against 49,117 vehicles during the corresponding period in the last year. During the same period 64,447 tractors were produced and 64,180 tractors dispatched as against 55,904 tractors produced and 55,682 tractors dispatched during the corresponding period in the previous year.

The tectonic shifts beginning 24th February, with the commencement of war in Ukraine, followed by sanctions and escalating geopolitical tensions have cast a shadow on the pace of global recovery. Medium-term global growth is expected to decline to about 3%, compared to an average of 4.1% in the period from 2004 to 2013, and growth of 6.1% in 2021 as per the IMF. It has pared its expectation of global economic activity to slow with a projection of a 3.6% growth in 2022.

The global economy is staring at fractures in the international financial architecture and accentuation of shortage in key commodities will add to the inflationary pressures throughout 2022 with a projection of 5.7% in advanced economies and 8.7% in emerging economies. Global central banks across the world, look set to tighten monetary policy conditions in a bid to counter the growing inflationary pressures even if it leads to some sacrifice of growth.

Financial market volatility caused by monetary policy normalisation in advanced economies, geo-political backdrop, higher oil and commodity prices and renewed wave of COVID-19 pose a challenging backdrop in Financial Year 2023. Infections with augmented supply-side disruptions and protracted shortages of critical

inputs, such as semi-conductors and chips, pose downside risks to the outlook. Yet, India remains relatively better positioned to weather these storms and is estimated to grow at 7.2% in the Financial Year 2023 – the fastest growth rate among peers and economies of its size.

While fiscal and monetary policies were supportive of India's growth recovery thus far, the Reserve Bank of India has begun the process of normalisation of monetary policy by raising the policy repo rate as well as the cash reserve ratio. However, an avowed fiscal policy focus on capital expenditure that has significantly higher multipliers than other forms of spending will fuel durable growth over the medium to long term. Importantly, forecasts of the fourth successive 'normal' Monsoon, higher vaccination coverage and seropositivity in the community provide higher margin of safety around growth in the year ahead.

Finance

Reeling under the jaws of an unprecedented Financial Year 2020-21, caused due to outbreak of COVID-19 severely impacting human lives, global trade and commerce, Financial Year 2021-22 saw the financial markets grappling with the Delta variant of COVID-19, choked supplies, escalating geo-political tensions, inflationary pressures, mounting commodity prices and volatility that came together as a perfect storm.

Emerging economies experienced disruptive spillovers in terms of tightening financial market conditions, besides capital outflows and currency depreciations. Given these unsettled conditions, investors sporadically sought shelter of safe-haven assets alternating between phases of risk-on activity with every positive news being priced in. Consequently, financial markets were on the edge, like never before.

Having said the above, the domestic economy experienced tremors from these developments. Economic activity, which gained slight traction in Q2:2021-22 (July-September) with the ebbing of the second wave experienced during Q1:2021-22 (April-June), has lost pace since Q3:2021-22 (October-December), exacerbated by the spread of the Omicron variant in Q4:2021-22 (January-March). Further, the beneficial effects of the rapid ebb of infections have, however, been overwhelmed by the geopolitical tensions towards the later part of the financial year. The fallout of the Russia-Ukraine conflict and retaliatory sanctions is already evident in the inflation prints. While India's direct trade and financial exposures are modest, indirect spillovers from the slowing global economy, the sharp jump in commodity

prices across the board and elevated risk aversion and uncertainty owing to geopolitical developments weigh heavily on the outlook.

However, amidst this backdrop, the Bankers continue to rate your Company as a prime customer and extend facilities/services at prime rates. Your Company follows a prudent financial policy and aims not to exceed an optimum financial gearing at any time. The Company's gross Debt to Equity Ratio is 0.17 as at 31st March, 2022.

During the year, your Company continued to focus on managing cash efficiently and ensured that it had adequate liquidity and back up lines of credit. During the year, your Company raised short term borrowings of Rs. 1,000 crores by issuing Commercial Papers. This ensured sufficient liquidity to manage the adverse effects of pandemic, if any. Further, during the year, your Company repaid Rs. 2,233.75 crores of the total borrowings (long term and short term). With a high liquidity level of Rs. 11,552.59 crores as at 31st March, 2022, your Company is better placed to tide over the impact of the re-surge in COVID-19 cases on the business, if any.

Further, your Company has been rated by CRISIL Limited ("CRISIL"), ICRA Limited ("ICRA"), India Ratings and Research Private Limited ("India Ratings") and CARE Ratings Limited ("CARE") for its Banking facilities. All have re-affirmed the highest credit rating for your Company's Short Term facilities. For Long Term facilities and Non-Convertible Debentures, CRISIL, ICRA and India Ratings have re-affirmed their credit ratings of CRISIL AAA/Stable, [ICRA]AAA (stable) and IND AAA/Stable for the respective facilities rated by them. With the above rating affirmations, your Company continues to enjoy the highest level of rating from all major rating agencies at the same time.

The AAA ratings indicate highest degree of safety regarding timely servicing of financial obligations and is also a vote of confidence reposed in your Company's Management by the rating agencies. It is an acknowledgement of the strong credit profile of your Company over the years, resilience in earnings despite cyclical upturns/downturns, robust financial flexibility arising from the significant market value of its holdings and prudent management.

Your Company is a "Large Corporate" as per the criteria under Securities and Exchange Board of India ("SEBI") Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated 10th August, 2021. The Company has complied with the provisions of the said Circular and has made required disclosures in this regard.

Investor Relations (IR)

Your Company always believes in leading from the front with emerging best practices in IR and building a relationship of mutual understanding with domestic and foreign investors/analysts. In the Financial Year 2022, the year characterised by a lot of uncertainty amongst pandemic and lockdowns, your Company increased its interaction with investors through video and audio conference calls. The top management, including the Managing Director & CEO, Executive Director-Automotive & Farm Sectors and Group CFO, spent significant time to interact with investors to communicate the strategic direction of the business, capital allocation policy and the way the Company was handling COVID-19 crisis. All the four quarterly earnings calls conducted during the year were also well attended by investors and analysts.

During the year, your Company interacted with more than 600 Indian and overseas investors and analysts (excluding quarterly earnings calls and specific event related calls). Your Company ensures that critical information about the Company is available to all the investors by uploading all such information on the Company's website.

Your Company also engages with investors on Environment, Social and Corporate Governance (ESG), which has received excellent feedback from investors and ESG analysts.

Dividend

As per the Dividend Distribution Policy, dividend payout would have to 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 total dividend pay-out ratio in the range of 20% to 35% of the annual standalone Profits after Tax (PAT) of the Company.

Despite the impact of the pandemic, your Company was able to deliver a good operational performance during the period under review.

Your Directors, considering the good performance and a strong cash flow, decided to recommend a Dividend of Rs. 11.55 (231%) per Ordinary (Equity) Share of the face value of Rs. 5 each on the Share Capital out of the Profits for the financial year ended 31st March, 2022.

The equity dividend outgo for the Financial Year 2021-22 would absorb a sum of Rs. 1,435.89 crores [as against Rs. 1,087.79 crores comprising the dividend of Rs. 8.75 per Ordinary (Equity) Share of the face value of Rs. 5 each for the previous year]. Dividend will be payable subject to approval of members at the ensuing Annual General Meeting and deduction of tax at source to

those Shareholders whose names appear in the Register of Members as on the Book Closure Date. The Board of your Company decided not to transfer any amount to the General Reserve for the year under review.

Dividend Distribution Policy

The Dividend Distribution Policy containing the requirements mentioned in Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is attached as Annexure I and forms part of this Annual Report.

The Dividend Distribution Policy of the Company is also uploaded on the Company's website at the following Web-link: <http://www.mahindra.com/resources/investor-reports/FY17/Governance/MM-Dividend-Distribution-Policy-29-9-2016-Final.pdf>.

B. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company, its subsidiaries, associates and joint ventures prepared in accordance with the Companies Act, 2013 and applicable Indian Accounting Standards along with all relevant documents and the Auditors' Report form part of this Annual Report. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies, associates and joint ventures.

The Consolidated Group's Operating Revenue from continuing operations is Rs. 90,171 crores in the current year as compared to Rs. 74,278 crores in the previous year i.e. an increase of 21.4%.

The consolidated profit before exceptional items and tax for the year from continuing operations is Rs. 7,092 crores as against Rs. 5,229 crores in the previous year i.e. an increase of 35.6%. The consolidated profit after tax after non-controlling interest and exceptional items for the year from continuing operations is Rs. 6,577 crores as against Rs. 3,347 crores in the previous year i.e. an increase of 96.5%.

The consolidated profit after tax after non-controlling interest and exceptional items for the year from continuing and discontinued operations is Rs. 6,577 crores as against Rs. 1,812 crores in the previous year i.e. an increase of 263%.

The Financial Statements as stated above are also available on the website of the Company and can be accessed at the Web-link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>.

Subsidiary, Joint Venture and Associate Companies

The Mahindra Group Companies continue to contribute to the overall growth in revenues and overall performance of your Company.

Tech Mahindra Limited, Flagship Company in the IT Sector, has reported a consolidated operating revenue of Rs. 44,646 crores in the current year as compared to Rs. 37,855 crores in the previous year, an increase of 17.9%. Its consolidated profit after tax after non-controlling interests is Rs. 5,566 crores as compared to Rs. 4,428 crores in the previous year, registering an increase of 25.7%.

The Group's finance company, Mahindra & Mahindra Financial Services Limited, a listed subsidiary of the Company (Mahindra Finance), reported a consolidated operating income of Rs. 11,318 crores during the current year as compared to Rs. 12,111 crores in the previous year, registering a decrease of 6.5%. The consolidated profit after tax after non-controlling interests for the year is Rs. 1,137 crores as compared to Rs. 773 crores in the previous year, registering an increase of 47.1%.

Mahindra Lifespace Developers Limited, the listed subsidiary in the business of real estate and infrastructure, registered a consolidated operating income of Rs. 394 crores as compared to Rs. 166 crores in the previous year, registering an increase of 137.3%. The consolidated profit after tax after non-controlling interest for the year is Rs. 154 crores as compared to a loss of Rs. 72 crores in the previous year, registering an increase of 313.9%.

Mahindra Holidays & Resorts India Limited, the listed subsidiary in the business of timeshare, registered a consolidated operating income of Rs. 2,013 crores as compared to Rs. 1,730 crores in the previous year i.e. an increase of 16.4%. The consolidated profit after tax after non-controlling interests for the year is Rs. 68 crores as compared to a loss of Rs. 13 crores in the previous year, registering an increase of 623.1%.

Mahindra Logistics Limited, a listed subsidiary in the logistics business, has registered a consolidated operating income of Rs. 4,083 crores as compared to Rs. 3,264 crores in the previous year i.e. an increase of 25.1%. The consolidated profit after tax after non-controlling interests for the year is Rs. 37 crores as compared to Rs. 30 crores in the previous year, registering an increase of 23.3%.

Ssangyong Motor Company, the Korean subsidiary of the Company (under the Companies Act, 2013), treated as discontinued operation for the purpose of consolidation

in previous year, has reported consolidated operating revenues of Rs. 15,499 crores in the current fiscal year* as compared to Rs. 18,763 crores in the previous fiscal year*. The consolidated loss after tax after non-controlling interests for the current fiscal year* is Rs. 1,646 crores as compared to a consolidated loss of Rs. 3,208 crores in the previous fiscal year*. SsangYong Motor (Shanghai) Company Limited (as informed by Receiver of SsangYong Motor Company) ceased to be a Subsidiary of the Company.

* Fiscal year-January to December

During the year under review, Carnot Technologies Private Limited ceased to be an Associate and became a Subsidiary of your Company.

Further, Mahindra Solarize Private Limited, Mahindra Ideal Finance Limited and Bristlecone Internacional Costa Rica Limited became Subsidiaries of your Company.

During the year under review, Mahindra Vehicle Manufacturers Limited, Hisarlar Makina Sanayi ve Ticaret Anonim Şirketi, Hisarlar İthalat İhracat Pazarlama Anonim Şirketi, Mahindra Publications Limited, MSPE Urja S.R.L., Mahindra Susten Bangladesh Private Limited and Suomen Vapaa-aikakiinteistö Oy LKV ceased to be Subsidiaries of your Company.

ReNew Sunlight Energy Private Limited became an Associate of your Company.

During the year, Mahindra CIE Automotive Limited became an Associate of the Company pursuant to the Scheme of Merger by Absorption of Mahindra Vehicle Manufacturers Limited with the Company becoming effective.

During the year under review, Mahindra Greenyard Private Limited changed its name to Mahindra Fruits Private Limited, Ideal Finance Limited changed its name to Mahindra Ideal Finance Limited and Mahindra Telecom Energy Management Services Limited converted itself into private company and accordingly, its name was changed to Mahindra Telecom Energy Management Services Private Limited.

Subsequent to the year end, Kiinteistö Oy Rauhan Ranta 1, Kiinteistö Oy Rauhan Ranta 2, Kiinteistö Oy Kylpyläntorni 1, Kiinteistö Oy Spa Lofts 2, Kiinteistö Oy Spa Lofts 3, Kiinteistö Oy Tiurunniemi, Kiinteistö Oy Vanha Ykköstii, Kiinteistö Oy Katinnurkka, Kiinteistö Oy Tenetinlahti, Kiinteistö Oy Himos Gardens, Kiinteistö Oy Kuusamon Pulkajärvi 1, Kiinteistö Oy Mällönsieni, Kiinteistö Oy Rauhan Liikekiinteistö 1, OFD Holding B.V., Origin Direct Asia Limited, Origin Direct Asia (Shanghai) Trading Co. Limited, Origin Fruit Direct B.V., Origin Fruit

Services South America SpA, Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited and Mahindra Retail Limited ceased to be Subsidiaries of your Company.

Meru Mobility Tech Private Limited ("MMTPL"), V-Link Fleet Solutions Private Limited ("VFSPL") and V-Link Automotive Services Private Limited ("VASPL") have ceased to be subsidiaries of Meru Travel Solutions Private Limited ("MTSPL"), a wholly owned subsidiary of your Company and have become subsidiaries of Mahindra Logistics Limited ("MLL"), a listed subsidiary of your Company.

Further, MTSPL has also ceased to be a wholly owned subsidiary of your Company and has become a wholly owned subsidiary of MLL. Since MLL is a listed subsidiary of your Company, MTSPL, MMTPL, VFSPL and VASPL continue to remain the subsidiaries of your Company.

Subsequent to the year end, name of Supermarket Capri Oy has been changed to Kiinteistö Oy Rauhan Liikekiinteistö 1.

Subsequent to the year end, Brainbees Solutions Private Limited became an Associate of your Company pursuant to the Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited and Mahindra Retail Limited with the Company becoming effective.

A Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies included in the Consolidated Financial Statements and their contribution to the overall performance of the Company, is provided in Form AOC-1 and forms part of this Annual Report.

The Policy for determining material subsidiaries as approved by the Board is uploaded on the Company's website and can be accessed in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>.

C. JOINT VENTURES, ACQUISITIONS AND OTHER MATTERS

Investment in Carnot Technologies Private Limited

During the year, your Company increased its shareholding in Carnot Technologies Private Limited ("Carnot"), from 48.05% to 68.97% on a fully diluted basis, for an aggregate consideration of Rs. 14 crores comprising of primary infusion in the company of Rs. 2.5 crores

and secondary purchase from its shareholders of Rs. 11.5 crores. Carnot is an Indian Company engaged in the business of technology development, related to IOT, data analytics and AI based products and services. Carnot is expected to support the Company's strategy by developing digital solutions and applications for its products, customers and businesses, especially for the Farming as a Service segment.

Increase of stake in M.I.T.R.A. Agro Equipments Private Limited

During the year, your Company increased its shareholding in M.I.T.R.A. Agro Equipments Private Limited ("MITRA"), from 39.02% to 47.33% on a fully diluted basis, for an aggregate consideration of around Rs. 7 crores. MITRA is an Indian Company engaged in the business of designing, developing, manufacturing, assembling and selling orchard sprayers, rotavators & spare parts and after sales services therefor. The purchase of additional equity shares in MITRA would support the Company's Farm Equipment Sector's growth in the horticulture sector.

Merger of Mahindra Vehicle Manufacturers Limited into Mahindra & Mahindra Limited

As mentioned in the previous Annual Report, the Board of Directors of your Company at its Meeting held on 29th May, 2019, subject to requisite approvals/consents, approved the Scheme of Merger by Absorption of Mahindra Vehicle Manufacturers Limited, a wholly owned subsidiary of the Company ("MVML") with the Company and their respective shareholders ("Scheme") under the provisions of sections 230 to 232 of the Companies Act, 2013.

During the year, the Scheme has become effective from 1st July, 2021 post receipt of approvals from Directorate of Industries, Maharashtra Industrial Development Corporation and National Company Law Tribunal, Mumbai Bench ("NCLT").

The Appointed Date of the Scheme was 1st April, 2019 and the entire assets and liabilities of MVML have been transferred to and recorded by the Company at book values. The entire share capital of MVML was held by the Company. Upon the Scheme being effective, all shares ('Preference and Equity') held by the Company in MVML stand cancelled, without any further act or deed and no consideration has been discharged on merger. Accordingly, the Merger by Absorption of MVML with the Company stands completed.

Sale of stake in Meru Travel Solutions Private Limited by the Company to Mahindra Logistics Limited

During the year, Meru Travel Solutions Private Limited ("MTSPL"), a wholly owned subsidiary of the Company had agreed to sell its entire 100% equity stake in MTSPL's 3 (three) wholly owned subsidiaries viz; 1) Meru Mobility Tech Private Limited ("MMTPL") for consideration of Rs. 21.4 crores, 2) V-Link Fleet Solutions Private Limited ("VFSPL") for consideration of Rs. 1,205 and 3) V-Link Automotive Services Private Limited ("VASPL") for consideration of Rs. 29.1 crores, to Mahindra Logistics Limited ("MLL") and the Company had also agreed to sell its entire 100% equity stake in MTSPL to MLL for consideration of Rs. 50.4 crores.

Subsequent to the year end, MTSPL, MMTPL, VFSPL and VASPL have become wholly owned subsidiaries of MLL. Since MLL is a subsidiary of the Company, MTSPL, MMTPL, VFSPL and VASPL continue to remain subsidiaries of the Company. This transaction was a strategic move to consolidate all mobility businesses under MLL.

Ssangyong Motor Company

During the year, Ssangyong Motor Company (SYMC) was placed under Court Receivership as per the provisions of Debtor Rehabilitation and Bankruptcy Act of South Korea. Subsequently, SYMC initiated a global bidding process to invite a new investor to take a majority ownership. In October, it signed an MOU with a consortium led by Edison Motors Co., a Korea-based electric bus manufacturer. In January 2022, the Edison Motors Co. consortium signed an investment agreement to invest around KRW 305 billion in SYMC. However, the consortium did not deposit the investment amount by the deadline as per the agreement, following which SYMC terminated the agreement. The Edison Motors Co. consortium has appealed against the termination of agreement. SYMC has initiated a process to invite new investor(s).

Disinvestment of Hisarlar Makina, Turkey

During the year, Mahindra Overseas Investment Company (Mauritius) Limited, a wholly owned subsidiary of the Company ("MOICML") and Erkunt Traktor Sanayi A.S. ("Erkunt"), a wholly owned subsidiary of MOICML and that of the Company, divested its entire stake aggregating 94.3% of the paid-up equity share capital of Hisarlar Makina Sanayi ve Ticaret Anonim Şirketi ("Hisarlar"), to two Turkish individuals for an aggregate

consideration of Turkish Lira 6.6 million (equivalent to approximately Rs. 5.6 crores). Hisarlar's agri-machinery business, along with certain relevant assets (including intellectual property and tooling) were transferred to Erkunt. Erkunt also entered into contract manufacturing and licensing agreements with Hisarlar, whereby Hisarlar will manufacture and supply agri-machinery products to Erkunt, and Erkunt will have the right to use Hisarlar brand for agri-machinery.

Merger of Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited and Mahindra Retail Limited into Mahindra & Mahindra Limited

As mentioned in the previous Annual Report, the Board of Directors of your Company at its Meeting held on 28th May, 2021, subject to requisite approvals /consents, approved the Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited ("MECPL"), Retail Initiative Holdings Limited ("RIHL") and Mahindra Retail Limited ("MRL") (together referred to as 'Transferor Companies'), direct/indirect wholly owned subsidiaries of the Company, with the Company and their respective Shareholders ("Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Scheme has been approved by the National Company Law Tribunal, Mumbai Bench at its hearing held on 24th March, 2022, and the Scheme has become effective from 29th April, 2022 ("Effective Date"). The Appointed Date of the Scheme was 1st April, 2021 and the entire assets and liabilities of MECPL, RIHL and MRL have been transferred to and recorded by the Company at their carrying values with effect from the Appointed Date.

The entire share capital of the Transferor Companies was held directly/indirectly by the Company. Upon the Scheme becoming effective, no shares of the Company were allotted in lieu or exchange of the holding of the Company in MECPL or one Transferor Company in another Transferor Company (held directly and jointly with its nominee shareholders) and accordingly, equity shares held in the Transferor Companies stand cancelled on the Effective Date without any further act, instrument or deed. Accordingly, the Merger by Absorption of MECPL, RIHL and MRL with the Company stands completed.

Merger of Mahindra Electric Mobility Limited into Mahindra & Mahindra Limited

As mentioned in the previous Annual Report, the Board of Directors of your Company at its Meeting held on

28th May, 2021, subject to requisite approvals/consents, approved the Scheme of Merger by Absorption of Mahindra Electric Mobility Limited (“MEML”) with the Company and their respective shareholders (“Scheme”) under the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Appointed Date of the Scheme is 1st April, 2021 or such other date as may be directed or approved by the National Company Law Tribunal (“NCLT”) or any other appropriate authority. On completion of the merger, the entire assets and liabilities of MEML would be transferred to and recorded by the Company as per applicable accounting standards.

The Scheme provides for issue of Ordinary (Equity) Shares by the Company to the shareholders of MEML (other than the Company or subsidiary(ies) of the Company holding shares directly and jointly with its nominee shareholders). The share exchange Ratio is 480 (Four Hundred and Eighty) Ordinary (Equity) Shares of Rs. 5 each fully paid-up of the Company for every 10,000 (Ten Thousand) Equity Shares of Rs. 10 each fully paid-up held in MEML as on Record Date. The shares held in MEML by the Company or its subsidiary(ies) directly and jointly with its nominee shareholders shall be cancelled upon the Scheme becoming effective. Additionally, the stock options held by the eligible ESOP holders of MEML as on the Record Date shall be substituted with ESOPs of the Company in accordance with the Scheme. The Company has received Observation letters from BSE Limited and National Stock Exchange of India Limited, conveying their no-objection to the Scheme. The Company has filed the Scheme for admission with the NCLT, Mumbai Bench.

Divestment of stake by Mahindra Engineering and Chemical Products Limited in Mahindra Tsubaki Conveyor Systems Private Limited

Mahindra Engineering and Chemical Products Limited (“MECPL”), a wholly owned subsidiary of the Company (merged with the Company with effect from 29th April, 2022), has sold its entire stake aggregating 49% of the paid-up Equity Share Capital of Mahindra Tsubaki Conveyor Systems Private Limited (“MTC”) on 21st February, 2022 for a consideration of Rs. 58.89 crores to Tsubakimoto Bulk Systems Corp., (TBS) headquartered in Osaka, Japan, a wholly owned subsidiary of Tsubakimoto Chain Co., Japan, a public listed company on the Tokyo Stock Exchange. Pursuant to this transaction, the shareholding of MECPL in MTC has become ‘Nil’ and MTC had ceased to be an associate of MECPL with effect from 21st February, 2022.

Investment in ReNew Sunlight Energy Private Limited

ReNew Sunlight Energy Private Limited (“RSEPL”) became an Associate of the Company on 6th July, 2021. The Company subscribed to 1,60,74,000 Equity Shares of RSEPL amounting to 37.2% of the equity share capital of RSEPL for a consideration of Rs. 16.07 crores. The investment in RSEPL will enable the Company to become a Captive User and consume Solar Power generated by RSEPL.

RSEPL is an Indian company, incorporated on 15th December, 2020 which intends to setup Solar Park and generate solar power. RSEPL is subsidiary of ReNew Green Energy Solutions Private Limited (“RGESPL”) which in turn is a subsidiary of Renew Power Private Limited.

Sale of Stake held by the Company in Mahindra Sanyo Special Steel Private Limited pursuant to exercise of a Put Option

Subsequent to the year end, the Company has agreed to sell 34,75,264 Equity Shares of Rs.10 each held by the Company in Mahindra Sanyo Special Steel Private Limited (‘MSSSPL’) constituting 22.81% of the Paid-up Capital of MSSSPL to Sanyo Special Steel Co., Ltd (“Sanyo”) pursuant to exercise of a Put Option available to the Company on Sanyo under the Shareholders’ Agreement. Following the sale, the Company’s holding in MSSSPL would become ‘Nil’ and MSSSPL would cease to be an Associate of the Company.

Disinvestment of OFD Holding B.V., the Netherlands

In April 2022, Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. (“MFFD”) sold its entire stake aggregating 83.09% of the paid-up Equity Share Capital held in OFD Holding B.V. (“OFD”), a subsidiary of MFFD which in turn is a subsidiary of Mahindra Agri Solutions Limited and that of the Company, for a consideration of EUR 5.1 million (equivalent to Rs. 42.2 crores).

D. INTERNAL FINANCIAL CONTROLS

The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineate the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance. The Code of Conduct for Senior Management and Employees of your Company (the Code of Conduct) commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code of Conduct stand widely communicated across your Company at all times.

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

Your Company uses SAP ERP Systems as a business enabler and to maintain its Books of Account. The transactional controls built into the SAP ERP Systems ensure appropriate segregation of duties, appropriate level of approval mechanisms and maintenance of supporting records. The Policies related to the Information Management reinforce the control environment. The systems, Standard Operating Procedures and controls are reviewed by Management. These systems and controls are subjected to Internal Audit and their findings and recommendations are reviewed by the Audit Committee which ensures the implementation.

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Your Company's Internal Financial Controls were deployed through Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), that addresses material risks in your Company's operations and financial reporting objectives.

Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of such assessments carried out by the Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed.

Your Company recognizes that the Internal Financial Controls cannot provide absolute assurance of achieving financial, operational and compliance reporting objectives because of its inherent limitations. Also, projections of any evaluation of the Internal Financial Controls to future periods are subject to the risk that the Internal Financial Controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

E. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

F. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis. During the year under review, your Company had not entered into any Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements.

The confirmation that there are Nil Material Related Party Transactions, as required under section 134(3)(h) of the Companies Act, 2013 is given in Form AOC-2 as Annexure II, which forms part of this Annual Report.

The Policy on Materiality of and Dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>.

G. AUDITORS

Statutory Auditors and Auditors' Report

As approved by the Shareholders at the 71st Annual General Meeting (AGM) of the Company held on 4th August, 2017, Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022), the retiring Auditors will complete their 5 years tenure as Statutory Auditors of the Company on the conclusion of the 76th AGM of the Company.

The Board of Directors of the Company at its Meeting held on 28th May, 2022, on the recommendation of the Audit Committee, have made its recommendation to the Members for re-appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022), who have given a written consent to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, to hold office for

a second term of 5 (five) consecutive years from the conclusion of the ensuing AGM, until the conclusion of the 81st AGM of the Company to be held in the year 2027.

The Members are requested to re-appoint Messrs B S R & Co. LLP as Statutory Auditors of the Company at the ensuing Annual General Meeting for a second term of 5 (five) consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 81st Annual General Meeting and fix their remuneration.

The Auditors' Report for FY 2021-22 is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sachin Bhagwat, Practising Company Secretary (Certificate of Practice Number: 6029) to undertake the Secretarial Audit of the Company.

The Company has annexed to this Board's Report as Annexure III, a Secretarial Audit Report for the Financial Year 2021-22 given by the Secretarial Auditor.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the Financial Year 2021-22 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mr. Sachin Bhagwat has been submitted to the Stock Exchanges and is annexed at Annexure IV to this Board's Report.

Secretarial Audit of Material Unlisted Indian Subsidiary

During the year, Mahindra Vehicle Manufacturers Limited ("MVML"), ceased to be a material subsidiary of the Company with effect from 1st July, 2021. There is no Material Unlisted Indian Subsidiary of the Company as on 31st March, 2022 and as such the requirement under Regulation 24A of the Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the Financial Year 2021-22.

Cost Auditors

The Board had appointed Messrs D. C. Dave & Co., Cost Accountants (Firm Registration Number 000611), as Cost Auditor for conducting the audit of cost records of the Company for the Financial Year 2021-22.

The Board of Directors on the recommendation of the Audit Committee, appointed Messrs D. C. Dave & Co., Cost Accountants (Firm Registration Number 000611), as the Cost Auditors of the Company for the Financial Year 2022-23 under section 148 of the Companies Act, 2013. Messrs D. C. Dave & Co. have confirmed that their appointment is within the limits of section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under section 141(3) and proviso to section 148(3) read with section 141(4) of the Companies Act, 2013.

The Audit Committee has also received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with the Company.

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution seeking Members' ratification for the remuneration payable to Messrs D. C. Dave & Co., Cost Auditors is included in the Notice convening the Annual General Meeting.

Cost Records

As per Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are maintained.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

H. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are provided in Note Nos. 8 and 40 to the Financial Statements.

I. PUBLIC DEPOSITS AND LOANS/ ADVANCES

Your Company had discontinued acceptance of Fixed Deposits with effect from 1st April, 2014.

All the deposits from public and shareholders had already matured as on 31st March, 2017. All the 17 outstanding deposits aggregating Rs. 7.49 lakhs from the public and shareholders as on 31st March, 2022 had matured and had not been claimed as at the end of the Financial Year. Since then no deposits have been claimed.

There was no default in repayment of deposits or payment of interest thereon during the year under review. There are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

The particulars of loans/advances/investments, etc., required to be disclosed pursuant to Para A of Schedule V of the Listing Regulations are furnished separately in this Annual Report.

The transaction(s) of the Company with a company belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required pursuant to para A of Schedule V of the Listing Regulations is disclosed separately in the Financial Statements of the Company.

J. EMPLOYEES

Key Managerial Personnel (KMP)

The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (a) Dr. Anish Shah – Managing Director and CEO (re-designated with effect from 2nd April, 2021)
- (b) Mr. Rajesh Jejurikar – Executive Director (Automotive & Farm Sectors)

(c) Mr. Manoj Bhat – Group Chief Financial Officer (appointed with effect from 2nd April, 2021)

(d) Mr. Narayan Shankar – Company Secretary

Dr. Pawan Goenka ceased to be the Managing Director and CEO as well as the Director of the Company with effect from 2nd April, 2021. Dr. Anish Shah was re-designated as Managing Director and CEO of the Company and ceased to be the Deputy Managing Director and Group Chief Financial Officer of the Company, with effect from 2nd April, 2021.

Further, Mr. Anand G. Mahindra transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021 upon completion of his tenure as the Executive Chairman of the Company and consequently ceased to be a Key Managerial Personnel of the Company.

Employees' Stock Option and Employees' Welfare Schemes

During the year under review, on the recommendation of the Governance, Nomination and Remuneration Committee (GNRC) of your Company, the Trustees of Mahindra & Mahindra Employees' Stock Option Trust have granted Stock Options to employees under the Mahindra & Mahindra Limited Employees Stock Option Scheme 2010. No Stock Options have been granted to employees under the Mahindra & Mahindra Limited Employees Stock Option Scheme 2000 (2000 Scheme).

The Company has in force the following Schemes which get covered under the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations 2021):

1. Mahindra & Mahindra Limited Employees Stock Option Scheme – 2000 (2000 Scheme)*
2. Mahindra & Mahindra Limited Employees Stock Option Scheme – 2010 (2010 Scheme)
3. M&M Employees Welfare Fund No. 1
4. M&M Employees Welfare Fund No. 2
5. M&M Employees Welfare Fund No. 3

* No outstanding options as on 31st March, 2022

There were no changes made to the above Schemes except alignment of 2010 Scheme with the SBEB Regulations 2021. The above-mentioned Schemes are

in compliance with the SBEB Regulations 2021. Your Company's Secretarial Auditor, Mr. Sachin Bhagwat, has certified that the Company's above-mentioned Schemes have been implemented in accordance with the SBEB Regulations 2021, and the Resolutions passed by the Members for the 2000 Scheme and the 2010 Scheme.

Information as required under Regulation 14 read with Part F of Schedule I of the SBEB Regulations 2021 has been uploaded on the Company's website and can be accessed at the Web-link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>.

Particulars of Employees and related disclosures

The Company had 389 employees who were in receipt of remuneration of not less than Rs. 1,02,00,000 during the year ended 31st March, 2022 or not less than Rs. 8,50,000 per month during any part of the year.

Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available during 21 days before the Annual General Meeting in electronic mode to any Shareholder upon request sent at agm.inspection@mahindra.com. Such details are also available on your Company's website and can be accessed at the Web-link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>.

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure V to this Report.

Industrial Relations

The year under review witnessed a very positive Industrial Relations Scenario across all manufacturing locations for the Automotive and Farm Equipment Sectors even during the toughest time of Pandemic.

Your Company's focus continues towards propagating proactive and employee centric practices. The transformational work culture initiative that aims to create an engaged workforce with an innovative, productive and a competitive shop-floor ecosystem continues to grow in strength. Some examples of the programs put in place includes 'Rise for Associates', industrial relations skills for frontline officers, Employee of the year, e-compliance,

e-portal for reward and recognition of associates and Code of Conduct for associates. The Employee Relations Council is taking forward the work of Transformational Work Culture Committee (TWCC) and leads the design and implementation of these programs and reviews its progress.

With the objective of capability building, developing future ready workforce and fostering togetherness at the workplace, your Company implements multiple training and engagement programs on an ongoing basis. These include various behavioral and functional programs such as safety and environment, quality tools, TPM, continuous improvement, result orientation, relationship management, decision making and programs on skill building. In its continuous endeavor in employee lifecycle processes, your Company has launched-Employee Connect Centre (ECC) digital form of traditional time office and payroll for ease of access to associates, Success Factors & Learning Management System for associates to enable self-paced learning on a digital space.

The Mahindra Skill Excellence initiative, a holistic approach to enhance the skill and capabilities of shop floor associates, is receiving good participation across manufacturing facilities.

One of your Company's associates from MRV Chennai won the silver medal in IndiaSkills Competition. The Mahindra Parivaar including dealers has won all the top three positions in the Automobile Technology Category at IndiaSkills, New Delhi held from 6th to 10th January 2022. One among them would be representing the Company at the World Skills Competition to be held at Shanghai, China, in October later this year. In an endeavor to improve quality, reduce cost, ensure safety, and improve productivity, your Company's shop floor associates managed to generate on an average 10 ideas per person in the Financial Year 2022 even during the time of uncertainties.

This year significant emphasis was also laid towards raising awareness on health and wellness of employees and their family members on protection from COVID-19 under the brand program "Swasth Raho Mast Raho" over Google Teams platform in addition to regular annual medical check-ups and health awareness activities. Diet food has become a way of life over the past four years. The Company maintains an 'Employee Health Index' at an individual level, and this has been a useful tool in identifying employees who require focussed counselling and monitoring.

Proactive and employee-centric shop floor practices, a focus on transparent communication of business goals, an effective concern resolution mechanism, and a firm belief that employees are the most valuable assets of the Company, are the cornerstone of your Company's employee relations approach. An 'open door policy' with constant dialogue to create win-win situations, have helped your Company build trust and harmony.

The industrial relations scenario continued to be largely positive across all the manufacturing locations. Long term settlements and bonus settlements were amicably agreed upon at all locations. The sustained efforts towards building a transformational work culture resulted in zero production loss in the Financial Year 2021-22 and helped create a collaborative, healthy and productive work environment.

Safety, Occupational Health and Environment

Your Company has in place the Safety, Occupational Health & Environment (SOH&E) Policy. During the year under review, the Company started external virtual assessment and recertification as per the standard, ISO: 45001: 2018. The management commitment towards SOH&E is demonstrated through adoption of new compliance management digitization which included all notifications published during the pandemic period. The Company implemented various initiatives by incorporating all Government released guidelines with overall health and hygiene being merged with the SOH&E policy. The achievements were assessed through management reviews from time to time.

At each Plant location, annual events like Road Safety Week, National Safety Day/Month and Fire Service Week were organized virtually. As per new normal, various new topics were deployed to train employees on Safety, Health and Environment. Along with the virtual meetings, dexterity competency training programs were deployed for associates, with special focus on safety and fire safety by introducing Self-Managed Teams (SMT's). The training programs were leveraged by on-the-job training (OJT) and virtual reality (V.R.) programs supporting various safety topics to enhance learning.

To strengthen the safety best practices, the Company continues to focus on theme-based safety topics arising out of OHS hazards and immediate corrective action as well as permanent corrective actions are implemented

with agility. Continuous drive is taken to enhance Behavior Based Safety (BBS) Level 2. Additionally, your Company introduced new fire protection system by upgrading and introducing new technology to eliminate property losses. Results were monitored by reviewing office fire prevention and protection. Fire load reduction is monitored by setting up targets and working towards sustenance of zero fire incidence across each manufacturing location in each Sector.

Your Company has followed the assessment by evaluation for implementation through The Mahindra Safety Way (TMSW). For this evaluation process, total 25 parameters are assessed for the Mahindra Group companies across all the plants.

Your Company carried out Management of change process, Gap audit process, HAZOP analysis for each license storage premises which is audited by competent persons apart from statutory Safety, Fire Safety, Electrical Safety Audits. For the year under review, your Company achieved substantial reduction in the results of lag indicators, first aid incidences by adopting new initiatives. Focussed drive was taken on critical machinery and equipments. Plastic elimination and recyclable packaging material in more and more spares is initiated by substituting the material as appropriate.

To eliminate and minimize the overall environmental impact in line with the "Environmental, Social and Governance" (ESG) practices, your Company has continuously implemented new projects. By revisiting the objectives, newer targets were revised. New techniques used in various projects have been implemented by your Company in zero carbon emission, waste avoidance/minimization. Carbon footprint reduction is achieved by deploying new energy conservation motors and increasing share of renewable energy. Many of the Company's new initiatives have been shared by your Company with the supplier community to encourage their consultation and participation in line with current and future environmental challenges.

During the year under review, your Company started reporting the implementation status under Extended Producer Responsibility Organizations (EPRO) with newly set targets established by Central Government i.e. Central Pollution Control Board by way of released new amended notification. Plastic waste management activities cover pan India network developed for plastic waste recycling management for all the Company's manufacturing plants

and spares business units are also involved with state wise clusters for its Suppliers and Dealers.

Your Company implemented various measures towards water neutrality and achieved reduction in consumption of freshwater requirement. By demonstrating implementation measures, a marked improvement has been observed in ground water recharging and water recycling.

Your Company continued its commitment to improve the well-being of employees and contract associates through various activities. Education and awareness sessions were conducted on enhancement of physical and mental health. Also, through virtual platform "Swasth Raho Mast Raho" programs are being conducted by renowned faculties for Mahindra family members. Further, vaccination drive was conducted in each plant premises to facilitate the vaccination for employees and their family members. Health magazine was published "Health in COVID era" to demonstrate excellence in occupational health.

Additionally, the Company has initiated a stage-wise physiotherapy study to improve ergonomics at the operational stages working towards fatigue elimination at workplace. Videos were created to improve their posture observed at shop floor. First aid refresher training programs were organized for employees and associates.

Your Company has taken care of all the employees of Mahindra Group companies in the pandemic and various activities were conducted by way of medical check-up, vaccination drive, webinar for all the employees and their family members. Consultation and counselling on pandemic illness, advisory publishing, for all employees and family members were also completed. Robust implementation of compliance for Bio-medical Waste Disposal Management as per pandemic notifications was also carried out.

In addition, environment protection awareness is generated virtually amongst all stakeholders on an annual basis for World Ozone Day, World Environment Day, World Earth Day, World Water Day and Energy Conservation Week and Water Conservation Week, etc.

Certifications/Recertifications

All Plants of your Company are re-certified for Standard ISO 45001: 2018 and ISO 14001: 2015. Further, all plants

have implemented Integrated Management System (IMS). Your Company is certified for Zero Waste to Landfill with 99% and above conversion rate which ensures the commitment of recycling of waste at maximum extent to protect the environment.

The Senior Management revises and reviews the performances periodically. Focus on new initiatives involving all stakeholders coupled with management reviews have helped your Company to demonstrate excellence in SOH&E performance.

K. BOARD & COMMITTEES

Directors

As mentioned in the previous Annual Report, Dr. Pawan Goenka ceased to be the Managing Director and Chief Executive Officer of the Company with effect from 2nd April, 2021. Dr. Goenka also ceased to be a Member of the Board of Directors of the Company with effect from 2nd April, 2021.

In terms of the Succession Planning approved by the Governance, Nomination and Remuneration Committee and Board of your Company, Dr. Anish Shah took over as the Managing Director and Chief Executive Officer of the Company with effect from 2nd April, 2021.

Mr. Anand G. Mahindra transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021 upon completion of his tenure as the Executive Chairman of the Company.

Ms. Nisaba Godrej and Mr. Muthiah Murugappan were appointed as Independent Directors of the Company for a term of 5 (five) consecutive years commencing from 8th August, 2020 to 7th August, 2025.

Mr. T.N. Manoharan was re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 11th November, 2021 to 10th November, 2026.

Padma Bhushan Award to Mr. Anand G. Mahindra, Chairman

Mr. Anand G. Mahindra, Chairman of the Company was conferred with one of the highest civilian honour "Padma Bhushan" Award for 2020 ("Award") for his distinguished service of high order in the field of Trade and Industry. The Award which had been conferred on 26th January, 2020 was received by him on 8th November, 2021 from the President of India at Rashtrapati Bhavan in New Delhi.

The Chairman of the Company has expressed gratitude towards all the Mahindraites and Stakeholders who embraced the Rise philosophy and made this possible.

Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Listing Regulations. Further, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 dated 3rd August, 2021 read with Corrigendum dated 6th August, 2021 amending the definition of Independent Director under Listing Regulations with effect from 1st January, 2022, a confirmation had been obtained from all the Independent Directors of the Company that they meet the revised criteria of Independence as of 1st January, 2022.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ('IICA'). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

The Independent Directors of the Company are exempt from the requirement to undertake online proficiency self-assessment test except Mr. Muthiah Murugappan who would be undertaking the said test in due course.

Lead Independent Director

Mr. Vikram Singh Mehta, Independent Director and Chairman of Governance, Nomination and Remuneration Committee has been appointed as the Lead Independent Director with effect from 1st April, 2021. The role and responsibilities of the Lead Independent Director are provided in the Corporate Governance Report forming part of this Annual Report.

Retirement by rotation

Dr. Anish Shah and Mr. Rajesh Jejurikar retire by rotation and, being eligible, offer themselves for re-appointment at the 76th Annual General Meeting of the Company scheduled to be held on 5th August, 2022.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of all the Directors individually, including Independent Directors, Chairman of the Board, Managing Director & Chief Executive Officer and Executive Director (Automotive & Farm Sectors).

Feedback Mechanism

Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, Execution and Performance of Specific Duties, Obligations and Governance and the evaluation was carried out based on responses received from the Directors.

Evaluation of Committees

The performance evaluation of Committees was based on criteria such as structure and composition of Committees, attendance and participation of member of the Committees, fulfilment of the functions assigned to Committees by the Board and applicable regulatory framework, frequency and adequacy of time allocated at the Committee Meetings to fulfil duties assigned to it, adequacy and timeliness of the Agenda and Minutes circulated, comprehensiveness of the discussions and constructive functioning of the Committees, effectiveness of the Committee's recommendation for the decisions of the Board, etc.

Evaluation of Directors and Board

A separate exercise was carried out by the Governance, Nomination and Remuneration Committee of the Board to evaluate the performance of Individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Board was also carried out by the Independent Directors, taking into account the views of the Executive Directors and Non Executive Directors. The performance evaluation of the Managing

Director and the Executive Director of the Company was carried out by the Chairman of the Board and other Directors.

■ Criteria for Independent Directors

The performance evaluation of Independent Directors was based on various criteria, *inter alia*, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

■ Criteria for Chairman

The performance evaluation of Chairman of the Board was based on various criteria, *inter alia*, including style of Chairman's leadership, effective engagement with other Board members during and outside the meetings, allocation of time provided to other Board members at the meetings, effective engagement with shareholders during general meetings, etc.

■ Criteria for Managing Director and Executive Director

The performance evaluation of Managing Director and Executive Director was based on various criteria, *inter alia*, including leadership style, standards of integrity, fairness and transparency demonstrated, identification of strategic targets, anticipation of future demands and opportunities, resource staffing to meet short term and long term goals, engagement with Board and Committee members, updating Board on significant issues, commitment to organisational values, vision and mission, adaptation to meet changing circumstances, knowledge and sensitivity of stakeholders' needs within and outside the Company demonstrated and effective communication skills.

■ Results of Evaluation

The results of evaluation showed high level of commitment and engagement of Board, its various committees and senior leadership. The results of the evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the evaluation, the Board has agreed on an action plan to further improve the effectiveness and functioning of the Board and Committees.

The Directors expressed their satisfaction with the evaluation process. During the year under review, the Committee ascertained and reconfirmed that the

deployment of "questionnaire" as a methodology, is effective for evaluation of performance of Board and Committees and Individual Directors.

Policies

Your Company has adopted the following Policies which, *inter alia*, include criteria for determining qualifications, positive attributes and independence of a Director:

- (a) Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management;
- (b) Policy for remuneration of the Directors, Key Managerial Personnel and other employees.

Policy (a) mentioned above includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down in the said Policy, succession planning for Directors and Senior Management, and Policy statement for Talent Management framework of the Company. The Policy was modified to align with the amendments made to the Listing Regulations effective from 1st January, 2022.

Further, to strengthen the disclosures on Corporate Governance, the Policy was amended to include the following three Annexures:

- Policy on Board Membership Criteria;
- The Board Diversity Policy;
- Policy on Criteria for determining Independence of Directors.

Policy (b) mentioned above sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in the Company.

Policies mentioned at (a) and (b) above are available on the website and can be accessed in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>.

Familiarisation Programme for Independent Directors/Non-Executive Directors

The Members of the Board of the Company are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organization structure, constitution of various committees, board procedures, risk management strategies, etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails, etc.

The Company has a web based portal i.e. Board portal, accessible to all the Directors which, *inter alia*, contains the following information:

- Roles, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and the Listing Regulations
- Board Minutes, Agenda and Presentations
- Annual Reports
- Code of Conduct for Directors
- Terms and conditions of appointment of Independent Directors.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarization programmes for its Directors including review of Investments of the Company by Strategic Investment Committee, Industry Outlook at the Board Meetings, Regulatory updates at Board and Audit Committee Meetings covering changes with respect to the Companies Act, 2013, Listing Regulations, Taxation and other matters, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, Framework for Related Party Transactions, Plant Visit, Meeting with Senior Executive(s) of your Company, Corporate Social Responsibility Strategy etc. Pursuant to Regulation 46 and 62(1A) of the Listing Regulations, the details required are available on the website of your Company at the web link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>.

Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, your Directors, based on the representations received from the Operating Management, and after due enquiry, confirm that:

- (a) in the preparation of the annual accounts for the Financial Year ended 31st March, 2022, the applicable accounting standards have been followed;
- (b) they had in consultation with Statutory Auditors, selected 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 as at 31st March, 2022 and of the profit of the Company for the 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 Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down adequate Internal Financial Controls to be followed by the Company and such Internal Financial Controls were operating effectively during the Financial Year ended 31st March, 2022;
- (f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the Financial Year ended 31st March, 2022.

Board Meetings and Annual General Meeting

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year 1st April, 2021 to 31st March, 2022, six Board Meetings were held on: 29th April, 2021, 28th May, 2021, 6th August, 2021, 9th November, 2021, 10th and 11th February, 2022 and 15th March, 2022. The 75th Annual General Meeting (AGM) of the Company was held on 6th August, 2021 through Video Conferencing/Other Audio Visual Means.

Meetings of Independent Directors

The Independent Directors of your Company meet before the Board Meetings without the presence of the Chairman of the Board or the Managing Director or the Executive Director or other Non-Independent Directors or Chief Financial Officer or any other Management Personnel.

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

Five Meetings of Independent Directors were held during the year and these meetings were well attended.

Audit Committee

The Committee comprises of four Directors viz. Mr. T. N. Manoharan (Chairman of the Committee), Ms. Shikha Sharma, Mr. Vikram Singh Mehta and Mr. Haigreave Khaitan. All the Members of the Committee are Independent Directors and possess strong accounting and financial management knowledge. The Company Secretary of the Company is the Secretary of the Committee.

During the year, the scope of Audit Committee was amended to, *inter-alia*, align with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, the details of which are furnished in the Report on Corporate Governance that forms part of this Annual Report.

All the recommendations of the Audit Committee were accepted by the Board.

Winding-up of Loans & Investment Committee of the Company

The Board of Directors of your Company at its Meeting held on 10th and 11th February, 2022 as part of simplification process, considered and approved the winding-up of the Loans & Investment Committee with effect from 10th February, 2022.

L. GOVERNANCE

Corporate Governance

Your Company has a rich legacy of ethical governance practices many of which were implemented by the Company, even before they were mandated by law. Your Company is committed to transparency in all its dealings and places high emphasis on business ethics.

Your Company featured in the 'Leadership' category in the Corporate Governance Scorecard 2021 which is developed by Institutional Investor Advisory Services India Limited ('IIAS') with support from International Finance Corporation ('IFC') and BSE Limited ('BSE'). Further, your Company received the prestigious 'Golden Peacock Global Award for Excellence in Corporate Governance' for the year 2021.

A Report on Corporate Governance along with a Certificate from the Statutory Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations forms part of this Annual Report.

Code Of Conduct

Your Company's Code of Conduct (the Code) outlines the commitment to principles of integrity, transparency and fairness that employees, suppliers, distributors and other third parties who work with the Company must comply. The Code of Conduct enables every person working for and with the Company to make the right choices and demonstrate the highest standards of integrity and ethical behaviour. It is translated in 4 regional languages and is available on the Company's website and can be accessed on the website in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>.

All the policies are accessible through the Rise@Work on the Company's intranet as well as on the mobile app Me-connect.

The Ethics & Governance framework is also anchored by clearly defined policies and procedures, covering areas such as Anti-Bribery and Anti-Corruption (ABAC), Policy on Gifts & Entertainment, Prevention of Sexual Harassment at Workplace (POSH) and Whistle Blower Policy.

The Company has put in place an implementation framework through annual awareness program. All new joiners are required to undertake on-line training of the Code, POSH and ABAC on joining the employment. For reinforcing Code and Policies, all employees are further required to complete mandatory e-Learning refresher training, annually. In addition to this, an annual Compliance module is mandated to all employees. Your Company has a stellar support of 150 Ethics Counsellors who help in a continuous cycle of effective communication of Code and Policies with their cohorts.

The processes for identifying and resolving breaches of the Code and Policies are clearly defined and regularly communicated throughout the Company. Data relating to such breaches is reviewed by the Corporate Governance Council and by relevant Board Committees that helps to determine the allocation of resources for future Policy development, process improvement, training and awareness initiatives. The Corporate Governance Council ensures that the Ethics & Governance framework is executed effectively. The Group Ethics and Governance Committee and Business Ethics and Governance Committees help to ensure that the decisions are taken in fair, just and consistent manner across various functions of that business.

Vigil Mechanism

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the Listing Regulations is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns (about unethical behaviour, actual or suspected fraud, or violation of the Code), to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. A quarterly report on the whistle blower complaints received is placed before the Audit Committee for its review.

The Whistle Blower Policy was updated during the year, the details of which may be referred to in Annexure VIII of this Board's Report. Whistle Blower Policy of your Company is available on the Company's website and can be accessed in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has a detailed Policy on Prevention of Sexual Harassment (POSH Policy) in place in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Act). Internal Complaints Committees (ICC) have been set up to redress complaints received regarding sexual harassment and the Company has complied with provisions relating to the constitution of ICC under the Act. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The POSH Policy is gender inclusive, and the framework ensures complete anonymity and confidentiality. The POSH Policy was updated during the year, the details of which may be referred to in Annexure VIII of this Board's Report.

While maintaining the highest governance norms, the various ICC have appointed internal members with 50% being women and external members with relevant experience. The ICC is presided by a senior woman employee in each case. The ICC has been updated on judicial trends and trained regularly on the nuances of the Act.

During the year under review, 9 complaints with allegations of sexual harassment were filed and 7 were resolved as per the provisions of the Act. 2 complaints are pending as of 31st March, 2022.

Awareness in this area has been created vide Speak Up campaign with focus on virtual workings and reiterating Mahindra's commitment for providing safe workplace to all its employees. The Company has organised induction training for new joiners, online training and refresher modules, virtual and classroom trainings by Ethics Counsellors, emailers and posters to sensitise the employees to conduct themselves in a professional manner.

Business Responsibility Report

The 'Business Responsibility Report' (BRR) of your Company for the Financial Year 2021-22 forms part of this Annual Report as required under Regulation 34(2)(f) of the Listing Regulations.

Your Company strongly believes that sustainable and inclusive growth is possible by using the levers of environmental and social responsibility while setting aspirational targets and improving economic performance to ensure business continuity and rapid growth.

Your Company is committed to leverage 'Alternative Thinking' to build competitive advantage in achieving high shareholder returns through customer centricity, innovation, good governance and inclusive human development while being sensitive to the environment.

Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defence cover of the Company's risk management. The Company has a robust organizational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee of the Board which is authorized to monitor and review risk management plan and risk certificate. The Committee is also empowered, *inter alia*, to review and recommend to the Board modifications to the Risk Management Policy. Further, the Board has constituted a Corporate Risk Council comprising the Senior Executives of the Company. The terms of reference of the Council include review of risks and Risk Management Policy at periodic intervals. During the year under review, the terms of reference of the Risk Management Committee and the Risk Management Policy were amended by the Board pursuant to the Listing Regulations.

Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy, *inter alia*, includes identification of risks, including cyber security and related risks and also those which in the opinion of the Board may threaten the existence of the Company. Risk management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives. Further, it is embedded across all the major functions and revolves around the goals and objectives of the organization.

M. CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

Corporate Social Responsibility (CSR)

Over the past seven decades, your Company has built its reputation as a good corporate citizen by not only doing good business, but also by driving positive change in society. The core purpose of your Company is to "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". Keeping the core purpose in mind, your Company has invested in impactful CSR projects.

This year too was a challenging year for humanity, with the adverse impact of the COVID-19 pandemic being felt by one and all, but more so by vulnerable and marginalized groups on whom the impact has been the hardest. Your Company has invested in a concerted manner to provide COVID-19 relief and rehabilitation with an aim of building resilient communities. The Mahindra Group swiftly responded to the pandemic by putting into action a series of relief initiatives across 23 States and Union Territories. The State and District administration and hospitals were provided with 23 Oxygen Plants, 866 Oxygen Concentrators and 94 Ambulances by the Group. The Group also distributed over 2,37,750 cooked meals and provided ration and other essentials to over 3,66,090 beneficiaries. The frontline workers were supported through distribution of over 2,75,050 protective gears such as face masks, face shields, gloves, PPE kits, etc. and 8,450 litres of sanitizer. Infrastructural support and consumables were provided to over 40 hospitals across the country and the capacity of COVID Care centre in Pune MHADA was further augmented.

Your Company also supported Mass scale Preventive actions for COVID-19 transmission (IMPACT) program in 600 villages in Araku, Andhra Pradesh. Apart from raising awareness, the project ensured that thermal screening was carried out in the villages thereby leading to early detection and immediate treatment through provision of drugs under medical supervision. A similar program was implemented in partnership with Aatapi Seva Foundation for marginalized communities in 25 villages of Bharuch, Gujarat. 700 Front line workers

were also provided with a self-contained kit consisting of a pulse oximeter, basic protective equipment, and supplementary information communication material to protect and provide the health safety net to more than 4,00,000 people in rural India.

Your Company has continued to support the constituencies of girls, youth and farmers through projects in the domains of education, health and the environment. This year your Company made special effort in empowering women both in urban and rural areas. By investing CSR efforts in these critical constituencies who contribute to nation building and the economy, your Company will enable our stakeholders and communities to RISE. The impact of some of the CSR projects your Company invested in Financial Year 2021-22 are shown below:

- **Project Nanhi Kali** supported the education of 1,85,759 underprivileged girls through 7,049 Academic Support Centres across 20 Districts in 9 States of India. Of these, your Company continued to support 38,096 girls, which includes an additional 5,050 girls enrolled in Financial Year 2021-22, while the Mahindra Group as a whole continued to support 83,591 girls. Despite COVID-19 restrictions, this project ensured continuous learning for girl children.
- **Mahindra Pride:** Mahindra Pride continued to enhance employability skills of youth from socially and economically disadvantaged backgrounds through Mahindra Pride Schools and Mahindra Pride Classrooms. In Financial Year 2021-22, Mahindra Group facilitated training of 1,798 youth under the Mahindra Pride school programme out of which 1,132 youth were supported through your Company. Similarly, under Mahindra Pride Classroom intervention, Mahindra Group supported skills enhancement of 1,81,165 youth, out of which 1,13,282 youth were supported through your Company.
- **Krishi Mitr Prerna:** Through the Krishi Mitr Prerna Projects, your Company continued to support small and marginal farmers by training them in effective farming practices and providing advisory services including soil health, access to gender friendly farm equipment, linkages to Government welfare support initiatives, resource efficient agriculture methodologies and increasing agricultural income

through increasing crop productivity. The program envisions to develop and empower farmers to meet the demand supply gap of agricultural produce for self-consumption and market requirements. In Financial Year 2021-22, the Company supported 20,135 farmers at PAN India level.

- **Women Empowerment through Regenerative Agriculture:** The main objective of the programme was to enable women farmers to use regenerative agriculture as a technique to transform the soil on their land, increase productivity and earn profits throughout the year, in addition to ensuring food and nutrition security for their families. Through this project sponsored by your Company, 3,400 women farmers from Moga, Tarn Taran (Punjab) and Shravasti (Uttar Pradesh) were skilled and provided knowledge in regenerative organic farming practice. 3 Regenerative Agriculture Hubs have been set up, each having a demo farm for sharing knowledge on various agricultural practices, training on various farm tools, equipments and techniques.
- **Women's Initiative for Synergistic Empowerment (WISE):** The programme aims at the economic empowerment of women by promoting enterprises through building entrepreneurial capabilities, financial management and digital technology with specialization in better marketing of products. As part of the programme sponsored by your Company, 20,000 SHG members from 14 districts in Maharashtra and Madhya Pradesh, got an opportunity to explore their entrepreneurship capabilities through enterprise awareness programmes. The programmes run with a focus on addressing gender barriers to enterprise. To further support women specifically in branding, packaging and digital marketing, 12 economic empowerment hubs have been created as part of the programme.
- **Watershed Development:** Your Company entered into a Public Private Partnership (PPP) for a Watershed Development Fund (WDF) and Climate Change Adaptation (CCA) Program with National Bank for Agriculture and Rural Development (NABARD) in two locations:- (1) At Hatta, District Damoh, Madhya Pradesh for developing National Priority Areas of Aspirational District (2) Development of River Basin in Igatpuri Block, Nashik District,

Maharashtra covering around 30 villages, over area of 15,800 hectares. During Financial Year 2021-22, your Company supported more than 9,000 farmers through various interventions of soil and water conservation works, crop diversification measures, livelihood training/support and drudgery reduction initiatives for Integrated Development of the rural catchment. In addition, 18,000 people were benefited with availability of drinking water.

- **Mahindra Hariyali:** Through this intervention, the Mahindra Group planted 1.57 million trees, which contributed to building green cover and protecting the rich biodiversity of the country. Your Company contributed towards plantation of 1.32 million trees out of which 1.11 million trees were planted in the Araku Valley, which besides greening the environment also provided livelihood support to tribal farmers by growing coffee and fruit bearing trees in this region. Till date, 20.65 million trees have been planted through Mahindra Hariyali, of which 13.40 million trees were planted in Araku which supported livelihood of 25,000 tribal farmer families.
- **Employee Volunteering:** Despite the challenges posed by the pandemic, the Company's employees continued to give back to the Society. Through the employee volunteering platforms (ESOPs and MySeva) 38,803 employees invested 3,62,585 person hours of their personal time in volunteering activities. Of these 7,718 were Company employees who contributed 47,133 person hours towards a variety of social causes. At the Group level 1,07,600.50 person hours were invested through individual acts of Social Responsibility undertaken by Mahindra Group employees which they reported on MySeva Platform. The balance 2,54,984.50 person hours was contributed through Employee Social Options (ESOPs) which is the Company organised volunteering programme at the Mahindra Group.

During the last Financial Year, your Company's efforts to drive positive change were acknowledged by various forums and your Company received the following awards:

1. FICCI CSR Award for Mahindra Hariyali Project in the Category - Skill Development and Livelihood - Private Sector Companies with INR 3001 Crores per annum and above. (August 2021)

2. CSR Journal Excellence Award 2021 for PRERNA Project in the Category-Women Empowerment and Child welfare. (March 2022)
3. CII Award - Noteworthy Project in Water Management for Integrated Watershed Management Project, Hatta. (December 2021)
4. Project Nanhi Kali - Runner-up in the international BRICS SDG Awards in the category of SDG 5: Gender Equality. (August 2021)
5. Runner-up in CSR Journal Excellence Award 2021 for Self-Implemented Integrated Water Management Project, Hatta in the Category-Environment. (March 2022)

CSR Policy

The Corporate Social Responsibility Committee had formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was subsequently adopted by it and is being implemented by the Company. The CSR Policy including name of the CSR projects or programs undertaken can be accessed in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>.

CSR Committee

As mentioned in the previous Annual Report, the Board at its Meeting held on 26th March, 2021 re-constituted the Corporate Social Responsibility Committee. Dr. Pawan Goenka ceased to be the Member of the Committee with effect from 2nd April, 2021, upon cessation as a Director of the Company and Dr. Anish Shah was inducted in his place.

Further, the Board at its Meeting held on 28th May, 2021 re-constituted the Corporate Social Responsibility Committee by inducting Mr. Muthiah Murugappan as a Member of the Committee. The CSR Committee comprises of Dr. Vishakha N. Desai (Chairperson), Mr. Anand G. Mahindra, Dr. Anish Shah, Mr. Vikram Singh Mehta and Mr. Muthiah Murugappan.

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

Subsequent to the year end, the scope of the Committee was enhanced by including in its Charter Environment, Social and Governance (ESG) related matters, the details of which are furnished in the Report on Corporate Governance that forms part of this Annual Report.

During the year under review, your Company spent Rs. 97,07,68,887 on CSR activities. The amount equal to 2% of the average net profit for the past three financial years required to be spent on CSR activities was Rs. 96,84,63,072. The Board has considered the Impact Assessment Reports at its meeting held on 28th May, 2022. The detailed Annual Report on the CSR activities undertaken by your Company in the Financial Year 2022 along with the Executive Summary for Impact Assessment Reports of the applicable projects, is annexed herewith and marked as Annexure VI.

The complete Impact Assessment Reports of the applicable projects can be accessed at the Web-link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>

Sustainability

During the year under review, the 14th Sustainability Report for the year 2020-21 was released. The Report was externally assured by KPMG and prepared in accordance with the GRI Standards-Core option.

By implementing Mahindra Sustainability Framework, your Company continued the focus on the Environmental, Social and Governance (ESG) parameters ensuring a common language for sustainability across the Group. This framework defines sustainability as "Building enduring business by rejuvenating the environment and enabling stakeholders to rise". Under the three pillars People, Planet and Profit of Sustainability Framework; various actions have been implemented across the Group.

The ESG information is disclosed under Dow Jones Sustainability Index (DJSI) and Carbon Disclosure Project (CDP). In DJSI, your Company has achieved position in both World and Emerging Market Index. In CDP Climate and CDP Water, your Company has achieved level A.

Your Company has committed to Science Based Target, an initiative to restrict average global temperature rise in alignment of Paris Climate Change Agreement. The Group is committed to become Carbon Neutral by 2040.

Dr. Anish Shah, Managing Director & CEO of your Company participated in the First Movers Coalition dialogue with US Special Presidential Envoy on Climate organised by World Economic Forum. He also attended CEO climate leaders meeting organized by World Economic Forum on building the net-zero economy and carbon removals.

The Sustainability performance for your Company for the Financial Year 2021-22 will be elaborated in detail in the GRI Report which is under preparation and will be ready for release shortly.

Your Company was recognized for its leadership position on the ESG dimensions during the year under review, by way of the following:

- Part of DJSI yearbook 2022. Top 15 percentile of an industry gets featured in the yearbook.
- Inclusion in CDP Supplier Engagement Leader Board 2021.
- Part of Power list of top 50 India's Most Sustainable Companies 2021-22, by Business World.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as Annexure VII and forms part of this Report.

N. SECRETARIAL

Share Capital

During the year under review, the Authorised Share Capital of the Company was increased from Rs. 4,075 crores divided into 810,00,00,000 Ordinary (Equity) Shares of Rs. 5 each and 25,00,000 Unclassified shares of Rs. 100 each to Rs. 10,575 crores divided into 1810,00,00,000 Ordinary (Equity) Shares of Rs. 5 each and 25,00,000 Unclassified shares of Rs. 100 each and 150,00,00,000 Preference Shares of Rs. 10 each pursuant to the Scheme of Merger by Absorption of Mahindra Vehicle Manufacturers Limited with the Company becoming effective from 1st July, 2021.

The Authorised Share Capital of the Company further stands increased to Rs. 11,681.5 crores divided into 2031,30,00,000 Ordinary (Equity) Shares of Rs. 5 each and 25,00,000 Unclassified shares of Rs. 100 each and 150,00,00,000 Preference Shares of Rs. 10 each pursuant to the Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited and Mahindra Retail Limited with the Company becoming effective from 29th April, 2022.

The issued, subscribed and paid-up Share Capital of the Company stood at Rs. 621.60 crores as at 31st March, 2022 comprising of 1,24,31,92,544 Ordinary (Equity) Shares of Rs. 5 each fully paid-up. There was no change in the issued, subscribed and paid-up Share Capital during the year under review.

Compliance with the provisions of Secretarial Standard 1 and Secretarial Standard 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly complied by your Company.

Annual Return

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and can be accessed at <https://www.mahindra.com/resources/FY22/AnnualReport.zip>

O. POLICIES

The details of the Key Policies adopted by the Company are mentioned at Annexure VIII to the Board's Report.

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

There was one proceeding initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which does not materially impact the business of the Company. The Company has filed its detailed reply and the matter is pending for final hearing.

Q. GENERAL

Neither the Executive Chairman (upto 11th November, 2021) nor the Managing Director nor the Executive Director (Automotive & Farm Sectors) received any remuneration or commission from any of the subsidiaries of your Company.

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme save and except Employees Stock Option Schemes (ESOS) referred to in this Report.
3. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
4. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
5. There has been no change in the nature of business of your Company.
6. The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.
7. There was no revision of financial statements and Board's Report of the Company during the year under review.

For and on behalf of the Board

ANAND G. MAHINDRA
Chairman

Mumbai, 28th May, 2022

ANNEXURE I

Dividend Distribution Policy

The Dividend Distribution Policy ("the policy") establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The policy shall come into force for accounting periods beginning from 1st April, 2016.

Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value Rs. 5 each. The Company currently has no other class of shares. Therefore, dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

Dividends will generally be recommended by the Board once a year, 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. The Board may also declare interim dividends as may be permitted by the Companies 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 endeavor to maintain a total dividend pay-out ratio in the range of 20% to 35% of the annual standalone Profits after Tax (PAT) of the Company.

While determining the nature and quantum of the dividend payout, including amending the suggested payout range as above, the Board would take into account the following factors:

- **Internal Factors:**
 - i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
 - a. Previous years and
 - b. Internal budgets,
 - ii. Cash flow position of the Company,
 - iii. Accumulated reserves,
 - iv. Earnings stability,
 - v. Future cash requirements for organic growth/expansion and/or for inorganic growth,
 - vi. Brand acquisitions,
 - vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities,
 - viii. Deployment of funds in short term marketable investments,
 - ix. Long term investments,
 - x. Capital expenditure(s), and
 - xi. The ratio of debt to equity (at net debt and gross debt level).
- **External Factors:**
 - i. Business cycles,
 - ii. Economic environment,
 - iii. Cost of external financing,
 - iv. Applicable taxes including tax on dividend,
 - v. Industry outlook for the future years,
 - vi. Inflation rate, and
 - vii. Changes in the Government policies, industry specific rulings & regulatory provisions.

Apart from the above, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.

The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, 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 retained earnings of the Company may be used in any of the following ways:

- 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. Correcting the capital structure,
- ix. Any other permitted usage as per the Companies Act, 2013.

Information on dividends paid in the last 10 years is provided in the Annual Report.

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

The policy will be available on the Company's website and the link to the policy is: <https://www.mahindra.com/resources/investor-reports/FY17/Governance/MM-Dividend-Distribution-Policy-29-9-2016-Final.pdf>

The policy will also be disclosed in the Company's annual report.

ANNEXURE II**Form No. 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 third proviso thereto

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

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2022, which were not at arms length basis.

2. Details of material contracts or arrangement or transactions at arms length basis—

There were no material contracts or arrangements or transactions for the year ended 31st March, 2022. Thus this disclosure is not applicable.

For and on behalf of the Board

ANAND G. MAHINDRA
Chairman

Mumbai, 28th May, 2022

ANNEXURE III

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2022

[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 & Mahindra Limited
Gateway Building
Apollo Bunder
Mumbai 400001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mahindra & Mahindra Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Auditor's Responsibility:

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I 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.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified opinion:

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, complied with the statutory provisions listed hereunder

and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 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, overseas direct investment and external commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity shares) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and 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).

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following law applicable specifically to the Company:

The Motor Vehicles Act, 1988 and the Rules made thereunder.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Listing Agreements entered into by the Company with BSE Ltd. and the National Stock Exchange of India Ltd. read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors,

Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings, duly recorded and signed by the Chairman, the decisions of the Board and its committees were unanimous.

I 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.

I further report that during the audit period,

- (1) The merger by absorption of Mahindra Vehicle Manufacturers Limited with the Company stood completed and became effective on 1 July, 2021;
- (2) The merger by absorption of Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited and Mahindra Retail Limited with the Company stood completed and became effective on 29 April, 2022;
- (3) The Board of Directors of the Company, subject to requisite approvals/consents approved Scheme of Merger by Absorption of Mahindra Electric Mobility Limited, subsidiary of the Company, with the Company under Sections 230 and 232 of the Act, with the appointed date as 1 April, 2021.

Sachin Bhagwat

ACS: 10189

CP: 6029

UDIN: A010189D000413856

PR No.: 654/2020

Place: Pune

Date: 28 May 2022

ANNEXURE IV

Secretarial Compliance Report of Mahindra and Mahindra Limited for the year ended March 31, 2022

I, CS Sachin Bhagwat, Practicing Company Secretary, have examined:

- a. All the documents and records made available to me and explanation provided by **Mahindra and Mahindra Limited** ("the listed entity"),
- b. The filings/submissions made by the listed entity to the stock exchanges,
- c. Website of the listed entity,

for the year ended March 31, 2022 ("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;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company 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 (Buy-back of Securities) Regulations, 2018 (Not applicable to the Company during the Review Period);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity shares) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the Review Period);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.

and circulars/guidelines issued thereunder and 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 based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Deviations | Observations/Remarks of the Practicing Company Secretary |
|---------|---|------------|--|
| NIL | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/Guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken e.g. fines, warning letter, debarment, etc. | Observations/remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|---|
| NIL | | | | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year ended 31 st March... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|--|--|
| NOT APPLICABLE | | | | |

Sachin Bhagwat
ACS: 10189
CP: 6029

Place: Pune
Date: 20th May, 2022

UDIN: A010189D000351411
PR No.: 654/2020

ANNEXURE V

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under section 197(12) 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 2021-22 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22 are as under:

| Sr. No. | Name of Director/KMP | Designation | Remuneration of Director/KMP for the Financial Year 2021-22 (Rs. in crores) (Excluding perquisite value of ESOPs exercised) | Remuneration of Director/KMP for the Financial Year 2021-22 (Rs. in crores) (Including perquisite value of ESOPs exercised) | % increase in Remuneration in the Financial Year 2021-22 (Excluding perquisite value of ESOPs exercised) | % increase in Remuneration in the Financial Year 2021-22 (Including perquisite value of ESOPs exercised) | Ratio of Remuneration of each Director to median remuneration (Including perquisite value of ESOPs exercised) of employees for the Financial Year 2021-22 |
|---------|---|---|---|---|--|--|---|
| 1. a) | Mr. Anand G. Mahindra € | Executive Chairman (upto 11 th November, 2021) | 8.33 ^{€€} | 8.33 ^{€€} | -5.98% | -5.98% | 95.75 |
| 1. b) | Mr. Anand G. Mahindra €# | Non-Executive Chairman (from 12 th November, 2021) | 1.98 ^{€€€} | 1.98 ^{€€€} | N.A. | N.A. | 22.76 |
| 2. | Dr. Pawan Goenka@ | Managing Director and CEO | 2.15 ^{@@} | 2.15 ^{@@} | -78.90% | -78.90% | 24.71 |
| 3. | Dr. Anish Shah* | Managing Director and CEO | 9.25 | 11.89 | 8.70% | 26.35% | 136.67 |
| 4. | Mr. Rajesh Jejurikar | Executive Director, Automotive & Farm Sectors | 7.19 | 9.73 | 26.14% | 42.25% | 111.84 |
| 5. | Mr. Vikram Singh Mehta# | Independent Director | 0.57 | 0.57 | 5.56% | 5.56% | 6.55 |
| 6. | Dr. Vishakha N. Desai# | Independent Director | 0.46 | 0.67 | 4.55% | 52.27% | 7.70 |
| 7. | Mr. T. N. Manoharan &# | Independent Director | 0.50 | 0.50 | -1.96% | -1.96% | 5.75 |
| 8. | Mr. Vijay Kumar Sharma (Nominee of LIC) \$# | Nominee Director | 0.39 | 0.39 | -2.50% | -2.50% | 4.48 |
| 9. | Mr. Haigreave Khaitan# | Independent Director | 0.53 | 0.53 | 3.92% | 3.92% | 6.09 |
| 10. | Ms. Shikha Sharma# | Independent Director | 0.49 | 0.49 | -2.00% | -2.00% | 5.63 |
| 11. | Ms. Nisaba Godrej^ # | Independent Director | 0.38 | 0.38 | 65.22% | 65.22% | 4.37 |
| 12. | Mr. Muthiah Murugappan^ # | Independent Director | 0.38 | 0.38 | 90.00% | 90.00% | 4.37 |
| 13. | Mr. CP Gurnani | Non-Executive Director | — | — | — | — | — |
| 14. | Mr. Manoj Bhat** | Group Chief Financial Officer | 4.66 | 4.66 | — | — | — |
| 15. | Mr. Narayan Shankar | Company Secretary | 1.89 | 2.58 | 15.95% | 58.28% | — |

€ Transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021.

€€ Includes Leave Encashment of Rs.2.14 crores and excludes Gratuity of Rs.5.36 crores paid upon retirement.

€€€ In addition, he is entitled to the Benefits under the Special Post Retirement Benefit Scheme.

@ Ceased to be "Managing Director and Chief Executive Officer" as well as the Director of the Company with effect from 2nd April, 2021.

@@ Includes Leave Encashment of Rs.2.11 crores and excludes Gratuity of Rs.3.72 crores paid upon retirement.

* Re-designated as the "Managing Director and Chief Executive Officer" of the Company with effect from 2nd April, 2021. Prior to that, he was designated as "Deputy Managing Director and Group Chief Financial Officer". The remuneration in the above table is for the entire financial year.

The remuneration includes sitting fees and commission.

& Re-appointed by the Shareholders at the 75th Annual General Meeting held on 6th August, 2021 as an Independent Director to hold office for a second term of 5 consecutive years commencing from 11th November, 2021 to 10th November, 2026 (both days inclusive).

\$ Commission is payable to Life Insurance Corporation of India.

^ Appointed by the Shareholders at the 75th Annual General Meeting held on 6th August, 2021 as Independent and Non-Executive Director to hold office for a term of 5 consecutive years commencing from 8th August, 2020 to 7th August, 2025 (both days inclusive).

** Appointed as Group Chief Financial Officer with effect from 2nd April, 2021.

Note: All amounts are rounded off.

I. 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 employees of the Company during the Financial Year was Rs. 8.70 lakhs and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

II. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was an increase of -2.25% in the median remuneration of employees.

III. The number of permanent employees on the rolls of Company:

There were 21,297 permanent employees on the rolls of the Company as on 31st March, 2022.

IV. 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:

Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year i.e. 2021-22 was 12.84% whereas the increase in the managerial remuneration for the Financial Year 2021-22 was -21.85%.

The remuneration of the Managing Director and Executive Director is decided based on the individual performance, inflation, prevailing industry trends and benchmarks.

The remuneration of Non-Executive Directors consists of commission and sitting fees. 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 Governance, Nomination and Remuneration Committee may deem fit etc. were taken into consideration.

V. Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

ANNEXURE VI

CORPORATE SOCIAL RESPONSIBILITY

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FINANCIAL YEAR 2021-22

1. Brief outline on CSR Policy of the Company

Since its inception your Company has been a socially responsible corporate making investments in the community which go beyond any mandatory legal and statutory requirements. In line with its core purpose, the CSR vision focusses on the constituencies of girls, youth and farmers with special emphasis on Women by innovatively supporting them through programs designed in the domains of education, skill development and environment, while harnessing the power of technology.

We believe that these are the critical constituencies who contribute to nation building and through our CSR efforts we will enable these communities to Rise. In accordance with the Companies Act, 2013, your Company has committed 2% (Profit before Tax) annually towards CSR initiatives. The CSR Policy of your Company outlines the approach and direction given by the Board, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual CSR action plan. The CSR projects undertaken are also listed in the CSR policy.

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. | Dr. Vishakha N. Desai | Chairperson | 5 | 5 |
| 2. | Mr. Anand G. Mahindra | Member | 5 | 5 |
| 3. | Dr. Anish Shah* | Member | 5 | 5 |
| 4. | Dr. Pawan Goenka* | Member | — | — |
| 5. | Mr. Vikram Singh Mehta | Member | 5 | 5 |
| 6. | Mr. Muthiah Murugappan# | Member | 5** | 4 |

* Dr. Pawan Goenka ceased to be a Member of the CSR Committee ("the Committee") with effect from 2nd April, 2021 pursuant to his cessation as Managing Director and Chief Executive Officer as well as the Director of your Company and the Committee was re-constituted to appoint Dr. Anish Shah as a Member of the Committee with effect from 2nd April, 2021.

Mr. Muthiah Murugappan was inducted as a Member of the Committee with effect from 28th May, 2021.

** Number of meetings of CSR Committee held post induction of Mr. Muthiah Murugappan on the Committee is 4.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

<https://www.mahindra.com/investors/reports-and-filings>.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Your Company has commissioned Devinsights Private Limited and Value Network Ventures Advisory Services Private Limited to carry out independent 3rd Party Impact Assessment studies for the following five CSR projects completed in F21:

- Project Nanhi Kali
- Mahindra Pride

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|--------|--|---|---------------------|--------------------------|-------------------|---------------------------------------|--|---|-------------------------|
| Sl. No | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project. | | Amount spent for the project (in Rs.) | Mode of Implementation-Direct (Yes/No) | Mode of implementation-Through implementing agency. | |
| | | | | State | District | | | Name | CSR registration number |
| 1. | Safe Drinking Water Project in Chincholi | Health and Sanitation | No | Maharashtra | Pune | 22,50,000.00 | No | Naandi Foundation | CSR00001184 |
| 2. | Palcare - Palliative Care - Support to terminally ill | Health and Sanitation | Yes | Maharashtra | Mumbai | 25,00,000.00 | No | Mahindra Foundation | CSR00000629 |
| 3. | Head and Neck Cancer Institute - Health Infrastructure Support | Health and Sanitation | Yes | Maharashtra | Mumbai | 1,00,00,000.00 | No | Mahindra Foundation | CSR00000629 |
| 4. | Lancet Citizen's Forum - Health Research Project | Health and Sanitation | No | Delhi | Delhi | 25,00,000.00 | No | Harvard Global Research Support Centre | CSR00003599 |
| 5. | Swachh Bharat FD-Nagpur -Cleanliness and Increasing Green Cover | Health and Sanitation | Yes | Maharashtra | Nagpur | 3,77,010.00 | No | Yuva Rural Association | CSR00002429 |
| 6. | Sehat FD-Nagpur-Support to Mid-Day Meal Project | Health and Sanitation | Yes | Maharashtra | Nagpur | 1,70,642.00 | No | Annamrit Foundation | CSR00001973 |
| 7. | Jeevandaan FD-Nagpur -Support to Thalassemic children | Health and Sanitation | Yes | Maharashtra | Nagpur | 15,000.00 | No | Yuva Rural Association | CSR00002429 |
| 8. | Sehat FD-Nagpur-Support to Mid-Day Meal Project | Health and Sanitation | Yes | Maharashtra | Nagpur | 91,010.00 | No | Yuva Rural Association | CSR00002429 |
| 9. | Sehat Swaraj Plant-Mobile Primary Health and Cancer Care | Health and Sanitation | Yes | Punjab | SAS Nagar | 45,88,450.00 | No | Global Cancer Concern India | CSR00001764 |
| 10. | Core Area Perspective Plan, Rudrapur-Action Research Project | Education and Skilling | Yes | Uttarakhand | Udham Singh Nagar | 5,24,630.00 | No | Central Himalayan Rural Action Group | CSR00004689 |
| 11. | Sehat FD-KND-Promoting Health Awareness | Health and Sanitation | Yes | Maharashtra | Thane | 29,37,244.00 | No | Navnirman | CSR00001376 |
| 12. | Jeevandaan FD-ZHB-Blood Donation Camps | Health and Sanitation | Yes | Telangana | Sangareddy | 6,88,299.18 | Yes | NA | NA |
| 13. | Sehat FD-ZHB-Mobile Primary Health and Cancer Care | Health and Sanitation | Yes | Telangana | Sangareddy | 20,46,025.00 | No | Bala Vikasa | CSR00000313 |
| 14. | Sehat FD-ZHB-Mobile Primary Health and Cancer Care | Health and Sanitation | Yes | Telangana | Sangareddy | 2,26,600.00 | No | Bala Vikasa | CSR00000313 |
| 15. | Swachh Bharat FD RDP-Public Toilets and Amenities | Health and Sanitation | Yes | Uttarakhand | Udham Singh Nagar | 19,14,319.00 | No | Suvidha | CSR00000399 |
| 16. | Sehat FD-RDP-School Sanitation Project | Health and Sanitation | Yes | Uttarakhand | Udham Singh Nagar | 56,56,742.50 | No | Suvidha | CSR00000399 |
| 17. | Jeevandaan AD HRD-Blood Donation Camps | Health and Sanitation | Yes | Uttarakhand | Haridwar | 38,824.00 | Yes | NA | NA |
| 18. | Sehat AD HRD-Eye check-up and Cataract Operation Camps | Health and Sanitation | Yes | Uttarakhand | Haridwar | 8,70,000.00 | Yes | NA | NA |
| 19. | Sehat AD ZHB-Improvement of ICDS Centres and Nutrition Awareness | Health and Sanitation | Yes | Telangana | Sangareddy | 12,02,826.00 | No | DHAN Vayalagam Tank foundation | CSR00000248 |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|--------|--|---|----------------------|--|--|---------------------------------------|--|---|-------------------------|
| Sl. No | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/ No) | Location of the project. | | Amount spent for the project (in Rs.) | Mode of Implementation-Direct (Yes/No) | Mode of implementation-Through implementing agency. | |
| | | | | State | District | | | Name | CSR registration number |
| 20. | Swachh Bharat AD MRV | Health and Sanitation | Yes | Tamil Nadu | Tiruvallur | 15,00,000.00 | No | DHAN Vayalagam Tank foundation | CSR00000248 |
| 21. | Sehat AD-CHAKAN -AIDS Awareness and Rehabilitation Programme | Health and Sanitation | Yes | Maharashtra | Pune | 4,97,571.00 | No | Yash Foundation | CSR00001588 |
| 22. | Sehat AD-CHAKAN -Integrated Maternal & Adolescent Health care | Health and Sanitation | Yes | Maharashtra | Pune | 35,06,600.00 | No | Yash Foundation | CSR00002632 |
| 23. | Sehat AD KND-Medical services to Slum Communities | Health and Sanitation | Yes | Maharashtra | Palghar | 13,13,188.30 | Yes | NA | NA |
| 24. | Sehat-AIDS Awareness and Rehabilitation Programme | Health and Sanitation | Yes | Maharashtra | Nashik | 13,93,380.00 | No | Yash Foundation | CSR00001588 |
| 25. | Swachh Bharat AD NSK1- Cleanliness of Public Garden | Health and Sanitation | Yes | Maharashtra | Nashik | 3,64,000.00 | No | Yash Foundation | CSR00001588 |
| 26. | Swachh Bharat AD NSK1 -Cleanliness of Public Garden | Health and Sanitation | Yes | Maharashtra | Nashik | 4,68,866.00 | Yes | NA | NA |
| 27. | Sehat AD IGT-Adolescent Child Reproductive Health & Life Skill Development | Health and Sanitation | Yes | Maharashtra | Nashik | 1,740.00 | Yes | NA | NA |
| 28. | Sehat AD IGT-Adolescent Child Reproductive Health & Life Skill Development | Health and Sanitation | Yes | Maharashtra | Nashik | 3,44,790.00 | No | Yash Foundation | CSR00001588 |
| 29. | Sehat-Solid Waste Management | Health and Sanitation | Yes | Maharashtra | Nashik | 10,00,000.00 | No | FINISH Society | CSR00001053 |
| 30. | Swachh Bharat-Beach Cleaning, Open gym and library for Public Use | Health and Sanitation | Yes | Maharashtra | Mumbai | 5,00,000.00 | No | Rachana Sanad | CSR00013640 |
| 31. | Swachh Bharat Central AD- Cleanliness & Beautification of Public Space | Health and Sanitation | Yes | Maharashtra | Mumbai | 40,82,980.60 | Yes | NA | NA |
| 32. | Project Nanhi Kali- Empowering Girl child through Education | Education and Skilling | No | Andhra Pradesh, Madhya Pradesh, Maharashtra, Punjab, Uttar Pradesh | Vishakhapatnam, Kolhapur, Ratlam, Mumbai, Ferozepur, Moga, Tarn Taran, Shravasti | 2,85,00,000.00 | No | K C Mahindra Education Trust | CSR00000511 |
| 33. | Mahindra Scholarship for UWC students | Education and Skilling | No | Maharashtra | Pune | 3,00,00,000.00 | No | Mahindra United World College, India | CSR00019118 |
| 34. | Mahindra Pride Programme - Skill Development | Education and Skilling | No | Pan India | Multiple Districts | 15,00,00,000.00 | No | K C Mahindra Education Trust | CSR00000511 |
| 35. | Mahindra Academy Malad -Supporting Education | Education and Skilling | Yes | Maharashtra | Mumbai | 50,00,000.00 | No | K C Mahindra Education Trust | CSR00000511 |
| 36. | Mahindra Academy Zaheerabad-Supporting Education | Education and Skilling | Yes | Telangana | Sangareddy | 50,00,000.00 | No | K C Mahindra Education Trust | CSR00000511 |
| 37. | Mahindra World School, Chennai | Education and Skilling | No | Tamil Nadu | Chengalpattu | 5,00,00,000.00 | No | Mahindra World School Educational Trust | CSR00009883 |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
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| | | | | State | District | | | Name | CSR registration number |
| 38. | Mahindra All India Talent Scholarship | Education and Skilling | No | Gujarat, Karnataka, Chandigarh, Tamil Nadu, Kerala, Delhi, Telangana, Rajasthan, West Bengal, Uttar Pradesh, Maharashtra, Andhra Pradesh | Ahmedabad, Bengaluru, Chandigarh, Chennai, Cochin, Delhi, Hyderabad, Jaipur, Kolkata, Lucknow, Mumbai, Vishakhapatnam | 1,07,40,000.00 | No | K C Mahindra Education Trust | CSR00000511 |
| 39. | Adarsh Vidyalaya School Reconstruction | Education and Skilling | Yes | Maharashtra | Mumbai | 1,50,00,000.00 | No | Vishal Mumbai Shikshan Prasarak Mandal | CSR00006544 |
| 40. | Vocational Training in Deshpande Private Industrial Training Institute | Education and Skilling | No | Karnataka | Uttara Kannada | 8,00,000.00 | No | Shri. Vishwanath Raghunath Rao Deshpande Memorial Trust | CSR00010355 |
| 41. | FD-Nagpur Gyandeeep (CAPP)-Action Research Study | Education and Skilling | Yes | Maharashtra | Nagpur | 5,32,100.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 42. | Hunnar FD-Nagpur-Skill Development for tribal youth | Education and Skilling | Yes | Maharashtra | Nagpur | 14,11,000.00 | No | Yuva Rural Association | CSR00002429 |
| 43. | Hunnar Swaraj Plant-Skilling on farm and non-farm trades | Education and Skilling | Yes | Punjab | SAS Nagar | 34,87,565.00 | No | MNS Skill India Foundation | CSR00006709 |
| 44. | Hunnar Swaraj Plant-Skill centre Infrastructure support | Education and Skilling | Yes | Punjab | SAS Nagar | 47,90,872.00 | No | Manav Vikas Sansthan | CSR00001537 |
| 45. | FD-KND Street Smart-Road safety awareness programme | Education and Skilling | Yes | Maharashtra | Thane | 3,86,000.00 | No | Navnirman | CSR00001376 |
| 46. | FD-ZHB Gyandeeep-School Infrastructure Development | Education and Skilling | Yes | Telangana | Sangareddy | 19,99,048.00 | No | Bala Vikasa | CSR00000313 |
| 47. | FD-ZHB Gyandeeep (CAPP)-Action Research Study | Education and Skilling | Yes | Telangana | Sangareddy | 7,01,000.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 48. | Krishi Mitr-Prerna FD-RDP-Empowerment of Women Farmers | Education and Skilling | Yes | Uttarakhand | Nainital | 24,00,000.00 | No | Suvidha | CSR00000399 |
| 49. | FD-JPR Gyandeeep (CAPP)-Action Research Study | Education and Skilling | Yes | Rajasthan | Jaipur | 11,48,000.00 | No | Sarv Mangal Gramin Vikas Sansthan | CSR00000154 |
| 50. | Road safety awareness | Education and Skilling | Yes | Rajasthan | Jaipur | 3,550.00 | Yes | NA | NA |
| 51. | Hunnar FD-S&CO-Scholarship for Higher Education | Education and Skilling | Yes | Maharashtra | Thane | 1,22,38,800.00 | No | United Way of Mumbai | CSR00000762 |
| 52. | Hunnar MTWD-ITI Development | Education and Skilling | Yes | Madhya Pradesh | Dhar | 14,78,097.00 | No | Yuva Udyaan Educational & Social Welfare Society | CSR00010617 |
| 53. | AD HRD Gyandeeep-Toilet Construction at Educational Institute | Education and Skilling | Yes | Uttarakhand | Haridwar | 25,19,928.00 | Yes | NA | NA |

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| | | | | State | District | | | Name | CSR registration number |
| 54. | AD ZHB Street Smart-Road Safety Monitoring | Education and Skilling | Yes | Telangana | Sangareddy | 2,71,400.00 | Yes | NA | NA |
| 55. | Hunnar AD ZHB-Skill Development | Education and Skilling | Yes | Telangana | Sangareddy | 6,23,815.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 56. | AD ZHB Street Smart-Road Safety Awareness | Education and Skilling | Yes | Telangana | Sangareddy | 40,64,100.00 | No | ARDS | CSR00014982 |
| 57. | AD ZHB Gyandeep-Supporting Education | Education and Skilling | Yes | Telangana | Sangareddy | 13,21,443.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 58. | Hunnar AD S&CO-Skill development | Education and Skilling | Yes | Tamil Nadu | Coimbatore | 24,60,550.00 | No | MAFoi Foundation | CSR00000940 |
| 59. | Hunnar AD S&CO(MEML)-Skill development | Education and Skilling | Yes | Karnataka | Bengaluru | 10,73,799.00 | No | MAFoi Foundation | CSR00000940 |
| 60. | Hunnar AD MRV-Skill development | Education and Skilling | Yes | Tamil Nadu | Chengalpattu | 32,83,048.00 | No | MAFoi Foundation | CSR00000940 |
| 61. | AD MRV Gyandeep (CAPP)-Action Research Project | Education and Skilling | Yes | Tamil Nadu | Chengalpattu | 9,07,000.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 62. | AD-CHAKAN Street Smart-Road Safety Programme | Education and Skilling | Yes | Maharashtra | Pune | 61,90,973.00 | No | Vagmi Foundation | CSR00007401 |
| 63. | Hunnar AD-CHAKAN-ITI Development | Education and Skilling | Yes | Maharashtra | Pune | 27,47,793.00 | No | Seva Sehyog | CSR00000756 |
| 64. | AD-CHAKAN Gyandeep-Education support to Children | Education and Skilling | Yes | Maharashtra | Pune | 22,57,063.00 | No | Tribal Mensa | CSR00002632 |
| 65. | AD-CHAKAN Mahindra Saarthi Abhiyan-Scholarship for Girl Child | Education and Skilling | No | Pan India | NA | 1,10,95,002.00 | Yes | NA | NA |
| 66. | AD KND Gyandeep-Scholarship for Higher Education | Education and Skilling | Yes | Maharashtra | Kandivali | 7,50,000.00 | No | Thakur Education Trust | CSR00003389 |
| 67. | AD NSK1 Street Smart-Road Infrastructure Development | Education and Skilling | Yes | Maharashtra | Nashik | 39,90,683.00 | No | Yash Foundation | CSR00001588 |
| 68. | Hunnar AD NSK1-Skill Development of Women | Education and Skilling | Yes | Maharashtra | Nashik | 10,36,813.00 | No | Pratham Education Foundation | CSR00000258 |
| 69. | AD IGT Street Smart-Road Safety Programme | Education and Skilling | Yes | Maharashtra | Nashik | 38,05,400.00 | No | United Way of Mumbai | CSR00000762 |
| 70. | AD IGT Street Smart-Road Safety Programme | Education and Skilling | Yes | Maharashtra | Nashik | 10,738.00 | Yes | NA | NA |
| 71. | Road Safety-Nagpur-Project iRASTE | Education and Skilling | No | Maharashtra | Nagpur | 92,04,027.00 | No | IIITH | CSR00005001 |
| 72. | Hunnar-Central FD-Skill Development | Education and Skilling | Yes | Maharashtra | Mumbai | 50,00,000.00 | No | St. Joseph Technical School, Don Bosco | CSR00002656 |
| 73. | AWIM-Education Project for school children | Education and Skilling | Yes | Pan India | NA | 74,99,604.00 | Yes | NA | NA |
| 74. | Rise Higher for safe Roads-Tactical Urbanism | Education and Skilling | Yes | Maharashtra | Pune | 62,10,000.00 | No | Save Life Foundation | CSR00000728 |
| 75. | Mahindra University Project | Education and Skilling | No | Telangana | Hyderabad | 84,13,285.60 | No | Mahindra Educational Institution | CSR00001815 |

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| | | | | State | District | | | Name | CSR registration number |
| 76. | United for Road-Road Safety awareness | Education and Skilling | Yes | Maharashtra, Karnataka, Tamil Nadu, Telangana, Uttarakhand | Mumbai, Pune, Nashik, Bengaluru, Chennai, Sangareddy, Haridwar | 9,99,686.00 | No | United Way of Mumbai | CSR00000762 |
| 77. | Street Smart-Jeevan Doot-Road Safety emergency response | Education and Skilling | Yes | Maharashtra | Pune | 6,03,900.00 | No | United Way of Mumbai | CSR00000762 |
| 78. | Smart School Project at ZP School | Education and Skilling | Yes | Maharashtra | Kanhe | 10,00,000.00 | No | Seva Sahyog Foundation | CSR00000756 |
| 79. | Women Empowerment with Regenerative Agriculture-UP & Punjab | Women Empowerment | No | Uttar Pradesh, Punjab | Shravasti, Moga, Tarn Taran | 4,94,00,000.00 | No | Naandi Foundation | CSR00001184 |
| 80. | Krishi Mitra-Prerna Central FD-Empowerment of Women Farmers | Women Empowerment | Yes | Pan India | Multiple Districts | 86,75,900.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 81. | Krishi Mitra-Prerna FD-Nagpur-Empowerment of Women Farmers | Women Empowerment | Yes | Maharashtra | Nagpur | 18,44,775.00 | No | Yuva Rural Association | CSR00002429 |
| 82. | Krishi Mitra-Prerna FD-Nagpur-Empowerment of Women Farmers | Women Empowerment | Yes | Maharashtra | Nagpur | 13,55,225.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 83. | Krishi Mitra-Prerna Swaraj Plant-Empowerment of Women Farmers | Women Empowerment | Yes | Punjab, Haryana | SAS Nagar & Ambala | 55,01,244.00 | No | Manav Vikas Sansthan | CSR00001537 |
| 84. | Krishi Mitra-Prerna Central FD-Empowerment of Women Farmers | Women Empowerment | Yes | Madhya Pradesh, Bihar | Multiple Districts | 1,10,56,743.00 | No | PRADAN | CSR00000973 |
| 85. | Krishi Mitra-Prerna FD-KND-Empowerment of Women Farmers | Women Empowerment | Yes | Maharashtra | Thane | 56,75,823.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 86. | Krishi Mitra-Prerna FD-ZHB-Empowerment of Women Farmers | Women Empowerment | Yes | Telangana | Sangareddy | 43,28,863.00 | No | Bala Vikasa | CSR00000313 |
| 87. | Krishi Mitra-Prerna FD-JPR-Empowerment of Women Farmers | Women Empowerment | Yes | Rajasthan | Jaipur | 15,00,000.00 | No | Sarv Mangal Gramin Vikas Sansthan | CSR00000154 |
| 88. | Women's Initiative for Synergistic Empowerment (WISE) through WEN | Women Empowerment | No | Maharashtra | Pune, Ahmednagar, Satara, Kolhapur, Palghar | 2,26,57,300.00 | No | Chaitanya | CSR00002351 |
| 89. | Northern India Hariyali-Large scale tree plantation | Environment and Ecological Initiatives | No | Himachal Pradesh, Uttar Pradesh, Punjab | Solan, Shravasti, Moga, Tarn Taran | 46,53,000.00 | No | Naandi Foundation | CSR00001184 |
| 90. | Araku Hariyali-Large scale tree plantation to support local community livelihood | Environment and Ecological Initiatives | No | Andhra Pradesh | Vishakhapatnam | 4,40,00,000.00 | No | Naandi Foundation | CSR00001184 |
| 91. | Green Guardians Swaraj Plant-Plantation and Natural Resource Conservation awareness | Environment and Ecological Initiatives | Yes | Punjab | SAS Nagar | 61,20,220.00 | No | Manav Vikas Sansthan | CSR00001537 |

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| 92. | Green Guardians Swaraj Plant-Conservation of water resources | Environment and Ecological Initiatives | No | Rajasthan | Ajmer, Pali, Jaipur, Sikar, Nagaur | 1,42,36,401.00 | No | Sarv Mangal Gramin Vikas Sansthan | CSR00000154 |
| 93. | Green Guardians AD MRV-Conservation of water resources | Environment and Ecological Initiatives | Yes | Tamil Nadu | Tiruvannamalai | 61,96,808.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 94. | Hariyali AD NSK1-Plantation and Beautification of Public Space | Environment and Ecological Initiatives | Yes | Maharashtra | Nashik | 3,10,500.00 | No | Yash Foundation | CSR00001588 |
| 95. | Hariyali AD NSK1-Plantation in Public Space | Environment and Ecological Initiatives | Yes | Maharashtra | Nashik | 4,82,518.00 | Yes | NA | NA |
| 96. | Hariyali AD IGT-Tree plantation | Environment and Ecological Initiatives | Yes | Maharashtra | Nashik | 33,21,332.62 | Yes | NA | NA |
| 97. | Rural Electrification Central FD-Village Development | Rural Development | Yes | Madhya Pradesh & Maharashtra | Damoh & Nashik | 71,54,998.00 | Yes | NA | NA |
| 98. | Water Management-Balangir-Integrated Village Development and Water Management | Rural Development | No | Odisha | Balangir | 70,00,000.00 | No | BISLD | CSR00000259 |
| 99. | Water Management-Barmer-Integrated Village Development and Water Management | Rural Development | No | Rajasthan | Barmer | 40,00,000.00 | No | BISLD | CSR00000259 |
| 100. | Model Village-Raichur-Integrated Village Development and Water Management | Rural Development | No | Karnataka | Raichur | 45,00,000.00 | No | MYRADA | CSR00001099 |
| 101. | Water Management-Jalgaon-Integrated Village Development and Water Management | Rural Development | No | Maharashtra | Jalgaon | 1,00,000.00 | No | AFPRO | CSR00000747 |
| 102. | Water Management-Bhopal Integrated Village Development and Water Management | Rural Development | No | Madhya Pradesh | Bhopal | 20,00,000.00 | No | SOLIDARIDAD | CSR00003501 |
| 103. | Integrated Village Development project-Muzaffarpur | Rural Development | No | Bihar | Muzaffarpur | 30,00,000.00 | No | Sehgal Foundation | CSR00000262 |
| 104. | Water Management-Sonbhadra-Integrated Village Development and Water Management | Rural Development | No | Uttar Pradesh | Sonbhadra | 30,00,000.00 | No | Sehgal Foundation | CSR00000262 |
| 105. | Water Management-Latur Central SD-Integrated Village Development and Water Management | Rural Development | No | Maharashtra | Latur | 50,00,000.00 | No | Dilasa Janvikas Pratishthan | CSR00000098 |
| 106. | Model Village development program, Rewa Central SD | Rural Development | Yes | Madhya Pradesh | Rewa | 50,00,000.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 107. | Gram Vikas-FD Nagpur | Rural Development | Yes | Maharashtra | Nagpur | 10,83,445.00 | No | Yuva Rural Association | CSR00002429 |

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| 108. | Gram Vikas-FD Nagpur | Rural Development | Yes | Maharashtra | Nagpur | 5,22,750.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 109. | Integrated Village Development project-Alwar Central SD | Rural Development | Yes | Rajasthan | Alwar | 1,04,26,067.00 | No | Sarv Mangal Gramin Vikas Sansthan | CSR00000154 |
| 110. | Water Management-Sangareddy Central SD-Integrated Village Development and Water Management | Rural Development | Yes | Telangana | Sangareddy | 45,57,860.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 111. | "Krish-e Model Village"-Integrated Development Project | Rural Development | Yes | Madhya Pradesh, Uttar Pradesh, Maharashtra | Sultanpur, Chhindwara, Aurangabad | 35,00,000.00 | No | Sehgal Foundation | CSR00000262 |
| 112. | Water Management-Rudrapur-Integrated Village Development and Water Management | Rural Development | Yes | Uttarakhand | Udham Singh Nagar | 35,00,000.00 | No | Central Himalayan Rural Action Group | CSR00004689 |
| 113. | Gram Vikas FD-JPR-Integrated Village Development | Rural Development | Yes | Rajasthan | Jaipur | 15,00,000.00 | No | Sarv Mangal Gramin Vikas Sansthan | CSR00000154 |
| 114. | Gram Vikas AD ZHB-Integrated Village Development | Rural Development | Yes | Telangana | Sangareddy | 21,46,616.00 | No | DHAN Vayalagam Tank Foundation | CSR00000248 |
| 115. | Gram Vikas AD KND | Rural Development | Yes | Maharashtra | Palghar | 46,11,559.00 | No | BAIF Institute for Sustainable Livelihoods and Development | CSR00000259 |
| 116. | Integrated Village Development and Water Management-IWMP Nashik | Rural Development | Yes | Maharashtra | Nashik | 7,10,000.00 | No | Vanvasi Kalyan Ashram | CSR00006104 |
| 117. | Enhancing Livelihoods Security through Sustainable Agriculture and Entrepreneurship Development AD NSK2 | Rural Development | Yes | Maharashtra | Nashik | 8,50,000.00 | No | AFARM | CSR00000092 |
| 118. | Watershed Management (PPP) Igatpuri (Nashik) | Rural Development | Yes | Maharashtra | Nashik | 33,00,000.00 | Yes | NA | NA |
| 119. | Climate proofing Igatpuri (IWMP) (Nashik) | Rural Development | Yes | Maharashtra | Nashik | 88,50,000.00 | No | BISLD | CSR00000259 |
| 120. | Watershed Development Fund Hatta, Climate change Mitigation Programme | Rural Development | Yes | Madhya Pradesh | Damoh | 92,51,341.00 | Yes | NA | NA |
| 121. | Sehat AD SBU-Direct help to the rural village ashram school students | Health and Sanitation | Yes | Maharashtra | Kanhe | 2,215.00 | Yes | NA | NA |
| 122. | Sustainable Integrated Village Development | Rural Development | Yes | Rajasthan | Jaipur | 3,90,000.00 | No | Sarv Mangal Gramin Vikas Sansthan | CSR00000154 |
| 123. | Sustainable Integrated Village Development | Rural Development | Yes | Rajasthan | Jaipur | 1,01,928.00 | Yes | NA | NA |

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| 124. | Project Chaav-Health Infrastructure Support | Disaster Management | No | Bihar, West Bengal, Odisha, Madhya Pradesh, Jharkhand | Muzaffarpur, Araria, Katihar, Hooghly, South 24 Parganas, Rayagada, Gunupur, Chhindwara, Damoh, Mandla, Seoni, Gumla, Giridih | 11,00,000.00 | No | Education for Employability Foundation (E2Foundation) | CSR00006665 |
| 125. | Implementing Mass-scale Preventive Actions for COVID Transmission (IMPACT) | Disaster Management | No | Andhra Pradesh | Vishakhapatnam | 71,60,000.00 | No | Naandi Foundation | CSR00001184 |
| 126. | Micro Oxygen Centres in 3 states of Uttarakhand, Rajasthan & Jammu & Kashmir | Disaster Management | No | Uttarakhand, Rajasthan, Jammu & Kashmir | Chamoli, Dehradun, Rudraprayag, Uttarkashi, Tehri Garhwal, Jaisalmer, Alwar, Ganganagar, Churu, Jhunjhunu, Baramulla, Srinagar, Kishtwar, Anantnag | 1,00,00,000.00 | No | Hemkunt Foundation | CSR00004662 |
| 127. | COVID-19 Relief-Oxygen Concentrators-Maharashtra | Disaster Management | Yes | Maharashtra | Multiple Districts | 36,40,000.00 | Yes | NA | NA |
| 128. | COVID-19 Relief-Oxygen Concentrators-Maharashtra | Disaster Management | Yes | Maharashtra | Multiple Districts | 57,34,000.00 | Yes | NA | NA |
| 129. | COVID-19 Relief-Oxygen Concentrators-Uttarakhand | Disaster Management | No | Uttarakhand | Multiple Districts | 89,90,000.00 | Yes | NA | NA |
| 130. | COVID-19 Relief-Oxygen Concentrators-Tamil Nadu | Disaster Management | No | Tamil Nadu | Multiple Districts | 1,96,02,100.00 | Yes | NA | NA |
| 131. | COVID-19 Relief-Oxygen Concentrators-Maharashtra | Disaster Management | Yes | Maharashtra | Multiple Districts | 85,88,160.00 | Yes | NA | NA |
| 132. | COVID-19 Relief-Oxygen Concentrators-Delhi | Disaster Management | No | Delhi | Delhi | 34,12,500.00 | Yes | NA | NA |
| 133. | COVID-19 Relief-Oxygen Concentrators-Karnataka | Disaster Management | No | Karnataka | Bengaluru, Haveri | 8,39,991.60 | Yes | NA | NA |
| 134. | COVID-19 Relief-Oxygen Concentrators-Uttar Pradesh | Disaster Management | No | Uttar Pradesh | Prayagraj, Pratapgarh, Chandauli, Varanasi | 13,99,986.00 | Yes | NA | NA |
| 135. | SEHAT- COVID-19 Relief-Food Distribution & Protective Gear-Nagpur | Disaster Management | Yes | Maharashtra | Nagpur | 13,51,736.00 | Yes | NA | NA |
| 136. | SEHAT-COVID-19 Relief-Upgradation of Hospital Infrastructure-Punjab | Disaster Management | Yes | Punjab | SAS Nagar | 3,25,680.00 | Yes | NA | NA |
| 137. | SEHAT-COVID-19 Relief-Oxygen Concentrators-Punjab | Disaster Management | Yes | Punjab | SAS Nagar | 24,64,000.00 | Yes | NA | NA |

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| 138. | SEHAT-COVID-19 Relief-Oxygen Concentrators-Jaipur | Disaster Management | Yes | Rajasthan | Jaipur | 4,70,400.00 | Yes | NA | NA |
| 139. | SEHAT-COVID-19 Relief-Upgradation of Hospital Infrastructure-Tamil Nadu | Disaster Management | Yes | Tamil Nadu | Chengalpattu | 4,99,940.00 | Yes | NA | NA |
| 140. | SEHAT-COVID-19 response and relief work in rural areas of Bharuch District, Gujarat | Disaster Management | Yes | Gujarat | Bharuch | 8,25,000.00 | No | Aatapi Seva Foundation | CSR00001876 |
| 141. | COVID-19 Relief-Oxygen Tanker Pune | Disaster Management | Yes | Maharashtra | Pune | 5,00,000.00 | No | Swaroopwardhani | CSR00002033 |
| 142. | Sehat-COVID-19 Relief-Oxygen Plant-Baramati, Maharashtra | Disaster Management | No | Maharashtra | Pune | 71,40,000.00 | Yes | NA | NA |
| 143. | Sehat-COVID-19 Relief - Oxygen Plant-Uttarakhand | Disaster Management | No | Uttarakhand | Pauri Garhwal | 71,40,000.00 | Yes | NA | NA |
| 144. | Sehat-COVID-19 Relief - Oxygen Plant-Uttar Pradesh | Disaster Management | No | Uttar Pradesh | Pratapgarh | 59,11,087.00 | Yes | NA | NA |
| 145. | Sehat-COVID-19 Relief - Oxygen Plant-Bihar | Disaster Management | No | Bihar | Katihar | 79,54,095.00 | Yes | NA | NA |
| 146. | SEHAT-COVID-19 Relief-Oxygen Concentrators-Assam | Disaster Management | No | Assam | Guwahati | 10,49,990.00 | Yes | NA | NA |
| 147. | SEHAT-COVID-19 Relief-Oxygen Concentrators-Andhra Pradesh | Disaster Management | No | Andhra Pradesh | Eluru | 6,60,010.00 | Yes | NA | NA |
| 148. | SEHAT-COVID-19 Relief-Food Distribution-Mumbai | Disaster Management | Yes | Maharashtra | Mumbai | 20,46,255.75 | Yes | NA | NA |
| 149. | SEHAT-COVID-19 Relief-Grocery Kit Distribution-Mumbai | Disaster Management | Yes | Maharashtra | Mumbai | 42,85,460.00 | Yes | NA | NA |
| 150. | SEHAT-COVID-19 Relief-Protective Gear Distribution-Mumbai | Disaster Management | Yes | Maharashtra | Mumbai | 67,21,322.00 | Yes | NA | NA |
| 151. | Sehat-COVID-19 Relief-Oxygen Plant-Nashik, Maharashtra | Disaster Management | Yes | Maharashtra | Nashik | 79,61,510.00 | Yes | NA | NA |
| 152. | Sehat-COVID-19 Relief-Oxygen Plant-Karnataka | Disaster Management | No | Karnataka | Shivamogga | 80,10,629.00 | Yes | NA | NA |
| 153. | Sehat-COVID-19 Relief-Oxygen Plant-Mahbubnagar, Telangana | Disaster Management | No | Telangana | Mahbubnagar | 88,69,148.00 | Yes | NA | NA |
| 154. | Sehat-COVID-19 Relief-Oxygen Plant-Zaheerabad, Telangana | Disaster Management | Yes | Telangana | Zaheerabad | 75,84,504.00 | Yes | NA | NA |
| 155. | SEHAT-COVID-19 Relief-Oxygen Concentrators-Telangana | Disaster Management | No | Telangana | Wanaparthy & Zaheerabad | 10,08,000.00 | Yes | NA | NA |
| 156. | Sehat-COVID-19 Relief-Oxygen Plant-Rajasthan | Disaster Management | No | Rajasthan | Banswara | 55,28,725.00 | Yes | NA | NA |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|--------------|--|---|---------------------|---------------------------|----------------------|---------------------------------------|--|---|-------------------------|
| Sl. No | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project. | | Amount spent for the project (in Rs.) | Mode of Implementation-Direct (Yes/No) | Mode of implementation-Through implementing agency. | |
| | | | | State | District | | | Name | CSR registration number |
| 157. | Sehat-COVID-19 Relief-Oxygen Plant-Gujarat | Disaster Management | No | Gujarat | Ahmedabad | 68,25,000.00 | Yes | NA | NA |
| 158. | Sehat-COVID-19 Relief-Oxygen Plant-Himachal Pradesh | Disaster Management | No | Himachal Pradesh | Kangra | 59,19,208.00 | Yes | NA | NA |
| 159. | Sehat-COVID-19 Relief-Oxygen Plant-Andhra Pradesh | Disaster Management | No | Andhra Pradesh | Nandyal | 80,79,966.00 | Yes | NA | NA |
| 160. | Sehat-COVID-19 Relief-Oxygen Plant Civil Work & Electric work-Andhra Pradesh | Disaster Management | No | Andhra Pradesh | Nandyal | 23,87,002.00 | Yes | NA | NA |
| 161. | SEHAT-COVID-19 Relief-Oxygen Concentrator-Karnataka and Uttar Pradesh | Disaster Management | No | Karnataka & Uttar Pradesh | Varanasi & Bengaluru | 29,40,000.00 | Yes | NA | NA |
| 162. | Educational & Community Trailblazers | Education | No | Pan India | Multiple Districts | 2,89,690.00 | Yes | NA | NA |
| 163. | Swalambhi | Education | Yes | Maharashtra | Mumbai | 5,95,349.00 | No | Navjeevan Lokvikas Sanstha | CSR00000985 |
| TOTAL | | | | | | 93,97,12,696 | | | |

(d) Amount spent in Administrative Overheads – Rs. 2,60,56,191

(e) Amount spent on Impact Assessment, if applicable – Rs. 50,00,000

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – Rs. 97,07,68,887

(g) Excess amount for set off, if any – Not applicable

| Sl. No. | Particular | Amount (in Rs.) |
|---------|---|-----------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | |
| (ii) | Total amount spent for the Financial Year | |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | |

9. (a) Details of Unspent CSR amount for the preceding three financial years – Not applicable

| Sl. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under section 135(6) (in Rs.) | Amount spent in the reporting Financial Year (in Rs.). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | | Amount remaining to be spent in succeeding financial years. (in Rs.) |
|---------|---------------------------|---|--|--|------------------|-------------------|--|
| | | | | Name of the Fund | Amount (in Rs.). | Date of transfer. | |
| | TOTAL | | | | | | |

- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) – Not applicable

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|---------|-------------|----------------------|--|-------------------|--|---|--|---|
| Sl. No. | Project ID. | Name of the Project. | Financial Year in which the project was commenced. | Project duration. | Total amount allocated for the project (in Rs.). | Amount spent on the project in the reporting Financial Year (in Rs.). | Cumulative amount spent at the end of reporting Financial Year. (in Rs.) | Status of the project – Completed/ Ongoing. |
| | TOTAL | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) – No capital asset was created or acquired during the financial year 2022 through CSR spend.

(a) Date of creation or acquisition of the capital asset(s) – None

(b) Amount of CSR spent for creation or acquisition of capital asset – Nil

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. – Not applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) – Not applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – Not applicable

ANISH SHAH

Managing Director and CEO

Mumbai, 28th May, 2022

VISHAKHA N. DESAI

Chairperson – CSR Committee

Executive Summary of Impact Assessment Reports

A brief outline of projects for which Impact Assessment was carried out and the Executive Summary of Impact Assessment Reports are given below:

Project Nanhi Kali

Your Company's flagship CSR initiative, Project Nanhi Kali supports the education of underprivileged girls especially from marginalized and economically weaker sections in rural and tribal areas. The project supports girls by giving access to digital tablets pre-loaded with the Mindspark learning software. The platform enables girls to learn with understanding and continue their learning journey. The key objective of the impact assessment was to assess the impact of Project Nanhi Kali on the girls especially during COVID-19 and other stakeholders during the period 1st April, 2020 to 31st March, 2021. The project was jointly sponsored by Mahindra & Mahindra Limited and Mahindra & Mahindra Financial Services Limited. The assessment was carried out in Shravasti (Uttar Pradesh), Nashik (Maharashtra), Vishakhapatnam (Andhra Pradesh). The key findings are:

- 99% girls claimed that their proficiency in their local language had improved after attending Nanhi Kali classes. 96% girls reported that their English and Maths skills had improved and they achieved a more sound conceptual understanding of the subjects.
- Mindspark EdTech platform mitigates geographical barriers (lack of access to study material, qualified tutors and internet connectivity) related to learning and ensures that the girls receive access to the personalized adaptive learning software.
- The Community Associates played a key role in ensuring that the girls learning journey continued, especially during COVID-19. Their constant support through home visits ensured that even girls who had no access to mobile phones could avail of learning material.
- It was concluded that without the Nanhi Kali support, the girls would have not been able to continue their education and would have been at risk of dropping out, especially during the pandemic.
- 97% girls reported that they received school bags, stationary, sanitary napkins, and raincoats across all study areas. The girls expressed great joy in receiving brand new school supplies; some had received it for the very first time in their lives.

Mahindra Pride

To harness the advantage of our demographic dividend, skill development of youth is essential. Aligning with this national priority, Mahindra Group began a livelihood and skill development programme, Mahindra Pride to equip youth with employable skills. The key objective of the Impact assessment was to assess the employment status post training, get feedback on the training quality and skills acquired and consequent impact on standard of living for the students trained between 1st April, 2020 to 31st March, 2021 across more than 8 States. The programme is jointly sponsored by Mahindra & Mahindra Limited and Mahindra & Mahindra Financial Services Limited. The key findings are:

- Majority of the students trained are from SC/ST/OBC backgrounds and economically weaker sections; 58% students are women.
- Despite the impact of COVID-19, 100% of students looking for jobs were successfully placed. Overall, 72% of students were placed and the balance pursued higher education. 61% of those who had received placement offers are continuing employment, thus attesting to high level of employability.
- The students who have been placed contribute to about 50% of their total family income.
- 88% reported that the course provided skills and confidence that continue to help in their individual professional roles. Almost all the students agreed that the course had been "highly impactful" and resulted in improvement in their standard and quality of life.

Mahindra Academy Malad, Mumbai

The Mahindra Academy was established in June 1970. The school is managed by a Governing Council consisting of members of the Mahindra Education Society. The school caters to educational needs of students coming from economically weaker sections. The school was facing infrastructure issues which needed urgent attention. The key objective of the Impact Assessment is to understand whether the grant provided by Mahindra & Mahindra Limited was utilized for the purpose it was given in Financial Year 2020-21. The key findings are:

- The school was facing financial challenges as parents of many students had lost their jobs during the pandemic.
- Despite the challenges, the school did not pressurize students to pay the fees and allowed them to continue their education through the online mode adopted due to COVID-19.
- The entire grant was utilized towards payment of salaries of the staff and upgradation of physical infrastructure.

Mahindra Scholarship for MUWCI Students

Mahindra United World College of India (MUWCI) is part of the UWC (United World College), a global education movement aiming to make education a force to unite people, nations and cultures for a sustainable future. The Mahindra Group has been contributing to a need-based Scholarship programme which is given to deserving students admitted to MUWCI. The key objective of the Impact Assessment is to understand the process involved in allocating MUWCI Scholarships and the impact created by this scholarship for the students who got the scholarship in Financial Year 2020-21. The key findings are:

- There is a defined and rigorous selection process which is done over a 2-day period. The selection process evaluates 'out-of-the-box' thinking, creativity, and personality, along with academic acumen.
- The scholarship offered is need-based, and every qualifying student is required to submit financial documentation which undergoes verification.
- Getting a partially or fully funded scholarship eases the financial burden on the families who typically are from low/ middle income backgrounds.
- MUWCI Scholarships allow students to leverage the UWC network through which they can apply to 164 partner universities and state colleges in the USA for their higher education.

Project Hariyali

Through this intervention, the Mahindra Group plants more than 1 million trees every year, which contributes to building green cover and protecting the rich biodiversity of the country. Majority of the trees are planted in Araku Valley (Vishakhapatnam, Andhra Pradesh) which besides greening the environment also provided livelihood support to tribal farmers by growing coffee and fruit bearing trees in this region. The key objective of the Impact Assessment was to assess the survival rate, carbon sequestration potential of the saplings planted and impact on farmers in Financial Year 2020-21 in Araku region. The key findings are:

- The average survival rate of varied saplings planted during the period stood at 85%.
- 1,457.692 tCO₂e. emission reduction as C stock from 9,00,257 saplings.
- Farmers felt that the organic inputs and soil management techniques increased yield for the crops and improved soil fertility. The soil color had visibly deepened, indicating the presence of higher moisture content.
- Plantation of multiple varieties of saplings promoted biodiversity within plots, thereby enhancing the eco-system.
- By planting diverse saplings fruits and coffee along with other cash crops, multiple income sources have been created thereby uplifting the farmers' livelihoods.

Reports pertaining to Impact Assessment carried out for the Company's Project Nanhi Kali, Mahindra Pride Programme, Mahindra Academy-Malad, Mahindra Scholarship for MUWCI Students and Project Hariyali, are available on the Company's website at the link:- <https://www.mahindra.com/resources/FY22/AnnualReport.zip>

ANNEXURE VII

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

SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 IS FORMING PART OF THE BOARD'S REPORT FOR THE FINANCIAL YEAR 2021-22

(A) Conservation of Energy

Your Company is committed to sustainable business practices by contributing to environment protection and considers energy conservation as one of the strong pillars of preserving natural resources. This also helps the Company in reducing carbon footprint across all its operations and improve the bottom-line under its 'Mission Sustainability'.

Your Company is the first Indian signatory to EP100 (Energy Productivity 100%) by 2030 with base year 2009, a program promoted by 'Climate Group'. Further, your Company has committed to becoming Carbon Neutral by 2040. Your Company is also committed for Science Based Target (SBT) to De-carbonize its growth and thus contributing to keep global temperature rise well below 2 degrees Celsius as per Paris Accord 2015.

Your Company has a robust roadmap for achieving targets for improving energy efficiency and adoption of renewable energy. Your Company continues to invest in various energy efficiency programs abiding by its commitment towards internal carbon price of USD 10 per ton of carbon emitted.

Your Company has taken various initiatives as listed below, for energy conservation and preserving natural resources:

- Programs for improving energy efficiency and energy productivity across all operations.
- Thrust on increasing share of renewable energy.
- Adoption of Green energy for manufacturing operations.
- Converting existing Facilities into Green buildings and factories.
- Rain water harvesting, reduce usage, reuse and recycle water.
- Thrust on zero waste to land fill and promote circular economy.

- Eco efficiency in supply chain.
- Creating awareness and promote sustainability amongst stakeholders.

(i) The steps taken or impact on conservation of energy

- Installation of energy efficient EC blower for paint shop and HVAC applications.
- Replacement of conventional air circulators with BLDC technology air circulators.
- Improving energy efficiency through VFD's, interlockings, automations and digitisation.
- Installation of demand side controller for air compressor system.
- Replacement of old conventional lights with LED's.
- Replacement of old motors with premium efficiency IE3 motors.
- Installation of Energy efficient inverter split AC's.
- Installation of auto shut off valves for compressed air.
- Waste heat recovery from air compressors and paint shops.
- Installation of IT guns for spot welding, etc.

Your Company believes in employee engagement for driving positive change towards this goal and has taken multiple initiatives. Select few initiatives are listed below:

- National energy conservation week celebration at all plants during 14th to 20th December.
- Sustainability month celebration at all plants (June month).
- Organizing annual Sustainability summit for employees.
- Capability building programs on Energy and Sustainability for employees and Supplier partners.

- Organizing various competitions to engage employees like ECO warrior, posters, slogans, suggestions and quiz.
- Sustainability awareness for family members of Employees.
- Enhance learning through digital platforms like E learning, Webinars.
- Awareness creation through e-mailers, wall papers, etc.

(ii) The steps taken by the Company for utilising alternate sources of energy

For the year under review, your Company has sourced 18.8 MWp Solar power and 11.3 MW Wind power contributing to 12.3% of total power consumption which mitigates 32,686 tons of CO₂.

Your Company has set a target to increase the share of renewable energy to around 50% by Financial Year 2025.

(iii) The capital investment on energy conservation equipments

For the year under review, your Company implemented various projects towards Energy Conservation, to the tune of Rs. 29.30 crores. (Rs. 7.10 crores as Capex/Revex, Rs. 16 crores through the Group captive route and Rs. 6.20 crores through the OPEX route). These projects include Energy efficient motors, EC blower, BLDC air circulators, compressor heat recovery, energy efficient pumps, VFD's and many more energy conservation initiatives.

(B) Technology Absorption

(i) The efforts made towards technology absorption:

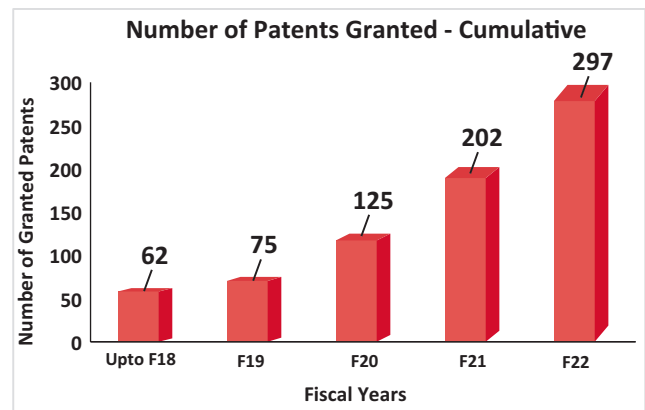
Your Company is committed towards technology driven innovation and inculcating an innovation driven culture within the organisation.

During the year under review, your Company continued to work on advanced technologies, upgradation of existing technology and capability development in the critical areas for current and future growth.

In Automotive Sector, the Team has been introduced to focus specifically on technology

development and its related processes. The Sector is committed to expand its vision on advance technology, focussing on customer experience and customer safety but not limited to green vehicle active safety systems, advanced driver assistance systems, advanced automotive electronics, light weighting technologies, enhanced vehicle dynamics and connected vehicle technologies. In Farm Equipment Sector, technology areas such as best in class mileage with high max torque 3-cylinder engine, high precision hydraulics, smart combine harvesters, smart connected implements, hill farming and new electronic architecture were given special emphasis. This would help in making the Company's products retain their competitive edge in the market in the coming years.

Your Company continues to invest in technology development and patent acquisitions. For the year under review, your Company filed a total of 149 patent applications. Cumulatively, your Company has filed 1,740 patent applications so far. The Company's total patent granted portfolio stands at 297 across multiple geographies and has significantly grown over last few years.



Technical Capability Building:

Your Company has been continuously reskilling engineers in emerging technology areas of electric, connected, autonomous vehicle technologies, smart agricultural implements, precision farming, etc. The product design engineers are also trained in technologies like data science, AI, IoT, Mechatronics etc., and are encouraged to leverage the power of these technologies in the new products.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The efforts taken by your Company towards technology development and absorption help deliver competitive advantage and market leadership through the launch of customer centric products and variants, introduction of new features and improvement of product performance.

Some examples of results delivered in the year 2021-22 are:

Automotive Sector

- Launch of XUV700 with Sci-Fi technology, spirited performance and world-class safety.
- Launch of Bolero Neo with Iconic mHAWK engine and multi-terrain technology.
- Launch of XUV300 with gasoline auto shift transmission and Blue Sense Plus connected car technology.
- XUV700 has been awarded a full, 5-star safety rating by the Global NCAP (New Car Assessment Program) – Safest Vehicle in India as of May, 2022. The XUV700 scored five stars for adult occupant protection and four stars for child occupant protection. The XUV700 scored 16.03 points out of a possible 17 for adult occupant protection and 41.66 points out of 49 for child occupant protection.
- Advanced Driver Assistance Systems (ADAS) features like Forward Collision Warning, Autonomous Emergency Brakes, Lane Keep Assist, Adaptive Cruise Control (ACC), Adaptive high beam assist, traffic sign recognition, and the Smart Pilot Assist are implemented in the Company's vehicles.
- Advanced automotive electronics including Electronic Stability Program (ESP), Smart door handles with automatic deployment, power seat with memory function, driver drowsiness detection, high-end sound system

with immersive audio system, advanced voice assistant with offline mode for vehicle function, surround view camera system, wireless Android auto, Apple car play and booster headlights are implemented in the Company's vehicles.

- Advance powertrain technologies including scissors gear driven with CP4.1 fuel injector system, 350 bar GDI system in gasoline engines, automatic transmission with neutral controlled function, carbon synchroniser application and asymmetric chamfer for Synchroniser are implemented in the Company's vehicles.
- Hot-formed boron steel with ultra-high strength, cast-Aluminium knuckle for light-weighting and improved crash performance are implemented in the Company's vehicles.
- Control blade type multi-link rear suspension for enhanced vehicle dynamics and Frequency Selective Damping (FSD) technology for suspension dampers are implemented in the Company's vehicles.

Farm Equipment Sector

Successful prove out of multiple technologies for adaptation and launch across tractor platforms:

- mZip 3-cylinder engine with best-in-class mileage, high max torque and parallel cooling technology is implemented in Yuvo Tech+.
- Ergonomically designed Yuvo Tech+ tractor with easy side shift gears, easy entry and exit from tractor, easy access to levers and pedals, dual acting power steering.
- High precision control valve for uniform depth, enhanced lift capacity to work with tougher implements are present in Yuvo series of tractors.
- Digisense 4G Next Gen Artificial Intelligence driven open architecture connected solution implemented across various tractor models.
- Connected Tez-e Smart Implements to achieve higher productivity at lower cost, better pulverization in a single pass.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---------|---|----------------|---------------------------------|
| 1. | Power Hi-Low transmission | 2019 | Technology Absorbed |
| 2. | Intelligent Tractor @ | 2019 | In the process of Absorption |
| 3. | Dual zone Automatic temperature control | 2019 | Technology Absorbed |
| 4. | Activated carbon filter | 2019 | Technology Absorbed |
| 5. | Driver knee air bag in IP for better safety | 2019 | Technology Absorbed |
| 6. | EPP Energy absorber | 2019 | Technology Absorbed |
| 7. | Light Weight High Performance Material | 2019 | Technology Absorbed |
| 8. | Heaters in ORVM | 2019 | Technology Absorbed |
| 9. | Selective Catalyst Reduction (SCR) Technology | 2020 | Technology Absorbed |
| 10. | Diesel particulate Filter (DPF) Technology | 2020 | Technology Absorbed |
| 11. | Advanced safety features | 2020 | Technology Absorbed |
| 12. | Sequential Turn Indicator @ | 2020 | In the process of Absorption |
| 13. | Adaptive Driving Beam @ | 2020 | In the process of Absorption |
| 14. | Dynamic Bending Lamp @ | 2020 | In the process of Absorption |
| 15. | 5-Phase High Efficiency Alternator @ | 2020 | In the process of Absorption |
| 16. | LIN Controlled Switches @ | 2020 | In the process of Absorption |
| 17. | Smart Hydraulics | 2020 | Technology Absorbed |
| 18. | Hill Farming | 2020 | Technology Absorbed |
| 19. | Hydraulic Higher Lift Capacity | 2020 | Technology Absorbed |
| 20. | DLC coated Piston Pin technology | 2021 | Technology Absorbed |
| 21. | Hollow cam shaft Gasoline engines | 2021 | Technology Absorbed |
| 22. | Hollow sodium cooled exhaust Valve technology in Gasoline | 2021 | Technology Absorbed |
| 23. | 350 bar GDI System in Gasoline engines | 2021 | Technology Absorbed |
| 24. | Fully variable displacement oil pump in diesel | 2021 | Technology Absorbed |
| 25. | Map controlled Piston cooling jet @ | 2021 | In the process of Absorption |
| 26. | Miller + variable geometry gasoline turbine @ | 2021 | In the process of Absorption |
| 27. | Adaptive cruise control | 2021 | Technology Absorbed |
| 28. | Automatic transmission with Neutral controlled function | 2021 | Technology Absorbed |
| 29. | Gasoline Particulate filter @ | 2021 | In the process of Absorption |
| 30. | Potato Planter Electric Vibrator | 2022 | Technology Absorbed |
| 31. | Mass Balancer Shaft for 4 Cylinder Engine @ | 2022 | In the process of Absorption |
| 32. | Smart Combine Harvester @ | 2022 | In the process of Absorption |
| 33. | High Ground Clearance Tractor @ | 2022 | In the process of Absorption |
| 34. | Dual Fuel CNG Tractor @ | 2022 | In the process of Absorption |
| 35. | Electronic Hydrostatic Transmission (eHST) for tractors @ | 2022 | In the process of Absorption |

| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---------|--|----------------|---------------------------------|
| 36. | Electronic Power Shuttle (ePST) for tractors @ | 2022 | In the process of Absorption |
| 37. | Electronic Depth & Draft Control (EDDC) for tractors @ | 2022 | In the process of Absorption |
| 38. | Engine start/Go Home/Lead me Home using BLE for tractors @ | 2022 | In the process of Absorption |
| 39. | Multi Drive Mode Engine for tractors @ | 2022 | In the process of Absorption |
| 40. | Auto Implement lifting & PTO stop for tractor safety @ | 2022 | In the process of Absorption |
| 41. | Selective Auto Braking while turning of tractors @ | 2022 | In the process of Absorption |
| 42. | Global Hydraulics @ | 2022 | In the process of Absorption |
| 43. | Electric Tractor @ | 2022 | In the process of Absorption |
| 44. | Intelligent energy management @ | 2022 | In the process of Absorption |
| 45. | Passive SCR for diesel engines for BS6.2 @ | 2022 | In the process of Absorption |
| 46. | NOx sensor application for BS6.2 @ | 2022 | In the process of Absorption |
| 47. | PN sensor application for BS6.2 @ | 2022 | In the process of Absorption |
| 48. | High Voltage LFP battery cell application @ | 2022 | In the process of Absorption |
| 49. | 3 in 1 E drive system application for BEV @ | 2022 | In the process of Absorption |
| 50. | High power onboard charger application for Electric vehicles @ | 2022 | In the process of Absorption |
| 51. | Aluminum extrusion battery pack application in Electric vehicles @ | 2022 | In the process of Absorption |
| 52. | Interior Illumination @ | 2022 | In the process of Absorption |
| 53. | Emotion recognition @ | 2022 | In the process of Absorption |
| 54. | Digital Key @ | 2022 | In the process of Absorption |
| 55. | Smart cabin personalization @ | 2022 | In the process of Absorption |
| 56. | Advanced driver assistance systems (ADAS) L2+ @ | 2022 | In the process of Absorption |
| 57. | Prognostics @ | 2022 | In the process of Absorption |
| 58. | Central integrated module @ | 2022 | In the process of Absorption |
| 59. | V2X connectivity @ | 2022 | In the process of Absorption |
| 60. | Regional language voice engine @ | 2022 | In the process of Absorption |
| 61. | Smart Surface @ | 2022 | In the process of Absorption |
| 62. | Wellness seat (ventilated/massager) @ | 2022 | In the process of Absorption |
| 63. | Thermal control glass @ | 2022 | In the process of Absorption |
| 64. | Active grill shutter @ | 2022 | In the process of Absorption |
| 65. | Clean Cabin @ | 2022 | In the process of Absorption |
| 66. | Semi Dampening Control @ | 2022 | In the process of Absorption |
| 67. | Integrated Dynamic Brake @ | 2022 | In the process of Absorption |
| 68. | Active noise Cancellation @ | 2022 | In the process of Absorption |
| 69. | Signature sound @ | 2022 | In the process of Absorption |

@ Areas where Technology not fully absorbed, reasons thereof:

All imported technologies 'In the process of Absorption' would be absorbed as per the respective Technology Absorption Schedule.

(iv) The expenditure incurred on Research and Development:

The Company spent Rs. 2,410.38 crores (including Rs. 1,541.60 crores on Capital Expenditure) for Research & Development work during the year, which was approximately 4% of the total turnover.

(C) Foreign Exchange Earnings and Outgo

Foreign Exchange earnings and outgo during the year under review are as follows:

(Rs. in crores)

| Total Foreign Exchange Earned and Outgo | For the Financial Year ended 31 st March, 2022 | For the Financial Year ended 31 st March, 2021 |
|---|--|--|
| Foreign Currency Earnings | 3,294.13 | 2,000.03 |
| Foreign Exchange Outgo | 2,628.79 | 2,162.36 |

For and on behalf of the Board

ANAND G. MAHINDRA
Chairman

Mumbai, 28th May, 2022

ANNEXURE VIII

POLICIES

Your Company is committed to adhere to the highest possible standards of ethical, moral and legal business conduct. Considering this, your Company has formulated certain policies, *inter alia*, in accordance with the requirements of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The policies as mentioned below are available on the Company's website, and can be accessed in the Governance section at the Web-link: <https://www.mahindra.com/investors/reports-and-filings>. These policies are reviewed periodically and are updated as and when needed. During the year, the Company had revised and adopted some of its Policies in order to align the same with recent changes in Corporate Laws.

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

| Sr. No. | Name of the Policy | Brief description | Summary of key changes made to the Policies during the year |
|---------|---|---|--|
| 1. | Whistleblower Policy | The Vigil Mechanism as envisaged in the Act and Listing Regulations is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. | The Policy was amended by simplifying and supporting it by including Guidelines along with amendment and insertion of certain clauses and definitions. |
| 2. | Code of Conduct | The Board of your Company has laid down two separate Codes of Conduct, one for all the Board Members and the other for Employees of the Company. This Code is the central policy document, outlining the requirements that the employees working for and with the Company must comply with, regardless of their location. | Subsequent to the year end, the Directors of your Company approved amending the Code of Conduct for Employees. This was done with a view to simplify the Code, making it more comprehensive, including new Clauses to keep it relevant with the evolving Society and business environment. There has been no change to the Code of Conduct for Board Members. |
| 3. | Dividend Distribution Policy | The Dividend Distribution Policy as per Regulation 43A of the Listing Regulations, 2015 is attached as Annexure I to the Board's Report and forms part of this Annual Report. | There has been no change to this policy. |
| 4. | Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information | This Code has been formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI") which, <i>inter alia</i> , includes policy for Determination of "Legitimate Purposes". | There has been no change to the Code. |
| 5. | Policy for determination of Materiality for disclosure of any Events or Information | This policy requires the Company to make disclosure of events or information which are material to the Company as per the requirements of Regulation 30 of the Listing Regulations. | There has been no change to this policy. |
| 6. | Policy for determining Material Subsidiaries | The policy is used to identify material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. | There has been no change to this policy. |

| Sr. No. | Name of the Policy | Brief description | Summary of key changes made to the Policies during the year |
|---------|--|--|---|
| 7. | Policy on Materiality of and Dealing with Related Party Transactions | The policy has been framed in order to regulate all the transactions between the Company and its related parties. | <p>The Policy has been amended to provide that the Related Party Transactions shall be approved only by those Members of the Audit Committee, who are Independent Directors.</p> <p>The Policy was further amended to align it with the amendments vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 which came into force with effect from 1st April, 2022 pertaining to the new Related Party provisions.</p> |
| 8. | Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management | This policy includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down in the said Policy, succession planning for Directors and Senior Management, and policy statement for Talent Management framework of the Company. | <p>During the year under review, the "Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management" was modified to align with the amendments made by SEBI to the Listing Regulations with respect to appointment of a Director (including an Independent Director), resignation, removal of an Independent Director and the role of Governance, Nomination and Remuneration Committee in evaluating an individual as an Independent Director by preparing description of role and responsibilities required as well as assessment of skills and capabilities while recommending an Independent Director.</p> <p>In addition to the above, to further strengthen the Corporate Governance disclosures, the Policy now also includes three Annexures viz.</p> <ul style="list-style-type: none"> i. Policy on Board Membership Criteria – Schedule A, ii. The Board Diversity Policy – Schedule B and iii. Policy on Criteria for determining Independence of Directors – Schedule C. |
| 9. | Policy for remuneration of the Directors, Key Managerial Personnel and other employees | This policy sets out the approach of the Company towards the Compensation of Directors, Key Managerial Personnel and other employees in the Company. | There has been no change to this policy. |

| Sr. No. | Name of the Policy | Brief description | Summary of key changes made to the Policies during the year |
|---------|--|---|--|
| 10. | Corporate Social Responsibility Policy | The Corporate Social Responsibility Policy is aimed, <i>inter alia</i> , at promoting a unified and strategic approach to CSR across the Company by incorporating under one "Rise for Good" umbrella the diverse range of its philanthropic giving, identifying select constituencies and causes to work with, thereby ensuring a high social impact. | The CSR Policy of the Company was amended to enhance focus on empowering both girls and women, supporting the environment through scaling up of tree plantation programs, CSR Approach & Guiding Principles, Implementation, etc. The Policy was further amended to include in Annexure-1 of the CSR Policy, the CSR Projects undertaken by the Company in the Financial Year 2021-22. |
| 11. | Archival Policy | As per the policy, the events or information which has been disclosed by the Company to the Stock Exchanges pursuant to Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a period of 5 years from the date of hosting. | There has been no change to this policy. |
| 12. | Business Responsibility Policy | The objective of this policy is to ensure a unified and common approach to the dimensions of Business Responsibility across M&M and Group companies, act as a strategic driver that will help all Group Companies respond to the complexities and challenges that keep emerging and be abreast with changes in regulations. | There has been no change to this policy. |
| 13. | Safety, Occupational Health and Environment Policy | The vision of the policy is to sustain zero incident, zero occupational health hazard and pollution free working environmental organization. | There has been no change to this policy. |
| 14. | Policy on Prevention of Sexual Harassment | The policy on Sexual Harassment is for redressal of complaints received regarding sexual harassment and compliance of other provisions as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company in its good governance has extended the same to male employees also. | The Policy was amended to combine the existing two separate policies for men and women into a single Policy named as Policy on Prevention of Sexual Harassment ("POSH Policy") which is gender neutral Policy and to move all process, procedures, etc. to Guidelines under POSH Policy which primarily covers POSH complaint handling framework and standard operating procedures for Committees or Individuals dealing with the subject. |
| 15. | Anti-Bribery and Anti-Corruption (ABAC) Policy | While the basic tenets of anti-bribery and anti-corruption policy are enshrined in the Code of Conduct of the Company, this Policy comprehensively captures the Company's approach towards bribery and corruption in detail. | Subsequent to the year end, the Directors of your Company approved amendments to this Policy with a view to simplify and make the Policy concise by retaining the essence and ethos of the Policy. |
| 16. | Investor Grievance Redressal Policy | The Policy is to promote and build prompt Investor Grievance Redressal Mechanism and investor friendly relations. | The Policy has been amended to, <i>inter alia</i> , provide for Escalation Matrix for Investors Grievances and detailing grievance handling mechanism. |

Particulars of loans/advances, etc. pursuant to Para A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loans and advances in nature of loans to Subsidiaries: (Net of Provisions)

(Rs. in crores)

| Name of the Company | Balances as on 31 st March, 2022 | Maximum outstanding during the year |
|--|---|-------------------------------------|
| Mahindra Overseas Investment Company (Mauritius) Limited | 1,492.75 | 1,599.22 |
| Mahindra Electric Mobility Limited | 575.00 | 575.00 |
| Mahindra Agri Solutions Limited | 15.00 | 15.00 |
| Mahindra Susten Private Limited | 575.00 | 575.00 |
| Mahindra Automotive Mauritius Limited | 00.00 | 83.91 |
| Mahindra Marine Private Limited | 00.00 | 4.00 |
| Mahindra Rural Housing Finance Limited | 00.00 | 50.00 |
| Classic Legends Private Limited | 17.00 | 117.00 |
| Ssangyong Motor Company (SYMC) * | 184.61 | 246.19 |

* Ssangyong Motor Company (SYMC) is considered as a subsidiary as on 31st March, 2022, as per the Companies Act, 2013 whereas, as per Indian Accounting Standards (Ind AS), it is not treated as related party/subsidiary under Ind AS 24/Ind AS 110.

Loans and advances in nature of loans to Associates/Joint Venture:

(Rs. in crores)

| Name of the Company | Balances as on 31 st March, 2022 | Maximum outstanding during the year |
|--------------------------------------|---|-------------------------------------|
| Mahindra Ideal Lanka Private Limited | 1.94 | 2.75 |

The background features a complex geometric design with overlapping chevron and triangular shapes in various shades of gray. A prominent feature is a trail of white, semi-transparent particles that curves across the center of the page, resembling a data path or a stylized wave. The overall aesthetic is modern and technical.

**MANAGEMENT
DISCUSSION AND
ANALYSIS**

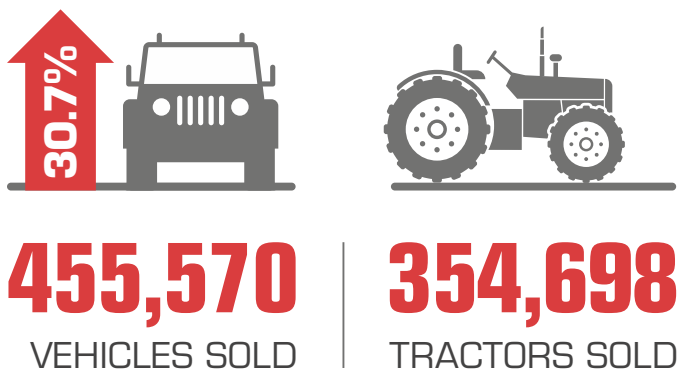
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Management Discussion and Analysis

Mahindra & Mahindra Limited ("M&M") or ("Mahindra") is the flagship company of the Mahindra Group, which consists of diverse business interests across the globe.

At Mahindra, we constantly push the boundaries of possibilities to create products and technology led services that enable our customers and stakeholders to Rise. By focussing on customer centricity, delivering accessible technology, innovation and enhancing people capabilities, we continue to drive growth in the domestic market while pursuing global expansion.

In the Financial Year 2021-22, your Company sold 455,570 vehicles (a growth of 30.7% over the previous year) and 354,698 tractors (under the Mahindra, Swaraj and Trakstar brands, a flat growth over the previous year, albeit with a marginal increase of 200 units over last year). However, this is the highest ever tractor sales in any year by Mahindra's Farm Equipment Sector.



HIGHEST EVER TRACTOR SALES



The Automotive and Farm Sectors, along with their subsidiaries, associate companies, and joint ventures, achieved global sales of 0.84 million vehicles and tractors (464,636 vehicles* and 375,023 tractors), a growth of 15.1% over the previous year.

*Excluding SsangYong

INDUSTRY STRUCTURE, OVERVIEW AND TRENDS

■ Automotive Industry

In CY2021, worldwide sales of Passenger Cars and Commercial Vehicles increased to 82.7 million, a growth of 5.0% over the CY2020 sales of 78.8 million. Global Passenger car sales reported a growth of 4.6% and commercial vehicle sales reported a growth of 5.7%. The global auto industry is still recovering from COVID-19 impact and is down by 14% from an all-time high in 2017.

The fastest growing segment worldwide was that of Electric Vehicles (EVs) and has grown at 49% CAGR over the last four years. Annual global EV sales stand at 3.6 million which is 6.4% of total PV sales, as compared to just 0.6% five years back.

(Source: OICA - Organisation Internationale des Constructeurs d'Automobiles)

The long-term growth outlook for the Indian auto industry is positive, driven by robust economic growth outlook, focussed Government policies with vision for 2047, Government focus on road and infrastructure development, increasing income levels, current low levels of vehicle penetration, rapid urbanisation and a large, young and aspiring population.

While the long-term outlook for the Indian auto industry is promising, there has been some softening of demand for automobiles in the three-year period between F19 - F22, as compared to the previous ten-year period of F09 - F19. Exports from India too have slowed down in this period.

| Segment | CAGR F09-F19 | CAGR F19-F22 |
|---------------------------|--------------|--------------|
| PV (Domestic sales) | 8.1% | -3.1% |
| CV (Domestic Sales) | 10.1% | -10.7% |
| Domestic Sales (Excl. 2W) | 8.3% | -7.3% |
| PV (Export) | 7.3% | -5.1% |
| CV (Export) | 8.9% | -2.6% |

The softening of demand in the last three years is a result of tapering of GDP growth, shortage of semiconductors, loss of income due to COVID-19 in F20-21, increasing cost of ownership due to addition of multiple safety features and implementation of stricter emission norms during the last few years.

The Indian auto industry is aware of the need for reducing dependence on imported oil, improving safety on the roads and most importantly, the need for clean air.

Over the years, the industry has made significant investments in indigenisation of technologies in the conventional vehicles space e.g. meeting BS-VI in 3 years is an example. Government has notified Electric vehicle technology and Hydrogen fuel cell technology as advanced automotive technology under PLI (Production Linked Incentive) scheme.

The Government has announced the PLI (Production Linked Incentive) scheme for AAT (Advance Automotive Technologies) like battery electric vehicles and hydrogen fuel cell vehicles.



Furthermore, with the objective of maximising local value addition and building competitiveness of the Indian industry, the Government has announced the Phased Manufacturing Plan (PMP). The Indian auto industry is making the necessary investments and is focussed on building capabilities in the EV space.

■ Auto Industry in FY 2022

In Financial Year 2021-22, Indian auto industry sales (excluding two-wheelers) have shown signs of recovery compared to F21. Industry is still down from F19 volumes by 20%.

Partial recovery of Auto Industry was principally a result of:



Pandemic impact in Q1F22.



Shortage of supply of semiconductors.



Price increase of vehicles on account of sharp increase in commodity prices.

As a result, the industry volume of Commercial Vehicles are showing slower recovery and are still down to F17 levels. Passenger Vehicle segment has shown the fastest recovery led by highest ever Utility Vehicle sales.



Over the ten years between F12 and F22, the Utility Vehicle (UV) segment has witnessed a good growth of 15.1% CAGR. UV, as share of PV, has increased from 13.8% in F12 to 48.5% in F22.

This growth in UV is driven by increased customer preference for UV-styled vehicles and a shift from compact cars to compact UVs (less than 4m length). In the last two years (F20 - F22), there were 16 new launches in the UV segment, and these accounted for 11% of UV volume in F22. For the year F22, compact UVs accounted for 51% of UV volume.

We believe that electric vehicle adoption in India would be led by e-3W; the key drivers being improving operating economies, easy deployment for last/first mile connectivity (including at metro stations) and the growth of start-ups as 3W aggregators. For the year F22, a total of 22,987 e-3W were sold, accounting for 8.8% of the 3W industry.

| Industry Segment | Domestic Industry Volume | | | YoY Growth | | |
|----------------------------------|--------------------------|--------------------|--------------------|---------------|---------------|---------------|
| | F20 | F21 | F22 | F20 | F21 | F22 |
| Passenger Cars | 16,95,436 | 15,41,866 | 14,67,056 | -23.6% | -9.1% | -4.9% |
| Utility Vehicles | 9,45,959 | 10,60,750 | 14,89,178 | 0.5% | 12.1% | 40.4% |
| MPV (Vans) | 1,32,124 | 1,08,841 | 1,13,265 | -39.2% | -17.6% | 4.1% |
| Passenger Vehicles | 27,73,519 | 27,11,457 | 30,69,499 | -17.9% | -2.2% | 13.2% |
| MHCV | 2,24,428 | 1,60,688 | 2,40,577 | -42.6% | -28.4% | 49.7% |
| MHCV Passenger | 40,016 | 7,322 | 11,804 | 1.0% | -81.7% | 61.2% |
| MHCV Goods | 1,84,412 | 1,53,366 | 2,28,773 | -47.5% | -16.8% | 49.2% |
| ICV Goods (7.5 to 12T) | 41,175 | 27,962 | 34,822 | -46.1% | -32.1% | 24.5% |
| MCV Goods (12 to 18.5T) | 40,327 | 37,402 | 51,835 | -0.9% | -7.3% | 38.6% |
| HCV Goods >18.5T | 1,02,910 | 88,002 | 1,42,116 | -56.0% | -14.5% | 61.5% |
| LCV | 4,93,165 | 4,07,871 | 4,75,989 | -20.0% | -17.3% | 16.7% |
| LCV Passenger | 45,814 | 12,088 | 19,957 | -12.2% | -73.6% | 65.1% |
| LCV Goods < 2T GVW | 1,79,227 | 1,40,109 | 1,71,461 | -23.7% | -21.8% | 22.4% |
| LCV Goods 2-3.5T GVW | 2,31,764 | 2,25,658 | 2,51,944 | -17.3% | -2.6% | 11.6% |
| LCV Goods > 3.5T GVW | 36,360 | 30,016 | 32,627 | -26.1% | -17.4% | 8.7% |
| Total CV | 7,17,593 | 5,68,559 | 7,16,566 | -28.8% | -20.8% | 26.0% |
| 3W Passenger | 5,25,532 | 1,35,414 | 1,83,607 | -8.2% | -74.2% | 35.6% |
| 3W Goods | 1,11,533 | 84,032 | 77,388 | -13.3% | -24.7% | -7.9% |
| 3W | 6,37,065 | 2,19,446 | 2,60,995 | -9.1% | -65.6% | 18.9% |
| Scoters | 55,65,958 | 44,82,305 | 40,09,076 | -16.9% | -19.5% | -10.6% |
| Motorcycles | 1,12,13,662 | 1,00,21,231 | 89,84,186 | -17.5% | -10.6% | -10.3% |
| Mopeds | 6,36,812 | 6,17,247 | 4,73,150 | -27.7% | -3.1% | -23.3% |
| 2W | 1,74,16,432 | 1,51,20,783 | 1,34,66,412 | -17.8% | -13.2% | -10.9% |
| Quadricycle | 942 | -12 | 124 | 50.2% | -101.3% | -1133.3% |
| Total Domestic | 2,15,45,551 | 1,86,20,233 | 1,75,13,596 | -18.0% | -13.6% | -5.9% |
| Total Domestic (Excl. 2W) | 41,29,119 | 34,99,450 | 40,47,184 | -18.8% | -15.2% | 15.7% |

■ Tractor Industry

The long-term growth outlook for the Indian tractor industry remains positive. Over the period F07 to F22, the domestic tractor industry grew at a CAGR of 6.7%. The key growth drivers were increasing affordability, growing demand for farm mechanisation, emergence of newer technologies in the farming sector, increasing Government spend in rural sector, and continued focus of Government on improving the state of agriculture in India.

■ Tractor Industry in FY 2022

Indian tractor industry for the second consecutive year reported annual volume surpassing 8 lakh unit milestone in domestic market. The year did see de-growth of around 6.4% over FY21, a part of which can be attributed to high base of last year when the industry witnessed steep growth of around 27% YoY. In exports, industry remained buoyant with more than 45% YoY growth and volumes were highest ever in the history of Indian Tractor Industry.



Agriculture sector stood strong with multiple factors favouring rural sentiments. Amidst rising inflation with input costs such as tractors, farm machinery, seeds, etc., increasing, the rural sentiments saw respite with 3 consecutive years of growth in crop output boosted by normal monsoons.

With expectation of normal monsoon in the following crop season, we expect the momentum to continue and benefit both rural segment and our business as well.

The year also witnessed revival in demand from commercial segment which was tepid during previous year.

Increase in allocation of Government budget on infrastructure and rural development is likely to benefit commercial demand, going forward. In addition to demand remaining buoyant, supply situation also eased during FY22 as raw material and labour shortage which crippled the industry in the previous year saw normalization. Your Company's share in Domestic Tractor Industry stood at 40% in FY22.

F22

40%  **SHARE IN DOMESTIC TRACTOR INDUSTRY**

YOUR COMPANY'S PERFORMANCE

■ AUTOMOTIVE SECTOR

During the year under review, your Company in India is the



**4th
Largest**

Passenger
Vehicle Company



**2nd
Largest**

Commercial
Vehicle Company



Largest

Small Commercial
Vehicle Company



No.1 LCV*
exporter
in India

(* As per SIAM definition)

Your Company's share of the total Indian Auto Industry stood at **10.5%**

For the year under review, your Company achieved overall volumes of

423,143 vehicles

in the domestic market, a growth of 28.1% over the previous year.

The table below summarises the performance of your Company across various Industry segments:

| Industry Segment | Industry | | M&M | | M&M Market Share | |
|----------------------------|------------------|--------------|-----------------|--------------|------------------|--------------|
| | F22 (volume) | Growth | F22 (volume) | Growth | F22 | F21 |
| Utility Vehicles | 14,89,178 | 40.4% | 2,23,682 | 43.8% | 15.0% | 14.7% |
| Passenger Cars | 14,67,056 | -4.9% | 59 | 490.0% | 0.0% | 0.0% |
| MPV (Vans) | 1,13,265 | 4.1% | 2,154 | 28.5% | 1.9% | 1.5% |
| Passenger Vehicles | 30,69,499 | 13.2% | 2,25,895 | 43.7% | 7.4% | 5.8% |
| LCV Goods < 2T GVW | 1,71,461 | 22.4% | 32,039 | 34.7% | 18.7% | 17.0% |
| LCV Goods 2-3.5T GVW | 2,51,944 | 11.6% | 1,38,643 | 8.2% | 55.0% | 56.8% |
| LCV Goods < 3.5T | 4,23,405 | 15.8% | 1,70,682 | 12.4% | 40.3% | 41.5% |
| LCV Goods > 3.5T GVW | 32,627 | 8.7% | 1,750 | 65.3% | 5.4% | 3.5% |
| LCV Goods Total | 4,56,032 | 15.2% | 1,72,432 | 12.7% | 37.8% | 38.6% |
| M+ICV Goods (7.5 to 18.5T) | 86,657 | 32.6% | 1,135 | 65.9% | 1.3% | 1.0% |
| HCV Goods > 18T | 1,42,116 | 61.5% | 3,409 | 40.5% | 2.4% | 2.8% |
| MHCV Goods | 2,28,773 | 49.2% | 4,544 | 46.1% | 2.0% | 2.0% |
| LCV Passenger | 19,957 | 65.1% | 141 | 39.6% | 0.7% | 0.8% |
| MHCV Passenger | 11,804 | 61.2% | - | - | - | - |
| CV Passenger | 31,761 | 63.6% | 141 | 39.6% | 0.7% | 0.8% |
| CV Total | 7,16,566 | 26.0% | 1,77,117 | 13.4% | 25.1% | 27.5% |
| 3W | 2,60,995 | 18.9% | 20,131 | 19.1% | 7.7% | 7.8% |
| Quadricycle | 124 | 1133.3% | - | - | - | - |
| Total Domestic | 40,47,184 | 15.7% | 4,23,143 | 28.1% | 10.5% | 9.4% |

In F22, your Company launched the Bolero Neo, which builds on the legacy of the Bolero brand to cater to an **evolving customer** who is looking for an SUV that is tough and authentic yet modern, trendy, and compact.

This enhanced value proposition saw the Bolero brand increase its **presence in big metros** by a significant margin over the past. Bolero Brand was the 2nd largest selling SUV in India in February 2022.



Next, your Company launched the XUV700, the biggest ever launch in the Indian automotive industry, clocking an unprecedented **50,000 bookings** within a 3-hour booking window (spread over 2 days), making it the first four-wheeler to hit this milestone in India and went on to become the fastest-selling SUV in India to garner more than **1,00,000 bookings** in 4 months.

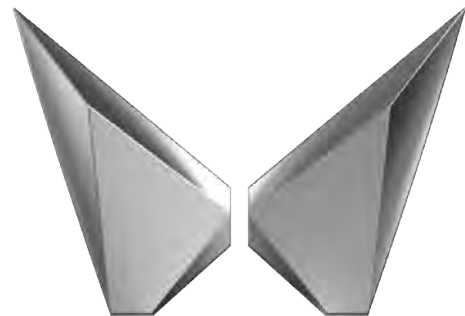


The XUV700, first in a new generation of authentic and sophisticated SUVs from your Company, attracts customers from diverse profiles with its **disruptive customer-value** proposition of unmissable presence, spirited performance, sci-fi technology, and world-class safety at a price that the market cannot ignore.

The XUV700 is also India's No. 1 Safest Vehicle with a 5-star Safety Rating from Global NCAP. It has received 35 awards from the media and auto-community in F22 including the coveted 'Indian Car of the Year 2022' (ICOTY 2022) award.



Earlier in the year, your Company unveiled an **all-new visual identity**, including a new logo, to differentiate its sophisticated and authentic SUV portfolio from other offerings. The new identity is inspired by your Company's SUV brand purpose of **'Explore the Impossible'**, reflecting its ambition and ability to take on new challenges, head on.



S P O R T
U T I L I T Y
V E H I C L E S



The new logo, referred to as **Twin Peaks**, was first seen on the XUV700, and will be seen on all your Company's existing and new SUVs in due course, while also proudly gracing the frontage of your Company's sales and service outlets.

The iconic Thar crossed the 1,00,000 bookings mark continuing its momentum from F21 into F22. Scorpio and XUV300 continue to attract strong demand.



Your Company has successfully transformed its SUV brand and the SUV business stands at No.1 Position in Brand Power (Q4F22 results) as compared to 3rd position last year (Q4F21).

Your Company has retained #1 position in LCV <3.5T segment, which is the largest segment of CV industry, with 40.3% market share, for the eight consecutive year. LCV <3.5T accounts for 59.1% of the total CV industry.

In the Pickup sub-segment (LCV goods 2 to 3.5T), your Company sold 138,643 vehicles, a growth of 8.2% over the previous year. Your Company's market share in the Pickup segment stands at 55.0%. Your Company has been the leader in the Pickup segment for over 20 years, and it has always been your Company's endeavour to enhance the customer value proposition of its offering.

Pickup sub-segment _____

SOLD **138,643** VEHICLES

In <2T segment, M&M sold 32,365 vehicles, a growth of 36.1% over the previous year. M&M market share grew by 1.8% over last year and stands at 18% in <2T segment. In F22, your Company launched the Supro Profit Truck (Maxi and Mini) with industry's first 'Profit Guarantee' proposition which assures higher profit for the customer with its best-in-class mileage, higher load carrying capacity and more power.

In the Last Mile Mobility segment, your Company sold 30,079 passenger and goods 3-wheelers, a growth of 46.5%, with a market share of 11.5% in F22 vs 9.4% in F21. Your Company has a wide range of offerings including diesel and CNG products with the latest addition to Alfa range, Alfa CNG - both passenger and cargo variants which were launched during the year. The products are superior in performance, mileage, and overall earning, and have been widely accepted by customers across the country.



Your Company is the pioneer for Electric Vehicles (EVs) in India, and for the year under review, sold 17,006 EVs (59 four-wheelers and 16,947 three-wheelers) as against 5,418 EVs (10 four-wheelers and 5,408 three-wheelers) in the previous year. Your Company, the first Indian manufacturer, has surpassed more than 400 million electric kilometres through a fleet of Treo, e-Veritos and E2o Plus vehicles.

Your Company has partnered with major e-commerce players such as Flipkart and Amazon, and fleet logistics such as Mahindra Logistics, Terrago Logistics and Magneta for expansion of their carbon-free fleet delivery vehicles.

amazon

Flipkart



In the LCV Goods & Passenger vehicles (3.5-7.5T), your Company sold 1,891 vehicles, a growth of 63.0% over the previous year. Your Company's market share in this segment, where it is a challenger brand, stands at 3.6%. Your Company launched the all-new FURIO LCV which was declared as 'LCV Cargo Carrier of the Year' at Apollo CV Awards 2022.

In the MHCV segment, your Company sold 4,544 vehicles, a growth of 46.1% over the previous year with a market share of 2.0%. Your Company has reintroduced its disruptive customer value proposition of 'Get more mileage or give truck back' for the entire range of trucks (LCVs, ICVs and HCVs) to strengthen its right to win. Also, the unique and pioneering after-sales guarantees of 'Get back on road in 48 hours or get Rs. 1000/day' and '36 Hours Turnaround at our Dealership or you get Rs. 3000 per day', have also been re-introduced to enhance customer prosperity.

■ Mahindra Construction Equipment

In the Construction equipment industry in the Backhoe Loader segment, your Company sold 729 machines, a growth of 7.0% over the previous year. Your Company's market share in the Backhoe Loader segment, where it is a challenger brand, stands at 2.4%. In Motor Grader Segment (Mahindra EarthMaster brand), your Company sold 117 machines, a growth of 42.7% over the previous year. M&M market share grew by 3.2% over last year, and stands at 20% in this segment.



In F22, your Company was one of the first to introduce the BS4 range, which has won awards and accolades for one of the lowest TCO (Total Cost of Ownership) with highest fuel-efficiency.

■ Export from India - Automotive Sector

The Automotive Sector of your Company exported a total of 32,427 vehicles in F22, a growth of 76.7% over the previous year. While recovering from the pandemic, all key markets and subsidiaries recorded growth. Your Company boosted retail growth in South Africa and South Asia with new launches of products like XUV300 and City Pickup. The increase in total exports was supported by improved supplies and strong demand across markets. Your Company continues its effort to widen its product range for global markets and explore alternate business models including CKDs (Complete Knock Down) and localisation.



■ FARM EQUIPMENT SECTOR

Your Company achieved several milestones with robust demand for our tractors and farm equipment, and sound execution of our plans. Demand from global and domestic tractor markets were extraordinary, and with the right efforts made in this business, we were ready to seize those opportunities to the best of our abilities.

For the period under review, your Company sold a total of 354,698 tractors (domestic plus export), under the Mahindra, Swaraj and Trakstar brands, against 354,498 tractors sold in the previous year, registering a flat growth, with the industry operating on a very high base of F21.

Your Company sold 3,37,052 tractors, as compared to 3,43,833 tractors in the previous year in domestic market (these figures for the current year sales and previous year sales include tractors sold by Gromax Agri Equipment Limited, a Subsidiary of the Company), degrowing by 2%, as against the industry degrowth of 6.4%. The year marks the second highest ever tractor volumes sales achieved by your Company.

Given the COVID-19 situation, looking back, the agriculture sector stood strong despite several supply challenges during the first wave. However, agri sentiments remained positive, thanks to successive monsoon forecast.

Your Company's F22 market share at 40% continues to position it as the domestic market leader for the 39th consecutive year. Your Company's performance was supported by good performance of all products in the portfolio across all three brands viz. Mahindra, Swaraj and Trakstar.

Farm Mechanisation is an important enabler to address the concerns of farm productivity and farm labour shortage. Your Company has active presence in the farm mechanisation space through its farm machinery business and offers efficient and affordable mechanisation solutions across the spectrum of farming operations. These include rotary tillers, cultivators, harvesters, balers and rice transplanters amongst others.

During the year, Mahindra FES clocked the second highest revenue through the sale of FM (Farm Mechanisation) products, a new area of growth for your Company beyond tractors.

Considering the growing demand for farm mechanisation in India, your Company launched new Heavy Rotavator and Smart Rotavators during the year, with a 70% YoY growth in dealer penetration for Farm Machinery products and are working with financiers for standalone financing of farm machinery.



During the year, Swaraj Tractors launched CODE, a revolutionary new multi-purpose farm mechanisation solution to transform horticulture farming in India. An indigenously designed farm mechanisation solution, CODE is conceived with the idea of eliminating drudgery of labour involved in horticulture farming. The narrowest and the lightest ride-on machine, CODE will revolutionize horticulture farming in India, thereby allowing farmers to carry out inter-culture operations in narrow rows for various vegetable and fruit crops. Additionally, the shorter turning radius of this machine provides better manoeuvrability in smaller farms cultivating horticulture crops.



Going forward, Mahindra will continue to launch new implements and farm machinery in the country through our Centres of Expertise (CoEs) in Turkey, Finland and Japan (where your Company, over the years, has created footprints through strategic stakes and acquisitions). The objective is to bring all those products, engineered and further developed for Indian conditions and Indian prices for the Indian farmer.

Besides rolling out new products, your Company is also focussing on:

- Dealer Penetration,
- Ensuring Supply Chain Ramp up,
- Ensuring Aggressive Pricing of our products,
- Working with partners to strengthen our offerings in the space,
- Along with other enablers like Financing, Digitisation & Service Quality.

The Company is also setting up a dedicated new plant at Pithampur where it plans to produce rice transplanters, potato planters and harvesters.

■ Export from India - Farm Equipment Sector

For the year under review, your Company achieved a record of the highest ever volume and revenue by exporting 17,646 Tractors. This represented a growth of 65.5% over the previous year.

This growth can be attributed to higher retails in several markets where your Company has distribution operations including the USA, Brazil, various African and South Asian markets of Nepal, Sri Lanka and Bangladesh. The Company has also made strides in exports towards tenders and bulk orders from markets like Benin, Guyana and Mali among others.

ALLIED BUSINESSES

■ Mahindra Powerol

Under the Powerol brand, your Company has been a leader in providing power back-up solutions to the telecom industry for more than 14+ years. Your Company

continues to consolidate its presence in the tele-infra management space. Alongside Telecom, Powerol has been increasing the retail market share, especially with the extension in HkVA range. With the introduction of the BS IV range of engines, Powerol has introduced 21 new nodes for various industrial applications.



Powerol stands at No. 2 brand by volume in the overall Diesel Genset power back-up segment.

Powerol's move towards sustainability has led to the introduction of the gas-powered gensets with introduction of 5 nodes between 15 kVA to 315 kVA. They offer lower operating costs and low emissions complying to the new emission norms.

During the year, Powerol also tied up with IGL Gas Stations for EV Charging Stations and introduced Solar Carport Solutions.

■ Construction Equipment

For the year under review, your Company (under the Mahindra EarthMaster brand) sold 729 Backhoe Loaders (BHLs) against 681 in F21, which is a growth of 7.0%.

Your Company also has a presence in the road construction equipment business through motor graders (under the Mahindra RoadMaster brand). For the year under review, your Company sold 117 motor graders, against 82 in F21 which is a growth of 42.7%.

Your Company has presence in Sugar Cane Haulage (under Mahindra Haul Master Brand) in Kenya. This is a new product which is added to the portfolio. For the year under review, your Company sold 105 Haulage tractors.

■ Two-wheeler Business

In line with the strategy for the two-wheeler business, your Company through its subsidiary, Classic Legends Private Limited had reintroduced the iconic brand 'Jawa' to the Indian market in the Financial Year 2019, with the launch of new range of JAWA motorcycles - Jawa and Jawa Forty-Two. In FY22 another iconic brand 'Yezdi' has been reintroduced with three new models at the same time - Yezdi Adventure, Yezdi Scrambler and Yezdi Roadster.



OPPORTUNITIES AND THREATS

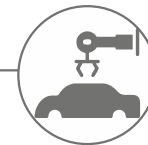
■ Automotive Sector

The auto industry is an engine of economic growth. The industry contributes to 6.4% of India's GDP, almost 35% of manufacturing GDP, 15% of GST revenues, and provides 37 million direct and indirect jobs.

F22 has shown a partial recovery from last-eleven-years low in F21. Industry is still down by 9% in passenger vehicles, 29% in commercial vehicles, 63% in three-wheelers and 36% in two-wheelers from all time peak in F19. Industry recovery was restricted by two COVID waves in F22 and semiconductor shortage of supply. The second COVID wave during April-June was the most severe one while the third wave during December-January was a shorter one. Auto industry's fastest recovery opportunity was lost by the shortage of supply of semiconductors.

Over the years, the industry has made significant investments towards the indigenisation of technologies in the conventional vehicles space - meeting BS-VI in 3 years is an example. To reduce dependence on oil imports, the industry is exploring options of alternate fuels like CNG, LNG, Ethanol, etc. Industry is also exploring options of flex fuel vehicles in nearby future. The industry is also investing in next generation technologies like Electric Vehicles.

The Government introduced Production Linked Incentive (PLI) Scheme for Automobile, Auto components, ACC (Advanced Chemistry Cells) and semiconductors to overcome the cost disabilities of the industry for manufacture of Advanced Automotive Technology products in India. The Government has recognised Electric Vehicle technology and Hydrogen fuel cell technology as an Advanced Automotive Technology in the country.



PLI AUTO

- Through PLI Auto and Auto components, the Government is offering incentives of Rs. 26,058 crores. The Government has been successful in attracting proposed investment of Rs. 74,850 crores
- PLI scheme is expected to result in incremental production of over around Rs. 2.3 lakh crore and additional employment opportunities of over around 7.5 lakh jobs

■ Farm Equipment Sector

To drive sustainable growth in the agriculture sector, strong Government focus on its development is required, including increased adoption of mechanisation and modern agricultural practices, and rural development at large.

India, with its large base of small and marginal farmers, has several regions with low penetration of farm mechanisation. With increasing labour cost and labour scarcity, greater adoption of various forms of mechanisation is the way forward. In this scenario, the market for tractors and other farm equipment is expected to grow in the long term.

■ Allied businesses

The rising demand for power backup solutions and infrastructure development will create opportunities in the power generation and infrastructure equipment space. This is an opportunity for the Company to grow its offerings in power solutions and construction equipment.

RISKS AND CONCERNS

■ Automotive and Farm Equipment Sectors

The Company's business is exposed to many internal and external risks and it has consequently put in place robust systems and processes, along with appropriate review mechanisms to actively monitor, manage and mitigate these risks.

■ COVID-19 Pandemic and Geo Political crisis

COVID impact continued into F22 - the second wave which hit India in Q1 F22 disrupted business because of its intensity. Global supply chain was affected, impacting logistics cost and lead time due to port congestions and container unavailability.

Global automotive industry was badly affected due to semiconductor unavailability and as a result, the Company lost significant volumes in the 1st two quarters of F22. Countermeasures taken to mitigate the risk helped in increasing volumes in the 2nd half of the year and efforts are continuing to de-risk the supply chain to meet the business demand.

Q4 F22 saw another risk emanating due to the Russia-Ukraine conflict which led to soaring commodity prices and impact on availability of material. The Company took aggressive steps to counter the problem to minimise the impact including the effect of fresh wave of COVID in China threatening global supply chain.

In F22, the Company initiated various countermeasures to minimise any short-term impact and mitigate any long-term impact on the Company. This included comprehensively looking at cost structures and optimising them, cash flow management, and sustained investment in new products.



Company-wide initiatives to bring down costs and conserve cash yielded some very good results in F22 and are expected to deliver benefits in the future.

■ Competitive Intensity

Keeping in mind the high growth potential of the Indian automotive market, all OEMs, homegrown as well as MNCs, have presence across all vehicle segments. Today, multinational OEMs are deeply entrenched in the Indian market with local development centres, a strong local supplier base and good channel penetration. In the PV segment, the differentiation between cars and UVs is largely blurred. Industry has seen shift in demand from cars to UVs. This has led to a greater number of launches in UVs compared with cars.



As of now, 51% of UV sales are from UVs less than 4m in length, while UVs as a share of PVs stand at 49% (was 12.6% in F11).

The LCV < 3.5T commercial vehicle segment, which is 61.8% of the CV goods industry, is witnessing increased competition with new and competitive launches from homegrown as well as MNC brands.

With the aim to remain competitive in the market and sustain its leadership position, your Company continues to invest in new product development, technology upgradations and increasing channel reach, while focussing on delivering customer centric products, services and brand building.

■ Tax Regulations

India has traditionally seen tax rate differential between small and large passenger vehicles. This differential is based on length of the vehicle, engine size and fuel type. While the flagship products of your Company attract higher tax rates, your Company has strengthened the UV product portfolio attracting lower tax rates with products like XUV300, Bolero Neo, Bolero Power Plus and KUV100.

■ New Emission Norms

After BS-VI implementation in 2020, the Indian auto industry will now be looking at the next tranche of emission norms to follow in quick succession, with CAFE 2 (Corporate Average Fuel Economy) and RDE (Real Driving Emissions)

planned for 2022-23. Your Company is working on various Powertrain and Vehicle level technologies such as friction reduction and electrification for further CO2 improvement needed to achieve the emission targets.

India remains a medium to high HP market for tractors, with more than 90 per cent of the sales coming from <50 HP categories. The revised emission norms for >50HP tractors, were initially slated to be implemented from October 2020. At first, it was deferred by one year to October 2021, subsequently by another six months to March 2022 in the wake of coronavirus pandemic and again by another 6 months to October 2022. Latest deferment is due to increase in tractor prices which may add to the farm communities woes in the face of the current rising inflation.

However, the transition to new emission norms in the tractor industry is unlikely to be a major disruptor as it would apply only to vehicles with engine capacity higher than 50 HP, impacting around 10 per cent of the overall industry volumes.

■ New Regulation for Safety

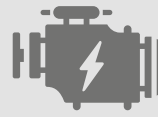
Concerns over road safety are driving legislation and regulatory reforms. Any new legislation requires technology development and incurs costs, in turn impacting vehicle prices. Your Company is geared up and is confident of meeting any new regulations introduced.

■ New Products and Technologies

Your Company has a comprehensive programme for development of new products and technologies which will enable it to remain competitive in the market, cater to emerging customer expectations and to meet any legislative requirements.

■ Environment and Alternate Fuels

With concerns over air quality and the need to reduce dependence on fossil fuels, the Government is actively pursuing large scale adoption of EVs, especially for intracity uses in fleet application. Your Company is a pioneer for Electric Vehicles in India and is actively pursuing development of the Electric Vehicle (EV) market, products and technology.



Your Company also started operations of its latest manufacturing hub in Chakan, Pune which will supply EV components.

■ Monsoon

A normal monsoon is important for both agriculture as well as the rural economy at large. The tractor business in particular, and the automotive business to some degree, run the risk of a drop in demand, in case of a significant variation in the monsoon. In addition, an untimely monsoon and uneven spread has the potential of adversely impacting the business.

Going into F23, the Indian Meteorological Department (IMD) in its first long range forecast for the monsoon season predicted SW Monsoon (June to September) to be normal at 99% of the LPA (Long Period Average). However, with the outlook of IOD (Indian Ocean Dipole) conditions tilting towards negative by September, there is a risk of high volatility in monthly distribution.

■ Reservoir level

Reservoir levels in April, 2022 were 28% higher than average. Adequate water in reservoirs coupled with narrowing deficit in pre-monsoon rains, helped significant progress in summer acreage. By end of April 2022, 70 lakh hectares were sown (up 7% YoY). However, the heat wave since mid-March, damaged standing crops. Wheat production that was estimated to reach a record high as per 2nd AE is likely to decrease by 11-12% YoY with the reported damage.

■ Commodity Prices

A surge in post-pandemic global demand, outbreak of Russia-Ukraine war; coupled with severe supply side constraints resulted in a sharp rise in commodity prices. This impacted the cost of various inputs used by the industry, including castings, forgings, steel sheets and precious metals. While there was a significant impact of the same on material cost, your Company was able to limit the impact through concerted efforts towards cost reduction with various initiatives including VAVE activities.

For F23, while your Company will take all steps to mitigate risks from the COVID-19 crisis, the increase in prices of certain commodities is likely to have an adverse impact on material cost in the first half of the financial year. However, the Company does expect prices of commodities to soften in the second half of the year with supply side constraints easing, limiting the impact. Your Company will continue to work on mitigating the inflationary impacts through cost re-engineering and value engineering activities.

■ Capacity

Your Company has built adequate manufacturing capacity for the immediate future and is in the process of investing in additional capacity as part of its mid to long-term strategy for its Farm Equipment Sector. Swaraj Division has invested in creating additional manufacturing capacity by setting up a new manufacturing plant in Mohali.

Similarly, the Company expects that the market for farm equipment will only expand in the future. The Company is setting up a dedicated new plant at Pithampur where it plans to produce rice transplanters, potato planters and harvesters. The Company is investing Rs. 200 crores with its suppliers to set up this plant in the region.



The Company is working closely with its key suppliers to minimise any supply constraints through proactive capacity planning and longer-term contracts. At the same time, opportunities for global sourcing are also being actively pursued.

OUTLOOK - AUTOMOTIVE AND FARM SECTORS

Both the Automotive and Farm Sectors strive to sustain profitable growth, maintain leadership position in the domestic market and at the same time, explore global opportunities for growth. Simultaneously, your Company continues its focus on achieving cost leadership through focussed cost optimisation, productivity improvements, value engineering, supply chain management, and exploiting synergies between various group businesses.

■ Automotive Business



As per the Automotive Mission Plan 2026 (AMP 2026) the mid to long-term outlook for the Indian auto industry is positive. Hon'ble Prime Minister unveiled Indian Auto Industry Vision @ 100 mentioning Auto Industry is the engine of economic growth.

In F22, first half was influenced by pandemic but posted growth on low base in F21. H2-F22 has seen good recovery in economic condition but supply was restricted by shortage of semiconductors.

Sharp increase in commodity prices has led around 9% average price increase in last one year. Fuel prices also touched 3 digit mark on account of Russia-Ukraine war. These had impact on cost of ownership for 2W and PV while commercial vehicles margins impacted on low freight rates.

Factors that will significantly impact demand for automobiles in F23 are:

- ✓ Supply shortage of semiconductors
- ✓ Policies by the Government to boost consumption
- ✓ Aggressive Government push for infrastructure led growth
- ✓ Increase in cost of ownership due to commodity price and fuel price increase

■ Tractor and Farm Equipment Business

The mid to long term outlook for the Indian tractor industry is positive. The industry is seeing an upswing with harvesting of crops underway and expectations of a bumper crop this rabi season. Acreage of summer crop which is sown between Rabi and Kharif season has crossed last year's level which is also promising for the farmer community.



Several initiatives taken by the Government are driving higher rural incomes. Example: Higher diversification towards high value crops, expansion of non-farm income opportunities, etc. In addition, increase in allocation of

Government budgets on infrastructure and rural development is likely to benefit commercial demand. Further, the demand for mechanisation is also growing as shortage of agricultural labour will lead to increase in labour cost. Several enabling factors supporting industry growth, like, institutional credit, consolidation of farm holdings by FPOs, etc. have shown a positive trend in the last few years. Increase in leasing of land from 10% in early 2000s to 17% in 2018-19 and Government subsidy for mechanisation will support the growth of the sector. An increasing trend of more farmers taking technical advice in agriculture, also reflects the growth of progressive farmers.

However, the past trends of the tractor industry depict a picture of strong cyclical nature. Every 3-4 years growth in the industry is followed with a drop or slow-down. On an average, in the last 10 years, industry saw a growth of 5-6% annually and monsoon plays a critical role in defining the cyclical nature of the industry and therefore remains a key monitorable.

High international commodity prices and logistic disruptions may aggravate input costs leading to inflation. However, a normal monsoon outlook and water reservoir level better than the previous year and 10-year average will be positives for the farming sector.

As the macroeconomic tailwinds mostly remain intact for the rural economy, including the normal monsoon forecast, the expectation of a strong Kharif harvest, and improved rural income, bodes very well for the upcoming Kharif season and will support continued growth for the tractor industry.

The Central Government has set higher target for agriculture production during Kharif season on account of normal monsoon prediction and surplus seeds and fertilizer availability as per requirement.

STRATEGY

■ Automotive Sector

The Company is committed to build SUV brand reputation for its Authenticity and Sophistication. Launch of XUV700 and Thar has been indelibly associated with core pillars of Capability, Performance, Safety, Technology and Sophistication.

We aim to become #1 core SUV player leveraging our House of Brands - XUV, THAR, BOLERO and SCORPIO and launching 13 new products by 2027.



Your Company continues to invest in technology development and patent acquisitions.



For the year under review, your Company filed a total of 149 patent applications. Cumulatively, your Company has filed 1,740 patent applications so far.

The Company's total patent granted portfolio stands at 297 across multiple geographies and has significantly grown over last few years.

The Company is setting up a dedicated design centre in the UK to significantly enhance our design capabilities. The new Global design organisation has crafted a design vision for range of Born Electric vehicles and is giving a new dimension to amplify design of our Authentic ICE SUVs.

To complement the design vision, the Engineering team is building capability to offer technology that will set higher benchmarks in the new EV world. The range of Born EVs will be showcased to the world in the month of August 2022.

The Company is strengthening its leadership in the light commercial vehicles by revamping entire pickup range to provide significant value upgrade. This development will also help us create new segments with pickups, thereby increasing our market coverage. The escalations in fuel prices have increased acceptance of alternate fuels. Mahindra already has the widest range of CNG offerings, and concrete steps are in development to improve prices and competitiveness.

Pickups are mainstay of M&M's market share in sub-3.5T segment and for profits. As a de-risking strategy, the Company is developing an all-new platform aimed at protecting our market share from new players in urban landscape.

BS-VI has led to disruption of small commercial vehicles (sub 2T). We are looking at projects to pivot us in new growth dimensions with higher emphasis on CNG and Electric.

The Company plans to capitalize on our strengths and the upcycle across SUVs and CVs over the next few years.

Your Company is #1 in Electric 3W segment and has been continuously developing capabilities for a successful foray in SUVs.

Of the 13 new launches, we plan to launch 8 New EVs by 2027 that will comprise 20% of our volume.

■ Farm Equipment Sector

During the year, your Company strived to enter the next phase of growth amid heightened competition and disruption based on new technologies and trends, with farm mechanization gaining more and more traction. Going forward, Mahindra will launch new implements and farm machinery in the country through our COEs in Turkey, Finland and Japan (where M&M, over the years, has created footprints through strategic stakes and acquisitions). The objective is to bring all those products, engineered and further developed for Indian conditions and Indian prices for the Indian farmer.

The Company is also setting up a dedicated new plant at Pithampur where it plans to produce rice transplanters, potato planters and harvesters.

Krish-e

Your Company's Farming as a Service business (branded Krish-e) is an innovative new business vertical conceived with the idea of ushering in a new digital age of farming in India. Carrying the tag line - 'Expert Takneek. Naye Upay. Parinaam Dikhaye' - Krish-e aims to increase farmer income through digitally enabled services, across the complete crop cycle - services that are progressive, affordable and accessible to farmers.

During the year, with a presence in 16 states, Krish-e rolled-out its 100th Krish-e centre, which hosts a range of farm equipment made available to farmers on daily rental basis, agro-chemicals (insecticides, herbicides, and fungicides), bio-fertilisers and agronomy advisory services.



To trigger changes in farmer behaviour, on-ground solutions and activities have to come together with digital ones. On-ground advisory and rental solutions deployed on Krish-e Takneek plots (demonstration plots) create empirical evidence for farmers, building trust and local relationships and make physical transactions easier.

In F22, over 13,500 Takneek plots demonstrated the positive impact of our expertise and ideas, managing to deliver an increased income of up to Rs. 15,000 per acre.

Krish-e also demonstrated its 'Smart Sugarcane Harvesting Technology', powered by Krish-e's new state-of-the art modern harvesting technology, with the assistance of satellite technology which can enable sugar mills to predict and notify them of the right time to reap, deciding the accurate day and time, make effective use of resources, thereby eliminating expense and efforts.

During the year, your Company announced Mr. Manoj Bajpayee as new Brand Ambassador for release of Krish-e Suite of Mobile Apps - Krish-e App and Krish-e Nidaan apps with the launch of Krish-e's first ever digital video commercial (DVC) film.



The **Krish-e app** is part of Mahindra's digital foray into developing a marketplace that provides a range of services centered around mechanization and advisory. It is one of the fastest growing apps in the agriculture technology space having amassed over 3 million downloads, with the app also integrating with on-ground activities undertaken in Krish-e's centers, with over 5.5 lakh farmers having seen an improvement in their income per acre of land. The Krish-e app provides scientific, field validated, and personalised crop advisory that is presented in an easy-to-follow understandable format for farmers. It offers -

- ✓ Expert advisory on Sugarcane, Potato, Soyabean, Chilli and Paddy in 8 different Indian languages;
- ✓ Complete advisory through various activity modules like a 'Crop calendar', 'Fertilizer calculator', and 'Spray calculator';
- ✓ A digital diary to record all types of transactions, called 'Digital Khata';
- ✓ Features 'Len-Den Diary' for helping farmers keep track of their finances.



The drone industry has gone through a paradigm shift in the last few months, and we are glad that the agri industry is one of the few industries to have received approvals to operate drones for farming operations, with new Government regulations making deployment, design, development and manufacturing of drone technology easier.

In August last year, your Company through Krish-e received permissions to conduct 'drone-based agricultural trials' and use drones for precision spraying on paddy and hot pepper crop in Telangana and Andhra Pradesh. We are already making drone services accessible and affordable through Krish-e.

During the year, your Company also increased its stake in Ag-tech startup Carnot to 68.97%, affirming its commitment to its vision of making Krish-e, India's largest ecosystem of digital products and solutions.

Through this acquisition, Mahindra rolled-out the Krish-e Smart Kit, the smartest way to track and manage farm equipment on rent, with 15,000 Krish-e Smart Kits in the market, brought by customers, be it Mahindra or others.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND EMPLOYEE RELATIONS

Group-wide Talent Management and Development through 'People Conversations' and Mahindra Leadership University

■ 'People Conversations'

The heart of the talent management process is regular and intentional conversations on talent across the group, both at a business level and at a group level. The Company's talent management process focuses on building succession strength, creating development journeys and learning interventions to attract, retain and develop top talent across the group. At the group level, this process is anchored through 'People Conversations' (erstwhile Apex

Talent Reviews) to provide an overview of talent across the group and enable talent movements across sectors basis individual strengths and aspirations. Each sector anchors talent management and talent development through the respective Sector Talent Councils.



■ The Mahindra Leadership University

Your Mahindra Leadership University (MLU) has risen with renewed resurgence in FY22. We re-defined MLU operating model and pivoted it towards a center of excellence with it's core purpose rooted in our desire to create the next generation of Mahindra leaders from within and enable them to deliver breakthrough performance.



The inputs from the 'People Conversations' feed into the Mahindra Leadership University through which we offer flagship Leadership Development Initiatives:

✓ We entered into a strategic alliance with Carnegie Mellon University to develop an accelerator programme (Mahindra Accelerated Leadership Track). This track seeks to identify mid career high potential talent from within that will occupy key decision making roles across our group business in the next 12 to 24 months.

✓ We conceptualized the "Mahindra Future Shapers" programme with the intent to identify our next generation leadership pipeline and strengthen their capabilities. We have kicked off the journey to develop enterprise level senior leaders in the upcoming financial year. The programme will kick off in the first quarter of FY23 and will be strengthened through our long term strategic tie-up with Harvard University.

✓ Mahindra Leadership University's performance in numbers for VITLs-

| Number of programmes conducted | Number of learning hours | Number of learners served |
|--------------------------------|--------------------------|---------------------------|
| 16 | 3855 | 1331 |

| Average Feedback | Average CAPs score |
|------------------|--------------------|
| 4.5 | 80% |

✓ Our performance in numbers for digital courses on HMM Spark -

| Number of learning items completed | Average Feedback |
|------------------------------------|------------------|
| 600,000+ | 4.46 |

| Number of active users | CAPs Score |
|------------------------|------------|
| 40,000+ | 70% |

Highlights of the Academies

FY22 was a remarkable year where globally, Mahindra learners started to increase their focus on functional skill development and the MLU academies rose to the occasion. We conducted several skill development initiatives during this time, a snapshot of them is as follows:

- ✓ FY22 also saw the Future HR Leaders Programme, the intent is to build our future HR Heads through a process of robust leadership development and functional skill building initiatives.
- ✓ The Finance academy of MLU successfully conducted 3 batches of Basics of Data Analytics for Finance. The programme helped finance leaders develop analytics skill along with finance knowledge. The best amongst this cohort will be nominated for Advanced programme.

Highlights of our Digital Learning Initiatives

It is our firm belief that orbit shifting growth happens when leaders commit to building capability at scale and Mahindra Digital Learning World is an outcome of this philosophy. From the end of the first quarter of FY22, we started introducing digital learning at scale by partnering with world class content players and delivering their courses through our LMS portal.

In a short period of time, we have seen meteoric growth. More than 40,000 users have been onboarded onto a leading content platform and in a period of 9 months they have consumed more than 600,000+ learning items. We believe this is only the beginning!

In FY23, our focus will remain on accelerating digital learning adoption by providing access to even more world class content through partnerships but also, driving personalization of learning.

Re-imagining the Nashik Campus

Our Nashik MLU campus is a world class facility built around the modern learner. With multiple Mahindra plants and offices located in a 100 km radius of this facility, the campus is generally a beehive of activity! It is detached from the hustle bustle of the city life and is surrounded by more than 650 trees, flora and fauna. Yet, because of our digital first approach to learning, our learners are always connected to the best learning resources always.



On an average, the campus hosts more than 9,000 learners each year. Furthermore, the Nashik campus has world class classroom facilities and has the ability to host more than 150 learners simultaneously. While COVID-19 significantly restricted out use of the campus, in FY22, we also prepared the Nashik campus to return back our learners to our piece of heaven.

Apart from the ongoing maintenance activities, we have now re-imagined the entire classroom experience such that it creates a seamless blended learning experience. Our digital classroom connects with learners who are sitting in Nashik, Chennai, Mumbai and/or at home such that the learning experience is not impacted. This enables us to bring them world class faculty from within our Group and outside at the touch of a button!

■ Functional Talent Accelerators at Mahindra & Mahindra

In a diverse group like the Mahindra Group, Talent Management is crucial and critical, both from a business point of view and from a talent perspective. Technical talent accelerators are equally important to build a pipeline of business leaders.



In our quest to build a healthy pipeline of technical talent in Product Development and the related associated areas, the Company set up the Mahindra Research Valley (MRV), which serves as a crucible for innovation and technology for the Auto and Farm Divisions of the Company.

The aforesaid initiative has helped to create global sustained competitiveness and the Technical Ladder that was conceptualised in MRV is a unique way of differentiating technical talent from general management in terms of performance management, talent management and capability building. It puts a high focus on developing deep technical expertise in various systems of product development.

The Technical Ladder implementation in Mahindra has been a response to one of the biggest challenges that the Company has been facing in Talent Management. The first step of technical ladder was achieved by creating unique competencies, which combined

| | | |
|-------------------------|------------------------------|-------------------------|
| TECHNICAL SKILLS | LEADERSHIP BEHAVIOURS | CULTURAL NUANCES |
|-------------------------|------------------------------|-------------------------|

These were deployed in performance management discussions and capability building initiatives. Specific development goals are now integrated in Learning & Growth Plan (LGP) to facilitate capability building of niche technical skills through right exposure, and action learning projects.

The second step of technical ladder was to identify high potential technical talent and develop them into future Technology Leaders through a structured intervention. For the developmental journey, we have tied-up with best in class organizations to support in Tech Leap programme. As a result, today the Tech Ladder framework is successfully catering to more than 2,000 engineers, covering multiple COEs and Project Functions across the Automotive and Farm Divisions.

■ Performance Management System

We have a robust performance management system built to uphold a culture of meritocracy. This new performance management system introduced last year is simple, enhances leadership and manager accountability, rewards and encourages outperformance and aims at creating a strong merit-based culture.

The performance cycle is from 1st April to 31st March with a three step process of Goal Setting, Mid-Year Review and Annual Appraisal. Feedback/development conversations between people managers and direct reports being key at every stage. A key highlight of the new performance system includes the discontinuing of overall appraisal ratings (ES, S+.., etc.). All key decisions (e.g., Promotions, Increments, Rewards, etc.) are based on the individual's Goal Sheet / Performance Score, Scores on Leadership Behaviours (4 point scale) and inputs from the Learning & Growth Plan (LGP) and discussions amongst the talent panels appropriately constituted at different levels. A key tool introduced with the new PMS is the LGP which aims at developing skills for current and future roles, and for career growth.



The overall objective of the performance management system is to ensure that there is alignment between an individual's goals and the organization's goals and priorities, thereby enabling conversations at every step of the process and actions towards enhancing accountability and providing a base for a focussed career growth. Lastly, this simple and transparent system aims not just to evaluate and reward performance but also reinforces and drives the three key Mahindra Leadership Behaviours of Collaboration, Agility and Bold - in turn driving the right culture across.

■ Group Management Cadre (GMC)

The next step of our strategic management process is the Group Management Cadre programme to attract leadership talent at the entry level from top B-Schools of the country. This programme continues to strengthen Mahindra's position as an 'Employer of Choice' across premier B-School campuses and creates a strong talent pool to drive Mahindra's future growth. Through this programme, 20 GMCs joined the Group in 2021 and 21 GMCs will be joining us in 2022 across its various Sectors and functions. As part of the Experiential Module, each GMC that joins us undergoes 4 stints of 3 months each across different functions and different businesses. The Summer Internship Programme has evolved over the years as a critical source of the GMC talent pool and this year we have 24 students who have joined us from the top B-school of India under the GMC Summer Internship Programme 2022.

■ Group Diversity Council (GDC)

Diversity and Inclusion

The Group continues its strong focus on fostering Diversity and Inclusion (D&I) at the workplace with the D&I Vision of -

We value and celebrate the uniqueness of every individual by fostering an environment of inclusion and empowerment. This we believe enables us to meet the needs of our stakeholders through active participation of diverse talented individuals.



We have been working with wider involvement across the organization, seeking inputs and deriving insights to drive the objectives of D&I and to continue our journey of becoming a more inclusive workplace. As a culmination of this exercise, a new D&I Charter is being created which will be rolled out in the next quarter of FY22.

During the year, we have also revisited our people policies related to D&I with an objective to make it simple and contemporary. We expect these policies to help us build more inclusive culture going forward.

Our special focus has been to improve gender diversity in areas of technology and business operations which is also going to be thrust area for the Company.

■ Equal Opportunity Policy

M&M provides equal opportunity to all persons. There is no unfair treatment in relation to the employment, promotion or other related issues or terminate the employment for reasons of gender or disability. Under this policy, we provide necessary training to the new recruits to enable them to carry out their jobs effectively.

M&M works towards attracting, retaining, and developing diverse talent through initiatives such as:

FOCUSED HIRING

Structured hiring programmes to attract and recruit diverse talent through mindful and positive communication as well as deeper engagement channels. Our focus is women and PwD hiring and support, which is done through specialized hiring consultants while maintaining our core philosophy of meritocracy.

TALENT MANAGEMENT

Prioritizing career development of women at all levels with access to senior leaders alongside opportunity to develop new skills. Specific programmes like Hi-potential Women mentoring for broadening capabilities of the women employees make them ready for leadership roles.

For managerial band, women mentoring programme was launched to enable career guidance and coaching from senior leaders.

The Group has also signed up for World Economic Forum's "Valuable 500" initiative under which it has taken commitment to raise awareness about disability with the objective of creating a fair and accepting inclusive environment and for promoting the inclusion of persons with disability as a part of the diverse workforce.



■ Prevention of Sexual Harassment at Workplace (POSH)

Awareness in this area has been created through a 'Speak Up' campaign with focus on reiterating Mahindra's commitment for providing safety at the workplace for all its employees. The Company has also organised induction training for new joiners, online training and refresher modules, virtual and classroom trainings through our Ethics Counsellors, emailers and posters to sensitise the employees to conduct themselves in a professional manner.



■ Transformational Work Culture

The Transformational Work Culture initiative that aims to create an engaged workforce with an innovative, productive and a competitive shop-floor ecosystem, continues to grow in strength. Some of the initiatives towards the same that are worth mentioning here are:

- ✓ Creating a culture and ecosystem of self-managed teams
- ✓ Mindset transformation programme named 'Nayi soch - Naya dristikon' for cell members and union leaders
- ✓ ER Samridhi programme for line managers
- ✓ Skill building with a focus on future skills and digitization
- ✓ Critical attribute training for associates
- ✓ Rise award for associates
- ✓ Employee of the year programme for associates
- ✓ Trainings on ethical behaviour, Code of Conduct and Human Rights



Further, in an endeavor to improve quality, reduce cost, ensure safety and improve productivity, our Company's shop floor associates generated an average of 10 ideas per person during the year.

To develop skills and foster togetherness at the workplace, multiple training and engagement programmes were rolled out covering a wide range of topics.



■ Industrial Relations

The year under review witnessed a very positive Industrial Relations scenario across all manufacturing locations for the Automotive and Farm Equipment Sectors. The Company amicably concluded LTS for 8 plants, which were due with an increase in productivity ranging between 8.25-11.1%, while the wage increase is given keeping the regional parity and industry benchmark. These LTS will remain valid for 3.5 years from date of signoff.

The Company's focus continues towards propagating proactive and employee centric practices. Bonus settlements were amicably agreed upon at all locations.

The sustained efforts towards building a transformational work culture resulted in zero production loss in the last financial year and helped create a collaborative, healthy and productive work environment.



■ Open Door Policy

Proactive and employee-centric shop floor practices, a focus on transparent communication of business goals, an effective concern resolution mechanism, and a firm belief that employees are the most valuable assets, are the cornerstones of the Company's employee relations approach. An 'open door policy' with constant dialogue to create win-win situations, have helped build trust and harmony.

■ Mahindra Skill Excellence

The Mahindra Skill Excellence is an internal platform that aims at holistic skill enhancement programme for the shop floor associates. Over the years it has matured and in the current year 2,800 associates have participated from across all its manufacturing units.

In continuation of the earlier achievements, this year also, one of our employees has been adjudged with a silver medal at the National Skill Competition and a couple of employees of our Dealerships based in Nagpur and Wayanad have also received medals in the same skill.

■ A Healthy Work Environment

Significant emphasis was laid on improving health and wellness of employees through annual medical check-ups, screening camps, health promotional activities and awareness. Balanced nutritious food has become a way of life at Mahindra over the past few years.

The Company maintains an 'Employee Health Index' at an individual level and this has been a useful tool in identifying employees who require focussed counselling and monitoring. The 'Wellness App' is available to employees for quick access to critical health related information.

During the unprecedented COVID-19 pandemic, the organization has reacted promptly to the health concerns of employees. Our employees' health has always been the Company's priority.

Various awareness sessions on driving employees towards a healthy and better lifestyle, Post Covid care, emotional wellbeing, Mindfulness, etc. were touched upon by experts during the exclusive sessions for employees and their family members. Health and Wellness always remained priority of the Company's philosophy.

The Company had a total of 21,297 permanent employees on its rolls as on 31st March, 2022.

INTERNAL CONTROL SYSTEMS

Your Company maintains adequate internal control systems commensurate with the nature of its business and size and complexity of its operations. These are regularly tested for their effectiveness by Statutory as well as Internal Auditors. Your Company's Internal Financial Controls are deployed through the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO), that addresses material risks in your Company's operations and Financial reporting objectives.

The framework is a combination of entity level controls (including Enterprise Risk Management, Legal Compliance Framework, Internal Audit and Anti-Fraud Mechanisms such as Ethics Framework, Code of Conduct, Whistle Blower Policy, etc.), process level controls, information technology based controls, period end financial reporting and closing controls.

Further, the Internal Control Systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information. In the highly networked IT environment of the Company, validation of IT Security receives focussed attention from IT specialists and Statutory Auditors.

The Chief Internal Auditor reports administratively to the Chairman of the Board and functionally to the Audit Committee. The Internal Audit function develops an audit plan for the Company, which covers, inter alia, corporate, core business operations, as well as support functions. The Audit Committee reviews the annual internal audit plan. Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. During the year, the Company has taken steps to review and document the adequacy and operating effectiveness of internal controls. Nonetheless, your Company recognises that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Your Company's Management has carried out the evaluation of design and operative effectiveness of these controls and noted no significant deficiencies/material weaknesses that might impact financial statements as at the Balance Sheet date.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

■ Overview

The financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

The Group's consolidated financial statements have been prepared in compliance with Ind AS 110 on Consolidation of Accounts and presented in a separate section.

FINANCIAL INFORMATION [STANDALONE]

■ Property, Plant and Equipment and Intangible Assets

As at 31st March, 2022, the Property, Plant and Equipment and Intangible Assets stood at Rs. 19,567 crores as compared to Rs. 18,137 crores as at 31st March, 2021. During the year, the Company incurred capital expenditure of Rs. 3,247 crores (previous year Rs. 3,385 crores). The major items of capital expenditure were on new product development and capacity enhancement.

■ Borrowings

| Borrowings | (Rs. in crores) | | |
|----------------------------|-----------------|--------------|----------------|
| | F22 | F21 | Inc./ (Dec.) |
| Long-term borrowings | 5,678 | 6,990 | (1,312) |
| Short-term borrowings | 812 | 673 | 139 |
| Unclaimed matured deposits | 0.1 | 0.1 | 0.0 |
| Total | 6,490 | 7,663 | (1,173) |

Borrowings have decreased from Rs. 7,663 crores in the previous year to Rs. 6,490 crores in the current year mainly due to repayments in the current year.

■ Inventories

| | F22 | F21 |
|--|------|------|
| Raw materials and bought out components as a % of cost of materials consumed | 6.1% | 6.9% |
| Finished goods and Stock-in-trade as a % of sales of products | 5.1% | 5.4% |

The decrease in raw materials and bought out components as a percentage of cost of materials consumed and decrease in finished goods and stock-in-trade as a percentage of sales of products has been mainly

on account of focus on inventory management to optimize the inventory levels along with pace of requirement and higher sales traction of new products.

■ Trade Receivable

Trade Receivables are Rs. 3,035 crores as at 31st March, 2022, as compared to Rs. 2,203 crores as at 31st March, 2021. As a percentage of revenue from sales of products and services, trade receivables are higher at 5.4% as at 31st March, 2022, as compared to 5.0% for the previous year mainly on account of a significant increase in export debtors due to higher export volume.

RESULTS OF OPERATIONS

■ Income

(Rs. in crores)

| Particulars | F22 | | F21 | | Inc./(Dec.) |
|--------------------------------|---------------|--------------|---------------|--------------|-------------|
| | Amount | % | Amount | % | % |
| Sales of products | 55,210 | 96.1 | 42,702 | 95.7 | 29.3 |
| Sale of services | 1,126 | 2.0 | 1,012 | 2.3 | 11.4 |
| Other operating revenue | 1,110 | 1.9 | 916 | 2.0 | 21.2 |
| Revenue from operations | 57,446 | 100.0 | 44,630 | 100.0 | 28.7 |
| Other income | 2,076 | 3.6 | 1,199 | 2.7 | 73.1 |

■ Revenue from Operations & Other Income

Sales volume in Auto segment witnessed an increase of 30.7% clocking vehicles 4,55,570 in the current year from 3,48,621 vehicles in the previous year. Increase in volumes combined with higher realisation led to Revenue from operations growing by 28.7% as compared to the previous year.

Other income during the year ended 31st March, 2022 at Rs. 2,076 crores is higher than Rs. 1,199 crores earned in the previous year mainly on account of higher dividend income in the current year as compared to previous year.

(Rs. in crores)

| Particulars | F22 | | F21 | | Inc./(Dec.) |
|---|---------------|------------------------------|---------------|------------------------------|-------------|
| | Amount | % to Revenue from Operations | Amount | % to Revenue from Operations | % |
| Material costs | 42,342 | 73.7 | 30,177 | 67.6 | 40.3 |
| Employee benefits expense | 3,306 | 5.7 | 3,252 | 7.3 | 1.7 |
| Finance costs | 223 | 0.4 | 396 | 0.9 | (43.7) |
| Depreciation, amortisation and impairment expense | 2,451 | 4.3 | 2,370 | 5.3 | 3.4 |
| Other expenses | 4,756 | 8.3 | 4,244 | 9.5 | 12.1 |
| Total expenses | 53,078 | 92.4 | 40,439 | 90.6 | 31.3 |

■ Expenditure

The total expenditure during the year as a percentage of revenue is 92.4% as compared to 90.6% in the previous year. The increase is mainly attributable to higher material costs in FY22.

■ Material cost

The material cost as a percentage of revenue has increased from 67.6% in the previous year to 73.7% in the current year mainly on account of elevated levels of inputs costs and supply side challenges witnessed during FY22.

■ Employee benefits expense

The personnel cost as a percentage of revenue from Operations has decreased from 7.3% in the previous year to 5.7% in the current year mainly due to the higher revenue base in the current year.

■ Other expenses

Other expenses as a percentage of revenue from Operations have decreased from 9.5% in the previous year to 8.3% in the current year mainly on account of stringent cost control measures adopted by the Company coupled with higher revenue base in the current year.

■ Depreciation, amortisation and impairment expense

Depreciation, amortisation and impairment expenses as a percentage of revenue shows decrease over the previous year mainly due to higher revenue base in current year.

■ Finance costs

The interest expense as a percentage of revenue has decreased from 0.9% in the previous year to 0.4% in the current year mainly on account of repayment of borrowings in current year and higher interest capitalisation.

■ Exceptional Items

Exceptional items in the current and previous year comprises of profit earned on sale of certain long-term investments partly offset by impairment of certain investments in subsidiaries, associates and joint ventures.

■ Tax expense

The provision for current tax and deferred tax for the year ended 31st March, 2022, as a percentage to profit before tax (before exceptional items) is lower than the previous year mainly on account of higher dividend income in FY2021-22 as compared to FY2020-21.

The key financial ratios of the Company are given as below:

| Particulars | M&M | |
|---------------------------------|--------|--------|
| | FY2022 | FY2021 |
| Debtors Turnover (times) | 21.5 | 17.1 |
| Inventory Turnover (times) | 7.9 | 6.8 |
| Interest Coverage Ratio (times) | 17.6 | 12.7 |
| Current Ratio (times) | 1.4 | 1.3 |
| Debt Equity Ratio (times) | 0.17 | 0.22 |
| Operating Profit Margin (%) | 12.3% | 15.6% |
| Net Profit Margin (%) | 8.6% | 2.2% |
| Return on Net Worth (%) | 13.4% | 3.0% |

Explanations for variation of 25% or more in Key Financial Ratios:

Debtors Turnover: The debtor's turnover ratio improved to 21.5 in FY 2021-22 as against 17.1 in the previous year primarily due to better collection efforts and significant improvements in credit management process across divisions.

Interest Coverage Ratio: The interest coverage ratio is healthier at 17.6 in FY 2021-22 as against 12.7 in the previous year primarily due to decrease in finance cost resulting from repayment of borrowings during the year.

Net Profit margin: The net profit margin (after exceptional items) improved to 8.6% in FY 2021-22 as against 2.2% in the previous year primarily on account of increase in operation performance, lower impairment losses on investments, higher gain on sale of long-term investment, lower tax expenses for the year.

Return on Net Worth: The Return on Average Net Worth has improved from 3.0% in the previous year to 13.4% in the current year on the base of higher profit for the year.

CONSOLIDATED FINANCIAL POSITION OF THE M&M GROUP

As on 31st March, 2022, for the purpose of consolidation as per Indian Accounting Standards (Ind AS), the Group comprised of the flagship holding company

MAHINDRA & MAHINDRA LIMITED

162

Subsidiaries

29

Joint Ventures

27

Associates



The Consolidated Group's Operating Revenue from continuing operations is Rs. 90,171 crores in the current year as compared to Rs. 74,278 crores in the previous year i.e. an increase of 21.4%.

The consolidated profit before exceptional items and tax for the year from continuing operations is Rs. 7,092 crores as compared to Rs. 5,229 crores in the previous year i.e. an increase of 35.6%. The consolidated profit after tax after non-controlling interest and exceptional items from continuing operations is Rs. 6,577 crores as against Rs. 3,347 crores in the previous year i.e. an increase of 96.5%.

The consolidated profit after tax after non-controlling interest and exceptional items for the year from continuing and discontinued operations is Rs. 6,577 crores as against Rs. 1,812 crores in the previous year i.e. an increase of 263%.



Tech Mahindra Limited, Flagship Company in the IT Sector, has reported a consolidated operating revenue of Rs. 44,646 crores in the current year as compared to Rs. 37,855 crores in the previous year, an increase of 17.9%. Its consolidated profit after tax after non-controlling interests is Rs. 5,566 crores as compared to Rs. 4,428 crores in the previous year, an increase of 25.7%.



The Group's finance company, **Mahindra & Mahindra Financial Services Limited**, a listed subsidiary of the Company (Mahindra Finance), reported a consolidated operating income of Rs. 11,318 crores during the current year as compared to Rs. 12,111 crores in the previous year, a decrease of 6.5%. The consolidated profit after tax after non-controlling interests for the year is Rs. 1,137 crores as compared to Rs. 773 crores in the previous year, registering an increase of 47.1%. Mahindra Finance customer base has crossed 7.9 million customers and currently has a network of over 1,384 offices.



Mahindra Lifespace Developers Limited, the listed subsidiary in the business of real estate and infrastructure, registered a consolidated operating income of Rs. 394 crores as compared to Rs. 166 crores in the previous year, registering an increase of 137.3%. The consolidated profit after tax after non-controlling interest for the year is Rs. 154 crores as compared to a loss of Rs. 72 crores in the previous year, registering an increase of 313.9%.



Mahindra Holidays & Resorts India Limited, the listed subsidiary in the business of timeshare, registered a consolidated operating income of Rs. 2,013 crores as compared to Rs. 1,730 crores in the previous year i.e. an increase of 16.4%. The consolidated profit after tax after non-controlling interests for the year is Rs. 68 crores as compared to a loss of Rs. 13 crores in the previous year, registering an increase of 623.1%.



Mahindra Logistics Limited, a listed subsidiary in the logistics business, has registered a consolidated operating income of Rs. 4,083 crores as compared to Rs. 3,264 crores in the previous year i.e. an increase of 25.1%. The consolidated profit after tax after non-controlling interests for the year is Rs. 37 crores as compared to Rs. 30 crores in the previous year, registering an increase of 23.3%.

Ssangyong Motor Company, the Korean subsidiary of the Company (under the Companies Act, 2013), treated as discontinued operation for the purpose of consolidation in previous year, has reported consolidated operating revenues of Rs. 15,499 crores in the current fiscal year* as compared to Rs. 18,763 crores in the previous fiscal year*. The consolidated loss after tax after non-controlling interests for the current fiscal year* is Rs. 1,646 crores as compared to a consolidated loss of Rs. 3,208 crores in the previous fiscal year*.

*Fiscal year-January to December

■ Segment Results from continuing operations (before exceptional item)

The results achieved by major business segments of the Group are given below:

(Rs. in crores)

| | Segments | FY2022 | FY2021 |
|----|--------------------|--------------|--------------|
| 1. | Automotive | 1,254 | 736 |
| 2. | Farm Equipment | 3,891 | 4,158 |
| 3. | Financial Services | 1,404 | 538 |
| 4. | Hospitality | 99 | (26) |
| 5. | Real Estate | (81) | (99) |
| 6. | Others | 665 | 278 |
| 7. | Eliminations | 20 | 5 |
| | Total | 7,252 | 5,590 |

■ Disclaimer

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations.

Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

The background features a complex geometric design with overlapping triangles in various shades of gray. A prominent feature is a trail of white particles, resembling a DNA helix or a data stream, that curves across the center of the page. The text is centered within this design.

**CORPORATE
GOVERNANCE**

—

Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated under the law.

The Company also places great emphasis on values such as empowerment and integrity of its employees, safety of the employees and communities surrounding its plants, transparency in decision making process, fair and ethical dealings with all and accountability to all the stakeholders. These practices which are being followed since inception have contributed to the Company's sustained growth. The Company firmly believes, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation.

The Company's Corporate Governance philosophy has been further strengthened through The Mahindra Way (TMW), the Group's business excellence model, Business Responsibility Policy, Investor Grievance Redressal Policy, Code of Conduct for Prevention of Insider Trading in Securities of Mahindra & Mahindra Limited and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

During the year, your Company featured in the 'Leadership' category in the Corporate Governance Scorecard 2021 which is developed by Institutional Investor Advisory Services India Limited ('IIAS') with support from International Finance Corporation ('IFC') and BSE Limited ('BSE') built around the G20/OECD Principles of Corporate Governance, which is the globally accepted benchmark for Corporate Governance. Further, the Company was also chosen the winner of the '**Golden Peacock Global Award for Excellence in Corporate Governance – 2021**'. These recognitions continue to validate your Company's 'Best in Class' Corporate Governance Practices and reflect its transparent and ethical dealings with stakeholders across the entire value chain.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") is given herein below:

I. BOARD OF DIRECTORS

The composition of the Board of your Company is in conformity with Regulation 17 of the Listing Regulations.

The Chairman of your Company, though a Professional Director in his individual capacity, is a Promoter and the number of Non-Executive and Independent Directors is more than one-half of the total number of Directors. Dr. Anish Shah, Managing Director and Chief Executive Officer and Mr. Rajesh Jejurikar, Executive Director (Automotive and Farm Sectors), are the Whole-time Directors of your Company. The remaining Non-Executive Directors, comprising of Seven Independent Directors (including Three Woman Directors) and two Non-Independent Directors on the Board are highly experienced, competent and vastly renowned persons from diverse fields including manufacturing, finance, economics, law, governance, etc.

During the year under review, Dr. Pawan Goenka (DIN: 00254502) ceased as the Managing Director and Chief Executive Officer of the Company consequent to his term coming to an end on the close of 1st April, 2021 and Dr. Anish Shah (DIN: 02719429), who was Deputy Managing Director and Group Chief Financial Officer has taken over as the Managing Director and Chief Executive Officer of the Company with effect from 2nd April, 2021.

Mr. Anand G. Mahindra has transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021 upon completion of his tenure as an Executive Chairman. His term of office as Director shall be liable to retire by rotation.

The Shareholders of the Company at their Seventy Fifth Annual General Meeting ('AGM') held on 6th August, 2021 had considered and approved the remuneration payable to Mr. Anand G. Mahindra as Non-Executive Chairman of the Company for a period of 5 (five) years from 12th November, 2021.

The Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision making process of the Board of Directors.

The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013 ("the Act") and the Listing Regulations. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1)(b) of the Listing Regulations and section 149(6) of the Act. The Independent Directors provide an annual confirmation that they meet the criteria of Independence. Based on the confirmations/

disclosures received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified in the Listing Regulations and are Independent of the Management.

Apart from reimbursement of expenses incurred in the discharge of their duties, the remuneration that these Directors were entitled to under the Act as Non-Executive Directors and the remuneration that a Non-Executive Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of these Directors have any other pecuniary relationships with your Company, its Subsidiaries or Associates or their Promoters or Directors, during the three immediately preceding financial years or during the current financial year. None of the Directors of your Company are *inter-se* related to each other.

Mr. CP Gurnani, being a Whole-time Director of Tech Mahindra Limited, has waived his right to receive sitting fees for attending the Meetings of the Board of Directors

or any Committee thereof on which he may be appointed from time to time or any other remuneration payable to the Non-Executive Directors of the Company, effective from 1st April, 2020 being the date of his appointment as a Director on the Board of Directors of the Company, during his tenure as a Non-Executive Director of the Company.

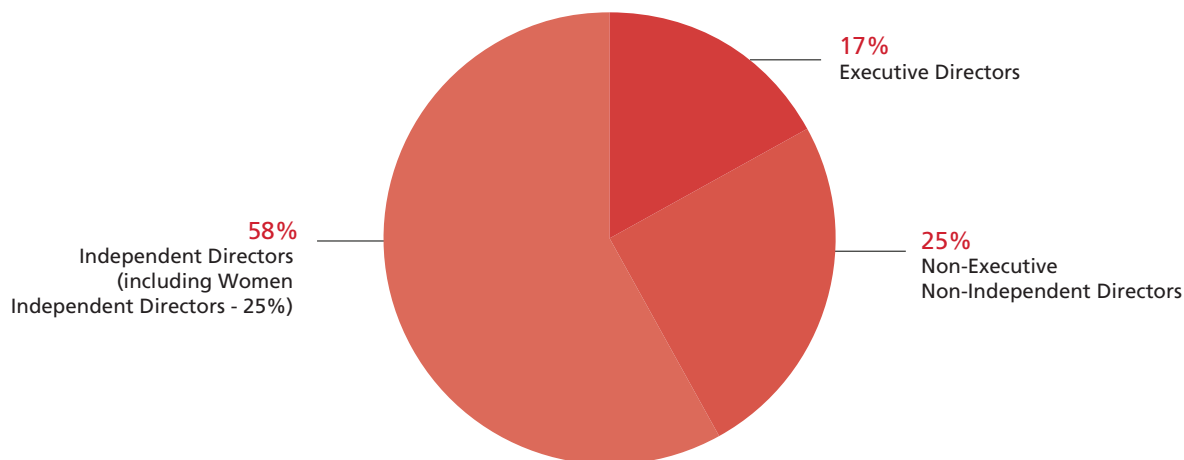
Professional fees for the year under review to Khaitan & Co., Advocates & Solicitors and Khaitan & Co. LLP, Advocates and Solicitors, in which Mr. Haigreve Khaitan, Non-Executive and Independent Director is a partner, amounted to Rs.119.32 lakhs and Rs.14.44 lakhs (including out of pocket expenses), respectively.

The Senior Management of your Company have made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

A. Composition of the Board

The Board of your Company comprises of Twelve Directors as on 31st March, 2022 and as on date of this Report.

Board Composition



None of the Directors is a Director (including any alternate directorships) in more than 10 public limited companies (as specified in section 165 of the Act) and Director in more than 7 equity listed entities or acts as an Independent Director in more than 7 equity listed entities or 3 equity listed entities in case he/she serves as a Whole-time Director/ Managing Director in any listed entity (as specified in Regulation 17A of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

The name and categories of Directors, DIN, the number of Directorships, Committee positions held by them in the companies and the list of Listed Entities where he/she is a Director alongwith the category of their Directorships and other details are given hereafter.

Board of Directors as on 31st March, 2022



Mr. Anand G. Mahindra

(DIN – 00004695)
Promoter - Chairman

| | |
|--|---|
| Nationality | Indian |
| Age | 66 |
| Date of Appointment | 23 rd November, 1989 |
| Tenure on Board | 32 years and 4 months |
| Term Ending Date | N.A. |
| Shareholding | 14,30,008 Shares (0.1150%) |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Promoter - Chairman |
| Tech Mahindra Limited | Chairman (Non-Executive, Non-Independent) |
| Other Directorships* | 2 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: 1 |



Dr. Anish Shah

(DIN – 02719429)
Managing Director and Chief Executive Officer

| | |
|--|--|
| Nationality | USA (OCI Card Holder, Resident of India) |
| Age | 52 |
| Date of Appointment | 1 st April, 2020 |
| Tenure on Board | 2 years |
| Term Ending Date | 31 st March, 2025 |
| Shareholding | 1,54,935 Shares (0.0125%) |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Managing Director and Chief Executive Officer |
| Tech Mahindra Limited | Non-Executive Non-Independent Director |
| Mahindra & Mahindra Financial Services Limited | Chairman, Non-Executive Non-Independent Director |
| Mahindra Lifespace Developers Limited | Non-Executive Non-Independent Director |
| Mahindra Holidays & Resorts India Limited | Non-Executive Non-Independent Director |
| Mahindra Logistics Limited | Chairman, Non-Executive Non-Independent Director |
| Other Directorships* | Nil |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: 2 |



* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at: <https://www.mahindra.com/investors/board-of-directors>.



Mr. Rajesh Jejurikar

(DIN – 00046823)

Executive Director (Automotive and Farm Sectors)

| | |
|--|--|
| Nationality | Indian |
| Age | 57 |
| Date of Appointment | 1 st April, 2020 |
| Tenure on Board | 2 years |
| Term Ending Date | 31 st March, 2025 |
| Shareholding | 39,955 Shares (0.0032%) |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Executive Director (Automotive and Farm Sectors) |
| Swaraj Engines Limited | Non-Executive Non-Independent Director |
| Other Directorships* | 2 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: Nil |



Mr. Vikram Singh Mehta

(DIN – 00041197)

Lead Independent Director

| | |
|--|--|
| Nationality | Indian |
| Age | 69 |
| Date of Appointment | 30 th May, 2012 |
| Tenure on Board | 9 years and 10 months |
| Term Ending Date | 7 th August, 2024 (End of 2 nd Term) |
| Shareholding | 20,000 Shares (0.0016%) |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Lead Independent Director |
| Colgate-Palmolive (India) Limited | Independent Director |
| Apollo Tyres Limited | Independent Director |
| Jubilant Foodworks Limited | Independent Director |
| Larsen and Toubro Limited | Independent Director |
| HT Media Limited | Independent Director |
| Other Directorships* | 1 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: 1 Member: 6 |



* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at: <https://www.mahindra.com/investors/board-of-directors>.



Dr. Vishakha N. Desai

(DIN – 05292671)
Independent Director

| | |
|--|--|
| Nationality | USA (Nationality of Origin-Indian) |
| Age | 72 |
| Date of Appointment | 30 th May, 2012 |
| Tenure on Board | 9 years and 10 months |
| Term Ending Date | 30 th April, 2024 (End of 2 nd Term) |
| Shareholding | 12,500 shares (0.0010%) |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Independent Director |
| Other Directorships* | Nil |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: 1 |



Mr. T. N. Manoharan

(DIN – 01186248)
Independent Director

| | |
|--|---|
| Nationality | Indian |
| Age | 65 |
| Date of Appointment | 11 th November, 2016 |
| Tenure on Board | 5 years and 5 months |
| Term Ending Date | 10 th November, 2026 (End of 2 nd Term) |
| Shareholding | Nil |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Independent Director |
| Tech Mahindra Limited | Independent Director |
| IDBI Bank Limited | Independent Director |
| Other Directorships* | Nil |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: 2 Member: 2 |



* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.
 ** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at: <https://www.mahindra.com/investors/board-of-directors>.



Mr. Haigreve Khaitan

(DIN – 00005290)

Independent Director

| | |
|--|---|
| Nationality | Indian |
| Age | 51 |
| Date of Appointment | 8 th August, 2019 |
| Tenure on Board | 2 years and 8 months |
| Term Ending Date | 7 th August, 2024 (1 st Term) |
| Shareholding | Nil |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Independent Director |
| CEAT Limited | Independent Director |
| Inox Leisure Limited | Independent Director |
| Torrent Pharmaceuticals Limited | Independent Director |
| Tech Mahindra Limited | Independent Director |
| JSW Steel Limited | Independent Director |
| Borosil Renewables Limited | Independent Director |
| Other Directorships* | 1 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: 3 Member: 9 |



Ms. Shikha Sharma

(DIN – 00043265)

Independent Director

| | |
|--|---|
| Nationality | Indian |
| Age | 63 |
| Date of Appointment | 8 th August, 2019 |
| Tenure on Board | 2 years and 8 months |
| Term Ending Date | 7 th August, 2024 (1 st Term) |
| Shareholding | Nil |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Independent Director |
| Ambuja Cements Limited | Independent Director |
| Dr. Reddy's Laboratories Limited | Independent Director |
| Tata Consumer Products Limited | Independent Director |
| Tech Mahindra Limited | Independent Director |
| Piramal Enterprises Limited | Non-Executive Non-Independent Director |
| Other Directorships* | Nil |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: 4 |



* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at: <https://www.mahindra.com/investors/board-of-directors>.



Ms. Nisaba Godrej

(DIN – 00591503)
Independent Director

| | |
|--|---|
| Nationality | Indian |
| Age | 44 |
| Date of Appointment | 8 th August, 2020 |
| Tenure on Board | 1 year and 8 months |
| Term Ending Date | 7 th August, 2025 (1 st Term) |
| Shareholding | Nil |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Independent Director |
| Godrej Consumer Products Limited | Executive Chairperson |
| Godrej Agrovet Limited | Non-Executive Non-Independent Director |
| VIP Industries Limited | Independent Director |
| Bharti Airtel Limited | Independent Director |
| Other Directorships* | 1 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: Nil |



Mr. Muthiah Murugappan

(DIN – 07858587)
Independent Director

| | |
|--|---|
| Nationality | Indian |
| Age | 38 |
| Date of Appointment | 8 th August, 2020 |
| Tenure on Board | 1 year and 8 months |
| Term Ending Date | 7 th August, 2025 (1 st Term) |
| Shareholding | Nil |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Independent Director |
| Other Directorships* | 1 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: Nil |



* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.
** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:
• The profile of the Directors is available on the website of the Company at: <https://www.mahindra.com/investors/board-of-directors>.



Mr. Vijay Kumar Sharma

(DIN – 02449088)

Non-Executive Non-Independent Director (Nominee of LIC)

| | |
|--|---|
| Nationality | Indian |
| Age | 63 |
| Date of Appointment | 14 th November, 2018 |
| Tenure on Board | 3 years and 5 months |
| Term Ending Date | N.A. |
| Shareholding | Nil |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Non-Executive Non-Independent Director (Nominee of LIC) |
| Tata Steel Limited | Independent Director |
| Reliance Power Limited | Independent Director |
| NURECA Limited | Independent Director |
| Other Directorships* | 2 |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: 3 Member: 5 |



Mr. CP Gurnani

(DIN – 00018234)

Non-Executive Non-Independent Director

| | |
|--|---|
| Nationality | Indian |
| Age | 63 |
| Date of Appointment | 1 st April, 2020 |
| Tenure on Board | 2 years |
| Term Ending Date | N.A. |
| Shareholding | 2,290 Shares (0.0002%) |
| Board Memberships - Indian Listed Companies | |
| Mahindra & Mahindra Limited | Non-Executive Non- Independent Director |
| Tech Mahindra Limited | Managing Director and Chief Executive Officer |
| Other Directorships* | Nil |
| Committee details as per Regulation 26 of Listing Regulations** | Chairperson: Nil Member: 1 |



* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at: <https://www.mahindra.com/investors/board-of-directors>.

B. Board Procedure

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed Notes and Presentations, if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s) except where Meeting(s) have been convened at a shorter notice to transact urgent business. To provide a web-based solution, a soft copy of the said Agenda(s) is also uploaded on the Board Portal which acts as a document repository. Video Conferencing facilities are provided to enable Director(s) who are unable to attend the Meeting(s) in person, to participate in the Meeting via Video Conferencing.

To enable the Board to discharge its responsibilities effectively and take informed decisions, the Managing Director and Chief Executive Officer apprises the Board at every Meeting of the overall performance of your Company, followed by Presentation(s) by the Executive Director, the Sector President(s) and Chief Financial Officer. A detailed functional Report is also presented at the Board Meeting(s).

The Board also, *inter alia*, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non-compliances, performance of operating divisions, review of major legal issues, Minutes of the Committees of the Board and of Board Meetings of your Company's subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary companies, approval of quarterly / half-yearly / annual results, significant labour problems and their proposed solutions, safety and risk management, transactions pertaining to purchase/disposal of property(ies), sale of investments, major accounting provisions and write-offs, corporate restructuring, joint ventures or collaboration agreement(s), material default in financial obligations, if any, fatal or serious accidents, any material effluent or

pollution problems, 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, quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

The Company has well-established framework for the Meetings of the Board and its Committees which seeks to systematise the decision making process at the Meetings in an informed and efficient manner.

Apart from Board Members and the Company Secretary, the Board and Committee Meeting(s) are also attended by the Chief Financial Officer and wherever required by the Heads of various Corporate Functions.

C. Number of Board Meetings, Attendance of the Directors at Meetings of the Board and at the last Annual General Meeting

During the year 1st April, 2021 to 31st March, 2022, Six Board Meetings were held on 29th April, 2021, 28th May, 2021, 6th August, 2021, 9th November, 2021, 10th & 11th February, 2022 and 15th March, 2022. The Board met at least once in every Calendar Quarter and the gap between two consecutive Meetings did not exceed one hundred and twenty days.

These Meetings were well attended by the Directors. The 75th AGM of your Company was held on 6th August, 2021 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility.

The attendance of the Directors at these Meetings held during the year, was as under:

AGM and Board Attendance

| Name of Directors | AGM, 6 th August, 2021 (VC/ OAVM) | Board Meetings Date and Mode | | | | | | Held during the year | Attended | % of attendance of a Director |
|------------------------------|---|---|---------------------------------------|---|---|--|--|-------------------------------|----------|----------------------------------|
| | | 1 | 2 | 3 | 4 | 5 | 6 | | | |
| | | 29 th April, 2021 (VC) | 28 th May, 2021 (VC) | 6 th August, 2021 (VC) | 9 th November, 2021 (VC) | 10 th & 11 th February, 2022 (Hybrid) | 15 th March, 2022 (Hybrid) | | | |
| Mr. Anand G. Mahindra | | | | | | | | 6 | 6 | 100% |
| Dr. Anish Shah | | | | | | | | 6 | 6 | 100% |
| Mr. Rajesh Jejurikar | | | | | | | | 6 | 6 | 100% |
| Dr. Vishakha N. Desai | | | | | | | | 6 | 6 | 100% |
| Mr. Vikram Singh Mehta | | | | | | | | 6 | 6 | 100% |
| Mr. T. N. Manoharan | | | | | | | | 6 | 6 | 100% |
| Mr. Vijay Kumar Sharma | | | | | | | | 6 | 6 | 100% |
| Mr. Haigreve Khaitan | | | | | | | | 6 | 6 | 100% |
| Ms. Shikha Sharma | | | | | | | | 6 | 6 | 100% |
| Mr. CP Gurnani | | | | | | | | 6 | 6 | 100% |
| Ms. Nisaba Godrej | | | | | | | | 6 | 5 | 83.33% |
| Mr. Muthiah Murugappan | | | | | | | | 6 | 6 | 100% |
| % of Attendance at a Meeting | 100% | 91.67% | 100% | 100% | 100% | 100% | 100% | | | |

Attended through video conference Leave of Absence Attended in-person

In view of the massive outbreak caused due to COVID-19 pandemic and severe ongoing restrictions imposed to contain the spread, social distancing has to be a pre-requisite, and hence majority of the Committee and Board Meetings were held through Video Conferencing (VC) facility during the year under review. All Directors were provided VC facility to participate in the Meetings of the Committees and of the Board.

D. Meetings of Independent Directors

The Independent Directors of your Company meet before the Board Meeting without the presence of the Chairman, the Managing Director or the Executive Director or other Non-Independent Director(s) or any other Management Personnel.

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

Five Meetings of Independent Directors were held during the year under review and these Meetings were well attended by the Independent Directors.

E. Director(s) seeking Appointment/ Re-appointment

Dr. Anish Shah, Managing Director and Chief Executive Officer and Mr. Rajesh Jejurikar, Executive Director (Automotive and Farm Sectors), liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, have offered themselves for re-appointment.

Dr. Anish Shah Managing Director and Chief Executive Officer

Dr. Anish Shah is the Managing Director and CEO of the Company. He joined Mahindra Group in 2014, as Group President (Strategy), and worked closely with all businesses on key strategic initiatives, built capabilities such as digitization & data sciences and enabled synergies across group companies. In April, 2020 he was appointed Deputy Managing Director and Group CFO, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors, as a part of the transition plan to the CEO role.

Dr. Anish was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. In his initial years with GE, Anish also led Strategy, eCommerce and Sales Force Effectiveness and had the unique experience of running a dot-com business within GE. Anish also received GE's prestigious Lewis Latimer Award for outstanding utilisation of Six Sigma in developing a "Digital Cockpit".

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

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

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

Dr. Anish Shah has completed 52 years of age.

Dr. Shah is the Chairman of Mahindra & Mahindra Financial Services Limited and Mahindra Logistics Limited. He is Non-Executive and Non-Independent Director of Mahindra Lifespace Developers Limited, Mahindra Holidays and Resorts India Limited, Tech Mahindra Limited and New Democratic Electoral Trust, Managing Director and CEO of Mahindra & Mahindra Limited and Director and Vice President of Federation of Indian Chambers of Commerce and Industry (FICCI).

Dr. Anish Shah is a Member of the following Board Committees:

| Name of the Company | Name of the Committee | Position Held |
|--|---|---------------|
| Mahindra & Mahindra Limited | Risk Management Committee | Member |
| | Corporate Social Responsibility Committee | Member |
| | Sales of Assets Committee | Member |
| Mahindra & Mahindra Financial Services Limited | Nomination & Remuneration Committee | Member |
| | Strategic Investment Committee | Member |
| Tech Mahindra Limited | Investment Committee | Member |
| | Nomination & Remuneration Committee | Member |
| Mahindra Holidays and Resorts India Limited | Nomination & Remuneration Committee | Member |
| Mahindra Logistics Limited | Nomination & Remuneration Committee | Member |
| Mahindra Lifespace Developers Limited | Loans & Investment Committee | Member |
| | Nomination & Remuneration Committee | Member |
| Federation of Indian Chambers of Commerce and Industry (FICCI) | National Executive Committee | Member |
| | National Steering Committee | Member |
| | Executive Board | Member |

Dr. Shah has not resigned as a Director from any listed company in the past three years and is not *inter-se* related to any other Director of the Company.

Dr. Anish Shah holds 1,54,935 Ordinary (Equity) Shares in the Company.

Mr. Rajesh Jejurikar Executive Director (Automotive and Farm Sectors)

Mr. Rajesh Jejurikar has diverse experience across Packaged Goods, Advertising, Media, Automotive and Farm Equipment. He joined Mahindra in 2000 as Vice President – Marketing for Automotive Sector. In 2003, he was appointed Executive Vice President – Sales & Marketing and in 2005, he was given additional responsibility as the Managing Director of Mahindra Renault in India. In 2008, he became Chief of Operations of the Automotive Sector and when Automotive & Farm Equipment Sector (AFS) was formed in 2010, he was appointed Chief Executive for the Automotive Division and Member of the Group Executive Board.

In 2013, Mr. Jejurikar joined the Farm Equipment Sector as Chief Executive – Tractor & Farm Mechanisation and became the Sector President in 2015.

An MBA from S. P. Jain Institute of Management, Mr. Jejurikar attended the Advanced Management Program at The Wharton School, University of Pennsylvania and was awarded the British Chevening Scholarship to study at the Manchester Business School, UK.

Mr. Jejurikar serves on the Governing Council of S. P. Jain Institute of Management and Research and is a Member of the Executive Committee of the Society of Indian Automobile Manufacturers (SIAM).

He has served as the President of the Tractor Manufacturers Association (TMA) in India and has represented TMA as its President on the CII (The Confederation of Indian Industry) National Council in 2016, 2017. He has also been a Member of the CII National Council on Agriculture. As a Member of the CII National Committee on IT/ITeS, he Co-chaired the Working Group for Agriculture.

Mr. Rajesh Jejurikar has completed 57 years of age.

Mr. Jejurikar is the Chairman of Peugeot Motocycles S.A.S. Mahindra Two Wheelers Europe Holdings S.a.r.l., Mahindra USA Inc., Mahindra Electric Mobility Limited, Mitsubishi Mahindra Agricultural Machinery Co. Ltd., Mahindra Automotive North America Inc. and Automobili Pininfarina GmbH. He is an Executive Director (Automotive & Farm Sectors) of Mahindra & Mahindra Limited, Director of Swaraj Engines Limited and Classic Legends Private Limited. He is an Independent Director of Aliaxis SA.

Mr. Rajesh Jejurikar is a Chairman/Member of the following Board Committees:

| Name of the Company | Name of the Committee | Position Held |
|------------------------------------|-------------------------------------|---------------|
| Mahindra & Mahindra Limited | Risk Management Committee | Member |
| Peugeot Motocycles S.A.S. | Strategic Synergies Committee | Chairman |
| | Nomination & Compensation Committee | Member |
| | Audit & Finance Committee | Member |
| Swaraj Engines Limited | Nomination & Remuneration Committee | Member |
| Classic Legends Private Limited | Nomination & Remuneration Committee | Chairman |
| Aliaxis SA | ERP Committee | Member |
| Mahindra Electric Mobility Limited | Nomination & Remuneration Committee | Member |

Mr. Rajesh Jejurikar has not resigned as a Director from any listed company in the past three years and is not *inter-se* related to any other Director of the Company.

Mr. Rajesh Jejurikar holds 39,955 Ordinary (Equity) Shares in the Company.

F. Codes of Conduct

The Board of your Company has laid down two separate Codes of Conduct ("Codes"), one for all the Board Members and the other for Employees

of the Company. These Codes have been posted on the website of your Company and can be accessed in the Governance section at the Web-link <https://www.mahindra.com/investors/reports-and-filings>. All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Managing Director and Chief Executive Officer to this effect is enclosed at the end of this Report.

The Code of Conduct for the Board Members of the Company also includes Code for Independent Directors which is a guide to professional conduct for Independent Directors, pursuant to section 149(8) and Schedule IV of the Act.

G. CEO/CFO Certification

The Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company have jointly given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. Further, prior to the transition of Mr. Anand G. Mahindra to the role of Non-Executive Chairman, the quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations were jointly certified and issued by the Executive Chairman, Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company.

H. Induction and Familiarisation Programme for Independent Directors

A newly appointed Independent Director is provided with an appointment letter along with their roles, duties & responsibilities and copies of the Code for Independent Directors and Company's Code of Conduct for Directors, etc. as may be applicable to them.

Each newly appointed Independent Director is taken through an induction and familiarisation program including the presentation and interactive session with the Managing Director and CEO, Executive Director, other Functional Heads on the Company's manufacturing, marketing and other important aspects. The Company Secretary briefs the Director about their legal & regulatory responsibilities as a Director. The program also includes visit to the plant to familiarise them with all facets of manufacturing.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including periodic review

of Investments of the Company at Strategic Investment Committee Meetings, Regulatory updates, Industry Outlook, Business Strategy at the Board Meetings and changes with respect to the Companies Act, Taxation and other matters, Prevention of Insider Trading Regulations, Listing Regulations, Framework for Related Party Transactions, etc. at the Audit Committee Meetings. The details as required under Regulations 46 and 62(1A) of the Listing Regulations are available on the website of your Company at the web link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>.

I. Board Confirmation regarding Independence of the Independent Directors







All the Independent Directors of the Company have given declaration/disclosures under section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfil the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed 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 judgement and without any external influence.

Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

J. Matrix setting out the core skills/ expertise/competence of the Board of Directors

A chart/ matrix setting out the core skills/ expertise/competencies identified by the Board of Directors in the context of the Company's businesses and sectors as required for it to function effectively and those actually available with the Board alongwith the names of Directors who have such skills/expertise/competence, are given below:

| Sr. No. | Skills | Particulars |
|---------|---|---|
| 1. | Business Experience  | Established leadership skills in strategic planning, succession planning, driving change and long-term growth and guiding the Company towards its vision, mission and values. Critically analysing complex and detailed information and developing innovative solutions and striking a balance between agility and consistency. |
| 2. | Global business/ broad international exposure / emerging markets experience  | Global mindset and staying updated on global market opportunities, experience in driving business success in markets around the world with an understanding of diverse business environments, economic conditions, sensitivity to cultural diversity and adaptability. |
| 3. | Financial Experience and Risk Oversight  | The Company uses various financial metrics to measure its performance. Accurate Financial Reporting and Robust Auditing are critical to its success. The Company expects its Directors :- 1. To have an understanding of Finance and Financial Reporting Processes; 2. To understand and oversee various risks facing the Company and ensure that appropriate policies and procedures are in place to effectively manage risk. |
| 4. | Technology and Innovation  | An appreciation of emerging trends in product design and development, research, disruptions in technology and in business models. |
| 5. | Governance and Regulatory oversight  | Devise systems for compliance with a variety of regulatory requirements, reviewing compliance and governance practices for a long term sustainable growth of the Company and protecting stakeholders' interest. |
| 6. | Sales and Marketing Exposure  | Ability in developing strategies to increase market share through innovation, build better brand experience for customers, improve prospective customer engagement levels and help establish active customers become loyal brand followers. |

| Name of Directors | Skills | | | | | |
|------------------------|---|---|---|--|---|---|
| | Business Experience | Global business/ broad international exposure/emerging markets experience | Financial Experience and Risk Oversight | Technology and Innovation | Governance and Regulatory oversight | Sales and Marketing Exposure |
| |  |  |  |  |  |  |
| Mr. Anand G. Mahindra | √ | √ | √ | √ | √ | √ |
| Dr. Anish Shah | √ | √ | √ | √ | √ | √ |
| Mr. Rajesh Jejurikar | √ | √ | √ | √ | √ | √ |
| Dr. Vishakha N. Desai | — | √ | — | √ | — | √ |
| Mr. Vikram Singh Mehta | √ | √ | √ | — | √ | √ |
| Mr. T. N. Manoharan | √ | √ | √ | — | √ | — |
| Mr. Vijay Kumar Sharma | √ | — | √ | — | √ | √ |
| Mr. Haigreve Khaitan | √ | √ | √ | √ | √ | — |
| Ms. Shikha Sharma | √ | √ | √ | √ | √ | √ |
| Mr. CP Gurnani | √ | √ | √ | √ | √ | √ |
| Ms. Nisaba Godrej | √ | √ | √ | √ | √ | √ |
| Mr. Muthiah Murugappan | √ | √ | √ | √ | √ | √ |

K. Resignation of Independent Director(s)

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

L. Lead Independent Director

Mr. Vikram Singh Mehta, Independent Director and Chairman of Governance, Nomination and Remuneration Committee has been appointed as the Lead Independent Director with effect from 1st April, 2021.

As a Lead Independent Director, Mr. Mehta has been entrusted, *inter alia*, with the following roles and responsibilities:

- (i) Provide leadership to the Independent Directors and liaise between the Chairperson of the Board and Independent Directors without inhibiting direct communication between them;
- (ii) Ensure Board effectiveness to maintain high-quality governance of the Company and the effective functioning of the Board;
- (iii) Convene exclusive Meeting(s) of Independent Directors, set agenda, preside over the meetings of the Independent Directors and provide feedback to the Chairperson / Board of Directors after such meetings;
- (iv) Preside over meetings of the Board at which the Chairperson is not present;
- (v) Identify critical issues for the Board to deal with and assist the Board in achieving consensus on important issues;
- (vi) Communicate to the Chairman and Management, as appropriate, any decisions reached, suggestions, views or concerns expressed by Independent Directors at their Meetings or outside of the Board meetings;
- (vii) Play the role of a facilitator outside the Boardroom, especially, on contentious issues;
- (viii) Provide candid feedback to MD & CEO and CFO post Meeting of Independent Directors;
- (ix) Take the lead role, along with Chairman in assessing the performance evaluation of the Board and that of Individual Director.

II. REMUNERATION TO DIRECTORS

A. Remuneration Policy

Your Company has a well-defined Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

This Policy is available on the website of the Company and can be accessed in the Governance section at the Web-link <https://www.mahindra.com/investors/reports-and-filings>.

The Governance Nomination and Remuneration Committee ("GNRC") while deciding the basis for determining the compensation, both fixed and variable to the Non-Executive Directors, 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 other duties, role and functions as envisaged in Schedule IV of the Act and Listing Regulations and such other factors as the GNRC deems fit.

The elements of remuneration package of Executive Directors include salary, benefits, stock options, provident fund, etc. and is decided based on the individual performance, inflation, prevailing industry trends and benchmarks. The Non-Executive Directors are paid remuneration in the form of sitting fees for attending the meetings of the Board of Directors or any Committee thereof, as approved by the Board of Directors and Commission.

Based on the Shareholders' approval, Mr. Anand G. Mahindra, as Non-Executive Chairman of the Company is entitled to Remuneration (by way of monthly payment) and Commission apart from sitting fees for attending the Meetings of the Board of Directors or any Committee thereof as approved by the Board of Directors for Non-Executive Directors of the Company and also Reimbursements and Benefits as per the Company's Policy with effect from 12th November, 2021.

B. Remuneration to Non-Executive Directors for the year ended 31st March, 2022

Pursuant to the approval granted by the Members of the Company at the 69th AGM held on 7th August, 2015, the eligible Non-Executive Directors are paid commission upto a maximum of 1% of the net profits of the Company for each financial year, as computed in the manner laid down in section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof or Rs. 38 crores in the aggregate, whichever is lower; provided that none of such Directors shall, in any

Financial Year individually receive a portion of such remuneration more than one quarter percent of the net profits of the Company.

Further, based on approval of the Shareholders of the Company at the 75th AGM held on 6th August, 2021, Mr. Anand G. Mahindra, Chairman (Non-Executive Director) of the Company will be paid a fixed Commission of Rs. 2,50,00,000 per annum, with effect from 12th November, 2021.

During the year under review, the following Non-Executive Directors were paid a commission of Rs. 262.06 lakhs (provided for in the accounts for the year ended 31st March, 2021), distributed amongst the Directors as follows:

| Directors | Commission for the year ended 31 st March, 2021, paid during the year under review (Rs. In Lakhs) |
|---|--|
| Mr. Nadir B. Godrej* | 10.60 |
| Mr. M. M. Murugappan* | 12.72 |
| Mr. Vikram Singh Mehta | 33.88 |
| Dr. Vishakha N. Desai | 36.00 |
| Mr. T. N. Manoharan | 36.00 |
| Mr. Vijay Kumar Sharma (Nominee of LIC) | 30.00 [#] |
| Mr. Haigreve Khaitan | 36.00 ^{##} |
| Ms. Shikha Sharma | 30.00 |
| Mr. CP Gurnani [^] | Nil |
| Ms. Nisaba Godrej | 19.40 |
| Mr. Muthiah Murugappan | 17.46 |

* Ceased to be a Director w.e.f. 8th August, 2020.

Commission was paid to LIC.

Commission was paid to Khaitan & Co., in which Mr. Haigreve Khaitan is a Partner.

[^] Mr. CP Gurnani being a Whole-time Director of Tech Mahindra Limited, has waived his right to receive Sitting fees for attending the Meetings of the Board of Directors or any Committee or any other remuneration payable to the Non-Executive Directors of the Company.

A commission of Rs. 359.42 lakhs has been provided as payable to the Non-Executive Directors in the accounts for the year under review. Non-Executive Directors are also paid sitting fees of Rs. 1,00,000 each for every Meeting of the Board and Rs. 50,000 each for every Committee Meeting other than Stakeholders Relationship Committee. The sitting fees paid for every Meeting of Stakeholders Relationship Committee is Rs. 30,000 each for Non-Executive Director. Additionally, Non-Executive Directors are also reimbursed for expenses incurred in the performance of their official duties.

The sitting fees paid to Non-Executive Directors and the commission payable to them for the year ended 31st March, 2022 along with their respective shareholdings in your Company are as under:

| Directors | Sitting Fees paid for the Board and Committee Meetings held during the year ended 31 st March, 2022 (Rs. in Lakhs) | Commission for the year ended 31 st March, 2022, provided as payable in the accounts of the Company for the year under review (Rs. in Lakhs) | No. of Ordinary (Equity) Shares held as on 31 st March, 2022 |
|---|---|---|---|
| Mr. Anand G. Mahindra* | 5.10 | 95.89 | 14,30,008 |
| Mr. Vikram Singh Mehta | 21.00 | 36.00 | 20,000 |
| Dr. Vishakha N. Desai | 9.70 | 36.00 | 12,500 |
| Mr. T. N. Manoharan | 13.50 | 36.00 | Nil |
| Mr. Vijay Kumar Sharma (Nominee of LIC) | 8.50 | 30.00 [#] | Nil |
| Mr. Haigreve Khaitan | 17.20 ^{##} | 36.00 ^{##} | Nil |
| Ms. Shikha Sharma | 18.50 | 30.00 | Nil |
| Mr. CP Gurnani [^] | Nil | Nil | 2,290 |
| Ms. Nisaba Godrej | 8.00 | 30.00 | Nil |
| Mr. Muthiah Murugappan | 8.00 | 29.53 | Nil |

* Non-Executive Director with effect from 12th November, 2021.

Commission is payable to LIC.

Sitting fees/Commission were paid/are payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a Partner.

[^] Mr. CP Gurnani being a Whole-time Director of Tech Mahindra Limited, has waived his right to receive Sitting fees for attending the Meetings of the Board of Directors or any Committee or any other remuneration payable to the Non-Executive Directors of the Company.

The Non-Executive Directors were not granted stock options during the year under review.

C. Remuneration paid/payable to the Whole-time Directors for the year ended 31st March, 2022

Remuneration to the Whole-time Directors is fixed by GNRC basis the approval of the Board of Directors and Shareholders at a General Meeting.

Following is the remuneration paid/payable to the Whole-time Directors during the year ended 31st March, 2022:

| Directors | (Rs. in Lakhs) | | | | | Contract Period |
|---|----------------------|------------|--|----------------------------|----------|---|
| | Salary ¹ | Commission | Company's Contribution to Funds ² | Perquisites and Allowances | Total | |
| Mr. Anand G. Mahindra (Executive Chairman upto 11 th November, 2021) | 474.59* | 317.27 | 38.34 | 3.04 | 833.24 | 12 th November, 2016 to 11 th November, 2021 |
| Dr. Pawan Goenka (Managing Director and Chief Executive Officer upto 1 st April, 2021) | 213.72** | 1.57 | 0.19 | — | 215.48 | 12 th November, 2020 to 1 st April, 2021 |
| Dr. Anish Shah (Managing Director and Chief Executive Officer) | 874.96 [#] | — | 48.03 | 265.71 [@] | 1,188.70 | Deputy Managing Director and Group Chief Financial Officer from 1 st April, 2020 to 1 st April, 2021 and Managing Director and Chief Executive Officer from 2 nd April, 2021 to 31 st March, 2025 |
| Mr. Rajesh Jejurikar, Executive Director (Automotive and Farm Sectors) | 685.45 ^{##} | — | 27.65 | 260.10 ^{@@} | 973.20 | 1 st April, 2020 to 31 st March, 2025 |

1 Includes Privilege Leave Encashment.

2 Aggregate of the Company's contributions to Superannuation Fund and Provident Fund.

* Includes Leave Encashment of Rs.214.45 lakhs and excludes Gratuity of Rs.536 lakhs paid upon retirement.

** Includes Leave Encashment of Rs.211.22 lakhs and excludes Gratuity of Rs.371.52 lakhs paid upon retirement.

This includes Performance pay of Rs.309.88 lakhs.

This includes Performance pay of Rs.213.93 lakhs.

@ This includes Rs.263.94 lakhs being perquisite value of ESOPs of the Company exercised during the year.

@@ This includes Rs.254.14 lakhs being perquisite value of ESOPs of the Company exercised during the year.

Notes:

a. Notice period applicable to each of the Whole-time Directors is six months.

b. Employee Stock Options, Commission and Performance Pay are the only components of remuneration that are performance-linked. All other components are fixed.

D. Remuneration paid/payable to Mr. Anand G. Mahindra, Non-Executive Chairman (w.e.f. 12th November, 2021) for the year ended 31st March, 2022

Mr. Anand G. Mahindra has transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021 upon completion of his tenure as Executive Chairman.

The remuneration of Mr. Anand G. Mahindra was recommended by GNRC and subsequently approved by the Board of Directors and thereafter by the Shareholders of the Company at 75th AGM held on 6th August, 2021.

Following is the remuneration paid/payable to the Mr. Anand G. Mahindra as Non-Executive Chairman during the year ended 31st March, 2022:

| Director(s) | (Rs. in Lakhs) | | |
|---|--------------------|------------|--------|
| | Remuneration | Commission | Total* |
| Mr. Anand G. Mahindra (Non-Executive Chairman from 12 th November, 2021) | 96.53 [#] | 95.89 | 192.42 |

* In addition, Mr. Anand G. Mahindra is entitled to the Benefits under the Special Post Retirement Benefit Scheme.

[#] Excludes Sitting Fees.

E. The Stock Option granted to Directors, the period over which accrued and over which exercisable are as under:

| Name of Directors (alongwith their Designation) to whom Stock Options have been granted | 2000 Scheme | | | | | | |
|---|------------------------------------|---------------------------------|----------------------------------|------------------------------------|-------------------------------|---------------------------------|------------------------------------|
| | Options granted in December, 2001* | Options granted in June, 2005** | Options granted in October, 2005 | Options granted in September, 2006 | Options granted in July, 2007 | Options granted in August, 2008 | Options granted in September, 2012 |
| | (1) | (2) | (3) | (4) | (5) | (6) | (7) |
| Dr. Pawan Goenka, Managing Director & Chief Executive Officer [§] | 25,290 | *7,500*** | *15,000*** | *11,345*** | *12,543*** | *37,336*** | Nil |
| Dr. Vishakha N. Desai, Independent Director | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | [®] 20,000***** |
| Mr. Vikram Singh Mehta, Independent Director | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | *10,000 |
| Dr. Anish Shah, Managing Director & Chief Executive Officer | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Mr. Rajesh Jejurikar, Executive Director (Automotive and Farm Sectors) | *13,548 | *15,000*** | N.A. | *12,824*** | *13,492*** | [®] 25,178*** | N.A. |

| Name of Directors (alongwith their Designation) to whom Stock Options have been granted | 2010 Scheme | | | | | | | | | | |
|---|----------------------------------|-----------------------------------|---------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|--------------------------------|-------------------------------|---|---|
| | Options granted in January, 2011 | Options granted in November, 2013 | Options granted in August, 2015 | Options granted in November, 2015 | Options granted in November, 2018 | Options granted in November, 2019 | Options granted in November, 2020 | Options granted in March, 2021 | Options granted in June, 2021 | Options granted in March, 2022 [@] | Options granted in March, 2022 [§] |
| | (8) | (9) | (10) | (11) | (12) | (13) | (14) | (15) | (16) | (17) | (18) |
| Dr. Pawan Goenka, Managing Director & Chief Executive Officer [§] | *71,080 | Nil | *1,12,743**** | Nil | *36,504 | 36,504 | 30,013 | 57,195 | N.A. | N.A. | N.A. |
| Dr. Anish Shah, Managing Director & Chief Executive Officer | N.A. | N.A. | *1,25,270**** | Nil | Nil | 36,504 | 57,755 | Nil | 2,70,386 | 14,367 | 58,207 |
| Mr. Rajesh Jejurikar, Executive Director (Automotive and Farm Sectors) | [®] 37,085 | *44,282**** | *40,733**** | *13,578**** | 18,882 | 18,882 | 49,870 | Nil | 2,13,471 | 17,139 | 47,169 |

@ Unexercised Options lapsed.

§ Ceased as Managing Director & Chief Executive Officer w.e.f. 2nd April, 2021.

Notes:

- Mr. Anand G. Mahindra being a Promoter of the Company is not entitled to Stock Options.
- Mr. T. N. Manoharan, Mr. Vijay Kumar Sharma, Mr. Haigreve Khaitan, Ms. Shikha Sharma, Ms. Nisaba Godrej, Mr. Muthiah Murugappan and Mr. CP Gurnani have not been granted any Stock Options.

| Sr. No. | Options granted at a discount in | Vesting period | Exercise period | Exercise price |
|---------|----------------------------------|---|---|------------------------|
| (1) | December, 2001 | Already vested in December, 2002 | Within five years from the date of vesting | **Rs. 59 per share*** |
| (2) | June, 2005 | Already vested in June, 2006 | Within five years from the date of vesting | **Rs. 454 per share*** |
| (3) | October, 2005 | Already vested in October, 2006 | Within five years from the date of vesting | Rs. 361 per share*** |
| (4) | September, 2006 | Four equal instalments in September 2007, 2008, 2009 and 2010 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 616 per share*** |
| (5) | July, 2007 | Four equal instalments in July 2008, 2009, 2010 and 2011 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 762 per share*** |
| (6) | August, 2008 | Four equal instalments in August 2009, 2010, 2011 and 2012 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 500 per share*** |
| (7) | September, 2012 | Four equal instalments in September 2013, 2014, 2015 and 2016 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 662 per share***** |
| (8) | January, 2011 | Five equal instalments in January 2012, 2013, 2014, 2015 and 2016 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 5 per share***** |
| (9) | November, 2013 | Five equal instalments in November 2014, 2015, 2016, 2017 and 2018 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 5 per share***** |
| (10) | August, 2015 | Four instalments in February 2017, 2018, 2019 and 2020 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 5 per share***** |
| (11) | November, 2015 | Four instalments in May 2017, 2018, 2019 and 2020 respectively | On the date of Vesting or within five years from the date of Vesting | Rs. 5 per share***** |
| (12) | November, 2018 | Three instalments in November 2019, 2020 and 2021 | On the date of Vesting or within five years from the date of Vesting | Rs. 5 per share |
| (13) | November, 2019 | Three instalments in November 2020, 2021 and 2022 | On the date of Vesting or within five years from the date of Vesting | Rs. 5 per share |
| (14) | November, 2020 | Three instalments in November 2021, 2022 and 2023 | On the date of vesting or within the exercise period specified for each vesting. The maximum exercise period is 4 years from the date of vesting. | Rs. 5 per share |
| (15) | March, 2021 | Three instalments in March 2022, 2023 and 2024 | On the date of vesting or within the exercise period specified for each vesting. The maximum exercise period is 4 years from the date of vesting. | Rs. 5 per share |
| (16) | June, 2021 | Five instalments in June 2024, 2025, 2026, 2027 & 2028 | On the date of vesting or within the exercise period specified for each vesting. The maximum exercise period is 6 years from the date of vesting. | Rs. 5 per share |
| (17) | March, 2022 ^o | Five instalments in March 2025, 2026, 2027, 2028 & 2029 | On the date of vesting or within the exercise period specified for each vesting. The maximum exercise period is 6 years from the date of vesting. | Rs. 5 per share |
| (18) | March, 2022 ^l | Three instalments in March 2023, 2024 & 2025 | On the date of vesting or within the exercise period specified for each vesting. The maximum exercise period is 4 years from the date of vesting. | Rs. 5 per share |

* All these Options have been exercised.

** The Options granted stand augmented by an equal number of Options and the Exercise Price stands reduced to half on account of the 1:1 Bonus Issue made in September, 2005.

*** The number of Stock Options granted and outstanding as on 30th March, 2010, stand augmented by an equal number of Options and Exercise Price stands reduced to half on account of Sub-division of each Ordinary (Equity) Share of the Company having a Face Value of Rs. 10 each fully paid-up into 2 (Two) Ordinary (Equity) Shares of the Face Value of Rs. 5 each fully paid-up.

**** The Options granted and outstanding stand augmented by an equal number of Bonus Options on account of the 1:1 Bonus Issue made in December, 2017.

***** The Options granted and outstanding stand augmented by an equal number of Options and the Exercise Price stands reduced to half on account of the 1:1 Bonus Issue made in December, 2017.

III. RISK MANAGEMENT

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. These levels form the strategic defence cover of the Company's risk management. The Company has a robust organisational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee consisting of Board Members which is authorised to monitor and review Risk Management plan and risk certificate. The Committee is empowered, *inter alia*, to review and recommend to the Board the modifications to the Risk Management Policy.

Further, the Board has constituted a Corporate Risk Council comprising of the Senior Executives including Chief Risk Officer of the Company. The terms of reference of the Council comprise review of Risks and Risk Management Policy at periodic intervals.

During the year under review, the terms of reference of the Committee and the Risk Management Policy was amended by the Board pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021.

The Risk Management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the

achievement of its objectives. Further, it is embedded across all the major functions and revolves around the goals and objectives of the Company.

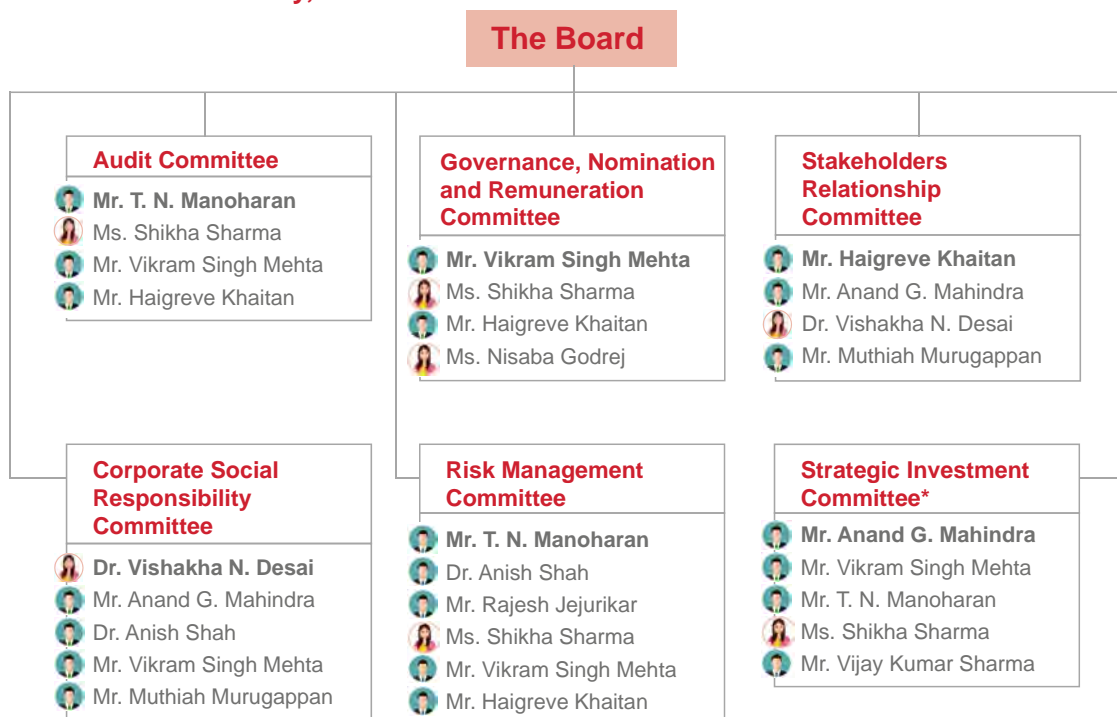
IV. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations; which concern the Company and need a closer review. Majority of the Members constituting the Committees are Independent Directors and each Committee is guided by its Charter or Terms of Reference, which provide for the composition, scope, powers & duties and responsibilities. The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meeting of all Committees are placed before the Board for review.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

There are Six Board constituted Committees as on 31st March, 2022, which comprise of Five Statutory Committees and One Non-statutory Committee (Voluntary Committee), details of which are as follows:

Board Committees as on 28th May, 2022



Chairperson | Members

* Voluntary Committee

A. Audit Committee

This Committee comprises of the following Directors viz. Mr. T. N. Manoharan (Chairman of the Committee), Ms. Shikha Sharma, Mr. Vikram Singh Mehta and Mr. Haigreave Khaitan. All Members of the Committee are Independent Directors. All the Members of the Committee possess strong accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

Key Terms of Reference of the Committee:

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the Listing Regulations.

Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorised to, *inter alia*, review and monitor the Auditor's independence and performance, scope and effectiveness of audit process, oversight of the Company's financial reporting process and the disclosure of its financial information, review with the management the quarterly and annual financial statements and auditor's report before submission to the Board for approval, select and establish accounting policies, review Reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters, approve (wherever necessary) transactions of the Company with related parties including subsequent modifications thereof, grant omnibus approvals for related party transactions subject to fulfilment of certain conditions, scrutinise inter-corporate loans and investments, valuation of undertakings or assets of the Company, review the risk assessment and minimisation procedures, evaluate internal financial controls and risk management systems, monitor end use of the funds raised through public offers and related matters, review the utilisation of loans and/ or advances from/ investment by the Company in the subsidiary companies exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments and review compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively. The terms of reference are also in line with the regulatory requirements mandated in the Act and Listing Regulations.

The Committee is also empowered to, *inter alia*, recommend the remuneration payable to the Statutory Auditors, availing of such other permitted services from the Auditors and to recommend a change in the Auditors, if felt necessary. Further, the Committee is empowered to recommend to the Board, the appointment of Chief Financial Officer, the term of appointment and remuneration of the Cost Auditor, Internal Auditor, etc., review the functioning of the Whistleblower Policy/ Vigil Mechanism. The Committee also reviews Financial Statements and Investments of unlisted subsidiary companies, Management Discussion & Analysis of financial condition and results of operations.

The Audit Committee has been granted powers as prescribed under Regulation 18(2)(c) of the Listing Regulations and reviews all the information as prescribed in Part C of Schedule II of the Listing Regulations. The Committee also reviews the Report on compliance under Code of Conduct for Prevention of Insider Trading adopted by the Company pursuant to PIT Regulations. Further, Compliance Reports under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Whistleblower Policy are also placed before the Committee.

During the year under review, the Audit Committee was additionally authorised to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 effective from 6th May, 2021.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 effective from 1st April, 2022, the Committee had considered and granted prior approval for the related party transactions including material related party transactions in terms of Regulation 23 read with Regulation 2(1)(zc) and Regulation 2(1)(zb) of the Listing Regulations. Since, the Company's Audit Committee comprises only of Independent Directors, the amendments to the Listing Regulations, requiring approval of related party transactions only by those members of the Audit Committee who are Independent Directors of the Company, was already institutionalised by the Company much before such amendment was made effective on 1st January, 2022.

The Meetings of the Audit Committee are also attended by the Chairman, the Managing Director and Chief Executive Officer, Executive Director (Automotive and Farm Sectors), Group Chief Financial Officer, the President (Group Controller of Finance and Accounts), the Senior Vice President – Corporate Finance, the Statutory Auditors, the Chief Internal Auditor, the Controller of Accounts, the President – Mahindra Partners & Group Legal, the Chief Financial Officer of Auto and Farm Sectors and the Company Secretary.

As required under the Secretarial Standard on General Meetings, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him on his behalf shall attend the General Meeting of the Company. Mr. T. N. Manoharan, Chairman of the Audit Committee, was virtually present at the 75th AGM of the Company held through Video Conferencing facility on 6th August, 2021 to address the Shareholders’ queries pertaining to Annual Accounts of the Company.

Apart from the Meetings, Circular Resolution(s) are also passed by the Members. Subsequently, these Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) are passed by the Members.

Composition and Attendance (in brief):



The Committee met Six times during the year under review on 29th April, 2021, 28th May, 2021, 5th August, 2021, 8th November, 2021, 9th February, 2022 and 14th March, 2022. The gap between two Meetings did not exceed one hundred and twenty days. The attendance at the Meetings was as under:

| Audit Committee Meeting | | | | | | | | | |
|--------------------------------|-----------------------------------|---------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|---------------------------------------|----------------------|----------|---|
| Name of the Directors | Committee Meeting Dates and Mode | | | | | | Held during the year | Attended | % of attendance of a Member |
| | 1 | 2 | 3 | 4 | 5 | 6 | | | |
| | 29 th April, 2021 (VC) | 28 th May, 2021 (VC) | 5 th August, 2021 (VC) | 8 th November, 2021 (VC) | 9 th February, 2022 (VC) | 14 th March, 2022 (Hybrid) | | | |
| Mr. T. N. Manoharan (Chairman) | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| Ms. Shikha Sharma | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| Mr. Vikram Singh Mehta | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| Mr. Haigreve Khaitan | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | 100% | | | |

Attended through video conference Leave of Absence Attended in-person

AUDIT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|---|-----------|
| Reviewed Quarterly, Half yearly and Annual Standalone and Consolidated financial statements of the Company prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under the Companies Act, 2013, read with the relevant rules thereunder | Q / A |
| Held discussions with the Statutory Auditors regarding the Company's audited financial statements and sought the auditors' judgment on the quality and applicability of the accounting principles, the reasonableness of significant judgments, the adequacy of disclosures in the financial statements and other matters as the Committee deemed necessary | Q |
| Reviewed and approved the Audit Fees and Fees payable for other services rendered by the Statutory Auditors during the year under review | A |
| Considered and made recommendation of the Remuneration payable to the Chief Internal Auditor and Chief Financial Officer of the Company | A |
| Reviewed the performance of the Statutory Auditors and Internal Auditors | A |
| Reviewed with independent auditors, the nature and scope of the audit alongwith the review of audit engagement to ascertain adequacy and appropriateness | E |

| Activities of the Committee during the year | Frequency |
|--|-----------|
| Reviewed the Management's discussion and analysis of the financial condition and results of operations of the Company | A |
| Reviewed the process adopted by the Management on impairment of Investments, etc. | Q |
| Reviewed the Directors' Responsibility Statement after making due enquiries from the Operating Management | A |
| Reviewed the internal audit findings, the action taken status and other matters concerning the internal audit functioning of the Company and the Group | Q |
| Reviewed the utilisation of loans and/ or advances from/investment by the Company in the subsidiaries exceeding Rs.100 crores or 10% of the asset size of the subsidiary, whichever is lower | Q |
| Reviewed and granted prior approval for 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 and recommended to the Board for approval as and when necessary | Q |
| Reviewed the risk assessment and minimisation procedures to ensure that executive Management controls risk through means of a properly defined framework and risk management systems, etc. | Q |
| Reviewed the Audited financial statements, in particular the investments made by all unlisted subsidiary companies and all significant transactions and arrangements entered into by the unlisted subsidiary companies | A |
| Approved the other services proposed to be rendered by the Statutory Auditors, directly or indirectly | A / E |
| Noted the Material Subsidiaries and Unlisted Material Subsidiary of the Company | A |
| Monitored and reviewed the mechanism to track the compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015 and also reviewed the compliance updates in addition to the investigations of the Whistleblower Complaints received alongwith Report under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 | Q |
| Noted the amendments pertaining to Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | E |
| Considered and approved the appointment of Cost Auditors, remuneration payable to them and the Cost Audit Report and made recommendation the same to the Board | A |
| Considered various Schemes of Merger by Absorption of various Subsidiaries of the Company with the Company and their respective Shareholders and recommend the same to the Board of Directors for their approval | E |
| Reviewed, approved amendments to Policy on Prevention of Sexual Harassment and Whistleblower Policy of the Company and recommended the same to the Board | E |
| Reviewed, approved the threshold for material modification of Related Party Transactions and amendments to the Policy on Materiality of and dealing with Related Party Transactions of the Company and recommended the same to the Board | E |
| Reviewed, approved amendments to the Indicative Guidelines for determining materiality thresholds for Closure of Trading Window and recommended the same to the Board | E |
| Reviewed, approved the Internal Audit Charter (Corporate Management Services Department) and recommended the same to the Board | E |
| Held meeting with the Representatives of the Credit Rating Agencies which have rated the Non-Convertible Debentures issued by the Company | A |
| Reviewed compliance of Insider Trading Regulations and Systems for Internal Controls for prevention of Insider Trading | A |

Frequency A Annually Q Quarterly E Event Based

B. Governance, Nomination and Remuneration Committee

All Committee Members are Independent Directors including the Chairman. The Members are Mr. Vikram Singh Mehta (Chairman of the Committee), Mr. Haigreve Khaitan, Ms. Nisaba Godrej and Ms. Shikha Sharma. Mr. Anand G. Mahindra, Chairman and Mr. Ruzbeh Irani, President - Group HR are permanent invitees to the Committee.

Key Terms of Reference of the Committee:

The Committee has been vested with the authority to, *inter alia*, recommend nominations for Board Membership, develop and recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track record, integrity, establish Director retirement policies and appropriate succession plans and determine overall compensation policies of the Company.

The Committee also administers the Company's Employee Stock Option Schemes formulated from time to time including "Mahindra & Mahindra Limited Employees Stock Option Scheme – 2000", "Mahindra & Mahindra Limited Employees Stock Option Scheme – 2010" and take appropriate decisions in terms of the concerned Scheme(s).

During the year under review, the terms of reference and role of the Committee was enhanced to *inter alia* include evaluating and preparing a description of the role and capabilities required of an Independent Director as also recommending the manner in which the person identified as an Independent Director meets such requirements.

The terms of reference of this Committee are aligned with the Listing Regulations and the Act.

The scope of the Committee also includes review of market practices and deciding on remuneration packages applicable to the Chairman, Managing Director, the Executive Director(s), Presidents and other Members of Senior Management as may be decided from time to time (including the Chief Financial Officer and Company Secretary).

In addition to the above, the Committee's role includes identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every Director's performance.

The Committee has also formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees. This policy has also been posted on the website of the Company and can be accessed in the Governance section

at the Web-link <https://www.mahindra.com/investors/reports-and-filings>.

During the year under review, the "Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management" was modified to align with the amendments made by SEBI to the Listing Regulations with respect to appointment of a Director (including an Independent Director), resignation, removal of an Independent Director and the role of GNRC in evaluating an individual as an Independent Director by preparing description of role and responsibilities required as well as assessment of skills and capabilities while recommending an Independent Director.

In addition to the above, to further strengthen the Corporate Governance disclosures, the Policy now also includes three Annexures viz. (i) Policy on Board Membership Criteria – Schedule A (ii) The Board Diversity Policy – Schedule B and (iii) Policy on Criteria for determining Independence of Directors – Schedule C.

The Committee has undertaken a structured and comprehensive succession planning program over a period of time and has carried out a rigorous review for an orderly Succession to the Board and the Senior Management.

The Committee carries out a separate exercise to evaluate the performance of Individual Directors. Feedback is sought by way of structured questionnaires covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation is carried out based on the responses received from the Directors.

The performance evaluation of Independent Directors was based on various criteria, *inter alia*, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc. During the year under review, the Committee ascertained and reconfirmed that the deployment of "questionnaire" as a methodology, is effective for evaluation of performance of Board and Committees and Individual Directors.

The Committee is also empowered to opine, in respect of the services rendered by a Director in professional capacity, whether such Director possesses requisite qualification for the practice of the profession. As per section 178(7) of the Act and Secretarial Standard on General Meetings, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Vikram Singh Mehta was virtually present at the 75th AGM of the Company held through Video Conferencing facility on 6th August, 2021.

Composition and Attendance (in brief):

100%
Independence

4
Members

6
Meetings

100%
Attendance

The Committee met six times during the year under review on 22nd May, 2021, 29th June, 2021, 5th August, 2021, 8th November, 2021, 10th February, 2022 and 14th March, 2022.

The attendance at the Meetings was as under:

Governance, Nomination and Remuneration Committee Meeting

| Name of the Directors | Committee Meeting Dates and Mode | | | | | | Held during the year | Attended | % of attendance of a Member |
|-----------------------------------|--------------------------------------|---------------------------------------|--|--|---|--|----------------------|----------|---|
| | 1 22 nd May, 2021 (VC) | 2 29 th June, 2021 (VC) | 3 5 th August, 2021 (VC) | 4 8 th November, 2021 (VC) | 5 10 th February, 2022 (Hybrid) | 6 14 th March, 2022 (Hybrid) | | | |
| Mr. Vikram Singh Mehta (Chairman) | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| Mr. Haigreve Khaitan | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| Ms. Shikha Sharma | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| Ms. Nisaba Godrej | | | | | | | 6 | 6 | <div style="width: 100%;"><div style="width: 100%;"></div></div> 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | 100% | | | |

Attended through video conference Leave of Absence Attended in-person

GOVERNANCE, NOMINATION AND REMUNERATION COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|--|-----------|
| Finalisation of the process of evaluation and carrying out evaluation of the performance of the Board, its Committees, Directors and Chairman of the Company and mapping of chart / matrix of core skill/ expertise/ competencies of the Board | A |
| Approved and recommended to the Board for onward recommendation to the Shareholders, the appointment of Ms. Nisaba Godrej and Mr. Muthiah Murugappan as Independent Directors for a term of five years | E |
| Approved and recommended to the Board the re-appointment of Mr. T. N. Manoharan as Independent Director of the Company for a second term of five years | E |
| Approved and recommended to the Board remuneration of Mr. Anand G. Mahindra, Executive Chairman upon his transition to the role of Non-Executive Chairman of the Company with effect from 12 th November 2021 | E |
| Grant of Stock Options to the Eligible Employees under the Mahindra & Mahindra Limited Employees Stock Option Scheme – 2010 and cancellation of Stock Options in certain cases | A / E |
| Remuneration, Commission and Performance Pay to be paid to the Wholetime Directors | A |
| Approved accelerated vesting of stock options granted under Mahindra and Mahindra Employees Stock Option Scheme – 2010 in case of death of an employee on or after 1 st April, 2020 | E |
| Noted the amendment to the Charter of the Committee pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 dated 3 rd August, 2021, effective 1 st January 2022 | E |
| Approved and recommended to the Board matters arising out of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 | E |
| Approved and recommended to the Board revision in rating scale and defining grading scale for performance evaluation of the Board, its Committees, and Individual Directors | E |
| Briefing on Compensation Policy | E |
| Amendment to the definition of Senior Management and recommended the same to the Board | E |
| Amendment to the Company Loan Scheme for Employees | E |
| Approved and recommended to the Board amendments to the Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management | E |
| Approved and recommended to the Board induction of new Members into Senior Management with effect from 1 st April, 2022 | E |

Frequency **A** Annual **E** Event Based

C. Stakeholders Relationship Committee

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr. Haigreve Khaitan, Independent Director. Moreover, the Board at its Meeting held on 28th May, 2022 re-constituted the Stakeholders Relationship Committee and appointed Mr. Muthiah Murugappan in place of Dr. Anish Shah. Mr. Anand G. Mahindra and Dr. Vishakha N. Desai are the other Members of the Committee. Dr. Pawan Goenka ceased to be a Member of the Committee with effect from 2nd April, 2021, upon cessation as a Director of the Company.

Mr. Narayan Shankar, Company Secretary is the Compliance Officer of the Company.

Key Terms of Reference of the Committee:

The Committee meets, as and when required, to *inter alia*, deal with matters relating to issue of duplicate share certificates, issue of new share certificates (including for transfer to Investor Education & Protection Fund as per the provisions of the Act and Rules framed thereunder), resolve the grievances of security holders of the Company including complaints related to dematerialisation of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates etc., review of measures taken for effective exercise of voting rights by shareholders, review of adherence to the service standards adopted by the Company in respect of services being rendered by the Registrar & Transfer Agent, review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/demand

drafts/annual reports/statutory notices by the Shareholders of the Company. With a view to expedite the process of transmission necessary authority has been delegated to certain officers of the Company. The Committee is authorised to approve request for transmission of shares and issue of duplicate share certificates.

The role and terms of reference of the Committee cover the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, as applicable, besides other terms as referred by the Board of Directors.

Subsequent to the year end, the terms of reference of the Committee were amended to include to look into various aspects of matters related to all Security Holders, *inter alia*, covering Non-Convertible Debenture Holders and Commercial Paper Holders.

As per section 178(7) of the Act and the Secretarial Standard on General Meetings, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairman of the Committee, Mr. Haigreve Khaitan was virtually present at the 75th AGM of the Company held through Video Conferencing facility on 6th August, 2021.

Apart from the Meeting(s), urgent business (including approvals for issue of duplicate Share Certificates) was transacted through Circular Resolution(s). Subsequently, these Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) is/are passed by the Members.

Composition and Attendance (in brief):



The Committee met four times during the year under review on 5th August, 2021, 8th November, 2021, 9th February, 2022 and 14th March, 2022. The attendance at the Meetings was as under:

| Name of the Directors | Committee Meeting Dates and Mode | | | | Held during the year | Attended | % of attendance of a Member |
|---------------------------------|--|--|--|--|----------------------|----------|-----------------------------|
| | 1 5 th August, 2021 (VC) | 2 8 th November, 2021 (VC) | 3 9 th February, 2022 (VC) | 4 14 th March, 2022 (Hybrid) | | | |
| Mr. Haigreve Khaitan (Chairman) | | | | | 4 | 4 | 100% |
| Mr. Anand G. Mahindra | | | | | 4 | 4 | 100% |
| Dr. Anish Shah | | | | | 4 | 4 | 100% |
| Dr. Vishakha N. Desai | | | | | 4 | 4 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | | | |

Attended through video conference
 Leave of Absence
 Attended in-person

STAKEHOLDERS RELATIONSHIP COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|--|-----------|
| Reviewed compliances related to Share Transfer Agent activities of KFin Technologies Limited and Investor Related Compliances | P |
| Approved issuance of new share certificate for transfer of shares to Investor Education and Protection Fund (IEPF), approved transfer of shares to IEPF and related matters | A |
| Reviewed measures taken for effective exercise of voting rights by shareholders | P |
| Reviewed various initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company | P |
| Reviewed adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA) | P |
| Noted release of shares from Mahindra & Mahindra Limited - Unclaimed Securities Suspense Account | P |
| Noted status of Legal Case(s) pertaining to shares | P |
| Took note of status of various accounts relating to payment of investor dues | P |
| Took note of the annual audit report submitted by the independent auditors on the annual internal audit conducted on the RTA operations as mandated by SEBI | A |
| Approved issue of Duplicate Share Certificates | E |
| Status of Debentures and Commercial Papers | P |

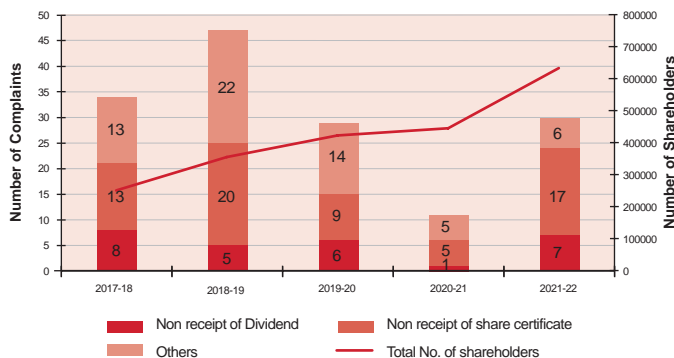
Frequency **A** Annual **P** Periodically **E** Event Based

Details of Shareholders'/ Investors' Complaints:

During the Financial Year ended 31st March, 2022, 30 complaints were received from shareholders, all of which have been attended/resolved to the satisfaction of the Shareholders. As of date, there are no pending complaints pertaining to the year under review.

Trend of Complaints and Number of Shareholders during last 5 years:

| Financial Year | 2017-18 | 2018-19 | 2019-20 | 2020-21 | 2021-22 |
|--|----------|----------|----------|----------|----------|
| Total No. of Complaints received and resolved | 34 | 47 | 29 | 11 | 30 |
| No. of Shareholders as on 31 st March | 2,50,395 | 3,54,817 | 4,22,292 | 4,44,755 | 6,32,821 |



Your Company has taken adequate measure to resolve the complaints of the shareholders. In order to expedite the process of redressal of shareholders' grievances, the Company has introduced an escalation matrix, which can be accessed at <https://www.mahindra.com/resources/>

investor-reports/governance/policies/Investor-Grievance-Redressal-Policy.pdf.

D. Corporate Social Responsibility Committee

Dr. Vishakha N. Desai, Independent Director is the Chairperson of the Committee. Mr. Anand G. Mahindra, Dr. Anish Shah, Mr. Vikram Singh Mehta and Mr. Muthiah Murugappan are the other Members of the Committee. Out of the total number of Members of the Committee, three Members are Independent Directors. Dr. Anish Shah and Mr. Muthiah Murugappan were appointed as Members with effect from 2nd April, 2021 and 28th May, 2021, respectively and Dr. Pawan Goenka ceased to be a Member of the Committee with effect from 2nd April, 2021 upon cessation as a Director of the Company.

Key Terms of Reference of the Committee:

The Corporate Social Responsibility ("CSR") Committee is a Committee constituted by the Board with powers, *inter alia*, to make donations/contributions, to any Charitable and/or CSR projects or programs to be implemented directly through its ESOPs (Employee Stock Options) programme or through implementing partners which include a company established under section 8 of the Act, or a registered public trust or a registered society having an established track record of at least 3 years in undertaking similar activities, of at least two percent of the Company's average net profits during the three immediately preceding Financial Years in pursuance of its CSR Policy for the Company's CSR Initiatives.

The scope of functions of the Committee includes, *inter alia*, the formulation and recommendation to the Board for its approval and implementation, the Business Responsibility (“BR”) Policy(ies) of the Company, undertake periodical assessment of the Company’s BR performance, review the draft BR Report and recommend the same to the Board for its approval and inclusion in the Annual Report of the Company.

The scope of functions of the Committee include *inter alia*, formulation and recommendation to the Board, an Annual Action Plan in pursuance of CSR Policy of the Company including CSR projects or programmes that are approved to be undertaken, manner of execution of such projects or programmes, modalities of utilisation of funds and implementation schedule(s), monitoring and reporting mechanism, need and impact assessment, if any, for the projects undertaken by the Company, recommendation of the amount of expenditure to be incurred on the CSR activities as enumerated in Schedule VII of the Act and also referred to in the CSR Policy of the Company, as also to monitor the CSR Policy from time to time, etc.

Subsequent to the year end, terms of reference of the Committee were amended pursuant to the commitment of the Company towards sustainable business practices and the increasing adaptability of Environment, Social and Governance (ESG) framework by all companies. The amended terms of reference *inter alia* include the following:

- Recommend to the Board, the Company’s overall general strategy with respect to Environment, Social and Governance (“ESG”) Matters;
- Ensure ESG and social considerations in the Company’s business operations and build a culture of Sustainable Business;
- Ensure compliance with the Sustainability initiatives by Regulators including but not limited to Business Responsibility Report/Business Responsibility and Sustainability Report and recommend the same to the Board;
- Monitor and ensure the effective implementation of ESG policies of the Company and recommend changes/deletions/additions/new ESG/ Sustainability policies to the Board for its approval;
- Ensure compliance in relation to the policies created for or linked to the 9 key principles of the ‘National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business’;
- Ensure in concurrence with the Risk Management Committee that the ESG risks pertaining to the Company are minimal and effectively managed.

The CSR Policy of your Company, in alignment with the CSR provisions is available on the website of the Company and can be accessed in the Governance section at the Web-link <https://www.mahindra.com/investors/reports-and-filings>.

Composition and Attendance (in brief):



The Committee met 5 times during the year under review on 22nd May, 2021, 8th November, 2021, 6th December, 2021, 9th February, 2022 and 14th March, 2022. The attendance at the Meetings was as under:

Corporate Social Responsibility Committee Meeting

| Name of the Directors | Committee Meeting Dates and Mode | | | | | Held during the year | Attended | % of attendance of a Member |
|-------------------------------------|----------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|---------------------------------------|----------------------|----------|-----------------------------|
| | 1 | 2 | 3 | 4 | 5 | | | |
| | 22 nd May, 2021 (VC) | 8 th November, 2021 (VC) | 6 th December, 2021 (VC) | 9 th February, 2022 (VC) | 14 th March, 2022 (Hybrid) | | | |
| Dr. Vishakha N. Desai (Chairperson) | | | | | | 5 | 5 | 100% |
| Mr. Anand G. Mahindra | | | | | | 5 | 5 | 100% |
| Dr. Anish Shah | | | | | | 5 | 5 | 100% |
| Mr. Vikram Singh Mehta | | | | | | 5 | 5 | 100% |
| Mr. Muthiah Murugappan | N.A. | | | | | 4 | 4 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | | | |

Attended through video conference Leave of Absence Attended in-person

CSR COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|---|-----------|
| Considered and recommended to the Board Business Responsibility Report and Corporate Social Responsibility Report of the Company for approval and inclusion in the Annual Report of the Company | A |
| Reviewed the Company's Business Responsibility Performance, the projects and programs under Corporate Social Responsibility Projects of the Company, status of utilization of fund(s) by the Implementing Agencies for the Financial Year | P |
| Considered and approved the CSR Projects for the Financial Year and recommend the same to the Board | E |
| Considered and approved revised CSR Budget for the Financial Year and amendment to the Annual Action Plan for the Financial Year and recommend the same to the Board | P |
| Considered and approved amendment in the CSR Policy of the Company and recommended the same to the Board | P |
| Reviewed the CSR Strategy of the Company and noted the due diligence process being followed by the Company for selection of CSR partners and CSR projects | E |
| Noted the amendments in the CSR Provisions from time to time, Noted FAQ's issued by MCA on CSR provisions and amendments in Business Responsibility Reporting Provisions | E |
| Considered and recommended to the Board Annual Action Plan of the Company for the next financial year | A |
| Noted the Status of the Impact Assessment studies for the Projects qualifying for Impact assessment for the Financial Year | E |

Frequency **E** Event based **A** Annually **P** Periodically

E. Risk Management Committee

Regulation 21 of the Listing Regulations mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company. The Board has constituted a Risk Management Committee ('RMC'). The Committee was headed by Dr. Anish Shah. The other Members are Mr. T. N. Manoharan, Ms. Shikha Sharma, Mr. Rajesh Jejurikar, Mr. Vikram Singh Mehta and Mr. Haigreve Khaitan.

During the year, Dr. Pawan Goenka ceased to be a Member and Chairman of the Committee with effect from 2nd April, 2021 and Dr. Anish Shah was appointed as Chairman of the Committee with effect from that date.

Subsequent to the year end, Mr. T. N. Manoharan was appointed as Chairman of the Committee with effect from 28th May, 2022 and Dr. Anish Shah ceased to be Chairman of the Committee with effect from that date but continues as a Member.

Key Terms of Reference of the Committee:

During the year under review, the terms of reference of the Committee was amended pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 effective from 6th May, 2021, which, *inter alia*, cover:

- Formulation of a detailed risk management policy which shall include:
 - framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by RMC;
 - Measures for risk mitigation including systems and processes for internal control of identified risks; and
 - Business continuity plan.
- Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- Periodically reviewing the risk management policy (at least once in two years) including by considering the changing industry dynamics and evolving complexity.
- Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

Apart from the Meetings, Circular Resolution(s) are also passed by the Members. Subsequently, these Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) are passed by the Members.

Composition and Attendance (in brief):

| | | | |
|-------------------------------|---------------------|----------------------|---------------------------|
| 66.67% Independence | 6 Members | 3 Meetings | 100% Attendance |
|-------------------------------|---------------------|----------------------|---------------------------|

The Committee met thrice during the year under review on 5th August, 2021, 8th November, 2021 and 14th March, 2022. The attendance at the Meetings was as under:

| Name of the Directors | Committee Meeting Dates and Mode | | | | | |
|------------------------------|-----------------------------------|-------------------------------------|---------------------------------------|----------------------|----------|-----------------------------|
| | 1 | 2 | 3 | Held during the year | Attended | % of attendance of a Member |
| | 5 th August, 2021 (VC) | 8 th November, 2021 (VC) | 14 th March, 2022 (Hybrid) | | | |
| Dr. Anish Shah (Chairman) | | | | 3 | 3 | 100% |
| Mr. Rajesh Jejurikar | | | | 3 | 3 | 100% |
| Mr. T. N. Manoharan | | | | 3 | 3 | 100% |
| Ms. Shikha Sharma | | | | 3 | 3 | 100% |
| Mr. Vikram Singh Mehta | | | | 3 | 3 | 100% |
| Mr. Haigreve Khaitan | | | | 3 | 3 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | | | |

Attended through video conference
 Leave of Absence
 Attended in-person

RISK MANAGEMENT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|--|-----------|
| Considered and approved the appointment and the terms of remuneration of Chief Risk Officer of the Company | E |
| Reviewed and approved the Enterprise Risk Management Framework of the Company | P |
| Considered and approved the Scope and Implementation Plan of Risk Management 2.0 | P |
| Reviewed assessment and mitigation of risks arising due to COVID-19, covering manufacturing constraints and supply chain disruptions, Ukraine Crises and impacts, etc. | P |
| Reviewed the Risk Certificate covering risk management measures and controls and made recommendation to the Audit Committee and the Board | P |
| Monitored and reviewed Risk Management Plan including Portfolio risk approach, Business entity risk, Cyber Security, Geopolitical Risks and Related Risks and made recommendation to the Audit Committee and the Board | P |
| Reviewed the Risk Management Report, Risk Mitigation Measures as prescribed under the Risk Management Policy alongwith Extreme Risks their impact, likelihood and exposure and presented the same to the Audit Committee and the Board | P |
| Reviewed the risks for the financial year and presented the same to the Audit Committee and the Board | A / P |

Frequency **E** Event based **A** Annually **P** Periodically

F. Strategic Investment Committee (A voluntary initiative of your Company)

The Strategic Investment Committee is constituted by the Board with powers, *inter alia*, to evaluate and scrutinise significant investments / funding including but not limited to business acquisitions, reviewing and monitoring existing investments in subsidiaries, joint ventures and other group companies, overseeing and reviewing performance of various subsidiaries and making necessary recommendations to the Board from time to time including disinvestments.

Mr. Anand G. Mahindra is the Chairman of the Committee. Mr. Vikram Singh Mehta, Mr. T. N. Manoharan, Ms. Shikha Sharma and Mr. Vijay Kumar Sharma are other Members of the Committee. Apart from the Committee Members, the Committee Meetings are also invariably attended by the other Directors as Invitees.

Key Terms of Reference of the Committee:

During the year under review, as part of the simplification process, the terms of the Committee were amended *inter alia*, including the following:

- Evaluate, scrutinize and consider all proposals for funding including but not limited to making Investment in, providing Loan to, providing Guarantee for any Subsidiary, Associate, Joint Venture, Trust, Entity, any other company or Body Corporate, business acquisitions where Cumulative exposure in such entity is above the specified threshold and make appropriate recommendations to the Board;
- Operation reviews for such Subsidiary, Associate, Joint Venture, Trust, Entity, any other company or Body Corporate;
- Evaluate, scrutinise and approve disinvestments (total or partial) / exit from such Subsidiary, Associate, Joint Venture, Trust, Entity, any other company or Body Corporate;
- Approve Merger or De-Merger or Arrangement within Group companies as specified;
- Approve entry into new industries (greenfield, acquisition of majority stake or path to majority).

Apart from the Meetings, Circular Resolution(s) are also passed by the Members. Subsequently, these Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) are passed by the Members.

Composition and Attendance (in brief):

| | | | |
|----------------------------|---------------------|----------------------|---------------------------|
| 60% Independence | 5 Members | 5 Meetings | 100% Attendance |
|----------------------------|---------------------|----------------------|---------------------------|

The Committee met five times during the year under review on 22nd May, 2021, 5th August, 2021, 8th November, 2021, 9th February, 2022 and 14th March, 2022. The attendance at the Meetings was as under:

| Strategic Investment Committee Meeting | | | | | | | | |
|--|----------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|---------------------------------------|----------------------|----------|-----------------------------|
| Name of the Directors | Committee Meeting Dates and Mode | | | | | Held during the year | Attended | % of attendance of a Member |
| | 1 | 2 | 3 | 4 | 5 | | | |
| | 22 nd May, 2021 (VC) | 5 th August, 2021 (VC) | 8 th November, 2021 (VC) | 9 th February, 2022 (VC) | 14 th March, 2022 (Hybrid) | | | |
| Mr. Anand G. Mahindra (Chairman) | | | | | | 5 | 5 | |
| Mr. Vikram Singh Mehta | | | | | | 5 | 5 | |
| Mr. T. N. Manoharan | | | | | | 5 | 5 | |
| Ms. Shikha Sharma | | | | | | 5 | 5 | |
| Mr. Vijay Kumar Sharma | | | | | | 5 | 5 | |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | | | |

Attended through video conference
 Leave of Absence
 Attended in-person

STRATEGIC INVESTMENT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|--|-----------|
| Considered, reviewed and approved significant investments/funding to be made by the Company and taking note of outstanding debt and recommended the same to the Board | / |
| Monitored and reviewed the existing investments in subsidiaries, Joint Ventures and other group entities including overseeing the performance of various sectors/companies | / |
| Considered and reviewed proposed divestments in certain subsidiaries, Joint Ventures and other group entities and made suitable recommendations to the Board | |

Frequency Quarterly Periodically

G. Loans & Investment Committee (A voluntary initiative of your Company - wound-up with effect from -10th February, 2022)

The Loans & Investment Committee was authorised to approve loans and investment, disinvestment, borrowing moneys and related aspects of fund management in accordance with the authority granted and the parameters prescribed by the Board. Mr. Anand G. Mahindra was the Chairman of the Committee and the other Members were Dr. Anish Shah, Mr. Vikram Singh Mehta, Mr. Haigreve Khaitan and Ms. Shikha Sharma. During the year under review, Dr. Pawan Goenka ceased to be a Member of the Committee with effect from 2nd April, 2021 and Dr. Anish Shah was appointed as Member of the Committee with effect from that date.

Apart from the Meetings, Circular Resolution(s) were also passed by the Members. Subsequently, these Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) were passed by the Members.

The Board at its Meeting held on 10th & 11th February, 2022, as part of simplification process, considered and approved Winding-up of the Loans & Investment Committee.

Composition and Attendance (in brief):

| | | | |
|----------------------------|---------------------|----------------------|---------------------------|
| 60% Independence | 5 Members | 4 Meetings | 100% Attendance |
|----------------------------|---------------------|----------------------|---------------------------|

The Committee met four times during the year under review on 22nd May, 2021, 28th May, 2021, 5th August, 2021 and 8th November, 2021. The attendance at the Meetings was as under:

Loans & Investment Committee Meeting

| Name of the Directors | Committee Meeting Dates and Mode | | | | Held during the year | Attended | % of attendance of a Member |
|----------------------------------|--------------------------------------|--------------------------------------|--|--|----------------------|----------|-----------------------------|
| | 1 22 nd May, 2021 (VC) | 2 28 th May, 2021 (VC) | 3 5 th August, 2021 (VC) | 4 8 th November, 2021 (VC) | | | |
| Mr. Anand G. Mahindra (Chairman) | | | | | 4 | 4 | 100% |
| Dr. Anish Shah | | | | | 4 | 4 | 100% |
| Mr. Vikram Singh Mehta | | | | | 4 | 4 | 100% |
| Mr. Haigreve Khaitan | | | | | 4 | 4 | 100% |
| Ms. Shikha Sharma | | | | | 4 | 4 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | | | |

Attended through video conference Leave of Absence Attended in-person

LOANS & INVESTMENT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

| Activities of the Committee during the year | Frequency |
|--|-----------|
| Considered and approved the Scheme of Merger of subsidiary company with the Company and with their Shareholders and recommended the same to the Board. | E |
| Considered and approved investments in and/or providing financial assistance to various subsidiaries, Joint Ventures and other group entities within the parameters as approved by the Board | P |
| Considered and recommended to the Board additional investments in and/or providing financial assistance to various subsidiaries, Joint Ventures and other group entities | P |

Frequency Event based Periodically

H. Committee of Independent Directors

The Board at its Meeting held on 26th March, 2021 while considering and granting an in-principle approval for consolidation of Mahindra Electric Mobility Limited, (MEML), a subsidiary of the Company, into the Company, either by way of Scheme of Merger or Demerger of a business undertaking or by such other appropriate means as may be most efficient, noted the requirement of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (as amended *inter alia* by Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated 3rd November, 2020) to submit with Stock Exchanges a Report from the Audit Committee and Committee of Independent Directors.

Accordingly, the Board had constituted a Committee of Independent Directors constituting of Mr. T. N. Manoharan as Chairman, Ms. Shikha Sharma, Mr. Vikram Singh Mehta and Mr. Haigreve Khaitan as Members of the Committee for the purpose of considering the Scheme, if any proposed in relation to consolidation of MEML into the Company and recommending the same, *inter alia*, after taking into consideration, that the Scheme is not detrimental to the shareholders of the listed entity.

The Committee met once on 28th May, 2021 and all the Members of the Committee were present at that Meeting.

The Committee at the said Meeting, *inter alia* taking into consideration that the Scheme of Absorption of MEML with the Company and their respective shareholders ("the Scheme") is not detrimental to the shareholders of the Company, recommended the Scheme to the Board.

V. SUBSIDIARY COMPANIES

Regulation 16 of the Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Under this definition, Mahindra & Mahindra Financial Services Limited (Listed) and Ssangyong Motor Company (Listed in South Korea) are material subsidiaries of the Company.

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board Meetings of subsidiaries of the Company are placed before the Board of Directors of the Company for their review at every quarterly Meeting.

In addition to the above, Regulation 24 of the 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 twenty percent 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 for the financial year ended 31st March, 2022.

The other requirements of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

VI. DISCLOSURES

A. Policy for determining 'material' subsidiaries

Your Company has formulated a Policy for determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has been posted on the website of the Company and can be accessed in the Governance section at the Web-link <https://www.mahindra.com/investors/reports-and-filings>.

B. Policy on Materiality of and Dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. During the year under review, this Policy has been amended pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 effective from 1st April, 2022. The Policy has also been posted on the website of the Company and can be accessed in the Governance section at the Web-link <https://www.mahindra.com/investors/reports-and-filings>.

C. Disclosure of Transactions with Related Parties

During the Financial Year 2021-22, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the Management, Subsidiaries, etc. that may have potential conflict with the interests of the Company at large. Further, details of related party transactions are presented in Note No. 39 to Annual Accounts in the Annual Report.

In addition to the above, as per the Listing Regulations, your Company has also submitted disclosures of Related Party Transactions to the Stock Exchanges in the prescribed format and also published it on the website of the Company.

D. Disclosure of Accounting Treatment in preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Act and other relevant provisions of the Act.

E. Code for Prevention of Insider Trading Practices

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, *inter alia*, includes Policy for determination of 'Legitimate Purpose' and 'Code of Conduct for Prevention of Insider Trading in Securities of Mahindra & Mahindra Limited' ("M&M Code of Conduct") in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations").

M&M Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the Insider Trading Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and caution them of the consequences of violations.

F. Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information

The Company has formulated the 'Policy and procedure for inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The Policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the Policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in

accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

G. Whistleblower Policy

The Vigil Mechanism as envisaged in the Act and the Rules prescribed thereunder and the Listing Regulations is implemented through the Code of Conduct, Whistleblower and other Governance Policies and the Vigil Mechanism frameworks.

The Company has taken adequate measures to create awareness amongst its employees on the Code of Conduct and Governance Policies through regular face to face/ virtual learning sessions and roll out of e-module learning and compliance modules. The Company has provided a third-party helpline as well as web portal to all stakeholders to raise any Ethics complaints. The helpline is provided by Convercent, a Global service provider.

- Helpline No: 000 800 100 4175
The toll- free helpline number is available in English and 12 prominent languages.
- Url: <https://ethics.mahindra.com/>

Direct complaints can also be raised to the Chairman of the Audit Committee through the third party web portal at the link mentioned above or by sending an email to chairpersonofauditcommittee@mahindra.com or by sending a letter to the below address:

Chairperson of the Audit Committee
Mahindra & Mahindra Limited,
Mahindra Towers, Dr. G. M. Bhosale Marg,
P. K. Kurne Chowk, Worli,
Mumbai – 400 018.

The Whistle-blower Policy provides for reporting of insider trading violations and reporting of instances of leak of Unpublished Price Sensitive Information by the employees. Under the Vigil Mechanism, all stakeholders have been provided access to the Audit Committee through the Chairperson. No personnel have been denied access to the Audit Committee. The Policy provides for adequate safeguards against victimization of persons who use the mechanism.

Whistle Blower Policy was updated during the year, the details of which may be referred to in the Board's Report. During the course of the year Vigil framework and systems for timely and conclusive resolution of compliance concerns have been standardized and further strengthened.

The Whistle-blower Policy of the Company is available on the website of the Company and can be accessed in the Governance section at the Web-link <https://www.mahindra.com/investors/reports-and-filings>.

VII. MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with Shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos.

Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

■ Financial Results:

The unaudited quarterly results are announced within forty-five days of the close of each quarter, other than the last quarter. The audited annual results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The aforesaid financial results are announced to the Stock Exchanges within the statutory time period from the conclusion of the Board Meeting(s) at which these are considered and approved.

■ Other Information:

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information. All information is filed electronically on the online portal of BSE Limited – Corporate Compliance & Listing Centre (BSE Listing Centre) and on the online portals of National Stock Exchange of India Limited – NSE's Electronic Application Processing System (NEAPS) and NSE's Digital Exchange Platform. The information to the Stock Exchanges located outside India is filed through electronic means or other permissible means.

■ Analyst/Institutional Investors Presentations

Presentations are also made to international and domestic institutional investors and analysts. These presentations and other disclosures which are required to be disseminated on the Company's website under the Listing Regulations have been uploaded on the website of the Company, viz.: <https://www.mahindra.com> and as per the Archival Policy of the Company, would be hosted on the website for a minimum period of five years from the date of respective disclosures. In addition to the above, the Company also uploads transcripts of post earnings/quarterly calls and audio recordings on the website of the Company. The Annual Report of the Company, the quarterly/half-yearly and the audited

financial statements and the official news releases of the Company are also disseminated on the Company's website. The presentation on the Financial Results of the Company made to the Analyst and Institutional Investors are also disseminated to the Stock Exchanges. The quarterly, half-yearly and yearly results are also published in Business Standard and Sakal which are national and local dailies respectively. These are not sent individually to the Shareholders.

■ FAQs for the Shareholders

The Investor Relations page of the Company's website provides more than 50 Frequently Asked Questions on various topics related to transfers and transmissions of shares, dematerialisation, nomination, change of address, loss of share certificates, dividend and sub-division of share certificates. In addition, various downloadable forms required to be executed by the Shareholders have also been provided on the website of the Company viz. <https://www.mahindra.com/investors/reports-and-filings>.

■ Investor Services Web-based Query Redressal System

Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries, by visiting <https://risop.kfintech.com/clientservices/isc/investorgrievance.aspx>

Investors can submit their query in the option provided on the above website, which would generate a reference number. For accessing the status / response to the query submitted, the grievance reference number can be used at the option "Track your query" at the left-hand corner of above website. Investors can continue to put an additional query, if any, relating to the grievance till they get a satisfactory reply.

Investors can provide their feedback on the services provided by the Company and its Registrar and Transfer Agent by filling the Shareholder Satisfaction Survey form available in Investor Relations page on website of the Company at the web link: <https://www.mahindra.com/investors/reports-and-filings>.

■ KPRISM Mobile service application by KFinTech

Members are requested to note that KFin Technologies Limited (KFinTech) has launched a mobile application-KPRISM and a website <https://kprism.kfintech.com> for online service to Members.

Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFinTech, Dividend status, requests for change of address, change/update Bank Mandate. Through the Mobile app, members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile

application would be available for download from Android Play Store. The Members may alternatively visit the link <https://kprism.kfintech.com/app/> to download the mobile application or scan the QR Code:



VIII. GENERAL SHAREHOLDER INFORMATION

Pursuant to General Circular No. 20/2020 issued by Ministry of Corporate Affairs ('MCA') dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively read with MCA General Circular No. 02/2022 dated 5th May, 2022, companies are allowed to conduct their AGM through video conferencing (VC) or other audio visual means (OAVM) for the calendar year 2022. Accordingly, your Company will be conducting the AGM through VC/OAVM facility. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM, and this mode will be available throughout the proceedings of the AGM.

In addition to conducting the AGM through VC/OAVM, the Company would also be providing one-way live webcast of the proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-meetings website of KFintech at <https://emeetings.kfintech.com> using their secure login credentials.

During the live AGM, Members may post their queries in the message box provided on the screen or may submit questions in advance on the email ID of the Company investors@mahindra.com.

In case of any query and/or help, in respect of attending AGM through VC/OAVM, Members may refer to the "How it Works" Section of <https://emeetings.kfintech.com> (KFintech Website) or contact at investors@mahindra.com or Ms. Sheetal Doba, Manager - Corporate Registry, KFintech at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or on phone No.: 040-6716 1509 or call KFintech's toll free No.: 1800-3094-001 for any further clarifications.

1. 76th Annual General Meeting

Date : 5th August, 2022
Day : Friday
Time : 3:00 p.m. (IST)
Venue : Meeting through VC/OAVM

2. Financial Year of the Company

The financial year covers the period from 1st April to 31st March.

3. Date of Book Closure and Dividend Payment Date

Book Closure for Dividend will be from Saturday, 16th July, 2022 to Friday, 5th August, 2022, both days inclusive and the Dividend would be paid/dispensed after 5th August, 2022.

4. Listing of Ordinary (Equity) Shares, Debentures on Stock Exchanges and Stock Code

Your Company's Ordinary (Equity) Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Global Depository Receipts (GDRs) of your Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of the London Stock Exchange. The requisite listing fees have been paid in full to all these Stock Exchanges.

The Company's privately placed Non-Convertible Debentures (NCDs) are listed on the Debt Segment of BSE.

| Name and Address of the Exchanges | Type of Security/ Scrip Code | International Securities Identification Number (ISIN) |
|---|--|---|
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. | Ordinary (Equity) Shares/500520 | INE101A01026 |
| National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. | Ordinary (Equity) Shares/M&M | |
| Bourse de Luxembourg Societe de la Bourse de Luxembourg, Societe Anonyme/R.C.B. 6222, B.P. 165, L-2011, Luxembourg. | Global Depository Receipts (GDRs) | USY541641194 |
| London Stock Exchange Plc, 10, Paternoster Square, London – EC4M 7LS. | GDRs/MHID | |
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. | Non-Convertible Debentures/ 949342/Scrip ID: 955MML2063 | INE101A08070 |
| | Non-Convertible Debentures/ 954977/Scrip ID: 757MML26 | INE101A08088 |
| | Non-Convertible Debentures/959445/ Scrip ID: 665MML23 | INE101A08096 |
| | Non-Convertible Debentures/ 959446/Scrip ID: 678MML23 | INE101A08104 |
| | Non-Convertible Debentures/ 959586/Scrip ID: 619MML25 | INE101A08112 |

5. List of all Credit Ratings obtained by the Company along with revisions for the FY 2021-22

The credit ratings obtained by the Company along with revisions, if any, thereto during the Financial Year 2021-22, for all the debt instruments, fixed deposit programme, any scheme or proposal of the Company involving mobilisation of funds, in India or abroad are given below:

| Instrument Details | Rating(s) | | | |
|------------------------------|------------------|-------------------|---------------------|--------------------------|
| | CARE | CRISIL | ICRA | India Ratings & Research |
| Non-Convertible Debentures | – | CRISIL AAA/Stable | [ICRA] AAA (Stable) | IND AAA/Stable |
| Bank Facilities – Long Term | CARE AAA; Stable | CRISIL AAA/Stable | [ICRA] AAA (Stable) | IND AAA/Stable |
| Bank Facilities – Short Term | CARE A1+ | CRISIL A1+ | [ICRA] A1+ | IND A1+ |
| Commercial Paper (CP) | – | CRISIL A1+ | [ICRA] A1+ | – |

The above ratings have been assigned/ affirmed/ re-affirmed by the Credit Rating Agencies for the financial year ended 31st March 2022.

6. Corporate Identity Number: L65990MH1945PLC004558

7. Registered Office Address

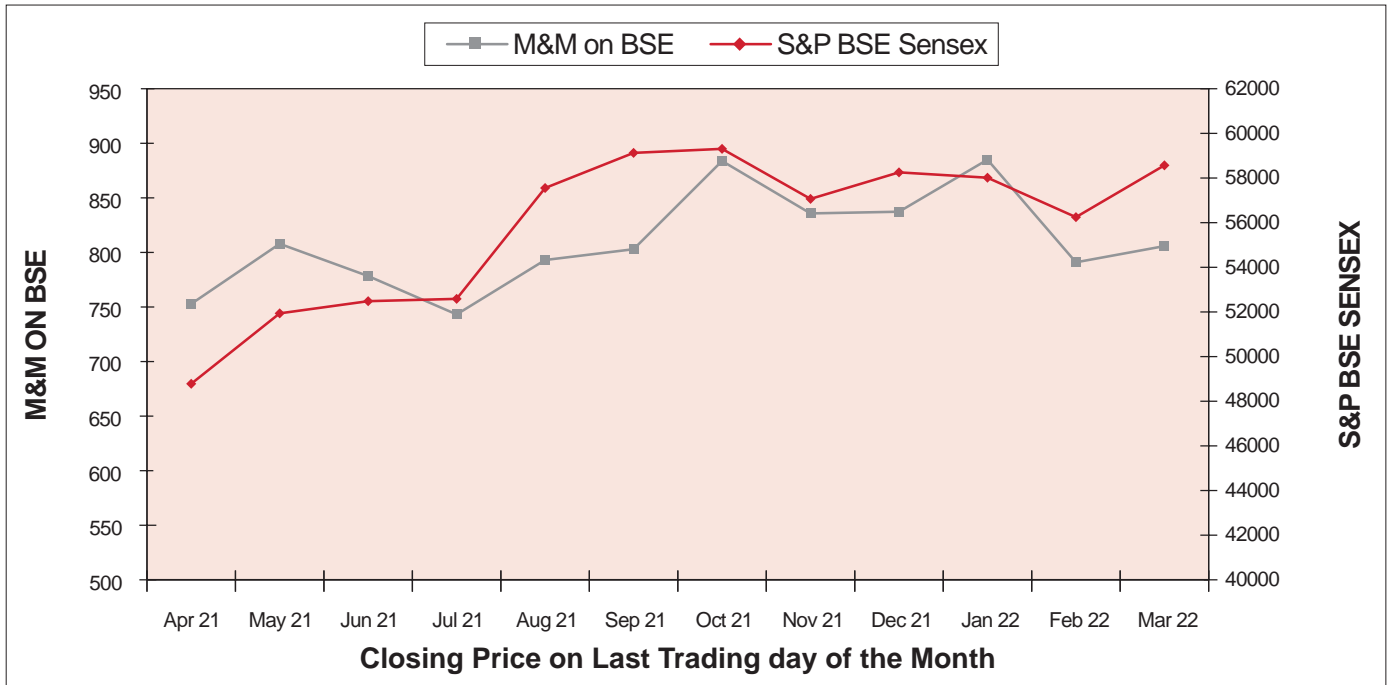
Mahindra & Mahindra Limited
Gateway Building, Apollo Bunder,
Mumbai – 400 001.

8. Stock Price Data:

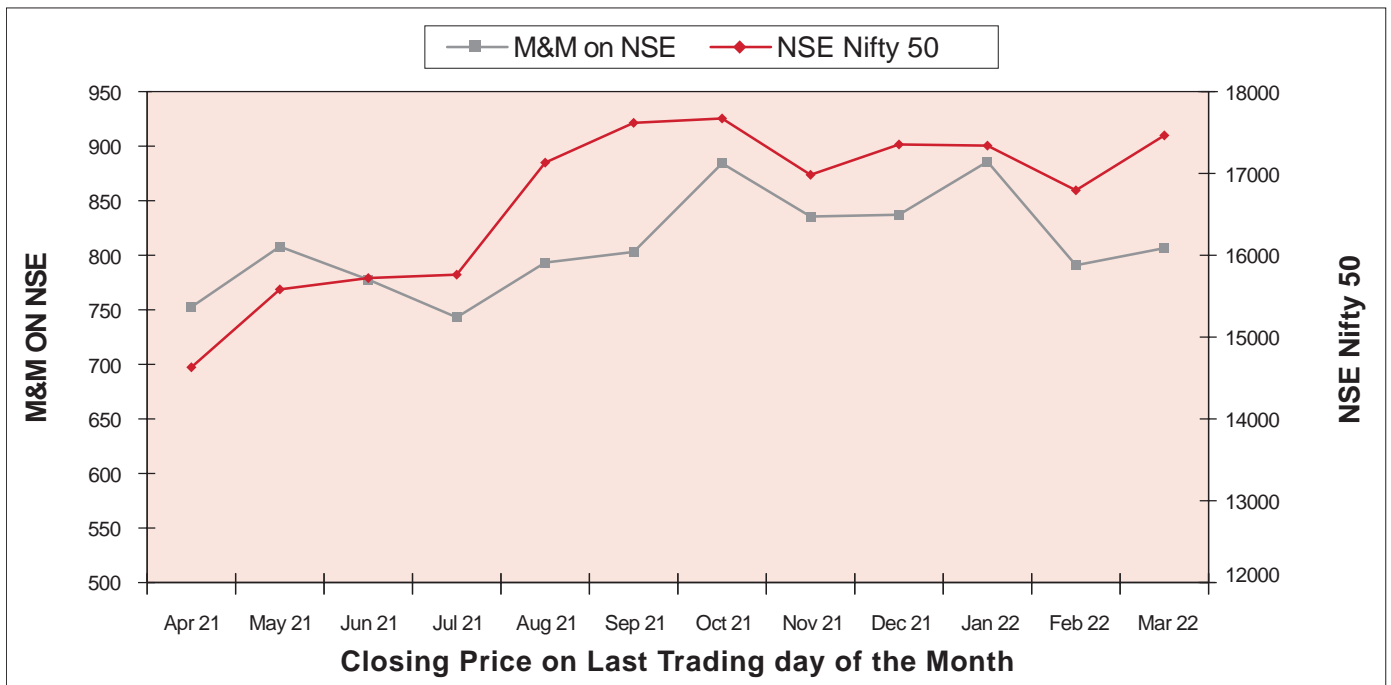
| Month | Equity Shares | | | | GDRs | | GDRs | |
|-----------------|---------------|--------|--|--------|---------------------------|------|-----------------------|------|
| | BSE Limited | | National Stock Exchange of India Limited | | Luxembourg Stock Exchange | | London Stock Exchange | |
| | High | Low | High | Low | High | Low | High | Low |
| | Rs. | Rs. | Rs. | Rs. | US\$ | US\$ | US\$ | US\$ |
| April, 2021 | 837.50 | 738.95 | 837.85 | 738.55 | 11.0 | 10.0 | 11.2 | 9.9 |
| May, 2021 | 852.50 | 731.10 | 853.00 | 731.10 | 11.7 | 10.0 | 11.8 | 9.8 |
| June, 2021 | 821.85 | 762.55 | 821.85 | 762.35 | 11.1 | 10.4 | 11.2 | 10.3 |
| July, 2021 | 798.50 | 725.00 | 798.75 | 724.65 | 10.7 | 9.8 | 12.0 | 9.7 |
| August, 2021 | 803.80 | 744.40 | 803.95 | 744.60 | 10.9 | 10.2 | 11.1 | 9.9 |
| September, 2021 | 820.95 | 729.55 | 822.00 | 729.55 | 11.0 | 10.0 | 11.0 | 9.9 |
| October, 2021 | 970.95 | 788.00 | 971.15 | 787.00 | 12.4 | 11.1 | 12.9 | 10.9 |
| November, 2021 | 978.90 | 828.90 | 979.00 | 828.35 | 12.9 | 11.1 | 12.9 | 10.9 |
| December, 2021 | 868.75 | 797.05 | 868.95 | 797.00 | 11.4 | 10.7 | 12.1 | 10.7 |
| January, 2022 | 909.70 | 823.00 | 910.10 | 822.50 | 12.1 | 11.2 | 12.3 | 11.1 |
| February, 2022 | 894.80 | 780.60 | 894.70 | 780.70 | 11.6 | 10.5 | 11.8 | 10.4 |
| March, 2022 | 812.95 | 671.00 | 813.00 | 671.15 | 10.7 | 9.0 | 12.1 | 8.7 |

9. Stock Performance

The performance of your Company's shares relative to the S&P BSE Sensitive Index is given in the chart below:



The performance of your Company's shares relative to the Nifty 50 Index is given in the chart below:



10. Registrar and Transfer Agents

KFin Technologies Limited
(Formerly known as KFin Technologies Private Limited)
Unit: Mahindra & Mahindra Limited
Selenium, Tower B, Plot No. 31-32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi,
Telangana - 500032, India.
Tel. No. : +91 40 6716 2222
Fax : +91 40 2342 0814
Email : einward.ris@kfintech.com
Website : www.kfintech.com
Toll Free No. : 1800 3094 001

11. Share Transfer System

Trading in Ordinary (Equity) Shares of the Company through recognized Stock Exchanges is permitted only in dematerialised form.

The Stakeholders Relationship Committee meets as and when required to, *inter alia*, consider the issue of duplicate share certificates and attend to Shareholders' grievances, etc.

Pursuant to Regulation 40 of Listing Regulations no requests for effecting transfer of securities have been processed unless the securities are held in the dematerialised form with the depository with effect from 1st April, 2019. However, this restriction shall not be applicable to request received for effecting transmission or transposition of physical shares. Further, SEBI vide its Circular dated

25th January, 2022, has mandated that securities shall be issued only in dematerialized mode while processing duplicate/unclaimed suspense/ renewal / exchange / endorsement /sub-division/ consolidation/ transmission/transposition service requests received from physical securities holders.

SEBI vide its Circular dated 3rd November, 2021 mandated furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Further SEBI has also instructed RTAs to freeze folios on or after 1st April, 2023 wherein PAN, KYC details and Nomination are not available. The shareholders are requested to update their details with Company/RTA by submitting form ISR 1 which is available on website of the Company viz. <https://www.mahindra.com/resources/investor-reports/FY22/Download-Forms-and-Formats/Form-ISR-1-Request-for-Registering-Pan-Kyc-details-or-changes-updation.pdf>.

The Shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account to seek guidance in the demat procedure.

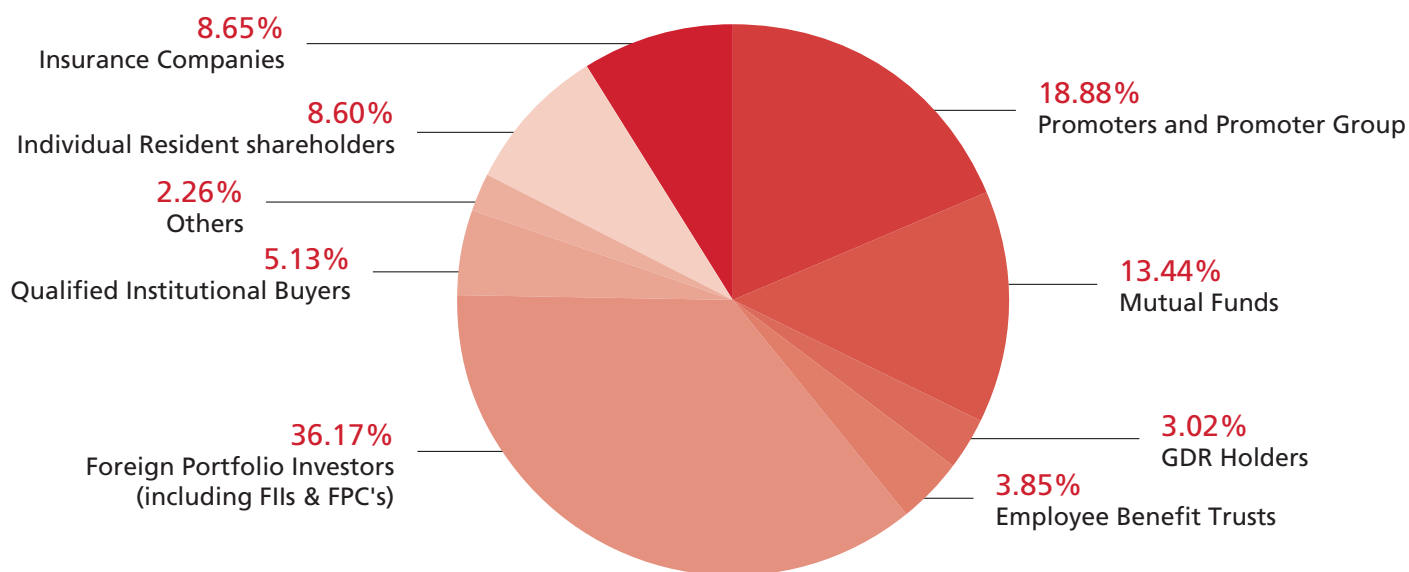
The Shareholders may also visit website of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/Investors/open-demat.html> for further understanding of the demat procedure.

12. Distribution of Shareholding as on 31st March, 2022

| Number of Shares held | Number of Shareholders* | Number of Shares held | % of Shareholding |
|-----------------------|-------------------------|-----------------------|-------------------|
| 1-100 | 5,44,767 | 1,27,11,485 | 1.0225 |
| 101-500 | 75,255 | 1,69,60,830 | 1.3643 |
| 501-1000 | 13,038 | 96,95,282 | 0.7799 |
| 1,001-5,000 | 12,769 | 2,76,28,961 | 2.2224 |
| 5,001-10,000 | 1,885 | 1,32,67,984 | 1.0673 |
| 10,001-20,000 | 946 | 1,32,88,922 | 1.0689 |
| 20,001-30,000 | 316 | 76,69,824 | 0.6169 |
| 30,001-40,000 | 148 | 51,91,759 | 0.4176 |
| 40,001-50,000 | 85 | 38,32,282 | 0.3083 |
| 50,001-1,00,000 | 278 | 2,02,76,047 | 1.6310 |
| 1,00,001 and above | 642 | 1,11,26,69,168 | 89.5009 |
| Total | 6,50,129 | 1,24,31,92,544 | 100 |

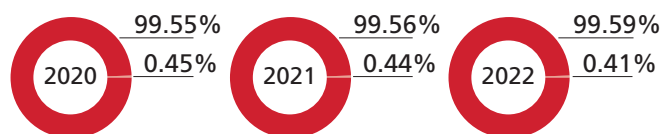
* Without consolidating the folios on the basis of PAN

13. Category wise shareholding as of 31st March, 2022



14. Dematerialisation of Shares and Liquidity

99.59% of the paid-up Ordinary (Equity) Share Capital of your Company is held in a dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March, 2022. The market lot of the Share of your Company is one Share, as the trading in the Equity Share of your Company is permitted only in dematerialised form. The Non-Promoters' holding as on 31st March, 2022 is around 81.12% and the stock is highly liquid.



■ Dematerialized ■ Physical

15. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

3,75,50,630 GDRs constituting 3.02% of the paid-up Equity Share Capital were outstanding as on 31st March, 2022. Since the underlying Ordinary (Equity) Shares represented by GDRs have been allotted in full, the outstanding GDRs have no

impact on the Equity of the Company. There are no other convertible instruments outstanding as on 31st March, 2022.

16. Commodity price risk or Foreign Exchange Risk & hedging activities

The Financial Year 2021-22 witnessed a sharp rise in prices of all the commodities with major increase in sheet metal, castings and forgings on account of supply disruption due to lock downs and sharp recovery thereafter. Despite sharp increase in raw material prices your Company stayed focused on cost reduction through measures like VAVE, negotiation with suppliers, long term price contracting, etc.

Your Company continues to watch the market situation closely and continues to focus on mitigating commodity price volatility through "Commodity Risk Management" and other cost reduction measures. Hedging of currencies and commodities are being governed in accordance with the Foreign Exchange Risk Management Policy and Commodity Risk Management Policy, approved by the Board of Directors of your Company.

The details of Foreign Exchange hedging activities undertaken by the Company are disclosed in Note No.38 to the Annual Accounts of the Annual Report.

Disclosures regarding commodity price risk and hedging activities, the details of exposure of the Company to material commodities and risks faced by it throughout the year as mandated by Regulation 34(3) read with clause 9(n) of Part C of Schedule V of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated 15th November, 2018, is as follows:

- (a) Total exposure of the listed entity to commodities in INR: Rs.9,238 crores
(b) Exposure of the listed entity to various commodities:

| Commodity Name | Exposure towards the particular commodity (Rs Crs)* | F22 Exposure in Quantity terms towards the particular commodity (tons)# | % of such exposure hedged through commodity derivatives | | | | |
|--------------------------|--|---|---|----------|----------------------------|----------|-------|
| | | | Domestic market | | International market (LME) | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| Flat Steel (Sheet Metal) | 4,401 | 6,10,760 | Nil | Nil | Nil | Nil | Nil |
| Casting | 2,403 | 4,84,871 | Nil | Nil | Nil | Nil | Nil |
| Alloy Steel (Forging) | 2,434 | 3,44,101 | Nil | Nil | Nil | Nil | Nil |

* As per average prices of FY22

As per Actual F22 Volumes

- (c) Commodity risks faced by the listed entity during the year and how they have been managed:
The commodity risks on above commodities are mitigated through close monitoring of commodity movements and mitigation measures like value engineering yielding significant cost reduction.

17. Plant Locations

Your Company's manufacturing facilities are located at Kandivali, Nashik, Igatpuri, Nagpur, Chakan, Zaheerabad, Jaipur, Rudrapur, Haridwar, Mohali and Pithampur.

18. Address for correspondence

Shareholders may correspond with the Registrar and Transfer Agents at:

KFin Technologies Limited
(Formerly known as KFin Technologies Private Limited)

Unit: Mahindra & Mahindra Limited
Selenium, Tower B, Plot No. 31-32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi,
Telangana - 500032, India.

Tel. No. : +91 40 6716 2222

Fax No. : +91 40 2342 0814

Email : einward.ris@kfintech.com

Website : www.kfintech.com

Toll Free No. : 1800 3094 001

for all matters relating to transmission/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of your Company.

Other Service Centers of KFin Technologies Limited for investors:

Mumbai:

KFin Technologies Limited,
24/B Raja Bahadur
Compound, Ambalal Doshi
Marg, Behind BSE Building,
Fort, Mumbai - 400001.

Pune:

KFin Technologies Limited,
Office # 207-210, second
floor, Kamla Arcade,
JM Road, Opposite
Balgandharva,
Shivaji Nagar,
Pune - 411005.

New Delhi:

KFin Technologies Limited,
305 New Delhi House,
27 Barakhamba Road,
New Delhi - 110001.

Bengaluru:

KFin Technologies Limited,
No. 35, Puttanna Road,
Basavanagudi,
Bengaluru - 560004.

Kolkata:

KFin Technologies Limited,
2/1 Russel Street, 4th Floor,
Kankaria Centre,
Kolkata - 700071.

Chennai:

KFin Technologies Limited,
9th Floor, Capital Towers,
180, Kodambakkam High
Road, Nungambakkam
Chennai - 600 034.

Your Company has also designated investors@mahindra.com as an exclusive email ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website. KFin Technologies Limited also acts as Registrar and Transfer Agents for the Listed Non-Convertible Debentures of the Company.

Security holders would have to correspond with the respective Depository Participants for Securities held in dematerialised form for transfer/transmission of Shares, change of Address, change in Bank details, etc.

For all investor related matters, the Company Secretary & Compliance Officer can also be contacted at:

Mahindra Towers,
5th Floor, Dr. G. M. Bhosale Marg,
Worli, Mumbai - 400 018.
Tel. No. : +91 22 2490 5812 / 2491 7029
Email: investors@mahindra.com

Your Company can also be visited at its website:
<https://www.mahindra.com>.

19. Name and Address for correspondence with Debenture Trustee

Axis Trustee Services Limited
The Ruby, 2nd Floor,
SW, 29 Senapati Bapat Marg,
Dadar West,
Mumbai - 400 028.
Tel. No. : +91 22 6230 0425
Fax No. : +91 22 6230 0700
E-mail : debenturetrustee@axistrustee.in;
complaints@axistrustee.in.

20. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account:

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

| Particulars | Number of Shareholders | Number of Equity Shares |
|---|------------------------|-------------------------|
| Aggregate Number of Shareholders and the outstanding shares in the Suspense Account lying as on 1 st April, 2021 | 2,486 | 5,73,026 |
| Less: Number of Shareholders who approached the Company for transfer of shares from suspense account (which number is same as the shares transferred from suspense account during the year) | 29 | 13,040 |
| Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on 31 st March, 2022 | 2,457 | 5,59,986 |

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

21. Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of this Annual Report.

22. Details of non-compliance, etc.

Your Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets. The Company has also complied with the requirements of Corporate Governance Report of Paras (2) to (10) mentioned in Part 'C' of Schedule V of the Listing Regulations and disclosed necessary information as specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of the Listing Regulations in the respective places in this Report.

23. Unclaimed Dividend and shares transferred to Investor Education and Protection Fund ("IEPF")

In accordance with the provisions of sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the company to the Investor Education and Protection Fund ("IEPF").

The IEPF Rules mandate companies to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more in the name of IEPF. The Members whose dividend/shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the IEPF Rules.

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due for transfer to the IEPF Authority and simultaneously published newspaper advertisement.

The details of Dividend remitted to IEPF during the year:

| Financial Year | Dividend declared on | Amount transferred to IEPF (in Rs.) | Date of transfer to IEPF |
|----------------|------------------------------|-------------------------------------|----------------------------------|
| 2013-14 | 8 th August, 2014 | 3,22,73,150.00 | 24 th September, 2021 |
| 2020-21* | 6 th August, 2021 | 1,76,69,951.75 | 9 th August, 2021 |

* Dividend on shares which are transferred to IEPF.

24. Shares transferred/ credited to IEPF

During the year 2021-22, the Company transferred 1,20,649 Ordinary (Equity) Shares to IEPF Authority corresponding to unclaimed dividend for the year 2013-14. The IEPF Authority holds 24,57,866 Ordinary (Equity) Shares in the Company as on 31st March, 2022.

Pursuant to IEPF Rules, given below are the Ordinary (Equity) Shares transferred to and released from IEPF Authority:

| Particulars | Number of shares transferred to IEPF |
|--|--------------------------------------|
| Transferred to IEPF during the year 2017-18 | 11,00,234 |
| Bonus shares credited to IEPF on 26-12-2017 | 11,00,234 |
| Total number of shares held by IEPF as on 31 st March, 2018 | 22,00,468 |
| Transferred to IEPF during the year 2018-19 | 61,352 |
| Total number of shares held by IEPF as on 31 st March, 2019 | 22,61,820 |
| Transferred to IEPF during the year 2019-20 | 62,079 |
| Released from IEPF during the year 2019-20 | 31,012 |
| Total number of shares held by IEPF as on 31 st March, 2020 | 22,92,887 |
| Transferred to IEPF on 8 th April, 2020 | 30 |
| Total number of shares held by IEPF as on 8 th April, 2020 | 22,92,917 |
| Transferred to IEPF during the year 2020-21 | 60,436 |
| Released from IEPF during the year 2020-21 | 13,412 |
| Total number of shares held by IEPF as on 31 st March, 2021 | 23,39,941 |
| Transferred to IEPF during the year 2021-22 | 1,20,649 |
| Released from IEPF during the year 2021-22 | 2,724 |
| Total number of shares held by IEPF as on 31 st March, 2022 | 24,57,866 |

The voting rights on these shares shall remain frozen until the rightful owner claims the shares.

The Company has appointed a Nodal Officer under the provisions of IEPF Rules, the details of which are available on the website of the Company <https://www.mahindra.com/contact-us>.

Further, the Company has also appointed Deputy Nodal Officers to assist the Nodal Officer to, *inter alia*, verify the claim(s) and co-ordinate with the IEPF Authority.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2021 on the Company's website at the web link: <https://www.mahindra.com/investors/reports-and-filings> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in/.

The following table provides dates on which unclaimed dividend and their corresponding shares would become liable to be transferred to the IEPF:

| Year | Date of declaration of dividend | Due date for transfer to IEPF | Amount (Rs.) (As on 31 st March, 2022) |
|---------|---------------------------------|---------------------------------|--|
| 2014-15 | 7 th August, 2015 | 9 th September, 2022 | 2,22,06,600.00 |
| 2015-16 | 10 th August, 2016 | 9 th September, 2023 | 3,14,93,028.00 |
| 2016-17 | 4 th August, 2017 | 3 rd September, 2024 | 3,02,34,659.00 |
| 2017-18 | 7 th August, 2018 | 6 th September, 2025 | 2,62,51,672.50 |
| 2018-19 | 7 th August, 2019 | 6 th September, 2026 | 3,13,07,302.00 |
| 2019-20 | 7 th August, 2020 | 7 th September, 2027 | 82,79,474.90 |
| 2020-21 | 6 th August, 2021 | 7 th September, 2028 | 2,14,03,826.00 |

IX. OTHER DISCLOSURES

1. Compliance with Mandatory requirements

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

2. Compliance with Non-mandatory requirements:

(a) Separate posts of Chairman and CEO

Your Company has separate posts of Chairman and CEO. Whilst Mr. Anand G. Mahindra is the Non-Executive Chairman (Executive Chairman upto 11th November, 2021), Dr. Pawan Goenka, was the Managing Director and CEO of the Company upto 2nd April, 2021 and Dr. Anish Shah who was Deputy Managing Director and Group Chief Financial Officer has taken over as Managing Director and Chief Executive Officer of the Company with effect from 2nd April, 2021.

(b) Office for Non-Executive Chairman

Mr. Anand G. Mahindra, Non-Executive Chairman of the Company is entitled to maintain a full-fledged office including staff, appropriate security, etc., the expense of which is borne by the Company.

(c) Unmodified Audit Opinion

During the year under review, there is no audit qualification in your Company's standalone financial statements. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified audit qualifications.

3. Details of utilisation of funds of Preferential Allotment/QIP

The Company has not raised funds through Preferential Allotment/QIP during the year under review.

4. Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors

A certificate from Company Secretary in Practice certifying that none of the Directors on the Board of the Company as on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such Statutory Authority, is annexed at the end of this Report.

5. Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries for the Financial Year 2021-22

Total fees paid by the Company and its Subsidiaries on a consolidated basis, to the Statutory Auditor viz. B S R & Co. LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022 and all entities in the network firm/network entity of which the Statutory Auditors is a part, are as follows:

(Rs. in Crores)

| Particulars | Amount |
|--|--------------|
| Audit Fees (Including Limited Review Fees) | 9.24 |
| Other Services | 1.10 |
| Reimbursement of expenses | 0.18 |
| Total | 10.52 |

6. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the Financial Year 2021-22 is as under:

- (a) Number of complaints filed during the financial year under review : 9
- (b) Number of complaints disposed of during the financial year under review : 7
- (c) Number of complaints pending as on end of the financial year : 2

7. Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:

During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

8. Particulars of loans/advances/investments pursuant to Para A of Schedule V of the Listing Regulations:

The particulars of loans/advances/investments required to be disclosed pursuant to Para A of Schedule V of the Listing Regulations are furnished separately in the Annual Report.

X. GENERAL BODY MEETINGS**Details of General Meetings and Special Resolutions passed**

AGM held during the past 3 years and the Special Resolutions passed therein:

| Year | Date | Time | Special Resolutions passed | Web link for webcast/transcripts |
|---------|------------------------------|-----------|--|---|
| 2019* | 7 th August, 2019 | 3:00 p.m. | 1. Re-appointment of Dr. Vishakha N. Desai (DIN: 05292671), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 8 th August, 2019 to 30 th April, 2024. | — |
| | | | 2. Re-appointment of Mr. Vikram Singh Mehta (DIN: 00041197), as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 8 th August, 2019 to 7 th August, 2024. | |
| 2020** | 7 th August, 2020 | 3:00 p.m. | 1. Re-designation of Dr. Pawan Goenka (DIN: 00254502), as "Managing Director and Chief Executive Officer" with effect from 1 st April, 2020, revision in the remuneration payable to him with effect from 1 st August, 2020 upto 11 th November, 2020 and re-appointment as "Managing Director and Chief Executive Officer" of the Company with effect from 12 th November, 2020 to 1 st April, 2021. | https://www.mahindra.com/investors/reports-and-filings?year=2020-2021&category=&tab=tabs-2#show-secretarial-reports |
| | | | 2. Appointment of Dr. Anish Shah (DIN: 02719429), as Whole-time Director designated as "Deputy Managing Director and Group Chief Financial Officer" from 1 st April, 2020 to 1 st April, 2021 and as the Managing Director of the Company designated as "Managing Director and Chief Executive Officer" with effect from 2 nd April, 2021 to 31 st March, 2025. | |
| | | | 3. Appointment of Mr. Rajesh Jejurikar (DIN: 00046823), as Whole-time Director designated as "Executive Director (Automotive and Farm Sectors)" for a period of 5 years with effect from 1 st April, 2020 to 31 st March, 2025. | |
| 2021*** | 6 th August, 2021 | 3:00 p.m. | 1. Re-appointment of Mr. T. N. Manoharan (DIN: 01186248) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 11 th November, 2021 to 10 th November, 2026. | https://www.mahindra.com/investors/reports-and-filings?year=2021-2022&category=&tab=tabs-2#show-secretarial-reports |
| | | | 2. Payment of remuneration to Mr. Anand G. Mahindra (DIN: 00004695) as a Non-Executive Chairman of the Company for a period of 5 (five) years with effect from 12 th November, 2021. | |

* The Meeting was held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai – 400 020.

** In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, and SEBI's Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company conducted the AGM through Video Conferencing /Other Audio Visual Means ("VC"/"OAVM").

*** In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively read with MCA General Circular No. 02/2021 dated 13th January, 2021, and SEBI's Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, the Company conducted the AGM through Video Conferencing /Other Audio Visual Means ("VC"/"OAVM").

Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGMs of the Company held in the year 2020 and 2021 were deemed to have been conducted at the Registered Office of the Company being the deemed venue of the AGM.

No Extraordinary General Meeting was held during the past 3 years.

No Special Resolution(s) requiring a Postal Ballot is being proposed at the ensuing AGM of the Company.

No Postal Ballot was conducted during the Financial Year 2021-22.

DECLARATION UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of Mahindra & Mahindra Limited

I, Anish Shah, Managing Director and Chief Executive Officer of Mahindra & Mahindra Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2022.

Mumbai, 28th May, 2022

Anish Shah
Managing Director and Chief Executive Officer

CERTIFICATE

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

TO THE MEMBERS OF MAHINDRA & MAHINDRA LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 22 August 2017 and addendum to the engagement letter dated 21 September 2018.
2. We have examined the compliance of conditions of Corporate Governance by **Mahindra & Mahindra Limited**, for the year ended 31 March 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. 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.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2022.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Jamil Khatri
Partner

Place: Mumbai
Date: 28 May 2022

Membership No: 102527
ICAI UDIN: 22102527AJTXNR4785

CERTIFICATE

[Pursuant to Regulation 34(3) and sub-clause (i) of clause (10) of Paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Mahindra and Mahindra Limited
Gateway Building, Apollo Bunder,
Mumbai – 400 001

I have examined the relevant registers, returns and records maintained by Mahindra and Mahindra Limited (“the Company”) having CIN L65990MH1945PLC004558 and registered office at Gateway Building, Apollo Bunder, Mumbai – 400 001, forms and disclosures received from the Directors of the Company, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with sub-clause (i) of clause (10) of Paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors’ Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its Officers, I certify that none of the Directors on the Board of the Company for the Financial year ended on March 31, 2022 has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory Authority.

Ensuring eligibility for appointment / continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

Place: Pune
Date: 28 May, 2022

CS SACHIN BHAGWAT
Membership No.: A 10189
C. P. No.: 6029
UDIN: A010189D000413867
PR Certificate No.: 654/2020

The background features a complex geometric design with overlapping chevron and triangular shapes in various shades of gray. A prominent feature is a trail of white, semi-transparent particles that curves across the center of the page, creating a sense of motion and depth. The overall aesthetic is modern and technical.

**BUSINESS
RESPONSIBILITY
REPORT**

—

Business Responsibility Report

For the Financial Year 2021-22

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company : L65990MH1945PLC004558
2. Name of the Company : Mahindra & Mahindra Limited
3. Registered address : Gateway Building, Apollo Bunder, Mumbai - 400001
4. Website : <https://www.mahindra.com>
5. Email ID : investors@mahindra.com
6. Financial Year reported : 01.04.2021 to 31.03.2022

7. Sector(s) that the Company is engaged in (industrial activity code-wise):

| Description | Industrial Activity Code | | |
|----------------|--------------------------|-------|-----------------------------------|
| | Group | Class | Sub-class |
| Automotive | 291 | 2910 | 29101, 29102, 29103, 29104, 29109 |
| Farm Equipment | 282 | 2821 | 28211, 28212 |
| Truck and Bus | 282 | 2824 | 28243 |

8. List three key products/services that the Company manufactures/provides (as in balance sheet):

- i. Passenger Vehicles (Utility Vehicles, Multi-Purpose Vehicles and Cars)
- ii. Commercial Vehicles
- iii. Tractors

9. Total number of locations where business activity is undertaken by the Company:

- a) Number of International Locations: 0
- b) Number of National Locations: 35

10. Markets served by the Company – Local/State/National/International: All

Section B: Financial Details of the Company

| | | |
|--|---|--|
| 1. Paid up Capital (INR) | : | 621.60 crores |
| 2. Total Turnover (INR) | : | 57,446 crores |
| 3. Total profit after taxes (INR) | : | 4,935 crores |
| 4. Total Spending on Corporate Social Responsibility (CSR) (INR) as percentage of profit after tax (%) | : | 97.08 crores As per section 135 of the Companies Act, 2013, the CSR spend is 2% of average net profits of the preceding three financial years |
| 5. List of activities in which expenditure in 4 above has been incurred | : | (a) Health and Sanitation (b) Education and Skilling (c) Women Empowerment (d) Environment and Ecological Initiatives (e) Rural Development (f) Disaster Management |

Section C: Other details

1. Does the Company have any Subsidiary Company/Companies?

Yes, the Company has 177 Subsidiary companies as on March 31, 2022.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

Yes.

For the year 2021-22, Sustainability initiatives have been undertaken at 15 subsidiaries, mentioned below:

1. Mahindra Electric Mobility Limited
2. Mahindra Agri Solutions Limited
3. Mahindra EPC Irrigation Limited
4. Mahindra Lifespace Developers Limited
5. Mahindra World City Developers Limited
6. Mahindra World City (Jaipur) Limited
7. Mahindra Holidays & Resorts India Limited
8. Mahindra & Mahindra Financial Services Limited
9. Mahindra Rural Housing Finance Limited
10. Mahindra Insurance Brokers Limited
11. Mahindra Intertrade Limited
12. Mahindra Steel Service Centre Limited
13. Mahindra Logistics Limited
14. Mahindra Heavy Engines Limited
15. Mahindra Susten Private Limited

3. Do any other entity/entities (e.g., suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

Yes.

- More than 60% of suppliers participate in BR initiatives.
- M&M supplier portfolio includes many nationally and internationally renowned suppliers who follow robust sustainability practices.
- 'Sustainability' awareness session has been conducted for most of the needy supplier base.
- In the last four years, 793 suppliers have participated in these awareness/capacity building sessions.
- In FY 2021-22, two sustainability capacity building sessions namely 'Zero Waste to Landfill' practices and 'Beyond Reporting - More Value from Materiality' were conducted.
- Strategic Suppliers Annual meet is planned in FY2023 H1 to reward and motivate high performing suppliers.
- With our guidance, various suppliers have installed solar energy plants and some of them are also connected to the National Grid.

Section D: BR Information

1. Details of Director/Directors responsible for BR

a) Details of the Director/Director responsible for implementation of the BR policy/policies

| | |
|-------------|---|
| DIN Number | : 02719429 |
| Name | : Dr. Anish Shah* |
| Designation | : Managing Director and Chief Executive Officer |

* from 2nd April 2021.

| | |
|-------------|---|
| DIN Number | : 00254502 |
| Name | : Dr. Pawan Kumar Goenka** |
| Designation | : Managing Director and Chief Executive Officer |

** ceased as MD & CEO of the Company consequent to his term coming to an end from close of 1st April 2021.

b) Details of the BR Head

| Sr. No. | Particulars | Details |
|---------|----------------------------|---|
| 1. | DIN Number (If applicable) | NA |
| 2. | Name | Mr. Rajeshwar Tripathi |
| 3. | Designation | Chief Human Resources Officer - Auto and Farm Sectors, M&M Ltd. |
| 4. | Telephone Number | +9122 2884 9702 |
| 5. | Email ID | tripathi.rajeshwar@mahindra.com |

2. Principle-wise (as per NVGs) BR Policy/policies

The Business Responsibility Policy ("BR Policy") addressing the following 9 principles as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs), duly approved by Board, is in place. This policy is operationalized and supported by various other policies, guidelines and manuals.

- P1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- P3: Businesses should promote the wellbeing of all employees.
- P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- P5: Businesses should respect and promote human rights.
- P6: Business should respect, protect, and make efforts to restore the environment.
- P7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- P8: Businesses should support inclusive growth and equitable development.
- P9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

a) Details of compliance (Reply in Y/N)

| Sr. No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---------|--|-------------------------|------------------------|------------------------|--------------------------------|----------------------|------------------------------|------------------------|--------------------------|---------------------------|
| | | Ethics and Transparency | Product Responsibility | Wellbeing of employees | Responsiveness to Stakeholders | Respect Human Rights | Environmental Responsibility | Public policy advocacy | Support inclusive growth | Engagement with Customers |
| 1. | Do you have a policy/policies for | Yes | Yes Note 1 | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 2. | Has the policy been formulated in consultation with the relevant stakeholders? | N Note 2 | N Note 2 | N Note 2 | N Note 2 | N Note 2 | N Note 2 | N Note 2 | N Note 2 | N Note 2 |
| 3. | Does the policy conform to any national /international standards? If yes, specify? (50 words) | Yes | Yes | Yes | Yes | Yes | Yes | NA Note 3 | Yes | Yes |
| 4. | Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director? | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 5. | Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy? | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 6. | Indicate the link for the policy to be viewed online? | Yes Note 4 | Yes Note 4 | Yes Note 4 | Yes Note 4 | Yes Note 4 | Yes Note 4 | Yes Note 4 | Yes Note 4 | Yes Note 4 |
| 7. | Has the policy been formally communicated to all relevant internal and external stakeholders? | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 8. | Does the company have an in-house structure to implement the policy/policies? | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 9. | Does the company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies? | Yes | Yes | Yes | Yes | Yes Note 5 | Yes | NA Note 3 | Yes | Yes |
| 10. | Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency? | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |

Note 1 – The Company complies with consumers' awareness through appropriate product labelling and operator manual & instructions which ensure safe usage by the customer. However, the Company's current control is limited till warranty period. The Company is in the process of addressing this by appropriate communication to all value chain members for their responsibilities.

Note 2 – While there is no formal consultation with all stakeholders, the relevant policies have evolved over a period of time by taking inputs from concerned internal stakeholders.

Note 3 – This question is not applicable for influencing public and regulatory policy.

Note 4 – It has been the Company's practice to upload all policies on the intranet site for the information and implementation by the internal stakeholders. The Code of Conduct for Directors, the Employee Code of Conduct, Business Responsibility Policy and Corporate Social Responsibility Policy can be accessed in the Governance section at the Web-link:

<https://www.mahindra.com/investors/reports-and-filings?tab=tabs-4#investor-governance>

Note 5 – The Company has a "Ethics & Governance Policy" to address grievances. There is a Corporate Governance Cell where these issues are dealt with.

3. Governance Related to BR

a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The Board level Corporate Social Responsibility Committee evaluates the Company's BR performance twice a year. The Board is supported by the Group Sustainability Council, Group CSR Council, Central Safety Council, and Corporate Governance Council that convene every three months to review progress.

b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes.

Mahindra Group has annually been publishing a Sustainability Report since 2007-08. All Sustainability Reports from 2007-08 are GRI compliant. The Sustainability Report for FY 2020-21 is accessible on the Company's Website at the hyperlink <https://www.mahindra.com/resources/pdf/sustainability/Mahindra-Sustainability-Report-2020-21.pdf>

The Sustainability Report for FY 2021-22 is under preparation and will be uploaded on the website of the Company in due course of time.

Section E: Principle-wise performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy related to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Yes.

- The Company has a Code of Conduct that is applicable to all the Company's Directors as well as all employees.
- The Code of Conduct covers issues related to ethics and bribery. It also covers all dealings with Suppliers, customers and other business partners including Joint Ventures, and other stakeholders.

- The Company also has a Code of Conduct for Suppliers and Vendors.
- The Company has a Policy on Anti-Bribery and Anti-Corruption which is listed on the Company's website. The Policy covers all stakeholders of the Company.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so. –

During the reporting year, 30 investor complaints were received by the Company, all of which have been attended to/resolved till date. These complaints pertain to non-receipt of dividend, non-receipt of shares, etc.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities

| | |
|---|--|
| <p>1. Passenger Vehicles (UV/ MPV/ Cars)</p> | <p>All-New global SUV-XUV700</p> <ul style="list-style-type: none"> • Debuts All-New B56 compliant range of petrol and diesel powertrains. Offering significant improvement in performance and efficiency. • 2.0L TGDI 200 PS (147kW) @ 5000 Rpm, 380 Nm@ 1750-3000Rpm. • 2.2 L CRDi, 155 PS (114 kW) @ 3750 Rpm, 360 Nm@1500-2800 Rpm and 185 PS (136 kW) @ 3500 Rpm 420 Nm @ 1600-2800 Rpm (MT), 450 Nm @ 1750-2800 Rpm (AT). • World class safety with new generation architecture, ESP, ABS, Airbags, ISOFIX. • Advanced Driver Assistance system with Driver Drowsiness alert. • 6-way power seat with Memory. |
|---|--|

| | |
|--|--|
| | <p>New Bolero Neo</p> <ul style="list-style-type: none"> • 100hp mHawk engine, tough built body the Body on Frame construction, rear wheel drive and multi-terrain technology. • Driver information system. • Hi-tech Voice messaging system. • Eco Mode, Micro hybrid technology with ESS (Electronic Start-Stop). • Comfortable cabin and safety technology such as standard dual airbags, anti-lock braking system (ABS) with electronic brake distribution (EBD) and cornering brake control (CBC). • Cutting edge cruise control, Intellipark reverse assist. • Dual airbags for driver and co-driver. • Automatic door locks, High speed alert warnings. • Dependable cornering brake control. • ISOFIX child seat, Seat belt reminder. • Static bending, Follow me headlamps. • Digital immobiliser. |
| <p>2. Light Commercial Vehicles</p> | <p>e Alfa Cargo</p> <ul style="list-style-type: none"> • The launch of the e Alfa Cargo marks the entry of Mahindra in the rapidly growing e-cart segment. • e Alfa Cargo aims to provide sustainable, pollution-free solutions in the cargo segment. • India's largest service network, for electric 3-wheelers, with approximately 300 outlets. • Saves up to Rs. 60,000.00 with the e Alfa Cargo on fuel costs vs diesel cargo 3-wheelers (Rs. 86.6/litre, prevailing rate as of December 2021 in Delhi). • Low running cost of just 59 Paise per kilometre (considering electricity charges at Rs. 8/unit). • Go the distance with 80 km range on e Alfa Cargo, peak power of 1.5 kW. • Top speed of 25 km/h. • With an off board 48 V/15 A charger, charging the e Alfa Cargo is as easy as charging a mobile phone. |

| | |
|---|---|
| <p>3. Tractors (Farm Division)</p> | <p>Yuvo Tech+ tractors</p> <ul style="list-style-type: none"> • 6 years warranty best in the industry. • Robust Product design. • No. 1 Channel reach – Easy availability of spares & service points. • Powerful 3-Cylinder M Zip engine with enhanced back up torque up to 25%. • High Max torque (183 Nm for 31.33kW - 42 HP tractor) – gives more coverage in less time. <p>Best in class PTO HP suitable for rotary implements.</p> <p>Most fuel-efficient engine – saves money.</p> <ul style="list-style-type: none"> • Enhanced Lift Capacity up to 1700 kgs, lifts heaviest of implement with ease. • 12 Forward + 3 Reverse, makes tractor suitable for any soil condition & multi applications. |
| | <p>Mahindra JIVO</p> <ul style="list-style-type: none"> • Mahindra JIVO ensures greater profits to the customer because of its low maintenance, best in class mileage, and easy spare part availability along with low cost. • The new Mahindra Jivo 305 (28hp-4WD) for Vineyard and Orchard specific requirements is launched successfully to meet most of the applications with lesser fuel consumption. • JIVO 24 HP E-Governor (Instead of typical mech governor in engine, E-Governor was added in engine) variant launched in January 2022 to meet the Vineyard application requirement of Uniform sprayer application. |

Mahindra NOVO

- NOVO Platform consists of 3- & 4-cylinders Inline & CRDe Engine with power rating above 50 hp upto 100 hp, compliant to various global emission norms including India.
- Bundle of transmissions to choose in mechanical & power shuttle.
- Speed combinations are 15x3, 12x12, 15x15 and 20x20 (Forward x Reverse).
- NOVO platform is equipped with various type of PTO to meet varying needs of customers for different applications viz., 540 & 540E, 540 & 540 Reverse, 540 & 1000 rpm.
- Efficient hydraulics suitable for all kind of soils with 2200 kg, 2500 kg & 2600 kg lift capacities.
- Available both in Open Station and Cabin with Heating Ventilation & Air Conditioning (HVAC) version for operator's comfort.
- Technologically advanced range of tractors which can handle more than 40 farming applications in different soil conditions with longest service interval of 400 hours.
- In F22, Tractors have been integrated to extremely innovative and one of its kind cleaner **Trem-IV** engine with multimode switch for better productivity and fuel economy for domestic market.
- Indigenously designed and developed **4WD Front Axle** has been integrated for export markets.

Tez e Range of Rotavators

- The Tez e range of Rotavators are the first in their class to deliver an unique value proposition of:
- App based interface with the operator to maintain Rotavator Rotor RPM for delivering Best in class Fuel Consumption and Productivity.
- Bluetooth enabled user interface to record operational hours of the Rotavator.
- This intelligent rotavator gives us the first mover advantage in the tillage implement space.
- By saving 400 ml of fuel per tractor - hour, this solution enables saving of 120 Mn litres of Diesel for 6 Lac new tractors being sold every year.
- With 2.68 Kgs of CO₂ emitted per litre of Diesel combusted, this solution saves 0.3 Mn Tonnes of CO₂ in India.

Swaraj Gen2 8100 EX Self-Propelled Combine Harvester

- Generating a power output of 101 HP, the Swaraj Gen2 8100 EX Self-Propelled Combine Harvester has a good ground clearance and a smaller turning radius, with a large grain tank having a capacity of 2140 litres, which is also easy to clean and service.
- Features five straw walkers and a sieve area of 4.72 Sq. meter, which minimizes the loss of grain.
- Designed and developed to efficiently harvest rice, wheat and soyabean which will enable reaping, threshing, and winnowing of grains efficiently, with minimal grain loss and breakage.
- Equipped with the latest GPS enabled tracking system, the Swaraj Gen 2 8100 EX with remote live tracking of location and performance parameter.

4. Swaraj**CODE**

- CODE is a new category of farm equipment (Ride on Type Multipurpose Toolbar).
- A multi-purpose farm equipment powered with a 11 HP Honda engine, 6 forward and 3 reverse speeds, Double acting hydraulics and Oil immersed brakes.
- This product has added versatility of changing the ground clearance for intercrop cultivation and also a 180° configuration for operating front mounted attachments.
- This product helps farmers manage their farms most efficiently. Its compact size makes it ideal for crop care operations (like weeding and spraying) as it reduces the farmer's dependence on labour drastically and significantly reduces operational costs.

855 FE with 12 + 3 speed transmission

- New variant introduced with 15 speed options (12 forward and 3 reverse), providing enhanced productivity and better application suitability to the customer and which gives an edge in performance, reliability and efficiency.
- Key features of this variant are, 15 Speed options (L, M, H range gear box), PCM Gear box, Side Shift providing better ergonomics, Independent PTO, Heavy duty front axle, 2000 Kg lift capacity & Easy hitch.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

There is no specific resource use tracking method for the products mentioned above. However, the entire portfolio's resource usage is recorded and monitored. The resource consumption per unit of equivalent vehicle or equivalent tractor manufactured is tracked since the product portfolio is diversified across multiple manufacturing locations of the Company. In the reporting year, the methodology for computation was updated to include data from Chakan in the Automotive Division and Swaraj Foundry in the Farm + Swaraj Division. The following table provides resource use estimation for the current year and restated estimates for the previous year:

| Resource Use | Divisions | Unit of Measurement | Current Year 2021-22 | Previous Year 2020-21 (With Revised Calculation) | Previous Year 2020-21 (as reported in Annual Report) |
|--|------------------------|--|----------------------|--|--|
| Specific Energy Consumption | Automotive Division | GJ / Equivalent Vehicles | 1.583 | 1.538 | 1.410 |
| | Farm + Swaraj Division | GJ / Equivalent Tractors | 1.417 | 1.433 | 1.174 |
| Specific Green House Gas Emissions (Scope 1 & 2) | Automotive Division | tCO ₂ / Equivalent Vehicles | 0.204 | 0.211 | 0.192 |
| | Farm + Swaraj Division | tCO ₂ / Equivalent Tractors | 0.207 | 0.213 | 0.160 |
| Specific Water Consumption | Automotive Division | KL / Equivalent Vehicles | 1.348 | 1.492 | 1.234 |
| | Farm + Swaraj Division | KL / Equivalent Tractors | 0.846 | 0.912 | 0.816 |

ii. Reduction during usage by consumers (energy, water) achieved since the previous year

Reduction in energy consumption would be observed at Consumers' end over the years due to advancements in technologies and improved fuel efficiency of vehicles. However, monitoring such a reduction is difficult since it is completely dependent on the driving behaviour of individual consumers.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

- Under the umbrella of "ONE SOURCING," the Company has been attempting to improve the degree of sustainability considerations in its sourcing processes. This includes strategy of one supplier per platform and common supplier basket for multiple businesses, setting up of vendor parks at its new plants, sourcing from tightly knit clusters, optimizing logistics to reduce fuel consumption, emissions and carbon footprint, re-working packaging to minimize waste and maximize re-use.
- Mahindra has a Green Supply Chain Management Policy and a Supplier Code of Conduct that has been shared with all suppliers, through which the Company is committed to increasing awareness of legal compliances, increasing eco-efficiency, and promoting employee health and safety initiatives, among other things in the supply chain.
- Supplier meetings, business evaluations, several training sessions, and the two-way interactive M SETU Platform provide continuous contact with suppliers.
- To encourage suppliers to bolster their sustainability agenda, the "Annual Sustainability Award" was established to reward exemplary supplier practices.
- To promote ethical behaviour, the Supplier Code of Conduct version 2.0 was launched in FY 2020-21 for suppliers to declare conformity with the M&M Supplier Code of Conduct. By spend, more than 78 percent of suppliers have signed the Code of Conduct till date.
- To ensure a safe working environment in the supply chain, in FY 2020-21 the Company began third-party supplier safety audits, with feedback offered to suppliers for improvement. The scope of safety audits was expanded in FY 2021-22, with a total of 317 vendors covered by the end of the financial year.
- We have been working on a Zero Wood Waste Policy and other initiatives for the past four years. By reducing/eliminating wooden and corrugated packing, we were able to save 8430.01 tCO₂.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes. The Company consistently purchases goods and services from local suppliers.

- Through communication meetings and supplier business evaluations, the purchasing group shares its yearly plans and tentative plans for the following two years with its key suppliers.
- These suppliers receive management and technical support in order to train them on best practises and procedures that will boost productivity, quality, cost, delivery, safety, and morale (PQCDSM).
- Initiatives such as Supplier Business Capability Building (SBCB), Mahindra Supplier Evaluation Standard (MSES), Technical Capability Building programmes, Supply Risk Mitigation & Management (SRMM), Safety Training & assessments, technical support for special processes during new product development, VAVE (Value Analysis Value Engineering) activities, and Associate Value Specialist Program for suppliers, among others, are used to achieve the above.
- The Company is concentrating its efforts on developing supplier parks near its operations, such as Chakan Supplier Park and Zaheerabad Supplier Park.
- The Company continues to prioritise purchasing from local suppliers that are geographically close to its manufacturing facility.
- Almost all sourcing is done domestically, with only a small fraction of inputs being sourced from outside the country.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as 10%). Also, provide details thereof, in about 50 words or so.

Yes, the Company is continually striving to build a system to recycle products and reduce waste generated during car and tractor manufacturing.

- The Company has established well-documented procedures to guarantee compliance with the European Union Directive 2005/64/EC, which is currently in effect for automobiles exported to the European Union.

- Mahindra's goal is to reduce the amount of waste generated by End-of-Life Vehicles (ELVs) and to enhance the number of ELVs recovered and recycled. Export automobiles come with information on recyclable parts and a dismantling manual.
- To determine the recyclability, recoverability, and reusability rate (RRR) of the export vehicles, the Company uses ISO 22628:2002.
- The Company has 5 models complying with the European Union Directive 2005/64/EC norms on recyclability and is currently exporting one product.
- The Company is a member, and an active participant of the Society of Indian Automotive Manufacturers (SIAM) committee that is developing methods and procedures for product recycling in India.
- In India, the batteries used in automobiles are recycled in an organised manner by battery manufacturing companies. Other elements, like tyres and body components, are also recycled by licenced scrap dealers, who either recover the material used or cannibalize/refurbish the components for reuse.
- CERO is India's first authorized recycler for motor vehicles with dismantling centers at Greater Noida, Pune and Chennai and in addition collection centers at major cities such as Mumbai, Bangalore, Hyderabad, Ahmedabad, Jaipur and Chandigarh.
- Any customer who wishes to purchase a new Mahindra vehicle by scrapping or exchanging an older vehicle (over 15 years) can do so at any Mahindra dealership. These services would save the consumer time and money by eliminating the need to find a scrapping agency or dealer.
- This is especially relevant given the new vehicle scrappage policy announced by the Minister for Road, Transport and Highways.
- For European M1 and N1 products, the Company has undertaken Life Cycle Assessment (LCA) in the form of compliance with the End-of-Life Vehicle (ELV) requirement.
- The vehicles are exported and certified as per European Emission Compliance (EEC) directive 2005/64/ EC.

- CO₂ emissions are measured during type approval testing at government-approved testing facilities, and this information is used to calculate the CO₂ footprint of goods as Company weighted average fuel consumption (CAFE) is required to conform to India's future Fuel Economy emission regulations.

Principle 3: Businesses should promote the wellbeing of all employees-

1. Please indicate the Total number of employees: 48,961
2. Please indicate the Total number of employees hired on temporary/contractual/ casual basis: 27,664
3. Please indicate the Number of permanent women employees: 659
4. Please indicate the Number of permanent employees with disabilities: 13
5. Do you have an employee association that is recognized by management: Yes
6. What percentage of your permanent employees is members of this recognized employee association? (Total Unionized Permanent Workmen/Total Permanent Workmen): 86%
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

| S. No. | Category | No. of complaints filed during the financial year | No. of complaints pending as on end of the financial year |
|--------|---|---|---|
| 1. | Child labour/forced labour/involuntary labour | NIL | NIL |
| 2. | Sexual harassment | 9 | 2 |
| 3. | Discriminatory employment | NIL | NIL |

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? –
 - a. Permanent Employees: 83%
 - b. Permanent Women Employees: 76%
 - c. Casual/Temporary/Contractual Employees: 83%
 - d. Employees with Disabilities: 77%

Principle 4: Businesses should respect the interests of, and be responsive to the needs of all stakeholders, especially those who are disadvantaged, vulnerable, and marginalised

1. Has the Company mapped its internal and external stakeholders? Yes/No: Yes
2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders? Yes
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable, and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.

Under its Corporate Social Responsibility, the Company has been driving various projects across the country to uplift marginalized and vulnerable communities. While details are shared under Principle 8, two examples of projects where majority of the beneficiaries are from marginalized sections are outlined below:

1. **Mahindra Hariyali** – This is a large-scale tree plantation programme conducted in Araku (Tribal Belt of Vishakhapatnam district, Andhra Pradesh) where 100% of the beneficiaries are tribal farmers. Besides enriching biodiversity, it also provides livelihood support to tribal farmers by planting fruit and forest trees in this region. Over the years, 25,000 tribal farmer families have benefited from this programme.
2. **Women Empowerment through Regenerative Agriculture** – The main objective of the programme is to enable women farmers to use regenerative agriculture as a technique to transform the soil on their land, increase productivity and earn profits throughout the year, in addition to ensuring food and nutrition security for their families. The Project is implemented in Moga, Tarn Taran (Punjab) and Shravasti (Uttar Pradesh) which are identified as aspirational districts by Government of India.

Further details of community development initiatives are given in Principle 8.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

- The Business Responsibility Policy covers the aspects on Human Rights for the Company.
- However, Human Rights issues are also a part of the supplier selection process and are included in the contracts drawn up with them.
- The Company has put in place an Ethics helpline managed by an external agency to ensure that any violations to its Code of Conduct (including violation of Human rights) are addressed objectively.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

- During the year 67 complaints were received through the Ethics Helpline portal, of which 39 were investigated and resolved (constituting 58% of the complaints received), and 28 were pending. Subsequent to the year end, 7 cases were concluded.
- Out of the above 67 complaints, 5 were addressed to the Chairman of the Audit Committee of which 4 complaints were investigated and resolved and 1 complaint is pending.
- M&M has a well-defined four step Grievance Redressal Machinery available at each plant for workmen through which grievances are tracked and addressed.
- Additionally, Employee Satisfaction Surveys are carried out periodically to capture overall satisfaction level and improvement areas. All low scoring responses are discussed in focused group meetings and are duly resolved.
- Although there is no process to separately maintain records for grievances related to Human Rights, the above stated mechanism adequately addresses this issue. There is a mechanism for all employees of Automotive and Farm Sectors to voice their concerns to the Sector President through a 'Reach-out' mailbox which is confidential. Additionally, to address Human Rights violations in for blue collared workmen (Permanent & Flexible workforce),

a Grievance Register has been kept at Time Office to raise concerns. However, no complaints have been received or reported during the reporting year.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?

At Mahindra, several environmental policies addressing different issues are in place. The Green Supply Chain Management Policy includes environment protection and covers suppliers. The subsidiaries/joint ventures have their own environmental policies that are in line with the Company's recommendations and policies.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Yes

- The Company is the first firm to commit to EP 100 initiative by The Climate Group.
- A carbon price of US \$10 per ton of carbon emitted has been implemented at the Company.
- The Company has also committed to Science Based Targets (SBT) and targets have been approved to limit average world temperature rise in accordance with the Paris Climate Change Agreement.
- In accordance with these targets, the entire group aspires to become carbon neutral by 2040 by investing in energy efficiency, renewable energy, and carbon offsets through tree plantation.
- The Company's sustainability roadmap is in place, with goals to cut carbon emissions, reduce water use, boost renewable energy use, and improve waste recycling.
- The Company is a signatory of the India Business Biodiversity Initiative (IBBI).
- Mahindra's senior leadership has engaged on a number of national and international committees that promote sustainable practises.
- Further strategies and initiatives will be elaborated in the Company's Sustainability Report for Financial Year 2021-22.

The indicative list of various projects implemented in this regard is given below. The complete details will be available in the Sustainability Report for the year 2021-22.

Energy Savings:

- Installation of energy efficient EC blower for paint shop and HVAC applications.
- Replacement of conventional air circulators with BLDC technology air circulators.
- Installed waste heat recovery system.

Water Savings:

- Installation of reverse osmosis plant and recycle wastewater back to the process and cooling towers.
- Domestic water consumption optimisation through use of low flow fixtures, water less urinals etc to reduce water consumption.
- Rainwater harvesting for ground water recharge.
- Use of ETP / STP / RO treated water for gardening, cleaning, and process application.

Waste Reduction:

- Reduction in the use of papers by adopting digital technology.
- Use of shredded corrugated box strips avoiding use of bubble wraps for packing.
- Paint sludge and phosphate sludge sent for co-processing to cement industry.

3. Does the company identify and assess potential environmental risks? Y/N

Yes, the Company has a mechanism to identify and assess potential environmental risks across all locations.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Yes.

The name of the CDM – PoA 9731 is Energy Efficiency through Micro irrigation system – India. The Registered Program of Activities (PoA) aims at encouraging energy efficiency through installation of efficient irrigation system such as drip and sprinkler irrigation replacing the conventional flood method of irrigation resulting in GHG (Green House Gas) Emission reduction and Water Conservation. It was registered in September 2013.

For more details refer to:

https://cdm.unfccc.int/ProgrammeOfActivities/poa_db/4Z28CN6S0DEB5F1PLIXAY9W3GMRUOQ/view

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc? Y/N. If yes, please give hyperlink for web page etc.

Yes, the Company has undertaken following other initiatives: –

- Installation of energy efficient EC blower for paint shop and HVAC applications.
- Replacement of conventional air circulators with BLDC technology air circulators.
- Improving energy efficiency through VFD's, interlockings, automations and digitisation.
- Installation of demand side controller for air compressor system.
- Replacement of old conventional lights with LED's.
- Replacement of old motors with premium efficiency IE3 motors.
- Installation of Energy efficient inverter split AC's.
- Installation of auto shut off valves for compressed air.
- Waste heat recovery from air compressors and paint shops.
- Installation of IT guns for spot welding etc.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e., not resolved to satisfaction) as on end of Financial Year.

NIL

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes. The Company is a member of the following trade and chamber or associations in alphabetical order:

- a) The Associated Chambers of Commerce and Industry of India (ASSOCHAM)

- b) Bombay Chamber of Commerce and Industry (BCCI)
 - c) Confederation of Indian Industry (CII)
 - d) Employers' Federation of India (EFI)
 - e) Federation of Indian Chambers of Commerce & Industry (FICCI)
 - f) Indian Merchants Chambers
 - g) National Human Resource Development Network (NHRDN)
 - h) Society of Indian Automobile Manufacturers (SIAM)
 - i) The Energy and Resource Institute (TERI)
 - j) Tractor Manufacturer's Association (TMA)
2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).**

Mahindra actively advocates and participates in activities for advancement of public good as a stakeholder of SIAM and TMA on policies related to Automotive and Tractor Industry, Sustainable Mobility and Farm Tech Prosperity, Economic Reforms, Sustainable Business Principles (Sustainable Supply Chain Management) and Vehicle Recall policy. When opinions are sought on subjects like Securities Law and Corporate Laws, the Company also contributes through the Confederation of Indian Industry and the Bombay Chamber of Commerce and Industry.

Principle 8: Businesses should support inclusive growth and equitable development

1. **Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Yes. Mahindra and Mahindra Limited is driven by its core philosophy of "Rising for Good". The Company works with stakeholders, holistically, to drive positive and sustainable change in society. Aligning this philosophy and approach towards CSR, the Company looks beyond philanthropy at investing in impactful social programmes.

Through various social initiatives over the last 75 years, the Company has positively impacted girls, youth, and farmers through programs in the domain of Education and Skill Development and

Environment. The Company also applies a gender lens across all projects, thereby ensuring that social investments will result in empowering girls and women. Additionally, in the Environment sector, the Company has undertaken a massive tree plantation initiative, to make a positive impact on the planet. Some of the major initiatives that the Company has invested in the financial year are as follows:

- a) **Project Nanhi Kali:** Provision of educational support to underprivileged girls from poor urban, remote rural and tribal communities across India to enable them to complete their schooling.
- b) **Mahindra Pride School & Mahindra Pride Classrooms:** Livelihood training programme for youth from socially and economically disadvantaged communities to enable them to get jobs based on the skills developed.
- c) **Promoting Health & Preventive Healthcare:** Providing palliative care for people with chronic illnesses such as cancer, Alzheimer's, kidney failure, lung conditions and stroke.
- d) **Mahindra Hariyali:** Afforestation initiative to improve green cover and protect biodiversity in the country while simultaneously supporting the livelihood of tribal farmers.
- e) **Integrated Watershed Management Project (IWMP):** A public private partnership with the Government of Madhya Pradesh at Bhopal and NABARD at Hatta and Nashik for Soil & Water Conservation, Productivity Enhancement and Livelihood Generation interventions. Further, climate proofing projects are being implemented in 3 completed watershed projects with the help of NABARD.
- f) **Women Empowerment through Regenerative Agriculture:** The main objective of the programme is to enable women farmers to use regenerative agriculture as a technique to transform the soil on their land, increase productivity and earn profits throughout the year, in addition to ensuring food and nutrition security for their families.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?**

CSR projects are implemented either directly by the Company through its ESOPs structure (Employee

Social Options Programme) that supports employees in creating volunteering projects based on the needs of underprivileged communities in and around their places of work) or through implementing NGO partners. Implementing partners are required to have a valid registration under section 12A & 80G of the Income-tax Act, 1961, and have an established track record for at least 3 years. The main implementation partners the Company works with are the Mahindra Foundation, K C Mahindra Education Trust, and Naandi Foundation.

3. Have you done any impact assessment of your initiative?

Your Company has commissioned Devinsights Private Limited and Value Network Ventures Advisory Services Private Limited to carry out independent 3rd Party Impact Assessment studies for the following five CSR projects completed in F21:

- Project Nanhi Kali
- Mahindra Pride
- Mahindra Academy-Malad, Mumbai
- Mahindra Scholarship for MUWCI Students
- Project Hariyali

The Executive Summary for Impact Assessment Reports of the applicable projects, is provided in Annexure VI of the Board's Report and the complete Impact Assessment Report of the applicable projects can be accessed at the Web-link: <https://www.mahindra.com/resources/FY22/AnnualReport.zip>

4. What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken?

The Company's contribution towards community development projects amounts to approximately INR 97.08 Crores (Including admin expenses). The list of the CSR projects along with the amount is provided in Annexure VI of the Board's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes, for all CSR projects the Company ensures that it works together with the community so that over a period they can adopt the programme on their own. Below are examples of steps taken for the same:

PROJECT NANHI KALI –

- This initiative provides educational support to underprivileged girls in India by providing daily after school academic support and an annual school supplies kit including feminine hygiene

material, thereby allowing every girl in the project to attend school with dignity.

- This year, despite government school closures caused by the COVID-19 pandemic, community based Nanhi Kali Academic Support Centres were temporarily set up by the project (with due permissions from government authorities), to ensure that girls continued to receive educational support during this critical time.
- In FY 2021-22, the project supported the education of 1,85,759 girls. Of these, 83,591 girls were supported by the Mahindra Group of which 33,046 girls were supported by Mahindra and Mahindra Limited. The Company enhanced its support to this programme by adding support to 5050 girls in Financial Year 2021-22. The balance girls in the project were supported by individual donors and other corporates.

MAHINDRA HARIYALI –

- The Mahindra Group has committed to planting one million trees every year.
- From inception in 2007 till Financial Year 2021-22, the Mahindra Group has planted 20.65 million trees. Of this, 13.40 million trees have been planted in Araku Valley to enhance livelihood of tribal farmers. In the Araku Valley of Andhra Pradesh, the trees planted include fruit bearing trees and coffee saplings, which have yielded high returns to the Adivasi tribal population in this region.
- In a bid to ensure transparency, farmers are consulted at every step in the program process and farmers societies have been formed to ensure ownership and community participation in the decision making.
- The testimony of the community adopting the project is evident through the average survival rates of the plantations being more than 85%.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as at the end of financial year?

Mahindra and Mahindra Limited treats customer complaints very seriously. The organization has created various mediums such as emails to customercare@mahindra.com, With You Hamesha 24X7 Call Centre toll free no, websites, tweet handle, telephone, letter, fax etc. to be able to hear customers.

The status of pending complaints/cases as on 31st March, 2022 is as follows:

| 2021-22 | Automotive Division | Farm Division (Including Swaraj) | Total |
|---|---------------------|----------------------------------|--------|
| Percentage of Consumer Cases pending against the Company as on 31 st March 2022 of cumulative cases pending or filed since 1 st April 2009. | 32.23% | 40.02% | 33.81% |

Auto Division – Customer Complaints

| Receiving Period | Total Complaints registered in this period | Open | Closed | Open % | Closed % |
|------------------|--|------|----------|--------|----------|
| F22 | 29,827 | 738 | 29,089 | 2.47% | 97.53% |
| F11-F22 | 3,55,344 | 738 | 3,54,606 | 0.21% | 99.79% |

Farm Division – Customer Complaints

| Receiving Period | Total Complaints registered in this period | Open | Closed | Open % | Closed % |
|-------------------------|--|------|----------|--------|----------|
| FY 22 | 18,579 | 297 | 18,282 | 1.60% | 98.40% |
| F11-22 | 1,82,755 | 297 | 1,82,458 | 0.16% | 99.84% |
| F22 Swaraj Division | 2,745 | 26 | 2,719 | 0.95% | 99.05% |
| F11-F22 Swaraj Division | 9,030 | 26 | 9,004 | 0.29% | 99.71% |

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

Yes. The Company provides appropriate service and safety labels in addition to mandatory requirements. For example, product fuel economy data is displayed for each variant at dealerships where the products are sold.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

Yes. The Company has been impleaded in the below listed proceedings that allege unfair competition/ trade practices. The Company believes that the allegations are untrue and without merit and is vigorously defending itself in these proceedings.

Description of the matters pending under the Competition Act, 2002:

Case No. 3/2011:

Based on the information given by the Informant 'Shamsher Kataria' against 3 car manufacturers about non-availability of spare parts in the open market, the Competition Commission of India (CCI) commenced investigation of 17 car manufacturers. On August 25, 2014 CCI passed an order ("Order") against fourteen companies including Mahindra & Mahindra Limited (M&M). By this Order, the CCI imposed a penalty of Rs. 292.25 crores amounting to 2% of the average annual turnover for the years 2007-08, 2008-09 and 2009-10. M&M vide a Writ Petition W.P.(C) 6610/2014 ("W.P") filed before the Delhi High Court challenged the constitutional validity of certain sections of the Competition Act, 2002 based on which the order and penalty was decided by the CCI. On 10th April 2019, the Delhi High Court pronounced its order (HC order) and held certain sections of the Competition Act as unconstitutional. The HC order requires that in view of its directions, new guidelines be framed by CCI, in regard to the manner in which the CCI conducts its proceedings. M&M challenged the aforesaid Order of Delhi HC by filing a SLP before the Supreme Court. The Hon'ble Supreme Court was pleased to issue notice to Respondents and further granted stay on Impugned CCI Order till the next date of hearing. Union of India ("UOI") had also filed SLP against the Judgement dated 10.04.2019, along with an Application for Condonation of Delay, as the SLP filed by them is barred by limitation. The matter came up for hearing on 17.08.2021 when the court condoned the delay in filing of SLP by the UOI. M&M has filed its reply to the SLP filed by the UOI. Thereafter, the matter has not yet come up for hearing.

Matters pending before the ITC, USA

In August of 2018, a complaint was filed by Fiat Chrysler Automobile US, LLC ("FCA") with the United States International Trade Commission (ITC) against Mahindra & Mahindra Limited ("M&M") and Mahindra Automotive North America ("MANA") alleging that certain design features of the Mahindra ROXOR infringe the intellectual property rights of Fiat's Jeep design. Fiat sought an order for permanently restraining M&M from exporting to the United States, and MANA from importing into US, any part or component which infringes FCA's intellectual property rights.

In response, M&M / MANA brought action in Federal District Court in Michigan on the issue of the applicability and enforcement of M&M's 2009 agreement with FCA and to assert a claim for compensation arising out of the harm caused by FCA using the ITC case to injure the ROXOR business, M&M and MANA by creating negative publicity, damaging the reputation and stature in the marketplace. After the hearing the court indicated that both the Federal District Court action and the ITC investigation would continue. The parties agreed to delay trial at the Federal District Court until the final outcome at the ITC.

Trial at the ITC was held in August 2019. The administrative law judge overseeing the case issued an initial determination and recommendation wherein it was suggested that although the Mahindra ROXOR did not infringe on any of FCA's registered trademarks, however, FCA did establish rights in certain trade dress elements and the ITC should issue an order prohibiting import of infringing parts. The full commission reviewed the initial determination and issued a final determination on June 11, 2020. The final determination at the ITC agreed with the recommendations of the administrative law judge on the issues.

The Federal District Court of Michigan has since validated the ITC's finding regarding (i) non-infringement of FCA's registered trademarks and (ii) infringement by of FCA's Jeep Trade Dress by the 2018 and 2019 MY ROXOR vehicle.

M&M has appealed the ITC's findings on FCA's rights to their claimed trade dress elements and that the 2018 and 2019 ROXOR models were infringing of those rights, before the Federal Circuit Court.

The ITC also provided a mechanism for review of the FY 2020 and FY 2021 ROXOR designs to determine if they are non-infringing. On 20th July 2020, the Judge at the ITC began expedited consideration of the FY 2021 ROXOR design. The Judge at the ITC concluded that the FY 2021 ROXOR design did not infringe on the FCA trade dress. This conclusion was referred to the entire International Trade Commission for review. On 23rd December 2020, the Commission concurred with the conclusion that the FY 2021 design was non-infringing. This permitted the manufacture and sale of the new design in the U.S. without restriction.

Appeals were filed by both, (i) M&M's appeal of the original ruling that the 2018/2019 ROXOR models were infringing and (ii) Fiat's appeal of the ruling in that the 2021/2022 ROXOR design is non-infringing were denied by the Federal Circuit Court for Appeals in one consolidated action. The period for the appeal of the Federal Circuit's decision has now also expired. The decision was submitted to the parallel/companion matter in the Federal District Court for resolution of the remaining issues relating to (i) damages claimed by FCA with respect to the original infringement and (ii) damages related to the false advertising claims, both of which remained in abeyance until the appeals were resolved and (iii) the appeal of the Federal District Court's decision regarding the standards applied in this companion case.

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Yes. Brand Track Studies were carried out in Financial Year 2021-22 for the following business segments:

- SUVs
- Pik-UPs
- Small Commercial Vehicles
- Trucks and Buses
- Tractors

Financial Position at a Glance

Rupees crores

| | As per Ind AS and Schedule III of the Companies Act, 2013 | | | | | | | | As per previous GAAP and Revised Schedule VI of the Companies Act, 1956 | |
|---|---|--------|--------|--------|----------|--------|--------|--------|---|--------|
| | 2022 | 2021* | 2020 | 2019 | 2018 | 2017 | 2016 | 2015 | 2014 | 2013 |
| Property, Plant and Equipment and Intangible Assets | 19567 | 18137 | 14404 | 12502 | 10988 | 9811 | 9158 | 7766 | 7105 | 5821 |
| Investments | 25110 | 21783 | 19938 | 22016 | 20583 | 17908 | 13547 | 13139 | 11380 | 11834 |
| Inventories | 5883 | 4783 | 3401 | 3839 | 2702 | 2758 | 2688 | 2438 | 2804 | 2420 |
| Trade Receivable/Debtors | 3035 | 2203 | 2999 | 3946 | 3173 | 2939 | 2512 | 2558 | 2510 | 2208 |
| Other Non Current/Current Assets | 13536 | 14659 | 9760 | 10394 | 10001 | 6297 | 7594 | 6181 | 7490 | 5171 |
| Borrowings and Lease Liabilities | 6734 | 7786 | 2932 | 2480 | 2864 | 2773 | 1844 | 2620 | 3745 | 3227 |
| Non Current/Current Liabilities and Provisions | 19735 | 17378 | 11694 | 15373 | 14011 | 10409 | 10773 | 9230 | 9863 | 8953 |
| Deferred Tax Liabilities/(Assets) (Net) | 1701 | 1450 | 1408 | 634 | 277 | (255) | 460 | 222 | 890 | 615 |
| Equity Capital | 598 | 597 | 597 | 596 | 595 | 297 | 296 | 296 | 295 | 295 |
| Other Equity | 38363 | 34354 | 33871 | 33613 | 29699 | 26489 | 22127 | 19714 | 16496 | 14364 |
| Net Worth | 38961 | 34951 | 34468 | 34209 | 30294 | 26786 | 22423 | 20009 | 16791 | 14659 |
| Book Value Per Share (Rupees) | 325.60 | 292.53 | 288.91 | 287.09 | + 254.59 | 451.23 | 378.36 | 338.34 | 284.26 | 248.14 |

+ Book Value Per Share is adjusted for Bonus Shares allotted in the ratio of 1:1 during December 2017.

* Refer note 44(B) to the Financial Statements.

Summary of Operations

Rupees crores

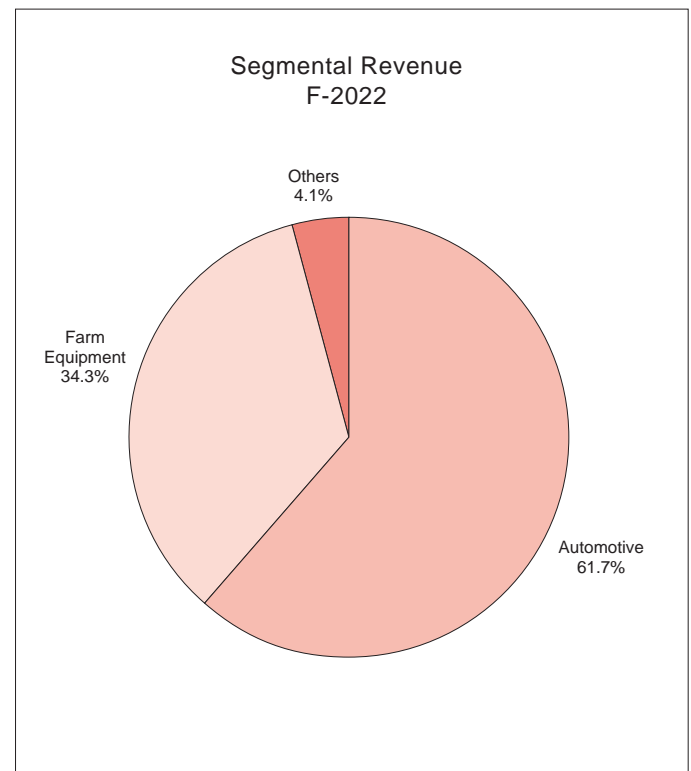
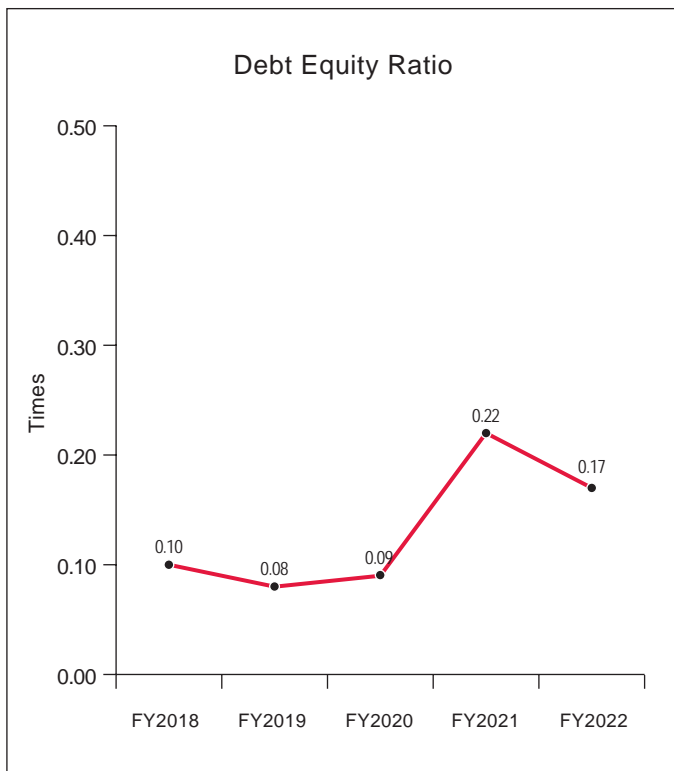
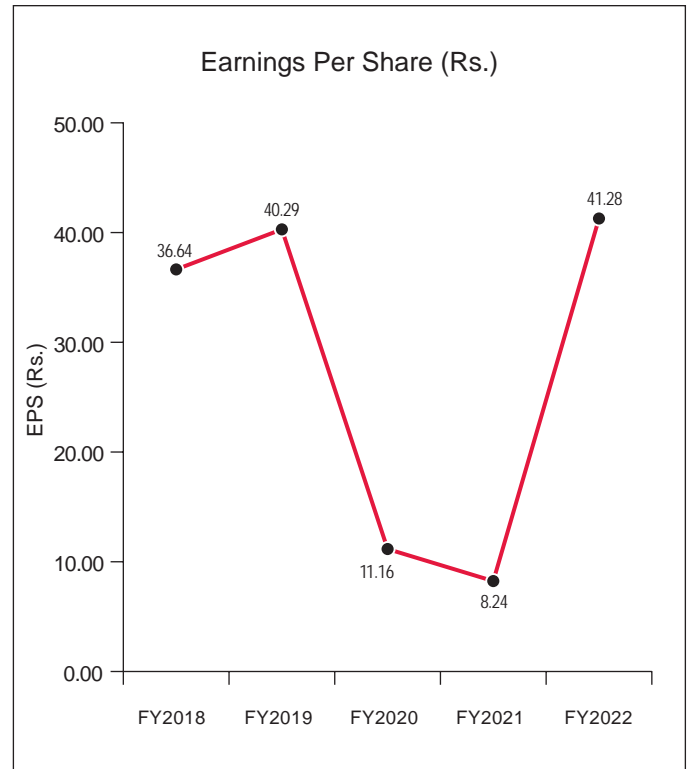
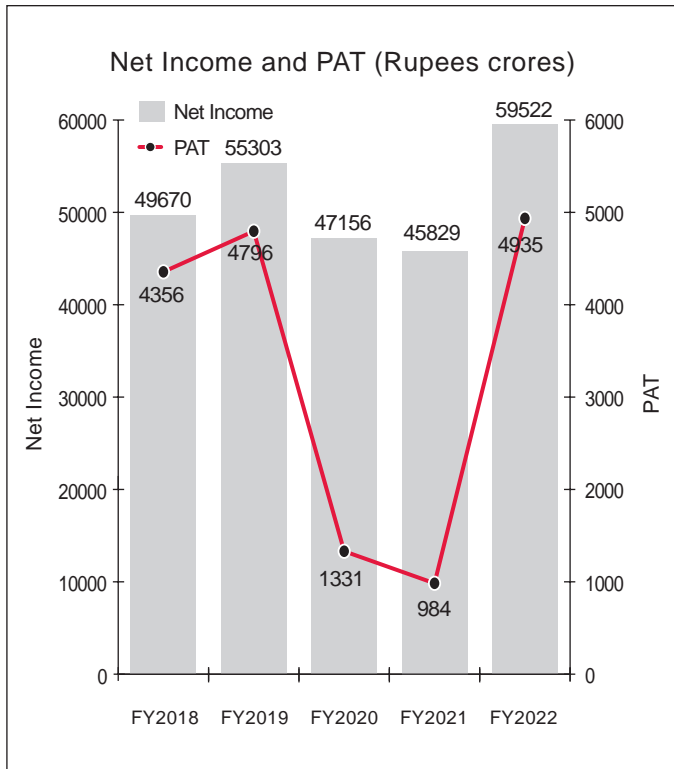
| | As per Ind AS and Schedule III of the Companies Act, 2013 | | | | | | | As per previous GAAP and Schedule III of the Companies Act, 2013 | As per previous GAAP and Revised Schedule VI of the Companies Act, 1956 | |
|---|---|--------|--------|--------|--------|--------|--------|--|---|--------|
| | 2022 | 2021* | 2020 | 2019 | 2018 | 2017 | 2016 | 2015 | 2014 | 2013 |
| Income | 59522 | 45829 | 47156 | 55303 | 50481 | 48729 | 44489 | 41481 | 43838 | 43962 |
| Materials | 42342 | 30177 | 31633 | 38256 | 34135 | 32081 | 29516 | 27955 | 29432 | 30425 |
| Excise Duty | — | — | — | — | 759 | 3330 | 2764 | 2188 | 2612 | 2972 |
| Employee Benefits Expense | 3306 | 3252 | 2880 | 2980 | 2841 | 2714 | 2349 | 2317 | 2164 | 1866 |
| Finance Costs/Interest | 223 | 396 | 113 | 113 | 112 | 160 | 186 | 214 | 259 | 191 |
| Depreciation, amortisation and impairment expense | 2451 | 2370 | 2223 | 1860 | 1479 | 1526 | 1068 | 975 | 863 | 711 |
| Other Expenses | 4756 | 4244 | 5177 | 5738 | 5487 | 4743 | 4390 | 3999 | 4191 | 3441 |
| Exceptional items | (209) | (3087) | (2014) | (30) | 434 | 548 | 69 | 336 | 52 | 91 |
| Profit before tax for the year | 6235 | 2303 | 3116 | 6325 | 6102 | 4723 | 4284 | 4169 | 4369 | 4447 |
| Tax for the year | 1300 | 1319 | 1785 | 1529 | 1746 | 1080 | 1080 | 848 | 611 | 1094 |
| Balance profit | 4935 | 984 | 1331 | 4796 | 4356 | 3643 | 3205 | 3321 | 3758 | 3353 |
| Dividend (including tax thereon) | #1436 | 1088 | 292 | 1187 | 1055 | 925 | 841 | 847 | 963 | 894 |
| Equity Dividend (%) | 231 | 175 | 47 | 170 | 150 | 260 | 240 | 240 | 280 | 260 |
| Earnings Per Share (Rupees) ^ | 41.28 | 8.24 | 11.16 | 40.29 | 36.64 | 30.69 | 26.52 | 28.12 | 31.83 | 28.43 |
| Vehicles produced/ purchased (Units) | 452203 | 351619 | 466253 | 618412 | 546974 | 499117 | 496859 | 464799 | 506035 | 555510 |
| Vehicles sold (Units) | 455570 | 348621 | 471141 | 607548 | 548508 | 506624 | 494096 | 464850 | 507176 | 551469 |
| Tractors produced (Units) | 355299 | 349262 | 295126 | 335519 | 315759 | 272308 | 217383 | 224330 | 277425 | 219893 |
| Tractors sold (Units) | 350981 | 351431 | 298927 | 327033 | 317531 | 263177 | 214173 | 234766 | 268487 | 224844 |

^ Adjusted for Bonus Shares allotted in the ratio of 1:1 during December 2017.

Proposed Dividend.

* Refer note 44(B) to the Financial Statements.

Financial Highlights



The background features a complex geometric design with overlapping chevron and triangular shapes in various shades of gray. A prominent feature is a trail of white, semi-transparent particles that curves across the center of the page, resembling a data stream or a particle path.

STANDALONE ACCOUNTS

—

Independent Auditors' Report to the Members of Mahindra & Mahindra Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Mahindra & Mahindra Limited (the "Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including 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 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities 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 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of matter

We draw attention to Note 44(B)(i) of the standalone financial statements which describes the accounting for the Scheme of Amalgamation between the Company and Mahindra Vehicle Manufacturers Limited, a wholly owned subsidiary. The Scheme has been approved by the National Company Law Tribunal ('NCLT') vide its order dated 26 April 2021 and a certified copy has been filed by the Company with the Registrar of Companies, Mumbai Maharashtra, on 1 July 2021. Though the appointed date as per the NCLT approved Scheme is 1 April 2019, as per the requirements of Appendix C to Ind AS 103 "Business Combinations", the combination has been accounted for as if it had occurred from the beginning of the preceding period in the standalone financial statements. Accordingly, the amounts relating to the year ended 31 March 2022 include the impact of the business combination for the entire year and the corresponding amounts for the previous year ended 31 March 2021, have been restated by the Company after recognising the effect of the amalgamation as above. The aforesaid Note 44(B)(i) also describes in detail the impact of the business combination on the standalone financial statements.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

1. Impairment assessment of long-term investments in subsidiaries, joint ventures and associates

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| <p>The Company has long-term investments in subsidiaries, joint ventures and associates (collectively "the investments") aggregating Rs. 17,208 crores as at 31 March 2022. The Company records the investments at cost less any provision for impairment loss.</p> <p>Changes in business environment, including the economic uncertainty created by the novel corona virus (COVID-19), geopolitical situation and general inflationary trend could have a significant impact on the valuation of these investments. The investments are tested for impairment periodically. The Company assesses the carrying amounts of the investments to determine indicators of impairment loss as the recoverable values rely on certain assumptions and estimates of future performance which impact the valuation. If any such indication exists, the recoverable amount, which is the higher of the market value or Value In Use (VIU) or fair value less cost of disposal of the investment is estimated and the impairment loss, if any, is recognised in the statement of profit and loss and carrying amount of investments is reduced to its recoverable amount.</p> <p>Refer note 2(d)(iv) – significant accounting policy for impairment of investments.</p> | <p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessed the design, implementation and operating effectiveness of key controls in respect of the Company's impairment assessment process, including the approval of forecasts and valuation models; Tested the key VIU assumptions used in estimating future cash flows such as revenue volumes and prices, operating costs, inflation and growth rates by comparing these inputs with externally derived data, past performances, consistency with the Board approved investment plans and knowledge of the industry; Involved valuation specialists, as applicable, to evaluate the assumptions including the discount rates used in VIU calculations, through reference to reports of industry analysts; Evaluated past performance where relevant, and assessed historical accuracy of the forecast produced by management; and Assessed the adequacy of disclosures on key judgements, assumptions and quantitative data with respect to impairment losses. |

2. Impairment assessment of tangible assets and development expenditure capitalised and currently under development

| The key audit matter | How the matter was addressed in our audit |
|---|--|
| <p>The Company's Automotive cash generating unit (Auto CGU) has aggregate tangible assets of Rs. 10,629 crores, which includes property, plant and equipment of Rs. 9,262 crores and Rs. 1,367 crores of capital-work-in-progress as at 31 March 2022. Further, the Auto CGU has Rs. 2,264 crores of development expenditure capitalized, and Rs. 2,792 crores of intangible assets under development (collectively "the intangible assets").</p> <p>Changes in business environment, including the economic uncertainty created by COVID-19, geopolitical situation and general inflationary trend could have a significant impact on the valuation of the tangible and intangible assets of the Auto CGU. The tangible and intangible assets are tested for impairment periodically. The Company assesses the carrying amounts of the tangible and intangible assets to determine indicators of impairment loss as the recoverable values rely on certain assumptions and estimates of future performance which impact the valuation. If any such indication exists, the recoverable amount which is the higher of VIU or fair value less cost to sell of the Auto CGU, is estimated and the impairment loss is recognised in the statement of profit and loss. The carrying amount of the tangible and intangible assets of Auto CGU is reduced to its recoverable amount.</p> <p>Refer note 2(g) – significant accounting policy for impairment of tangible and intangible assets</p> | <p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessed the design, implementation and operating effectiveness of key controls in respect of the Company's impairment assessment process, including the approval of forecasts and valuation models; Tested the key VIU assumptions used in estimating future cash flows such as revenue volumes and prices, operating costs, inflation and growth rates by comparing these inputs with externally derived data, past performances, consistency with the Board approved investment plans and knowledge of the industry; Involved valuation specialists as applicable, to evaluate the assumptions including the discount rates used in VIU calculations; Evaluated past performance where relevant, and assessed historical accuracy of the forecast produced by management; Evaluated the stage of development of the intangible assets, judgments used for expected probable economic benefits and associated expenditures, and their assessment of feasibility of the projects; and Assessed the adequacy of disclosures on key judgements, assumptions and quantitative data with respect to impairment losses, if any. |

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual 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 in the 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 and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are 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 state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statements 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, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

■ Auditor's Responsibilities 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 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 with reference to 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 and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

■ Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note 43 to the standalone financial statements.
- b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 38 to the standalone financial statements.
- c) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts (Refer Note 41), 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 ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, 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 ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.
- d) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Mumbai, 28 May, 2022

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Jamil Khatri
Partner
Membership No. 102527
UDIN: 22102527AJTXOA5508

Annexure A to the Independent Auditors' report on the standalone financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2022

With reference to the Annexure A referred to in the Independent Auditors' report to the members of Mahindra & Mahindra Limited ('the Company') on the standalone financial statements for the year ended 31 March 2022, we report the following:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any security or advance in nature of loans in companies, firms, limited liability partnership or any other parties. The Company has made investments, provided guarantee and granted loans, to companies and other parties in respect of which the requisite information is as below.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans, or stood guarantee to any other entity as below:

Rs in crores

| Particulars | Guarantees | Loans |
|--|------------|-------|
| Aggregate amount during the year | | |
| – Subsidiaries | 566 | 1,296 |
| – Others | — | 54 |
| Balance outstanding as at balance sheet date | | |
| – Subsidiaries | 367 | 1,182 |
| – Others | — | 56 |

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided and the terms and conditions of the grant of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion following instances of loans falling due during the year were renewed or extended or settled by fresh loans:

Rs in crores

| Name of the parties | Aggregate amount dues renewed or extended or settled by fresh loans | Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year |
|------------------------------------|---|---|
| Mahindra Electric Mobility Limited | 90 | 7% |

- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and accordingly the compliance with Section 73 to 76 of the Act is not applicable. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Act. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other tribunal on the Company.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been generally regularly deposited by the Company with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

| Name of the Statute | Nature of Dues | Amount (Rs. In crores) | Period to which the amount relates | Forum where dispute is pending |
|--------------------------|----------------|------------------------|---|----------------------------------|
| Income Tax Act, 1961 | Income tax | 13.19 | AY 2007-08, AY 2009-10, AY 2012-13, AY 2016-17 & AY 2019-20 | Assessing Officer |
| | | 5.41 | AY 2014-15, AY 2015-16, AY 2017-18 | CIT(A) |
| | | 220.88 | AY 2016-17 & AY 2017-18 | Income Tax Appellate Tribunal |
| Central Excise Act, 1944 | Duty of Excise | 0.58 | 2008-2017 | Appellate Authority-Commissioner |
| | | 262.58 | 1991-1992 and 2001-2016 | Appellate Authority-Tribunal |
| | | 11.66 | 2007-2009 and 2013-2016 | High Court |

| Name of the Statute | Nature of Dues | Amount (Rs. In crores) | Period to which the amount relates | Forum where dispute is pending |
|-------------------------------|-----------------|------------------------|------------------------------------|--------------------------------------|
| GST Act 2017 | GST | 0.01 | 2017-2022 | Appellate Authority-Commissioner |
| Sales Tax and Value Added Tax | Sales tax | 355.41 | 1991-2018 | Appellate Authority-Commissioner |
| | | 4.77 | 2006-2010 | Appellate Authority-Revisional Board |
| | | 266.69 | 2003-2017 | Appellate Authority-Tribunal Level |
| | | 170.40 | 1994-2016 | High Court |
| Finance Act, 1994 | Service tax | 2.30 | 2016-2017 | Appellate Authority-Commissioner |
| | | 36.23 | 2002-2013 | Appellate Authority-Tribunal |
| Customs Act, 1962 | Duty of Customs | 1.14 | 1990-1994 | Appellate Authority-Tribunal Level |
| | | 1.49 | 1996-2001 | High Court |
| Total | | 1,352.75 | | |

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that 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 as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has seven CICs as part of the Group. For reporting on this clause / sub clause, while we have performed audit procedures set out in the Guidance Note on Companies (Auditor's Report) Order, 2020, we have relied on and not been able to independently validate the information provided to us by the management of the Company with respect to entities outside the consolidated Group but covered in the Core Investment Companies (Reserve Bank) Directions, 2016.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, 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 that the 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) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Jamil Khatri
Partner
Membership No. 102527
UDIN: 22102527AJTXOA5508

Mumbai, 28 May, 2022

Annexure B to the Independent Auditors' report on the standalone financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2022

■ Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Mahindra & Mahindra Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to 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 (the "Guidance Note").

■ Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

■ Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to 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 financial statements were established and maintained and whether 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 standalone 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 financial statements.

■ Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to 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 controls with reference to financial statements include 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 standalone financial statements.

■ Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Jamil Khatri
Partner

Membership No. 102527
UDIN: 22102527AJXOA5508

Mumbai, 28 May, 2022

Balance Sheet | as at 31st March, 2022

Rupees crores

| | Note No. | 2022 | 2021 [Refer note 44 (B)] |
|---|----------|------------------|--------------------------------|
| I. ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment..... | 4 | 12,004.37 | 9,691.60 |
| Capital work-in-progress..... | 5 | 1,521.52 | 2,891.23 |
| Intangible assets..... | 6 | 2,544.25 | 2,319.70 |
| Intangible assets under development..... | 7 | 3,496.65 | 3,234.23 |
| Financial assets | | | |
| (i) Investments..... | 8 | 17,207.75 | 17,291.82 |
| (ii) Loans..... | 9 | 960.20 | 1,647.93 |
| (iii) Other financial assets..... | 10 | 1,561.58 | 1,038.91 |
| Income tax assets (net)..... | | 613.11 | 1,091.08 |
| Other non-current assets..... | 11 | 1,303.13 | 1,544.72 |
| | | 41,212.56 | 40,751.22 |
| CURRENT ASSETS | | | |
| Inventories..... | 12 | 5,882.85 | 4,782.97 |
| Financial assets | | | |
| (i) Investments..... | 8 | 7,902.06 | 4,490.79 |
| (ii) Trade receivables..... | 13 | 3,035.11 | 2,202.82 |
| (iii) Cash and cash equivalents..... | 14 | 717.22 | 867.54 |
| (iv) Bank balances other than cash and cash equivalents..... | 14 | 2,933.31 | 5,527.67 |
| (v) Loans..... | 9 | 1,845.52 | 284.46 |
| (vi) Other financial assets..... | 10 | 1,088.56 | 769.31 |
| Other current assets..... | 11 | 2,462.67 | 1,887.71 |
| Assets held for sale..... | 15 | 50.40 | - |
| | | 25,917.70 | 20,813.27 |
| TOTAL ASSETS..... | | 67,130.26 | 61,564.49 |
| II. EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity share capital..... | 16 | 598.30 | 597.39 |
| Other equity..... | 17 | 38,362.65 | 34,353.61 |
| | | 38,960.95 | 34,951.00 |
| LIABILITIES | | | |
| NON-CURRENT LIABILITIES | | | |
| Financial liabilities | | | |
| (i) Borrowings..... | 18 | 5,678.02 | 6,989.84 |
| (ii) Lease liabilities..... | | 162.79 | 80.19 |
| (iii) Other financial liabilities..... | 19 | 683.12 | 781.27 |
| Provisions..... | 20 | 912.66 | 1,015.42 |
| Deferred tax liabilities (net)..... | 21 | 1,700.80 | 1,449.66 |
| Other non-current liabilities..... | 22 | 211.63 | 108.56 |
| | | 9,349.02 | 10,424.94 |
| CURRENT LIABILITIES | | | |
| Financial liabilities | | | |
| (i) Borrowings..... | 18 | 811.93 | 672.50 |
| (ii) Lease liabilities..... | | 80.81 | 43.79 |
| (iii) Trade payables | | | |
| (a) Total outstanding dues of Micro Enterprises and Small Enterprises..... | 23 | 116.11 | 104.80 |
| (b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises..... | 23 | 12,777.43 | 10,537.92 |
| (iv) Other financial liabilities..... | 19 | 1,363.96 | 1,683.66 |
| Other current liabilities..... | 22 | 2,909.97 | 2,266.64 |
| Provisions..... | 20 | 453.61 | 492.24 |
| Current tax liabilities (net)..... | | 306.47 | 387.00 |
| | | 18,820.29 | 16,188.55 |
| TOTAL EQUITY AND LIABILITIES..... | | 67,130.26 | 61,564.49 |

The accompanying notes 1 to 46 are an integral part of the Financial Statements

In terms of our report attached.

For Mahindra & Mahindra Limited

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527

Mumbai, 28th May, 2022

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreve Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra
Anish Shah
Rajesh Jejurikar
Manoj Bhat
Narayan Shankar

Chairman
Managing Director and CEO
Executive Director (Automotive and Farm Sectors)
Group Chief Financial Officer
Company Secretary

Mumbai, 28th May, 2022

Statement of Profit and Loss | for the period ended 31st March, 2022

| | Note No. | 2022 | 2021 [Refer note 44 (B)] |
|--|----------|------------------|--------------------------------|
| <i>Rupees crores</i> | | | |
| INCOME | | | |
| Revenue from operations | 24 | 57,445.97 | 44,629.87 |
| Other income | 25 | 2,075.90 | 1,199.48 |
| Total income | | 59,521.87 | 45,829.35 |
| EXPENSES | | | |
| Cost of materials consumed..... | 26 | 40,506.15 | 28,023.51 |
| Purchases of stock-in-trade | | 2,374.82 | 2,518.70 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 27 | (539.40) | (365.62) |
| Employee benefits expense | 28 | 3,305.96 | 3,251.95 |
| Finance costs..... | 29 | 223.00 | 396.31 |
| Depreciation, amortisation and impairment expense | 30 | 2,451.06 | 2,369.92 |
| Other expenses..... | 31 | 4,902.14 | 4,367.85 |
| | | 53,223.73 | 40,562.62 |
| Less: Amounts capitalised | | 145.99 | 124.00 |
| Total expenses | | 53,077.74 | 40,438.62 |
| Profit before exceptional items and tax | | 6,444.13 | 5,390.73 |
| Exceptional items (net)..... | 33 | (208.67) | (3,087.28) |
| Profit before tax | | 6,235.46 | 2,303.45 |
| Tax expense | | | |
| Current tax..... | 21 | 1,084.54 | 1,356.47 |
| Deferred tax..... | 21 | 215.70 | (37.18) |
| Profit for the year | | 4,935.22 | 984.16 |
| Other comprehensive income/(loss) | | | |
| A. (i) Items that will not be reclassified to profit or loss | | | |
| (a) Remeasurements of the defined benefit plans | | 136.38 | (75.47) |
| (b) Equity instruments through other comprehensive income | | (30.44) | 0.55 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (34.16) | 19.00 |
| B. (i) Items that will be reclassified to profit or loss | | | |
| (a) Debt instruments through other comprehensive income..... | | (1.01) | (0.93) |
| (b) Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge..... | | 6.09 | (2.81) |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | (1.28) | 0.94 |
| Total other comprehensive income/(loss) | | 75.58 | (58.72) |
| Total comprehensive income for the year | | 5,010.80 | 925.44 |
| Earnings per equity share: | | | |
| (Face value Rs. 5/- per share) (Rupees) | | | |
| Basic | 34 | 41.28 | 8.24 |
| Diluted | 34 | 41.13 | 8.21 |

The accompanying notes 1 to 46 are an integral part of the Financial Statements

In terms of our report attached.

For Mahindra & Mahindra Limited

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527

Mumbai, 28th May, 2022

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreve Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra
Anish Shah
Rajesh Jejurikar
Manoj Bhat
Narayan Shankar

Executive Director (Automotive and Farm Sectors)

Chairman
Managing Director and CEO
Group Chief Financial Officer
Company Secretary

Mumbai, 28th May, 2022

Statement of Changes in Equity | for the year ended 31st March, 2022

(A) Equity Share Capital

| | Rupees crores | |
|---|---------------|--------|
| | 2022 | 2021 |
| Issued, Subscribed and Paid-up: | | |
| Balance as at the beginning of the year..... | 597.39 | 596.52 |
| Changes in equity share capital due to prior period error | — | — |
| Restated balance | 597.39 | 596.52 |
| Add: Allotment of shares by M&M ESOP Trust to Employees | 0.91 | 0.87 |
| Balance as at the end of the year..... | 598.30 | 597.39 |

(B) Other Equity

| | Reserves and Surplus | | | | | | Items of other comprehensive income | | | Total |
|--|----------------------|-----------------------------------|--------------------------------|-------------------------|----------------------------------|-------------------|--|--|--|------------|
| | Capital Reserve | Securities Premium (refer note a) | General Reserve (refer note b) | Debt Redemption Reserve | Share Option Outstanding Account | Retained Earnings | Debt instrument through Other Comprehensive Income | Equity instrument through Other Comprehensive Income | Effective portion of Cash Flow Hedges [Note 38.1(c)] | |
| As at 1 st April, 2021 | 346.10 | 2,513.99 | 1,739.26 | 50.64 | 254.88 | 29,463.69 | 0.30 | (5.40) | (9.85) | 34,353.61 |
| Profit for the year..... | — | — | — | — | — | 4,935.22 | — | — | — | 4,935.22 |
| Other Comprehensive Income/(Loss)..... | — | — | — | — | — | 102.22 | (0.76) | (30.44) | 4.56 | 75.58 |
| Total Comprehensive Income for the year.. | — | — | — | — | — | 5,037.44 | (0.76) | (30.44) | 4.56 | 5,010.80 |
| Dividend paid on Equity Shares | — | — | — | — | — | (1,087.79) | — | — | — | (1,087.79) |
| Exercise of employee stock options | — | 114.80 | — | — | (114.80) | — | — | — | — | — |
| Allotment of bonus shares by M&M ESOP Trust to Employees | — | (0.45) | — | — | — | — | — | — | — | (0.45) |
| On account of employee stock options lapsed..... | — | — | 3.10 | — | (3.10) | — | — | — | — | — |
| Share based payment to employees | — | — | — | — | 86.48 | — | — | — | — | 86.48 |
| Transfer to retained earnings | — | — | — | — | — | (0.09) | — | 0.09 | — | — |
| As at 31 st March, 2022..... | 346.10 | 2,628.34 | 1,742.36 | 50.64 | 223.46 | 33,413.25 | (0.46) | (35.75) | (5.29) | 38,362.65 |

(B) Other Equity (contd.)

| | Reserves and Surplus | | | | | Items of other comprehensive income | | | Total | |
|--|----------------------|-----------------------------------|--------------------------------|-------------------------|----------------------------------|-------------------------------------|--|--|---------------|--|
| | Capital Reserve | Securities Premium (refer note a) | General Reserve (refer note b) | Debt Redemption Reserve | Share Option Outstanding Account | Retained Earnings | Debt instrument through Other Comprehensive Income | Equity instrument through Other Comprehensive Income | | Effective portion of Cash Flow Hedges [Note 34.1(c)] |
| As at 1st April, 2020 | 346.00 | 2,387.59 | 1,732.83 | 50.64 | 264.96 | 29,102.00 | 1.00 | (5.95) | (7.75) | 33,871.32 |
| Acquisitions through business combinations [Refer note 44 (B)] | (0.50) | — | 4.14 | 20.00 | — | (293.85) | — | — | — | (270.21) |
| Profit for the year | — | — | — | — | — | 984.16 | — | — | — | 984.16 |
| Other Comprehensive Income/(Loss) | — | — | — | — | — | (56.47) | (0.70) | 0.55 | (2.10) | (58.72) |
| Total Comprehensive Income for the year | — | — | — | — | — | 927.69 | (0.70) | 0.55 | (2.10) | 925.44 |
| Dividend paid on Equity Shares (including tax thereon) | — | — | — | — | — | (292.15) | — | — | — | (292.15) |
| Business transfer of US branch [Refer Note 44 (C)] | 0.60 | — | — | — | — | — | — | — | — | 0.60 |
| Transfer to retained earning | — | — | — | (20.00) | — | 20.00 | — | — | — | — |
| Exercise of employee stock options | — | 105.00 | — | — | (105.00) | — | — | — | — | — |
| Allotment of shares by M&M ESOP Trust to Employees | — | 21.84 | — | — | — | — | — | — | — | 21.84 |
| Allotment of bonus shares by M&M ESOP Trust to Employees | — | (0.44) | — | — | — | — | — | — | — | (0.44) |
| On account of employee stock options lapsed | — | — | 2.29 | — | (2.29) | — | — | — | — | — |
| Share based payment to employees | — | — | — | — | 97.21 | — | — | — | — | 97.21 |
| As at 31st March, 2021 | 346.10 | 2,513.99 | 1,739.26 | 50.64 | 254.88 | 29,463.69 | 0.30 | (5.40) | (9.85) | 34,353.61 |

Reinvestment gain (net) on defined benefit plans Rs. 102.22 crores (2021: Loss of Rs. 56.47 crores) has been recognised during the year as part of retained earnings.

(C) Description of the nature and purpose of Other Equity:

- Capital reserve: Capital reserve mainly represents the amount of net assets acquired over and above consideration paid consequent to the Scheme of Arrangement.
- Securities premium: Securities premium reserve is used to record the premium on issue of shares. The fair value of employee stock options is recognised in Securities Premium once the shares have been allotted on exercise of the options.
- General reserve: General reserve comprises of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.
- Retained earnings: Retained earnings comprises of accumulated balance of profits/(losses) of current and prior years including transfers made to / from other reserves from time to time. The reserve can be utilized or distributed by the Company in accordance with the provisions of the Companies Act, 2013.
- Debt redemption reserve: Debt redemption reserve is a statutory reserve (as per Companies Act, 2013) created out of profits of the Company available for payment of dividend for the purpose of redemption of Debentures issued by the Company. On completion of redemption, the reserve is transferred to retained earnings.
- Share option outstanding account: Share option outstanding account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plan.

Notes:

- The Company has reduced the share capital by Rs. 11.65 crores (2021: Rs. 12.11 crores) and securities premium by Rs. 182.94 crores (2021: Rs. 182.94 crores) for the 2,32,95,651 shares of Rs. 5 each (2021: 2,42,12,082 shares of Rs. 5 each) held by the M&M ESOP Trust pending transfer to the eligible employees.
- The share capital of the Company has also been reduced and the securities premium increased by Rs. 11.65 crores (2021: Rs. 12.10 crores) for the 2,32,95,650 bonus shares of Rs. 5 each (2021: 2,42,12,081 bonus shares of Rs. 5 each) issued by the Company in December, 2017 to the M&M ESOP Trust but not yet transferred by the M&M ESOP Trust to the employees.

The accompanying notes 1 to 46 are an integral part of the Financial Statements.

In terms of our report attached.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No. : 101248/WV-100022

Jamil Khatri

Partner

Membership No. : 102527

Mumbai, 28th May, 2022

For Mahindra & Mahindra Limited

Vikram Singh Mehta

Vishakha N. Desai

T. N. Manoharan

Haigreave Khaitan

Shikha Sharma

Nisaba Godrej

Muthiah Murugappan

Vijay Kumar Sharma

CP Gurnani

Anand G. Mahindra

Anish Shah

Rajesh Jejurikar

Manoj Bhat

Narayan Shankar

Chairman

Managing Director and CEO

Executive Director (Automotive and Farm Sectors)

Group Chief Financial Officer

Company Secretary

Mumbai, 28th May, 2022

Cash Flow Statement | for the year ended 31st March, 2022

Rupees crores

| | 2022 | 2021 [Refer note 44 (B)] |
|--|-------------------|--------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Profit before exceptional items and tax..... | 6,444.13 | 5,390.73 |
| Adjustments for: | | |
| Depreciation, amortisation and impairment expense | 2,451.06 | 2,369.92 |
| Gain on foreign exchange fluctuations (net) | (95.70) | (30.08) |
| Dividend on investment and interest income | (1,743.82) | (945.75) |
| Gain arising on financial assets/ liabilities measured at Fair Value through profit or loss (net)..... | (182.62) | (132.56) |
| Finance costs..... | 223.00 | 396.31 |
| Share based payment expenses | 81.08 | 95.02 |
| Loss on property, plant and equipment sold/scrapped/written off (net) | 17.90 | 1.46 |
| Operating profit before working capital changes..... | 7,195.03 | 7,145.05 |
| Changes in: | | |
| Trade and other receivables..... | (1,325.56) | (40.08) |
| Inventories | (1,099.88) | (721.31) |
| Trade and other payables and provisions | 2,922.18 | 4,348.02 |
| | 496.74 | 3,586.63 |
| Cash generated from operations | 7,691.77 | 10,731.68 |
| Income taxes paid (net of refunds and interest on refunds) | (598.08) | (1,138.05) |
| NET CASH FLOW FROM OPERATING ACTIVITIES (A) | 7,093.69 | 9,593.63 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Payments to acquire property, plant and equipment and intangible assets | (3,246.91) | (3,385.47) |
| Proceeds from sale of property, plant and equipment and intangible assets..... | 61.00 | 74.20 |
| Payments to acquire non-current investments – subsidiaries | (608.56) | (4,293.76) |
| Payments to acquire non-current investments – associates..... | (16.07) | (68.29) |
| Payments to acquire non-current investments – joint ventures..... | (129.00) | (257.38) |
| Payments to acquire other non-current investments | (3.33) | (37.21) |
| Proceeds from sale of other non current investments | 4.04 | — |
| Payments to acquire current investments | (71,508.77) | (78,881.94) |
| Proceeds from sale of current investments | 68,528.19 | 76,747.71 |
| Share application money paid..... | (62.27) | — |
| Changes in earmarked balances and margin accounts with banks | 25.84 | (30.20) |
| Bank deposits placed..... | (4,262.02) | (9,343.65) |
| Bank deposits matured | 6,422.12 | 5,813.97 |
| Deposits with Financial Institutions placed | (351.99) | (4.19) |
| Deposits with Financial Institutions matured | 2.32 | — |
| Interest received..... | 365.85 | 268.75 |
| Dividends received..... | 1,363.02 | 565.04 |
| Receivables/Loans/Inter-corporate deposits given | (1,808.19) | (2,255.98) |
| Receivables/Loans/Inter-corporate deposits refunded | 309.31 | 430.50 |
| Exceptional Items: | | |
| Proceeds from sale of non current investments in subsidiaries, associates, joint ventures | 556.53 | 121.96 |
| NET CASH FLOW USED IN INVESTING ACTIVITIES (B) | (4,358.89) | (14,535.94) |

Cash Flow Statement (contd.)

| | 2022 | 2021 [Refer note 44 (B)] |
|---|-------------------|--------------------------------|
| <i>Rupees crores</i> | | |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Proceeds from borrowings..... | 966.61 | 9,230.97 |
| Repayment of borrowings | (2,233.75) | (4,958.71) |
| Repayment of lease liabilities (including interest) | (49.68) | (60.73) |
| Dividends paid | (1,089.06) | (293.60) |
| Interest, commitment and finance charges paid | (479.31) | (403.78) |
| NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C) | (2,885.19) | 3,514.15 |
| NET DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | (150.39) | (1,428.16) |
| Cash and cash equivalents at the beginning of the year | 867.54 | 2,323.51 |
| Acquisitions through business combinations [Refer note 44 (B)] | — | (0.55) |
| Deletion on account of transfer of business [Refer Note 44 (C)] | — | (27.16) |
| Unrealised gain / (loss) on foreign currency cash and cash equivalents | 0.07 | (0.10) |
| Cash and cash equivalents at the end of the year [Refer Note 14 (a)] | 717.22 | 867.54 |

Note:

1 The above Cash Flow Statement has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (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 **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527
Mumbai, 28th May, 2022

For Mahindra & Mahindra Limited

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreve Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

} Directors

Anand G. Mahindra Chairman
Anish Shah Managing Director and CEO
Rajesh Jejurikar Executive Director (Automotive and Farm Sectors)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary
Mumbai, 28th May, 2022

Notes forming part of the Financial Statements | for the period ended 31st March, 2022

1. General Information

Mahindra & Mahindra Limited ('the Company') is a limited company incorporated in India. The addresses of its registered office and principal activities of the Company are disclosed in the introduction to the Annual Report.

The Ordinary (Equity) shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of the London Stock Exchange.

2. Significant Accounting Policies:

(a) Statement of compliance and basis of preparation and presentation

These standalone or separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

These standalone or separate financial statements were approved by the Company's Board of Directors and authorised for issue on 28th May, 2022.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

(c) Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(d) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Key sources of estimation uncertainty at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment, intangible assets, provision for product warranties, fair value of financial assets/liabilities and impairment of investments.

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 and intangible assets*

The Company reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. This re-assessment may result in change in depreciation and amortisation expense in future periods.

(ii) *Provision for product warranties*

The Company recognises provision for warranties in respect of the products that it sells. Provisions are discounted, where necessary, to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(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.

2. Significant Accounting Policies: (contd.)

(iv) *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.

(v) *Estimation uncertainties relating to the Covid-19 global pandemic*

The Company has considered relevant internal and external sources of information to evaluate the impact on the financial statements for the year ended 31st March, 2022. The Company has assessed the recoverability of the assets including receivables, investments, property plant and equipment, intangible assets, inventories and has made necessary adjustments to the carrying amounts by recognising provisions / impairment of assets where necessary. However, the actual impact may be different from that estimated as it will depend upon future developments and future actions to contain or treat the disease and mitigate its impact on the economy.

(e) **Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any.

Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying tangible assets upto the date the assets are ready for use.

Depreciation is provided on straight-line basis for property, plant and equipment so as to expense the depreciable amount, i.e. the cost less estimated residual value, over its estimated useful lives. The estimated useful lives and residual values are reviewed annually and the effect of any changes in estimate is accounted for on a prospective basis.

When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assessment:

| <u>Asset Class</u> | <u>Useful lives</u> |
|--|----------------------------------|
| (i) Certain items of Plant and Equipment | 2 - 25 years as the case may be. |
| (ii) Buildings (Roads) | 15 years |
| (iii) Vehicles | 5 years |

(f) **Intangible assets**

Intangible assets are initially recognised at cost.

Intangible assets with definite useful lives are amortised on a straight line basis so as to reflect the pattern in which the asset's economic benefits are consumed.

Intangible assets under development

The Company expenses costs incurred during research phase to profit or loss in the year in which they are incurred. Development phase expenses are initially recognised as intangible assets under development until the development phase is complete, upon which the amount is capitalised as intangible asset.

Intangible assets

i) *Technical Knowhow*

The expenditure incurred is amortised over the estimated period of benefit, commencing with the year of purchase of the technology.

ii) *Development Expenditure*

The expenditure incurred on technical services and other project/product related expenses are amortised over the estimated period of benefit, not exceeding 60 months.

iii) *Brand license fee*

The expenditure incurred is amortised over the period of relevant licence fee or the estimated period of benefit, whichever is lower.

2. Significant Accounting Policies: (contd.)

iv) *Software Expenditure*

The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred.

v) *Others*

The expenditure incurred is amortised over the estimated period of benefit.

The amortisation period for intangible assets with finite useful lives are reviewed annually and changes in expected useful lives are treated as changes in estimates.

(g) Impairment of assets

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant & equipment, intangible assets and investments in subsidiaries, associates and joint ventures to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset or a cash-generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) earlier.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

(h) Inventories

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials and bought out components are valued at the lower of cost or net realisable value. Cost is determined on the basis of the weighted average method.

Finished goods produced and purchased for sale, manufactured components and work-in-progress are carried at cost or net realisable value whichever is lower.

Stores, spares and tools other than obsolete and slow moving items are carried at cost. Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

(i) Foreign exchange transactions and translation

Transactions in foreign currencies i.e. other than the Company's functional currency of Indian Rupees are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the functional currency using exchange rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value is determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer policy on Derivative Financial Instruments and Hedge Accounting).

(j) Investments in subsidiaries, associates and joint ventures

The Company accounts for its equity investments in subsidiaries, associates and joint ventures at cost less accumulated impairment, if any.

(k) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2. Significant Accounting Policies: (contd.)

Classification and subsequent measurement

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade 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 at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as - measured at:

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI) - debt investment; or
- Fair Value through Other Comprehensive Income (FVTOCI) - equity investment; or
- Fair Value Through Profit or Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets unless designated as effective hedge instruments which are accounted as per hedge accounting requirements discussed below.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment expenses are recognised in profit or loss. Any gain and loss on derecognition is also recognised in profit or loss.

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 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.

Debt investment at FVTOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income (OCI). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

For equity investments other than investments in subsidiaries, associates and joint ventures, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long-term strategic purpose. Dividend income received on such equity investments are recognised in profit or loss.

Equity investments that are not designated to be measured at Cost or FVTOCI are designated to be measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss.

Financial liabilities and equity instruments

Debt and equity instruments issued by the 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.

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 the Company is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive 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 of 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 the amount it may have to pay.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised and the proceeds received are recognised as a collateralised borrowing.

2. Significant Accounting Policies: (contd.)

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Derivative financial instruments and hedge accounting

The Company enters into derivative financial instruments, primarily foreign exchange forward contracts and interest rate swaps, to manage its exposure to foreign exchange and interest rate risks. Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivatives are initially recognised at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Company designates certain hedging instruments, which include derivatives in respect of foreign currency risk, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity (relating to effective portion as described above) are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

Impairment of financial assets

The Company applies the Expected Credit Loss (ECL) model for recognising impairment loss on financial assets. With respect to trade receivables and loans, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is recognised in OCI and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

2. Significant Accounting Policies: (contd.)

(l) Revenue Recognition

Sale of goods

The Company recognizes revenue from sale of goods measured at the fair value of the consideration received or receivable, upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until crystallisation of the amount.

Sale of services

Sale of services are recognised on satisfaction of performance obligation towards rendering of such services.

Dividend and interest income

Dividend from investments are recognised in profit or loss when the right to receive payment is established.

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.

(m) Government Grants

The Company, directly or indirectly through a consortium of Mahindra Group Companies, is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Company accounts for its entitlement as income on accrual basis.

Government grants that are revenue in nature, are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

The benefit of a government loan at a below market-rate of interest is treated as government grant and is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

(n) Employee Benefits

Superannuation Fund, ESIC and Labour Welfare Fund

The Company's contribution paid / payable during the year to Superannuation Fund, ESIC and Labour Welfare Fund are recognised in profit or loss.

Provident Fund

Contributions to Provident Fund are made to a Trust administered by the Company/Regional Provident Fund Commissioners and are charged to profit or loss as incurred. The Company is liable for the contribution and any shortfall in interest between the amount of income realised by the investments and the interest payable to members at the rate declared by the Government of India in respect of the Trust administered by the Company. The shortfall and remeasurement thereof, if any, based on actuarial valuation is recognised through Other Comprehensive Income (OCI).

Long term Compensated Absences

Company's liability towards long term compensated absences are determined by independent actuaries, using the projected unit credit method.

Gratuity, post retirement medical benefit and post retirement housing allowance schemes

Company's liability towards gratuity, post retirement medical benefit and post retirement housing allowance schemes are determined by independent actuaries, using the projected unit credit method. Past services are recognised at the earlier of the plan amendment/ curtailment and the recognition of related restructuring costs/termination benefits.

The obligation on long term compensated absences and defined benefit plans are measured at the present value of estimated future cash flows using a discount rate that is determined by reference to the market yields at the balance sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the obligation.

2. Significant Accounting Policies: (contd.)

Remeasurement gains/losses

Remeasurement of defined benefit plans, comprising of actuarial gains or losses, return on plan assets excluding interest income are recognised immediately in balance sheet with corresponding debit or credit to other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent period.

Remeasurement gains or losses on long term compensated absences that are classified as other long term benefits are recognised in profit or loss.

Share based payments

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. 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.

(o) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(p) Income taxes

Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. 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.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences could be utilized. 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. 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.

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(q) Provisions

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. 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 provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

Provisions for the expected cost of warranty obligations are recognised at the time of sale of the relevant products, at the best estimate of the expenditure required to settle the Company's obligation.

2. Significant Accounting Policies: (contd.)

(r) Business Combination

Business Combination under common control are accounted under “the pooling of interest method” i.e. in accordance with 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.

(s) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 and this may require significant judgment. The Company also uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend or terminate the lease if the Company is reasonably certain based on relevant facts and circumstances that the option to extend or terminate will be exercised. If there is a change in facts and circumstances, the expected lease term is revised accordingly.

The discount rate is generally based on the interest rate specific to the lease being evaluated or if that cannot be easily determined the incremental borrowing rate for similar term is used.

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.

The Company 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 restoration cost, less any lease incentives received.

The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. When a lease liability is remeasured, the corresponding adjustment of the lease liability 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.

3. Recent Accounting Pronouncements:

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

- 1) **Ind AS 16 – Proceeds before intended use:** The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The Company does not expect the amendment to have any impact in its recognition of its property, plant and equipment in its financial statements.
- 2) **Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract:** The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.
- 3) **Ind AS 103 – Reference to Conceptual Framework:** The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.
- 4) **Ind AS 109 – Annual Improvements to Ind AS (2021):** The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

4. Property, Plant and Equipment

Property, plant and equipment comprise of owned and leased assets that do not meet the definition of Investment property.

Rupees crores

| Particulars | 2022 | 2021 |
|---|------------------|-----------------|
| (a) Property, plant and equipment (owned) | 11,288.12 | 9,172.85 |
| (b) Right of use assets | 716.25 | 518.75 |
| Total | 12,004.37 | 9,691.60 |

(a) Property, plant and equipment (owned)

Rupees crores

| Particulars | Land – Freehold | Buildings | Plant and Equipment | Office Equipment | Furniture and Fixtures | Aircraft | Vehicles | Total |
|--|-----------------|-----------------|---------------------|------------------|------------------------|--------------|---------------|------------------|
| Cost | | | | | | | | |
| Balance as at 1 st April, 2020 | 271.71 | 2,079.24 | 14,072.06 | 131.20 | 209.25 | 103.46 | 464.35 | 17,331.27 |
| Acquisitions through business combinations [Refer note 44 (B)] | 1.51 | 1,106.30 | 1,292.76 | 65.38 | 54.72 | — | 17.48 | 2,538.15 |
| Additions during the year..... | 1.34 | 293.31 | 1,168.90 | 11.25 | 8.94 | — | 41.92 | 1,525.66 |
| Disposals/Transfer during the year | 0.99 | 23.12 | 206.75 | 14.54 | 25.63 | 46.24 | 55.45 | 372.72 |
| Balance as at 31st March, 2021 | 273.57 | 3,455.73 | 16,326.97 | 193.29 | 247.28 | 57.22 | 468.30 | 21,022.36 |
| Balance as at 1st April, 2021 | 273.57 | 3,455.73 | 16,326.97 | 193.29 | 247.28 | 57.22 | 468.30 | 21,022.36 |
| Additions during the year..... | 59.33 | 805.63 | 2,731.63 | 12.42 | 11.46 | — | 26.18 | 3,646.65 |
| Disposals during the year..... | 3.07 | 2.96 | 206.26 | 4.37 | 5.51 | — | 74.79 | 296.96 |
| Balance as at 31st March, 2022 | 329.83 | 4,258.40 | 18,852.34 | 201.34 | 253.23 | 57.22 | 419.69 | 24,372.05 |
| Accumulated depreciation & impairment | | | | | | | | |
| Balance as at 1 st April, 2020 | — | 594.05 | 8,428.27 | 98.84 | 147.46 | 60.99 | 239.02 | 9,568.63 |
| Acquisitions through business combinations [Refer note 44 (B)] | — | 325.60 | 754.86 | 56.80 | 41.90 | — | 11.21 | 1,190.37 |
| Depreciation expense for the year..... | — | 99.35 | 1,173.56 | 12.17 | 15.92 | 4.27 | 71.42 | 1,376.69 |
| Disposals/Transfer during the year | — | 19.25 | 169.38 | 12.71 | 23.37 | 21.81 | 39.66 | 286.18 |
| Balance as at 31st March, 2021 | — | 999.75 | 10,187.31 | 155.10 | 181.91 | 43.45 | 281.99 | 11,849.51 |
| Balance as at 1st April, 2021 | — | 999.75 | 10,187.31 | 155.10 | 181.91 | 43.45 | 281.99 | 11,849.51 |
| Depreciation expense for the year..... | — | 119.19 | 1,277.10 | 10.99 | 13.94 | 2.63 | 62.85 | 1,486.70 |
| Impairment during the year | — | — | 1.15 | — | — | — | 0.31 | 1.46 |
| Disposals during the year..... | — | 1.48 | 181.55 | 4.17 | 5.14 | — | 61.40 | 253.74 |
| Balance as at 31st March, 2022 | — | 1,117.46 | 11,284.01 | 161.92 | 190.71 | 46.08 | 283.75 | 13,083.93 |
| Net carrying amount | | | | | | | | |
| Net carrying amount as at 31 st March, 2021.. | 273.57 | 2,455.98 | 6,139.66 | 38.19 | 65.37 | 13.77 | 186.31 | 9,172.85 |
| Net carrying amount as at 31st March, 2022.. | 329.83 | 3,140.94 | 7,568.33 | 39.42 | 62.52 | 11.14 | 135.94 | 11,288.12 |

Notes:

- Additions during the year includes borrowing costs capitalised **Rs. 41.52 crores** (2021: Rs. 34.11 crores).
 - Buildings include **Rs. * crores** (2021: Rs. * crores) being the value of shares in co-operative housing societies.
- * denotes amounts less than Rs. 50,000.

4. Property, Plant and Equipment (contd.)

(b) Right of use assets

Rupees crores

| Particulars | Land | Buildings | Others (refer note) | Total |
|--|---------------|--------------|------------------------|---------------|
| Cost | | | | |
| Balance as at 1 st April, 2020 | 117.99 | 85.10 | 52.06 | 255.15 |
| Acquisitions through business combinations [Refer note 44 (B)] | 285.79 | 40.57 | 17.86 | 344.22 |
| Additions during the year | 11.67 | 2.88 | 61.53 | 76.08 |
| Deductions during the year | — | 50.72 | 24.55 | 75.27 |
| Balance as at 31st March, 2021 | 415.45 | 77.83 | 106.90 | 600.18 |
| Balance as at 1 st April, 2021 | 415.45 | 77.83 | 106.90 | 600.18 |
| Additions during the year | 95.29 | 13.08 | 143.45 | 251.82 |
| Deductions during the year | — | 12.32 | 0.45 | 12.77 |
| Balance as at 31st March, 2022 | 510.74 | 78.59 | 249.90 | 839.23 |
| Accumulated amortisation | | | | |
| Balance as at 1 st April, 2020 | 1.86 | 21.63 | 13.54 | 37.03 |
| Acquisitions through business combinations [Refer note 44 (B)] | 3.22 | 9.97 | 3.96 | 17.15 |
| Amortisation expense for the year | 5.08 | 28.15 | 25.22 | 58.45 |
| Deductions during the year | — | 21.80 | 9.40 | 31.20 |
| Balance as at 31st March, 2021 | 10.16 | 37.95 | 33.32 | 81.43 |
| Balance as at 1 st April, 2021 | 10.16 | 37.95 | 33.32 | 81.43 |
| Amortisation expense for the year | 6.05 | 17.75 | 28.32 | 52.12 |
| Deductions during the year | — | 10.41 | 0.16 | 10.57 |
| Balance as at 31st March, 2022 | 16.21 | 45.29 | 61.48 | 122.98 |
| Net carrying amount | | | | |
| Net carrying amount as at 31 st March, 2021 | 405.29 | 39.88 | 73.58 | 518.75 |
| Net carrying amount as at 31st March, 2022 | 494.53 | 33.30 | 188.42 | 716.25 |

Note:

Others include Plant & Equipment, Vehicles and Furniture & Fixtures.

5. Capital work-in-progress (CWIP)

Ageing of capital work in progress

Rupees crores

| Capital work in progress | Amount in CWIP for a period of | | | | |
|---|--------------------------------|---------------|---------------|----------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31st March, 2022: | | | | | |
| Projects in progress | 992.37 | 255.49 | 232.82 | 40.84 | 1,521.52 |
| Total | 992.37 | 255.49 | 232.82 | 40.84 | 1,521.52 |
| As at 31st March, 2021: | | | | | |
| Projects in progress | 1,793.86 | 971.64 | 97.28 | 28.45 | 2,891.23 |
| Total | 1,793.86 | 971.64 | 97.28 | 28.45 | 2,891.23 |

6. Intangible Assets

Rupees crores

| Particulars | Development Expenditure (Internally Generated) | Brand Licence | Computer Softwares | Others (refer note b) | Total |
|--|--|---------------|--------------------|-----------------------|-----------------|
| Cost | | | | | |
| Balance as at 1 st April, 2020 | 4,818.22 | 129.16 | 67.45 | 65.00 | 5,079.83 |
| Acquisitions through business combinations [Refer note 44 (B)] | 11.33 | 4.89 | 31.97 | 3.10 | 51.29 |
| Additions during the year..... | 813.16 | — | 3.27 | — | 816.43 |
| Deductions/Transfer during the year | 237.03 | — | 21.20 | — | 258.23 |
| Balance as at 31st March, 2021 | 5,405.68 | 134.05 | 81.49 | 68.10 | 5,689.32 |
| Balance as at 1 st April, 2021 | 5,405.68 | 134.05 | 81.49 | 68.10 | 5,689.32 |
| Additions during the year..... | 1,129.13 | — | 3.14 | — | 1,132.27 |
| Deductions during the year | 1,180.94 | — | 5.91 | — | 1,186.85 |
| Balance as at 31st March, 2022 | 5,353.87 | 134.05 | 78.72 | 68.10 | 5,634.74 |
| Accumulated amortisation & impairment | | | | | |
| Balance as at 1 st April, 2020 | 2,595.07 | 16.52 | 54.37 | 0.04 | 2,666.00 |
| Acquisitions through business combinations [Refer note 44 (B)] | (0.13) | 4.89 | 30.19 | 3.10 | 38.05 |
| Amortisation expense for the year | 908.76 | 4.31 | 10.69 | 0.04 | 923.80 |
| Deductions/Transfer during the year | 237.03 | — | 21.20 | — | 258.23 |
| Balance as at 31st March, 2021 | 3,266.67 | 25.72 | 74.05 | 3.18 | 3,369.62 |
| Balance as at 1 st April, 2021 | 3,266.67 | 25.72 | 74.05 | 3.18 | 3,369.62 |
| Amortisation expense for the year | 896.80 | 4.31 | 6.25 | 0.04 | 907.40 |
| Impairment during the year | 0.32 | — | — | — | 0.32 |
| Deductions during the year | 1,180.94 | — | 5.91 | — | 1,186.85 |
| Balance as at 31st March, 2022 | 2,982.85 | 30.03 | 74.39 | 3.22 | 3,090.49 |
| Net carrying amount | | | | | |
| Net carrying amount as at 31 st March, 2021 | 2,139.01 | 108.33 | 7.44 | 64.92 | 2,319.70 |
| Net carrying amount as at 31st March, 2022..... | 2,371.02 | 104.02 | 4.33 | 64.88 | 2,544.25 |

Notes:-

- Additions during the year includes Borrowing costs capitalised Rs. 70.25 crores (2021: Rs. 34.14 crores).
- Others include trade marks, transferable development rights etc.

7. Intangible assets under development

Ageing of intangible assets under development

Rupees crores

| Particulars | Amount in Intangible assets under development for a period of | | | | |
|---|---|-----------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31st March, 2022: | | | | | |
| Projects in progress | 1,302.08 | 618.93 | 817.54 | 758.10 | 3,496.65 |
| Total | 1,302.08 | 618.93 | 817.54 | 758.10 | 3,496.65 |
| As at 31st March, 2021: | | | | | |
| Projects in progress | 902.59 | 1,235.13 | 732.62 | 363.89 | 3,234.23 |
| Total | 902.59 | 1,235.13 | 732.62 | 363.89 | 3,234.23 |

8. Investments

A. Non-current investments

| Particulars | Face Value Per Unit (Rupees) | 2022 | | 2021 | |
|--|------------------------------|-------------------|---------------|---------------|---------------|
| | | Number | Rupees crores | Number | Rupees crores |
| Investments in Equity Instruments (fully paid-up) | | | | | |
| Quoted | | | | | |
| (A) At Cost | | | | | |
| (i) In Subsidiary Companies | | | | | |
| Equity shares | | | | | |
| Mahindra & Mahindra Financial Services Limited... | 2 | 64,43,99,987 | 2,846.87 | 64,43,99,987 | 2,846.87 |
| Mahindra EPC Irrigation Limited | 10 | 1,51,44,433 | 77.75 | 1,51,44,433 | 77.75 |
| Mahindra Holidays & Resorts India Limited | 10 | 13,48,35,922 | 24.72 | 8,98,90,615 | 24.72 |
| Mahindra Lifespace Developers Limited..... | 10 | 7,93,19,550 | 440.28 | 2,64,39,850 | 440.28 |
| Mahindra Logistics Limited | 10 | 4,18,12,257 | 41.81 | 4,18,12,257 | 41.81 |
| | | | 3,431.43 | | 3,431.43 |
| (ii) In Associate Companies | | | | | |
| Equity shares | | | | | |
| Swaraj Engines Limited | 10 | 42,16,792 | 26.28 | 42,16,792 | 26.28 |
| Tech Mahindra Limited | 5 | 24,80,22,598 | 971.75 | 25,15,48,691 | 985.57 |
| Mahindra CIE Automotive Limited..... | 10 | 4,33,44,512 | 1,095.16 | 4,33,44,512 | 1,095.16 |
| | | | 2,093.19 | | 2,107.01 |
| (B) Designated and carried at FVTOCI | | | | | |
| (i) In Other Companies | | | | | |
| Equity shares..... | | | 1.22 | | 1.10 |
| | | | 1.22 | | 1.10 |
| | | | 5,525.84 | | 5,539.54 |
| Unquoted | | | | | |
| (A) At Cost | | | | | |
| (i) In Subsidiary Companies | | | | | |
| Equity shares | | | | | |
| Gromax Agri Equipment Limited | 10 | 59,73,218 | 4.29 | 59,73,218 | 4.29 |
| Kota Farm Services Limited | 10 | 2,73,420 | — | 2,73,420 | — |
| Mahindra & Mahindra Contech Limited | 10 | 35,000 | 0.04 | 35,000 | 0.04 |
| Mahindra Agri Solutions Limited | 10 | 9,30,32,599 | 367.33 | 9,30,32,599 | 367.33 |
| Mahindra and Mahindra South Africa (Proprietary) Limited | ZAR 1 | 5,20,00,000 | 28.54 | 5,20,00,000 | 28.54 |
| Mahindra Automotive Australia Pty. Limited .. | AUD 1 | 45,75,000 | 21.16 | 45,75,000 | 21.16 |
| Mahindra Automotive Mauritius Limited | | | | | |
| – Ordinary shares | EUR 1 | 13,30,05,001 | 1,075.42 | 13,30,05,001 | 1,075.42 |
| – Ordinary shares | NA | 3,65,36,06,54,761 | 474.36 | 12,85,71,428 | 158.50 |
| Mahindra Bangladesh Private Limited | BDT 100 | 4,20,001 | 3.57 | 4,20,001 | 3.57 |
| Mahindra Construction Company Limited | 10 | 9,00,000 | — | 9,00,000 | — |
| Mahindra Consulting Engineers Limited | 10 | 11,51,000 | 1.25 | 11,51,000 | 1.25 |
| Mahindra Defence Systems Limited | 10 | 1,67,23,655 | 292.95 | 1,67,23,655 | 292.95 |
| Mahindra do Brasil Industrial Ltda.(quotas) | BRL 1 | 6,09,10,950 | 97.80 | 6,09,10,950 | 97.80 |
| Mahindra Publications Limited | 10 | — | — | 50,000 | 0.05 |
| Mahindra eMarket Limited | 10 | 3,59,865 | 0.02 | 3,59,865 | 0.02 |
| Mahindra Holdings Limited | 10 | 246,34,99,450 | 2,463.50 | 246,34,99,450 | 2,463.50 |
| Mahindra Overseas Investment Company (Mauritius) Limited | | | | | |
| – Ordinary shares | US \$ 1 | 30,14,29,209 | 1,893.69 | 30,14,29,209 | 1,893.69 |
| – Ordinary shares | NA | 38,60,43,477 | 1,017.97 | 32,81,86,334 | 898.36 |

8. Investments (contd.)

A. Non-current investments (contd.)

| Particulars | Face Value Per Unit (Rupees) | 2022 | | 2021 | |
|---|------------------------------------|----------------|---------------|----------------|---------------|
| | | Number | Rupees crores | Number | Rupees crores |
| Mahindra Telecom Energy Management Services Private Limited (formerly known as Mahindra Telecom Energy Management Services Limited) | 10 | 5,60,50,000 | 56.05 | 50,000 | 0.05 |
| Mahindra Two Wheelers Europe Holdings S.a.r.l.: | | | | | |
| – Class A Shares | EUR 1 | 1,49,00,000 | 188.71 | 1,49,00,000 | 188.71 |
| – Class B Shares | EUR 0.05 | 160,00,00,000 | 633.90 | 160,00,00,000 | 633.90 |
| – Class C Shares | EUR 0.03 | 53,33,33,300 | 135.16 | 53,33,33,300 | 135.16 |
| – Class D Shares | EUR 0.02 | 165,00,00,000 | 286.35 | 105,00,00,000 | 184.06 |
| Mahindra Two Wheelers Limited | 0.02 | 4122,50,37,146 | 433.73 | 4122,50,37,146 | 433.73 |
| Mahindra USA Inc. | | | | | |
| – Class A Shares | US \$ 0.25 | 45,60,00,000 | 755.08 | 45,60,00,000 | 755.08 |
| – Class B Shares | US \$ 0.16 | 67,25,00,000 | 795.94 | 67,25,00,000 | 795.94 |
| Mahindra Waste To Energy Solutions Limited... | 10 | 2,62,15,842 | 26.22 | 2,62,15,842 | 26.22 |
| MERU Travel Solutions Private Limited | 10 | — | — | 4,19,50,519 | 69.78 |
| Mahindra Electric Mobility Limited | 10 | 35,60,82,447 | 905.35 | 35,60,82,447 | 905.35 |
| Mahindra Intertrade Limited | 10 | 2,71,00,007 | 700.21 | 2,71,00,007 | 700.21 |
| Mahindra Heavy Engines Limited | 10 | 63,44,00,000 | 415.04 | 63,44,00,000 | 415.04 |
| Mahindra Integrated Business Solutions Private Limited | 10 | 82,79,511 | 178.84 | 82,79,511 | 178.84 |
| Mitsubishi Mahindra Agricultural Machinery Co., Limited: | | | | | |
| – Equity share | NA | 1 | 42.53 | 1 | 42.53 |
| – Class A Shares | NA | 3 | 149.06 | 3 | 149.06 |
| NBS International Limited | 10 | 4,45,50,466 | 45.30 | 4,45,50,466 | 45.30 |
| Officemartindia.com Limited | 10 | 7,49,997 | — | 7,49,997 | — |
| Trringo.com Limited | 10 | 2,74,60,000 | 27.46 | 2,74,60,000 | 27.46 |
| | | | 13,516.82 | | 12,992.89 |
| (ii) In Trust Securities | | | | | |
| M&M Benefit Trust | | | 1,189.42 | | 1,189.42 |
| M&M Fractional Entitlement Trust | | | 0.01 | | 0.01 |
| Sunrise Initiatives Trust | | | 62.30 | | 62.30 |
| | | | 1,251.73 | | 1,251.73 |
| (iii) In Associate Companies | | | | | |
| Equity Shares | | | | | |
| PF Holdings B.V. | EUR 1 | 2,63,36,050 | 254.05 | 2,63,36,050 | 254.05 |
| PSL Media & Communications Limited | 5 | 19,750 | 0.01 | 19,750 | 0.01 |
| Mahindra Tsubaki Conveyor Systems Private Limited | 10 | — | — | 1,53,76,025 | 18.31 |
| Brainbees Solutions Private Limited | 5^ | 1,64,46,754 | 320.73 | 1,64,46,754 | 320.73 |
| ReNew Sunlight Energy Private Limited | 10 | 1,60,74,000 | 16.07 | — | — |
| | | | 590.86 | | 593.10 |
| Preference shares (classified as equity instruments) | | | | | |
| Series C Preferred shares: Resson Aerospace Corporation | NA | 8,00,402 | 34.45 | 8,00,402 | 34.45 |
| Brainbees Solutions Private Limited - Compulsorily Convertible Preference Shares - Series D1 CCPS | 5^ | 48,87,180 | 95.07 | 48,87,180 | 95.07 |
| | | | 129.52 | | 129.52 |
| | | | 720.38 | | 722.62 |

8. Investments (contd.)

A. Non-current investments (contd.)

| Particulars | Face Value Per Unit (Rupees) | 2022 | | 2021 | |
|--|------------------------------|--------------|---------------|--------------|---------------|
| | | Number | Rupees crores | Number | Rupees crores |
| (iv) In Joint Venture Companies | | | | | |
| Equity Shares | | | | | |
| Carnot Technologies Private Limited | 10 | 4,734 | 5.95 | 3,121 | 3.45 |
| Classic Legends Private Limited | 10 | 24,25,28,000 | 243.24 | 13,45,28,000 | 135.24 |
| M.I.T.R.A Agro Equipments Private Limited | 10 | 1,24,537 | 23.80 | 1,02,662 | 15.99 |
| Mahindra Aerospace Private Limited | 10 | 83,56,30,306 | 1,075.45 | 83,56,30,306 | 1,075.45 |
| Mahindra Ideal Lanka (Private) Limited | LKR 1000 | 1,75,000 | 6.79 | 1,75,000 | 6.79 |
| Mahindra Sanyo Special Steel Private Limited... | 10 | 34,75,264 | 145.13 | 34,75,264 | 145.13 |
| Sampo Rosenlew Oy | NA | 4,995 | 218.34 | 4,995 | 218.34 |
| Smartshift Logistics Solutions Private Limited... | 10 | 3,47,105 | 71.56 | 3,47,105 | 71.56 |
| | | | 1,790.26 | | 1,671.95 |
| Preference shares (classified as equity instruments) | | | | | |
| Compulsory Convertible Cumulative Preference shares: Carnot Technologies Private Limited | | | | | |
| – Series A | 100 | 6,663 | 5.77 | 6,663 | 5.77 |
| – Series B | 100 | 2,298 | 3.00 | 2,298 | 3.00 |
| – Series C | 100 | 7,423 | 11.50 | — | — |
| – Seed | 100 | 4,480 | 5.85 | 4,480 | 5.85 |
| Compulsorily Convertible Cumulative Participating Preference Shares: Smartshift Logistics Solutions Private Limited: | | | | | |
| - 0.01% Series C | 100 | 3,15,788 | 64.38 | 3,15,788 | 64.38 |
| - 0.01% Series C1 | 100 | 1,84,529 | 37.50 | 1,84,529 | 37.50 |
| Non Cumulative Compulsorily Convertible Preference Shares: Zoomcar India Private Limited: | | | | | |
| - 0.0001% Series P1 | 10 | 3,63,752 | 129.13 | 3,63,752 | 129.13 |
| - 0.0001% Series P2 | 10 | 1,03,063 | — | 1,03,063 | — |
| | | | 257.13 | | 245.63 |
| | | | 2,047.39 | | 1,917.58 |
| (B) Designated and carried at FVTOCI | | | | | |
| (i) In Other Companies | | | | | |
| Gamaya SA: | | | | | |
| – Irredeemable Preferred shares ⁵ | CHF 1 | 30,469 | — | 30,469 | 30.16 |
| – Common shares ⁵ | CHF 1 | 300 | — | 300 | 0.30 |
| TVS Automobile Solutions Private Limited: | | | | | |
| Compulsorily Convertible Preference Shares | 10 | 332,295 | 35.00 | 332,295 | 35.00 |
| Equity shares | | | 0.07 | | 0.16 |
| | | | 35.07 | | 65.62 |
| (C) Designated and carried at FVTPL | | | | | |
| SsangYong Motor Company ⁵ | KRW 5,000 | 111,855,108 | — | 111,855,108 | — |
| Investments in Equity Instruments (Total) | | | 23,097.23 | | 22,489.98 |
| Investments in Debt instruments: | | | | | |
| Unquoted | | | | | |
| At Amortised Cost | | | | | |
| (i) In Subsidiary Companies | | | | | |
| 10.00% Non-Cumulative Redeemable Participating Preference Shares: Mahindra Construction Company Limited | 100 | 5,40,000 | — | 5,40,000 | — |
| | | | — | | — |

8. Investments (contd.)

A. Non-current investments (contd.)

| Particulars | Face Value Per Unit (Rupees) | 2022 | | 2021 | |
|--|------------------------------------|-------------|---------------|-------------|---------------|
| | | Number | Rupees crores | Number | Rupees crores |
| (ii) In Other Companies | | | | | |
| Others | | | * | | * |
| Investments in Debt Instruments (Total) | | | — | | — |
| Other Non Current Investments Unquoted | | | | | |
| Mandatorily measured and Carried at FVTPL: | | | | | |
| (i) In Subsidiary Companies | | | | | |
| 6% Optionally Convertible Cumulative Redeemable Preference Shares: Mahindra Agri Solutions Limited | 46 | 1,06,96,170 | 38.86 | 1,06,96,170 | 46.29 |
| | | | 38.86 | | 46.29 |
| (ii) In Joint Venture Companies | | | | | |
| 18% Optionally Convertible Debenture: Zoomcar India Private Limited ⁵ | 100,000 | — | — | — | — |
| (iii) In Others | | | | | |
| Investment in Alternate Investment Fund | | | 24.75 | | 11.75 |
| | | | 24.75 | | 11.75 |
| Other Non-Current Investments (Total) | | | 63.61 | | 58.04 |
| Total Non-Current Investments (Gross) | | | 23,160.84 | | 22,548.02 |
| Less: Aggregate amount of impairment in value of investments | | | (5,953.09) | | (5,256.20) |
| Total Non-Current Investments (Net) | | | 17,207.75 | | 17,291.82 |
| Other Disclosures | | | | | |
| (i) Aggregate amount of quoted investments (Gross) | | | 5,525.84 | | 5,539.54 |
| Market Value of quoted investments | | | 57,237.27 | | 45,043.69 |
| (ii) Aggregate amount of unquoted investments (Gross) .. | | | 17,635.00 | | 17,008.48 |

Notes:

[^] Subsequent to 31st March, 2022, the shares have been split into face value of Rs. 2 per share.

^{\$} Fair value of investments is determined to be Nil.

* denotes amounts less than Rs. 50,000.

B. Current investments

| Particulars | Rupees crores | |
|---|---------------|----------|
| | 2022 | 2021 |
| Quoted: | | |
| Mandatorily measured and carried at FVTPL | | |
| Investments in Mutual Funds | 6,760.77 | 4,358.84 |
| Investments in Market Linked Debentures | — | 97.66 |
| | 6,760.77 | 4,456.50 |
| Designated and carried at FVTOCI | | |
| Investments in Equity Instruments | 0.01 | 0.01 |
| Investments in Debentures and Bonds | 31.09 | 31.97 |
| Investments in Government securities | 4.99 | — |
| | 36.09 | 31.98 |
| | 6,796.86 | 4,488.48 |
| Unquoted: | | |
| Carried at amortised cost | | |
| Investments in Corporate Fixed Deposits | 253.00 | 2.31 |
| | 253.00 | 2.31 |
| Designated and carried at FVTOCI | | |
| Investments in Certificate of Deposits | 852.20 | — |
| Total Current Investments | 7,902.06 | 4,490.79 |
| Other Disclosures | | |
| (i) Aggregate amount of quoted investments (Gross) | 6,796.86 | 4,488.48 |
| Market Value of quoted investments | 6,796.86 | 4,488.48 |
| (ii) Aggregate amount of unquoted investments (Gross) | 1,105.20 | 2.31 |

9. Loans
Rupees crores

| Particulars | Non-Current | | Current | |
|---|---------------|-----------------|-----------------|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| (a) Loans to related parties (refer note 39) | | | | |
| Unsecured, considered good | 885.79 | 1,521.05 | 1,791.70 | 211.94 |
| Credit impaired | 11.00 | 16.00 | 5.27 | 5.27 |
| | 896.79 | 1,537.05 | 1,796.97 | 217.21 |
| Less: Loss Allowance | 11.00 | 16.00 | 5.27 | 5.27 |
| Total (a) | 885.79 | 1,521.05 | 1,791.70 | 211.94 |
| (b) Other Loans | | | | |
| Unsecured, considered good | 12.86 | 17.54 | 53.82 | 72.52 |
| Credit impaired | 246.19 | 437.35 | — | 5.98 |
| | 259.05 | 454.89 | 53.82 | 78.50 |
| Less: Loss Allowance | 184.64 | 328.01 | — | 5.98 |
| Total (b) | 74.41 | 126.88 | 53.82 | 72.52 |
| Total Loans | 960.20 | 1,647.93 | 1,845.52 | 284.46 |

(a) Non Current Loan to Related Parties includes Loan to Director **Rs. 0.79 crores** (2021: Rs. 3.53 crores), Current Loan - **Rs. Nil** (2021: Rs. 3.50 crores).

(b) Other Current and Non Current Loans mainly includes loans to employees and loans given to other companies.

(c) Loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

10. Other Financial Assets
Rupees crores

| Particulars | Non-Current | | Current | |
|--|-----------------|-----------------|-----------------|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| Carried at amortised cost: | | | | |
| Security deposits | 35.48 | 29.52 | 21.21 | 27.62 |
| Corporate Fixed Deposits | 102.09 | 3.11 | — | — |
| Bank deposits with more than 12 months maturity | 421.19 | 12.78 | — | — |
| Interest accrued..... | — | — | 151.57 | 241.92 |
| Other financial assets | 976.81 | 822.77 | 607.58 | 466.50 |
| Carried at fair value: | | | | |
| Derivative financial assets | 4.47 | 65.77 | 237.83 | 33.27 |
| Derivatives on Interest over Subsidiaries, Associates and Joint Ventures.... | 21.54 | 104.96 | 70.37 | — |
| Total Other Financial Assets | 1,561.58 | 1,038.91 | 1,088.56 | 769.31 |

Other Financial Assets includes receivables for oil royalty income, scrap sales, incentive receivables, share application money and other recoverable expenses.

Derivative financial assets includes foreign currency forwards, commodity derivatives in the nature of forward contracts, interest rate swaps and options.

11. Other Non Financial Assets
Rupees crores

| Particulars | Non-Current | | Current | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Capital advances | 777.09 | 871.72 | — | — |
| Other advances | 526.04 | 673.00 | 2,462.67 | 1,887.71 |
| Total Other Non Financial Assets | 1,303.13 | 1,544.72 | 2,462.67 | 1,887.71 |

Other advances include advances to suppliers, prepaid expenses, export benefits receivable, other recoverable expenses, balances with government authorities (other than income taxes) and Goods and Services Tax (GST) receivable and contract assets.

14. Cash & Cash Equivalents and Bank Balances
Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| a) Cash and cash equivalents | | |
| Balances with banks | | |
| – On Current accounts..... | 384.71 | 660.52 |
| – Fixed deposits with original maturity less than 3 months..... | 261.72 | 166.00 |
| | 646.43 | 826.52 |
| Cheques, drafts on hand (including in transit)..... | 70.70 | 40.91 |
| Cash on hand..... | 0.09 | 0.11 |
| Total Cash and cash equivalents..... | 717.22 | 867.54 |
| b) Bank Balances other than Cash and Cash Equivalents | | |
| Earmarked balances with banks..... | 17.16 | 18.43 |
| Balances with banks on margin accounts..... | 9.71 | 34.28 |
| Fixed deposits..... | 2,906.44 | 5,474.96 |
| Total Other Bank balances..... | 2,933.31 | 5,527.67 |

15. Assets held for sale

On 9th November, 2021, the Company has entered into an agreement to sell 9,71,37,796 Equity shares of Rs. 10 each in Meru Travel Solutions Private Limited (MTSPL) aggregating 100% of the paid-up Equity Share Capital of MTSPL to Mahindra Logistics Limited, a subsidiary of the Company.

16. Equity Share Capital
Rupees crores

| Particulars | 2022 | 2021 |
|--|---------------|---------------|
| Authorised: | | |
| 1810,00,00,000 (2021: 8,10,00,00,000) Ordinary (Equity) Shares of Rs. 5 each | 9,050.00 | 4,050.00 |
| 25,00,000 Unclassified Shares of Rs.100 each (2021: 25,00,000) | 25.00 | 25.00 |
| 150,00,00,000 Preference Shares of Rs. 10 each (2021: Nil) | 1,500.00 | — |
| | 10,575.00 | 4,075.00 |
| Issued and Subscribed and Paid-up: | | |
| 1,24,31,92,544 (2021: 1,24,31,92,544) Ordinary (Equity) Shares of Rs. 5 each fully paid up | 621.60 | 621.60 |
| Less: | | |
| 4,65,91,301 (2021: 4,84,24,163) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M ESOP Trust but not yet allotted to employees..... | 23.30 | 24.21 |
| Adjusted Issued, Subscribed and Paid-up Share Capital | 598.30 | 597.39 |

a. Reconciliation of number of Ordinary (Equity) Shares and amount outstanding:

| Particulars | 2022 | | 2021 | |
|---|-----------------------|---------------|----------------|---------------|
| | No. of Shares | Rupees Crores | No. of Shares | Rupees Crores |
| Issued, Subscribed and Paid-up: | | | | |
| At the beginning of the year | 1,24,31,92,544 | 621.60 | 1,24,31,92,544 | 621.60 |
| Less: Shares issued to M&M ESOP Trust but not allotted to employees | 4,65,91,301 | 23.30 | 4,84,24,163 | 24.21 |
| Adjusted Issued, Subscribed and Paid-up Share Capital | 1,19,66,01,243 | 598.30 | 1,19,47,68,381 | 597.39 |

16. Equity Share Capital (contd.)

- b. The Ordinary (Equity) Shares of the Company rank pari-passu in all respects including voting rights and entitlement to dividend.
- c. Details of Ordinary (Equity) Shares held by shareholders holding more than 5% of the aggregate Issued, Subscribed and Paid-up shares of the Company:

| Name of the Shareholder | 2022 | | 2021 | |
|---|---------------|----------------|---------------|----------------|
| | No. of Shares | % Shareholding | No. of Shares | % Shareholding |
| Prudential Management and Services Pvt. Ltd. | 14,15,21,940 | 11.38 | 14,15,21,940 | 11.38 |
| Life Insurance Corporation of India..... | 8,55,54,624 | 6.88 | 10,22,25,615 | 8.22 |
| M&M Benefit Trust | 8,44,70,428 | 6.79 | 8,44,70,428 | 6.79 |

- d. Details of Ordinary (Equity) Shares held by Promoter and Promoter group:

| Name of the Promoters | 2022 | | | 2021 | | |
|---|---------------------|----------------|--------------------------|---------------------|----------------|--------------------------|
| | No. of Shares | % Shareholding | % Change during the year | No. of Shares | % Shareholding | % Change during the year |
| Promoters: | | | | | | |
| Anand Mahindra | 14,30,008 | 0.12% | — | 14,30,008 | 0.12% | — |
| Keshub Mahindra | 8,84,592 | 0.07% | — | 8,84,592 | 0.07% | — |
| Sub Total (A) | 23,14,600 | 0.19% | | 23,14,600 | 0.19% | |
| Promoter Group: | | | | | | |
| Anjali K Mahindra | 2,12,208 | 0.02% | — | 2,12,208 | 0.02% | 0.00% |
| Anuradha Mahindra | 4,57,090 | 0.04% | — | 4,57,090 | 0.04% | — |
| Dhruv S Sharma | 30,000 | 0.00% | — | 30,000 | 0.00% | — |
| Deveshwar Jagat Sharma | 30,000 | 0.00% | — | 30,000 | 0.00% | — |
| Gautam P Khandelwal..... | 4,600 | 0.00% | — | 4,600 | 0.00% | — |
| Leena S Labroo | 12,51,884 | 0.10% | 0.00% | 12,52,384 | 0.10% | — |
| Nisheeta Labroo..... | 1,60,500 | 0.01% | 0.00% | 1,60,000 | 0.01% | 0.00% |
| Aneesha Labroo | 1,60,000 | 0.01% | — | 1,60,000 | 0.01% | — |
| Radhika Nath..... | 93,616 | 0.01% | — | 93,616 | 0.01% | — |
| Sanjay Labroo..... | 1,45,440 | 0.01% | — | 1,45,440 | 0.01% | — |
| Sudha Keshub Mahindra..... | 14,52,032 | 0.12% | — | 14,52,032 | 0.12% | — |
| Uma R Malhotra | 10,09,604 | 0.08% | — | 10,09,604 | 0.08% | — |
| Yuthica Keshub Mahindra..... | 7,16,744 | 0.06% | 0.00% | 7,75,244 | 0.06% | 0.00% |
| Kema Services International Pvt. Ltd. | 7,34,832 | 0.06% | — | 7,34,832 | 0.06% | — |
| Prudential Management and Services Pvt. Ltd. | 14,15,21,940 | 11.38% | — | 14,15,21,940 | 11.38% | — |
| M&M Benefit Trust | 8,44,70,428 | 6.79% | — | 8,44,70,428 | 6.79% | — |
| Sub Total (B) | 23,24,50,918 | 18.69% | | 23,25,09,418 | 18.70% | |
| Total (A+B) | 23,47,65,518 | 18.88% | | 23,48,24,018 | 18.89% | |

- e. For the period of preceding five years as on the Balance Sheet date, Issued, Subscribed and Paid-up Share Capital includes:
- Aggregate of **5,03,888** (2021: 5,03,888) Ordinary (Equity) Shares of Rs. 5 each allotted as fully paid-up pursuant to Scheme of Arrangement without payment being received in cash.
 - Aggregate of **62,15,96,272** (2021: 62,15,96,272) Ordinary (Equity) Shares allotted as fully paid up by way of bonus shares.

17. Other Equity

Details of Dividends proposed:

Rupees crores

| Particulars | 2022 | 2021 |
|----------------------------------|-----------------|-----------------|
| Dividend per share (Rupees)..... | 11.55 | 8.75 |
| Dividend on Equity Shares..... | 1,435.89 | 1,087.79 |
| Total Dividend | 1,435.89 | 1,087.79 |

18. Borrowings

a) Long Term Borrowings

i) Non Current borrowings

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| Unsecured (Carried at Amortised Cost): | | |
| Debentures | 3,467.38 | 3,463.75 |
| Term loan from banks..... | 1,841.67 | 3,050.00 |
| Other loans..... | 368.97 | 476.09 |
| Total Unsecured Borrowings | 5,678.02 | 6,989.84 |

(a) Debentures:

Rupees crores

| | 2022 | 2021 |
|---|-----------------|-----------------|
| – 9.55% p.a. Senior Redeemable Non-Convertible Debentures maturing in July 2063 | 500.00 | 500.00 |
| – 7.57% p.a. Redeemable Non-Convertible Debentures maturing in September 2026 | 475.00 | 475.00 |
| – 6.19% p.a. Redeemable Non-Convertible Debentures maturing in June 2025# | 500.00 | 500.00 |
| – 6.78% p.a. Redeemable Non-Convertible Debentures maturing in April 2023 | 1,000.00 | 1,000.00 |
| – 6.65% p.a. Redeemable Non-Convertible Debentures maturing in April 2023 | 1,000.00 | 1,000.00 |
| Less: Unamortised finance cost | 7.62 | 11.25 |
| | 3,467.38 | 3,463.75 |

The Company and the debentures holders have call and put option respectively to redeem, in part or in full, the debentures on 8th June, 2023 and 8th June, 2024.

(b) Term Loan from Banks:

The Company has Unsecured Term Loan from banks which are repayable over a period of maximum five years upto August 2025 and carry interest rates which are linked to Repo rate with spread ranging from 2.15% p.a.p.m. to 2.35% p.a.p.m. Certain loans have floor rate and ceiling rate defined such that the effective interest rate would range between 5.50% p.a.p.m. to 7.95% p.a.p.m.

(c) Other loans comprise deferred sales tax loans which are interest free and repayable in five equal installments after ten years from the year of availment of respective loan.

18. Borrowings (contd.)

b) Short Term Borrowings

| Particulars | Rupees crores | |
|--|---------------|---------------|
| | 2022 | 2021 |
| Secured (Carried at Amortised Cost): | | |
| Term Loan from Banks | — | 24.74 |
| Loans and Advances on cash credit account from Banks | — | 7.61 |
| Other Loan from Bank | — | 61.90 |
| Unsecured (Carried at Amortised Cost): | | |
| Loan from Related party | — | 50.00 |
| Commercial Papers | 496.48 | — |
| Current maturities of long term borrowings | 315.45 | 528.25 |
| Total Short Term Borrowings..... | 811.93 | 672.50 |

Secured term loan from Banks are secured by lien on non-callable Fixed Deposits of equivalent amount.

The Company has also availed working capital facilities and other non-fund based facilities viz. bank guarantees and letters of credit, which are secured by hypothecation of inventories.

Loan from related parties and Other Loan from Banks (includes working capital loan) carrying fixed interest rate ranging from 5.50% p.a to 9.00% p.a., repayable within a year from the date of avilment of loan.

Reconciliation of movement in borrowings to cash flows from financing activities

| Particulars | Rupees crores | |
|--|-----------------|-----------------|
| | 2022 | 2021 |
| Opening balance | | |
| – Long Term Borrowings | 6,989.84 | 1,963.23 |
| – Short Term Borrowings | 672.50 | 994.88 |
| – Unclaimed matured Deposits..... | 0.09 | 0.10 |
| Total Opening Balance | 7,662.43 | 2,958.21 |
| a) <i>Acquisitions through business combinations [Refer note 44 (B)]</i> | — | 413.34 |
| b) <i>Cash flow movements</i> | | |
| – Proceeds from borrowings | 966.61 | 9,230.97 |
| – Repayment of borrowings..... | (2,233.75) | (4,958.71) |
| | (1,267.14) | 4,272.26 |
| c) <i>Non-cash movements</i> | | |
| – Effect of amortisation of loan origination costs..... | 19.05 | 3.97 |
| – Foreign exchange translation..... | 3.93 | 14.65 |
| – Forward contract adjustment..... | 71.75 | — |
| | 94.73 | 18.62 |
| Closing Balance | | |
| – Long Term Borrowings | 5,678.02 | 6,989.84 |
| – Short Term Borrowings (other than loans repayable on demand) | 811.93 | 672.50 |
| – Unclaimed matured Deposits..... | 0.07 | 0.09 |
| Total Closing Balance | 6,490.02 | 7,662.43 |

19. Other Financial Liabilities
Rupees crores

| Particulars | Non-Current | | Current | |
|---|---------------|---------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Carried at Amortised Cost: | | | | |
| Interest accrued and not due on borrowings..... | — | — | 182.65 | 189.14 |
| Unclaimed dividends..... | — | — | 17.16 | 18.43 |
| Unclaimed matured deposits and interest accrued thereon..... | — | — | 0.07 | 0.09 |
| Security Deposits..... | 86.07 | 86.51 | — | — |
| Other liabilities..... | 562.66 | 629.23 | 1,119.49 | 1,354.55 |
| Carried at Fair Value: | | | | |
| Derivative financial Liabilities..... | — | — | 22.37 | 70.60 |
| Derivatives on Interest in Subsidiaries, Associates and Joint Ventures..... | 34.39 | 65.53 | 22.22 | 50.85 |
| Total other financial liabilities..... | 683.12 | 781.27 | 1,363.96 | 1,683.66 |

Other liabilities include salaries and wages payable, capital creditors, brand licenses payable, monies adjusted from share capital and other equity on account of shares held by M&M ESOP Trust pending transfer to the eligible employees.

20. Provisions
Rupees crores

| Particulars | Non-Current | | Current | |
|--------------------------------------|---------------|-----------------|---------------|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| Provision for Employee Benefits..... | 574.64 | 722.73 | 116.04 | 114.39 |
| Provision for Warranty..... | 308.31 | 274.02 | 257.08 | 298.27 |
| Provision for Service Coupons..... | 29.71 | 18.67 | 80.49 | 79.58 |
| Total Provisions..... | 912.66 | 1,015.42 | 453.61 | 492.24 |

Provision for warranty relates to provision made in respect of sale of certain products, the estimated cost of which is accrued at the time of sale. The products are generally covered under a free warranty period ranging from 8 months to 5 years.

Provision for employee benefits includes gratuity, provident fund, post retirement benefits, compensated absence etc.

The movement in provision for warranty and service coupon is as follows:

Rupees crores

| Particulars | Warranty | | Service coupons | |
|---|---------------|---------------|-----------------|--------------|
| | 2022 | 2021 | 2022 | 2021 |
| Opening Balance..... | 572.29 | 614.13 | 98.25 | 130.87 |
| Additional net provisions recognised during the year..... | 251.94 | 160.70 | 116.46 | 46.90 |
| Amounts utilised during the year..... | (282.53) | (233.48) | (107.61) | (86.80) |
| Unwinding of discount..... | 23.69 | 30.94 | 3.10 | 7.28 |
| Closing Balance..... | 565.39 | 572.29 | 110.20 | 98.25 |

21. Income Taxes

Deferred Tax (Assets)/Liabilities (Net)

Rupees crores

| Particulars | Balance as at 01-04-2021 | Acquisitions through business combinations | Charge/(credit) to Profit or Loss | Charge/(credit) to OCI | Balance as at 31-3-2022 |
|--|-----------------------------|---|---|---------------------------|----------------------------|
| <i>Tax effect of items resulting in taxable temporary differences</i> | | | | | |
| Allowances on Property, Plant and Equipment and Intangible Assets | 1,873.20 | — | 163.82 | — | 2,037.02 |
| Others | 59.45 | — | 16.51 | — | 75.96 |
| <i>Tax effect of items resulting in deductible temporary differences</i> | | | | | |
| Provision for employee benefits..... | (269.01) | — | 17.41 | 34.16 | (217.44) |
| Allowances for credit losses..... | (79.71) | — | (3.10) | — | (82.81) |
| Long term capital losses..... | (71.80) | — | 23.15 | — | (48.65) |
| Others | (62.47) | — | (2.09) | 1.28 | (63.28) |
| Total Deferred Tax (Assets)/Liabilities (Net)..... | 1,449.66 | — | 215.70 | 35.44 | 1,700.80 |

Rupees crores

| Particulars | Balance as at 01-04-2020 | Acquisitions through business combinations [Refer note 44 (B)] | Charge/(credit) to Profit or Loss | Charge/(credit) to OCI | Balance as at 31-3-2021 |
|--|-----------------------------|---|---|---------------------------|----------------------------|
| <i>Tax effect of items resulting in taxable temporary differences</i> | | | | | |
| Allowances on Property, Plant and Equipment and Intangible Assets | 1,766.08 | 113.13 | (6.01) | — | 1,873.20 |
| Others | 65.06 | — | (5.61) | — | 59.45 |
| <i>Tax effect of items resulting in deductible temporary differences</i> | | | | | |
| Provision for employee benefits..... | (237.37) | (17.74) | 5.10 | (19.00) | (269.01) |
| Allowances for credit losses..... | (56.11) | — | (23.60) | — | (79.71) |
| Long term capital losses..... | (86.83) | — | 15.03 | — | (71.80) |
| Others | (42.66) | 3.22 | (22.09) | (0.94) | (62.47) |
| Total Deferred Tax (Assets)/Liabilities (Net)..... | 1,408.17 | 98.61 | (37.18) | (19.94) | 1,449.66 |

Income Tax recognised in profit or loss

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| Current Tax: | | |
| In respect of current year | 1,099.72 | 1,328.89 |
| In respect of prior years..... | (15.18) | 27.58 |
| | 1,084.54 | 1,356.47 |
| Deferred Tax: | | |
| In respect of current year origination and reversal of temporary differences..... | 187.96 | (24.63) |
| Effect of utilisation/(recognition) of deferred tax on capital losses | 23.15 | 15.03 |
| In respect of prior year | 4.59 | (27.58) |
| | 215.70 | (37.18) |
| Total Income Tax recognised in profit or loss..... | 1,300.24 | 1,319.29 |

21. Income Taxes (contd.)

Income tax recognised in Other comprehensive income

Rupees crores

| Particulars | 2022 | 2021 |
|--|----------------|--------------|
| Deferred tax related to items recognised in other comprehensive income during the year: | | |
| Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge | (1.53) | 0.71 |
| Net fair value gain on investments in debt instruments at FVTOCI | 0.25 | 0.23 |
| Remeasurement of defined benefit plans | (34.16) | 19.00 |
| Total Income tax recognised in Other comprehensive income | (35.44) | 19.94 |

The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows:

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| Profit before tax | 6,235.46 | 2,303.45 |
| Applicable Income tax rate | 25.17% | 25.17% |
| Expected income tax expense | 1,569.34 | 579.73 |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense: | | |
| Effect of income exempt from tax / non taxable on compliance of conditions | (361.65) | (212.21) |
| Effect of income chargeable at specified tax rates | (142.06) | — |
| Effect of expenses/provisions not deductible in determining taxable profit | 216.92 | 903.06 |
| Effect of utilisation/ (recognition) of deferred tax on capital losses | 23.15 | 15.03 |
| Effect of net additional / (reversal) of provision in respect of prior years | (10.59) | — |
| Others | 5.13 | 33.68 |
| Reported income tax expense | 1,300.24 | 1,319.29 |

22. Other Non Financial Liabilities

Rupees crores

| Particulars | Non-Current | | Current | |
|--|---------------|---------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Contract Liabilities | 211.63 | 108.56 | 633.71 | 647.33 |
| Others | — | — | 2,276.26 | 1,619.31 |
| Total Other Non Financial Liabilities | 211.63 | 108.56 | 2,909.97 | 2,266.64 |

Others mainly include government dues, taxes payable, GST payable and salary deductions payable.

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

23. Trade Payables

| Particulars | Rupees crores | |
|---|------------------|------------------|
| | 2022 | 2021 |
| Total outstanding dues of micro enterprises and small enterprises | 116.11 | 104.80 |
| Total outstanding dues other than micro enterprises and small enterprises | | |
| – Trade payable - Other than Micro and small enterprises | 11,842.91 | 9,697.68 |
| – Acceptances..... | 934.52 | 840.24 |
| | 12,777.43 | 10,537.92 |
| Total Trade Payables..... | 12,893.54 | 10,642.72 |

Micro and Small enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below:

| Particulars | Rupees crores | |
|---|---------------|--------|
| | 2022 | 2021 |
| (a) Dues remaining unpaid at the end of each accounting year for micro and small enterprises | | |
| – Principal..... | 3.35 | 5.28 |
| – Interest on the above | 0.50 | 0.07 |
| (b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year | | |
| – Principal paid beyond the appointed date..... | 636.01 | 419.37 |
| – Interest paid in terms of Section 16 of the MSMED Act..... | 1.10 | 0.65 |
| (c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year | 0.89 | 0.76 |
| (d) Further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | 2.04 | 2.64 |
| (e) Amount of interest accrued and remaining unpaid..... | 3.43 | 3.47 |

Ageing of trade payables

| Particulars | Rupees crores | | | | | |
|--|--|------------------|-----------|-----------|-------------------|------------------|
| | Outstanding for following periods from due date of payment | | | | | |
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31st March 2022 | | | | | | |
| Trade Payables | | | | | | |
| MSME | 112.76 | 3.35 | — | — | — | 116.11 |
| Others | 8,443.75 | 601.70 | 18.88 | 2.35 | 30.15 | 9,096.83 |
| Disputed dues - Others..... | — | — | — | — | 0.03 | 0.03 |
| | 8,556.51 | 605.05 | 18.88 | 2.35 | 30.18 | 9,212.97 |
| Accrued Expenses..... | | | | | | 3,680.57 |
| Total | | | | | | 12,893.54 |
| As at 31st March, 2021 | | | | | | |
| Trade Payables | | | | | | |
| MSME | 99.52 | 5.25 | 0.03 | — | — | 104.80 |
| Others | 6,896.26 | 500.00 | 88.12 | 19.34 | 62.27 | 7,565.99 |
| Disputed dues - Others..... | — | — | — | 0.01 | 0.01 | 0.02 |
| | 6,995.78 | 505.25 | 88.15 | 19.35 | 62.28 | 7,670.81 |
| Accrued Expenses..... | | | | | | 2,971.91 |
| Total | | | | | | 10,642.72 |

24. Revenue from Operations
Rupees crores

| Particulars | 2022 | 2021 |
|---|------------------|------------------|
| (a) From contract with customers for goods and services | | |
| Sale of products..... | 55,209.76 | 42,701.71 |
| Sale of services..... | 1,126.63 | 1,012.20 |
| Other operating revenue [^] | 612.32 | 435.12 |
| | 56,948.71 | 44,149.03 |
| (b) From other sources of revenue | | |
| Other operating revenue | | |
| – Government grant and incentives..... | 421.53 | 407.91 |
| – Others..... | 75.73 | 72.93 |
| | 497.26 | 480.84 |
| Total Revenue from Operations | 57,445.97 | 44,629.87 |

Reconciliation of revenue recognised in the Statement of Profit and Loss with contracted price

Rupees crores

| Particulars | 2022 | 2021 |
|--|------------------|------------------|
| Revenue from contract with customer as per the contract price | 58,596.63 | 45,761.87 |
| Less: Trade discounts, volume rebates, returns etc. | (1,647.92) | (1,612.84) |
| Revenue from contract with customer as per the statement of Profit and Loss | 56,948.71 | 44,149.03 |

Revenue disaggregation as per nature of products and services and geography has been included in segment information (refer note 42).

[^] Other operating revenue mainly includes income from oil royalty and scrap sales.

25. Other Income
Rupees crores

| Particulars | 2022 | 2021 |
|--|-----------------|-----------------|
| (a) Interest Income | | |
| – On Financial Assets measured at Amortised Cost..... | 376.69 | 373.06 |
| – On Financial Assets at Fair Value Through Other Comprehensive Income..... | 4.11 | 7.65 |
| (b) Dividend Income | | |
| – On equity investments in subsidiaries, associates and JV's..... | 1,363.02 | 565.00 |
| – Mutual fund at Fair Value through Profit or Loss | — | 0.04 |
| (c) Net Gain arising on financial assets/ liabilities measured at Fair Value through profit or loss..... | 182.62 | 132.56 |
| (d) Other non operating income (net of directly attributable expenses)..... | 149.46 | 121.17 |
| Total Other Income | 2,075.90 | 1,199.48 |

26. Cost of materials consumed
Rupees crores

| Particulars | 2022 | 2021 |
|---|------------------|------------------|
| Opening inventories..... | 1,919.70 | 1,109.75 |
| Acquisitions through business combinations [Refer note 44 (B)]..... | — | 437.17 |
| Add: Purchases | 41,047.89 | 28,396.29 |
| | 42,967.59 | 29,943.21 |
| Less: Closing inventories..... | 2,461.44 | 1,919.70 |
| Total Cost of materials consumed | 40,506.15 | 28,023.51 |

27. Changes in inventories of finished goods, stock-in-trade and work-in-progress

| Particulars | 2022 | 2021 |
|--|-----------------|-----------------|
| <i>Rupees crores</i> | | |
| Opening inventories: | | |
| Finished goods | 1,811.28 | 1,379.46 |
| Work-in-progress..... | 249.08 | 126.81 |
| Stock-in-trade..... | 486.06 | 551.25 |
| Manufactured Components | 137.03 | 105.72 |
| | 2,683.45 | 2,163.24 |
| Add: Acquisitions through business combinations [Refer note 44 (B)] | | |
| Finished goods | — | 76.98 |
| Work-in-progress..... | — | 77.61 |
| Less: Closing inventories: | | |
| Finished goods | 2,218.48 | 1,811.28 |
| Work-in-progress..... | 136.83 | 249.08 |
| Stock-in-trade..... | 587.04 | 486.06 |
| Manufactured Components | 280.50 | 137.03 |
| | 3,222.85 | 2,683.45 |
| Net (increase) in inventories | (539.40) | (365.62) |

28. Employee Benefits Expense

| Particulars | 2022 | 2021 |
|--|-----------------|-----------------|
| <i>Rupees crores</i> | | |
| (a) Salaries and wages, including bonus..... | 2,712.45 | 2,701.74 |
| (b) Contribution to provident and other funds | 233.20 | 233.02 |
| (c) Equity settled share based payments (Refer Note 36)..... | 81.08 | 95.02 |
| (d) Staff welfare expenses..... | 279.23 | 222.17 |
| Total Employee Benefits Expense | 3,305.96 | 3,251.95 |

29. Finance Costs

| Particulars | 2022 | 2021 |
|--|---------------|---------------|
| <i>Rupees crores</i> | | |
| (a) Interest expense for financial liabilities measured at amortised cost..... | 459.74 | 577.82 |
| Less: Amounts included in the cost of qualifying assets..... | 293.94 | 247.76 |
| | 165.80 | 330.06 |
| (b) Other borrowing costs | 57.20 | 66.25 |
| Total Finance Costs | 223.00 | 396.31 |

Other borrowing cost includes discounting charges, unwinding of discount on lease and other liabilities.

The weighted average capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is **5.91% p.a.** (2021: 6.20% p.a.)

30. Depreciation, amortisation and impairment expense

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| (a) Depreciation on Property, Plant and Equipment..... | 1,486.70 | 1,376.69 |
| (b) Amortisation on Right-of-use asset..... | 52.12 | 58.45 |
| (c) Amortisation on Intangible Assets..... | 907.40 | 923.80 |
| (d) Impairment of property, plant & equipment and intangible assets under development | 4.84 | 10.98 |
| Total Depreciation, amortisation and impairment expense | 2,451.06 | 2,369.92 |

31. Other Expenses

Rupees crores

| Particulars | 2022 | 2021 |
|--|-----------------|-----------------|
| Advertisements..... | 415.10 | 259.42 |
| Freight outward..... | 710.29 | 589.08 |
| Stores consumed | 194.39 | 124.94 |
| Tools consumed..... | 54.70 | 44.00 |
| Power and Fuel..... | 262.97 | 240.57 |
| Repairs and Maintenance | 278.32 | 301.32 |
| Sales promotion expenses..... | 173.16 | 156.40 |
| Legal and Professional charges [refer note (a)]..... | 413.62 | 461.86 |
| Hire and Service charges..... | 1,165.45 | 957.49 |
| Miscellaneous expenses [refer note (b) & (c)]..... | 1,234.14 | 1,232.77 |
| Total Other Expenses | 4,902.14 | 4,367.85 |

(a) Auditors remuneration (Net of taxes where applicable) included in Legal and Professional charges are as below:

Rupees crores

| Particulars | 2022 | 2021 |
|---|-------------|-------------|
| Statutory Auditors: | | |
| Audit Fees (including quarterly limited reviews)..... | 5.70 | 5.74 |
| Other Services..... | 0.25 | 0.38 |
| Reimbursement of expenses | 0.07 | 0.05 |
| Total | 6.02 | 6.17 |
| Cost Auditors: | | |
| Audit Fees..... | 0.09 | 0.12 |
| Total | 0.09 | 0.12 |

(b) The foreign exchange (net) gain recognised in profit or loss is **Rs. 95.70 crores** (2021: net gain of Rs. 30.08 crores).

(c) Short term lease expenses recognised during the year is **Rs. 37.76 crores** (2021: Rs. 46.72 crores).

32. Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, the Company is required to spend 2% of its average net profit of the immediately three preceding financial years on CSR.

Rupees crores

| Particulars | 2022 | 2021 |
|---|--------------|---------|
| a) Gross amount required to be spent by the Company during the year based on 2% of average net profits | 96.85 | 124.17 |
| b) Adjustment for donation to PM CARES fund made in advance of the subsequent year's CSR spend requirement (refer note below)..... | — | (20.00) |
| c) Balance amount required to be spent during the year (a-b) | 96.85 | 104.17 |
| d) Amount spent during the year on: | | |
| i) Construction/ acquisition of assets held by the Company | — | — |
| ii) On purposes other than above | 97.08 | 104.39 |
| e) Unspent amount at the end of the year | — | — |
| f) Nature of CSR Activities: Driven by the core purpose and in line with CSR vision, the Company has invested CSR Funds to support the constituencies of girls, youth & farmers by innovatively supporting them through programmes designed in the domains of Education, Skill Development, and Environment. By applying a gender lens across all programmes, the Company has ensured that majority of beneficiaries are girls and women. | | |

Excess amount spent on CSR as per Section 135(5) of Companies Act, 2013:

Rupees crores

| Particulars | 2022 | 2021 |
|--|--------------|--------|
| a) Opening Balance (refer note below)..... | 0.22 | 20.00 |
| b) Amount required to spent during the year..... | 96.85 | 124.17 |
| c) Amount spent during the year | 97.08 | 104.39 |
| d) Closing Balance (a-b+c)..... | 0.45 | 0.22 |

On 31st March 2020, the Company donated Rs. 20.00 crores to the PM CARES Fund for COVID-19 in advance against the CSR spend requirement of the financial year 2020-21. As confirmed by Ministry of Corporate Affairs vide Circular dated 20th May 2021 allowing set off of the same against the spend requirement of financial year 2020-21 subject to meeting of certain conditions, the Company has complied with those conditions and accordingly considered the amount donated to PM CARES fund as amount spent towards the spend requirement of the previous year 2020-21.

Amount recognised as expense in profit or loss is **Rs. 97.08 crores** (2021: 104.39 crores).

33. Exceptional Items (net)

The Company classifies items of income and expense within profit or loss from ordinary activities as exceptional items when they are of such size, nature or incidence that their disclosure is relevant to explain the performance for the period.

Exceptional Items (net) recognised in profit or loss

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-------------------|
| Profit on transfer/sale of certain long term investments..... | 524.40 | 345.54 |
| Sale of certain freehold land..... | 29.43 | — |
| Impairment loss on certain long term investments and other exposures..... | (813.06) | (3,927.13) |
| Reversal of impairment loss on an investment..... | 50.56 | 447.53 |
| Gain on transfer of US Branch [Refer Note 44 (C)]..... | — | 46.78 |
| Total | (208.67) | (3,087.28) |

Impairment loss on certain investments in subsidiaries and joint ventures has been recognised considering the performance of these companies and their future projections.

The Company has long-term investments in subsidiaries, associates and joint ventures which are measured at cost less impairment or at fair value through profit or loss. The management assesses the performance of these entities including the future projections and relevant economic and market conditions in which they operate to identify if there is any indicator of impairment in the carrying value of the investments. In case indicators of impairment exist, the impairment loss is measured by estimating the recoverable amounts based on the higher of (i) 'fair value less cost of disposal' determined using market price information, where available, and (ii) 'value-in-use' estimates determined using discounted cash flow projections, where available. The fair value less costs of disposal is determined using the market approach. The future cash flow projections are specific to the entity based on its business plan and may not be the same as those of market participants. The future cash flows consider key assumptions such as volume projections, margins, terminal growth rates, etc. with due consideration for the potential risks given the current economic environment in which the entity operates. The discount rates used are pre-tax rates based on weighted average cost of capital and reflects market's assessment of the risks specific to the asset as well as time value of money. The recoverable amount estimates are based on judgments, estimates, assumptions and market data as on reporting date and ignore subsequent changes in the economic and market conditions.

During the year ended 31st March 2022, the performance of certain subsidiaries, associates and joint ventures along with the relevant economic and market indicators including the impact of certain capital allocation changes and uncertainties arising from continued impact of Covid-19, supply chain challenges and unprecedented rise in commodity prices resulted in indicators of impairment in respect of certain entities. Accordingly, the Company determined the recoverable amounts of the long term assets and other exposures related to these entities and recorded a provision of **Rs. 813.06 crores** (2021: Rs. 3,927.13 crores) for the year ended 31st March 2022. The value-in-use calculation use discount rates ranging from 11.0% - 24.0% and the terminal growth rates ranging from 2.0% - 7.0%.

34. Earning Per Share (EPS)

Rupees crores

| Particulars | 2022 | 2021 |
|--|----------------|----------------|
| Profit for the year (Rupees crores)..... | 4,935.22 | 984.16 |
| Weighted average number of Ordinary (Equity) Shares used in computing basic EPS..... | 1,19,54,13,830 | 1,19,38,39,894 |
| Effect of potential Dilutive Ordinary (Equity) Shares..... | 45,87,607 | 50,10,630 |
| Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS..... | 1,20,00,01,437 | 1,19,88,50,524 |
| Basic Earnings per share (Rs.) (Face value of Rs. 5 per share)..... | 41.28 | 8.24 |
| Diluted Earnings per share (Rs.)..... | 41.13 | 8.21 |

35. Employee Benefits

General description of defined benefit plans:

Gratuity

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 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.

Post - retirement medical

The Company provides post retirement medical cover to select grade of employees to cover the retiring employee and their spouse upto a specified age through mediclaim policy on which the premiums are paid by the Company. The eligibility of the employee for the benefit as well as the amount of medical cover purchased is determined by the grade of the employee at the time of retirement.

Post - retirement housing allowance

The Company operates a post retirement benefit scheme for a certain grade of employees in which a monthly allowance determined on the basis of the last drawn basic salary at the time of retirement, is paid to the retiring employee in lieu of housing.

Though its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets underperform compared to this yield, this will create or increase a deficit. The defined benefit plans may hold equity type assets, which may carry volatility and associated risk.

Changes in bond yields

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plans' investment in debt instruments.

Inflation risk

The present value of some of the defined benefit plan obligations are calculated with reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. The post retirement medical benefit obligation is sensitive to medical inflation and accordingly, an increase in medical inflation rate would increase the plan's liability.

Life expectancy

The present value of defined benefit plan obligation is calculated by reference to the best estimate of the mortality of plan participants, both during and after the employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

A. Details of defined benefit plans as per actuarial valuation are as below:

Rupees crores

| Particulars | Funded Plan | | Unfunded Plans | | | |
|---|-------------|---------|-------------------------|-------|-----------------------------------|--------|
| | Gratuity | | Post retirement medical | | Post retirement housing allowance | |
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| i Amounts recognised in profit or loss | | | | | | |
| Current service cost | 69.00 | 65.77 | 2.88 | 2.07 | 1.30 | 2.37 |
| Past service cost | — | — | — | — | 35.39 | 1.02 |
| Net interest expense/(income) | (1.02) | 1.62 | 3.15 | 2.29 | 5.32 | 5.53 |
| Total amount included in employee benefits expense | 67.98 | 67.39 | 6.03 | 4.36 | 42.01 | 8.92 |
| ii Amounts recognised in other comprehensive income | | | | | | |
| Remeasurement (gains)/losses: | | | | | | |
| a) Actuarial (gains)/losses arising from changes in - | | | | | | |
| – financial assumptions..... | (42.56) | 31.62 | (3.09) | 3.21 | (7.27) | 3.66 |
| – demographic assumptions..... | (13.31) | 0.12 | (7.92) | — | — | — |
| – experience adjustments | 47.84 | (35.60) | 0.37 | 10.67 | 2.16 | (1.78) |
| b) Return on plan assets, excluding amount included in net interest expense/ (income) | (9.75) | (3.04) | — | — | — | — |
| Total amount recognised in other comprehensive income | (17.78) | (6.90) | (10.64) | 13.88 | (5.11) | 1.88 |

35. Employee Benefits (contd.)

A. Details of defined benefit plans as per actuarial valuation are as below: (contd.)

Rupees crores

| Particulars | Funded Plan | | Unfunded Plans | | | |
|---|-------------|---------|-------------------------|---------|-----------------------------------|---------|
| | Gratuity | | Post retirement medical | | Post retirement housing allowance | |
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| iii Changes in the defined benefit obligation | | | | | | |
| Opening defined benefit obligation..... | 880.42 | 791.00 | 50.89 | 34.12 | 88.17 | 83.50 |
| Acquisitions through business combinations [Refer note 44 (B)]..... | — | 41.01 | — | — | — | — |
| Current service cost | 69.00 | 65.77 | 2.88 | 2.07 | 1.30 | 2.37 |
| Past service cost | — | — | — | — | 35.39 | 1.02 |
| Interest expense..... | 50.62 | 52.34 | 3.15 | 2.29 | 5.32 | 5.53 |
| Remeasurements (gains)/ losses arising from changes in - | | | | | | |
| – financial assumptions | (42.56) | 31.62 | (3.09) | 3.21 | (7.27) | 3.66 |
| – demographic assumptions | (13.31) | 0.12 | (7.92) | — | — | — |
| – experience adjustments..... | 47.84 | (35.60) | 0.37 | 10.67 | 2.16 | (1.78) |
| Benefits paid | (90.26) | (65.84) | (1.62) | (1.47) | (7.96) | (6.13) |
| Closing defined benefit obligation..... | 901.75 | 880.42 | 44.66 | 50.89 | 117.11 | 88.17 |
| iv Changes in fair value of plan assets during the year | | | | | | |
| Opening fair value of plan assets | 846.06 | 767.30 | — | — | — | — |
| Interest income | 51.64 | 50.72 | — | — | — | — |
| Return on plan assets excluding interest income | 9.75 | 3.04 | — | — | — | — |
| Contribution by employer..... | 84.89 | 90.84 | 1.62 | 1.47 | 7.96 | 6.13 |
| Benefits paid | (90.26) | (65.84) | (1.62) | (1.47) | (7.96) | (6.13) |
| Closing fair value of plan assets..... | 902.08 | 846.06 | — | — | — | — |
| v Net defined benefit obligation | | | | | | |
| Defined benefit obligation | 901.75 | 880.42 | 44.66 | 50.89 | 117.11 | 88.17 |
| Fair value of plan assets..... | 902.08 | 846.06 | — | — | — | — |
| Surplus/(Deficit)..... | 0.33 | (34.36) | (44.66) | (50.89) | (117.11) | (88.17) |
| Current portion of the above..... | — | (2.50) | (2.23) | (1.86) | (8.85) | (7.37) |
| Non current portion of the above | 0.33 | (31.86) | (42.43) | (49.03) | (108.26) | (80.80) |

Rupees crores

| Particulars | 2022 | 2021 |
|--|---------|---------|
| Actuarial Assumptions and Sensitivity | | |
| vi Actuarial assumptions | | |
| Discount rate..... | 6.95% | 6.30% |
| Attrition rate..... | 12.50% | 10.00% |
| Cost inflation..... | 7 - 9% | 7 - 9% |
| vii Quantitative sensitivity analysis for impact of significant assumptions on defined benefit obligation are as below: | | |
| One percentage point increase in discount rate | (72.32) | (73.82) |
| One percentage point decrease in discount rate | 83.62 | 85.59 |
| One percentage point increase in Salary growth rate..... | 65.68 | 69.06 |
| One percentage point decrease in Salary growth rate..... | (58.36) | (61.06) |

35. Employee Benefits (contd.)**A. Details of defined benefit plans as per actuarial valuation are as below: (contd.)***Rupees crores*

| Particulars | 2022 | 2021 |
|--|----------|--------|
| One percentage point increase in attrition rate | (5.50) | (8.63) |
| One percentage point decrease in attrition rate | 6.13 | 9.72 |
| One percentage point increase in medical inflation rate..... | 4.85 | 6.64 |
| One percentage point decrease in medical inflation rate..... | (4.18) | (5.61) |
| viii Maturity profile of defined benefit obligation | | |
| Upto 1 year | 164.39 | 144.44 |
| 1 to 5 years..... | 443.29 | 383.77 |
| 6 to 9 years..... | 380.68 | 350.66 |
| 10 years and above..... | 1,096.40 | 922.52 |

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.

B. Trust-managed Provident fund:*Rupees crores*

| Particulars | 2022 | 2021 |
|---|----------|----------|
| i Net defined benefit obligation | | |
| Defined benefit obligation | 3,004.62 | 2,866.01 |
| Fair value of plan assets..... | 3,004.62 | 2,769.25 |
| Surplus/(Deficit) | — | (96.76) |
| ii Actuarial assumptions | | |
| Discount rate..... | 6.95% | 6.30% |
| Average remaining tenure of investment portfolio (years)..... | 4.63 | 5.29 |
| Guaranteed rate of returns | 8.10% | 8.50% |

During the year the Company has recognised an obligation of **Rs. Nil** (2021: Rs. 66.61 crores) to fund the shortfall on account of interest rate guarantee. The Company has paid Rs. Nil (2021: 54.32) to the Provident Fund Trust in respect of previous year shortfall.

The plan assets have been primarily invested in government securities and corporate bonds.

The Company's contribution to Provident Fund and Superannuation fund aggregating **Rs. 165.14 crores** (2021: Rs. 165.38 crores) has been recognised in Profit or Loss under the head Employee Benefits Expense.

36. Employee Stock Option Plan

The Company has allotted 55,24,219 Ordinary (Equity) Shares of Rs. 10 each, 10,00,000 Ordinary (Equity) Shares of Rs. 10 each, 1,73,53,034 Ordinary (Equity) Shares of Rs. 5 each, 19,11,628 Ordinary (Equity) Shares of Rs. 5 each and 52,00,000 Ordinary (Equity) Shares of Rs. 5 each in the years ended 31st March, 2002, 31st March, 2010, 31st March, 2011, 31st March 2014 and 31st March, 2015 respectively to the Mahindra & Mahindra Employees' Stock Option Trust ("M&M ESOP Trust") set up by the Company. The Trust holds these shares for the benefit of the employees and issues them to the eligible employees as per the recommendations of the Compensation Committee.

Options granted under Mahindra & Mahindra Limited Employees Stock Option Scheme - 2000 ("2000 Scheme") vest in 4 equal instalments on the expiry of 12 months, 24 months, 36 months and 48 months from the date of grant. The options may be exercised on any day over a period of five years from the date of vesting. Number of vested options exercisable is subject to a minimum of 50 or number of options vested whichever is lower.

Options granted under Mahindra & Mahindra Limited Employees Stock Option Scheme - 2010 ("2010 Scheme") vest in

- i) 5 equal instalments on the expiry of 12 months, 24 months, 36 months, 48 months and 60 months or
- ii) 5 equal instalments on the expiry of 36 months, 48 months, 60 months, 72 months and 84 months or
- iii) 4 instalments bifurcated as 20% on the expiry of 18 months, 20% on the expiry of 30 months, 30% on the expiry of 42 months and 30% on the expiry of 54 months or
- iv) 4 equal instalments on the expiry of 12 months, 24 months, 36 months and 48 months or
- v) 3 instalments bifurcated as 33.33% on the expiry of 12 months, 33.33% on the expiry of 24 months and 33.34% on the expiry of 36 months or

36. Employee Stock Option Plan (contd.)

- vi) 2 instalments bifurcated as 50% on the expiry of 12 months and 50% on the expiry of 24 months or
- vii) 2 instalments bifurcated as 40% on the expiry of 36 months and 60% on the expiry of 60 months

The exercise period of above options range from 1 year to 6 years from the date of vesting. Number of vested options exercisable is subject to a minimum of 50 or number of options vested whichever is lower.

Summary of stock options

| | No. of stock options | Weighted average exercise price (Rs.) |
|---|----------------------|---------------------------------------|
| Options outstanding on 1 st April, 2021..... | 57,79,470 | 4.62 |
| Options granted during the year | 22,58,534 | 5.00 |
| Options forfeited/lapsed during the year | 2,88,642 | 4.24 |
| Options exercised during the year | 18,32,862 | 5.03 |
| Options outstanding on 31 st March, 2022 | 59,16,500 | 4.66 |
| Options vested but not exercised on 31 st March, 2022..... | 20,34,138 | 4.08 |

Average share price on the date of exercise of the options are as under

| Date of exercise | Weighted average share price (Rs.) |
|--|------------------------------------|
| 01 st April 2021 to 10 th March, 2022..... | 814.30 |

Information in respect of options outstanding as at 31st March, 2022

| Range of exercise price | Number of options | Weighted average remaining life |
|-------------------------|-------------------|---------------------------------|
| Rs. 2.50 | 8,06,277 | 2.70 years |
| Rs. 5.00 | 51,10,223 | 5.51 years |

The fair values of options granted during the year are as follows:

| Grant Date | No. of Years vesting | Fair value per option |
|---------------------------------------|----------------------|-----------------------|
| 29 th June, 2021 | 7 years | Rs. 731.48 |
| 01 st July, 2021 | 7 years | Rs. 715.34 |
| 08 th November, 2021 | 2 years | Rs. 844.80 |
| 08 th November, 2021 | 3 years | Rs. 838.66 |
| 08 th November, 2021 | 4 years | Rs. 832.58 |
| 10 th February, 2022 | 5 years | Rs. 789.15 |
| 14 th March, 2022 | 7 years | Rs. 683.94 |
| 14 th March, 2022 | 3 years | Rs. 700.74 |
| 14 th March, 2022 | 5 years | Rs. 672.93 |

36. Employee Stock Option Plan (contd.)

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

| | Grant dated | | | | | | | | |
|------------------------------|--|---|---|---|---|--|---|---|---|
| | 29 th June, 2021 (7 years vesting) | 1 st July, 2021 (7 years vesting) | 08 th Nov, 2021 (2 years vesting) | 08 th Nov, 2021 (3 years vesting) | 08 th Nov, 2021 (4 years vesting) | 10 th February, 2022 (5 years vesting) | 14 th March, 2022 (5 years vesting) | 14 th March, 2022 (3 years vesting) | 14 th March, 2022 (7 years vesting) |
| Risk free interest rate..... | 6.28% | 6.29% | 4.85% | 5.17% | 5.45% | 6.23% | 6.40% | 5.70% | 6.71% |
| Expected life..... | 7 years | 7 years | 3 Years | 4 Years | 4 Years | 6 Years | 6 years | 4 Years | 7 Years |
| Expected volatility..... | 31.58% | 31.57% | 39.46% | 37.05% | 35.01% | 32.40% | 32.62% | 37.62% | 31.44% |
| Expected dividend yield... | 1.10% | 1.13% | 1.00% | 1.00% | 1.00% | 1.04% | 1.19% | 1.19% | 1.19% |
| Exercise Price (Rs.) | 5 | 5 | 5 | 5 | 5 | 5 | 5 | 5 | 5 |
| Stock Price (Rs.) | 793.50 | 777.70 | 872.85 | 872.85 | 872.85 | 840.20 | 734.80 | 734.80 | 734.80 |

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. Consequently, salaries, wages, bonus etc. includes **Rs. 81.08 crores** (2021: Rs. 95.02 crores) being expenses on account of share based payments, after adjusting for reversals on account of options forfeited. The amount excludes **Rs. 5.40 crores** (2021: Rs. 2.19 crores) charged to its subsidiaries for options issued to their employees.

37. Capital Management

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or preference and/or convertible and/or combination of short term/long term debt as may be appropriate.

The Company determines the amount of capital required on the basis of its product, capital expenditure, operations and strategic investment plans. The same is funded through a combination of capital sources be it either equity and/or preference and/or convertible and/or combination of short term/long term debt as may be appropriate.

The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio of the Company.

Net Debt and Equity is given in the table below:

| Particulars | Rupees crores | |
|---|-------------------|-------------------|
| | 2022 | 2021 |
| Total Shareholders' Equity as reported in Balance Sheet..... | 38,960.95 | 34,951.00 |
| Net Debt | | |
| Short term debt..... | 811.93 | 672.50 |
| Long term debt | 5,678.02 | 6,989.84 |
| Gross Debt..... | 6,489.95 | 7,662.34 |
| Less: | | |
| Current investments..... | 7,902.06 | 4,490.79 |
| Cash and Bank Balances | 4,071.72 | 6,407.99 |
| Net Debt | (5,483.83) | (3,236.44) |
| Total Capital deployed | 33,477.12 | 31,714.56 |

38. Financial instruments**Financial Risk Management Framework**

In the course of its business, the Company is exposed to certain financial risks namely credit risk, interest risk, currency risk & liquidity risk. The Company's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors.

1. Market Risk Management

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates etc. could affect the Company's income or the value of its holdings of financial instruments including cash flow. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximising the return.

(a) Currency Risk

The Company's exposure to currency risk relates primarily to the Company's operating activities including anticipated sales, purchases and borrowings where the transactions are denominated in a currency other than the Company's functional currency.

38. Financial instruments (contd.)

The Company's foreign currency exposures are managed in accordance with its Foreign Exchange Risk Management Policy which has been approved by its Board of Directors. The Company hedges its foreign currency risk mainly by way of Forward Covers. Other derivative instruments may be used if deemed appropriate.

The carrying amounts of the Company's foreign currency exposure at the end of the reporting period are as follows:

| <i>Rupees crores</i> | | | | | |
|--|-----------|----------|--------|--------|----------|
| | US Dollar | Euro | KRW | Others | Total |
| As at 31st March, 2022 | | | | | |
| Financial assets..... | 1,202.32 | 1,563.90 | 454.72 | 281.03 | 3,501.97 |
| Financial liabilities..... | 404.61 | 51.56 | 22.31 | 113.74 | 592.22 |
| As at 31st March, 2021 | | | | | |
| Financial assets..... | 1,068.14 | 1,552.88 | 1.14 | 143.97 | 2,766.13 |
| Financial liabilities..... | 332.19 | 510.66 | 363.68 | 80.55 | 1,287.08 |

Hedge Accounting - Forwards

Contracts that meet the requirements for hedge accounting are accounted as per the hedge accounting requirements of Ind AS 109 - Financial Instruments, while other contracts are accounted as derivatives measured through profit or loss (FVTPL).

Details of Forward Foreign Currency Contracts outstanding at the end of reporting period

| <i>Rupees crores</i> | | | | |
|-------------------------|----------------|---|----------------|---|
| Outstanding Contracts | 2022 | | 2021 | |
| | Notional value | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) | Notional value | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) |
| Cash Flow Hedges | | | | |
| <i>Buy currency</i> | | | | |
| — EUR..... | — | — | 428.75 | (62.94) |
| <i>Sell currency</i> | | | | |
| — USD..... | 583.54 | 7.93 | 262.81 | 8.91 |
| — EUR..... | 1,487.41 | 189.37 | 1,514.77 | 65.77 |
| — BRL..... | 7.97 | (0.42) | — | — |
| — ZAR..... | 368.33 | (20.98) | 269.33 | (3.67) |
| Total..... | | 175.90 | | 8.07 |

There are no significant transactions of hedges which are ineffective.

The Company also has outstanding forward exchange contracts that are not accounted as hedges.

Notional value of the same is as given below:-

| <i>Rupees crores</i> | | |
|-----------------------------|--------|--------|
| Particulars | 2022 | 2021 |
| <i>Sell currency</i> | | |
| — USD..... | 246.40 | 237.70 |
| <i>Cross Currency hedge</i> | | |
| — USD/JPY..... | 28.02 | — |

(b) Interest Rate Risk

The Company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Further, certain interest bearing liabilities carry variable interest rates.

Interest Rate risk on variable rate borrowings is managed by way of interest rate swaps.

Hedge Accounting: Interest Rate Swaps

Interest Rate Swaps entered into by the Company meet the requirements for hedge accounting under Ind AS 109 - Financial Instruments, and thus are accounted as such.

38. Financial instruments (contd.)

Details of Interest Rate Swaps outstanding at the end of reporting period

Rupees crores

| Outstanding Contracts | 2022 | | 2021 | |
|--|----------------|---|----------------|---|
| | Notional value | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) | Notional value | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) |
| Cash Flow Hedges | | | | |
| <i>Floating to fixed Interest Rate Swaps</i> | — | — | 428.75 | (0.72) |
| Total | | — | | (0.72) |

There are no significant transactions of hedges which are ineffective.

(c) The movements in Cash Flow Hedge Reserve for instruments designated in a cash flow hedge are as follows:

Rupees crores

| Particulars | | 2022 | | | 2021 | | |
|---|--------------|---------------------------|---------------------------|---------|---------------------------|---------------------------|---------|
| | | Exchange Rate Risk hedges | Interest Rate Risk hedges | Total | Exchange Rate Risk hedges | Interest Rate Risk hedges | Total |
| Balance as at the beginning of the year..... | Gross | (12.43) | (0.72) | (13.15) | (9.15) | (1.19) | (10.34) |
| | Deferred tax | 3.12 | 0.18 | 3.30 | 2.30 | 0.29 | 2.59 |
| Balance as at the beginning of the year (net)..... | | (9.31) | (0.54) | (9.85) | (6.85) | (0.90) | (7.75) |
| (Gains)/Losses transferred to Profit or Loss on occurrence of the forecast transaction..... | | (27.36) | 0.72 | (26.64) | 1.11 | — | 1.11 |
| Change in Fair Value of Effective Portion of cash flow hedges | | 32.73 | — | 32.73 | (4.39) | 0.47 | (3.92) |
| Total | | 5.37 | 0.72 | 6.09 | (3.28) | 0.47 | (2.81) |
| Deferred tax effect on above..... | | (1.35) | (0.18) | (1.53) | 0.83 | (0.11) | 0.71 |
| Balance as at the end of the year..... | Gross | (7.06) | — | (7.06) | (12.43) | (0.72) | (13.15) |
| | Deferred tax | 1.77 | — | 1.77 | 3.12 | 0.18 | 3.30 |
| Balance as at the end of the year (net) | | (5.29) | — | (5.29) | (9.31) | (0.54) | (9.85) |
| Of the above: | | | | | | | |
| Balance relating to continuing hedges..... | | (5.29) | — | (5.29) | (9.31) | (0.54) | (9.85) |
| Total | | (5.29) | — | (5.29) | (9.31) | (0.54) | (9.85) |

(d) Sensitivity Analysis

(i) Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant.

Rupees crores

| Particulars | Currency | Change in rate | Effect on profit before tax | Effect on pre-tax equity |
|---|----------|----------------|-----------------------------|--------------------------|
| Year ended 31 st March, 2022 | USD | +10% | 35.03 | (45.58) |
| | EUR | +10% | 2.49 | — |
| Year ended 31 st March, 2021 | USD | +10% | 40.32 | (23.70) |
| | EUR | +10% | (4.38) | — |

The sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

38. Financial instruments (contd.)

(ii) Interest Rate sensitivity

The sensitivity analyses below have been determined based on exposure to interest rate for both derivative and non-derivative instruments at the end of reporting period. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period, was outstanding for the whole year.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Rupees crores

| Particulars | Currency | Increase/ decrease in basis points | Effect on profit before tax | Effect on pre-tax equity |
|---|----------|--|-----------------------------------|--------------------------------|
| Year ended 31 st March, 2022 | EUR | +25 | — | — |
| | INR | +25 | 4.60 | — |
| Year ended 31 st March, 2021 | EUR | +25 | — | 0.27 |
| | INR | +25 | 7.63 | — |

2. Credit Risk Management

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure are continuously monitored.

(a) Financial Guarantees

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks. The Company's maximum exposure in this respect is the maximum amount, the Company would have to pay, if the guarantee is called on. Financial guarantees are accounted as explained in note 2 (k). The amount recognised in Balance Sheet as liabilities and maximum exposure details are as given below:

Rupees crores

| Particulars | 2022 | 2021 |
|--------------------------------------|--------|----------|
| Maximum exposure | 889.42 | 1,264.57 |
| Amount recognised as liability | 20.50 | 368.68 |

(b) Trade Receivables

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 loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses. The Company has taken dealer deposits, bank guarantees etc. which are considered as collateral and these are considered in determination of expected credit losses, where applicable.

Amounts pertaining to these collaterals are as given below:-

Rupees crores

| Particulars | 2022 | 2021 |
|--|--------|--------|
| Dealer Deposits | 11.03 | 3.23 |
| Bank Guarantees..... | 752.11 | 733.02 |
| Others (including Letter of Credit)..... | 87.51 | 49.29 |

Reconciliation of loss allowance for Trade Receivables:

Rupees crores

| Particulars | 2022 | 2021 |
|---|----------|----------|
| Balance as at beginning of the year | (228.36) | (158.30) |
| Acquisitions through business combinations [Refer note 44 (B)]..... | — | (0.17) |
| Additions during the year..... | (34.35) | (106.04) |
| Amounts written off during the year..... | 1.88 | 8.53 |
| Amount of loss reversed/written back..... | 32.61 | 27.62 |
| Balance as at end of the year | (228.22) | (228.36) |

The Company's maximum exposure to credit risk in respect of Financial Guarantee contracts are disclosed in Note 38 - 3(a).

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets.

38. Financial instruments (contd.)

3. Liquidity Risk Management

(a) Maturity profile of non-derivative financial liabilities

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Rupees crores

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years | 5 Years and above |
|--|---------------------|-----------------|-----------------------|----------------------|
| As at 31st March, 2022 | | | | |
| Short term borrowings - Principal..... | 811.93 | — | — | — |
| Short term borrowings - Interest..... | 14.21 | — | — | — |
| Long term borrowings - Principal..... | — | 3,639.65 | 1,511.83 | 526.54 |
| Long term borrowings - Interest..... | 358.42 | 379.98 | 155.29 | 1,730.94 |
| Lease liabilities..... | 85.74 | 126.74 | 48.31 | 23.61 |
| Trade payables..... | 12,893.54 | — | — | — |
| Other Financial Liabilities..... | 1,132.09 | 222.84 | 123.05 | 286.97 |
| Financial Guarantees..... | 889.42 | — | — | — |
| Total..... | 16,185.35 | 4,369.21 | 1,838.48 | 2,568.06 |
| As at 31st March, 2021 | | | | |
| Short term borrowings - Principal..... | 672.50 | — | — | — |
| Short term borrowings - Interest..... | 5.32 | — | — | — |
| Long term borrowings - Principal..... | — | 4,037.95 | 1,896.65 | 1,055.24 |
| Long term borrowings - Interest..... | 442.21 | 663.64 | 255.97 | 1,796.67 |
| Lease liabilities..... | 44.86 | 79.71 | 19.15 | 5.38 |
| Trade payables..... | 10,642.72 | — | — | — |
| Other Financial Liabilities..... | 1,024.90 | 328.26 | 1.79 | 365.18 |
| Financial Guarantees..... | 1,264.57 | — | — | — |
| Total..... | 14,097.08 | 5,109.56 | 2,173.56 | 3,222.47 |

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement.

(b) Maturity profile of derivative financial liabilities

The following table details the Company's liquidity analysis for its derivative financial liabilities other than derivatives on Interest in Subsidiaries, Associates and Joint Ventures. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves at the end of the reporting period.

Rupees crores

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years |
|---|---------------------|-----------|-----------------------|
| As at 31st March, 2022..... | 22.37 | — | — |
| As at 31 st March, 2021..... | 70.60 | — | — |

4. **Offsetting of balances:** The Company has not offset financial assets and financial liabilities.

5. Collaterals

The Company has availed working capital facilities and other non-fund based facilities viz. bank guarantees and letters of credit, some of which are secured by hypothecation of book debts, receivables, outstanding monies and all other current assets. The company has also availed secured short term loan facilities backed by lien on non-callable fixed deposits against which there was no outstanding as on 31st March 2022.

38. Financial instruments (contd.)

6. Fair Value Disclosures

(a) Financial Instruments regularly measured using Fair Value - recurring items

Rupees crores

| Financial Instruments regularly measured using Fair Value - recurring items | | Fair Value | | Fair value hierarchy | Valuation technique(s) | Applicable for Level 2 and Level 3 hierarchy | For Level 3 hierarchy valuation | Relationship of unobservable inputs to fair value and sensitivity | |
|--|---|---|------------|----------------------|------------------------|--|--|--|---|
| Particulars | Financial assets/ financial liabilities | Category | Fair Value | | Fair value hierarchy | Valuation technique(s) | Applicable for Level 2 and Level 3 hierarchy | For Level 3 hierarchy valuation | Relationship of unobservable inputs to fair value and sensitivity |
| | | | 2022 | 2021 | | | | | |
| 1) Foreign currency forwards, Options, Interest rate swaps & Commodity derivatives | Financial Assets | Financial instruments measured at FVTPL/ FVTOCI | 242.30 | 99.04 | Level 2 | Discounted Cash Flow | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | — | |
| 2) Foreign currency forwards, Options, Interest rate swaps & Commodity derivatives | Financial Liabilities | Financial instruments measured at FVTPL/ FVTOCI | 22.37 | 70.60 | Level 2 | Discounted Cash Flow and Interest Rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | — | |
| 3) Derivatives on Interest in Subsidiaries, Associates and Joint Ventures | Financial Assets | Financial instruments measured at FVTPL | 91.91 | 104.96 | Level 3 | Comparable Companies Method/Discounted Cash Flow/Price of Recent Transaction/Comparable Companies Quoted multiples | For Comparable Companies Method/Comparable Companies Quoted multiples - compares the price for which comparable companies are traded on the capital market. For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. | Any change (increase/decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of derivatives on interest in subsidiaries and associates and joint ventures. | |
| 4) Derivatives on Interest in Subsidiaries, Associates and Joint Ventures | Financial Liabilities | Financial instruments measured at FVTPL | 56.61 | 116.38 | Level 3 | Comparable Companies Method/Discounted Cash Flow/Price of Recent Transaction/Comparable Companies Quoted multiples | For Comparable Companies Method/Comparable Companies Quoted multiples - compares the price for which comparable companies are traded on the capital market. For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. | Any change (increase/decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of derivatives on interest in subsidiaries and associates and joint ventures. | |
| 5) Investment in Market Linked Debentures | Financial Assets | Financial instruments measured at FVTPL | — | 97.66 | Level 1 | Quoted market price | — | — | |
| 6) Investment in Mutual Funds and Alternate Investment Fund | Financial Assets | Financial instruments measured at FVTPL | 6,785.52 | 4,370.59 | Level 1 | Net Asset value | — | — | |
| 7) Investment in equity instruments -Quoted | Financial Assets | Financial instruments designated at FVTOCI | 1.23 | 1.11 | Level 1 | Quoted bid price in active market | — | — | |
| 8) Equity investments- Unquoted | Financial Assets | Financial instruments designated at FVTOCI | 35.07 | 65.62 | Level 3 | Discounted Cash Flow Income Approach | For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. | Financial projections and discount rates to discount future cash flows. | Any change (increase/decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of the equity component and/or the debt component. |
| 9) Investment in Government Securities | Financial Assets | Financial instruments measured at FVTOCI | 4.99 | — | Level 1 | Quoted market price | Not applicable as Level 1 hierarchy | — | — |
| 10) Investments in Debentures/ Bonds | Financial Assets | Financial instruments measured at FVTOCI | 31.09 | 31.97 | Level 1 | Quoted market price | — | — | — |
| 11) Certificate of Deposits | Financial Assets | Financial instruments measured at FVTOCI | 852.20 | — | Level 1 | Market price | — | — | — |
| 12) Investments in Optionally Redeemable Preference Shares/Optionally Convertible Debentures | Financial Assets | Financial instruments measured at FVTPL | 38.86 | 46.29 | Level 3 | Discounted Cash Flow method | For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. | Financial projections and discount rates to discount future cash flows. | Any change (increase/decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of the equity component and/or the debt component. |

38. Financial instruments (contd.)

6. Fair Value Disclosures (contd.)

(a) Financial Instruments regularly measured using Fair Value - recurring items (contd.)

Reconciliation of Level 3 fair value measurements of financial instruments measured at fair value

Rupees crores

| Particulars | Unquoted Equity investment | Derivatives on Interest in Subsidiaries, Associates and Joint Ventures (Net) | Investments in Optionally Convertible Preference Shares/Optionally Convertible Debentures | Total |
|--|----------------------------|--|---|---------------|
| Year Ended 31st March, 2022 | | | | |
| Opening balance of fair value | 65.62 | (11.42) | 46.29 | 100.49 |
| Total incomes/gains or losses recognised: | | | | |
| — in profit or loss | | | | |
| (a) unrealised gains or losses during the Year related to assets & liabilities existing on balance sheet date..... | (0.09) | (3.32) | (7.43) | (10.84) |
| (b) gain or loss realised during the year for assets & liabilities disposed, settled etc. | — | 50.04 | — | 50.04 |
| — in other comprehensive income | | | | |
| Fair value of- | | | | |
| — unrealised gains or losses during the year related to assets & liabilities existing on balance sheet date..... | (30.46) | | | (30.46) |
| Closing balance of fair value..... | 35.07 | 35.30 | 38.86 | 109.23 |
| Year Ended 31st March, 2021 | | | | |
| Opening balance of fair value | 30.62 | 24.41 | 37.73 | 92.76 |
| Total incomes/gains or losses recognised: | | | | |
| — in profit or loss..... | | | | |
| — unrealised gains or losses during the year related to assets & liabilities existing on balance sheet date | — | (38.68) | 8.56 | (30.12) |
| — in other comprehensive income | | | | |
| Fair value of purchases made during the year | — | — | — | — |
| — purchases/contracts entered during the year | 35.00 | — | — | 35.00 |
| — disposals/contracts realised during the year | — | 2.85 | — | 2.85 |
| Closing balance of fair value..... | 65.62 | (11.42) | 46.29 | 100.49 |

(b) Financial Instruments not measured using Fair Value i.e. measured using amortized cost

Rupees crores

| Particulars | Carrying Value | Fair value (Level 2) |
|---|----------------|----------------------|
| As at 31st March, 2022 | | |
| Non Current Borrowings | | |
| — Debentures..... | 3,467.38 | 3,514.17 |
| — Term Loans..... | 1,841.67 | 1,841.67 |
| — Other loans | 368.97 | 319.89 |
| As at 31st March, 2021 | | |
| Non Current Loans | | |
| Mahindra Overseas Investment Company (Mauritius) Limited..... | 1,514.77 | 1,518.60 |
| Non Current Borrowings | | |
| — Debentures..... | 3,463.75 | 3,562.18 |
| — Term Loans..... | 3,050.00 | 3,050.00 |
| — Other loans | 476.09 | 413.51 |

Except for the above, carrying value of Other financial assets/liabilities represent reasonable estimate of fair value.

There were no transfers between Level 1 and Level 2 during the year.

39. Related Party Disclosures:

(a) Related parties where control exists:

Subsidiaries:

| Sr. No. | Name of the entity | Sr. No. | Name of the entity |
|---------|--|---------|--|
| 1 | 2 x 2 Logistics Private Limited | 44 | Kiinteistö Oy Kuusamon Pulkajärvi 1 |
| 2 | Anthurium Developers Limited | 45 | Kiinteistö Oy Kylpyläntorni 1 |
| 3 | Arabian Dreams Hotel Apartments LLC | 46 | Kiinteistö Oy Mällönsniemi |
| 4 | Are Villa 3 AB | 47 | Kiinteistö Oy Rauhan Liikekiinteistöt 1 |
| 5 | Astra Solren Private Limited | 48 | Kiinteistö Oy Rauhan Ranta 1 |
| 6 | Automobili Pininfarina Americas Inc | 49 | Kiinteistö Oy Rauhan Ranta 2 |
| 7 | Automobili Pininfarina GmbH | 50 | Kiinteistö Oy Spa Lofts 2 |
| 8 | Brightsolar Renewable Energy Private Limited (w.e.f. 19 th August, 2021) | 51 | Kiinteistö Oy Spa Lofts 3 |
| 9 | Bristlecone (Malaysia) Sdn. Bhd. | 52 | Kiinteistö Oy Tenetinlahti |
| 10 | Bristlecone (Singapore) Pte. Limited | 53 | Kiinteistö Oy Tiurunniemi |
| 11 | Bristlecone Consulting Limited | 54 | Kiinteistö Oy Vanha Ykköstii |
| 12 | Bristlecone GmbH | 55 | Knowledge Township Limited |
| 13 | Bristlecone Inc. | 56 | Kota Farm Services Limited |
| 14 | Bristlecone India Limited | 57 | Lords Freight (India) Private Limited |
| 15 | Bristlecone Internacional Costa Rica Limited (w.e.f. 4 th January 2022) | 58 | M&M Benefit Trust |
| 16 | Bristlecone International AG | 59 | Mahindra & Mahindra Contech Limited |
| 17 | Bristlecone Limited | 60 | Mahindra & Mahindra ESOP Trust |
| 18 | Bristlecone Middle East DMCC | 61 | Mahindra & Mahindra Financial Services Limited |
| 19 | Bristlecone UK Limited | 62 | Mahindra & Mahindra Financial Services Limited ESOP Trust |
| 20 | Covington S.a.r.l. | 63 | Mahindra Agri Solutions Limited |
| 21 | Deep Mangal Developers Private Limited | 64 | Mahindra Airways Limited |
| 22 | Dia Computer Service Co., Ltd. | 65 | Mahindra and Mahindra South Africa (Proprietary) Limited |
| 23 | Erkunt Sanayi A.S. | 66 | Mahindra Armored Vehicles Jordan, LLC. |
| 24 | Erkunt Traktor Sanayii A.S. | 67 | Mahindra Auto Steel Private Limited |
| 25 | Fifth Gear Ventures Limited | 68 | Mahindra Automotive Australia Pty. Limited |
| 26 | Gables Promoters Private Limited | 69 | Mahindra Automotive Mauritius Limited |
| 27 | Gromax Agri Equipment Limited | 70 | Mahindra Automotive North America Inc. |
| 28 | HCR Management Oy | 71 | Mahindra Bangladesh Private Limited |
| 29 | Heritage Bird (M) Sdn. Bhd. | 72 | Mahindra Bloomdale Developers Limited |
| 30 | Hisarlar ithalat İhracat Pazarlama Anonim Şirketi (upto 16 th September, 2021) | 73 | Mahindra Construction Company Limited |
| 31 | Hisarlar Makina Sanayi ve Ticaret Anonim Şirketi (upto 16 th September, 2021) | 74 | Mahindra Consulting Engineers Limited |
| 32 | Holiday Club Canarias Investments S.L.U. | 75 | Mahindra Consulting Engineers Limited ESOP Trust |
| 33 | Holiday Club Canarias Resort Management S.L.U. | 76 | Mahindra Defence Systems Limited |
| 34 | Holiday Club Canarias Sales & Marketing S.L.U. | 77 | Mahindra do Brasil Industrial Ltda. |
| 35 | Holiday Club Canarias Vacation Club SLU | 78 | Mahindra Electric Mobility Limited |
| 36 | Holiday Club Resorts Rus LLC | 79 | Mahindra Electrical Steel Private Limited |
| 37 | Holiday Club Resorts Oy | 80 | Mahindra eMarket Limited |
| 38 | Holiday Club Sport and Spahotels AB | 81 | Mahindra Emirates Vehicle Armouring FZ-LLC |
| 39 | Holiday Club Sweden Ab Åre | 82 | Mahindra Engineering and Chemical Products Limited (merged with the company w.e.f. 24 th March 2022) |
| 40 | Industrial Township (Maharashtra) Limited | 83 | Mahindra EPC Irrigation Limited |
| 41 | Infinity Hospitality Group Company Limited | 84 | Mahindra Europe s.r.l. |
| 42 | Kiinteistö Oy Himos Gardens | 85 | Mahindra Finance CSR Foundation |
| 43 | Kiinteistö Oy Katinnurkka | 86 | Mahindra First Choice Wheels Limited |
| | | 87 | Mahindra First Choice Wheels Limited ESOP Trust |
| | | 88 | Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. |
| | | 89 | Mahindra Fruits Private Limited (formerly known as Mahindra Greenyard Private Limited) |

39. Related Party Disclosures: (contd.)**(a) Related parties where control exists: (contd.)****Subsidiaries: (contd.)**

| Sr. No. | Name of the entity | Sr. No. | Name of the entity |
|---------|---|---------|--|
| 90 | Mahindra Heavy Engines Limited | 131 | Mahindra World City (Maharashtra) Limited |
| 91 | Mahindra Holdings Limited | 132 | Mahindra Waste To Energy Solutions Limited |
| 92 | Mahindra Holidays & Resorts India Limited | 133 | Martial Solren Private Limited |
| 93 | Mahindra Holidays & Resorts India Limited ESOP Trust | 134 | Mega Suryaurja Private Limited |
| 94 | Mahindra Hotels and Residences India Limited | 135 | Merakisan Private Limited (w.e.f. 5 th January, 2022) |
| 95 | Mahindra HZPC Private Limited | 136 | Meru Mobility Tech Private Limited |
| 96 | Mahindra Ideal Finance Limited (formerly known as Ideal Finance Limited) (w.e.f. 8 th July, 2021) | 137 | Meru Travel Solutions Private Limited |
| 97 | Mahindra Infrastructure Developers Limited | 138 | MH Boutique Hospitality Limited |
| 98 | Mahindra Insurance Brokers Limited | 139 | MHR Holdings (Mauritius) Limited |
| 99 | Mahindra Integrated Business Solutions Private Limited | 140 | Mitsubishi Agricultural Machinery Sales co., Ltd. |
| 100 | Mahindra Integrated Township Limited | 141 | Mitsubishi Mahindra Agricultural Machinery co., Ltd |
| 101 | Mahindra Intertrade Limited | 142 | Moonshine Construction Private Limited |
| 102 | Mahindra Lifespace Developers Limited | 143 | MRHFL Employee Welfare trust (ESOP) |
| 103 | Mahindra Logistics Limited | 144 | MSPE Urja S.R.L. ceased (w.e.f. 18 th January, 2022) |
| 104 | Mahindra Marine Private Limited | 145 | MSPL International DMCC |
| 105 | Mahindra Mexico S. de. R. L. | 146 | Mumbai Mantra Media Limited |
| 106 | Mahindra MiddleEast Electrical Steel Service Centre (FZC) | 147 | NBS International Limited |
| 107 | Mahindra MSTC Recycling Private Limited | 148 | Neo Solren Private limited |
| 108 | Mahindra Namaste Limited | 149 | New Democratic Electoral Trust |
| 109 | Mahindra North American Technical Center, Inc. | 150 | OFD Holding B.V. |
| 110 | Mahindra Overseas Investment Company (Mauritius) Limited | 151 | Officemartindia.com Limited |
| 111 | Mahindra Publications Limited (upto 26 th October, 2021) | 152 | Origin Direct Asia (Shanghai) Trading Co. Ltd. |
| 112 | Mahindra Racing UK Limited | 153 | Origin Direct Asia Ltd. |
| 113 | Mahindra Renewables Private Limited | 154 | Origin Fruit Direct B.V. |
| 114 | Mahindra Residential Developers Limited | 155 | Origin Fruit Services South America SpA |
| 115 | Mahindra Retail Limited (merged with the company w.e.f. 24 th March, 2022) | 156 | Ownership Services Sweden Ab |
| 116 | Mahindra Rural Housing Finance Limited | 157 | Peugeot Motocycles Deutschland GmbH |
| 117 | Mahindra Solarize Private Limited (w.e.f. 6 th April, 2021) | 158 | Peugeot Motocycles Italia S.p.A. |
| 118 | Mahindra Steel Service Centre Limited | 159 | Peugeot Motocycles S.A.S. |
| 119 | Mahindra Susten Bangladesh Private Limited ceased (w.e.f. 15 th March, 2022) | 160 | PMTC Engineering SPA (formerly known as PMTC Engineering S.r.l.) |
| 120 | Mahindra Susten Private Limited | 161 | PT Mahindra Accelo Steel Indonesia |
| 121 | Mahindra Telecom Energy Management Services Private Limited (formerly known as Mahindra Telecom Energy Management Services Limited) | 162 | Rathna Bhoomi Enterprises Private Limited |
| 122 | Mahindra Teqo Private Limited | 163 | Retail Initiative Holdings Limited (merged with the company w.e.f. 24 th March, 2022) |
| 123 | Mahindra Tractor Assembly, Inc. | 164 | Ryono Asset Management Co., Ltd. |
| 124 | Mahindra Two Wheelers Europe Holdings S.a.r.l. | 165 | Ryono Engineering Co., Ltd. |
| 125 | Mahindra Two Wheelers Limited | 166 | Ryono Factory Co., Ltd. |
| 126 | Mahindra USA Inc. | 167 | Sunrise Initiatives Trust |
| 127 | Mahindra Vehicle Manufacturers Limited (merged with the company w.e.f. 1 st July, 2021) | 168 | Suomen Vapaa-aikakiinteistöt Oy LKV ceased (w.e.f. 30 th March, 2022) |
| 128 | Mahindra Vehicle Sales and Service Inc. | 169 | Supermarket Capri Oy |
| 129 | Mahindra Water Utilities Limited | 170 | Trringo.com Limited |
| 130 | Mahindra West Africa Limited (under liquidation) | 171 | V-Link Automotive Services Private Limited |
| | | 172 | V-Link Fleet Solutions Private Limited |

39. Related Party Disclosures: (contd.)

(b) Other parties with whom transactions have taken place during the year:

(i) Associates:

| Sr. No. | Name of the entity | Sr. No. | Name of the entity |
|---------|-------------------------------------|---------|---|
| 1 | Brainbees Solutions Private Limited | 9 | Pininfarina S.p.A. |
| 2 | Comviva Technologies Limited | 10 | Satyam Venture Engineering Services Private Limited |
| 3 | Mahindra CIE Automotive Limited | 11 | Swaraj Engines Limited |
| 4 | Mahindra Finance USA LLC | 12 | Tech Mahindra (Shanghai) Co. Limited |
| 5 | Medwell Ventures Private Limited | 13 | Tech Mahindra Business Services Limited |
| 6 | PF Holdings B.V. | 14 | Tech Mahindra Foundation |
| 7 | Pininfarina Engineering S.R.L | 15 | Tech Mahindra Limited |
| 8 | PSL Media & Communications Limited | 16 | ReNew Sunlight Energy Private Limited (w.e.f. 6 th July, 2021) |

(ii) Joint Ventures:

| Sr. No. | Name of the entity | Sr. No. | Name of the entity |
|---------|---|---------|--|
| 1 | Carnot Technologies Private Limited | 13 | Mahindra Manulife Investment Management Private Limited |
| 2 | Classic Legends Private Limited | 14 | Mahindra Sanyo Special Steel Private Limited |
| 3 | Gippsaero Pty. Limited | 15 | Mahindra Summit Agriscience Limited |
| 4 | M.I.T.R.A. Agro Equipments Private Limited | 16 | Mahindra Telephonics Integrated Systems Limited |
| 5 | Mahindra Aerospace Private Limited | 17 | Mahindra Tsubaki Conveyor Systems Private Limited (upto 21 st February, 2021) |
| 6 | Mahindra Aerostructures Private Limited | 18 | Mahindra World City (Jaipur) Limited |
| 7 | Mahindra Happinest Developers Limited | 19 | Mahindra World City Developers Limited |
| 8 | Mahindra Homes Private Limited | 20 | Mahindra-BT Investment Company (Mauritius) Limited |
| 9 | Mahindra Ideal Lanka (Private) Limited | 21 | Marvel Solren Private Limited |
| 10 | Mahindra Industrial Park Chennai Limited | 22 | Sampo Rosenlew Oy |
| 11 | Mahindra Industrial Park Private Limited | 23 | Smartshift Logistics Solutions Private Limited |
| 12 | Mahindra Inframan Water Utilities Private Limited | | |

(iii) Key Management Personnel (KMP):

| Sr. No. | Name of KMP | Designation |
|---------|------------------------------------|--|
| 1 | Mr. Anand G. Mahindra [^] | Chairman |
| 2 | Dr. Pawan Goenka [#] | Managing Director |
| 3 | Dr. Anish Shah [§] | Managing Director and CEO |
| 4 | Mr. Rajesh Jejurikar | Executive Director (Automotive and Farm Sectors) |
| 5 | Mrs. Nisaba Godrej | Independent Director |
| 6 | Mr. Muthiah Murugappan | Independent Director |
| 7 | Dr. Vishakha N. Desai | Independent Director |
| 8 | Mr. Vikram Singh Mehta | Independent Director |
| 9 | Mr. T. N. Manoharan | Independent Director |
| 10 | Mr. Vijay Kumar Sharma | Nominee Director |
| 11 | Mr. Haigreve Khaitan | Independent Director |
| 12 | Mrs. Shikha Sharma | Independent Director |
| 13 | Mr. C. P. Gurnani | Non-Executive Non-Independent Director |

[^] Executive Chairman upto 12 November, 2021

[#] upto 1st April, 2021

[§] Effective 2 April, 2021, Dr. Anish Shah has been appointed as Managing Director and CEO of the Company.

(iv) Close member of KMP and entities controlled/jointly controlled by KMP:

| Sr. No. | Close member of KMP | Sr. No. | Entities controlled/jointly controlled by KMP |
|---------|---|---------|--|
| 1 | Mrs. Anuradha Mahindra | | |
| 2 | Mrs. Radhika Nath | | |
| 3 | Dr. T. N. Gajendran | | |
| 1 | The Indian & Eastern Engineer Company Private Limited | 2 | Cholamandalam Investment and Finance Company Limited |

(v) Entity belonging to Promoter/Promoter Group holding 10% or more in the Company:

| Sr. No. | Name of the entity |
|---------|--|
| 1 | Prudential Management & Services Private Limited |

(vi) Welfare Funds:

| Sr. No. | Name of the Fund | Sr. No. | Name of the Fund |
|---------|---------------------------------------|---------|-----------------------------------|
| 1 | Mahindra World School Education Trust | 3 | M&M Employees' Welfare Fund No. 2 |
| 2 | M&M Employees' Welfare Fund No. 1 | 4 | M&M Employees' Welfare Fund No. 3 |

39. Related Party Disclosures: (contd.)

(c) The related party transactions are as under:

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Subsidiaries | Associates | Joint Ventures | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds |
|---------|--|---|--------------|------------|----------------|-------|---|---|---------------|
| 1. | Purchases: Goods..... | 2022 | 1,915.62 | 2,723.26 | 11.30 | — | — | — | — |
| | | 2021 | 1,515.52 | 2,220.81 | 14.38 | — | — | — | — |
| | Services..... | 2022 | 2,376.24 | 119.03 | 5.92 | — | — | — | — |
| | | 2021 | 1,907.30 | 176.70 | 8.51 | — | — | — | — |
| | Property, Plant and Equipment | 2022 | 1.98 | 1.73 | 0.04 | — | — | — | — |
| | | 2021 | 3.14 | 0.69 | 0.07 | — | — | — | — |
| | Intangible Assets..... | 2022 | 227.75 | 3.23 | — | — | — | — | — |
| | | 2021 | 32.33 | 7.19 | — | — | — | — | — |
| 2. | Sales: Goods..... | 2022 | 2,195.21 | 1.68 | 732.66 | — | — | — | — |
| | | 2021 | 1,041.76 | 12.56 | 430.19 | — | — | — | — |
| | Property, Plant and Equipment | 2022 | 42.66 | 0.01 | — | — | — | — | — |
| | | 2021 | 134.00 | 0.15 | — | — | — | — | — |
| | Intangible Assets..... | 2022 | 7.13 | — | — | — | — | — | — |
| | | 2021 | — | — | — | — | — | — | — |
| | Services..... | 2022 | 88.89 | 1.65 | 31.30 | — | 0.53 | — | — |
| | | 2021 | 111.71 | 2.21 | 25.73 | — | 0.44 | — | — |
| 3. | Investments: Purchased/Subscribed/ Conversion/Bonus* | 2022 | 593.80 | 14.47 | 110.50 | — | — | — | — |
| | | 2021 | 5,004.87 | 68.29 | 289.57 | — | — | — | — |
| | Sold/Redeemed/Tendered under merger scheme | 2022 | — | — | — | — | — | — | — |
| | | 2021 | 144.51 | — | — | — | — | — | — |
| 4. | Deputation of Personnel: From Parties..... | 2022 | 0.34 | — | — | — | — | — | — |
| | | 2021 | 2.02 | — | — | — | — | — | — |
| | To Parties | 2022 | 9.03 | 6.84 | 0.98 | — | — | — | — |
| | | 2021 | 12.89 | 6.09 | 0.89 | — | — | — | — |
| 5. | Managerial Remuneration | 2022 | — | — | — | 38.54 | — | — | — |
| | | 2021 | — | — | — | 33.25 | — | — | — |
| 6. | Stock Options | 2022 | — | — | — | 5.18 | — | — | — |
| | | 2021 | — | — | — | 2.05 | — | — | — |

39. Related Party Disclosures: (contd.)

(c) The related party transactions are as under: (contd.)

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Subsidiaries | Associates | Joint Ventures | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds |
|-------------------------------------|---|---|--------------|------------|----------------|------|---|---|---------------|
| 7. | Commission and other benefits to Non-executive/independent directors (including nominee directors) ** | 2022 | — | — | — | 3.89 | — | — | — |
| | | 2021 | — | — | — | 3.73 | — | — | — |
| 8. | Finance: Loans/Inter Corporate Deposits given..... | 2022 | 1,178.91 | — | 117.00 | — | — | — | — |
| | | 2021 | 2,265.91 | — | — | 5.65 | — | — | — |
| | Loans/Inter Corporate Deposits refunded by parties | 2022 | 139.31 | — | 100.00 | 7.22 | — | — | 5.00 |
| | | 2021 | 280.50 | — | — | 8.25 | — | — | 1.00 |
| | Inter Corporate Deposit Taken..... | 2022 | 50.00 | — | — | — | — | — | — |
| | | 2021 | 179.00 | — | — | — | — | — | — |
| | Inter Corporate Deposit Taken refunded to parties | 2022 | 100.00 | — | — | — | — | — | — |
| | | 2021 | 169.00 | — | — | — | — | — | — |
| | Interest Income | 2022 | 65.04 | — | 8.11 | 0.11 | — | — | — |
| | | 2021 | 32.97 | — | 0.42 | 0.38 | — | — | — |
| | Interest Expenses..... | 2022 | 0.66 | — | — | — | — | — | — |
| | | 2021 | 2.11 | — | — | — | — | — | — |
| | Dividend received | 2022 | 201.96 | 1,161.06 | — | — | — | — | — |
| | | 2021 | 45.05 | 519.96 | — | — | — | — | — |
| Share Application Money Given | 2022 | — | — | 62.27 | — | — | — | — | |
| | 2021 | — | — | — | — | — | — | — | |
| 9. | Dividends Distributed | 2022 | 108.62 | — | — | 1.49 | 0.48 | 123.83 | 1.12 |
| | | 2021 | 29.99 | — | — | 0.73 | 0.19 | 33.26 | 0.30 |
| 10. | Guarantees Given..... | 2022 | 523.75 | — | 42.25 | — | — | — | — |
| | | 2021 | 1,981.67 | — | 42.88 | — | — | — | — |
| 11. | Other Transactions: Other Income | 2022 | 115.59 | 15.73 | 17.29 | — | — | — | — |
| | | 2021 | 34.70 | 9.98 | 0.57 | — | — | — | — |

39. Related Party Disclosures: (contd.)

(c) The related party transactions are as under: (contd.)

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Subsidiaries | Associates | Joint Ventures | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds |
|---------|---|---|--------------|------------|----------------|------|---|---|---------------|
| | Other Expenses..... | 2022 | 154.37 | 0.51 | 2.59 | — | 0.20 | — | — |
| | | 2021 | 132.85 | 0.90 | 0.79 | — | 0.23 | — | — |
| | Royalty Paid..... | 2022 | — | — | — | — | — | — | — |
| | | 2021 | 0.48 | — | — | — | — | — | — |
| | Reimbursements received from parties..... | 2022 | 102.83 | 9.29 | 15.70 | — | 0.02 | — | 40.53 |
| | | 2021 | 89.53 | 7.90 | 18.25 | — | 0.02 | — | 38.13 |
| | Reimbursements made to parties..... | 2022 | 37.52 | 0.97 | 2.27 | — | — | — | — |
| | | 2021 | 53.02 | — | 0.32 | — | — | — | — |
| 12. | Outstandings: | | | | | | | | |
| | Trade and Other Payable | 2022 | 653.68 | 411.29 | 3.17 | 3.18 | 0.05 | — | — |
| | | 2021 | 773.53 | 426.54 | 2.61 | 4.32 | — | — | — |
| | Trade and Other Receivable ... | 2022 | 921.02 | 8.22 | 28.03 | — | 0.01 | — | 21.45 |
| | | 2021 | 532.01 | 102.88 | 141.79 | — | 1.90 | — | 54.13 |
| | Loans/Inter Corporate Deposits outstanding..... | 2022 | 2,663.03 | — | 18.94 | 0.96 | — | — | 11.00 |
| | | 2021 | 1,773.81 | — | 2.75 | 8.07 | — | — | — |
| 13. | Guarantees given*** | 2022 | 325.19 | 521.98 | 42.25 | — | — | — | — |
| | | 2021 | 233.96 | 529.68 | 42.88 | — | — | — | — |

* includes shares received of Mahindra Two Wheelers Limited in a share swap deal on merger of Mahindra Trucks and Buses Limited.

** includes sitting fees and commission paid/payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a partner.

*** SsangYong Motor Company was related party upto 28th December, 2020, hence only transaction upto that period reported.

Transactions with related parties are at arm's length.

39. Related Party Disclosures: (contd.)

Details of related party transactions with Key Management Personnel are as under:

| Sr. No. | Nature of Transaction | Name of KMP | For the Year Ended 31 st March | Rupees crores |
|---------|------------------------------------|-----------------------|---|---------------|
| 1. | Salary including perquisites | Mr. Anand G. Mahindra | 2022 | 11.67 |
| | | | 2021 | 3.97 |
| | | Dr. Pawan Goenka | 2022 | 5.85 |
| | | | 2021 | 4.66 |
| | | Dr. Anish Shah | 2022 | 8.77 |
| | | | 2021 | 8.15 |
| | | Mr. Rajesh Jejurikar | 2022 | 6.91 |
| | | | 2021 | 5.47 |
| 2. | Stock Options | Dr. Anish Shah | 2022 | 2.64 |
| | | | 2021 | 0.91 |
| | | Mr. Rajesh Jejurikar | 2022 | 2.54 |
| | | | 2021 | 1.14 |
| 3. | Commission..... | Mr. Anand G. Mahindra | 2022 | 4.18 |
| | | | 2021 | 4.32 |
| | | Dr. Pawan Goenka | 2022 | 0.02 |
| | | | 2021 | 4.89 |
| 4. | Other Contribution to Funds | Mr. Anand G. Mahindra | 2022 | 0.38 |
| | | | 2021 | 0.57 |
| | | Dr. Pawan Goenka | 2022 | 0.00 |
| | | | 2021 | 0.64 |
| | | Dr. Anish Shah | 2022 | 0.48 |
| | | | 2021 | 0.35 |
| | | Mr. Rajesh Jejurikar | 2022 | 0.28 |
| | | | 2021 | 0.23 |

40. Disclosure required under Section 186 (4) of the Companies Act, 2013 for Loans and Guarantees (net of provision):

Rupees crores

| Sr. No. | Name | Relation | 2022 | 2021 |
|-----------|--|----------------|-----------------|-----------------|
| 1. | Inter Corporate deposits and Loans | | | |
| | Mahindra Overseas Investment Company (Mauritius) Limited | Subsidiary | 1,492.75 | 1,599.22 |
| | Mahindra Rural Housing Finance Limited | Subsidiary | — | 50.00 |
| | SsangYong Motor Company | Refer Note (d) | 61.55 | 109.34 |
| | Mahindra Electric Mobility Limited | Subsidiary | 575.00 | 70.00 |
| | Mahindra Agri Solutions Limited | Subsidiary | 15.00 | — |
| | Mahindra Susten Private Limited | Subsidiary | 575.00 | — |
| | Classic Legends Private Limited | Joint Venture | 17.00 | — |
| | Mahindra Ideal Lanka (Private) Limited | Joint Venture | 1.94 | 2.75 |
| | Mahindra First Choice Services Ltd | | — | 15.00 |
| | Kotak Mahindra Investment Limited | | 50.00 | 50.00 |
| | Mahindra Marine Private Limited | Subsidiary | — | 4.00 |
| | | | 2,788.24 | 1,900.31 |

| Sr. No. | Name | Relation | 2022 | | 2021 | |
|-----------|---------------------------|--------------------------|-------------|-----------------------------|-------------|-----------------------------|
| | | | Outstanding | Recognized in Balance Sheet | Outstanding | Recognized in Balance Sheet |
| 2. | Guarantees | | | | | |
| | SsangYong Motor Company | Refer Note (d) | — | — | 458.05 | 343.54 |
| | Mahindra USA Inc. | Subsidiary | 113.58 | — | — | — |
| | Peugeot Motocycles S.A.S. | Subsidiary | 211.61 | — | 233.97 | — |
| | Sampo Rosenlew Oy | Joint Venture of Company | 42.25 | — | 42.88 | — |
| | PF Holding B.V. | Subsidiary of Associate | 521.98 | 20.50 | 529.68 | 25.14 |

- Note:-
- Inter corporate deposits given and repaid during the year amounting to **Rs. 100.00 crores** to Classic Legends Private Limited & **Rs. 83.91 crores** to Mahindra Automotive Mauritius Limited (Subsidiary Company) which got converted into equity (2021: Rs. 30.00 crores)
 - Above inter corporate deposits and loans have been given for general business purposes (including investment purposes) and guarantees have been given against their borrowing obligation which have been taken for general corporate purpose.
 - Refer note 8 for investments.
 - SsangYong Motor Company is subsidiary as per Companies Act, 2013.

41. Details of Investments made/Inter Corporate Deposits/Loans given to intermediaries:

A. Details of Investments made or Inter Corporate Deposits/Loans given to Intermediaries:

Rupees crores

| Name of Company | Date of transaction | Amount |
|---|----------------------------------|--------|
| Subsidiary Companies: | | |
| Mahindra Telecom Energy Management Services Private Limited | 30 th September, 2021 | 56.00 |
| Mahindra Susten Private Limited | various | 397.30 |
| Mahindra Two Wheelers Europe Holdings S.a.r.l. | 22 nd December, 2021 | 102.29 |
| Mahindra Automotive Mauritius Limited | various | 316.67 |
| Mahindra Overseas Investment Company (Mauritius) Limited | 13 th August, 2021 | 37.14 |
| Mahindra Overseas Investment Company (Mauritius) Limited | 14 th September, 2021 | 5.31 |
| Mahindra Agri Solutions Limited | 24 th March, 2022 | 4.25 |
| Classic Legends Private Limited | various | 13.00 |

B. Details of further Investments made or Inter Corporate Deposits/Loans given by Intermediary to Ultimate Beneficiary:

Rupees crores

| Name of intermediary | Name of ultimate beneficiary | Date of transaction | Amount |
|---|--|---|--------|
| Subsidiary Companies | | | |
| Mahindra Telecom Energy Management Services Private Limited | Mahindra Solarize Private Limited | 10 th March, 2022 & 25 th March, 2022 | 28.00 |
| Mahindra Susten Private Limited | Mega Suryaurja Private Limited | various | 372.30 |
| Mahindra Susten Private Limited | Brightsolar Renewable Energy Private Limited | 17 th December, 2021 | 25.00 |
| Mahindra Two Wheelers Europe Holdings S.a.r.l. | Peugeot Motorcycles S.A.S. | 23 rd December, 2021 | 102.29 |
| Mahindra Automotive Mauritius Limited | Automobili Pininfarina GmbH | various | 316.67 |
| Mahindra Overseas Investment Company (Mauritius) Limited | Mahindra Tractor Assembly, Inc. | 12 th January, 2022 | 5.31 |
| Mahindra Overseas Investment Company (Mauritius) Limited | Mahindra Automotive North America Inc. | 16 th August, 2021 | 37.14 |
| Mahindra Agri Solutions Limited | Mahindra Fruits Private Limited | 30 th March, 2022 | 1.40 |
| Mahindra Agri Solutions Limited | Mahindra HZPC Private Limited | 29 th March, 2022 | 2.85 |
| Classic Legends Private Limited | BSA Company Limited | various | 13.00 |

Above transactions are in compliance with relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999), Companies Act, 2013 and Prevention of Money-Laundering Act, 2002.

C. Details of each Intermediary/Ultimate Beneficiary:

| Name of Company | Registered address | Identification number (CIN/Others) |
|---|--|------------------------------------|
| Mahindra Telecom Energy Management Services Private Limited | Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India | U64204MH2017PLC296621 |
| Classic Legends Private Limited | Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India | U34101MH2015PTC265665 |
| Mahindra Solarize Private Limited | Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India | U40106MH2021PTC358435 |
| Mahindra Fruits Private Limited | Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India | U01403MH2014PTC255946 |

41. Details of Investments made/Inter Corporate Deposits/Loans given to intermediaries: (contd.)

C. Details of each Intermediary/Ultimate Beneficiary: (cont.)

| Name of Company | Registered address | Identification number (CIN/Others) |
|--|--|------------------------------------|
| Mahindra HZPC Private Limited | Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India | U01403MH2013PTC242474 |
| Mahindra Agri Solutions Limited | Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India | U01400MH2000PLC125781 |
| Mahindra Susten Private Limited | 2 nd Floor, Technosoft Knowledge Gateway, Wagle Industrial Estate, Thane, India | U74990MH2010PTC207854 |
| Mega Suryaurja Private Limited | 2 nd Floor, Technosoft Knowledge Gateway, Wagle Industrial Estate, Thane, India | U40103MH2012PTC226016 |
| Brightsolar Renewable Energy Private Limited | 2 nd Floor, Technosoft Knowledge Gateway, Wagle Industrial Estate, Thane, India | U40108MH2013PTC250683 |
| Mahindra Two Wheelers Europe Holdings S.a.r.l. | 68-70, Boulevard de la Pétrusse L-2320, Luxembourg | B 192 444 |
| Mahindra Automotive Mauritius Limited | Sanne House, Twenty Eight, Bank Street, Mauritius | 25074105 |
| Mahindra Overseas Investment Company (Mauritius) Limited | Sanne House, Twenty Eight, Bank Street, Mauritius | 27641607 |
| Peugeot Motocycles S.A.S. | 103 rue du 17 Novembre 25350 Mandeuve, France | FR71875550667 |
| Automobili Pininfarina GmbH | Dingolfinger Strade 9, 81673 Munchen, Germany | HRB 239596 |
| Mahindra Tractor Assembly, Inc. | 2901 Bayview Drive, Fremont, CA94538, USA | EIN: 46-2149883 |
| Mahindra Automotive North America Inc. | 275 Rex Blvd Auburn Hills Michigan 48326, USA | EIN 82-0974405 |
| BSA Company Limited | Athenia House 10-14 Andover Road Winchester Hampshire, United Kingdom | 01531594 |

42. Segment information
Operating Segments

The reportable segments of the Company are Automotive and Farm Equipment. The segments are largely organised and managed separately according to the organisation structure that is designed based on the nature of products and services and profile of customers. Operating segments are reported in a manner consistent with the internal reporting provided to the Executive Chairman and Managing Director jointly regarded as the Chief Operating Decision Maker ("CODM"). Description of each of the reportable segments for all periods presented, is as under:

- (a) **Automotive:-** This segment comprises of sale of automobiles, spares, mobility solutions, Construction Equipment and related services;
- (b) **Farm Equipment:-** This segment comprises of sale of tractors, implements, spares and related services;
- (c) **Others:-** This segment comprise of Powerol, Two Wheelers and Spares Business Unit.

The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as the performance indicator for all of the operating segments.

The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the financial statements. Segment profit represents the profit before interest and tax.

Information regarding the Company's reportable segments is presented below:

| Particulars | 2022 | | | | | 2021 | | | | | | |
|---|------------------|------------------|-----------------|------------------|-----------------|------------------|------------------|------------------|-----------------|------------------|-----------------|------------------|
| | Automotive | Farm Equipment | Other | Total Segment | Eliminations | Total | Automotive | Farm Equipment | Other | Total Segment | Eliminations | Total |
| Revenue | | | | | | | | | | | | |
| External Revenue..... | 35,549.22 | 19,570.32 | 2,326.43 | 57,445.97 | — | 57,445.97 | 24,526.53 | 18,264.87 | 1,838.47 | 44,629.87 | — | 44,629.87 |
| Inter Segment Revenue..... | 37.45 | 196.51 | 19.46 | 253.42 | (253.42) | — | 38.66 | 168.38 | 9.26 | 216.30 | (216.30) | — |
| Total Revenue..... | 35,586.67 | 19,766.83 | 2,345.89 | 57,699.39 | (253.42) | 57,445.97 | 24,565.19 | 18,433.25 | 1,847.73 | 44,846.17 | (216.30) | 44,629.87 |
| Result | | | | | | | | | | | | |
| Segment Result..... | 1,337.21 | 3,579.89 | 135.28 | 5,052.38 | — | 5,052.38 | 832.02 | 4,192.70 | 26.06 | 5,050.78 | — | 5,050.78 |
| Exceptional item allocated to segments..... | — | — | — | — | — | — | (5.52) | — | — | (5.52) | — | (5.52) |
| Segment Result | 1,337.21 | 3,579.89 | 135.28 | 5,052.38 | — | 5,052.38 | 826.50 | 4,192.70 | 26.06 | 5,045.26 | — | 5,045.26 |
| Less: | | | | | | | | | | | | |
| Finance costs..... | — | — | — | — | — | 223.00 | — | — | — | — | — | 396.31 |
| Add: | | | | | | | | | | | | |
| Unallocated corporate income net of unallocated expenses..... | — | — | — | — | — | 1,614.75 | — | — | — | — | — | 736.26 |
| Exceptional items unallocable to segments..... | — | — | — | — | — | (208.67) | — | — | — | — | — | (3,081.76) |
| Profit before tax | — | — | — | — | — | 6,235.46 | — | — | — | — | — | 2,303.45 |
| Income Taxes..... | — | — | — | — | — | 1,300.24 | — | — | — | — | — | 1,319.29 |
| Profit after tax | — | — | — | — | — | 4,935.22 | — | — | — | — | — | 984.16 |
| Out of total external revenue above:- | | | | | | | | | | | | |
| Revenue from contracts with customers..... | — | — | — | — | — | 56,948.71 | — | — | — | — | — | 44,149.03 |
| Revenue from other sources | — | — | — | — | — | 497.26 | — | — | — | — | — | 480.84 |
| Total | | | | | | 57,445.97 | | | | | | 44,629.87 |
| OTHER INFORMATION | | | | | | | | | | | | |
| Segment Assets | 24,133.27 | 8,425.23 | 987.08 | 33,545.58 | — | 33,545.58 | 21,872.04 | 6,948.61 | 1,087.81 | 29,908.46 | — | 29,908.46 |
| Unallocated Corporate Assets..... | — | — | — | — | — | 33,584.68 | — | — | — | — | — | 31,656.03 |
| Total Assets | 24,133.27 | 8,425.23 | 987.08 | 33,545.58 | — | 67,130.26 | 21,872.04 | 6,948.61 | 1,087.81 | 29,908.46 | — | 61,564.49 |
| Segment Liabilities..... | 13,945.59 | 4,098.62 | 739.77 | 18,783.98 | — | 18,783.98 | 10,660.00 | 4,436.58 | 589.80 | 15,686.38 | — | 15,686.38 |
| Unallocated Corporate Liabilities..... | — | — | — | — | — | 9,385.33 | — | — | — | — | — | 10,927.11 |
| Total Liabilities..... | 13,945.59 | 4,098.62 | 739.77 | 18,783.98 | — | 28,169.31 | 10,672.32 | 4,436.58 | 589.80 | 15,698.70 | — | 26,613.49 |
| Additions to non current assets | 2,408.82 | 740.37 | 56.07 | 3,205.26 | — | 3,205.26 | 2,908.82 | 434.06 | 34.85 | 3,377.73 | — | 3,377.73 |
| Depreciation, amortisation and impairment expense | 2,036.05 | 343.11 | 34.01 | 2,413.17 | — | 2,413.17 | 1,952.64 | 332.85 | 35.84 | 2,321.33 | — | 2,321.33 |

Note:-

Additions to non-current assets comprises of capital expenditure on property, plant and equipment, capital work-in-progress, intangible assets including those under development and capital advances.

Rupees crores

42. Segment information (contd.)**Revenue from type of products and services**

The operating segments are primarily based on nature of products and services and hence the Revenue from external customers of each segment is representative of revenue based on products and services.

Geographical Information:

Rupees crores

| Particulars | 2022 | | | 2021 | | |
|--|-----------|----------|-----------|-----------|----------|-----------|
| | Domestic | Overseas | Total | Domestic | Overseas | Total |
| Revenue from External Customers comprising of: | | | | | | |
| – Revenue from contracts with customers | 53,591.18 | 3,854.79 | 57,445.97 | 42,508.13 | 2,121.74 | 44,629.87 |
| – Revenue from other sources | 53,106.38 | 3,842.33 | 56,948.71 | 42,027.29 | 2,121.74 | 44,149.03 |
| Non-Current Assets | 484.80 | 12.46 | 497.26 | 480.84 | — | 480.84 |
| | 21,483.03 | — | 21,483.03 | 20,772.56 | — | 20,772.56 |

Domestic includes sales to customers located in India and service income accrued in India.

Overseas includes sales and services rendered to customers located outside India.

Information about major customers

During the years ended 31st March 2022 and 31st March, 2021 no revenues from transactions with a single external customer amount to 10% or more of the Company's revenues from external customers.

43. Contingent Liability & Commitments:**(A) Contingent Liability:**

(a) Claims against the Company not acknowledged as debts comprise of:

- (i) Excise Duty, Sales Tax and Service Tax claims disputed by the Company relating to issues of applicability and classification aggregating **Rs. 1,256.99 crores** (2021: Rs. 2,306.22 crores) before tax.
- (ii) Other matters (excluding claims where amounts are not ascertainable): **Rs. 146.58 crores** (2021: Rs. 101.79 crores) before tax.

(b) Taxation matters:

- (i) Demands against the Company not acknowledged as debts and not provided for, in respect of which the Company is in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed:
 - Income-tax: **Rs. 547.40 crores** (2021: Rs. 757.30 crores) net off MAT credit.
- (ii) Items in respect of which the Company has succeeded in appeal, but the Income-tax Department is pursuing/likely to pursue in appeal/reference and exclusive of the effect of similar matters in respect of assessments remaining to be completed:
 - Income-tax matters: **Rs. 412.03 crores** (2021: Rs. 185.32 crores).

(c) In respect of (a) & (b) above, it is not practicable for the Company to estimate the closure of these issues and the consequential timings of cash flows, if any.

(d) Financial guarantee given on behalf of Subsidiaries/Associates/Joint Ventures companies [Refer Note 38 (2) (a)].

(B) Commitments:

The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2022 is **Rs. 1,697.17 crores** (2021: Rs. 1,901.60 crores) and other commitment as at 31st March, 2022 is **Rs. 6.90 crores** (2021: Rs. 0.26 crores).

44. Other information:**(A) Research and Development expenditure**

(a) In recognised Research and Development units:

- (i) Expensed to Profit or Loss, including certain expenditure based on allocations made by the Company, aggregate **Rs. 745.21 crores** (2021: Rs. 778.64 crores) [excluding depreciation and amortisation of **Rs. 942.34 crores** (2021: Rs. 987.22 crores)].
- (ii) Development expenditure incurred during the year **Rs. 1302.51 crores** (2021: Rs. 967.73 crores).
- (iii) Capitalisation of assets **Rs. 456.05 crores** (2021: Rs. 97.26 crores).

(b) In other units:

- (i) Expensed to Profit or Loss, including certain expenditure based on allocations made by the Company, aggregate **Rs. 123.56 crores** (2021: Rs. 78.00 crores) [excluding depreciation and amortisation of **Rs. 133.49 crores** (2021: Rs. 116.13 crores)].
- (ii) Development expenditure incurred during the year **Rs. 80.10 crores** (2021: Rs. 176.88 crores).
- (iii) Capitalisation of assets **Rs. 8.83 crores** (2021: Rs. 55.12 crores).

44. Other information: (contd.)

- (B) (i) The Scheme of Merger by Absorption of Mahindra Vehicle Manufacturers Limited (MVML) with the Company and their respective Shareholders ("the Scheme") has been approved by the Mumbai Bench of National Company Law Tribunal (NCLT) on 26th April 2021 and the required approvals/consent of Department of Industries, Government of Maharashtra and Maharashtra Industrial Development Corporation were also received on 15th June 2021 and 29th June 2021 respectively. Consequently, upon completion of other required formalities on 1st July 2021, the Scheme has become effective from the Appointed date i.e. 1st April 2019. The effect of the merger of MVML on the amounts of Revenue and Profit published in previous year are as shown below.

| Particulars | 2021 |
|--------------------------------|----------|
| Increase/(Decrease) in: | |
| Revenue from operations | (466.54) |
| Profit/(loss) after tax | 654.28 |

- (ii) The Scheme of Merger by Absorption of the wholly-owned subsidiaries, Mahindra Engineering and Chemical Products Limited (MECP), Retail Initiative Holdings Limited (RIHL) and Mahindra Retail Limited (MRL) with the Company and their respective Shareholders ("the Scheme") has been approved by the Mumbai Bench of National Company Law Tribunal on 24th March 2022. The effect of the MECP, MRL & RIHL merger on the amounts of Revenue and Profit published in previous year are as shown below.

| Particulars | 2021 |
|--------------------------------|-------|
| Increase/(Decrease) in: | |
| Revenue from operations | 55.43 |
| Profit/(loss) after tax | 61.22 |

- (iii) Both the above schemes of merger have been accounted under 'the pooling of interests method' i.e. in accordance with Appendix C of Ind AS 103 – Business Combinations, read with Ind AS 10 – Events after the Reporting Period and comparatives have been restated for the merger from the beginning of the previous year i.e. 1st April 2020. Accordingly, the impact of MVML, MECP, RIHL and MRL have been included in the standalone financial statements for all the periods presented. The effect of the mergers on the amounts of Revenue and Profit published in previous year are as shown below.

| Particulars | 2021 |
|--|-----------|
| Revenue from operations: | |
| As published in previous year..... | 45,040.98 |
| As restated for the effect of merger | 44,629.87 |
| Profit/(loss) after tax: | |
| As published in previous year..... | 268.66 |
| As restated for the effect of merger | 984.16 |

- (C) Effective 1 January 2021, the US branch of Mahindra Vehicle Manufacturers Limited (merged with the Company), (refer Note [44(B)(i)]) has been transferred to Mahindra Integrated Business Solutions Private Limited ('MIBS'), subsidiary of the Company and consequently a gain of Rs. 46.78 crores has been recorded as Exceptional Item for the year ended 31st March, 2021 (Refer note 33).

- (D) The Board of Directors of the Company at its Meeting held on 26th March, 2021 had accorded an in-principle approval for consolidation of Mahindra Electric Mobility Limited, a subsidiary of the Company ("MEML") into the Company and had authorised its Loans & Investment Committee to decide on the mode of consolidation including finalizing the Scheme, Valuation, Swap Ratio, etc. and recommend the same to the Audit Committee and to the Board of Directors for their approval. The Board of Directors of the Company at its Meeting held on 28th May, 2021, have approved the Scheme of Merger by Absorption of MEML with the Company and their respective Shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Appointed Date of the scheme of merger would be 1st April, 2021 or such other date as may be approved by NCLT or any other appropriate authority. The Scheme will be given effect upon receipt of requisite approvals/consent.

45. Additional Regulatory Information:

a. Ratios:

| Particulars | Rupees crores | |
|---|---------------|-------|
| | 2022 | 2021 |
| Debt-Equity Ratio (times) (Long term Borrowings + Short term Borrowings (including current maturities of long term borrowings)/(Total Equity)..... | 0.17 | 0.22 |
| Debt Service Coverage Ratio (times) (Profit before interest, tax, depreciation, amortisation, impairments and exceptional items)/ (Gross interest for the period + Principal repayments within a year) | 10.95 | 6.96 |
| Return on Equity (Net Profit for the period/Average Total Equity for the period)..... | 13.35% | 2.85% |
| Inventory Turnover (times) (Cost of materials consumed/Average Inventories for the period) | 7.94 | 6.84 |
| Trade Receivables Turnover (times) (Revenue from sale of goods and services)/(Average Trade Receivable for the period)..... | 21.51 | 17.13 |
| Trade Payables Turnover (times) (Purchase of goods and services + Other Expenses)/(Average Trade Payable for the period) | 4.11 | 3.95 |
| Net Capital Turnover (times) (Revenue from operations)/[Average working capital (Current assets less Current liabilities) for the period] | 9.80 | 10.46 |
| Net Profit margin (%) (Net Profit for the period/Revenue from operations) | 8.59% | 2.21% |
| Return on Capital Employed (%) (Profit before interest and tax/(Average Total Equity + Average Total Debt for the period)..... | 14.67% | 6.73% |
| Return on Investment (%) (Income earned on investments/Average Investment for the period)..... | 4.69% | 4.47% |

Explanatory notes:

- (i) Cost of materials consumed for the purpose of Inventory turnover ratio includes Purchases of stock-in-trade and Changes in inventories of finished goods, stock-in-trade and work-in-progress.
- (ii) Investments includes current and non-current investments including Fixed deposits, Mutual funds, Corporate deposits, Inter corporate deposits excluding investments in Equity instruments.

Explanation for change in the ratios by more than 25%:

- (i) Debt Service Coverage Ratio (times): The debt service coverage ratio is healthier at 10.95 in current year as against 6.96 in previous year primarily due to decrease in finance cost resulting from repayment of borrowings during the year.
- (ii) Return on Equity (%): Return on Equity in the current year has improved from 2.85% in previous year to 13.35% in current year on the base of higher profit for the year.
- (iii) Trade Receivables Turnover (times): The debtor's turnover ratio improved to 21.51 in current year as against 17.13 in the previous year primarily due to better collection efforts and significant improvements in credit management process across divisions.
- (iv) Net Profit margin (%): The net profit margin (after exceptional items) improved to 8.59% in current year as against 2.21% in the previous year primarily on account of increase in operation performance, lower impairment losses on investments, higher gain on sale of long-term investment and lower tax expenses for the year.
- (v) Return on Capital Employed (%): Return on capital employed has improved from 6.73% in the previous year to 14.67% in the current year on the base of higher profit for the year.

45. Additional Regulatory Information: (contd.)

b. Transaction with Struck off Companies:

| <i>Rupees crores</i> | | | | |
|--|-------------|----------|-----------------------------------|--|
| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances-Assets | Other Outstanding Balances-Liabilities |
| Akhuratha Communications Private Limited..... | — | * | — | — |
| Akshay Auto Parts Shopee Private Limited | 0.03 | — | — | — |
| Babace Pneumatics Private Limited..... | — | * | — | — |
| Chandra Construction Company Private Limited | 0.01 | — | — | — |
| Chowdhary Motors Private Limited | 0.17 | — | — | — |
| Digicron Power System Private Limited..... | — | * | — | — |
| Dimensions Engineering Technologies Private Limited | — | — | * | — |
| East West Power Genset Private Limited..... | — | — | — | * |
| Gems Recycling Private Limited..... | — | * | — | — |
| Gomti Motors Private Limited | * | — | — | — |
| Good Year India Limited..... | * | — | * | — |
| Green Park Hotels & Resorts Limited..... | — | — | * | — |
| Hanaro Hospitality Private Limited | — | * | — | — |
| Heeraraj R&D And Automations Private Limited..... | — | — | * | — |
| Jayaswals Neco Limited | * | — | — | — |
| Jayem Automotives Limited..... | * | — | — | — |
| Kamla Landmarc Cars Private Limited | — | * | — | — |
| Lektronix India Private Limited | * | — | — | — |
| Loni Corporate Training Private Limited | — | — | * | — |
| Maptronicz Technologies Private Limited..... | * | — | — | — |
| Mayor Healthcare Private Limited..... | — | * | — | — |
| Niche Events And Promotions Private Limited..... | 0.04 | — | — | — |
| Nova Telecommunication Private Limited | * | — | — | — |
| Oriental Refrigeration and Engg Company Private Limited..... | * | — | — | — |
| Oxford Automotive Private Limited..... | * | — | — | — |
| Pooja Castings Private Limited | — | — | 0.14 | — |
| Prius Auto Accessories Private Limited | — | — | * | — |
| Purolator India Limited | — | — | * | — |
| Ray Shield Technology Private Limited..... | — | 0.01 | — | — |
| Real Technologies Engineering Private Limited..... | — | 0.02 | — | — |
| Reliable Operations & Maintenance Private Limited..... | — | — | * | — |
| Right View Audio Visual Private Limited..... | — | * | — | — |
| Sahil Genset Sales Private Limited..... | * | * | — | * |
| Shalaka Technologies Private Limited..... | — | 0.07 | — | — |

45. Additional Regulatory Information: (contd.)

b. Transaction with Struck off Companies: (contd.)

Rupees crores

| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances-Assets | Other Outstanding Balances-Liabilities |
|---|-------------|----------|-----------------------------------|--|
| Shivraj Oils Private Limited | — | — | * | — |
| Shravani Constructions Private Limited | 0.01 | — | — | — |
| Skypack Courier & Cargo Private Limited..... | — | * | — | — |
| Sugam Auto Private Limited..... | 0.01 | — | — | — |
| Sundharams Private Limited | — | 0.04 | — | — |
| Super India Roadlines Private Limited | * | — | — | — |
| Synergy Telecommunications Private Limited | * | — | — | — |
| Tc Springs Limited | * | — | — | — |
| Technosteel Commercial Kitchen Equipments Private Limited ... | 0.01 | — | — | — |
| Vaishnavi Enterprises Private Limited | * | — | — | — |
| Walker Exhaust India Private Limited..... | — | * | * | — |

* denotes amounts less than Rs. 50,000.

Note: The above information is provided on basis of reasonable diligence done to ascertain relevant companies that have been struck off on the website of the Ministry of Company Affairs.

c. Quarterly returns/statements filed by the Company with banks are in agreement with the books of accounts.

46. Previous year's figures have been regrouped/reclassified wherever necessary.

Signatures to Notes 1 to 46

In terms of our report attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527
Mumbai, 28th May, 2022

For Mahindra & Mahindra Limited

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreve Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra
Anish Shah
Rajesh Jejurikar
Manoj Bhat
Narayan Shankar

Executive Director (Automotive and Farm Sectors)

Chairman
Managing Director and CEO
Group Chief Financial Officer
Company Secretary

Mumbai, 28th May, 2022

The background features a complex geometric design with overlapping chevron and triangular shapes in various shades of gray. A prominent feature is a trail of white and light gray particles that curves across the center of the page, resembling a data path or a stylized wave. The overall aesthetic is modern and technical.

**CONSOLIDATED
ACCOUNTS**

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Independent Auditors' Report to the Members of Mahindra & Mahindra Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Mahindra & Mahindra Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate / consolidated financial statements of such subsidiaries, associates and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31 March 2022, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, its associates and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on consolidated financial statements of components audited by them were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

1. Impairment assessment of tangible assets and development expenditure capitalised and currently under development

| The key audit matter | How the matter was addressed in our audit |
|--|--|
| <p>The Group's Automotive cash generating unit (Auto CGU) has aggregate tangible assets of Rs 11,367 crores, which includes property, plant and equipment of Rs 9,878 crores and Rs 1,489 crores of capital-work-in-progress as at 31 March 2022. Further, the Auto CGU has Rs 32 crores of goodwill, Rs 2,267 crores of other development expenditure capitalised and Rs 2,925 crores of intangible assets under development (collectively "the intangible assets").</p> <p>Changes in business environment, including the economic uncertainty created by the novel corona virus (COVID-19), geopolitical situation and general inflationary trend, could have a significant impact on the valuation of the tangible and intangible assets. The tangible and intangible assets are tested for impairment periodically. The Group assesses the carrying amounts of the tangible and intangible assets to determine indicators of impairment loss as the recoverable values rely on certain assumptions and estimates of future performance which impact the valuation. If any such indicators exists, the recoverable amount, which is the higher of Value In Use (VIU) or fair value less cost to sell, of the Auto CGU, is estimated and the impairment loss is recognised in the statement of profit and loss. The carrying amount of the tangible and intangible assets of Auto CGU is reduced to its recoverable amount.</p> <p>Refer note 2(h) – significant accounting policy for impairment of assets</p> | <p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessed the design, implementation and operating effectiveness of key controls in respect of the Group's impairment assessment process, including the approval of forecasts and valuation models; Tested the key VIU assumptions used in estimating future cash flows such as revenue volumes and prices, operating costs, inflation and growth rates by comparing these inputs with externally derived data, past performances, consistency with the Board approved investment plans and knowledge of the industry; Involved valuation specialists as applicable, to evaluate the assumptions including the discount rates used in VIU calculations; Evaluated past performance where relevant, and assessed historical accuracy of the forecast used in VIU calculations; Evaluated the stage of development of the intangible assets, judgments used for expected probable economic benefits and associated expenditures, and their assessment of feasibility; and Assessed the adequacy of disclosures on key judgements, assumptions and quantitative data with respect to impairment losses, if any. |

2. Impairment loss allowance in the financial service business

| The key audit matter | How the matter was addressed in our audit |
|---|--|
| <p>As at 31 March 2022, the carrying value of loan assets measured at amortised cost, aggregated Rs 67,660 crore (net of allowance of expected credit loss Rs 5,081 crore) constituting approximately 81% of the financial services' business total assets. Significant judgement is used in classifying these loan assets and applying appropriate measurement principles. ECL on such loan assets measured at amortised cost is a critical estimate involving greater level of management judgement. As part of the component auditor's risk assessment, they determined that the ECL on such loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes. The elements of estimating ECL which involved increased level of audit focus are the following:</p> <ul style="list-style-type: none"> • Qualitative and quantitative factors used in staging the loan assets measured at amortised cost; • Basis used for estimating Probabilities of Default ("PD"), Loss Given Default ("LGD") and exposure at Default ("EAD") at product level with past trends; • Judgements used in projecting economic scenarios and probability weights applied to reflect future economic conditions; and • Adjustments to model driven ECL results to address emerging trends | <p>The audit procedures applied by the auditor of the component included:</p> <p>Examined the policies approved by the Board of Directors of the financial services business that articulate the objectives of managing each portfolio and their business models. The component auditors have also verified the methodology adopted for computation of ECL ("ECL Model") that addresses policies approved by the Board of Directors, procedures and controls for assessing and measuring credit risk on all lending exposures measured at amortised cost. Additionally, the component auditors have confirmed that adjustments to the output of the ECL Model is consistent with the documented rationale and basis for such adjustments and that the amount of adjustment has been approved by the Audit Committee of the Board of Directors of the component. The audit procedures related to the allowance for ECL included the following, among others:</p> <ul style="list-style-type: none"> • Testing the design and operating effectiveness of the following: <ul style="list-style-type: none"> o completeness and accuracy of the EAD and the classification thereof into stages consistent with the definitions applied in accordance with the policy approved by the Board of Directors of the component including the appropriateness of the qualitative factors to be applied; o completeness, accuracy and appropriateness of information used in the estimation of the PD and LGD for the different stages depending on the nature of the portfolio; and o accuracy of the computation of the ECL estimate including reasonableness of the methodology used to determine macro-economic overlays and adjustments to the output of the ECL Model. • Testing of details on a sample in respect of the following by the component auditor: <ul style="list-style-type: none"> o accuracy and completeness of the input data such as period of default and other related information used in estimating the PD; o the mathematical accuracy of the ECL computation by using the same input data as used by the component; o completeness and accuracy of the staging of the loans and the underlying data based on which the ECL estimates have been computed; o evaluating the adequacy of the adjustment after stressing the inputs used in determining the output as per the ECL Model to ensure that the adjustment was in conformity with the overlay amount approved by the Audit Committee of the component. |

■ Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, 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 and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company 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 Management/Board of Directors either intends to liquidate the Company 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 associates and joint ventures are responsible for overseeing the financial reporting process of each company.

■ Auditor's Responsibilities 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 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 with reference to 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 and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 associates and joint ventures 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 statements of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by 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. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding 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

- (a) We did not audit the financial statements of 133 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs 111,199 crores as at 31 March 2022, total revenues (before consolidation adjustments) of Rs 34,123 crores and net cash inflows (before consolidation adjustments) amounting to Rs 182 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of Rs 235 crores for the year ended 31 March 2022, in respect of 18 associates and 19 joint ventures, 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 ventures and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates is based solely on the reports of the other auditors.
- (b) The financial statements of 9 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs 192 crores as at 31 March 2022, total revenues (before consolidation adjustments) of Rs 646 crores and net cash inflows (before consolidation adjustments) amounting to Rs 15 crores for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of Rs 55 crores for the year ended 31 March 2022, as considered in the consolidated financial statements, in respect of 7 associates and 5 joint ventures, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements 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 ventures and associates, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, 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 the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries, associates and joint ventures as were audited by other auditors, as noted in the "Other Matters" paragraph, 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 changes in equity and the consolidated statement of cash flows 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 Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint ventures incorporated in India, none of the directors of the Group companies, its associate companies and joint ventures incorporated in India is disqualified as on 31 March 2022 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 financial statements of the Holding Company and its subsidiary companies, associate companies and joint ventures incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and 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 on separate/consolidated financial statements of the subsidiaries, associates and joint ventures, as noted in the "Other Matters" paragraph:
 - a) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 43 to the consolidated financial statements.
 - b) Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 36 to the consolidated financial statements in respect of such items as it relates to the Group, its associates and joint ventures.
 - c) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate companies and joint ventures incorporated in India during the year ended 31 March 2022.
 - d) (i) The management has represented that, to the best of its knowledge and belief, 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 Holding Company or its subsidiary companies, associate companies and joint ventures incorporated in India 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 ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies, associate companies and joint ventures incorporated in India or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies, associate companies and joint ventures incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies, associate companies and joint ventures incorporated in India shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

- iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.
 - e) The dividend declared or paid during the year by the Holding Company and its subsidiary companies, associate companies and joint ventures incorporated in India is in compliance with Section 123 of the Act.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, associate companies and joint ventures incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies, associate companies and joint ventures to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies, associate companies and joint ventures is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

Mumbai, 28 May 2022

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Jamil Khatri
Partner
Membership No. 102527
UDIN: 22102527AJTXOB5439

Annexure A to the Independent Auditor's Report on Consolidated Financial Statements of Mahindra & Mahindra Limited for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Relationship | Clause number of the CARO report which is unfavourable or qualified or adverse |
|---------|---------------------------------------|-----------------------|--------------|--|
| 1 | Kota Farm Services Limited | U02005MH2001PLC131699 | Subsidiary | Clause 3(XIX) |
| 2 | Mahindra Construction Company Limited | U45200MH1992PLC068846 | Subsidiary | Clause 3(XIX) |
| 3 | Officemartindia.com Limited | U74999MH2000PLC126610 | Subsidiary | Clause 3(XIX) |

The above does not include comments, if any, in respect of the following entities as the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report:

| Name of the entities | CIN | Relationship |
|---------------------------------------|-----------------------|---------------|
| Aquasail Distribution Private Limited | U93090MH2006PTC164021 | Joint Venture |
| Brainbees Solutions Private Limited | U51100PN2010PTC136340 | Associate |
| Medwell Ventures Private Limited | U85100GJ2014PTC079080 | Associate |
| MeraKisan Private Limited | U51909MH2016PTC283578 | Subsidiary |
| New Delhi Centre for Sight Limited | U85120MH2002PLC338742 | Joint Venture |
| ReNew Sunlight Energy Private Limited | U40300DL2020PTC374527 | Associate |

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Jamil Khatri
Partner
Membership No. 102527
UDIN: 22102527AJTXOB5439

Mumbai, 28 May 2022

Annexure B to the Independent Auditors' report on the consolidated financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2022

■ Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of Mahindra & Mahindra Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, its associate companies and its joint venture companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies and joint venture companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

■ Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

■ Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, 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 were 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 the internal controls 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 consolidated 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 relevant subsidiary companies, associate companies and joint venture companies 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.

■ Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls 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 controls 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 controls 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.

■ Other Matters

Our aforesaid reports 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 57 subsidiary companies, 4 associate companies and 13 joint venture companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Mumbai, 28 May 2022

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Jamil Khatri
Partner
Membership No. 102527
UDIN: 22102527AJTXOB5439

Consolidated Balance Sheet | as at 31st March, 2022

Rupees crores

| | Note | 2022 | 2021 |
|--|------|--------------------|--------------------|
| I. ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 4 | 21,902.26 | 17,611.65 |
| Capital work-in-progress | 5 | 3,036.10 | 4,477.64 |
| Goodwill | 6 | 1,340.40 | 1,304.90 |
| Other intangible assets | 7 | 2,775.83 | 2,463.13 |
| Intangible assets under development | 8 | 3,666.71 | 3,394.97 |
| Investments accounted using equity method | 9 | 13,149.70 | 12,256.22 |
| Financial assets | | | |
| (i) Investments | 9 | 6,060.85 | 6,489.62 |
| (ii) Trade receivables | 10 | 309.43 | 366.16 |
| (iii) Loans | 11 | 38,849.40 | 38,412.64 |
| (iv) Other financial assets | 12 | 2,206.65 | 1,610.42 |
| Deferred tax assets (net) | 13 | 1,724.31 | 1,717.32 |
| Income tax assets (net) | | 1,604.24 | 1,887.47 |
| Other non-current assets | 14 | 2,338.92 | 2,332.44 |
| | | 98,964.80 | 94,324.58 |
| CURRENT ASSETS | | | |
| Inventories | 15 | 11,595.82 | 9,615.41 |
| Financial assets | | | |
| (i) Investments | 9 | 10,849.88 | 10,031.82 |
| (ii) Trade receivables | 10 | 6,373.95 | 6,007.76 |
| (iii) Cash and cash equivalents | 16 | 3,487.59 | 3,374.59 |
| (iv) Bank balances other than cash and cash equivalents | 16 | 7,630.02 | 9,477.40 |
| (v) Loans | 11 | 29,242.26 | 29,080.23 |
| (vi) Other financial assets | 12 | 1,998.95 | 1,470.72 |
| Other current assets | 14 | 3,969.53 | 3,079.98 |
| | | 75,148.00 | 72,137.91 |
| TOTAL ASSETS | | 1,74,112.80 | 1,66,462.49 |
| II. EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity share capital | 17 | 556.06 | 555.15 |
| Other equity | | 46,566.58 | 41,026.77 |
| Equity attributable to owners of the company | | 47,122.64 | 41,581.92 |
| Non-controlling interests | | 9,702.62 | 9,070.31 |
| | | 56,825.26 | 50,652.23 |
| LIABILITIES | | | |
| NON-CURRENT LIABILITIES | | | |
| Financial liabilities | | | |
| (ia) Borrowings | 19 | 48,625.06 | 52,778.37 |
| (ib) Lease liabilities | | 2,432.55 | 2,128.19 |
| (ii) Trade payables | | | |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 20 | 1.55 | 1.44 |
| (iii) Other financial liabilities | 21 | 1,406.04 | 1,595.21 |
| Provisions | 22 | 1,497.99 | 1,600.88 |
| Deferred tax liabilities (net) | 13 | 1,786.10 | 1,494.16 |
| Other non-current liabilities | 23 | 5,249.92 | 4,766.00 |
| | | 60,999.21 | 64,364.25 |
| CURRENT LIABILITIES | | | |
| Financial liabilities | | | |
| (ia) Borrowings | 19 | 26,042.12 | 25,180.00 |
| (ib) Lease liabilities | | 505.48 | 538.27 |
| (ii) Trade payables | 20 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 195.51 | 151.58 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 18,841.04 | 15,354.21 |
| (iii) Other financial liabilities | 21 | 4,422.25 | 4,841.72 |
| Other current liabilities | 23 | 4,921.72 | 3,867.07 |
| Provisions | 22 | 968.19 | 1,074.34 |
| Current tax liabilities (net) | | 392.02 | 438.82 |
| | | 56,288.33 | 51,446.01 |
| TOTAL EQUITY AND LIABILITIES | | 1,74,112.80 | 1,66,462.49 |

The accompanying notes 1 to 48 are an integral part of the Consolidated Financial Statements

In terms of our report attached.

For Mahindra & Mahindra Limited

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527

Mumbai, 28th May, 2022

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreave Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra
Anish Shah
Rajesh Jejurikar
Manoj Bhat
Narayan Shankar

Chairman
Managing Director and CEO
Executive Director (Automotive and Farm Sectors)
Group Chief Financial Officer
Company Secretary

Mumbai, 28th May, 2022

Consolidated Statement of Profit and Loss | for the year ended 31st March, 2022

Rupees crores

| | Note | 2022 | 2021 |
|---|------|------------------|-------------------|
| INCOME | | | |
| Revenue from operations | 24 | 90,170.57 | 74,277.78 |
| Other income | 25 | 934.51 | 1,033.11 |
| Total Income | | 91,105.08 | 75,310.89 |
| EXPENSES | | | |
| Cost of materials consumed | 26 | 46,265.48 | 32,797.56 |
| Purchases of stock-in-trade | | 6,399.37 | 5,473.64 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 27 | (861.66) | 135.59 |
| Employee benefits expense | 28 | 8,386.74 | 7,813.26 |
| Finance costs | 29 | 5,018.05 | 6,102.22 |
| Depreciation, amortisation and impairment expense | 30 | 3,507.50 | 3,378.11 |
| Other expenses | 31 | 15,452.96 | 14,541.92 |
| | | 84,168.44 | 70,242.30 |
| Less: Amounts capitalised | | 155.17 | 160.74 |
| Total Expenses | | 84,013.27 | 70,081.56 |
| Profit Before Exceptional Items and Tax | | 7,091.81 | 5,229.33 |
| Exceptional items (net)..... | 32 | 414.17 | (1,158.26) |
| Share of profit of associates and joint ventures, (net) | | 1,855.79 | 1,276.66 |
| Profit Before Tax | | 9,361.77 | 5,347.73 |
| Tax Expense | 13 | | |
| Current tax | | (1,868.10) | (2,014.89) |
| Deferred tax | | (240.66) | 369.08 |
| Profit/(loss) for the year from continuing operations | | 7,253.01 | 3,701.92 |
| Profit/(loss) before tax from discontinued operations | | — | (2,189.53) |
| Tax expense of discontinued operations | | — | — |
| Profit/(loss) after tax from discontinued operations | 45 | — | (2,189.53) |
| Profit/(loss) after tax from continuing and discontinued operations | | 7,253.01 | 1,512.39 |
| Other Comprehensive Income/(Loss) | | | |
| A. (i) Items that will not be reclassified to profit or loss | | | |
| (a) Remeasurements of the defined benefit plans | | 141.12 | (66.59) |
| (b) Equity instruments through other comprehensive income | | (75.83) | 76.56 |
| (c) Share of other comprehensive income/(loss) of equity accounted investees | | 9.97 | 52.12 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (36.22) | 23.05 |
| B. (i) Items that will be reclassified to profit or loss | | | |
| (a) Exchange differences in translating the financial statements of foreign operations | | (287.33) | (20.60) |
| (b) Debt instruments through other comprehensive income | | (1.18) | (93.75) |
| (c) Effective portion of gains/(losses) on designated portion of hedging instruments in a cash flow hedge | | 14.82 | (10.01) |
| (d) Share of other comprehensive income/(loss) of equity accounted investees | | 136.25 | (20.92) |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | (13.07) | 45.06 |
| C. Other comprehensive income/(loss) from discontinued operations (net of tax) | | — | 79.94 |
| Total Other Comprehensive Income/(Loss) | | (111.47) | 64.86 |
| Total Comprehensive Income/(Loss) for the year | | 7,141.54 | 1,577.25 |
| Profit/(Loss) from continuing operations for the year attributable to: | | | |
| Owners of the company | | 6,577.32 | 3,347.41 |
| Non-controlling interests | | 675.69 | 354.51 |
| | | 7,253.01 | 3,701.92 |
| Profit/(Loss) from discontinued operations for the year attributable to: | | | |
| Owners of the company | | — | (1,534.92) |
| Non-controlling interests | | — | (654.61) |
| | | — | (2,189.53) |
| Profit/(Loss) from continuing and discontinued operations for the year attributable to: | | | |
| Owners of the company | | 6,577.32 | 1,812.49 |
| Non-controlling interests | | 675.69 | (300.10) |
| | | 7,253.01 | 1,512.39 |

Consolidated Statement of Profit and Loss | for the year ended 31st March, 2022 (contd.)

Rupees crores

| | Note | 2022 | 2021 |
|---|------|----------|----------|
| Other Comprehensive Income/(Loss) for the year attributable to: | | | |
| Owners of the company | | (94.79) | 80.36 |
| Non-controlling interests | | (16.68) | (15.50) |
| | | (111.47) | 64.86 |
| Total Comprehensive Income/(Loss) for the year attributable to: | | | |
| Owners of the company | | 6,482.53 | 1,892.85 |
| Non-controlling interests | | 659.01 | (315.60) |
| | | 7,141.54 | 1,577.25 |
| Earnings per equity share (for continuing operations) | 33 | | |
| (Face value Rs. 5/- per share) (Rupees) | | | |
| Basic | | 59.20 | 30.17 |
| Diluted | | 58.83 | 29.92 |
| Earnings per equity share (for discontinued operations) | 33 | | |
| (Face value Rs. 5/- per share) (Rupees) | | | |
| Basic | | — | (13.84) |
| Diluted | | — | (13.77) |
| Earnings per equity share (for continuing and discontinued operations) | 33 | | |
| (Face value Rs. 5/- per share) (Rupees) | | | |
| Basic | | 59.20 | 16.33 |
| Diluted | | 58.83 | 16.15 |

The accompanying notes 1 to 48 are an integral part of the Consolidated Financial Statements

In terms of our report attached.

For Mahindra & Mahindra Limited

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No : 101248W/W-100022

Jamil Khatri

Partner

Membership No : 102527

Mumbai, 28th May, 2022

Vikram Singh Mehta

Vishakha N. Desai

T. N. Manoharan

Haigreva Khaitan

Shikha Sharma

Nisaba Godrej

Muthiah Murugappan

Vijay Kumar Sharma

CP Gurnani

Directors

Anand G. Mahindra

Anish Shah

Rajesh Jejurikar

Manoj Bhat

Narayan Shankar

Executive Director (Automotive and Farm Sectors)

Group Chief Financial Officer

Company Secretary

Chairman

Managing Director and CEO

Mumbai, 28th May, 2022

Consolidated Statement of Changes in Equity | for the year ended 31st March, 2022

(A) Equity Share Capital

| | Rupees crores | |
|---|---------------|--------|
| | 2022 | 2021 |
| Issued, subscribed and paid up : | | |
| Balance as at the beginning of the year | 555.15 | 554.28 |
| Changes in equity share capital due to prior period error | — | — |
| Restated balance | 555.15 | 554.28 |
| Changes in equity share capital due to allotment of shares by M&M ESOP Trust to employees | 0.91 | 0.87 |
| Balance as at the end of the year | 556.06 | 555.15 |

(B) Other Equity

| | Attributable to owners of the company | | | | | | | | | | Non-controlling interests | Total |
|--|---------------------------------------|--------------------|------------------------------------|-------------------------------------|-------------------|--|--|---|--------------------------------------|-----------|---------------------------|------------|
| | Reserves and surplus | | | Items of other comprehensive income | | | | Total other equity | | | | |
| | Capital reserve on consolidation | Securities premium | Shares options outstanding account | Other reserves | Retained earnings | Debt instrument through other comprehensive income | Equity instrument through other comprehensive income | Effective portion of Cash Flow Hedges (Refer Note 36 (a) (iii)) | Foreign currency translation reserve | | | |
| As at 1 st April, 2021 | 369.27 | 2,535.11 | 254.88 | 4,511.42 | 33,667.96 | (30.05) | (66.41) | (100.76) | (114.65) | 41,026.77 | 9,070.31 | 50,097.08 |
| Profit / (loss) for the year | — | — | — | — | 6,577.32 | — | — | — | — | 6,577.32 | 675.69 | 7,253.01 |
| Other comprehensive income / (loss) | — | — | — | — | 103.97 | (0.81) | (63.69) | 64.88 | (199.14) | (94.79) | (16.68) | (111.47) |
| Total comprehensive income / (loss) for the year | — | — | — | — | 6,681.29 | (0.81) | (63.69) | 64.88 | (199.14) | 6,482.53 | 659.01 | 7,141.54 |
| Dividend paid on equity shares... | — | — | — | — | (979.17) | — | — | — | — | (979.17) | (57.02) | (1,036.19) |
| Other comprehensive income reclassified to profit or loss | — | — | — | — | — | — | — | (1.37) | 36.78 | 35.41 | — | 35.41 |
| Other comprehensive income/ (loss) reclassified to Retained earnings | — | — | — | — | (0.09) | — | 0.09 | — | — | — | — | — |
| Transfers from Retained earnings on business combinations during the year | — | — | — | 117.78 | (117.78) | — | — | — | — | — | — | — |
| On disposal of subsidiaries during the year | 0.72 | — | — | — | — | — | — | — | — | 0.72 | 39.57 | 40.29 |
| Exercise of employee stock options | — | 114.80 | (114.80) | — | — | — | — | — | — | — | 3.94 | 3.94 |
| Allotment of bonus shares by M&M ESOP trust to employees ... | — | (0.45) | — | — | — | — | — | — | — | (0.45) | — | (0.45) |
| On account of employee stock options lapsed | — | — | (3.10) | 3.10 | — | — | — | — | — | — | — | — |
| Share-based payment to employees | — | — | 86.48 | — | — | — | — | — | — | 86.48 | — | 86.48 |
| Transactions with non-controlling interest and changes in group's interest | — | — | — | — | (78.00) | — | — | — | (7.71) | (85.71) | (13.19) | (98.90) |
| As at 31st March, 2022 | 369.99 | 2,649.46 | 223.46 | 4,632.30 | 39,174.21 | (30.86) | (130.01) | (37.25) | (284.72) | 46,566.58 | 9,702.62 | 56,269.20 |

Remeasurement gain (net) on defined benefit plans, net of deferred tax, aggregating to Rs. 103.97 crores (2021: Rs. 18.70 crores) has been recognised during the year as part of retained earnings.

Consolidated Statement of Changes in Equity | for the year ended 31st March, 2022 (contd.)

(B) Other Equity (contd.)

| | Attributable to owners of the company | | | | | | | | | | Non-controlling interests | Total |
|--|---------------------------------------|--------------------|------------------------------------|-------------------------------------|-------------------|--|--|---|--------------------------------------|------------|---------------------------|------------|
| | Reserves and surplus | | | Items of other comprehensive income | | | | Total other equity | | | | |
| | Capital reserve on consolidation | Securities premium | Shares options outstanding account | Other reserves | Retained earnings | Debt instrument through other comprehensive income | Equity instrument through other comprehensive income | Effective portion of Cash Flow Hedges (Refer Note 36 (a) (iii)) | Foreign currency translation reserve | | | |
| As at 1st April, 2020 | 1,518.13 | 2,408.71 | 264.96 | 4,476.65 | 30,908.05 | 6.99 | (195.71) | (161.58) | 188.83 | 39,415.03 | 7,691.74 | 47,106.77 |
| Profit / (loss) for the year | — | — | — | — | 3,347.41 | — | — | — | — | 3,347.41 | 354.51 | 3,701.92 |
| Profit / (loss) for the year from discontinued operations | — | — | — | — | (1,534.92) | — | — | — | — | (1,534.92) | (654.61) | (2,189.53) |
| Other comprehensive income / (loss) | — | — | — | — | (48.75) | (37.04) | 129.30 | 64.76 | (93.23) | 15.04 | (30.12) | (15.08) |
| Other comprehensive income / (loss) from discontinued operations | — | — | — | — | 67.45 | — | — | (0.66) | (1.47) | 65.32 | 14.62 | 79.94 |
| Total comprehensive income / (loss) for the year | — | — | — | — | 1,831.19 | (37.04) | 129.30 | 64.10 | (94.70) | 1,892.85 | (315.60) | 1,577.25 |
| Dividend paid on equity shares... | — | — | — | — | (262.16) | — | — | — | — | (262.16) | (6.71) | (268.87) |
| Other comprehensive income reclassified to profit or loss on deconsolidation of subsidiary | — | — | — | — | — | — | — | (3.28) | (208.78) | (212.06) | — | (212.06) |
| Transfers from Retained earnings... | — | — | — | 53.43 | (53.43) | — | — | — | — | — | — | — |
| Transfers to Retained earnings | — | — | — | (20.95) | 20.95 | — | — | — | — | — | — | — |
| On deconsolidation of subsidiaries during the year | (1,148.86) | — | — | — | 1,148.86 | — | — | — | — | — | 313.55 | 313.55 |
| Exercise of employee stock options | — | 105.00 | (105.00) | — | — | — | — | — | — | — | — | — |
| Allotment of bonus shares by M&M ESOP trust to employees | — | (0.44) | — | — | — | — | — | — | — | (0.44) | — | (0.44) |
| Allotment of shares by M&M ESOP trust to employees | — | 21.84 | — | — | — | — | — | — | — | 21.84 | — | 21.84 |
| On account of employee stock options lapsed | — | — | (2.29) | 2.29 | — | — | — | — | — | — | — | — |
| Share-based payment to employees | — | — | 97.21 | — | — | — | — | — | — | 97.21 | — | 97.21 |
| Transactions with non-controlling interest and changes in group's interest | — | — | — | — | 74.50 | — | — | — | — | 74.50 | 1,387.33 | 1,461.83 |
| As at 31st March, 2021 | 369.27 | 2,535.11 | 254.88 | 4,511.42 | 33,667.96 | (30.05) | (66.41) | (100.76) | (114.65) | 41,026.77 | 9,070.31 | 50,097.08 |

Rupees crores

Consolidated Statement of Changes in Equity | for the year ended 31st March, 2022 (contd.)

(C) Other reserves

Rupees crores

| Particulars | Capital Redemption Reserve | Capital Reserve | Debenture Redemption Reserve | General Reserve | Statutory reserve | Total |
|--|----------------------------|-----------------|------------------------------|-----------------|-------------------|-----------------|
| As at 1 st April, 2021..... | 73.69 | 23.52 | 76.02 | 3,143.26 | 1,194.93 | 4,511.42 |
| Transfer from retained earnings..... | — | — | — | — | 117.78 | 117.78 |
| On account of employee stock options lapsed..... | — | — | — | 3.10 | — | 3.10 |
| As at 31st March, 2022..... | 73.69 | 23.52 | 76.02 | 3,146.36 | 1,312.71 | 4,632.30 |
| As at 1 st April, 2020..... | 73.69 | 23.52 | 95.26 | 3,140.97 | 1,143.21 | 4,476.65 |
| Transfer from retained earnings..... | — | — | 1.71 | — | 51.72 | 53.43 |
| Transfer to retained earnings..... | — | — | (20.95) | — | — | (20.95) |
| On account of employee stock options lapsed..... | — | — | — | 2.29 | — | 2.29 |
| As at 31st March, 2021..... | 73.69 | 23.52 | 76.02 | 3,143.26 | 1,194.93 | 4,511.42 |

(D) Notes

- The Company has reduced the share capital by **Rs. 11.65 crores** (2021: Rs. 12.11 crores) and securities premium by **Rs. 182.94 crores** (2021: Rs. 182.94 crores) for the **2,32,95,651** shares of Rs. 5 each (2021: 2,42,12,082 shares of Rs. 5 each) held by the M&M ESOP Trust pending transfer to the eligible employees.
- The Company has also reduced the share capital by **Rs. 21.12 crores** (2021: Rs. 21.12 crores) and retained earnings by **Rs. 1,168.20 crores** (2021: Rs. 1,168.20 crores) for **4,22,35,214** shares of Rs. 5 each (2021: 4,22,35,214 shares of Rs. 5 each) held by M&M Benefit Trust.
- The share capital of the Company has also been reduced and the securities premium increased by **Rs. 32.77 crores** (2021: Rs. 33.22 crores) for **2,32,95,650** bonus shares of Rs. 5 each (2021: 2,42,12,081 bonus shares of Rs. 5 each) issued by the Company to M&M ESOP Trust and for **4,22,35,214** bonus shares of Rs. 5 each (2021: 4,22,35,214 bonus shares of Rs. 5 each) issued by the Company to M&M Benefit Trust in December, 2017.

(E) Description of the nature and purpose of reserves

- Capital reserve**
Capital reserve represents receipt of Government grants from a package of incentive given by Maharashtra Government for setting up / extension of plants in specified areas.
- 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 is used to record the premium on issue of shares. The fair value of employee stock options is recognised in securities premium once the shares have been allotted on exercise of the options.
- General reserve**
The general reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed / utilised by the Company in accordance with the Companies Act, 2013.
- Retained earnings**
Retained earnings comprises of accumulated balance of profits/(losses) of current and prior years including transfers made to / from other reserves from time to time. The reserve can be utilised or distributed by the Company in accordance with the provisions of the Companies Act, 2013.
- Debenture redemption reserve**
Debenture redemption reserve is a statutory reserve (as per Companies Act, 2013) created out of profits of the company available for payment of dividend for the purpose of redemption of debentures issued by the Company. On completion of redemption, the reserve is transferred to retained earnings.
- Share option outstanding account**
The share option outstanding account represents reserve in respect of equity settled share options granted to the company's employees in pursuance of the employee stock option plan.
- Statutory reserve**
Statutory reserve has been created pursuant to section 45-IC of the RBI Act, 1934 and section 29C of the National Housing Act, 1987.
- Capital redemption reserve**
Capital redemption reserve was created against redemption of preference shares.

The accompanying notes 1 to 48 are an integral part of the Consolidated Financial Statements

In terms of our report attached.

For Mahindra & Mahindra Limited

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527
Mumbai, 28th May, 2022

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreve Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra Chairman
Anish Shah Managing Director and CEO
Rajesh Jejurikar Executive Director (Automotive and Farm Sectors)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary
Mumbai, 28th May, 2022

Consolidated Cash Flow Statement | for the year ended 31st March, 2022

Rupees crores

| | 2022 | 2021 |
|--|------------------|------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Profit/(Loss) before exceptional items and taxation from continuing operations..... | 7,091.81 | 5,229.33 |
| Profit/(Loss) before taxation from discontinued operations..... | — | (2,189.53) |
| | 7,091.81 | 3,039.80 |
| Adjustments for : | | |
| Depreciation, amortisation and impairment expense | 3,507.50 | 4,398.89 |
| (Gain)/Loss on foreign exchange fluctuation and other adjustments (net)..... | (65.31) | 63.35 |
| Gain due to change in lease arrangements | (15.07) | (44.21) |
| Dividend on investments and interest income [excluding Rs. 10,923.82 crores (2021: Rs. 11,757.30 crores) in respect of financial services business]..... | (418.38) | (465.79) |
| Interest, commitment and finance charges [excluding Rs. 4,392.60 crores (2021: Rs. 5,265.45 crores) in respect of financial services business] | 625.45 | 873.71 |
| Equity-settled share-based payment expenses | 105.25 | 132.84 |
| Net gain on financial instruments measured at fair value | (355.65) | (380.99) |
| Loss/(Gain) on property, plant and equipment sold / scrapped / written off (net)..... | 39.11 | (11.01) |
| Items related to discontinued operations and gain on loss of control..... | — | (18.87) |
| | 3,422.90 | 4,547.92 |
| Operating Profit before working capital changes..... | 10,514.71 | 7,587.72 |
| Changes in : | | |
| Trade and other receivables..... | (2,044.51) | (891.48) |
| Financial services receivable | (461.61) | 5,787.59 |
| Inventories | (2,172.99) | 225.74 |
| Trade and other payables and provisions..... | 4,972.37 | 7,049.34 |
| | 293.26 | 12,171.19 |
| Cash generated from operations | 10,807.97 | 19,758.91 |
| Income taxes paid (net of refunds and interest on refunds) | (1,560.42) | (1,850.08) |
| Net cash from operating activities | 9,247.55 | 17,908.83 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Payment to acquire property, plant & equipment and other intangible assets..... | (6,039.80) | (5,989.49) |
| Proceeds from sale of property, plant & equipment and other intangible assets | 119.94 | 1,364.15 |
| Payment to acquire investments..... | (87,740.39) | (120,054.90) |
| Proceeds from sale of investments..... | 87,446.17 | 111,749.14 |
| Interest received (excluding financial services business) | 419.57 | 431.11 |
| Dividends received from joint ventures and associates | 1,245.78 | 571.89 |
| Proceeds from buy-back of shares by joint venture..... | 55.05 | — |
| Dividends received from others..... | 1.25 | 4.68 |
| Bank deposits placed..... | (7,468.23) | (10,752.08) |
| Bank deposits matured | 8,813.19 | 4,533.02 |
| Net change in earmarked and margin account..... | 175.39 | 0.87 |
| Receivables / Inter corporate deposits placed..... | (818.28) | (569.40) |

Consolidated Cash Flow Statement | for the year ended 31st March, 2022 (contd.)

| | <i>Rupees crores</i> | |
|--|----------------------|--------------------|
| | 2022 | 2021 |
| Inter corporate deposits refunded..... | 266.50 | 307.50 |
| Purchase of investment in joint ventures and associates (including share application money) | (222.38) | (359.13) |
| Purchase consideration paid on acquisition of subsidiaries net of cash acquired..... | (41.83) | — |
| Consideration received on disposal of subsidiaries | 5.72 | 178.06 |
| Consideration received on disposal (including partial sale of investment) of associates and joint ventures | 556.53 | 137.82 |
| Net cash used in investing activities | (3,225.82) | (18,446.76) |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Proceeds from issue of shares to employees by ESOP trust..... | 0.92 | 0.58 |
| Proceeds from borrowings..... | 53,879.94 | 38,100.37 |
| Repayments of borrowings..... | (56,937.78) | (35,772.09) |
| Net change in loans repayable on demand and cash credit | (285.21) | (1,733.29) |
| Repayment of lease liabilities..... | (583.23) | (552.98) |
| Dividends paid | (980.44) | (264.33) |
| Dividend paid to non-controlling interests | (57.02) | (6.71) |
| Transactions with non-controlling interest..... | (240.28) | 1,443.91 |
| Interest, commitment and finance charges paid (excluding financial services business)..... | (679.50) | (809.23) |
| Net cash (used in) / from financing activities..... | (5,882.60) | 406.23 |
| Net increase/(decrease) in cash and cash equivalents..... | 139.13 | (131.70) |
| Cash and cash equivalents at the beginning of the year | 3,374.59 | 4,745.03 |
| Cash and cash equivalents related to disposal of subsidiary / discontinued operations | (13.36) | (1,252.79) |
| Unrealised (loss) / gain on foreign currency cash and cash equivalents (net) | (12.77) | 14.05 |
| Cash and cash equivalents at the end of the year (Refer note 16)..... | 3,487.59 | 3,374.59 |

Notes to the Consolidated Cash Flow Statement for the year ended 31st March, 2022.

- The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Ind AS 7 - Statement of Cash Flows.
- Previous year consolidated cash flow statement include cash flows from both continuing and discontinued operations; amounts related to discontinued operations are disclosed in Note 45.

The accompanying notes 1 to 48 are an integral part of the Consolidated Financial Statements

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Jamil Khatri
Partner
Membership No : 102527

Mumbai, 28th May, 2022

For Mahindra & Mahindra Limited

Vikram Singh Mehta
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Anand G. Mahindra
Anish Shah
Rajesh Jejurikar
Manoj Bhat
Narayan Shankar

Executive Director (Automotive and Farm Sectors)

Chairman

Managing Director and CEO

Group Chief Financial Officer

Company Secretary

Mumbai, 28th May, 2022

Notes to the Consolidated Financial Statements | for the year ended 31st March, 2022

1 General information

Mahindra & Mahindra Limited ('the Company') is a limited company incorporated in India. The address of its registered office and principal activities of the Company are disclosed in the introduction to the Annual Report.

The Ordinary (Equity) shares of the Company are listed on the National Stock Exchange ("NSE") and the Bombay Stock Exchange ("BSE") in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg Stock Exchange and also admitted for trading on International Order Book (IOB) of London Stock Exchange.

2 Significant Accounting Policies

a) Statement of compliance and basis of preparation and presentation

These consolidated financial statements of Mahindra & Mahindra Limited and its subsidiaries ('the Group' or 'Mahindra Group') have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

These consolidated financial statements were approved by the Company's Board of Directors and authorised for issue on 28th May, 2022.

b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values.

c) Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

Subsidiaries are entities over which the Group has control. 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 acquisition method of accounting is used to account for business combinations by the Group.

Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted as equity transactions. 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.

In case of loss of control of a subsidiary, any excess of fair value of consideration received over carrying amount of the assets (including any goodwill) and liabilities of the subsidiary, is recognised as gain or loss in Consolidated statement of profit and loss. Additionally components of Other Comprehensive Income of Subsidiaries are reclassified to Consolidated statement of profit and loss or transferred directly to retained earnings.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. These financial statements are prepared by applying uniform accounting policies in use at the Group.

Associates

Associates are the entities over which the Group has significant influence. Investment in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Joint arrangements

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have the rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are accounted using the equity method of accounting. Where the Group's activities are conducted through joint operations (i.e. the parties have rights to the assets and obligation for liabilities relating to the arrangement), the Group recognises its share of assets, liabilities, income and expenses of such joint operations incurred jointly along with its share of income from the sale of output.

d) Measurement of fair values

A number of Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has established policies and procedures with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

e) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

2. Significant Accounting Policies (contd.)

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Key sources of estimation uncertainty at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment, other intangible assets, provision for product warranties, fair value of financial assets / liabilities and impairment of investments and goodwill.

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 and other intangible assets*

The Group reviews the useful lives of property, plant and equipment and other intangible assets at the end of each reporting period. This re-assessment may result in change in depreciation and amortisation expense in future periods.

ii) *Provision for product warranties*

The Group recognises provision for warranties in respect of the products that it sells. Provisions are discounted, where necessary, to its present value based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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) *Impairment of tangible and intangible assets including goodwill*

The Group estimates the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the CGUs represent the weighted average cost of capital based on historical market returns of comparable companies.

v) *Impairment of financial services receivable*

The measurement of impairment losses on loan assets and commitments, requires judgement, in estimating the amount and timing of future cash flows and recoverability of collateral values while determining the impairment losses and assessing a significant increase in credit risk.

The financial services business Expected Credit Loss (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered in accounting judgements and estimates include:

- The financial services business criteria for assessing if there has been a significant increase in credit risk
- The segmentation of financial assets when their ECL is assessed on a collective basis
- Development of ECL model, including the various formulae and the choice of inputs
- Selection of forward-looking macroeconomic scenarios and their probability weights, to derive the economic inputs into the ECL model
- Management overlay used in circumstances where management judges that the existing inputs, assumptions and model techniques do not capture all the risk factors relevant to the lending portfolios.

vi) *Estimation uncertainties relating to the Covid-19 global health pandemic*

The Group has considered relevant internal and external sources of information to evaluate the impact of the pandemic on the financial statements for the year ended 31st March, 2022. The Group has assessed the recoverability of the assets including receivables, investments, property, plant and equipment, intangible assets, goodwill and have made necessary adjustments to the carrying amounts by recognising provisions / impairment of assets where necessary. However, the actual impact may be different from that estimated as it will be dependent upon future developments and future actions to contain or treat the disease and mitigate its impact on the economy.

f) **Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any.

Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying tangible assets upto the date the assets are ready for use.

Depreciation is provided on straight-line basis for property, plant and equipment so as to expense the depreciable amount, i.e. the cost less estimated residual value, over its estimated useful lives. The estimated useful lives and residual values are reviewed annually and the effect of any changes in estimate is accounted for on a prospective basis.

When an asset is scrapped or otherwise disposed off, the cost and related accumulated depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in profit or loss.

2. Significant Accounting Policies (contd.)

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Group's expected usage pattern supported by technical assessment:

| <u>Asset Class</u> | <u>Useful lives</u> |
|---------------------------------|---------------------|
| (i) Plant and equipment | 2-25 years |
| (ii) Buildings, including roads | 3-60 years |
| (iii) Vehicles | 2-10 years |

g) Goodwill and Intangible Assets

Goodwill is initially recognised as the excess of consideration paid and acquirer's interest in the net fair value of the identifiable net assets of acquired business. Subsequent to initial measurement, goodwill is measured at cost less accumulated impairment, if any. Goodwill is allocated to the cash-generating unit which is expected to benefit from the business combination.

Intangible assets are initially recognised at cost except those acquired in a business combination.

Subsequent to initial recognition, intangible assets with definite useful lives are amortised on a straight line basis so as to reflect the pattern in which the asset's economic benefits are consumed.

Intangible assets under development

The Group expenses costs incurred during research phase to profit or loss in the year in which they are incurred. Development phase expenses are initially recognised as intangible assets under development until the development phase is complete, upon which the amount is capitalised as intangible asset.

Intangible assets acquired under business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value on the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Other intangible assets

Technical Knowhow

The expenditure incurred is amortised over the estimated period of benefit, commencing with the year of purchase of the technology.

Development Expenditure

The expenditure incurred on technical services and other project/product related expenses are amortised over the estimated period of benefit, not exceeding 60 months.

Brand license fee

The expenditure incurred is amortised over the period of relevant licence fee or the estimated period of benefit, whichever is lower.

Software Expenditure

The expenditure incurred is amortised over 36 months commencing from the year in which the expenditure is incurred.

Others

The expenditure incurred is amortised over the estimated period of benefit.

The amortisation period for intangible assets with finite useful lives are reviewed annually and changes in expected useful lives are treated as changes in estimates.

h) Impairment of Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset or a cash-generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) earlier.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

i) Inventories

Inventories comprise cost of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

2. Significant Accounting Policies (contd.)

Raw materials and bought out components are valued at the lower of cost or net realisable value. Cost is determined on the basis of the weighted average method.

Finished goods produced and purchased for sale, manufactured components and work-in-progress are carried at cost or net realisable value whichever is lower.

Stores, spares and tools other than obsolete and slow moving items are carried at cost. Obsolete and slow moving items are valued at cost or estimated net realisable value, whichever is lower.

j) Foreign exchange transactions and translation

The functional currency of the Company and its Indian subsidiaries is Indian Rupees whereas the functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates.

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the functional currency using exchange rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are measured at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer policy on Derivative Financial Instruments and Hedge Accounting).

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposal (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

k) Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Classification and subsequent measurement

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade 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 at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as measured at -

- Amortised cost; or
- Fair Value through Other Comprehensive Income (FVTOCI) - debt investment; or
- Fair Value through Other Comprehensive Income (FVTOCI) - equity investment; or
- Fair Value through Profit or Loss

The classification of debt instrument as amortised cost or FVTOCI is based on the business model and cash flow characteristics of such instrument.

Financial assets are not reclassified subsequent to their initial recognition, except if the Group changes its business model for managing financial assets.

2. Significant Accounting Policies (contd.)

All financial asset not classified as measured at amortised cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets unless designated as effective hedge instruments which are accounted as per hedge accounting requirements discussed below.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain and loss on derecognition is recognised in profit or loss.

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 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.

Debt investment at FVTOCI are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

For equity investments, the Group makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for medium or long-term strategic purpose. Dividend income received on such equity investments are recognised in profit or loss.

Equity investments that are not designated as measured at Cost or FVTOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in profit or loss.

Financial liabilities and equity instruments

Debt and equity instruments issued by the 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.

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 the Group is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Compound instruments

An issued financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments. The fair value of the liability component is separated from the compound instrument and the residual value is recognised as equity component of other financial instrument. The liability component is subsequently measured at amortised cost, whereas the equity component is not remeasured after initial recognition. The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognised directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortised using effective interest method.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows from financial asset in a manner that substantially all the risks and rewards of ownership of the asset are transferred to another party. If the Group neither transfers nor retains substantially all of 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 the amount it may have to pay.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised and the proceeds received are recognised as a collateralised borrowing.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Financial guarantee contracts and loan commitments

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

2. Significant Accounting Policies (contd.)

Financial guarantee contracts and loan commitments issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Derivative financial instruments and hedge accounting

The Group enters into derivative financial instruments, primarily foreign exchange forward contracts and interest rate swaps, to manage its exposure to foreign exchange and interest rate risks. Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and economic characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivatives are initially recognised at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Group designates certain hedging instruments, which include derivatives in respect of foreign currency risk, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated statement of profit and loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the consolidated statement of profit and loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the profit or loss.

Impairment of financial assets

The Group applies the expected credit loss (ECL) model for recognising impairment loss on financial assets. With respect to trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses. For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is recognised in OCI.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

I) Revenue Recognition

Sale of Goods

The Group recognises revenue from sale of goods measured at the fair value of the consideration received or receivable, upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. As per the terms of the contract, consideration that is variable, according to Ind AS 115, is estimated at contract inception and updated thereafter at each reporting date or until the crystallisation of the amount.

2. Significant Accounting Policies (contd.)

Sale of Services

Sale of services are recognised on satisfaction of performance obligation towards rendering of such services.

Dividend and interest income

Dividend from investments are recognised in profit or loss when the right to receive payment is established.

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.

Income from financing business

Interest income is recognised in Consolidated Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at FVTOCI and debt instruments designated at FVTPL.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through interest income in the Consolidated Statement of profit and loss.

When a financial asset becomes credit-impaired, the Group calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

Additional interest and interest on trade advances, are recognised when they become measurable and when it is not unreasonable to expect their ultimate collection.

Income from bill discounting is recognised over the tenure of the instrument so as to provide a constant periodic rate of return.

Fee and commission income

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection.

Commission and brokerage income earned for the services rendered are recognised as and when they are due.

Long term construction contracts and property development activity

Some of the Group companies are in the business to develop and sell residential and commercial properties. Revenue from such contracts is recognised when control over the property has been transferred to the customer. An enforceable right to payment does not arise until the development of the property is completed. Therefore, revenue is recognised at a point in time when the legal title has passed to the customer and the development of the property is completed. The revenue is measured at the transaction price agreed under the contract.

For certain contracts involving the sale of property under development, deferred payment schemes are offered to the customers. The transaction price is adjusted for the effects of the significant financing component.

Income from Sale of land and other rights

Revenue from sale of land and other rights are considered upon transfer of all significant risks and rewards of ownership of such real estate/property as per the terms of the contract entered into with the buyers, which generally with the firmity of the sale contracts/agreements. The determination of transfer of control did not change upon the adoption of Ind AS 115.

Income from Project Management

Project management fees receivable on fixed period contracts is accounted over the tenure of the contract/agreement. Where the fee is linked to the input costs, revenue is recognised as a proportion of the work completed based on progress claims submitted. Where the management fee is linked to the revenue generation from the project, revenue is recognised on the percentage of completion basis. The determination of transfer of control did not change upon the adoption of Ind AS 115.

Land Lease Premium

Land lease premium is recognised as income upon creation of leasehold rights in favour of the lessee or upon an agreement to create leasehold rights with handing over of possession. Property lease rentals, income from operation & maintenance charges and water charges are recognised on an accrual basis as per terms of the agreement with the lessees.

Vacation ownership

Under the vacation ownership, holiday facilities are provided to members for a specified period each year, over a number of years, for which membership fee is collected either in full upfront, or on a deferred payment basis.

Revenue from sale of vacation ownership weeks is recognised when related right to use the specific property over the specific week(s) is transferred to the buyer for a consideration.

Income from sale of vacation ownership weeks in villas is recognised when the outcome of a villa project can be estimated reliably. Project revenue and contract costs associated with the contract are recognised as revenue and expenses respectively by reference to the percentage of completion of the project activity at the reporting date.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense in profit or loss in the period in which such probability occurs.

2. Significant Accounting Policies (contd.)

Revenue from Membership fees

Revenue from membership fees are recognised over the tenure of membership as the performance obligation is fulfilled. The revenue which will be recognised in future periods are disclosed under Contract Liability.

Non refundable admission fee is recognised as income on admission of a member.

Entitlement fee, which entitles the members the vacation ownership facilities over the agreed membership period, are recognised as income equally over the tenure of membership, commencing from the year of admission and disclosed under Contract Liability.

Revenue from Annual subscription fees

Annual subscription fee dues from members are recognised as income on accrual basis and fees pertaining to the period beyond the year end is disclosed under Contract Liability.

Interest income on deferred payment plans

In case of deferred payment plans wherein significant financing components exists in a contract, interest income or expense is recognised over the financing period using the Effective Interest Method.

m) Government Grants

The Group, directly or indirectly through a consortium of group companies, is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Group accounts for its entitlement as income on accrual basis.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are revenue in nature, are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

The benefit of a government loan at a below market-rate of interest is treated as government grant and is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates at the inception of the loan.

n) Employee Benefits

Superannuation Fund, ESIC and Labour Welfare Fund

The Group's contribution paid / payable during the year to Superannuation Fund, ESIC and Labour Welfare Fund are recognised in profit or loss.

Provident Fund

Contributions to Provident Fund are made to Trusts administered by the Group/Regional Provident Fund Commissioners and are charged to profit or loss as incurred. The Group is liable for the contribution and any shortfall in interest between the amount of interest realised by the investments and the interest payable to members at the rate declared by the Government of India in respect of the Trust administered by the Group companies.

Long term Compensated Absences

The liability towards long term compensated absences are determined by independent actuaries using the projected unit credit method.

Gratuity, post retirement medical benefit and post retirement housing allowance schemes

The liability towards gratuity, post retirement medical benefit and post retirement housing allowance schemes are determined by independent actuaries, using the projected unit credit method. Past services are recognised at the earlier of the plan amendment/curtailment and the recognition of related restructuring costs / termination benefits.

The obligation on long term compensated absences and other defined benefit plan are measured at the present value of estimated future cash flows using a discount rate that is determined by reference to the market yields at the balance sheet date on government bonds (high quality corporate bonds in case of foreign companies) where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

Remeasurement gains/losses

Remeasurement of defined benefit plans, comprising of actuarial gains or losses, return on plan assets excluding interest income are recognised immediately in balance sheet with corresponding debit or credit to other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent period.

Remeasurement gains or losses on long term compensated absences that are classified as other long term benefits are recognised in profit or loss.

Share based payments

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. 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.

Share appreciation rights which are cash settled share-based payments are recognised as employee benefit expense over the relevant service period. The liabilities are remeasured to fair value at each reporting date.

2. Significant Accounting Policies (contd.)

o) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

p) Income taxes

Current tax

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. 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.

Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences could 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. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is probable evidence that the Group will pay normal income tax against which the MAT paid will be adjusted. 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 are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, 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.

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

q) Provisions

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. 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 provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

Provisions for the expected cost of warranty obligations are recognised at the time of sale of the relevant products, at the best estimate of the expenditure required to settle the Group's obligation.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of the subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 - Provisions, Contingent Assets and Contingent Liabilities and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 115 - Revenue from contracts with customers.

r) Leases

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

2. Significant Accounting Policies (contd.)

- 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:
 - o the Group as a lessee has the right to operate the asset; or
 - o the Group as a lessee designed the asset in a way that predetermines how and for what purpose it will be used.

The Group 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 remeasurements 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 remeasured 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.

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.

The Group as lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the 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'.

s) Business combinations

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 non-controlling 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.

2. Significant Accounting Policies (contd.)

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.

t) 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.

u) Discontinued operations

A discontinued operation is a component of the group, the operations and cash flow of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operations occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as discontinued operations, the results of the discontinued operations are presented separately in consolidated statement of Profit and Loss and OCI. The comparative consolidated statement of profit and loss and OCI is re-presented as if the operation had been discontinued from the start of the previous year.

3. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

a) Ind AS 16 – Proceeds before intended use

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The Group does not expect the amendment to have any impact in its recognition of its property, plant and equipment in its financial statements.

b) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

c) Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

d) Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

4. Property, Plant and Equipment

a) Owned assets

| Particulars | Rupees crores | | | | | | | | | |
|---|---------------|------------|-----------------------|---------------------|------------------------|----------|----------|-------------------|-----------|-------------|
| | Land | Buildings | Buildings - Leasehold | Plant and Equipment | Furniture and Fixtures | Vehicles | Aircraft | Office Equipments | Batteries | Total |
| COST | | | | | | | | | | |
| Balance as at 1 st April, 2020 | 3,957.54 | 9,333.38 | 71.93 | 38,196.79 | 1,148.58 | 859.76 | 103.46 | 402.44 | 14.42 | 54,088.30 |
| Additions | 70.76 | 433.11 | 8.03 | 1,702.90 | 120.29 | 95.90 | — | 32.64 | — | 2,463.63 |
| Foreign exchange translation differences | 228.01 | 355.98 | (0.61) | 1,488.53 | 32.18 | 8.18 | — | 0.41 | — | 2,112.68 |
| Disposals | (394.48) | (96.34) | (22.46) | (491.17) | (58.15) | (111.03) | (46.24) | (22.91) | (3.12) | (1,245.90) |
| Deconsolidation / disposal of subsidiaries | (2,744.81) | (4,355.62) | (0.08) | (18,816.71) | (448.88) | (52.27) | — | (7.73) | — | (26,426.10) |
| Balance as at 31 st March, 2021 | 1,117.02 | 5,670.51 | 56.81 | 22,080.34 | 794.02 | 800.54 | 57.22 | 404.85 | 11.30 | 30,992.61 |
| Balance as at 1 st April, 2021 | 1,117.02 | 5,670.51 | 56.81 | 22,080.34 | 794.02 | 800.54 | 57.22 | 404.85 | 11.30 | 30,992.61 |
| Additions | 117.02 | 889.46 | 0.68 | 4,904.16 | 104.49 | 154.25 | — | 53.71 | — | 6,223.77 |
| Additions through business combinations | 3.76 | — | — | 53.71 | 0.95 | 1.00 | — | 0.64 | — | 60.06 |
| Foreign exchange translation differences | (39.86) | (39.95) | 0.18 | (129.23) | (8.00) | 0.36 | — | (0.52) | — | (217.02) |
| Disposals | (15.76) | (22.03) | (1.35) | (722.87) | (45.90) | (111.27) | — | (28.77) | (0.81) | (948.76) |
| Disposal of subsidiaries | (13.88) | (22.61) | — | (28.89) | (11.98) | (1.08) | — | — | — | (78.44) |
| Balance as at 31 st March, 2022 | 1,168.30 | 6,475.38 | 56.32 | 26,157.22 | 833.58 | 843.80 | 57.22 | 429.91 | 10.49 | 36,032.22 |
| ACCUMULATED DEPRECIATION AND IMPAIRMENT | | | | | | | | | | |
| Balance as at 1 st April, 2020 | 85.44 | 4,718.72 | 39.59 | 26,132.32 | 858.78 | 425.19 | 60.99 | 311.92 | 8.18 | 32,641.13 |
| Depreciation expense for the year | — | 159.72 | 6.58 | 1,518.35 | 63.83 | 128.30 | 4.27 | 36.49 | 3.79 | 1,921.33 |
| Depreciation expense for the year from discontinued operations | — | 50.71 | — | 605.64 | 16.05 | 2.03 | — | — | — | 674.43 |
| Foreign exchange translation differences | (5.05) | 281.87 | (0.21) | 1,344.10 | 30.06 | 4.29 | — | 0.40 | — | 1,655.46 |
| Disposals | — | (74.36) | (21.38) | (406.01) | (54.22) | (70.74) | (21.81) | (22.25) | (2.44) | (673.21) |
| Deconsolidation / disposal of subsidiaries | — | (3,344.70) | (0.04) | (16,252.96) | (397.49) | (40.62) | — | (6.18) | — | (20,041.99) |
| Impairment losses recognised in the consolidated statement of profit and loss* | 8.39 | 17.48 | — | 22.63 | 7.40 | 0.42 | — | — | — | 56.32 |
| Balance as at 31 st March, 2021 | 88.78 | 1,809.44 | 24.54 | 12,964.07 | 524.41 | 448.87 | 43.45 | 320.38 | 9.53 | 16,233.47 |
| Balance as at 1 st April, 2021 | 88.78 | 1,809.44 | 24.54 | 12,964.07 | 524.41 | 448.87 | 43.45 | 320.38 | 9.53 | 16,233.47 |
| Depreciation expense for the year | — | 182.14 | 6.08 | 1,622.12 | 68.76 | 130.98 | 2.63 | 39.61 | 0.03 | 2,052.35 |
| Foreign exchange translation differences | (5.89) | (23.20) | 0.15 | (78.14) | (5.37) | 0.28 | — | (0.50) | — | (112.67) |
| Disposals | — | (12.82) | (0.10) | (687.53) | (25.83) | (90.54) | — | (28.56) | (0.67) | (846.05) |
| Disposal of subsidiaries | (13.88) | (22.61) | — | (28.89) | (11.98) | (1.08) | — | — | — | (78.44) |
| Impairment losses recognised in the consolidated statement of profit and loss # | 6.96 | 8.57 | — | 25.33 | 0.99 | 1.07 | — | 8.03 | — | 50.95 |
| Balance as at 31 st March, 2022 | 75.97 | 1,941.52 | 30.67 | 13,816.96 | 550.98 | 489.58 | 46.08 | 338.96 | 8.89 | 17,299.61 |
| NET CARRYING AMOUNT | | | | | | | | | | |
| Net carrying amount as at 31 st March, 2021 | 1,028.24 | 3,861.07 | 32.27 | 9,116.27 | 269.61 | 351.67 | 13.77 | 84.47 | 1.77 | 14,759.14 |
| Net carrying amount as at 31 st March, 2022 | 1,092.33 | 4,533.86 | 25.65 | 12,340.26 | 282.60 | 354.22 | 11.14 | 90.95 | 1.60 | 18,732.61 |

* Impairment losses are recognised in the consolidated statement of profit and loss as a part of exceptional items.

Out of impairment losses recognised in the consolidated statement of profit and loss, Rs. 49.48 crores and Rs. 1.47 crores has been recognised in exceptional items and depreciation and amortisation expense, respectively.

4. Property, Plant and Equipment (contd.)

b) Right-of-use assets

Rupees crores

| Particulars | Land | Buildings | Plant and Equipment | Furniture and Fixtures | Vehicles | Office Equipments | Total |
|--|---------------|-----------------|---------------------|------------------------|---------------|-------------------|-----------------|
| COST | | | | | | | |
| Balance as at 1 st April, 2020 | 553.77 | 2,551.02 | 295.16 | 11.17 | 104.70 | 14.85 | 3,530.67 |
| Additions | 41.65 | 343.34 | 45.58 | — | 64.88 | 3.04 | 498.49 |
| Foreign exchange translation differences | (0.15) | 42.57 | (16.43) | — | 2.13 | 1.03 | 29.15 |
| Deductions..... | — | (93.29) | (11.29) | — | (7.20) | (0.12) | (111.90) |
| Deconsolidation / disposal of subsidiaries | (0.26) | (89.12) | (7.63) | — | (36.71) | (5.46) | (139.18) |
| Balance as at 31st March, 2021 | 595.01 | 2,754.52 | 305.39 | 11.17 | 127.80 | 13.34 | 3,807.23 |
| Balance as at 1 st April, 2021 | 595.01 | 2,754.52 | 305.39 | 11.17 | 127.80 | 13.34 | 3,807.23 |
| Additions | 167.95 | 582.76 | 68.58 | — | 58.20 | 3.36 | 880.85 |
| Acquisitions through business combinations ... | — | 2.06 | — | — | — | — | 2.06 |
| Foreign exchange translation differences | 0.19 | (22.60) | (18.37) | — | (3.06) | 0.17 | (43.67) |
| Deductions | — | (120.38) | (9.17) | (0.45) | (4.28) | (1.80) | (136.08) |
| Disposal of subsidiaries | — | — | (20.05) | — | — | — | (20.05) |
| Balance as at 31st March, 2022 | 763.15 | 3,196.36 | 326.38 | 10.72 | 178.66 | 15.07 | 4,490.34 |
| ACCUMULATED DEPRECIATION AND IMPAIRMENT | | | | | | | |
| Balance as at 1 st April, 2020 | 10.49 | 363.04 | 148.17 | 1.50 | 33.82 | 3.64 | 560.66 |
| Depreciation expense for the year..... | 11.72 | 373.12 | 41.79 | 1.50 | 31.11 | 1.63 | 460.87 |
| Depreciation expense for the year from discontinued operations..... | 0.07 | 19.58 | — | — | 9.25 | 3.67 | 32.57 |
| Foreign exchange translation differences | (0.01) | 4.16 | (10.76) | — | 0.47 | 0.37 | (5.77) |
| Deductions..... | — | (32.45) | (5.32) | — | (6.59) | — | (44.36) |
| Deconsolidation / disposal of subsidiaries | (0.18) | (38.08) | (1.70) | — | (23.16) | (4.55) | (67.67) |
| Impairment losses recognised in the consolidated statement of profit and loss* | — | 0.38 | 16.33 | — | 1.71 | — | 18.42 |
| Balance as at 31st March, 2021 | 22.09 | 689.75 | 188.51 | 3.00 | 46.61 | 4.76 | 954.72 |
| Balance as at 1 st April, 2021 | 22.09 | 689.75 | 188.51 | 3.00 | 46.61 | 4.76 | 954.72 |
| Depreciation expense for the year..... | 19.37 | 389.13 | 37.69 | 1.40 | 30.86 | 4.04 | 482.49 |
| Foreign exchange translation differences | 0.05 | (5.38) | (13.63) | — | (2.45) | 0.11 | (21.30) |
| Deductions..... | — | (71.61) | (3.42) | (0.16) | (2.92) | (1.40) | (79.51) |
| Disposal of subsidiaries | — | — | (20.05) | — | — | — | (20.05) |
| Impairment losses recognised in the consolidated statement of profit and loss* | — | — | 4.34 | — | — | — | 4.34 |
| Balance as at 31st March, 2022 | 41.51 | 1,001.89 | 193.44 | 4.24 | 72.10 | 7.51 | 1,320.69 |
| NET CARRYING AMOUNT | | | | | | | |
| Net carrying amount as at 31 st March, 2021 | 572.92 | 2,064.77 | 116.88 | 8.17 | 81.19 | 8.58 | 2,852.51 |
| Net carrying amount as at 31st March, 2022..... | 721.64 | 2,194.47 | 132.94 | 6.48 | 106.56 | 7.56 | 3,169.65 |

* Impairment losses are recognised in the consolidated statement of profit and loss as a part of exceptional items.

4. Property, Plant and Equipment (contd.)

Break-up of Net carrying amount of Property, Plant & Equipment is as follows:

Rupees crores

| Particulars | 2022 | 2021 |
|-----------------------------|------------------|------------------|
| a) Owned Assets | 18,732.61 | 14,759.14 |
| b) Right-of-use assets..... | 3,169.65 | 2,852.51 |
| Total | 21,902.26 | 17,611.65 |

5. Capital Work-in-Progress

Ageing of capital work-in-progress

Rupees crores

| Capital work-in-progress | Amount in Capital work in Progress for a period of | | | | |
|---|--|-----------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31st March, 2022: | | | | | |
| Projects in progress | 2,341.53 | 379.59 | 248.57 | 66.41 | 3,036.10 |
| Total | 2,341.53 | 379.59 | 248.57 | 66.41 | 3,036.10 |
| As at 31st March, 2021: | | | | | |
| Projects in progress | 3,149.36 | 1,116.74 | 106.11 | 105.43 | 4,477.64 |
| Total | 3,149.36 | 1,116.74 | 106.11 | 105.43 | 4,477.64 |

6. Goodwill

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| Balance at the beginning of the year | 1,304.90 | 1,512.31 |
| Additions during the year..... | 43.40 | — |
| Impairment during the year (Refer Note 32)..... | — | (192.85) |
| Foreign exchange translation difference..... | (7.90) | (14.56) |
| Balance at the end of the year | 1,340.40 | 1,304.90 |

6. Goodwill (contd.)

Segment wise allocation of goodwill

The carrying amount of goodwill has been allocated to segments as below:

| Particulars | Rupees crores | |
|-------------------------|-----------------|-----------------|
| | 2022 | 2021 |
| Automotive..... | 31.96 | 31.96 |
| Farm equipment..... | 28.18 | 35.19 |
| Financial services..... | 44.74 | 1.34 |
| Real estate..... | 103.59 | 103.59 |
| Hospitality..... | 111.28 | 112.49 |
| Others..... | 1,020.65 | 1,020.33 |
| Total | 1,340.40 | 1,304.90 |

The Group tests goodwill on an annual basis and whenever there is an indication that the CGU to which the goodwill has been allocated may be impaired. The goodwill impairment test is performed at the level of the CGU or group of CGUs that benefit from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount is determined based on higher of value-in-use and fair value less cost of disposal. Where there is no basis for making a reliable estimate of the price at which an orderly transaction to sell the asset would take place between market participants at the measurement date under current market conditions, the recoverable amount is determined by value-in-use. In determining the value-in-use, cash flow projections approved by appropriate level of management are considered. In circumstances where a reliable value-in-use estimate is difficult to make whereas market value of the asset or the CGU or group of CGUs is readily available, the latter is used for the determination of recoverable amount with appropriate adjustments, where applicable.

Apart from the observable market information, significant management estimates and judgments are used to determine the recoverable amounts based on value-in-use. Key assumptions on which management has based its determination of recoverable amount includes estimated growth rates (including terminal growth rates), margins and discount rates. Cash flow projections are usually considered for next 3-5 years and represent management's best estimate about future developments with due consideration for past performance. Cash flows beyond the five-year period are extrapolated using terminal growth rates.

Since mid-March 2020, the outbreak of Covid - 19 global pandemic started impacting the economic environment in which these cash generating unit operates. In certain cases, the performance of the cash generating units were below their expected levels. Accordingly, the Group assessed such cash generating units for the recoverable amounts based on fair value less cost of disposal and value-in-use estimates. The goodwill impairment had been recognised as 'Exceptional item' in the consolidated statement of profit and loss and is attributable to the following operating segments:

- (a) 'Farm Equipment' segment - Nil (2021: Rs. 66.86 crores). This relates to goodwill allocated to an international subsidiary.
- (b) 'Others' segment - Nil (2021: Rs. 125.99 crores). This relates to goodwill allocated to domestic business.

7. Other Intangible Assets

Rupees crores

| Particulars | Development Expenditure | Computer Software | Brand License & Trademarks | Others | Total |
|--|-------------------------|-------------------|----------------------------|---------------|-----------------|
| COST | | | | | |
| Balance as at 1 st April, 2020 | 8,044.46 | 813.39 | 175.77 | 437.39 | 9,471.01 |
| Additions | 887.08 | 83.79 | 0.88 | 14.24 | 985.99 |
| Foreign exchange translation differences | 272.28 | 21.37 | 3.30 | (10.19) | 286.76 |
| Deductions..... | (275.38) | (99.85) | — | (33.56) | (408.79) |
| Deconsolidation / disposal of subsidiaries | (3,446.63) | (290.46) | (34.65) | (10.10) | (3,781.84) |
| Balance as at 31st March, 2021 | 5,481.81 | 528.24 | 145.30 | 397.78 | 6,553.13 |
| Balance as at 1st April, 2021 | 5,481.81 | 528.24 | 145.30 | 397.78 | 6,553.13 |
| Additions | 1,207.02 | 45.44 | — | 38.44 | 1,290.90 |
| Acquisitions through business combinations | — | 0.54 | — | — | 0.54 |
| Foreign exchange translation differences | 2.98 | (2.35) | (0.29) | (2.53) | (2.19) |
| Deductions..... | (1,142.95) | (8.91) | — | (1.15) | (1,153.01) |
| Disposal of subsidiaries | (19.56) | (1.25) | — | (5.37) | (26.18) |
| Balance as at 31st March, 2022 | 5,529.30 | 561.71 | 145.01 | 427.17 | 6,663.19 |
| ACCUMULATED AMORTISATION AND IMPAIRMENT | | | | | |
| Balance as at 1 st April, 2020 | 4,829.45 | 665.42 | 47.79 | 168.57 | 5,711.23 |
| Amortisation expense for the year | 880.88 | 70.45 | 5.94 | 27.66 | 984.93 |
| Amortisation expense for the year from discontinued operations..... | 298.89 | 12.61 | 2.28 | — | 313.78 |
| Impairment losses recognised in the consolidated statement of profit and loss* \$..... | 630.42 | 0.96 | 0.26 | 45.96 | 677.60 |
| Foreign exchange translation differences | 225.25 | 19.85 | 2.54 | (9.74) | 237.90 |
| Deductions..... | (275.30) | (99.62) | — | (33.21) | (408.13) |
| Deconsolidation / disposal of subsidiaries | (3,130.84) | (267.43) | (29.04) | — | (3,427.31) |
| Balance as at 31st March, 2021 | 3,458.75 | 402.24 | 29.77 | 199.24 | 4,090.00 |
| Balance as at 1st April, 2021 | 3,458.75 | 402.24 | 29.77 | 199.24 | 4,090.00 |
| Amortisation expense for the year | 865.57 | 66.63 | 5.93 | 29.69 | 967.82 |
| Impairment losses recognised in the consolidated statement of profit and loss #..... | 6.60 | 2.73 | — | — | 9.33 |
| Foreign exchange translation differences | 2.95 | (2.33) | (0.20) | (1.02) | (0.60) |
| Deductions..... | (1,142.95) | (8.91) | — | (1.15) | (1,153.01) |
| Disposal of subsidiaries | (19.56) | (1.25) | — | (5.37) | (26.18) |
| Balance as at 31st March, 2022 | 3,171.36 | 459.11 | 35.50 | 221.39 | 3,887.36 |
| NET CARRYING AMOUNT | | | | | |
| Net carrying amount as at 31 st March, 2021 | 2,023.06 | 126.00 | 115.53 | 198.54 | 2,463.13 |
| Net carrying amount as at 31st March, 2022..... | 2,357.94 | 102.60 | 109.51 | 205.78 | 2,775.83 |

* Impairment losses are recognised in the consolidated statement of profit and loss as a part of exceptional items.

Out of impairment losses recognised in the consolidated statement of profit and loss, Rs. 9.01 crores and Rs. 0.32 crores has been recognised in exceptional items and depreciation and amortisation expense, respectively.

\$ Impairment losses included Rs. 572.40 crores related to discontinued operations.

Note:

Others include technical knowhow, customer relationships, etc.

8. Intangible assets under development

Ageing of intangible assets under development

Rupees crores

| Intangibles under development | Amount in Intangibles assets under development for a period of | | | | |
|---|--|-----------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31st March, 2022: | | | | | |
| Projects in progress..... | 1,377.76 | 670.84 | 859.57 | 758.54 | 3,666.71 |
| Total | 1,377.76 | 670.84 | 859.57 | 758.54 | 3,666.71 |
| As at 31st March, 2021: | | | | | |
| Projects in progress..... | 973.17 | 1,323.70 | 733.27 | 364.83 | 3,394.97 |
| Total | 973.17 | 1,323.70 | 733.27 | 364.83 | 3,394.97 |

9. Investments

A. Non-Current Investments

a) Measured as per equity accounting method

Rupees crores

| Particulars | 2022 | 2021 |
|---|------------------|------------------|
| Quoted | | |
| Investments in Equity Instruments | | |
| — of Associates* | 9,837.34 | 9,151.61 |
| Total | 9,837.34 | 9,151.61 |
| Unquoted | | |
| Investments in Equity Instruments | | |
| — of Associates* | 1,427.85 | 1,344.78 |
| — of Joint ventures* | 1,884.51 | 1,759.83 |
| Total | 3,312.36 | 3,104.61 |
| Investments measured as per equity accounting method | 13,149.70 | 12,256.22 |

* Refer note 39.

b) Measured as per other than equity accounting method

Rupees crores

| Particulars | Amortised Cost | | FVTOCI | | FVTPL | | Total | |
|---|-----------------|-----------------|-----------------|-----------------|---------------|---------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Quoted | | | | | | | | |
| Investments in Non Convertible Debentures/Bonds | 26.10 | 26.03 | 262.04 | 262.15 | — | — | 288.14 | 288.18 |
| Investments in Government Securities | 1,270.68 | 1,257.79 | 4,070.25 | 4,448.73 | — | — | 5,340.93 | 5,706.52 |
| Investments in Equity Instruments | — | — | 219.44 | 239.85 | 0.24 | — | 219.68 | 239.85 |
| | 1,296.78 | 1,283.82 | 4,551.73 | 4,950.73 | 0.24 | — | 5,848.75 | 6,234.55 |
| Unquoted | | | | | | | | |
| Investments in Preference Shares | | | | | | | | |
| — of Associates * | — | 5.91 | — | — | — | — | — | 5.91 |
| — of Joint ventures * | — | — | — | — | 8.95 | 8.44 | 8.95 | 8.44 |
| — of Other entities | 0.03 | 0.03 | — | — | — | — | 0.03 | 0.03 |
| Investments in Debentures/Bonds | | | | | | | | |
| — of Joint ventures * | — | — | — | — | 61.18 | 84.56 | 61.18 | 84.56 |
| — of Other entities | 10.56 | — | — | — | — | — | 10.56 | — |
| Investments in Alternate Investment Fund | — | — | — | — | 24.75 | 11.75 | 24.75 | 11.75 |
| Investments in Equity Instruments | — | — | 86.70 | 131.13 | 19.93 | 13.25 | 106.63 | 144.38 |
| | 10.59 | 5.94 | 86.70 | 131.13 | 114.81 | 118.00 | 212.10 | 255.07 |
| Total | 1,307.37 | 1,289.76 | 4,638.43 | 5,081.86 | 115.05 | 118.00 | 6,060.85 | 6,489.62 |

Rupees crores

| Other Disclosures : | 2022 | 2021 |
|---|-----------|-----------|
| Aggregate amount of quoted investments (Gross) | 15,686.09 | 15,386.16 |
| Market Value of quoted Investments..... | 46,117.60 | 34,421.25 |
| Aggregate amount of unquoted investments (Gross)..... | 3,524.46 | 3,359.68 |

* Refer note 39.

9. Investments (contd.)

B. Current Investments

Rupees crores

| Particulars | Amortised Cost | | FVTOCI | | FVTPL | | Total | |
|--|----------------|-----------------|-----------------|--------------|-----------------|-----------------|------------------|------------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Quoted | | | | | | | | |
| Investments in Debentures / Bonds..... | — | — | 31.09 | 31.97 | — | — | 31.09 | 31.97 |
| Investments in Equity Instruments | — | — | * | * | — | — | * | * |
| Investments in Government Securities..... | 41.38 | 30.00 | 420.70 | — | — | — | 462.08 | 30.00 |
| Investments in Mutual Funds..... | — | — | — | — | 9,041.67 | 7,261.46 | 9,041.67 | 7,261.46 |
| | 41.38 | 30.00 | 451.79 | 31.97 | 9,041.67 | 7,261.46 | 9,534.84 | 7,323.43 |
| Unquoted | | | | | | | | |
| Investments in Certificate of Deposits | 165.35 | 47.23 | 852.20 | — | — | — | 1,017.55 | 47.23 |
| Investments in Corporate Fixed Deposits | 297.49 | 59.49 | — | — | — | — | 297.49 | 59.49 |
| Investment in Triparty Repo Dealing System (TREPS) | — | 2,404.00 | — | — | — | — | — | 2,404.00 |
| Investments in Commercial paper | — | — | — | — | — | 197.67 | — | 197.67 |
| | 462.84 | 2,510.72 | 852.20 | — | — | 197.67 | 1,315.04 | 2,708.39 |
| Total | 504.22 | 2,540.72 | 1,303.99 | 31.97 | 9,041.67 | 7,459.13 | 10,849.88 | 10,031.82 |

Rupees crores

| Other disclosures : | 2022 | 2021 |
|--|----------|----------|
| Aggregate amount of quoted investments | 9,534.84 | 7,323.43 |
| Market value of quoted investments | 9,535.50 | 7,324.28 |
| Aggregate amount of unquoted investments | 1,315.04 | 2,708.39 |

* denotes amounts less than Rs. 50,000.

10. Trade Receivables

Rupees crores

| Particulars | Non Current | | Current | |
|----------------------------------|---------------|---------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Secured, considered good..... | 4.15 | 5.86 | 42.04 | 35.90 |
| Unsecured, considered good | 305.28 | 360.30 | 6,322.21 | 5,962.87 |
| Credit impaired | 8.72 | 7.66 | 410.43 | 415.77 |
| | 318.15 | 373.82 | 6,774.68 | 6,414.54 |
| Less: Loss allowance..... | 8.72 | 7.66 | 400.73 | 406.78 |
| Total | 309.43 | 366.16 | 6,373.95 | 6,007.76 |

Refer Note 36 for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

11. Loans

Rupees crores

| Particulars | Non Current | | Current | |
|--|------------------|------------------|------------------|------------------|
| | 2022 | 2021 | 2022 | 2021 |
| a) Loans to related parties | | | | |
| — Unsecured, considered good..... | 0.81 | 6.27 | 100.89 | 73.94 |
| — Credit impaired | 11.00 | 16.00 | — | — |
| | 11.81 | 22.27 | 100.89 | 73.94 |
| Less: Loss allowance | 11.00 | 16.00 | — | — |
| Total (a) | 0.81 | 6.27 | 100.89 | 73.94 |
| b) Other Loans | | | | |
| — Secured, considered good..... | — | 0.35 | 0.06 | 9.99 |
| — Unsecured, considered good..... | 155.55 | 18.18 | 114.99 | 199.72 |
| — Credit impaired | 247.98 | 439.99 | 9.96 | 15.94 |
| | 403.53 | 458.52 | 125.01 | 225.65 |
| Less: Loss allowance | 186.44 | 330.65 | 9.96 | 15.94 |
| Total (b) | 217.09 | 127.87 | 115.05 | 209.71 |
| c) Financial Services receivable # | | | | |
| — Secured, considered good..... | 33,547.87 | 33,599.11 | 18,833.56 | 19,468.22 |
| — Unsecured, considered good..... | 144.21 | 40.33 | 3,056.21 | 2,148.28 |
| — Significant increase in credit risk..... | 6,047.13 | 5,418.28 | 5,260.93 | 4,779.62 |
| — Credit impaired | 1,669.47 | 2,072.47 | 4,179.81 | 4,711.63 |
| | 41,408.68 | 41,130.19 | 31,330.51 | 31,107.75 |
| Less: Loss allowance..... | 2,777.18 | 2,851.69 | 2,304.19 | 2,311.17 |
| Total (c) | 38,631.50 | 38,278.50 | 29,026.32 | 28,796.58 |
| Total (a)+(b)+(c)..... | 38,849.40 | 38,412.64 | 29,242.26 | 29,080.23 |

Refer Note 36 for disclosures related to credit risk, impairment of financial services receivables under expected credit loss model and related disclosures.

12. Other Financial Assets

Rupees crores

| Particulars | Non Current | | Current | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Financial assets at amortised cost | | | | |
| Bank deposits..... | 605.69 | 121.26 | — | — |
| Balances with banks on margin accounts..... | 101.74 | 247.79 | — | — |
| Security deposit | 216.78 | 210.91 | 62.36 | 78.73 |
| Interest accrued on investment, other loans..... | — | — | 419.95 | 467.71 |
| Government grant receivable..... | 754.61 | 838.88 | 391.76 | 224.64 |
| Corporate Fixed Deposit | 100.00 | — | — | — |
| Others | 401.82 | 18.76 | 788.93 | 641.69 |
| Financial Assets at Fair value | | | | |
| Foreign currency forwards and options, Interest rate swaps & commodity derivatives | 4.47 | 67.86 | 265.59 | 57.95 |
| Derivatives on interest over Subsidiaries and joint ventures..... | 21.54 | 104.96 | 70.36 | — |
| Total | 2,206.65 | 1,610.42 | 1,998.95 | 1,470.72 |

13. Current Tax and Deferred Tax

a) Income Tax recognised in profit or loss

| Particulars | Rupees crores | |
|---|-----------------|-----------------|
| | 2022 | 2021 |
| Current Tax | | |
| In respect of current year | 1,860.35 | 2,057.60 |
| In respect of prior years..... | 12.32 | 30.94 |
| Unrecognised tax losses of previous year used to reduce current tax expense | (4.57) | (73.65) |
| Total Current Tax | 1,868.10 | 2,014.89 |
| Deferred Tax | | |
| In respect of current year origination and reversal of temporary differences..... | 215.04 | (320.14) |
| Effect of utilisation/ (recognition) of deferred tax on capital losses..... | 14.23 | (83.80) |
| Write down/reversal of Deferred tax assets..... | 16.31 | 87.68 |
| In respect of prior years..... | (4.92) | (52.82) |
| Total Deferred Tax | 240.66 | (369.08) |
| Total Income Tax expense | 2,108.76 | 1,645.81 |

b) Income tax recognised in Other Comprehensive Income

| Particulars | Rupees crores | |
|---|----------------|--------------|
| | 2022 | 2021 |
| Deferred Tax related to items recognised in other comprehensive income: | | |
| Effective portion of gains/(losses) on designated portion of hedging instruments in a cash flow hedge | (1.61) | 0.69 |
| Net change in fair value of investments in debt instruments at FVTOCI..... | 0.30 | 23.59 |
| Net change in fair value of investments in equity shares at FVTOCI | (0.30) | (0.27) |
| Remeasurement of defined benefit plans..... | (35.92) | 23.32 |
| Exchange differences in translating the financial statements of foreign operations - Associates | (11.76) | 20.78 |
| Total | (49.29) | 68.11 |
| Classification of income tax recognised in other comprehensive income | | |
| Income taxes related to items that will not be reclassified to profit or loss..... | (36.22) | 23.05 |
| Income taxes related to items that will be reclassified to profit or loss..... | (13.07) | 45.06 |
| Total | (49.29) | 68.11 |

13. Current Tax and Deferred Tax (contd.)

- c) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows:

| | | <i>Rupees crores</i> | |
|---|-----------------|----------------------|--|
| Particulars | 2022 | 2021 | |
| Profit Before Tax | 9,361.77 | 5,347.73 | |
| Applicable Income Tax rate | 25.17% | 25.17% | |
| Expected Income Tax expense | 2,356.17 | 1,345.92 | |
| Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense: | | | |
| Effect of different tax rates in local and foreign tax jurisdictions | (51.70) | (90.82) | |
| Effect of income exempt from tax / non taxable on compliance of conditions..... | (454.69) | (394.89) | |
| Effect of income chargeable at specified tax rates..... | (142.06) | — | |
| Effect of expenses/provisions that is non-deductible in determining taxable profit | 109.66 | 220.93 | |
| Unrecognised tax losses of previous year used to reduce current tax expense | (4.57) | (73.65) | |
| Effect of unused tax losses & tax offsets for which no deferred tax asset has been recognised..... | 265.44 | 660.46 | |
| Effect of (recognition)/ utilisation of deferred tax on capital losses (net)..... | 14.23 | (83.80) | |
| Write down/reversal of Deferred tax assets..... | 16.31 | 87.68 | |
| Effect of net additional / (reversal) of provision in respect of prior years | 7.40 | (21.88) | |
| Others | (7.43) | (4.14) | |
| Income tax expense recognised in consolidated statement of profit and loss | 2,108.76 | 1,645.81 | |

- d) Amounts on which deferred tax asset has not been created and related expiry period

Deferred tax assets have not been recognised in respect of following items, because it is not probable that future taxable profit will be available against which the Group can use the benefit therefrom.

| | | <i>Rupees crores</i> | |
|--|-----------------|----------------------|--|
| Particulars | 2022 | 2021 | |
| Deductible Temporary differences (no expiry date)..... | 895.84 | 933.47 | |
| Unused tax losses (revenue in nature)..... | 6,922.80 | 6,454.48 | |
| Unused tax losses (capital in nature) | 2.72 | 2.76 | |
| Unused tax credits | 15.08 | 15.08 | |
| Total | 7,836.44 | 7,405.79 | |

- e) Unused Tax losses - Revenue in nature

| | | <i>Rupees crores</i> | |
|----------------------------|-----------------|----------------------|--|
| Particulars | 2022 | 2021 | |
| Expiry period | | | |
| Up to Five Years..... | 735.69 | 1,015.30 | |
| More than Five Years | 496.49 | 1,009.10 | |
| No Expiry Date | 5,690.62 | 4,430.08 | |
| Total | 6,922.80 | 6,454.48 | |

- f) Unused Tax losses - Capital in nature

| | | <i>Rupees crores</i> | |
|-----------------------|-------------|----------------------|--|
| Particulars | 2022 | 2021 | |
| Expiry period | | | |
| Up to five years..... | 2.72 | 2.76 | |
| Total | 2.72 | 2.76 | |

13. Current Tax and Deferred Tax (contd.)

g) Unused tax credits

Rupees crores

| Particulars | 2022 | 2021 |
|----------------------------|--------------|--------------|
| Expiry period | | |
| More than five years | 15.08 | 15.08 |
| Total | 15.08 | 15.08 |

h) Aggregate amount of temporary differences associated with investment in subsidiaries, associates and joint ventures for which deferred tax liability has not been recognised :

Rupees crores

| Particulars | 2022 | 2021 |
|-----------------------------|-----------|-----------|
| Undistributed earnings..... | 17,085.84 | 16,495.78 |

Movement in deferred tax balances

Year ended 31st March, 2022

Rupees crores

| Particulars | Opening Balance | Recognised in Profit or Loss | Recognised in OCI | Recognised in Business combination/ Disposal of subsidiaries | Foreign exchange translation differences | Closing Balance |
|--|-----------------|------------------------------|-------------------|--|--|-----------------|
| Tax effect of items resulting in taxable temporary differences | | | | | | |
| Fiscal allowances on property, plant and equipment and intangible assets | 2,233.76 | 412.97 | — | (2.72) | (10.54) | 2,633.47 |
| Undistributed profit of associate | 30.72 | 24.30 | 12.63 | — | — | 67.65 |
| Others | 106.78 | 3.29 | 0.28 | — | 3.35 | 113.70 |
| | 2,371.26 | 440.56 | 12.91 | (2.72) | (7.19) | 2,814.82 |
| Tax effect of items resulting in deductible temporary differences | | | | | | |
| Provision for employee benefits..... | 328.08 | (16.54) | (35.92) | — | (1.26) | 274.36 |
| Allowances for expected credit loss..... | 1,256.35 | 26.44 | — | — | 0.06 | 1,282.85 |
| Carried forward tax losses | 436.58 | 199.89 | — | — | (0.95) | 635.52 |
| MAT credit | 32.34 | 9.35 | — | — | — | 41.69 |
| Unrealised gain on inter-company transactions (net) | 122.92 | (29.36) | — | — | — | 93.56 |
| Others | 418.15 | 10.12 | (0.46) | — | (2.76) | 425.05 |
| | 2,594.42 | 199.90 | (36.38) | — | (4.91) | 2,753.03 |
| Net Deferred Tax Asset/(Liabilities) | 223.16 | (240.66) | (49.29) | 2.72 | 2.28 | (61.79) |

13. Current Tax and Deferred Tax (contd.)

 Year ended 31st March, 2021

Rupees crores

| Particulars | Opening Balance | Recognised in Profit or Loss | Recognised in OCI | Recognised in Business combination/ Disposal of subsidiaries | Foreign exchange translation differences | Closing Balance |
|--|-----------------|------------------------------|-------------------|--|--|-----------------|
| | | | | | | |
| Tax effect of items resulting in taxable temporary differences | | | | | | |
| Fiscal allowances on property, plant and equipment and intangible assets | 2,353.87 | (101.37) | — | (10.26) | (8.48) | 2,233.76 |
| Undistributed profit of associates | 20.47 | 31.21 | (20.96) | — | — | 30.72 |
| Others | 73.28 | 35.16 | (1.26) | — | (0.40) | 106.78 |
| | 2,447.62 | (35.00) | (22.22) | (10.26) | (8.88) | 2,371.26 |
| Tax effect of items resulting in deductible temporary differences | | | | | | |
| Provision for employee benefits..... | 314.05 | (8.01) | 23.32 | (0.65) | (0.63) | 328.08 |
| Allowances for expected credit loss..... | 781.54 | 460.28 | 24.51 | (9.96) | (0.02) | 1,256.35 |
| Carryforward tax losses..... | 412.72 | 29.53 | — | (3.51) | (2.16) | 436.58 |
| MAT credit..... | 50.47 | (12.54) | — | (5.59) | — | 32.34 |
| Unrealised gain on inter-company transactions (net) ... | 138.36 | (15.44) | — | — | — | 122.92 |
| Others | 529.12 | (119.74) | (1.94) | 9.93 | 0.78 | 418.15 |
| | 2,226.26 | 334.08 | 45.89 | (9.78) | (2.03) | 2,594.42 |
| Net Deferred Tax Asset/(Liabilities) | (221.36) | 369.08 | 68.11 | 0.48 | 6.85 | 223.16 |

Balances of Deferred Tax Assets / Deferred Tax Liabilities are presented in Balance sheet as below :

Rupees crores

| | 2022 | 2021 |
|---|----------------|---------------|
| Deferred Tax Assets (net) | 1,724.31 | 1,717.32 |
| Deferred Tax Liabilities (net) | 1,786.10 | 1,494.16 |
| Net Deferred Tax Asset/(Liabilities) | (61.79) | 223.16 |

14. Other Assets (Non-Financial)

Rupees crores

| Particulars | Non Current | | Current | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Capital Advances..... | 980.89 | 945.48 | — | — |
| Balances with government authorities (other than current taxes)..... | 205.30 | 369.11 | 2,434.44 | 2,005.76 |
| Contract Assets | 4.38 | 8.84 | 149.85 | 87.06 |
| Deferred Acquisition Cost | 670.36 | 653.80 | 53.06 | 50.01 |
| Others | 477.99 | 355.21 | 1,332.18 | 937.15 |
| Total | 2,338.92 | 2,332.44 | 3,969.53 | 3,079.98 |

Others include advances to suppliers, prepaid expenses.

Significant changes in Contract Assets during the year are as follows:-

Rupees crores

| Particulars | 2022 | 2021 |
|---|-------|-------|
| Reclassification of opening balances of contract assets to trade receivables..... | 92.21 | 63.21 |
| Adjustments due to contract modification | 0.84 | 0.70 |

In addition to the contract balances disclosed above, the group has also recognised a deferred acquisition cost in relation to some of the long-term contracts.

Rupees crores

| Particulars | 2022 | 2021 |
|--|--------|--------|
| Assets recognised from cost incurred to fulfil a contract | 723.42 | 703.81 |
| Amortisation expenses recognised as cost of providing services during the year | 51.21 | 48.72 |

15. Inventories

| Particulars | Rupees crores | |
|---|------------------|-----------------|
| | 2022 | 2021 |
| Raw materials and bought-out components [includes in-transit Rs. 641.01 crores (2021: Rs. 461.79 crores)]..... | 4,491.90 | 3,357.03 |
| Work-in-progress..... | 277.02 | 360.17 |
| Work-in-progress-property development activity and long term contracts..... | 1,879.21 | 1,856.94 |
| Finished products produced | 3,268.45 | 2,717.90 |
| Stock-in-trade [includes in-transit Rs. 3.93 crores (2021: Rs. 7.28 crores)] | 1,110.29 | 935.93 |
| Manufactured components..... | 290.16 | 148.95 |
| Stores and Spares | 181.20 | 155.01 |
| Loose Tools | 84.03 | 70.81 |
| Food, beverages, smokes and operating supplies | 13.56 | 12.67 |
| Total | 11,595.82 | 9,615.41 |

- (a) The cost of inventories recognised as an expense during the year was **Rs. 58,327.89 crores** (2021: Rs. 42,854.29 crores)
- (b) The cost of inventories recognised as an expense include **Rs. 95.57 crores** (2021: Rs.165.83 crores) in respect of write-down of inventories to net realisable value, and has been reduced by **Rs. 64.14 crores** (2021: Rs. 37.19 crores) in respect of the reversal of such write downs.
- (c) Certain companies in the Group have availed working capital facilities and other non-fund based facilities viz. bank guarantees and letters of credit, which are secured by hypothecation of inventories.
- (d) Mode of valuation of inventories is stated in Note 2 (i)

16. Cash and Cash Equivalents and Bank Balances

| Particulars | Rupees crores | |
|--|-----------------|-----------------|
| | 2022 | 2021 |
| a) Cash and Cash Equivalents | | |
| Balances with banks | | |
| – On current accounts..... | 2,031.57 | 2,449.75 |
| – On saving accounts..... | 0.03 | 0.03 |
| – Fixed deposits with original maturity of less than 3 months..... | 1,290.58 | 758.88 |
| Cheques, drafts on hand..... | 107.43 | 108.05 |
| Cash on hand..... | 57.98 | 57.88 |
| Total | 3,487.59 | 3,374.59 |
| b) Bank balances other than Cash and Cash Equivalents | | |
| Earmarked balances with banks..... | 31.76 | 33.59 |
| Balances with banks on margin accounts..... | 32.09 | 59.60 |
| Fixed deposits..... | 7,566.17 | 9,384.21 |
| Total | 7,630.02 | 9,477.40 |

17. Equity Share Capital

Rupees crores

| Particulars | 2022 | 2021 |
|--|---------------|---------------|
| Authorised : | | |
| 18,10,00,00,000 (2021: 8,10,00,00,000) Ordinary (equity) Shares of Rs. 5 each | 9,050.00 | 4,050.00 |
| 25,00,000 Unclassified Shares of Rs. 100 each | 25.00 | 25.00 |
| 150,00,00,000 Preference Shares of Rs. 10 each | 1,500.00 | — |
| | 10,575.00 | 4,075.00 |
| Issued, Subscribed and Paid-up: | | |
| 1,24,31,92,544 (2021: 1,24,31,92,544) Ordinary (Equity) Shares of Rs. 5 each fully paid up | 621.60 | 621.60 |
| Less: | | |
| 4,65,91,301 (2021:4,84,24,163) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M ESOP trust but not yet allotted to employees | 23.30 | 24.21 |
| Less: | | |
| 8,44,70,428 (2021: 8,44,70,428) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M benefit trust | 42.24 | 42.24 |
| Adjusted Issued, Subscribed and Paid-up | 556.06 | 555.15 |

(a) Reconciliation of number of Ordinary (Equity) Shares and amount outstanding :

| Particulars | 2022 | | 2021 | |
|---|-----------------------|---------------|----------------|---------------|
| | No. of Shares | Rupees Crores | No. of Shares | Rupees Crores |
| Issued, Subscribed and Paid-up : | | | | |
| Opening balance | 1,24,31,92,544 | 621.60 | 1,24,31,92,544 | 621.60 |
| Less : | | | | |
| Shares issued to M&M ESOP Trust but not allotted to Employees | 4,65,91,301 | 23.30 | 4,84,24,163 | 24.21 |
| Shares issued to M&M Benefit Trust | 8,44,70,428 | 42.24 | 8,44,70,428 | 42.24 |
| Adjusted Issued, Subscribed and Paid-up Share Capital | 1,11,21,30,815 | 556.06 | 1,11,02,97,953 | 555.15 |

 (b) The Ordinary (Equity) Shares of the Company rank *pari-passu* in all respects including voting rights and entitlement to dividend.

(c) Details of Ordinary (Equity) Shares held by shareholders holding more than 5% of the aggregate shares in the Company's Issued, Subscribed and Paid-up:

| Name of the Shareholder | 2022 | | 2021 | |
|---|---------------|----------------|---------------|----------------|
| | No. of Shares | % Shareholding | No. of Shares | % Shareholding |
| Prudential Management & Services Private Limited..... | 14,15,21,940 | 11.38 | 14,15,21,940 | 11.38 |
| Life Insurance Corporation of India | 8,55,54,624 | 6.88 | 10,22,25,615 | 8.22 |
| M&M Benefit Trust | 8,44,70,428 | 6.79 | 8,44,70,428 | 6.79 |

17. Equity Share Capital (contd.)

(d) Details of Ordinary (Equity) Shares held by promoters in the Company's Paid-up Share Capital :

| Name of the Promoters | 2022 | | | 2021 | | |
|---|---------------------|----------------|--------------------------|---------------------|----------------|--------------------------|
| | No. of Shares | % Shareholding | % Change during the year | No. of Shares | % Shareholding | % Change during the year |
| Promoters : | | | | | | |
| Anand Mahindra..... | 14,30,008 | 0.12% | — | 14,30,008 | 0.12% | — |
| Keshub Mahindra..... | 8,84,592 | 0.07% | — | 8,84,592 | 0.07% | — |
| Sub Total (A) | 23,14,600 | 0.19% | | 23,14,600 | 0.19% | |
| Promoter Group : | | | | | | |
| Anjali K Mahindra | 2,12,208 | 0.02% | — | 2,12,208 | 0.02% | 0.00% |
| Anuradha Mahindra | 4,57,090 | 0.04% | — | 4,57,090 | 0.04% | — |
| Dhruv S Sharma | 30,000 | 0.00% | — | 30,000 | 0.00% | — |
| Deveshwar Jagat Sharma | 30,000 | 0.00% | — | 30,000 | 0.00% | — |
| Gautam P Khandelwal..... | 4,600 | 0.00% | — | 4,600 | 0.00% | — |
| Leena S Labroo | 12,51,884 | 0.10% | 0.00% | 12,52,384 | 0.10% | — |
| Nisheeta Labroo..... | 1,60,500 | 0.01% | 0.00% | 1,60,000 | 0.01% | 0.00% |
| Aneesha Labroo | 1,60,000 | 0.01% | — | 1,60,000 | 0.01% | — |
| Radhika Nath..... | 93,616 | 0.01% | — | 93,616 | 0.01% | — |
| Sanjay Labroo..... | 1,45,440 | 0.01% | — | 1,45,440 | 0.01% | — |
| Sudha Keshub Mahindra..... | 14,52,032 | 0.12% | — | 14,52,032 | 0.12% | — |
| Uma R Malhotra | 10,09,604 | 0.08% | — | 10,09,604 | 0.08% | — |
| Yuthica Keshub Mahindra..... | 7,16,744 | 0.06% | 0.00% | 7,75,244 | 0.06% | 0.00% |
| Kema Services International Pvt. Ltd. | 7,34,832 | 0.06% | — | 7,34,832 | 0.06% | — |
| Prudential Management and Services Pvt. Ltd. | 14,15,21,940 | 11.38% | — | 14,15,21,940 | 11.38% | — |
| M&M Benefit Trust | 8,44,70,428 | 6.79% | — | 8,44,70,428 | 6.79% | — |
| Sub Total (B)..... | 23,24,50,918 | 18.69% | | 23,25,09,418 | 18.70% | |
| Total (A+B)..... | 23,47,65,518 | 18.88% | | 23,48,24,018 | 18.89% | |

(e) For the period of preceding five years as on the balance sheet date, Issued, Subscribed and Paid-up Share Capital includes:

- Aggregate of **5,03,888** (2021: 5,03,888) Ordinary (Equity) Shares of Rs. 5 each allotted as fully paid-up pursuant to Schemes of Arrangement without payment having been received in cash.
- Aggregate of **62,15,96,272** (2021: 62,15,96,272) Ordinary (Equity) Shares of Rs. 5 each allotted as fully paid-up by way of bonus shares.

18. Other Equity

| Details of dividend proposed | 2022 | 2021 |
|--|-------|------|
| Proposed Dividend per equity share (Rs.) | 11.55 | 8.75 |

19. Borrowings
A. Long Term Borrowings

| Particulars | Rupees crores | |
|--|------------------|------------------|
| | 2022 | 2021 |
| Secured (Carried at Amortised Cost) : | | |
| Debentures & Bonds..... | 13,875.13 | 13,933.06 |
| Term Loan | | |
| (i) From Banks | 19,050.97 | 21,101.55 |
| (ii) From other parties | 154.95 | 221.50 |
| | 33,081.05 | 35,256.11 |
| Unsecured (Carried at Amortised Cost) : | | |
| Debentures & Bonds..... | 9,382.81 | 8,251.08 |
| Term loan from banks..... | 1,969.24 | 3,192.13 |
| Deposits | 3,557.35 | 5,535.25 |
| Other loans..... | 379.90 | 489.09 |
| Loan from related parties..... | 254.71 | 54.71 |
| | 15,544.01 | 17,522.26 |
| Total | 48,625.06 | 52,778.37 |

Other loans primarily comprise of deferred sales tax loans which are interest free and repayable in five equal installments after ten years from the year of availment of respective loan.

The borrowings carry varying rates of interest upto 9.55% p.a. and have maturities starting from 2022 and ending with 2063.

B. Short Term Borrowings

| Particulars | Rupees crores | |
|--|------------------|------------------|
| | 2022 | 2021 |
| Secured (Carried at Amortised Cost) : | | |
| Other loans..... | 875.52 | 313.74 |
| Loans repayable on demand | | |
| – From Banks and Cash credit account..... | 488.26 | 415.82 |
| Term Loan from Banks | 953.57 | 1,078.30 |
| | 2,317.35 | 1,807.86 |
| Unsecured (Carried at Amortised Cost) : | | |
| Deposits | 1,350.68 | 744.92 |
| Other loans..... | 229.88 | 226.54 |
| Loans repayable on demand | | |
| – From Banks and Cash credit account..... | 215.22 | 593.45 |
| Loan from related parties..... | 18.45 | 518.45 |
| Commercial Papers..... | 993.03 | 494.52 |
| Term Loan from Banks | 245.00 | 260.85 |
| | 3,052.26 | 2,838.73 |
| Current maturities of long-term debt..... | 20,672.51 | 20,533.41 |
| Total | 26,042.12 | 25,180.00 |

Secured borrowings are secured by a *pari-passu* charge on immovable properties of certain entities in the Group both present and future, subject to certain exclusions and are also secured by *pari-passu* charge on the movable properties of certain entities including inventories, movable machinery, machinery spares, tools and accessories, both present and future, subject to certain exclusions.

19. Borrowings (contd.)

Reconciliation of movement in borrowings and lease liabilities to cash flow from financing activities

Rupees crores

| Particulars | 2022 | 2021 |
|--|------------------|------------------|
| Opening balance | | |
| – Long term borrowings | 52,778.37 | 49,999.23 |
| – Non Current lease liabilities..... | 2,128.19 | 2,298.82 |
| – Short term borrowings..... | 25,180.00 | 29,794.23 |
| – Current lease liabilities..... | 538.27 | 474.73 |
| – Unclaimed matured deposits..... | 5.52 | 5.32 |
| Total Opening Balance | 80,630.35 | 82,572.33 |
| <i>Cash flow movements</i> | | |
| – Proceeds from borrowings..... | 53,879.94 | 38,100.37 |
| – Repayment of borrowings | (56,937.78) | (35,772.09) |
| – Net increase in Loans repayable on demand and cash credit | (285.21) | (1,733.29) |
| – Repayment of lease liabilities | (583.23) | (552.98) |
| | (3,926.28) | 42.01 |
| <i>Non-cash movements</i> | | |
| – Addition to lease liabilities during the year | 779.94 | 479.29 |
| – On account of acquisition / disposal of subsidiary | 101.44 | (220.09) |
| – On deconsolidation of subsidiary | — | (2,446.74) |
| – Forward contract adjustments..... | 71.75 | — |
| – Other adjustments..... | 124.69 | (8.92) |
| – Effect of amortisation of loan origination costs and foreign exchange translation..... | (165.37) | 212.47 |
| | 912.45 | (1,983.99) |
| Closing Balance | | |
| – Long Term Borrowings..... | 48,625.06 | 52,778.37 |
| – Non Current lease liabilities..... | 2,432.55 | 2,128.19 |
| – Short Term Borrowings | 26,042.12 | 25,180.00 |
| – Current lease liabilities..... | 505.48 | 538.27 |
| – Unclaimed matured Deposits..... | 11.31 | 5.52 |
| Total Closing Balance | 77,616.52 | 80,630.35 |

20. Trade Payables

Rupees crores

| Particulars | Non Current | | Current | |
|--|-------------|-------------|------------------|------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Acceptances..... | — | — | 1,570.69 | 1,432.20 |
| Trade payable - Micro and small enterprises | — | — | 195.51 | 151.58 |
| Trade payable - Other than micro and small enterprises | 1.55 | 1.44 | 17,270.35 | 13,922.01 |
| Total | 1.55 | 1.44 | 19,036.55 | 15,505.79 |

20. Trade Payables (contd.)

Ageing of trade payables

Rupees crores

| Particulars | 2022 | | | | | |
|-----------------------------------|-----------|---|-----------|-----------|-------------------|------------------|
| | Not Due | Outstanding for following periods from due date of payments | | | | Total |
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Trade payable | | | | | | |
| MSME | 132.83 | 59.68 | 0.05 | 0.01 | — | 192.57 |
| Others | 10,103.97 | 4,414.61 | 206.40 | 83.82 | 99.84 | 14,908.64 |
| Disputed dues - MSME | 0.95 | — | — | — | 1.59 | 2.54 |
| Disputed dues - Others | 0.04 | 0.92 | 0.86 | 2.48 | 1.11 | 5.41 |
| | 10,237.79 | 4,475.21 | 207.31 | 86.31 | 102.54 | 15,109.16 |
| Accrued Expenses | | | | | | 3,928.94 |
| Total trade payables | | | | | | 19,038.10 |

Rupees crores

| Particulars | 2021 | | | | | |
|-----------------------------------|----------|---|-----------|-----------|-------------------|------------------|
| | Not Due | Outstanding for following periods from due date of payments | | | | Total |
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Trade payable | | | | | | |
| MSME | 117.34 | 32.07 | 0.09 | — | — | 149.50 |
| Others | 7,876.79 | 3,974.34 | 211.71 | 92.16 | 93.24 | 12,248.24 |
| Disputed dues - MSME | — | — | — | — | 2.08 | 2.08 |
| Disputed dues - Others | 0.06 | — | — | 0.01 | 0.89 | 0.96 |
| | 7,994.19 | 4,006.41 | 211.80 | 92.17 | 96.21 | 12,400.78 |
| Accrued Expenses | | | | | | 3,106.45 |
| Total trade payables | | | | | | 15,507.23 |

21. Other Financial Liabilities

Rupees crores

| Particulars | Non Current | | Current | |
|--|----------------------------------|-----------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| | Carried at Amortised Cost | | | |
| Unclaimed dividends..... | — | — | 17.16 | 18.43 |
| Unclaimed matured deposits and interest accrued thereon..... | — | — | 11.31 | 5.52 |
| Interest accrued..... | 337.29 | 420.63 | 1,892.91 | 2,241.50 |
| Others | 554.36 | 498.14 | 2,385.02 | 2,454.64 |
| Carried at Fair value | | | | |
| Foreign currency forwards and options, Interest rate swaps & commodity derivatives | 143.53 | 141.91 | 93.63 | 121.63 |
| Derivatives on interest over joint ventures..... | — | 26.57 | 22.22 | — |
| Gross obligation to acquire non-controlling interest | 370.86 | 507.96 | — | — |
| Total | 1,406.04 | 1,595.21 | 4,422.25 | 4,841.72 |

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

22. Provisions

Rupees crores

| Particulars | Non Current | | Current | |
|--------------------------------------|-----------------|-----------------|---------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Provision for employee benefits..... | 1,021.88 | 1,187.50 | 336.91 | 330.88 |
| Provision for warranties..... | 441.44 | 386.55 | 423.55 | 416.46 |
| Provision for service coupons..... | 29.80 | 19.29 | 81.54 | 79.95 |
| Provision for others..... | 4.87 | 7.54 | 126.19 | 247.05 |
| Total | 1,497.99 | 1,600.88 | 968.19 | 1,074.34 |

Provision for warranty relates to provision made in respect of sale of certain products, the estimated cost of which is accrued at the time of sale.

The products are generally covered under a free warranty period ranging from 6 months to 5 years.

The movement in provision for warranty and service coupon is as follows :

Rupees crores

| Particulars | Provision for warranty | | Provision for service coupons | |
|---|------------------------|---------------|-------------------------------|--------------|
| | 2022 | 2021 | 2022 | 2021 |
| Opening Balance..... | 803.01 | 1,636.08 | 99.24 | 131.82 |
| Additional net provisions recognised during the year..... | 455.06 | 401.90 | 117.24 | 47.34 |
| Amounts utilised during the year..... | (409.42) | (541.10) | (108.24) | (87.20) |
| Unwinding of discount..... | 24.33 | 30.39 | 3.10 | 7.28 |
| Disposal / deconsolidation of subsidiary..... | (1.62) | (804.35) | — | — |
| Foreign exchange translation differences..... | (6.37) | 80.09 | — | — |
| Closing Balance | 864.99 | 803.01 | 111.34 | 99.24 |

23. Other Non-Financial Liabilities

Rupees crores

| Particulars | Non Current | | Current | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Statutory dues (other than income taxes)..... | — | — | 2,206.89 | 1,568.83 |
| Contract Liabilities..... | 5,249.92 | 4,766.00 | 2,322.62 | 1,961.06 |
| Others..... | — | — | 392.21 | 337.18 |
| Total | 5,249.92 | 4,766.00 | 4,921.72 | 3,867.07 |

Contract Liabilities represents deferred revenue and advance received from customers.

Significant changes in Contract Liabilities during the year are as follows:-

Rupees crores

| | 2022 | 2021 |
|---|----------|----------|
| Recognition of revenue arising from contract liabilities..... | 1,444.04 | 1,298.52 |

24. Revenue from Operations

Revenue from operations comprises of :

Rupees crores

| Particulars | 2022 | 2021 |
|--|------------------|------------------|
| (a) From contract with customers (as defined under Ind AS 115) | | |
| Sale of products..... | 69,084.62 | 54,154.35 |
| Sale of services..... | 8,032.54 | 6,596.18 |
| Income from long term contracts..... | 399.46 | 171.15 |
| Other operating revenue..... | 816.61 | 586.07 |
| | 78,333.23 | 61,507.75 |
| (b) From financial services | | |
| Interest income of financial services business | 10,923.82 | 11,757.30 |
| | 10,923.82 | 11,757.30 |
| (c) Others | | |
| Government grant and incentives..... | 517.06 | 695.86 |
| Other operating revenue..... | 396.46 | 316.87 |
| | 913.52 | 1,012.73 |
| Total (a + b + c)..... | 90,170.57 | 74,277.78 |

The Group undertakes periodic revaluations in the estimate of variable consideration on account of various economic factors. The amount of revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods is aggregating to Rs. 166.28 crores (2021: Rs. 170.08 crores).

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date:

Rupees crores

| Particulars | 2022 | 2021 |
|--|-----------------|-----------------|
| Time Band | | |
| Less than 1 year | 2,253.92 | 1,792.48 |
| Greater than 1 year but less than 5 years..... | 4,663.57 | 3,371.67 |
| Greater than 5 years..... | 2,990.27 | 3,105.64 |
| Total | 9,907.76 | 8,269.79 |

The Group applies the practical expedient of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected duration of one year or less. Revenue disclosed above does not include estimated amount of variable consideration that are constrained.

Reconciliation of revenue recognised in the consolidated statement of profit and loss with contracted price:

Rupees crores

| Particulars | 2022 | 2021 |
|--|------------------|------------------|
| Revenue from contract with customer as per the contract price | 80,262.69 | 63,103.97 |
| Adjustments made to contract price | | |
| – Trade discounts, volume rebates, return etc..... | (3,162.81) | (2,669.69) |
| – Deferment of revenue | (210.69) | (225.05) |
| – Recognition of revenue out of opening balance of contract liabilities..... | 1,444.04 | 1,298.52 |
| Revenue from contract with customer as per the consolidated statement of profit and loss..... | 78,333.23 | 61,507.75 |

Revenue disaggregation as per nature of products and geography has been included in segment information (Refer note 41).

25. Other Income

Rupees crores

| Particulars | 2022 | 2021 |
|--|---------------|-----------------|
| Interest Income | | |
| – On financial assets carried at amortised cost..... | 412.38 | 448.21 |
| – On financial assets carried at FVTOCI..... | 4.11 | 7.65 |
| Dividend income | | |
| – Mutual funds..... | 1.89 | 5.38 |
| Net gains/(losses) on financial instruments | 355.65 | 380.99 |
| Other non-operating income (net of directly attributable expenses) | 160.48 | 190.88 |
| Total | 934.51 | 1,033.11 |

26. Cost of Materials Consumed

Rupees crores

| Particulars | 2022 | 2021 |
|---|------------------|------------------|
| Opening inventory..... | 3,357.03 | 3,863.48 |
| Add: Purchases | 47,523.54 | 32,857.55 |
| | 50,880.57 | 36,721.03 |
| Less: Adjustment on account of disposal/deconsolidation of subsidiary | (20.06) | (501.09) |
| | 50,860.51 | 36,219.94 |
| Less: Closing Inventory | 4,491.90 | 3,357.03 |
| Foreign currency translation difference..... | (103.13) | (65.35) |
| Total | 46,265.48 | 32,797.56 |

27. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|---------------|
| <i>Inventories at the beginning of the year</i> | | |
| Finished goods produced | 2,717.90 | 3,468.99 |
| Work-in-progress..... | 360.17 | 484.04 |
| Stock-in-trade | 935.93 | 1,223.23 |
| Manufactured Components | 148.95 | 130.33 |
| | 4,162.95 | 5,306.59 |
| <i>Less: Inventories on disposal/deconsolidation of subsidiary</i> | | |
| Finished goods produced | (10.77) | (575.21) |
| Work-in-progress..... | (13.16) | (155.66) |
| Stock-in-trade | (2.99) | (241.70) |
| Manufactured Components | — | (11.40) |
| | (26.92) | (983.97) |
| <i>Less: Inventories at the end of the year</i> | | |
| Finished goods produced | 3,268.45 | 2,717.90 |
| Work-in-progress..... | 277.02 | 360.17 |
| Stock-in-trade | 1,110.29 | 935.93 |
| Manufactured Components | 290.16 | 148.95 |
| | 4,945.92 | 4,162.95 |
| Foreign currency translation difference..... | (51.77) | (24.08) |
| Net (increase)/decrease in inventories | (861.66) | 135.59 |

28. Employee Benefits Expense

Rupees crores

| Particulars | 2022 | 2021 |
|--|-----------------|-----------------|
| Salaries and wages, including bonus | 7,277.66 | 6,806.34 |
| Contribution to provident and other funds..... | 517.48 | 464.77 |
| Share based payment expenses..... | 108.42 | 142.72 |
| Staff welfare expenses | 483.18 | 399.43 |
| Total | 8,386.74 | 7,813.26 |

29. Finance Cost
Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| Interest expense on Financial liabilities at amortised cost | 4,755.55 | 5,856.84 |
| Interest on lease liabilities | 159.05 | 133.51 |
| Other borrowing cost..... | 103.45 | 111.87 |
| Total | 5,018.05 | 6,102.22 |
| Out of the above, finance cost related to: | | |
| – financial services business..... | 4,392.60 | 5,265.45 |
| – others | 625.45 | 836.77 |
| Total | 5,018.05 | 6,102.22 |

Other borrowing cost mainly includes discounting charges and unwinding of discount on financial liabilities other than lease liability.

30. Depreciation, Amortisation and Impairment Expense
Rupees crores

| Particulars | 2022 | 2021 |
|---|-----------------|-----------------|
| Depreciation of property, plant and equipment | 2,052.35 | 1,921.33 |
| Depreciation of right-of-use assets | 482.49 | 460.87 |
| Amortisation of intangible assets | 967.82 | 984.93 |
| Impairment of property, plant & equipment, intangible and intangible under development..... | 4.84 | 10.98 |
| Total | 3,507.50 | 3,378.11 |

31. Other Expenses
Rupees crores

| Particulars | 2022 | 2021 |
|--|------------------|------------------|
| Stores consumed | 273.86 | 183.68 |
| Tools consumed..... | 57.09 | 45.79 |
| Power & fuel | 541.27 | 429.56 |
| Rent including lease rentals @ | 271.95 | 232.79 |
| Insurance..... | 183.15 | 181.46 |
| Repairs and maintenance..... | 641.94 | 608.70 |
| Advertisement..... | 556.16 | 356.82 |
| Commission on sales / contracts (net)..... | 241.96 | 227.12 |
| Freight outward..... | 3,865.75 | 3,049.13 |
| Sales promotion expenses..... | 486.71 | 362.43 |
| Travelling and conveyance expenses..... | 371.99 | 219.00 |
| Cost of projects..... | 558.30 | 374.95 |
| Subcontracting, hire and service charges..... | 1,593.08 | 1,310.28 |
| Provision for expected credit losses including write offs (net) \$ | 2,758.51 | 4,139.62 |
| Miscellaneous expenses..... | 3,051.24 | 2,820.59 |
| Total | 15,452.96 | 14,541.92 |

@ Short term leases and low value leases recongised as an expense for the year ended 31st March 2022 is aggregating to **Rs. 250.52 crores** (2021: Rs. 204.58 crores) and **Rs. 21.43 crores** (2021: Rs. 28.21 crores) respectively.

\$ Break-up of expected credit loss recognised during the year is as follows :-

Rupees crores

| Particulars | 2022 | 2021 |
|---------------------------------------|-----------------|-----------------|
| Expected credit loss on: | | |
| – Trade receivables..... | 38.04 | 96.93 |
| – Contract assets..... | 0.84 | 0.70 |
| – Financial services receivable | 2,725.50 | 4,017.37 |
| – Other financial assets..... | (5.87) | 24.62 |
| Total | 2,758.51 | 4,139.62 |

32. Exceptional items (net)

Exceptional items (net) recognised in the consolidated statement of profit and loss

Rupees crores

| Particulars | 2022 | 2021 |
|--|---------------|-------------------|
| Gain on change in ownership interests in subsidiaries (resulting in loss of control), associates and joint ventures and change of relationships..... | 474.28 | 489.60 |
| Impairments: | | |
| Property, plant and equipments and right-of-use assets..... | (53.82) | (74.74) |
| Intangible assets..... | (9.01) | (105.20) |
| Capital work-in-progress and Intangible under development (including capital advances)..... | (107.36) | (1,043.24) |
| Others..... | — | (25.20) |
| Goodwill..... | — | (192.85) |
| Investment accounted using equity method..... | 82.76 | (206.63) |
| Profit on sale of land..... | 27.32 | — |
| Total | 414.17 | (1,158.26) |

As described in note 2(h), the Group reviews for indication of asset impairment at the end of reporting date in addition to any impairment indicators that may arise in between the two reporting periods. If there is any indication of asset impairment, the Group estimates the recoverable amount of the asset to determine the amount of the impairment loss. During the year ended 31st March 2022, the internal and external sources of information including the effect of COVID-19 on the economic environment in which these entities operate, provided indicators of asset impairment for certain international subsidiaries. Consequently, impairment has been recognised for property, plant and equipment, right-of-use assets, capital work-in-progress, intangible assets under development and other intangible assets of certain CGUs amounting to **Rs. 170.19 crores** during the year ended 31st March 2022 (2021: Rs. 1,248.38 crores).

As detailed in note 5, impairment of goodwill amounting to **Nil** has been recognised during the year ended 31st March 2022 (2021: Rs. 192.85 crores)

Further, as described in the note 2(c), the investments in associates and joint ventures are accounted using equity method as per Ind AS 28 – Investments in Associates and Joint Ventures. As required by Ind AS 28, after application of the equity method, the Group assesses if there is any objective evidence based on observable data that its net investment in the associate or joint venture is impaired. Based on the observable evidence, certain investments in associate and joint ventures were tested for recoverable amounts and impairment reversal (net) amounting to **Rs. 82.76 crores** has been recognised during the year ended 31st March 2022 (2021: Impairment provision Rs. 206.63 crores).

33. Earnings Per Share (EPS)**Earnings per share for continuing operations**

| Particulars | 2022 | 2021 |
|--|----------------|----------------|
| Profit for the year for basic EPS (Rupees crores)..... | 6,577.32 | 3,347.41 |
| Profit for the year for diluted EPS (Rupees crores)..... | 6,562.38 | 3,334.45 |
| Weighted average number of Ordinary (Equity) Shares used in computing basic EPS..... | 1,11,09,43,402 | 1,10,93,69,466 |
| Effect of dilutive potential Ordinary (Equity) Shares..... | 45,87,607 | 50,10,630 |
| Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS..... | 1,11,55,31,009 | 1,11,43,80,096 |
| Basic Earnings per share (Rs.) (Face value of Rs. 5 per share)..... | 59.20 | 30.17 |
| Diluted Earnings per share (Rs.)..... | 58.83 | 29.92 |

Earnings per share for discontinued operations

| Particulars | 2022 | 2021 |
|--|------|----------------|
| Loss for the year for basic EPS (Rupees crores)..... | — | (1,534.92) |
| Loss for the year for diluted EPS (Rupees crores)..... | — | (1,534.92) |
| Weighted average number of Ordinary (Equity) Shares used in computing basic EPS..... | — | 1,10,93,69,466 |
| Effect of dilutive potential Ordinary (Equity) Shares..... | — | 50,10,630 |
| Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS..... | — | 1,11,43,80,096 |
| Basic Earnings per share (Rs.) (Face value of Rs. 5 per share)..... | — | (13.84) |
| Diluted Earnings per share (Rs.)..... | — | (13.77) |

33. Earnings Per Share (EPS) (contd.)

Earnings per share for continuing and discontinued operations

| Particulars | 2022 | 2021 |
|--|----------------|----------------|
| Profit for the year for basic EPS (Rupees crores)..... | 6,577.32 | 1,812.49 |
| Profit for the year for diluted EPS (Rupees crores)..... | 6,562.38 | 1,799.53 |
| Weighted average number of Ordinary (Equity) Shares used in computing basic EPS..... | 1,11,09,43,402 | 1,10,93,69,466 |
| Effect of dilutive potential Ordinary (Equity) Shares..... | 45,87,607 | 50,10,630 |
| Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS..... | 1,11,55,31,009 | 1,11,43,80,096 |
| Basic Earnings per share (Rs.) (Face value of Rs. 5 per share)..... | 59.20 | 16.33 |
| Diluted Earnings per share (Rs.) | 58.83 | 16.15 |

34. Employee Benefits

General description of defined benefit plans

Gratuity

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 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. Some entities makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

A Group company provides certain severance benefit to employees on leaving service. The benefit is payable after one year of service and is one months salary for every completed year of service. Additionally based on number of years of service an additional benefit is provided on normal retirement.

Post retirement medical

Few entities in the Group provide post retirement medical cover to select grade of employees to cover the retiring employee and their spouse upto a specified age through mediclaim policy on which the premiums are paid. The eligibility of the employee for the benefit as well as the amount of medical cover purchased is determined by the grade of the employee at the time of retirement.

Post retirement housing allowance

The Company operates a post retirement benefit scheme for a certain grade of employees in which a monthly allowance determined on the basis of the last drawn basic salary at the time of retirement, is paid to the retiring employee in lieu of housing.

Risk exposure

Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets underperform compared to this yield, this will create or increase a deficit. The defined benefit plans may hold equity type assets, which may carry volatility and associated risk.

Changes in bond yields

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plan's investment in debt instruments.

Inflation risk

The present value of some of the defined benefit plan obligations are calculated with reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. The post retirement medical benefit obligation is sensitive to medical inflation and accordingly, an increase in medical inflation rate would increase the plan's liability.

Life expectancy

The present value of defined benefit plan obligation is calculated by reference to the best estimate of the mortality of plan participants, both during and after the employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

34. Employee Benefits (contd.)

Defined benefit plans - Actuarial valuation as on 31st March, 2022

Rupees crores

| Particulars | Funded Plan | | Unfunded Plans | | | | | |
|---|-------------|----------|----------------|------------|----------------------------------|--------|-----------------------------------|--------|
| | Gratuity | | Gratuity* | | Post retirement medical benefits | | Post retirement housing allowance | |
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| 1 Amounts recognised in profit or loss | | | | | | | | |
| Current service cost | 96.81 | 96.36 | 19.47 | 213.25 | 3.12 | 2.28 | 1.30 | 2.37 |
| Past service cost | — | (21.06) | — | — | 0.01 | — | 35.39 | 1.02 |
| Net interest expense..... | 3.70 | 2.47 | 3.17 | 43.46 | 3.26 | 2.39 | 5.32 | 5.53 |
| Total amount included in employee benefits expense | 100.51 | 77.77 | 22.64 | 256.71 | 6.39 | 4.67 | 42.01 | 8.92 |
| * Gratuity expenses relating to discontinued operations Nil (2021: Rs. 217.41 crores) | | | | | | | | |
| 2 Amounts recognised in other comprehensive income | | | | | | | | |
| Remeasurement (gains)/ losses: | | | | | | | | |
| a) Actuarial (gains)/losses arising from changes in - | | | | | | | | |
| – demographic assumptions | (15.96) | 2.36 | 1.13 | 0.10 | (7.93) | (0.08) | — | — |
| – financial assumptions.... | (52.80) | 35.31 | 4.51 | 6.38 | (3.14) | 3.29 | (7.27) | 3.66 |
| – experience adjustments | 52.56 | (43.88) | (3.16) | (2.90) | 0.41 | 10.79 | 2.16 | (1.78) |
| b) Return on plan assets, excluding amount included in net interest expense/ (income) | (8.78) | (13.27) | — | — | — | — | — | — |
| c) Actuarial (gains)/losses of discontinued operations.... | — | — | — | (90.35) | — | — | — | — |
| Total amount recognised in other comprehensive income | (24.98) | (19.48) | 2.48 | (86.77) | (10.66) | 14.00 | (5.11) | 1.88 |
| 3 Changes in the defined benefit obligation | | | | | | | | |
| Opening defined benefit obligation | 1,240.08 | 1,211.25 | 312.11 | 2,570.85 | 52.46 | 35.31 | 88.17 | 83.50 |
| Current service cost | 96.81 | 96.36 | 19.47 | 213.25 | 3.12 | 2.28 | 1.30 | 2.37 |
| Past service cost | — | (21.06) | — | — | 0.01 | — | 35.39 | 1.02 |
| Interest expense..... | 63.71 | 61.45 | 3.17 | 43.46 | 3.26 | 2.39 | 5.32 | 5.53 |
| Remeasurements (gains)/ losses | (16.20) | (6.21) | 2.48 | (86.77) | (10.66) | 14.00 | (5.11) | 1.88 |
| Benefits paid | (118.74) | (98.18) | (11.51) | (39.61) | (1.65) | (1.52) | (7.96) | (6.13) |
| Business combination | — | — | 0.66 | — | — | — | — | — |
| Disposal / deconsolidation of subsidiaries | — | (4.08) | (6.01) | (2,583.82) | — | — | — | — |
| Change in plan on common control transaction..... | 41.93 | — | (41.93) | — | — | — | — | — |
| Foreign exchange translation difference | (6.85) | 0.55 | (28.77) | 194.75 | — | — | — | — |
| Closing defined benefit obligation | 1,300.74 | 1,240.08 | 249.67 | 312.11 | 46.54 | 52.46 | 117.11 | 88.17 |

34. Employee Benefits (contd.)

Rupees crores

| Particulars | Funded Plan | | Unfunded Plans | | | | | |
|---|-------------|----------|----------------|----------|----------------------------------|---------|-----------------------------------|---------|
| | Gratuity | | Gratuity | | Post retirement medical benefits | | Post retirement housing allowance | |
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| 4 Changes in fair value of plan assets | | | | | | | | |
| Opening fair value of plan assets | 1,161.84 | 1,082.77 | — | — | — | — | — | — |
| Interest income | 60.01 | 58.98 | — | — | — | — | — | — |
| Return on plan assets excluding interest income | 8.78 | 13.27 | — | — | — | — | — | — |
| Contributions by employer | 109.92 | 114.32 | — | — | 1.65 | 1.52 | 7.96 | 6.13 |
| Benefits paid | (118.74) | (98.18) | — | — | (1.65) | (1.52) | (7.96) | (6.13) |
| Disposal / deconsolidation of subsidiaries | — | (7.08) | — | — | — | — | — | — |
| Foreign exchange translation difference | (6.10) | (2.24) | — | — | — | — | — | — |
| Closing fair value of plan assets | 1,215.71 | 1,161.84 | — | — | — | — | — | — |
| 5 Net defined benefit obligation | | | | | | | | |
| Defined benefit obligation ... | 1,300.74 | 1,240.08 | 249.67 | 312.11 | 46.54 | 52.46 | 117.11 | 88.17 |
| Fair value of plan assets | 1,215.71 | 1,161.84 | — | — | — | — | — | — |
| Surplus/(Deficit) | (85.03) | (78.24) | (249.67) | (312.11) | (46.54) | (52.46) | (117.11) | (88.17) |
| Current portion of the above | (10.71) | (8.42) | (18.62) | (26.79) | (2.24) | (1.90) | (8.85) | (7.37) |
| Non current portion of the above | (74.32) | (69.82) | (231.05) | (285.32) | (44.30) | (50.56) | (108.26) | (80.80) |

Rupees crores

| Assumptions | 2022 | 2021 |
|---|--------------|-------------|
| 6 Actuarial Assumptions and sensitivity | | |
| a Actuarial assumptions | | |
| Discount rate (%) | 1.10 - 7.30 | 0.45 - 6.91 |
| Attrition rate (%) | 1.80 - 46.35 | 1.54 - 37 |
| Cost inflation (%) | 7.00 - 9.00 | 7.00 - 9.00 |
| Cost inflation includes an estimate of medical inflation and future salary increases taking in to account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. | | |
| b Quantitative sensitivity analysis for impact of significant assumptions on defined benefit obligation are as below: | | |
| Assumptions | | |
| One percentage point increase in discount rate | (176.67) | (168.54) |
| One percentage point decrease in discount rate | 178.33 | 177.82 |
| One percentage point increase in salary growth rate | 145.70 | 142.37 |
| One percentage point decrease in salary growth rate | (139.26) | (128.81) |
| One percentage point increase in attrition rate | (36.57) | (37.80) |
| One percentage point decrease in attrition rate | 37.73 | 38.27 |
| One percentage point increase in medical inflation rate | 5.99 | 7.75 |
| One percentage point decrease in medical inflation rate | (5.05) | (6.46) |

34. Employee Benefits (contd.)

| | | <i>Rupees crores</i> | |
|--------------------|---|----------------------|-------------|
| Assumptions | | 2022 | 2021 |
| 7 | Maturity profile of defined benefit obligation | | |
| | Time periods | | |
| | Upto 1 year | 224.11 | 196.40 |
| | 1 - 5 years | 753.09 | 596.51 |
| | 6 - 9 years | 556.62 | 543.44 |
| | 10 years and above..... | 1,323.69 | 1,142.24 |

Trust-managed Provident fund

| | | <i>Rupees crores</i> | |
|--------------------|---|----------------------|-------------|
| Particulars | | 2022 | 2021 |
| I | Net defined benefit obligation | | |
| | Defined benefit obligation | 3,004.62 | 2,866.01 |
| | Fair value of plan assets..... | 3,004.62 | 2,769.25 |
| | Surplus/(Deficit)..... | — | (96.76) |
| II | Actuarial assumptions | | |
| | Discount rate..... | 6.95% | 6.30% |
| | Average remaining tenure of investment portfolio (years)..... | 4.63 | 5.29 |
| | Guaranteed rate of return..... | 8.10% | 8.50% |

The Company has recognised an obligation of Nil (2021: Rs. 66.61 crores) to fund the shortfall on account of interest rate guarantee through OCI. During the year the Company has paid Nil (2021: Rs. 54.32 crores) to the Provident Fund Trust in respect of previous year shortfall.

The plan assets have been primarily invested in government securities and corporate bonds.

Group's contribution (in respect of companies where applicable) for Provident Fund and Superannuation Fund aggregating Rs. 394.33 crores (2021: Rs. 347.70 crores) has been recognised in the Profit or Loss under the head 'Employee Benefits Expense'.

35. Capital management

The Group's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or preference and/or convertible and/or combination of short term /long term debt as may be appropriate.

The Group determines the amount of capital required on the basis of its product, capital expenditure, operations and strategic investment plans.

The capital structure is monitored on the basis of equity, net debt and maturity profile of overall debt portfolio of the Group.

The retail loan finance business of the companies in financial service business is subject to the capital adequacy requirements of the Reserve Bank of India (RBI) and National Housing Bank (NHB). Under capital adequacy guidelines, these companies are required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The Group companies in the financial services business have complied with all regulatory requirements related to regulatory capital and capital adequacy ratios as prescribed by RBI and NHB.

Net Debt and Equity other than financial services segment is given in the table below :

| | | <i>Rupees crores</i> | |
|--------------------|---|----------------------|------------------|
| Particulars | | 2022 | 2021 |
| | Total Equity | 41,993.81 | 37,041.53 |
| | Net Debt | | |
| | Short term debt (including current portion of long term debt) | 3,606.15 | 3,080.57 |
| | Long term debt | 9,189.75 | 10,364.03 |
| | Gross Debt | 12,795.90 | 13,444.60 |
| | Less : | | |
| | Current investments | 8,840.43 | 4,852.74 |
| | Cash and Bank Balances | 6,400.57 | 8,878.03 |
| | Net Debt | (2,445.10) | (286.17) |
| | Total Capital deployed | 39,548.71 | 36,755.36 |

36. Financial Instruments

Financial Risk Management Framework

In the course of its business, the Group is exposed to a certain financial risks namely credit risk, interest risk, currency risk & liquidity risk. The Group's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The financial risks are managed in accordance with the risk management policy which has been approved by Board of Directors of the respective Group companies.

Board of Directors of financial services businesses have established Asset and Liability Management Committee (ALCO), which is responsible for developing and monitoring risk management policies for their businesses. The financial services businesses are exposed to high credit risk given the unbanked rural customer base and diminishing value of collateral. The credit risk is managed through credit norms established based on historical experience.

(a) Market Risk Management

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates etc. could affect the Group's income or the value of its holdings of financial instruments including cash flow. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximising the return.

(i) Currency Risk

The Group's exposure to currency risk relates primarily to the Group's operating activities including anticipated sales & purchase and borrowings where the transactions are denominated in foreign currencies.

The Group's foreign currency exposures are managed within approved parameters. The Group hedges its foreign currency risk mainly by way of Forward Covers. Other derivative instruments may also be used if deemed appropriate.

The carrying amounts of the Group's foreign currency exposure at the end of the reporting period are as follows :

| | US Dollar | Euro | JPY | KRW | Others | Total |
|--|-----------|----------|----------|--------|--------|----------|
| <i>Rupees crores</i> | | | | | | |
| As at 31st March, 2022 | | | | | | |
| Financial Assets | 1,764.01 | 1,646.55 | 8.28 | 454.71 | 326.90 | 4,200.45 |
| Financial Liabilities | 3,625.70 | 1,908.33 | 947.56 | 23.50 | 108.03 | 6,613.12 |
| As at 31st March, 2021 | | | | | | |
| Financial Assets | 1,567.85 | 1,671.89 | 0.40 | 1.14 | 191.22 | 3,432.50 |
| Financial Liabilities | 3,220.60 | 2,329.69 | 1,030.51 | 364.44 | 55.89 | 7,001.12 |

Hedge Accounting - Forwards

Contracts that meet the requirements for hedge accounting are accounted as per the hedge accounting requirements of Ind AS 109 - Financial Instruments, while other contracts are accounted as derivatives measured through profit or loss.

Details of Forward Foreign Currency Contracts outstanding at the end of reporting period:

| Outstanding Contracts | 2022 | | 2021 | |
|---------------------------|--------------------|--|--------------------|--|
| | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets/(Liabilities) | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets/(Liabilities) |
| <i>Rupees crores</i> | | | | |
| Cash Flow Hedges | | | | |
| <i>Buy currency</i> | | | | |
| Maturing in 1+ years | | | | |
| — EUR/INR | — | — | 428.75 | (62.94) |
| Maturing less than 1 year | | | | |
| — USD/INR..... | 0.81 | (0.09) | — | — |
| <i>Sell currency</i> | | | | |
| Maturing in 1+ years | | | | |
| — EUR/INR | — | — | 1,514.77 | 65.77 |
| Maturing less than 1 year | | | | |
| — USD/INR | 583.54 | 7.93 | 269.77 | 8.89 |
| — BRL/INR | 7.97 | (0.42) | — | — |
| — ZAR/INR | 368.33 | (20.98) | 269.33 | (3.67) |
| — EUR/INR | 1,487.41 | 189.37 | 6.78 | 0.22 |
| — CAD/INR | — | — | 5.56 | 0.01 |

Notional value of respective currency pair have been converted into presentation currency i.e. INR using year end closing exchange rate

36. Financial Instruments (contd.)

(a) Market Risk Management (contd.)

(ii) Interest Rate Risk

The Group uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day-to-day operations. Further, certain interest bearing liabilities carry variable interest rates.

Interest Rate risk on variable rate borrowings is managed by way of interest rate swaps.

Hedge Accounting : Interest Rate Swaps

Interest Rate swaps entered into by the Group meet the requirements for hedge accounting under Ind AS 109 - Financial Instruments, and thus are accounted as such.

Details of Interest Rate Swaps outstanding at the end of reporting period:

Rupees crores

| Outstanding Contracts | 2022 | | 2021 | |
|--|----------------|---|----------------|---|
| | Notional value | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) | Notional value | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) |
| Cash Flow Hedges | | | | |
| <i>Floating to fixed Interest Rate Swaps</i> | | | | |
| Maturing in 1+ years | | | | |
| EUR..... | — | — | 428.75 | (0.72) |
| Maturing in 1+ years | | | | |
| USD..... | — | — | 183.98 | (3.01) |

(iii) The movements in Cash Flow Hedge Reserve for instruments designated in a cash flow hedge are as follows:

Rupees crores

| Particulars | 2022 | | | 2021 | | |
|---|---------------------------|---------------------------|----------------|---------------------------|---------------------------|-----------------|
| | Exchange Rate Risk hedges | Interest Rate Risk hedges | Total | Exchange Rate Risk hedges | Interest Rate Risk hedges | Total |
| Balance at the beginning of the year | (97.25) | (3.51) | (100.76) | (156.77) | (4.81) | (161.58) |
| (Gains)/Losses transferred to Profit or Loss on occurrence of the forecast transaction..... | (27.57) | — | (27.57) | 0.32 | — | 0.32 |
| (Gains)/Losses transferred to Profit or Loss due to cash flows no longer expected to occur..... | — | — | — | 0.35 | — | 0.35 |
| Change in Fair Value of Effective Portion of cash flow hedges | 38.68 | 3.69 | 42.37 | (12.98) | 1.42 | (11.56) |
| Deferred Tax on the above | (1.35) | (0.18) | (1.53) | 0.82 | (0.12) | 0.71 |
| Balance at the end of the year | (87.49) | — | (87.49) | (168.26) | (3.51) | (171.76) |
| Add: Share of Associate/Joint Venture | 53.62 | — | 53.62 | 71.22 | — | 71.22 |
| Deferred Tax on share of associates/joint ventures | (0.08) | — | (0.08) | (0.02) | — | (0.02) |
| Add/(Less) : Non Controlling interest..... | (1.93) | — | (1.93) | 3.09 | — | 3.09 |
| Other comprehensive income reclassified to profit or loss..... | (1.37) | — | (1.37) | — | — | — |
| Less: Deconsolidation of subsidiary..... | — | — | — | (3.28) | — | (3.28) |
| Total | (37.25) | — | (37.25) | (97.25) | (3.51) | (100.76) |
| Of the above: | | | | | | |
| Balance relating to continuing hedges..... | (37.25) | — | (37.25) | (97.25) | (3.51) | (100.76) |

36. Financial Instruments (contd.)
(b) Credit Risk Management

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group usually deals with creditworthy counterparties and obtain sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored.

(i) Financial Guarantees

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on. The accounting of financial guarantees is as explained in Note 2(k). The amount recognised in Consolidated Balance Sheet as liabilities is as below.

| Particulars | Rupees crores | |
|--------------------------------------|---------------|----------|
| | 2022 | 2021 |
| Maximum exposure | 564.23 | 1,030.61 |
| Amount recognised as liability | 20.50 | 368.67 |

(ii) Trade Receivables

The Group 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 has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Group. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

Reconciliation of loss allowance for Trade Receivables:

Other than related to hospitality segment

| Particulars | Rupees crores | |
|---|---------------|---------------|
| | 2022 | 2021 |
| Balance as at beginning of the year | 405.43 | 361.74 |
| Additions during the year..... | 74.32 | 149.06 |
| Amounts written off during the year..... | (30.46) | (33.51) |
| Impairment losses reversed/written back | (40.73) | (57.32) |
| Foreign exchange translation difference..... | (4.01) | (1.22) |
| On account of deconsolidation/disposal of subsidiaries..... | (5.68) | (13.32) |
| Balance as at end of the year | 398.87 | 405.43 |

Related to hospitality segment

| Particulars | Rupees crores | |
|--|---------------|-------------|
| | 2022 | 2021 |
| Balance as at beginning of the year | 9.01 | 10.47 |
| Additions during the year..... | 1.57 | — |
| Amounts written off during the year..... | — | (1.46) |
| Balance as at end of the year | 10.58 | 9.01 |

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets.

(iii) Credit risk related to financial services business

Financial services business has a comprehensive framework for monitoring credit quality of its Retail and other loans based on days past due monitoring. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery is taken through follow ups and legal recourse.

The following tables set out information about credit quality of loan assets measured at amortised cost:

Retail Loans

| Particulars | Rupees crores | |
|--|------------------|------------------|
| | 2022 | 2021 |
| <i>Gross carrying value of Retail and SME loan assets</i> | | |
| Neither Past due nor impaired..... | 49,172.63 | 46,930.44 |
| Past due but not impaired | | |
| 30 days past due..... | 4,727.01 | 7,212.17 |
| 31-90 days past due | 11,243.51 | 10,175.33 |
| Impaired (more than 90 days) | 5,788.62 | 6,725.02 |
| Total Gross carrying value as at reporting date | 70,931.77 | 71,042.96 |

36. Financial Instruments (contd.)**(b) Credit Risk Management (contd.)****Trade Advances**

| Particulars | <i>Rupees crores</i> | |
|--|----------------------|-----------------|
| | 2022 | 2021 |
| <i>Gross carrying amount of trade advances</i> | | |
| Less than 60 days past due | 1,682.21 | 1,113.33 |
| 61-90 days past due | 64.55 | 22.57 |
| Impaired (more than 90 days) | 60.66 | 59.08 |
| Total Gross carrying value as at reporting date | 1,807.42 | 1,194.98 |

Inputs considered in the ECL model

In assessing the impairment of loans assets under Expected Credit Loss (ECL) Model, the loan assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the calculation and presentation of interest revenue.

The financial services business categorises loan assets into stages based on the days past due status:

- Stage 1: 0-30 days past due
- Stage 2: 31-89 days past due
- Stage 3: 90 days and above

RBI COVID-19 Resolution FrameworkAssessment of loan modifications on credit risk:

In response to the economic fall-out on account of Covid-19 pandemic, the RBI on 6 August, 2020 announced resolution plan framework vide circular no. RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 for personal loan customers. Further owing to the second wave of the Pandemic in India, RBI on 5 May, 2021 announced resolution framework 2.0 vide circular No. RBI/2021-22/32 DOR.STR.REC.12/21.04.048/2021-22. Loan modifications executed under both these schemes have not been classified as renegotiated as they are as a result of market-wide customer relief programme and not borrower-specific. The financial service business in the Group has implemented resolution plans under the resolution framework 2.0 for loans amounting to Rs. 4,335.94 crore, which have an outstanding balance of **Rs. 3,967.59 crores** as of 31st March 2022. The financial services business continues to monitor the recoverability of loans granted in accordance with these circulars and is continuing to carry the required overlays over and above the model provisioning based on the repayment behaviour on these loan accounts.

Impact of COVID-19

During the previous year, in accordance with the Board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated 27 March 2020, 17 April 2020 and 23 May 2020 relating to 'COVID-19 - Regulatory Package', the financial service business in the Group had granted moratorium up to six months on the payment of instalments which became due between 1 March 2020 and 31 August 2020 to all eligible borrowers. This relaxation did not automatically trigger a significant increase in credit risk. The Group, in the previous year, continued to recognize interest income during the moratorium period.

The outbreak of COVID-19 led to nationwide lockdown from March 2020, which gradually phased out over the next few months basis the local level spread of the pandemic. The nation was impacted by the second wave of the pandemic in the first half of the fiscal year 2022 which again slowed down the economic activities to a limited extent. Despite the successful roll out of vaccines around the world, a varying degree of uncertainty remained through out the year ended 31st March 2022. This was caused by new variants of COVID -19, varying vaccine effectiveness and the need for reimposing of government - imposed restrictions. This uncertainty is reflected in the financial services business assessment of impairment loss allowance on its loans which are subject to a number of management judgements and estimates. In relation to COVID-19, judgements and assumptions include the extent and duration of the pandemic, the changes in the macro economic outlook and its associated impact on the impairment calculations.

Assumptions considered in the ECL model

The financial services business has made the following assumptions in the ECL Model:

- "Loss given default" (LGD) is common for all three stages and is based on loss in past portfolio. Actual cashflows are discounted with average rate for arriving loss rate. Effective interest rate (EIR) has been taken as discount rate for all retail loans.
- "Probability of default" (PD) is applied on Stage 1 and Stage 2 on portfolio basis and for Stage 3 PD is 100%. This is calculated as an average of the last 60 months yearly average.

Estimation Technique

The financial services business has applied the following estimation technique in its ECL model:

"Probability of Default" (PD) is applied on Stage 1 and Stage 2 on portfolio basis and for Stage 3 PD at 100%. This is calculated as an average of the last 60 months yearly movement of default rates and future adjustment for macro economic factor such as agriculture and change in GDP are considered most relevant in determining the PD. The Group assigns probability to these factors in order to determine the impact of such factors on PD.

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

- Loss given default is calculated based on discounted actual cash flow on past portfolio in default along with reversals.

While the methodologies and assumptions applied in the impairment loss allowance calculations remained unchanged from those applied while preparing the financial statements for the year ended March 2020, estimates, assumptions and judgements specific to the impact of the COVID-19 pandemic and the associated support packages have been incorporated in the measurement of impairment loss allowance and recognised an overlay in the consolidated statement of profit and loss. The impairment loss allowance estimates are inherently uncertain and, as a result, actual results may differ from these estimates.

Forward Looking Information

In calculating the expected credit loss rates, the financial services business considers historical loss rates on portfolio over a period which covers most external factors like drought, government and policy changes etc. and these historical PDs are converted into forward looking PDs considering the agricultural and GDP growth estimates.

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the financial services business considers both quantitative and qualitative information and analysis based on the business's historical experience, including forward-looking information. The financial services business considers reasonable and supportable information that is relevant and available without undue cost and effort. The financial services business's accounting policy is not to use the practical expedient that the financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result the financial services business monitors all financial assets and loan commitments that are subject to impairment for significant increase in credit risk.

Definition of default

The financial services business considers a financial asset to be in "default" and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.

Policy for write off of Loan Assets

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the financial services business determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

In accordance with the regulatory expectation of the Reserve Bank of India to bring down the Net NPA ratio below 4% for the financial services subsidiary Mahindra and Mahindra Financial Services Limited (MMFSL), the net NPA (net Stage-3 assets) ratio stood at 3.36% as at 31st March 2022 which is in line with regulatory expectation of the RBI.

Impairment loss

The expected credit loss allowance provision is determined as follows:

Rupees crores

| Particulars | Performing Loans - 12 month ECL | Underperforming loans - 'lifetime ECL not credit impaired' | Impaired loans - 'lifetime ECL credit impaired' | Total |
|--|---------------------------------|--|---|-----------|
| Gross Balance as at 31 st March, 2022 | 53,899.64 | 11,243.51 | 5,788.62 | 70,931.77 |
| Expected credit loss rate | 0.99% | 12.61% | 52.86% | |
| Carrying amount as at 31 st March, 2022 (net of impairment provision) | 53,367.06 | 9,826.13 | 2,728.94 | 65,922.13 |
| Gross Balance as at 31 st March, 2021 | 54,142.61 | 10,175.33 | 6,725.02 | 71,042.96 |
| Expected credit loss rate | 0.88% | 10.41% | 52.94% | |
| Carrying amount as at 31 st March, 2021 (net of impairment provision) | 53,665.04 | 9,115.61 | 3,164.50 | 65,945.15 |

Level of Assessment - Aggregation Criteria

The financial services business recognises the expected credit losses on a collective basis that takes into account comprehensive credit risk information and considers the economic and risk characteristics, pricing range and sector concentration.

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

Reconciliation of loss allowance provision for Retail and SME loans

Rupees crores

| Particulars | 12-month ECL | Lifetime ECL not credit impaired | Lifetime ECL credit impaired | Total |
|--|---------------|----------------------------------|------------------------------|-----------------|
| Balance as at 1 st April, 2020 | 600.54 | 847.45 | 2,121.87 | 3,569.86 |
| — Transferred to/from 12 months ECL | 232.87 | (171.91) | (60.96) | — |
| — Transferred to/from lifetime ECL not credit impaired | (36.51) | 79.35 | (42.84) | — |
| — Transferred to/from lifetime ECL credit impaired | (11.43) | (132.66) | 144.09 | — |
| Loans that have been derecognised during the year | (49.02) | (90.33) | (474.16) | (613.51) |
| New loans originated during the year | 146.49 | 40.83 | 13.64 | 200.96 |
| Write-offs..... | (0.02) | (1.30) | (643.64) | (644.96) |
| Net remeasurement of loss allowance..... | (405.35) | 488.29 | 2,502.52 | 2,585.46 |
| Balance as at 31st March, 2021 | 477.57 | 1,059.72 | 3,560.52 | 5,097.81 |

Rupees crores

| Particulars | 12-month ECL | Lifetime ECL not credit impaired | Lifetime ECL credit impaired | Total |
|--|---------------|----------------------------------|------------------------------|-----------------|
| Balance as at 1 st April, 2021 | 477.57 | 1,059.72 | 3,560.52 | 5,097.81 |
| — Transferred to/from 12 months ECL | 376.09 | (138.74) | (237.35) | — |
| — Transferred to/from lifetime ECL not credit impaired | 10.58 | 103.03 | (113.61) | — |
| — Transferred to/from lifetime ECL credit impaired | (3.97) | (121.27) | 125.24 | — |
| Business combination during the year..... | 1.45 | 0.83 | 1.99 | 4.27 |
| Loans that have been derecognised during the year | (72.34) | (348.92) | (861.82) | (1,283.08) |
| New loans originated during the year | 237.59 | 496.51 | 292.57 | 1,026.67 |
| Write-offs..... | (0.04) | (5.76) | (942.02) | (947.82) |
| Net remeasurement of loss allowance..... | (494.35) | 371.98 | 1,234.16 | 1,111.79 |
| Balance as at 31st March, 2022 | 532.58 | 1,417.38 | 3,059.68 | 5,009.64 |

Trade advances

Rupees crores

| | 2022 | 2021 |
|-------------------------------|-------|-------|
| Loss allowance provision..... | 71.73 | 65.05 |

Impairment loss on financial services receivable for the year ended 31st March, 2022 recognised in profit or loss of **Rs. 2,725.50 crores** (2021: Rs. 4,017.37 crores) includes bad debts and write offs of **Rs. 2,813.65 crores** (2021: Rs. 2,506.52 crores), reversal of provision for expected credit loss of **Rs. 85.76 crores** (2021: provision of Rs. 1,510.81 crores) and reversal of provision for loan commitments of **Rs. 2.39 crores** (2021: charge of Rs. 0.04 crores).

'12 months ECL' and 'lifetime ECL not credit impaired' are collectively assessed. 'Lifetime ECL credit impaired' are individually assessed.

Loan which are written off continue to be subject of enforcement activity.

Significant changes in the gross carrying value that contributed to change in loss allowance

The financial services business mostly provides loans to retail individual customers in Rural and Semi urban area which are of small ticket size. Change in any single customer repayment will not impact significantly to provisioning. All customers are being monitored based on past due status of outstanding loan and corrective actions are taken accordingly to limit the financial services businesses risk.

Concentration of Credit Risk

Financial services business's loan portfolio is predominantly to finance retail automobile and allied equipment loans, housing loans and other business loans. The financial services business manages concentration of risk primarily by geographical region in India. The following table shows the geographical concentrations of financial loans as at year end:

Rupees crores

| | 2022 | 2021 |
|---|------------------|------------------|
| Carrying Value | 72,739.19 | 72,237.94 |
| Concentration by Geographical region in India: | | |
| North | 17,388.45 | 19,379.94 |
| East | 16,387.77 | 17,252.60 |
| West | 22,547.51 | 19,839.76 |
| South | 16,415.46 | 15,765.64 |
| Total Loans as at reporting year | 72,739.19 | 72,237.94 |

36. Financial Instruments (contd.)
(b) Credit Risk Management (contd.)
Maximum Exposure to credit Risk

The maximum exposure to credit risk of loans is their carrying amount. The maximum exposure is before considering the effect of mitigation through collateral.

Narrative Description of Collateral

The amount of collateral obtained, if deemed necessary by the financial services business upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral primarily include vehicles and residential units purchased by retail loan customers.

Quantitative Information of Collateral - Credit Impaired assets

(Collateral Coverage - Value of collateral available to mitigate the credit exposure)

Rupees crores

| Loan To Value (LTV) Range | Gross Value of loans in stage 3 | |
|---------------------------|---------------------------------|-----------------|
| | 2022 | 2021 |
| Upto 50% coverage..... | 498.52 | 458.31 |
| 51 - 70% coverage..... | 624.32 | 641.45 |
| 71 - 100% coverage..... | 644.08 | 679.45 |
| Above 100% coverage | 4,021.70 | 4,945.81 |
| | 5,788.62 | 6,725.02 |

(c) Liquidity risk management
(i) Maturity profile of non-derivative financial liabilities

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has 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.

Rupees crores

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years | 5 years and above |
|--|------------------|------------------|--------------------|-------------------|
| As at 31st March, 2022 | | | | |
| Short term borrowings - Principal | 26,042.12 | — | — | — |
| Short term borrowings - Interest | 2,534.50 | — | — | — |
| Long term borrowings - Principal | — | 31,785.68 | 8,478.03 | 8,457.00 |
| Long term borrowings - Interest..... | 1,929.04 | 5,034.55 | 2,254.76 | 5,014.52 |
| Trade payables | 19,036.55 | 1.55 | — | — |
| Financial Guarantees | 564.23 | — | — | — |
| Lease Liabilities | 532.41 | 929.34 | 561.35 | 1,554.27 |
| Other Financial Liabilities..... | 2,408.86 | 284.72 | 129.77 | 124.00 |
| Total | 53,047.71 | 38,035.84 | 11,423.91 | 15,149.79 |
| As at 31st March, 2021 | | | | |
| Short term borrowings - Principal | 25,180.00 | — | — | — |
| Short term borrowings - Interest | 3,273.75 | — | — | — |
| Long term borrowings - Principal | — | 35,226.85 | 8,649.45 | 9,018.31 |
| Long term borrowings - Interest | 2,053.05 | 5,889.07 | 2,363.65 | 4,876.81 |
| Trade payables | 15,505.79 | 1.44 | — | — |
| Financial Guarantees | 1,030.61 | — | — | — |
| Lease Liabilities | 642.52 | 823.38 | 527.96 | 1,262.97 |
| Other Financial Liabilities..... | 2,130.41 | 108.85 | 3.62 | 365.18 |
| Total | 49,816.13 | 42,049.59 | 11,544.68 | 15,523.27 |

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement.

36. Financial Instruments (contd.)

(c) Liquidity risk management (contd.)

(ii) Maturity profile of derivative financial liabilities

The following table details the Group's liquidity analysis for its derivative financial instruments.

Rupees crores

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years |
|--|---------------------|---------------|-----------------------|
| As at 31st March, 2022 | | | |
| Interest rate & currency swaps | 2.67 | 48.93 | 102.62 |
| Foreign exchange forward contracts | 91.47 | — | — |
| Commodity futures | 0.63 | — | — |
| Derivatives on interest over joint ventures | 91.75 | — | — |
| Gross obligation to acquire non-controlling interests..... | 277.99 | — | 92.87 |
| | 464.51 | 48.93 | 195.49 |
| As at 31st March, 2021 | | | |
| Interest rate & currency swaps | 3.70 | 48.33 | 65.89 |
| Foreign exchange forward contracts | 117.47 | 25.98 | — |
| Commodity futures | 2.49 | — | — |
| Derivatives on interest over joint ventures | 8.02 | 89.18 | — |
| Gross obligation to acquire non-controlling interests..... | 447.20 | — | 99.56 |
| | 578.88 | 163.49 | 165.45 |

(d) Sensitivity Analysis

(i) Foreign Currency Sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in major exchange rates, with all other variables held constant.

Rupees crores

| Particulars | Currency | Change in rate | Effect on Profit Before Tax | Effect on pre-tax equity |
|---|----------|----------------|-----------------------------------|--------------------------------|
| Year ended 31 st March, 2022 | INR/USD | +10% | 38.53 | (45.58) |
| | JPY/USD | +10% | 20.31 | — |
| | INR/EUR | +10% | 4.29 | — |
| Year ended 31 st March, 2021 | INR/USD | +10% | 47.49 | (23.70) |
| | JPY/USD | +10% | 22.91 | — |
| | INR/EUR | +10% | (2.54) | — |

The sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

(ii) Interest Rate sensitivity

The sensitivity analysis below have been determined based on exposure to interest rate for both derivative and non-derivative instruments at the end of reporting period. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Rupees crores

| Particulars | Currency | Increase/ decrease in basis points | Effect on profit before tax | Effect on pre-tax equity |
|---|----------|--|-----------------------------------|--------------------------------|
| Year ended 31 st March, 2022 | INR | +25 bps | (43.91) | — |
| | EUR | +25 bps | (1.67) | — |
| Year ended 31 st March, 2021 | INR | +25 bps | (38.67) | — |
| | EUR | +25 bps | (1.77) | 0.27 |

36. Financial Instruments (contd.)

(e) Fair Value Disclosures

(i) Financial Instruments regularly measured using fair value - recurring items

Rupees crores

| Financial assets/ financial liabilities | Financial Assets/ (Liabilities) | Fair Value Category | 2022 | 2021 | Fair value hierarchy | Valuation technique(s) | Key inputs | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
|---|---------------------------------------|---|----------|----------|-------------------------|---|---|---|--|
| 1) Foreign currency forwards, interest rate swaps & commodity derivatives | Financial Assets/ (Liabilities) | Financial Instruments measured at FVTPL/FVTOCI | 152.46 | (45.51) | Level 2 | Discounted Cash Flow and Interest rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | — | — |
| 2) Currency options | Financial Assets/ (Liabilities) | Financial Instruments measured at FVTPL | (119.56) | (92.22) | Level 2 | Black Scholes valuation model | Strike rate, spot rate, time to maturity, volatility and risk free interest rate. | — | — |
| 3) Derivatives on interest over Subsidiaries, associates and joint ventures | Financial Assets/ (Liabilities) | Financial Instruments measured at FVTPL | 69.68 | 78.39 | Level 3 | Comparable Companies Method/ Discounted Cash-flow/ Price of recent transactions/ Comparable Companies quoted multiples | For Comparable Companies Method / Comparable Companies Quoted Multiples - compare the price for which comparable companies are traded on the capital market. For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss account along with underlying assumptions. | Interest rates to discount future cashflows, financial projections | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of derivatives on interest in subsidiaries, associates and joint ventures. |
| 4) Gross obligation to acquire non- controlling interest | Financial Liabilities | Financial Instruments measured at FVTPL | (370.86) | (507.96) | Level 3 | Comparable Companies Method/ Discounted Cash- flow/Price of recent transactions/ Comparable Companies quoted multiples | For Comparable Companies Method/Comparable Companies Quoted Multiples - compare the price for which comparable companies are traded on the capital market. For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss account along with underlying assumptions. | Interest rates to discount future cashflows, financial projections | Any change (increase/ decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of gross obligation to acquire non-controlling interest |
| 5) Investment in Mutual Funds and Alternate Investment Fund | Financial Assets | Financial instrument measured at FVTPL | 9,066.42 | 7,273.21 | Level 1 | Net asset value | — | — | — |
| 6) Investment in equity instruments -Quoted | Financial Assets | Financial instrument designated at FVTOCI | 219.44 | 239.85 | Level 1 | Quoted bid price in active market | — | — | — |
| | Financial Assets | Financial instrument designated at FVTPL | 0.24 | — | Level 1 | Quoted bid price in active market | — | — | — |
| 7) Investment in equity instruments- Unquoted | Financial Assets | Financial instrument designated at FVTOCI | 86.70 | 131.13 | Level 3 | Discounted Cash Flow/ Market Multiple approach | For Discounted Cash Flow approach - The discounted cash flow method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes, long term revenue growth rates, long term pre tax operating profit margin, WACC, Discount for lack market for respective equity instrument | Terminal growth rate, weighted average cost of capital. Market multiples used for benchmarking. | Increase or decrease in multiple will result in increase or decrease in valuation |
| | Financial Assets | Financial instrument measured at FVTPL | 19.93 | 13.25 | Level 3 | Income Approach - Discounted Cash Flow | For Market Multiple approach - In this approach fair value is derived based on market multiples like PE multiple, Enterprise value (EV) multiple, Revenue Multiple etc. | | |

36. Financial Instruments (contd.)
(e) Fair Value Disclosures (contd.)

(i) Financial Instruments regularly measured using fair value - recurring items (contd.)

| Rupees crores | | | | | | | | | |
|--|--|--|----------|----------|-------------------------|---|---|---|--|
| Financial assets/ financial liabilities | Financial assets/ financial liabilities | Fair Value | 2022 | 2021 | Fair value hierarchy | Valuation technique(s) | Key inputs | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
| 8) Investment in debt instruments - Government Securities | Financial Assets | Financial instrument measured at FVTOCI | 4,490.95 | 4,448.73 | Level 1 | Quoted market price | — | — | — |
| 9) Investment in debt instruments - Debentures/Bonds, etc | Financial Assets | Financial instrument measured at FVTOCI | 293.13 | 294.12 | Level 1 | Quoted market price | — | — | — |
| 10) Investment in Other financial instruments - CP, CD | Financial Assets | Financial instrument measured at FVTPL | 70.13 | 93.00 | Level 3 | Income Approach - Discounted Cash Flow | For Discounted Cash Flow approach - The discounted cash flow method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes, long term revenue growth rates, balance sheets, statement of profit and loss along with underlying assumptions. | Interest rates to discount future cash flow, financial projections | Increase or decrease in multiple will result in increase or decrease in valuation |
| | Financial Assets | Financial instrument measured at FVTOCI | 852.20 | — | Level 1 | Market price | — | — | — |
| | Financial Assets | Financial instrument measured at FVTPL | — | 197.67 | Level 1 | Market price | — | — | — |

36. Financial Instruments (contd.)

(e) Fair Value Disclosures (contd.)

(i) Financial Instruments regularly measured using fair value - recurring items (contd.)

Reconciliation of Level 3 fair value measurements of financial instruments measured at fair value

Rupees crores

| Particulars | Unquoted Equity investment | Investment in debentures/ bonds etc | Derivatives on interest over Subsidiaries and joint ventures (Net) | Gross obligation to acquire non-controlling interest |
|--|----------------------------|-------------------------------------|--|--|
| Year Ended 31st March, 2022 | | | | |
| Opening balance..... | 144.38 | 93.00 | 78.39 | (507.96) |
| Total gains or losses recognised: | | | | |
| a) in profit/(loss)..... | 4.28 | (12.41) | (7.90) | 54.40 |
| b) in other comprehensive income..... | (48.99) | — | — | — |
| Purchase during the year | 9.30 | — | — | — |
| Disposal during the year | (3.00) | (14.83) | — | — |
| Exercise of put option | — | — | (0.81) | 75.78 |
| Adjustment for share of losses of joint ventures | — | 4.37 | — | — |
| Exchange differences..... | 0.66 | — | — | 6.92 |
| Closing balance..... | 106.63 | 70.13 | 69.68 | (370.86) |
| Year Ended 31st March, 2021 | | | | |
| Opening balance..... | 155.58 | 101.86 | 75.85 | (573.83) |
| Total gains or losses recognised: | | | | |
| a) in profit/(loss)..... | 1.03 | 5.38 | (0.31) | 58.10 |
| b) in other comprehensive income..... | (42.83) | — | — | — |
| Purchase during the year | 38.05 | — | — | — |
| Disposal / conversion into equity during the year..... | (2.20) | (7.66) | 2.85 | — |
| Exercise of put option | — | — | — | 8.20 |
| Deconsolidation of subsidiary..... | (3.56) | — | — | — |
| Adjustment for share of losses of joint ventures | — | (6.58) | — | — |
| Exchange differences..... | (1.69) | — | — | (0.43) |
| Closing balance..... | 144.38 | 93.00 | 78.39 | (507.96) |

Equity Investments designated at FVTOCI

Rupees crores

| Particulars | 2022 | 2021 |
|---|--------|--------|
| Investment in quoted and unquoted equity instruments: | | |
| Fair value of investments..... | 306.14 | 370.98 |

36. Financial Instruments (contd.)

(e) Fair Value Disclosures (contd.)

(ii) Financial Instruments measured at amortised cost

Rupees crores

| Particulars | Carrying Value | Fair value | Fair value | | |
|---|-------------------|-------------------|------------------|------------------|------------------|
| | | | Level 1 | Level 2 | Level 3 |
| As at 31st March, 2022 | | | | | |
| Financial assets | | | | | |
| a) Investments | 1,811.59 | 1,865.25 | 1,391.80 | 473.45 | — |
| b) Trade Receivables..... | 6,683.38 | 6,683.38 | — | 6,683.38 | — |
| c) Financial Services Receivable | 67,657.82 | 67,997.01 | — | — | 67,997.01 |
| d) Security Deposit | 279.14 | 279.14 | — | 279.14 | — |
| e) Other financial assets including loans | 3,290.91 | 3,291.89 | — | 3,096.18 | 195.71 |
| f) Fixed Deposit..... | 707.43 | 707.43 | — | 707.43 | — |
| Total | 80,430.27 | 80,824.10 | 1,391.80 | 11,239.58 | 68,192.72 |
| Financial liabilities | | | | | |
| a) Non-Current Borrowings..... | 48,625.06 | 52,356.74 | 18,575.14 | 33,781.60 | — |
| b) Lease liabilities..... | 2,938.03 | 2,938.03 | — | 2,938.03 | — |
| c) Trade Payable..... | 19,038.10 | 19,038.10 | — | 19,038.10 | — |
| d) Current Borrowings | 26,042.12 | 26,042.12 | 5,599.78 | 20,442.34 | — |
| e) Other Financial Liabilities..... | 5,198.05 | 5,198.05 | — | 4,694.82 | 503.23 |
| Total | 101,841.36 | 105,573.04 | 24,174.92 | 80,894.89 | 503.23 |
| As at 31st March, 2021 | | | | | |
| Financial assets | | | | | |
| a) Investments | 3,830.48 | 3,909.51 | 1,390.03 | 2,519.48 | — |
| b) Trade Receivables..... | 6,373.92 | 6,373.92 | — | 6,373.92 | — |
| c) Financial Services Receivable | 67,075.08 | 67,526.12 | — | — | 67,526.12 |
| d) Security Deposit | 289.64 | 289.64 | — | 289.64 | — |
| e) Other Loans..... | 2,609.47 | 2,622.07 | — | 1,812.42 | 809.65 |
| f) Fixed Deposit..... | 369.05 | 369.05 | — | 369.05 | — |
| Total | 80,547.64 | 81,090.31 | 1,390.03 | 11,364.51 | 68,335.77 |
| Financial liabilities | | | | | |
| a) Non-Current Borrowings..... | 52,778.37 | 54,768.93 | 20,891.46 | 33,877.47 | — |
| b) Lease liabilities..... | 2,666.46 | 2,666.46 | — | 2,666.46 | — |
| c) Trade Payable..... | 15,507.23 | 15,507.23 | — | 15,507.23 | — |
| d) Current Borrowings | 25,180.00 | 25,180.00 | 4,075.95 | 21,104.05 | — |
| e) Other Financial Liabilities..... | 5,638.86 | 5,638.86 | — | 5,014.91 | 623.95 |
| Total | 101,770.92 | 103,761.48 | 24,967.41 | 78,170.12 | 623.95 |

There were no transfers between Level 1 and Level 2 during the year.

37. Significant changes in ownership

Mahindra Ideal Finance Limited

Pursuant to the Share Subscription, Share Purchase and Shareholders' Agreement dated 20th August, 2019 with Ideal Finance Limited, Sri Lanka (Ideal Finance) and its existing shareholders for Investment of the third and final tranche for acquisition of shares of Ideal Finance from its existing shareholders, Mahindra Finance has completed the acquisition of the balance 20% of the Equity Share Capital aggregating 2,91,29,032 Equity Shares of Ideal Finance from Its existing shareholders for **Rs. 33.97 crores** on 8th July 2021, resulting in an increase in the stake in Ideal Finance from 38.20% to 58.20%, Consequent to this investment, Ideal Finance has become a Subsidiary of the Company effective 8th July, 2021.

38. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows:

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of ownership interest * | |
|--|---|------------------------------------|---------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| Mahindra Vehicle Manufacturers Limited #..... | India | — | 100.00% |
| Mahindra Heavy Engines Limited..... | India | 100.00% | 100.00% |
| Mahindra Electric Mobility Limited..... | India | 98.98% | 99.35% |
| NBS International Limited..... | India | 100.00% | 100.00% |
| Mahindra Automotive Australia Pty. Limited..... | Australia | 100.00% | 100.00% |
| Mahindra Europe s.r.l. | Italy | 100.00% | 100.00% |
| Mahindra and Mahindra South Africa (Proprietary) Limited | South Africa | 100.00% | 100.00% |
| Mahindra West Africa Limited (Under liquidation)..... | Nigeria | 100.00% | 100.00% |
| Gromax Agri Equipment Limited | India | 60.00% | 60.00% |
| Kota Farm Services Limited @..... | India | 47.81% | 47.81% |
| Trringo.com Limited..... | India | 100.00% | 100.00% |
| Mahindra USA Inc..... | U.S.A. | 100.00% | 100.00% |
| Mitsubishi Mahindra Agricultural Machinery Co., Ltd \$ | Japan | 66.67% | 66.67% |
| Mitsubishi Agricultural Machinery Sales Co., Ltd..... | Japan | 66.67% | 66.67% |
| Ryono Factory Co., Ltd. | Japan | 66.67% | 66.67% |
| Ryono Engineering Co., Ltd. | Japan | 66.67% | 66.67% |
| Dia Computer Service Co., Ltd..... | Japan | 66.67% | 66.67% |
| Ryono Asset Management Co., Ltd..... | Japan | 66.67% | 66.67% |
| Mahindra Mexico S. de. R. L..... | Mexico | 100.00% | 100.00% |
| Mahindra do Brasil Industrial Ltda..... | Brazil | 100.00% | 100.00% |
| Hisarlar Makina Sanayi ve Ticaret Anonim Şirketi (upto 16 th September, 2021) ** | Turkey | — | 94.33% |
| Hisarlar İthalat İhracat Pazarlama Anonim Şirketi (upto 16 th September, 2021) ** | Turkey | — | 94.33% |
| Mahindra & Mahindra Financial Services Limited..... | India | 52.26% | 52.31% |
| Mahindra Insurance Brokers Limited | India | 41.81% | 41.85% |
| Mahindra Rural Housing Finance Limited | India | 51.87% | 52.00% |
| Mahindra Finance CSR Foundation | India | 52.26% | 52.31% |
| MRHFL Employee Welfare Trust (ESOP)..... | India | 51.87% | 52.00% |
| Mahindra Lifespace Developers Limited..... | India | 51.33% | 51.46% |
| Mahindra Infrastructure Developers Limited | India | 51.33% | 51.46% |
| Mahindra World City (Maharashtra) Limited | India | 51.33% | 51.46% |
| Mahindra Integrated Township Limited | India | 37.98% | 38.08% |
| Knowledge Township Limited | India | 51.33% | 51.46% |
| Mahindra Residential Developers Limited..... | India | 37.98% | 38.08% |
| Industrial Township (Maharashtra) Limited..... | India | 51.33% | 51.46% |

38. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (contd.)

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows: (contd.)

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of ownership interest * | |
|---|---|------------------------------------|--------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| Anthurium Developers Limited | India | 51.33% | 51.46% |
| Mahindra Water Utilities Limited..... | India | 50.82% | 50.94% |
| Rathna Bhoomi Enterprises Private Limited | India | 51.33% | 51.46% |
| Deep Mangal Developers Private Limited | India | 51.33% | 51.46% |
| Moonshine Construction Private Limited | India | 51.33% | 51.46% |
| Mahindra Consulting Engineers Limited | India | 88.35% | 88.35% |
| Mahindra Bloomdale Developers Limited | India | 51.33% | 51.46% |
| Mahindra Holidays & Resorts India Limited | India | 67.47% | 67.63% |
| Mahindra Hotels and Residences India Limited..... | India | 67.47% | 67.63% |
| Gables Promoters Private Limited | India | 67.47% | 67.63% |
| Heritage Bird (M) Sdn. Bhd..... | Malaysia | 67.47% | 67.63% |
| Infinity Hospitality Group Company Limited | Thailand | 49.92% | 50.03% |
| MH Boutique Hospitality Limited @..... | Thailand | 33.06% | 33.14% |
| MHR Holdings (Mauritius) Limited..... | Mauritius | 67.47% | 67.63% |
| Covington S.a.r.l | Luxembourg | 67.47% | 67.63% |
| HCR Management Oy..... | Finland | 67.47% | 67.63% |
| Holiday Club Resorts Oy..... | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Himos Gardens..... | Finland | 67.47% | 67.63% |
| Suomen Vapaa-aikakiinteistöt Oy LKV (Liquidated w.e.f. 30 th March, 2022)..... | Finland | — | 67.63% |
| Kiinteistö Oy Vanha Ykköstii | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Katinnurkka..... | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Tenetinlahti | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Mällösniemi | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Rauhan Ranta 1 | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Rauhan Ranta 2 | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Tiurunniemi | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Rauhan Liikekiinteistöt 1 | Finland | 67.47% | 67.63% |
| Supermarket Capri Oy..... | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Kylpyläntorni 1..... | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Spa Lofts 2..... | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Spa Lofts 3..... | Finland | 67.47% | 67.63% |
| Kiinteistö Oy Kuusamon Pulkajärvi 1..... | Finland | 67.47% | 67.63% |
| Ownership Services Sweden Ab..... | Sweden | 67.47% | 67.63% |
| Are Villa 3 AB..... | Sweden | 67.47% | 67.63% |
| Holiday Club Sweden Ab Åre | Sweden | 67.47% | 67.63% |
| Holiday Club Sport and Spahotels AB..... | Sweden | 67.47% | 67.63% |
| Holiday Club Resorts Rus LLC..... | Russia | 67.47% | 67.63% |
| Holiday Club Canarias Investments S.L.U..... | Spain | 67.47% | 67.63% |
| Holiday Club Canarias Sales & Marketing S.L.U..... | Spain | 67.47% | 67.63% |
| Holiday Club Canarias Resort Management S.L.U. | Spain | 67.47% | 67.63% |
| Holiday Club Canarias Vacation Club SLU | Spain | 67.47% | 67.63% |

38. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (contd.)

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows: (contd.)

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of ownership interest * | |
|---|---|------------------------------------|---------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| Arabian Dreams Hotel Apartments LLC @..... | U.A.E | 33.06% | 33.14% |
| Mahindra Two Wheelers Limited | India | 100.00% | 100.00% |
| Mahindra Two Wheelers Europe Holdings S.a.r.l..... | Luxembourg | 100.00% | 100.00% |
| Peugeot Motocycles S.A.S. | France | 100.00% | 100.00% |
| Peugeot Motocycles Deutschland GmbH..... | Germany | 100.00% | 100.00% |
| Peugeot Motocycles Italia S.p.A. (Under liquidation)..... | Italy | 100.00% | 100.00% |
| PMTC Engineering S.p.A. | Italy | 100.00% | 100.00% |
| Mahindra Tractor Assembly, Inc..... | U.S.A. | 100.00% | 100.00% |
| Mahindra Agri Solutions Limited | India | 98.79% | 98.79% |
| Mahindra Susten Bangladesh Private Limited (Liquidated w.e.f. 15 th March, 2022) | Bangladesh | — | 100.00% |
| Mahindra Automotive Mauritius Limited..... | Mauritius | 100.00% | 100.00% |
| Automobili Pininfarina GmbH | Germany | 100.00% | 100.00% |
| Automobili Pininfarina Americas Inc | U.S.A. | 100.00% | 100.00% |
| MSPE Urja S.R.L. (Liquidated w.e.f. 18 th January, 2022) | Italy | — | 100.00% |
| Mahindra EPC Irrigation Limited..... | India | 54.40% | 54.40% |
| Mahindra HZPC Private Limited | India | 59.22% | 59.22% |
| Mahindra Fruits Private Limited (formerly known as Mahindra Greenyard Private Limited) | India | 98.79% | 98.79% |
| OFD Holding B.V. | Netherlands | 82.09% | 82.09% |
| Origin Direct Asia Ltd..... | Hong Kong | 49.25% | 49.25% |
| Origin Fruit Direct B.V. | Netherlands | 82.09% | 82.09% |
| Origin Fruit Services South America SpA | Chile | 82.09% | 82.09% |
| Origin Direct Asia (Shanghai) Trading Co. Ltd. | China | 82.09% | 82.09% |
| Bristlecone Limited | Cayman Islands | 97.06% | 74.86% |
| Bristlecone Consulting Limited | Canada | 97.06% | 74.86% |
| Bristlecone (Malaysia) Sdn. Bhd..... | Malaysia | 97.06% | 74.86% |
| Bristlecone International AG | Switzerland | 97.06% | 74.86% |
| Bristlecone UK Limited | U.K. | 97.06% | 74.86% |
| Bristlecone Inc. | U.S.A. | 97.06% | 74.86% |
| Bristlecone Middle East DMCC | U.A.E. | 97.06% | 74.86% |
| Bristlecone India Limited..... | India | 97.06% | 74.86% |
| Bristlecone GmbH | Germany | 97.06% | 74.86% |
| Bristlecone (Singapore) Pte. Limited | Singapore | 97.06% | 74.86% |
| Bristlecone Internacional Costa Rica Limited (w.e.f. 4 th January, 2022)..... | Costa Rica | 97.06% | — |
| Mahindra Intertrade Limited..... | India | 100.00% | 100.00% |
| Mahindra Steel Service Centre Limited..... | India | 61.00% | 61.00% |
| Mahindra Electrical Steel Private Limited..... | India | 100.00% | 100.00% |
| Mahindra Auto Steel Private Limited | India | 51.00% | 51.00% |
| Mahindra MiddleEast Electrical Steel Service Centre (FZC)..... | U.A.E. | 90.00% | 90.00% |
| Mahindra MSTC Recycling Private Limited..... | India | 50.00% | 50.00% |

38. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (contd.)

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows: (contd.)

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of ownership interest * | |
|---|---|------------------------------------|---------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| PT Mahindra Accelo Steel Indonesia..... | Indonesia | 99.98% | 99.98% |
| Mahindra Holdings Limited | India | 100.00% | 100.00% |
| Mahindra Overseas Investment Company (Mauritius) Limited..... | Mauritius | 100.00% | 100.00% |
| Mahindra Racing UK Limited..... | U.K. | 100.00% | 100.00% |
| Mahindra Susten Private Limited | India | 100.00% | 100.00% |
| Mahindra Renewables Private Limited | India | 100.00% | 100.00% |
| Mahindra Teqo Private Limited | India | 100.00% | 100.00% |
| Neo Solren Private Limited | India | 100.00% | 100.00% |
| Astra Solren Private Limited | India | 100.00% | 100.00% |
| Mega Suryaurja Private Limited | India | 100.00% | 100.00% |
| Mahindra Engineering and Chemical Products Limited #..... | India | — | 100.00% |
| Retail Initiative Holdings Limited #..... | India | — | 100.00% |
| Mahindra Retail Limited # | India | — | 100.00% |
| Mahindra Defence Systems Limited | India | 100.00% | 100.00% |
| Mahindra First Choice Wheels Limited | India | 50.60% | 50.60% |
| Fifth Gear Ventures Limited..... | India | 50.60% | 50.60% |
| Mahindra Namaste Limited | India | 88.35% | 88.35% |
| Mahindra Integrated Business Solutions Private Limited..... | India | 100.00% | 100.00% |
| Mahindra Publications Limited (formerly known as Mahindra 'Electoral Trust' Company) (upto 27 th October, 2021) ** | India | — | 100.00% |
| Mahindra eMarket Limited..... | India | 83.47% | 83.47% |
| Mahindra Construction Company Limited..... | India | 65.30% | 65.37% |
| Officemartindia.com Limited | India | 50.00% | 50.00% |
| Mahindra & Mahindra Contech Limited @..... | India | 46.66% | 46.66% |
| Mumbai Mantra Media Limited | India | 100.00% | 100.00% |
| Mahindra Airways Limited..... | India | 100.00% | 100.00% |
| Mahindra Marine Private Limited | India | 81.58% | 81.58% |
| Mahindra & Mahindra Financial Services Limited ESOP Trust | India | 52.26% | 52.31% |
| Mahindra Holidays & Resorts India Limited ESOP Trust..... | India | 67.47% | 67.63% |
| Mahindra & Mahindra Benefit Trust..... | India | 100.00% | 100.00% |
| Mahindra & Mahindra ESOP Trust | India | 100.00% | 100.00% |
| Sunrise Initiatives Trust..... | India | 100.00% | 100.00% |
| Mahindra First Choice Wheels Limited ESOP Trust..... | India | 50.60% | 50.60% |
| Mahindra Consulting Engineers Limited ESOP Trust | India | 88.35% | 88.35% |
| Mahindra Waste To Energy Solutions Limited | India | 87.39% | 87.39% |
| Mahindra Telecom Energy Management Services Private Limited (formerly known as Mahindra Telecom Energy Management Services Limited) | India | 100.00% | 100.00% |
| Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V..... | Netherlands | 98.79% | 98.79% |
| Mahindra Automotive North America Inc..... | U.S.A. | 100.00% | 100.00% |
| Mahindra Vehicle Sales and Service Inc..... | U.S.A. | 100.00% | 100.00% |
| Mahindra North American Technical Center, Inc. | U.S.A. | 100.00% | 100.00% |

38. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (contd.)

(a) Details of the Group's subsidiaries at the end of the reporting period are as follows: (contd.)

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of ownership interest * | |
|--|---|------------------------------------|---------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| Erkunt Traktor Sanayii Anonim Şirketi..... | Turkey | 100.00% | 100.00% |
| Erkunt Sanayi Anonim Şirketi | Turkey | 98.69% | 98.69% |
| Mahindra Logistics Limited | India | 58.18% | 58.34% |
| Lords Freight (India) Private Limited..... | India | 57.63% | 57.79% |
| 2 x 2 Logistics Private Limited | India | 32.00% | 32.09% |
| Mahindra Emirates Vehicle Armouring FZ-LLC..... | U.A.E. | 88.00% | 88.00% |
| Mahindra Armored Vehicles Jordan, LLC..... | Jordan | 88.00% | 88.00% |
| New Democratic Electoral Trust @ | India | 33.37% | 33.38% |
| Meru Travel Solutions Private Limited | India | 100.00% | 87.34% |
| Meru Mobility Tech Private Limited..... | India | 100.00% | 87.34% |
| V-Link Fleet Solutions Private Limited | India | 100.00% | 87.34% |
| V-Link Automotive Services Private Limited | India | 100.00% | 87.34% |
| Mahindra Bangladesh Private Limited..... | Bangladesh | 100.00% | 100.00% |
| MSPL International DMCC..... | Dubai | 100.00% | 100.00% |
| Mahindra Solarize Private Limited (w.e.f. 6 th April, 2021) | India | 100.00% | — |
| Mahindra Ideal Finance Limited (formerly known as Ideal Finance Limited) (w.e.f. 8 th July, 2021) ^ | Sri Lanka | 30.42% | — |
| Brightsolar Renewable Energy Private Limited (w.e.f. 19 th August, 2021) ^..... | India | 100.00% | — |
| Merakistan Private Limited (w.e.f. 5 th January, 2022) ^^ | India | 90.48% | — |
| Martial Solren Private Limited..... | India | 100.00% | 100.00% |

* excluding shares issued to ESOP Trusts of the respective entities / their holding companies but not allotted to employees.

@ entities have been treated as subsidiaries even though the Group holds less than half of the voting power in these entities as it has unilateral control over the investees due to other factors that give power like control over composition of board, management control etc.

\$ In addition to JPY750 million Common Stock (which represents 33.33% of the Common stock), the Company owns the entire JPY2250 million "Class A" shares (shares with no voting rights); "Class A" shares have rights over dividend and liquidation on an equal basis with Common Stock.

^ During the year ended March 2022, the Controlling status was changed from joint venture to subsidiary.

^^ During the year ended March 2022, the Controlling status was changed from associate to subsidiary.

Entities have been merged with Mahindra & Mahindra Limited

** Entity has been disposed off and ceased to be a Subsidiary.

38. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (contd.)

(b) Details of Non-Wholly Owned Subsidiaries that have material Non Controlling Interest

Rupees crores

| Sr. No. | Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of Ownership Interest and voting rights held by non controlling interests | | Profit/(Loss) from Continuing Operations allocated to non controlling interest | | Accumulated non Controlling Interest | |
|---------|--|---|--|--------|--|---------------|--------------------------------------|-----------------|
| | | | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| 1 | Mahindra & Mahindra Financial Services Limited..... | India | 47.74% | 47.69% | 583.60 | 390.19 | 8,278.02 | 7,694.92 |
| 2 | Individually Immaterial Non Controlling Interest | | | | 92.09 | (35.68) | 1,424.60 | 1,375.39 |
| | Total | | | | 675.69 | 354.51 | 9,702.62 | 9,070.31 |

Mahindra & Mahindra Financial Services Limited's Principal Activity - Financing and leasing of automobiles, tractors, commercial vehicles, SMEs and housing finance.

(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 based on their consolidated financial statements.

Rupees crores

| Particulars | Mahindra & Mahindra Financial Services Limited | |
|--|--|-----------|
| | 2022 | 2021 |
| Current Assets | 36,247.94 | 38,363.34 |
| Non Current Assets | 47,560.71 | 47,237.65 |
| Current Liabilities..... | 26,024.00 | 25,362.03 |
| Non Current Liabilities | 40,746.88 | 44,363.44 |
| Equity Interest Attributable to the owners..... | 16,896.31 | 15,776.37 |
| Non Controlling Interest | 141.46 | 99.15 |
| Revenue | 11,400.51 | 12,170.50 |
| Expenses..... | 10,250.17 | 11,390.22 |
| Profit/(Loss) for the year | 1,150.34 | 780.28 |
| Profit/(Loss) attributable to the owners of the company | 1,136.87 | 773.21 |
| Profit/(Loss) attributable to the Non-Controlling Interest | 13.47 | 7.07 |
| Dividends paid to non controlling interest..... | 47.02 | — |
| Opening Cash & Cash Equivalents..... | 808.53 | 782.60 |
| Closing Cash & Cash Equivalents..... | 765.32 | 808.53 |
| Net Cash inflow/(outflow)..... | (43.21) | 25.93 |

39. Investment in Joint Arrangements and Associates

Interests in Joint Ventures:

The Group's interests in jointly controlled entities of the Group are:

| Name of the Entity | Place of Incorporation and Place of Operation | Proportion of ownership interest | |
|--|---|----------------------------------|---------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| Mahindra World City (Jaipur) Limited # | India | 74.00% | 74.00% |
| Mahindra World City Developers Limited # | India | 89.00% | 89.00% |
| Mahindra Industrial Park Chennai Limited # | India | 60.00% | 60.00% |
| Mahindra Homes Private Limited #** | India | 72.51% | 71.61% |
| Mahindra Inframan Water Utilities Private Limited | India | 50.00% | 50.00% |
| Mahindra Sanyo Special Steel Private Limited | India | 22.81% | 22.81% |
| Mahindra Aerospace Private Limited # | India | 91.59% | 91.59% |
| Mahindra Tsubaki Conveyor Systems Private Limited (upto 21 st February, 2022) | India | — | 49.00% |
| Mahindra Telephonics Integrated Systems Limited # | India | 51.00% | 51.00% |
| Brightsolar Renewable Energy Private Limited (upto 18 th August, 2021) ^ | India | — | 51.00% |
| Jinan Qingqi Peugeot Motocycles Co Ltd. | China | 50.00% | 50.00% |
| Mahindra-BT Investment Company (Mauritius) Limited # | Mauritius | 57.00% | 57.00% |
| Mahindra Industrial Park Private Limited ** | India | 100.00% | 100.00% |
| Kiinteistö Oy Vierumäen Kaari (w.e.f. 27 th July, 2021) ** | Finland | 100.00% | — |
| Classic Legends Private Limited # | India | 60.00% | 60.00% |
| Mahindra Happinest Developers Limited # | India | 51.00% | 51.00% |
| M.I.T.R.A Agro Equipments Private Limited | India | 49.00% | 40.60% |
| Zoomcar Inc | India | 16.83% | 16.83% |
| Transtech Logistics Private Limited | India | 39.79% | 39.79% |
| Mahindra Top Greenhouses Private Limited # | India | 60.00% | 60.00% |
| Smartshift Logistics Solutions Private Limited | India | 26.28% | 35.76% |
| Carnot Technologies Private Limited # | India | 73.00% | 49.51% |
| Sampo Rosenlew Oy # | Finland | 79.13% | 79.13% |
| Mahindra Ideal Lanka (Private) Limited | India | 35.00% | 35.00% |
| Tropiikin Rantasauna Oy | Finland | 50.00% | 50.00% |
| New Delhi Centre for Sight Limited | India | 30.83% | 30.83% |
| Marvel Solren Private Limited # | India | 51.00% | 51.00% |
| Mahindra Summit Agriscience Limited # | India | 60.00% | 60.00% |
| Aquasail Distribution Company Private Limited | India | 17.65% | 17.65% |
| Mahindra Ideal Finance Limited (formerly known as Ideal Finance Limited) (upto 7 th July, 2021) ^ | Sri Lanka | — | 38.20% |
| Mahindra Manulife Investment Management Private Limited # | India | 51.00% | 51.00% |
| Mahindra Manulife Trustee Private Limited # | India | 51.00% | 51.00% |

Entities have been treated as Joint Ventures even though the Group holds more than half of the voting power in these entities as it does not have unilateral control over the investee, primarily due to existence of agreements that give the substantive rights to other investors.

** As per agreement with other shareholders, the economic interest of Mahindra Lifespace Developers Limited and Holiday Club Resort Oy is 50%.

^ During the year ended March 2022, the Controlling status was changed from joint venture to subsidiary.

39. Investment in Joint Arrangements and Associates (contd.)

Interests in Associates:

The Group's interests in associates are:

| Name of the Entity | Place of Incorporation and Place of Operation | Proportion of ownership interest | |
|--|---|----------------------------------|--------|
| | | As at 31 st March, | |
| | | 2022 | 2021 |
| Swaraj Engines Limited | India | 34.72% | 34.74% |
| Tech Mahindra Limited..... | India | 28.28% | 28.81% |
| Mahindra Finance USA LLC..... | U.S.A. | 49.00% | 49.00% |
| Mahindra CIE Automotive Limited # | India | 11.44% | 11.44% |
| CIE Automotive S.A. # | Spain | 7.83% | 7.83% |
| PSL Media & Communications Limited | India | 40.00% | 40.00% |
| The East India Company Group Limited BVI #..... | Singapore | 18.62% | 18.62% |
| Kiinteistö Oy Seniori-Saimaa..... | Finland | 31.15% | 31.00% |
| Shiga Mitsubishi Agricultural Machinery Sales Co., Ltd. | Japan | 22.40% | 22.40% |
| Kagawa Mitsubishi Agricultural Machinery Sales Co., Ltd..... | Japan | 33.33% | 33.33% |
| Okanetsu Industry Co., Ltd. | Japan | 33.77% | 33.77% |
| Kitaiwate Ryono Co., Ltd. | Japan | 25.00% | 25.00% |
| Aizu Ryono Co., Ltd. | Japan | 21.25% | 21.25% |
| Joban Ryono Co., Ltd. | Japan | 20.00% | 20.00% |
| FukuryoKiki Hanbai Co., Ltd. | Japan | 20.00% | 20.00% |
| Ibaraki Ryono Co., Ltd..... | Japan | 21.64% | 21.64% |
| Kotobuki Noki Co, Ltd..... | Japan | 33.33% | 33.33% |
| Honda Seisakusyo, Inc. | Japan | 25.00% | 25.00% |
| Yamaichi Honten Co., Ltd. | Japan | 42.85% | 42.85% |
| PF Holdings B.V. | Netherland | 40.00% | 40.00% |
| Merakisan Private Limited (Upto 4 th January, 2022) ^{^^} | India | — | 31.94% |
| Brainbees Solutions Private Limited #..... | India | 12.42% | 13.65% |
| Medwell Ventures Private Limited | India | 31.45% | 31.45% |
| HDG-Asia Ltd..... | Hong Kong | 50.00% | 50.00% |
| Scoot Networks Inc (Liquidated w.e.f. 5 th June, 2021) | U.S.A. | — | 45.71% |
| ReNew Sunlight Energy Private Limited (w.e.f. 1 st November, 2021)..... | India | 37.21% | — |
| Resson Aerospace Corporation #..... | Canada | 11.65% | 11.65% |
| Kumsan Dokum Mazelmeri A.S. | Turkey | 25.10% | 25.10% |
| Mahindra Knowledge Park Mohali Limited | India | 46.15% | 46.15% |

The financial statements of the Associates are drawn upto 31st March, 2022 other than for CIE Automotive S.A, Mahindra CIE Automotive Limited & The East India Company Group Limited BVI where it is upto 31st December, 2021.

Entities have been treated as Associate even though the Group holds less than 20% of the voting power in these entities as it has influence over the entity due to the board representation.

^{^^} During the year ended March 2022, the Controlling status was changed from Associate to subsidiary.

All of the above associates/Joint ventures are accounted for using the equity method in consolidated financial statements.

39. Investment in Joint Arrangements and Associates (contd.)

Summarised financial information in respect of the Group's material associate is set out below

Rupees crores

| Particulars | Tech Mahindra Limited - Consolidated | |
|---|--------------------------------------|-----------|
| | 2022 | 2021 |
| Current assets | | |
| Cash and cash equivalents | 3,788.90 | 2,690.40 |
| Other assets..... | 20,666.76 | 22,569.53 |
| Total current assets..... | 24,455.66 | 25,259.93 |
| Total Non-current assets..... | 20,415.09 | 14,418.09 |
| Current liabilities | | |
| Financial liabilities..... | 8,875.54 | 6,772.30 |
| Other Liabilities..... | 4,859.70 | 4,735.63 |
| Total current liabilities..... | 13,735.24 | 11,507.93 |
| Total Non-current liabilities | 3,754.40 | 2,925.60 |
| Non-controlling interest..... | 495.40 | 379.50 |
| Revenue from Operations..... | 44,645.98 | 37,855.11 |
| Interest Income | 90.40 | 325.40 |
| Depreciation and amortisation..... | 1,520.40 | 1,457.70 |
| Interest Cost | 162.60 | 174.00 |
| Income tax expense | 1,822.00 | 1,599.90 |
| Profit/(Loss) for the year | 5,630.08 | 4,353.01 |
| Other Comprehensive Income/(Loss) for the year..... | 231.20 | 423.70 |
| Total Other Comprehensive Income for the year | 5,861.28 | 4,776.71 |

Tech Mahindra Limited's Principal Activity - Information Technology (IT) and IT Enabled Services

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

Rupees crores

| Particulars | Tech Mahindra Limited - Consolidated | |
|---------------------------------|--------------------------------------|-----------|
| | 2022 | 2021 |
| Closing Net assets | 26,885.71 | 24,864.99 |
| Group's share in % | 28.28% | 28.81% |
| Group's share..... | 7,603.28 | 7,163.60 |
| Goodwill | 540.83 | 549.31 |
| Carrying amount..... | 8,144.11 | 7,712.91 |
| Market Value..... | 37,219.47 | 24,959.45 |

40. Related Party Disclosures

(a) Names of related parties where transactions have taken place during the year:

(i) Associates:

| Sr. No. | Name of the entity | Sr. No. | Name of the entity |
|---------|---|---------|---|
| 1 | Tech Mahindra Limited | 17 | Medwell Ventures Private Limited |
| 2 | Mahindra CIE Automotive Limited | 18 | Merakisan Private Limited (Upto 4 th January, 2022) |
| 3 | CIE Automotive, S.A. | 19 | Kiinteistö Oy Seniori-Saimaa |
| 4 | Swaraj Engines Limited | 20 | The East India Company Group Limited BVI |
| 5 | Mahindra Finance USA, LLC | 21 | ReNew Sunlight Energy Private Limited (w.e.f. 1 st November, 2021) |
| 6 | PF Holdings B.V. | 22 | Shiga Mitsubishi Agricultural Machinery Sales Co., Ltd. |
| 7 | Pininfarina S.p.A. | 23 | Kagawa Mitsubishi Agricultural Machinery Sales Co., Ltd. |
| 8 | Mahindra Educational Institutions | 24 | Okanetsu Industry Co., Ltd. |
| 9 | Satyam Venture Engineering Services Private Limited | 25 | Kitaiwate Ryono Co., Ltd. |
| 10 | Tech Mahindra (Shanghai) Co. Limited | 26 | Aizu Ryono Co, Ltd. |
| 11 | Tech Mahindra Foundation | 27 | Joban Ryono Co., Ltd. |
| 12 | Brainbees Solutions Private Limited | 28 | Fukuryo Kiki Hanbai Co., Ltd. |
| 13 | PSL Media & Communications Limited | 29 | Ibaraki Ryono Co., Ltd. |
| 14 | Kumsan Dokum Mazelmeri A.S. | 30 | Yamaichi Honten Co., Ltd. |
| 15 | Comviva Technologies Limited | 31 | Tech Mahindra Business Services Limited |
| 16 | Pininfarina Engineering S.R.L | | |

(ii) Joint Ventures:

| Sr. No. | Name of the entity | Sr. No. | Name of the entity |
|---------|--|---------|---|
| 1 | Classic Legends Private Limited | 16 | Mahindra Industrial Park Private Limited |
| 2 | Mahindra Aerospace Private Limited | 17 | Mahindra Industrial Park Chennai Limited |
| 3 | Mahindra Sanyo Special Steel Private Limited | 18 | Mahindra Telephonics Integrated Systems Limited |
| 4 | Mahindra World City (Jaipur) Limited | 19 | Mahindra Happinest Developers Limited |
| 5 | Mahindra World City Developers Limited | 20 | Brightsolar Renewable Energy Private Limited (upto 18 th August, 2021) |
| 6 | Gippsaero Pty. Limited | 21 | Mahindra Inframan Water Utilities Private Limited |
| 7 | Mahindra Aerostructures Private Limited | 22 | Mahindra-BT Investment Company (Mauritius) Limited |
| 8 | Mahindra Tsubaki Conveyor Systems Private Limited) (upto 21 st February, 2022 | 23 | Jinan Qingqi Peugeot Motorcycles Co Ltd |
| 9 | Mahindra Ideal Lanka (Private) Limited | 24 | Smartshift Logistics Solutions Private Limited |
| 10 | Sampo-Rosenlew Oy | 25 | Mahindra Summit Agriscience Limited |
| 11 | M.I.T.R.A. Agro Equipments Private Limited | 26 | Carnot Technologies Private Limited |
| 12 | Mahindra Top Greenhouses Private Limited | 27 | Marvel Solren Private Limited |
| 13 | Mahindra Homes Private Limited | 28 | Mahindra Manulife Investment Management Private Limited |
| 14 | Transtech Logistics Private Limited | 29 | Mahindra Manulife Trustee Private Limited |
| 15 | Aquasail Distribution Company Private Limited | | |

(iii) Key Management Personnel (KMP):

| Sr. No. | Name of KMP | Designation |
|---------|---|--|
| 1 | Mr. Anand G. Mahindra \$ | Chairman |
| 2 | Dr. Pawan Goenka (upto 1 st April, 2021) | Managing Director and CEO |
| 3 | Dr. Anish Shah (w.e.f. 2 nd April, 2021) | Managing Director and CEO |
| 4 | Mr. Rajesh Jejurikar | Executive Director (Automotive and Farm Sectors) |
| 5 | Dr. Vishakha N. Desai | Independent Director |
| 6 | Mr. Vikram Singh Mehta | Independent Director |
| 7 | Mr. T. N. Manoharan | Independent Director |
| 8 | Mr. Haigreve Khaitan | Independent Director |
| 9 | Mrs. Shikha Sharma | Independent Director |
| 10 | Mr. C. P. Gurnani | Non-Executive Non-Independent Director |
| 11 | Ms. Nisaba Godrej | Independent Director |
| 12 | Mr. Muthiah Murugappan | Independent Director |
| 13 | Mr. Vijay Kumar Sharma | Nominee Director |

\$ Executive Chairman upto 12th November, 2021

40. Related Party Disclosures (contd.)

(a) Names of related parties where transactions have taken place during the year: (contd.)

(iv) Close member of KMP and entities controlled/jointly controlled by KMP:

| Sr. No. | Close member of KMP |
|---------|------------------------|
| 1 | Mrs. Anuradha Mahindra |
| 2 | Mrs. Radhika Nath |
| 3 | Dr. T. N. Gajendran |

| Sr. No. | Entities controlled/jointly controlled by KMP |
|---------|---|
| 1 | The Indian & Eastern Engineer Company Private Limited |
| 2 | Cholamandalam Investment and Finance Company Limited |
| 3 | Tube Investments of India Limited |

(v) Entity belonging to Promoter/Promoter Group holding 10% or more in the company:

| Sr. No. | Name of the Company |
|---------|--|
| 1 | Prudential Management & Services Private Limited |

(vi) Welfare Funds:

| Sr. No. | Name of the Funds |
|---------|---------------------------------------|
| 1 | M&M Employees' Welfare Fund 1 |
| 2 | M&M Employees' Welfare Fund 2 |
| 3 | M&M Employees' Welfare Fund 3 |
| 4 | Mahindra World School Education Trust |

(b) The related party transactions are as under:

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP/KMP Exercising Significant Influence/ close member of KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the company | Welfare Funds |
|---------|--|---|---|--|---|---|---|---------------|
| 1. | Purchases: Goods..... | 2022 | 2,881.64 | 428.59 | — | — | — | — |
| | | 2021 | 2,301.89 | 165.85 | — | — | — | — |
| | Property, plant & equipment and Intangible assets..... | 2022 | 16.75 | 0.04 | — | — | — | — |
| | | 2021 | 39.43 | 0.07 | — | * | — | — |
| | Services..... | 2022 | 220.20 | 10.87 | — | — | — | — |
| | | 2021 | 316.92 | 12.45 | — | — | — | — |
| 2. | Sales: Goods..... | 2022 | 235.81 | 749.95 | — | — | — | — |
| | | 2021 | 166.23 | 473.25 | — | * | — | — |
| | Property, plant and equipment | 2022 | 0.01 | * | — | — | — | — |
| | | 2021 | 0.15 | — | — | — | — | — |
| | Services..... | 2022 | 39.77 | 64.82 | — | 0.55 | — | 0.01 |
| | | 2021 | 19.44 | 53.79 | — | 0.46 | — | 0.01 |

40. Related Party Disclosures (contd.)

(b) The related party transactions are as under: (contd.)

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP/KMP Exercising Significant Influence/ close member of KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the company | Welfare Funds |
|---------|---|---|---|--|---|---|---|---------------|
| 3. | Investments: | | | | | | | |
| | Purchases/subscribed/ conversion..... | 2022 | 14.47 | 110.50 | — | — | — | — |
| | | 2021 | 68.29 | 307.44 | — | — | — | — |
| 4. | Management contracts including deputation of personnel: | | | | | | | |
| | To parties..... | 2022 | 6.84 | 1.88 | — | — | — | — |
| | | 2021 | 6.09 | 1.72 | — | — | — | — |
| 5. | Managerial remuneration | 2022 | — | — | 38.54 | — | — | — |
| | | 2021 | — | — | 33.25 | — | — | — |
| 6. | Stock options..... | 2022 | — | — | 5.18 | — | — | — |
| | | 2021 | — | — | 2.05 | — | — | — |
| 7. | Commission and other benefits to non-executive/independent directors (including nominee directors) ** | 2022 | — | — | 3.89 | — | — | — |
| | | 2021 | — | — | 3.73 | — | — | — |
| 8. | Finance: | | | | | | | |
| | Inter corporate deposits/loan given | 2022 | — | 202.43 | — | — | — | — |
| | | 2021 | — | 65.99 | 5.65 | — | — | — |
| | Inter Corporate Deposits/loan refunded by parties | 2022 | — | 173.89 | 7.22 | — | — | 5.00 |
| | | 2021 | — | 59.07 | 8.25 | — | — | 1.00 |
| | Debenture/Preference shares issued by related parties | 2022 | — | — | — | — | — | — |
| | | 2021 | 1.00 | — | — | — | — | — |
| | Debenture redeemed by related parties..... | 2022 | 1.00 | 13.62 | — | — | — | — |
| | | 2021 | — | — | — | — | — | — |
| | Debenture redeemed to related parties..... | 2022 | 150.00 | — | — | — | — | — |
| | | 2021 | — | — | — | — | — | — |
| | Debenture issued to related parties | 2022 | — | — | — | — | — | — |
| | | 2021 | — | 47.00 | — | — | — | — |
| | Inter corporate deposits taken | 2022 | 200.90 | — | — | — | — | — |
| | | 2021 | 510.70 | — | — | — | — | — |

40. Related Party Disclosures (contd.)

(b) The related party transactions are as under: (contd.)

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP/KMP Exercising Significant Influence/ close member of KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the company | Welfare Funds |
|---------|---|---|---|--|---|---|---|---------------|
| | Inter corporate deposits refunded | 2022 | 510.90 | — | — | — | — | — |
| | | 2021 | 20.80 | — | — | — | — | — |
| | Interest income | 2022 | — | 15.19 | 0.11 | — | — | — |
| | | 2021 | 0.03 | 14.17 | 0.38 | — | — | — |
| | Interest expense | 2022 | 19.64 | 9.24 | — | — | — | — |
| | | 2021 | 40.62 | 5.57 | 0.01 | — | — | — |
| | Dividend received..... | 2022 | 1,212.48 | 33.30 | — | — | — | — |
| | | 2021 | 571.89 | — | — | — | — | — |
| | Dividend distributed | 2022 | — | — | 1.49 | 0.48 | 123.83 | 1.12 |
| | | 2021 | — | — | 0.73 | 0.19 | 33.26 | 0.30 |
| | Share application money given | 2022 | — | 62.27 | — | — | — | — |
| | | 2021 | — | — | — | — | — | — |
| 9. | Guarantees and collaterals given (transactions during the year) | 2022 | — | 42.25 | — | — | — | — |
| | | 2021 | — | 42.88 | — | — | — | — |
| 10. | Guarantees and collaterals taken (transactions during the year) | 2022 | 0.29 | — | — | — | — | — |
| | | 2021 | 0.28 | — | — | — | — | — |
| 11. | Other Transactions: | | | | | | | |
| | Other income | 2022 | 15.73 | 19.75 | — | * | — | — |
| | | 2021 | 9.98 | 0.52 | — | — | — | — |
| | Other expenses | 2022 | 2.05 | — | — | 0.20 | — | — |
| | | 2021 | 0.97 | 475.82 | — | 0.23 | — | — |
| | Reimbursements received from parties..... | 2022 | 9.30 | 17.99 | 0.18 | 0.02 | — | 40.53 |
| | | 2021 | 7.90 | 19.75 | — | 0.02 | — | 38.13 |
| | Reimbursements made to parties | 2022 | 1.02 | 7.00 | — | — | — | — |
| | | 2021 | 0.21 | 4.01 | — | — | — | — |

40. Related Party Disclosures (contd.)

(b) The related party transactions are as under: (contd.)

Rupees crores

| Sr. No. | Nature of Transactions | For the Year Ended 31 st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP/KMP Exercising Significant Influence/ close member of KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the company | Welfare Funds |
|---------|--|---|---|--|---|---|---|---------------|
| 12. | Outstandings: Trade and other payable..... | 2022 | 460.22 | 114.21 | 3.18 | 0.05 | — | — |
| | | 2021 | 499.92 | 16.39 | 4.49 | — | — | — |
| | Trade and other receivables.... | 2022 | 104.82 | 80.75 | 0.96 | 0.01 | — | 32.45 |
| | | 2021 | 137.05 | 225.15 | 8.07 | 1.90 | — | 54.13 |
| | Debentures/preference shares issued by parties | 2022 | — | 84.07 | — | — | — | — |
| | | 2021 | 1.00 | 98.14 | — | — | — | — |
| | Debentures issued to parties.... | 2022 | — | 54.71 | — | — | — | — |
| | | 2021 | 150.00 | 54.71 | — | — | — | — |
| | Inter corporate deposits given | 2022 | — | 100.92 | — | — | — | — |
| | | 2021 | — | 73.43 | — | — | — | — |
| | Inter corporate deposits taken | 2022 | 200.90 | 17.55 | — | — | — | — |
| | | 2021 | 510.90 | 17.55 | — | — | — | — |
| 13. | Security deposit paid..... | 2022 | 0.02 | 0.89 | — | — | — | — |
| | | 2021 | 0.02 | 0.89 | — | — | — | — |
| 14. | Guarantees given outstanding... | 2022 | 521.98 | 42.25 | — | — | — | — |
| | | 2021 | 529.68 | 42.88 | — | — | — | — |

* denotes amounts less than Rs. 50,000.

** includes sitting fees and commission paid/payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a partner.

41. Segment Information

Operating Segments

The reportable segments of the Group are Automotive, Farm Equipment, Financial Services, Real Estate, Hospitality and Others. The segments are largely organised and managed separately according to the organisation structure that is designed based on the nature of products and services and profile of customers. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Description of the each of the reportable segments is as under:

Automotive: This segment comprises of sale of automobiles, spares, mobility solutions, construction equipments and related services.

Farm Equipment: This segment comprises of sale of tractors, implements, spares and related services.

Financial Services: This segment comprises of offering financial products ranging from retail and other loans, SME finance, housing finance, mutual funds and life and non-life insurance broking services.

Real Estate: This segment comprises of projects, project management & development and operating of commercial complexes.

Hospitality: This segment comprises of sale of timeshare and vacation ownership.

Others: This segment mainly comprises of IT Services, after-market, defence, steel trading and processing, logistics, solar, powerol, agri business, two-wheelers, etc.

The Chief Operating Decision Maker ("CODM") evaluates the companies performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as the performance indicator for all of the operating segments.

The measurement of each segment's revenues, expenses, assets and liabilities is consistent with the accounting policies that are used in preparation of the consolidated financial statements. Segment result represents the profit before interest and tax without allocation of central administration costs, share of profit / (loss) of associates and joint ventures.

41. Segment Information (contd.)

Information regarding the Group's reportable segments is presented below:

Rupees crores

| | Automotive | Farm Equipment | Financial Services | Real Estate | Hospitality | Others | Total | Eliminations | Consolidated Total |
|--|------------------|------------------|--------------------|---------------|-----------------|------------------|------------------|-------------------|--------------------|
| Revenue | | | | | | | | | |
| External Revenue | 36,705.85 | 26,828.22 | 11,209.23 | 393.30 | 2,058.69 | 12,975.28 | 90,170.57 | — | 90,170.57 |
| | 25,827.17 | 24,600.29 | 11,972.05 | 177.45 | 1,746.25 | 9,954.57 | 74,277.78 | — | 74,277.78 |
| Inter Segment Revenue | 306.77 | 231.34 | — | 3.98 | 0.56 | 2,132.97 | 2,675.62 | (2,675.62) | — |
| | 162.54 | 192.19 | 18.38 | 6.22 | 0.49 | 1,571.69 | 1,951.51 | (1,951.51) | — |
| Total Revenue..... | 37,012.62 | 27,059.56 | 11,209.23 | 397.28 | 2,059.25 | 15,108.25 | 92,846.19 | (2,675.62) | 90,170.57 |
| | 25,989.71 | 24,792.48 | 11,990.43 | 183.67 | 1,746.74 | 11,526.26 | 76,229.29 | (1,951.51) | 74,277.78 |
| Result | | | | | | | | | |
| Segment result before exceptional items..... | 1,253.78 | 3,890.71 | 1,403.64 | (80.55) | 99.42 | 664.59 | 7,231.59 | 20.50 | 7,252.09 |
| | 735.69 | 4,157.77 | 538.32 | (98.93) | (25.70) | 277.90 | 5,585.05 | 5.02 | 5,590.07 |
| Add/(less): Exceptional items allocated to Segments (net) | (139.47) | (68.36) | — | — | — | — | (207.83) | — | (207.83) |
| | (1,053.36) | (241.78) | — | — | — | (151.25) | (1,446.39) | — | (1,446.39) |
| Segment result after exceptional items..... | 1,114.31 | 3,822.35 | 1,403.64 | (80.55) | 99.42 | 664.59 | 7,023.76 | 20.50 | 7,044.26 |
| | (317.67) | 3,915.99 | 538.32 | (98.93) | (25.70) | 126.65 | 4,138.66 | 5.02 | 4,143.68 |
| Share of profit/(loss) of equity accounted investees (net) | | | | | | | | | 1,855.79 |
| | | | | | | | | | 1,276.66 |
| Reconciliation to Profit/(Loss) after tax | | | | | | | | | |
| 1. Unallocable corporate income, net of expenses..... | | | | | | | | | 48.68 |
| | | | | | | | | | 20.17 |
| 2. Interest expenses not allocable to segments..... | | | | | | | | | (625.45) |
| | | | | | | | | | (836.77) |
| 3. Interest income not allocable to segments..... | | | | | | | | | 416.49 |
| | | | | | | | | | 455.86 |
| 4. Exceptional Items unallocable to Segments (net) | | | | | | | | | 622.00 |
| | | | | | | | | | 288.13 |
| Profit before tax from continuing operations..... | | | | | | | | | 9,361.77 |
| | | | | | | | | | 5,347.73 |
| Tax expense (net)..... | | | | | | | | | (2,108.76) |
| | | | | | | | | | (1,645.81) |
| Profit after tax from continuing operations..... | | | | | | | | | 7,253.01 |
| | | | | | | | | | 3,701.92 |
| Profit/(loss) after tax from discontinued operations..... | | | | | | | | | — |
| | | | | | | | | | (2,189.53) |
| Profit/(loss) after tax from continuing and discontinued operations..... | | | | | | | | | 7,253.01 |
| | | | | | | | | | 1,512.39 |
| Out of total external revenue above:- | | | | | | | | 2022 | 2021 |
| – From contract with customers (as defined under Ind AS 115)..... | | | | | | | | 78,333.23 | 61,507.75 |
| – From financial services | | | | | | | | 10,923.82 | 11,757.30 |
| – Others | | | | | | | | 913.52 | 1,012.73 |
| Total | | | | | | | | 90,170.57 | 74,277.78 |

41. Segment Information (contd.)

Information regarding the Group's reportable segments is presented below: (contd.)

Rupees crores

| | Automotive * | Farm Equipment | Financial Services | Real Estate | Hospitality | Others | Total | Eliminations | Consolidated Total |
|--|-----------------|-------------------|-----------------------|--------------|---------------|-----------------|-----------------|--------------|-----------------------|
| Other information: | | | | | | | | | |
| Depreciation and Amortisation expense | 2,098.60 | 459.55 | 151.99 | 6.59 | 270.75 | 482.12 | 3,469.60 | — | 3,469.60 |
| | 2,028.18 | 461.61 | 150.52 | 7.07 | 264.31 | 425.34 | 3,337.03 | — | 3,337.03 |
| Impairment expense | 139.47 | 68.36 | — | — | — | — | 207.83 | — | 207.83 |
| | 1,053.36 | 241.78 | — | — | — | 151.25 | 1,446.39 | — | 1,446.39 |
| Additions to non-current assets* | 2,752.46 | 881.47 | 297.76 | 13.36 | 156.39 | 1,896.71 | 5,998.15 | — | 5,998.15 |
| | 4,037.12 | 490.57 | 45.24 | 3.72 | 132.60 | 1,272.47 | 5,981.72 | — | 5,981.72 |

* includes addition to non current assets related to discontinued operations of Nil (2021: Rs. 613.14 crores)

Notes:

- Additions to non-current assets comprises of capital expenditure on property, plant and equipment, intangible assets including those under development and capital advances.
- Figures in the above table for the current financial year have been presented in bold. Comparatives for each item have been presented below the respective current year figures.

Segment assets and liabilities

Rupees crores

| | Automotive | Farm Equipment | Financial Services | Real Estate | Hospitality | Others | Total | Eliminations | Consolidated Total |
|---|------------------|-------------------|-----------------------|-----------------|-----------------|------------------|--------------------|--------------|-----------------------|
| Segment Assets | 26,158.75 | 12,176.40 | 75,201.63 | 2,178.44 | 6,566.60 | 16,284.83 | 1,38,566.65 | — | 1,38,566.65 |
| | 23,574.21 | 10,956.27 | 75,918.30 | 1,913.00 | 6,307.67 | 13,540.91 | 1,32,210.36 | — | 1,32,210.36 |
| Segment Liabilities..... | 14,274.28 | 6,925.83 | 66,184.64 | 850.77 | 7,452.97 | 5,574.89 | 1,01,263.38 | — | 1,01,263.38 |
| | 10,916.85 | 7,097.67 | 68,740.40 | 597.46 | 7,299.50 | 4,141.17 | 98,793.05 | — | 98,793.05 |
| Reconciliation of segment assets to total assets: | | | | | | | | | |
| Segment Assets | | | | | | | | | 1,38,566.65 |
| | | | | | | | | | 1,32,210.36 |
| Unallocable Assets | | | | | | | | | 35,546.15 |
| | | | | | | | | | 34,252.13 |
| Total Assets | | | | | | | | | 1,74,112.80 |
| | | | | | | | | | 1,66,462.49 |
| Unallocable Assets primarily comprise of equity accounted investment in associates and joint ventures, other investments, income tax assets, deferred tax assets. | | | | | | | | | |
| Reconciliation of segment liabilities to total liabilities: | | | | | | | | | |
| Segment Liabilities..... | | | | | | | | | 1,01,263.38 |
| | | | | | | | | | 98,793.05 |
| Unallocable Liabilities..... | | | | | | | | | 16,024.16 |
| | | | | | | | | | 17,017.21 |
| Total Liabilities | | | | | | | | | 1,17,287.54 |
| | | | | | | | | | 1,15,810.26 |

Unallocable Liabilities primarily comprise of borrowings (excluding related to Financial Services Segment) and deferred tax liability.

Revenue from type of products and services

The operating segments are primarily based on nature of products and services and hence the Revenue from external customers of each segment is representative of revenue based on products and services.

41. Segment Information (contd.)

Geographical information

The Group operates in principal geographical areas – India (country of domicile), and Overseas. The Group's revenue from continuing operations from external customers and information about its non-current assets by geographical location are detailed below:

Rupees crores

| Particulars | For the year Ended 31 st March, | | | | | | As at 31 st March, | |
|--------------------|--|------------------|------------------------|--------------------------------------|------------------|------------------------|-------------------------------|--------------------|
| | 2022 | | | 2021 | | | 2022 | 2021 |
| | Revenue from contract with customers | Other revenue | Total external revenue | Revenue from contract with customers | Other revenue | Total external revenue | Non-Current assets | Non-Current assets |
| India | 62,831.04 | 11,667.69 | 74,498.73 | 49,115.01 | 12,621.43 | 61,736.44 | 33,729.02 | 30,421.97 |
| Overseas..... | 15,502.19 | 169.65 | 15,671.84 | 12,392.74 | 148.60 | 12,541.34 | 2,935.44 | 3,050.23 |
| Total | 78,333.23 | 11,837.34 | 90,170.57 | 61,507.75 | 12,770.03 | 74,277.78 | 36,664.46 | 33,472.20 |

The revenue information above is based on the location of the customer. The non-current assets in the above table represent Property, plant and equipment, Capital work-in-progress, Goodwill, Other intangible assets, Intangibles under development, Income tax assets (Net) and Other loan assets (Non-financial).

Information about major customers

During the year ended 31st March, 2022 and 2021 respectively, revenues from transactions with a single external customer did not amount to 10 per cent or more of the Group's revenues from external customers.

42. Employee Stock Option Plan

The Company has allotted 55,24,219 Ordinary (Equity) Shares of Rs. 10 each, 10,00,000 Ordinary (Equity) Shares of Rs. 10 each, 1,73,53,034 Ordinary (Equity) Shares of Rs. 5 each, 19,11,628 Ordinary (Equity) Shares of Rs. 5 each and 52,00,000 Ordinary (Equity) Shares of Rs. 5 each in the years ended 31st March, 2002, 31st March, 2010, 31st March, 2011, 31st March 2014 and 31st March, 2015 respectively to the Mahindra & Mahindra Employees' Stock Option Trust ("M&M ESOP Trust") set up by the Company. The Trust holds these shares for the benefit of the employees and issues them to the eligible employees as per the recommendations of the Compensation Committee.

Options granted under Mahindra & Mahindra Limited Employees Stock Option Scheme - 2000 ("2000 Scheme") vest in 4 equal instalments on the expiry of 12 months, 24 months, 36 months and 48 months from the date of grant. The options may be exercised on any day over a period of five years from the date of vesting. Number of vested options exercisable is subject to a minimum of 50 or number of options vested whichever is lower.

Options granted under Mahindra & Mahindra Limited Employees Stock Option Scheme - 2010 ("2010 Scheme") vest in

- i) 5 equal instalments on the expiry of 12 months, 24 months, 36 months, 48 months and 60 months or
- ii) 5 equal instalments on the expiry of 36 months, 48 months, 60 months, 72 months and 84 months or
- iii) 4 instalments bifurcated as 20% on the expiry of 18 months, 20% on the expiry of 30 months, 30% on the expiry of 42 months and 30% on the expiry of 54 months or
- iv) 4 equal instalments on the expiry of 12 months, 24 months, 36 months and 48 months or
- v) 3 instalments bifurcated as 33.33% on the expiry of 12 months, 33.33% on the expiry of 24 months and 33.34% on the expiry of 36 months or
- vi) 2 instalments bifurcated as 50% on the expiry of 12 months and 50% on the expiry of 24 months or
- vii) 2 instalments bifurcated as 40% on the expiry of 36 months and 60% on the expiry of 60 months.

The exercise period of above options range from 1 year to 6 years from the date of vesting. Number of vested options exercisable is subject to a minimum of 50 or number of options vested whichever is lower.

Summary of stock options

| | No. of stock options | Weighted average exercise price (Rs.) |
|---|----------------------|---------------------------------------|
| Options outstanding on 1 st April, 2021..... | 57,79,470 | 4.62 |
| Options granted during the year | 22,58,534 | 5.00 |
| Options forfeited/lapsed during the year | 2,88,642 | 4.24 |
| Options exercised during the year | 18,32,862 | 5.03 |
| Options outstanding on 31 st March, 2022..... | 59,16,500 | 4.66 |
| Options vested but not exercised on 31 st March, 2022..... | 20,34,138 | 4.08 |

42. Employee Stock Option Plan (contd.)

Average share price on the date of exercise of the options are as under:

| Date of exercise | Weighted average share price (Rs.) |
|---|------------------------------------|
| 01 st April, 2021 to 10 th March, 2022..... | 814.30 |

Information in respect of options outstanding as at 31st March, 2022

| Range of exercise price | Number of options | Weighted average remaining life |
|-------------------------|-------------------|---------------------------------|
| Rs. 2.50..... | 8,06,277 | 2.70 years |
| Rs. 5.00..... | 51,10,223 | 5.51 years |

The fair values of options granted during the year are as follows:

| Grant Date | No. of years vesting | Fair value per options |
|---------------------------------------|----------------------|------------------------|
| 29 th June, 2021 | 7 years | Rs. 731.48 |
| 01 st July, 2021 | 7 years | Rs. 715.34 |
| 08 th November, 2021..... | 2 years | Rs. 844.80 |
| 08 th November, 2021..... | 3 years | Rs. 838.66 |
| 08 th November, 2021..... | 4 years | Rs. 832.58 |
| 10 th February, 2022 | 5 years | Rs. 789.15 |
| 14 th March, 2022 | 7 years | Rs. 683.94 |
| 14 th March, 2022 | 3 years | Rs. 700.74 |
| 14 th March, 2022 | 5 years | Rs. 672.93 |

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

| | Grant dated | | | | |
|----------------------------------|--|--|--|--|--|
| | 29 th June, 2021 (7 years vesting) | 01 st July, 2021 (7 years vesting) | 08 th November, 2021 (2 years vesting) | 08 th November, 2021 (3 years vesting) | 08 th November, 2021 (4 years vesting) |
| Risk free interest rate (%)..... | 6.28% | 6.29% | 4.85% | 5.17% | 5.45% |
| Expected life (in years)..... | 7 years | 7 years | 3 Years | 4 Years | 4 Years |
| Expected volatility (%)..... | 31.58% | 31.57% | 39.46% | 37.05% | 35.01% |
| Expected dividend yield (%)..... | 1.10% | 1.13% | 1.00% | 1.00% | 1.00% |
| Exercise Price (Rs.)..... | 5 | 5 | 5 | 5 | 5 |
| Stock Price (Rs.)..... | 793.50 | 777.70 | 872.85 | 872.85 | 872.85 |

| | Grant dated | | | |
|----------------------------------|--|---|---|---|
| | 10 th February, 2022 (5 years vesting) | 14 th March, 2022 (7 years vesting) | 14 th March, 2022 (3 years vesting) | 14 th March, 2022 (5 years vesting) |
| Risk free interest rate (%)..... | 6.23% | 6.40% | 5.70% | 6.71% |
| Expected life (in years)..... | 6 Years | 6 years | 4 Years | 7 Years |
| Expected volatility (%)..... | 32.40% | 32.62% | 37.62% | 31.44% |
| Expected dividend yield (%)..... | 1.04% | 1.19% | 1.19% | 1.19% |
| Exercise Price (Rs.)..... | 5 | 5 | 5 | 5 |
| Stock Price (Rs.)..... | 840.20 | 734.80 | 734.80 | 734.80 |

43. Contingent Liability & Commitments

(A) Contingent Liability:

- (a) Claims against the Group not acknowledged as debts comprise of:
- (i) Excise Duty, Sales Tax, and Service Tax claims disputed by the Group relating to issues of applicability and classification aggregating **Rs. 2,024.67 crores** before tax (2021: Rs. 2,855.66 crores before tax).
 - (ii) Other matters (excluding claims where amounts are not ascertainable): **Rs. 448.46 crores** before tax (2021: Rs. 655.02 crores before tax).
- (b) Taxation matters:
- (i) Demands against the Group not acknowledged as debts and not provided for, relating to issues of deductibility and taxability in respect of which the Group is in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed:
 - Income-tax: **Rs. 1,230.78 crores** (2021: Rs. 1,403.53 crores).
 - (ii) Items in respect of which the Group has succeeded in appeal, but the Income-tax Department is pursuing/likely to pursue in appeal/reference and exclusive of the effect of similar matters in respect of assessments remaining to be completed:
 - Income-tax matters: **Rs. 683.43 crores** (2021: Rs. 456.73 crores).
- (c) In respect of (a) & (b) above, it is not practicable for the Group to estimate the closure of these issues and the consequential timings of cash flows, if any.

(B) Commitments:

The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2022 is **Rs. 2,150.66 crores** (2021: Rs.2,556.08 crores) and other commitment as at 31st March, 2022 is **Rs. 477.76 crores** (2021: Rs.435.97 crores).

44. Research and Development expenditure

In recognised Research and Development units:

Debited to the Consolidated Statement of Profit and Loss, including certain expenditure based on allocations made by the Group, aggregate **Rs. 909.52 crores** (2021: Rs.868.40 crores).

45. Discontinued operations

Ssangyong Motor Company (SYMC), a material foreign subsidiary of the Company, filed an application before the Bankruptcy Court for commencement of rehabilitation proceedings on 21 December, 2020 and also applied for the Autonomous Rehabilitation Support Program ("ARS") to work on a possible deal with a potential investor. The Court approved the ARS and granted time until 28 February, 2021 to the parties. However, the deal with the potential investor could not be concluded. Consequently, as per the process of rehabilitation, the Court appointed a Receiver to manage the affairs of SYMC.

Pursuant to the admission in the ARS program and following the guidance under Ind AS 110 – Consolidated Financial Statements, the Company has ceased consolidating SYMC as a subsidiary from 28 December, 2020 and has classified the investment to be measured at fair value as per Ind AS 109 – Financial instruments. Consequently, operation of SYMC has been presented as 'discontinued operations' in accordance with Ind AS 105- Non-current assets held for sale and discontinued operations. Accordingly, the losses from operations, resultant gain on deconsolidation of SYMC and impairments/provisions for the exposures of the Company to SYMC have been recognised and presented under 'Profit / (loss) before tax from discontinued operation' in the Consolidated Statement of Profit and Loss.

a) Results of discontinued operations

| Particulars | Rupees crores 2021 |
|---|-----------------------|
| Total Income | 14,748.98 |
| Total Expenses including exceptional items | 18,006.72 |
| Profit / (loss) before tax from discontinued operation before share of associates and joint ventures | (3,257.74) |
| Share of associates and joint ventures | 5.29 |
| Profit / (loss) before tax from discontinued operation | (3,252.45) |
| Income tax on discontinued operation | — |
| Profit / (loss) after tax from discontinued operation before gain on deconsolidation | (3,252.45) |
| Gain on deconsolidation | 1,062.92 |
| Profit / (loss) after tax from discontinued operation after gain on deconsolidation | (2,189.53) |
| Non-controlling interest | (654.61) |

45. Discontinued operations (contd.)

Rupees crores

| Particulars | 2021 |
|---|------------|
| Profit / (loss) after tax from discontinued operation after non-controlling interests | (1,534.92) |
| Earnings per equity share (for discontinued operations) | |
| Basic EPS | (13.84) |
| Diluted EPS | (13.77) |

Based on the management judgement and best estimate assumptions of the realisable value of the assets of SYMC, the Company has recognised impairment / provision aggregating to Rs. 671.56 crores during the year ended 31st March, 2021 for its exposures to SYMC.

b) Cash flows from discontinued operations

Rupees crores

| Particulars | 2021 |
|--|------------|
| Cash flows generated/(used in) from operating activities | 1,245.30 |
| Cash flows generated/(used in) from investing activities | 652.05 |
| Cash flows generated/(used in) from financing activities | (1,037.07) |
| Net Cash flows generated/(used) | 860.28 |

During the year ended 31st March 2022, the company has settled the guarantees amounting to Rs. 462.28 crores.

c) Computation of gain on deconsolidation of Ssangyong Motor Company

Rupees crores

| Particulars | 2021 |
|---|-----------------|
| Fair value of consideration received and retained interest..... | — |
| Net liabilities deconsolidated | 850.86 |
| Other comprehensive income reclassified to Profit or loss..... | 212.06 |
| Total gain on deconsolidation | 1,062.92 |

d) Effect of deconsolidation on balance sheet of the Group

Rupees crores

| Particulars | 2021 |
|--|-----------------|
| Property, plant and equipment (including right-of-use assets and capital work-in-progress) | 6,393.38 |
| Other intangible assets (including intangible assets under development) | 808.01 |
| Inventories..... | 1,333.62 |
| Cash and cash equivalents..... | 1,252.79 |
| Other financial and non-financial assets | 1,550.11 |
| Other financial and non-financial liabilities..... | (12,188.77) |
| Net assets/(liabilities) deconsolidated | (850.86) |

e) Impact of deconsolidation on cash and cash equivalents

Rupees crores

| Particulars | 2021 |
|---|-------------------|
| Cash consideration received on loss of control | — |
| Cash and cash equivalents of discontinued operation derecognised on loss of control | (1,252.79) |
| Net cash flow on loss of control | (1,252.79) |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest
Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|--|--|-----------|-------------------------------------|----------|---|---------|---|----------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| PARENT | | | | | | | | |
| Mahindra and Mahindra Limited | 82.68% | 38,960.95 | 75.03% | 4,935.22 | -79.73% | 75.58 | 77.30% | 5,010.80 |
| SUBSIDIARIES | | | | | | | | |
| Indian | | | | | | | | |
| Mahindra Heavy Engines Limited | 1.48% | 699.67 | 1.26% | 82.96 | -0.30% | 0.28 | 1.28% | 83.24 |
| Mahindra Electric Mobility Limited | 0.40% | 187.93 | -1.07% | (70.52) | -0.70% | 0.66 | -1.08% | (69.86) |
| NBS International Limited | 0.01% | 4.04 | 0.02% | 1.23 | 0.20% | (0.19) | 0.02% | 1.04 |
| Gromax Agri Equipment Limited | 0.11% | 49.98 | 0.41% | 27.10 | 0.16% | (0.15) | 0.42% | 26.95 |
| Mahindra Agri Solutions Limited | 0.11% | 50.05 | -0.24% | (15.90) | 0.16% | (0.15) | -0.25% | (16.05) |
| Mahindra Fruits Private Limited (formerly known as Mahindra Greenyard Private Limited) | 0.00% | 0.21 | -0.02% | (1.06) | 0.00% | — | -0.02% | (1.06) |
| Mahindra HZPC Private Limited | 0.00% | 2.34 | -0.06% | (4.21) | 0.00% | — | -0.06% | (4.21) |
| Mahindra EPC Irrigation Limited (Consolidated) | 0.37% | 175.35 | -0.12% | (7.91) | 0.07% | (0.07) | -0.12% | (7.98) |
| Kota Farm Services Limited | 0.00% | (0.31) | 0.00% | — | 0.00% | — | 0.00% | — |
| Bristlecone India Limited | 0.19% | 91.77 | 0.51% | 33.56 | 1.29% | (1.22) | 0.50% | 32.34 |
| Mahindra & Mahindra Financial Services Limited (Consolidated) | 35.86% | 16,896.30 | 17.28% | 1,136.87 | 31.28% | (29.65) | 17.08% | 1,107.22 |
| Mahindra Intertrade Limited | 1.60% | 752.00 | 2.19% | 143.92 | 0.06% | (0.06) | 2.22% | 143.86 |
| Mahindra Steel Service Centre Limited | 0.24% | 114.87 | 0.28% | 18.44 | 0.02% | (0.02) | 0.28% | 18.42 |
| Mahindra Electrical Steel Limited | -0.02% | (9.24) | -0.03% | (2.04) | 0.00% | — | -0.03% | (2.04) |
| Mahindra Auto Steel Private Limited | 0.24% | 111.97 | 0.24% | 15.53 | 0.03% | (0.03) | 0.24% | 15.50 |
| Mahindra Consulting Engineers Limited | 0.04% | 20.30 | 0.02% | 1.32 | 0.00% | — | 0.02% | 1.32 |
| Mahindra Lifespace Developers Limited (Consolidated) | 3.80% | 1,788.53 | 2.35% | 154.50 | -1.34% | 1.27 | 2.40% | 155.77 |
| Mahindra Holidays & Resorts India Limited | -0.59% | (275.68) | 2.30% | 151.31 | 0.56% | (0.53) | 2.33% | 150.78 |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest (contd.)

Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|--|--|----------|-------------------------------------|---------|---|--------|---|---------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Mahindra Hotels and Residences India Limited | 0.00% | (0.18) | 0.00% | (0.02) | 0.00% | — | 0.00% | (0.02) |
| Gables Promoters Private Limited | 0.13% | 59.35 | 0.03% | 2.11 | 0.00% | — | 0.03% | 2.11 |
| Mahindra Holidays & Resorts India Limited ESOP Trust | 0.02% | 8.28 | 0.00% | 0.01 | 0.00% | — | 0.00% | 0.01 |
| Mahindra Holdings Limited | 4.65% | 2,192.09 | -0.07% | (4.71) | 0.00% | — | -0.07% | (4.71) |
| Mahindra Namaste Limited | 0.00% | 1.26 | 0.00% | 0.16 | 0.00% | — | 0.00% | 0.16 |
| Mahindra Integrated Business Solutions Private Limited | 0.34% | 160.74 | 0.20% | 13.01 | -2.75% | 2.61 | 0.24% | 15.62 |
| Mahindra Susten Private Limited | 2.12% | 997.67 | -0.01% | (0.50) | 0.12% | (0.11) | -0.01% | (0.61) |
| Mahindra Teqo Private Limited | 0.04% | 18.02 | 0.14% | 9.43 | 0.00% | — | 0.15% | 9.43 |
| Mahindra Renewables Private Limited | 0.84% | 396.70 | 0.18% | 11.99 | 0.00% | — | 0.18% | 11.99 |
| Mega Suryaurja Private Limited | 0.18% | 84.83 | 0.00% | (0.15) | 0.00% | — | 0.00% | (0.15) |
| Neo Solren Private Limited | 0.17% | 78.62 | 0.06% | 3.92 | 0.00% | — | 0.06% | 3.92 |
| Astra Solren Private Limited | 0.18% | 85.80 | 0.16% | 10.59 | 0.00% | — | 0.16% | 10.59 |
| Mahindra Two Wheelers Limited | 0.48% | 227.87 | 0.51% | 33.65 | -75.82% | 71.87 | 1.63% | 105.52 |
| Mahindra Defence Systems Limited | 0.88% | 413.60 | 1.18% | 77.63 | 0.91% | (0.86) | 1.18% | 76.77 |
| Mahindra First Choice Wheels Ltd (Consolidated) | 0.26% | 122.22 | -0.70% | (45.94) | 0.00% | — | -0.71% | (45.94) |
| Mahindra eMarket Limited | 0.00% | (0.98) | -0.04% | (2.91) | 0.00% | — | -0.04% | (2.91) |
| Mahindra & Mahindra Benefit Trust | 2.52% | 1,189.46 | 1.01% | 66.51 | 0.00% | — | 1.03% | 66.51 |
| Mahindra & Mahindra ESOP Trust | 1.24% | 586.32 | 0.33% | 21.60 | 0.00% | — | 0.33% | 21.60 |
| Sunrise Initiatives Trust (Consolidated) | 0.05% | 22.88 | -0.07% | (4.45) | -0.08% | 0.08 | -0.07% | (4.37) |
| Mahindra Construction Company Limited | -0.05% | (22.47) | 0.00% | 0.02 | 0.00% | — | 0.00% | 0.02 |
| Officemartindia.com Limited | 0.00% | (0.25) | 0.00% | — | 0.00% | — | 0.00% | — |
| Mahindra & Mahindra Contech Limited | 0.04% | 16.81 | 0.02% | 1.17 | 0.00% | — | 0.02% | 1.17 |
| Trringo.com Limited | 0.00% | 2.11 | 0.00% | (0.31) | 0.00% | — | 0.00% | (0.31) |
| Mahindra Airways Limited | 0.00% | 0.37 | 0.00% | (0.16) | 0.00% | — | 0.00% | (0.16) |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest (contd.)
Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|--|--|---------|-------------------------------------|---------|---|--------|---|---------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Mahindra First Choice Wheels ESOP Trust | 0.00% | (0.01) | 0.00% | — | 0.00% | — | 0.00% | — |
| Mahindra Consulting Engineers Limited ESOP Trust | 0.01% | 3.27 | 0.00% | — | 0.00% | — | 0.00% | — |
| Mahindra MSTC Recycling Private Limited | 0.09% | 41.26 | 0.01% | 0.57 | 0.00% | — | 0.01% | 0.57 |
| Mahindra Logistics Limited (Consolidated) | 1.36% | 642.06 | 0.47% | 30.64 | 0.81% | (0.77) | 0.46% | 29.87 |
| Mahindra Waste to Energy Solutions Limited | 0.04% | 19.58 | -0.04% | (2.75) | 0.04% | (0.04) | -0.04% | (2.79) |
| Mahindra Telecom Energy Management Services Limited | 0.12% | 56.23 | 0.00% | 0.21 | 0.00% | — | 0.00% | 0.21 |
| Martial Solren Private Limited | 0.00% | (0.05) | 0.00% | (0.03) | 0.00% | — | 0.00% | (0.03) |
| Meru Travel Solutions Private Limited (Consolidated) | 0.11% | 52.21 | -0.36% | (23.43) | 0.04% | (0.04) | -0.36% | (23.47) |
| Mahindra Solarize Private Limited (w.e.f. 6 April, 2021) | 0.07% | 30.68 | 0.04% | 2.80 | 0.13% | (0.12) | 0.04% | 2.68 |
| Brightsolar Renewable Energy Private Limited (w.e.f. 19 August 2021) | 0.05% | 23.10 | 0.01% | 0.47 | 0.00% | — | 0.01% | 0.47 |
| Merakisan Private Limited (w.e.f. 5 January, 2022) | 0.00% | (0.57) | 0.00% | 0.02 | 0.00% | — | 0.00% | 0.02 |
| Foreign | | | | | | | | |
| Mahindra Automotive Australia Pty. Limited | 0.04% | 19.48 | 0.26% | 16.89 | -0.57% | 0.54 | 0.27% | 17.43 |
| Mahindra Europe S.r.l. | 0.03% | 12.27 | 0.00% | 0.01 | 0.25% | (0.24) | 0.00% | (0.23) |
| Mahindra & Mahindra South Africa (Proprietary) Limited | 0.16% | 77.47 | 0.44% | 28.90 | -4.34% | 4.11 | 0.51% | 33.01 |
| Mahindra Tractor Assembly, Inc. | -0.02% | (11.42) | -0.16% | (10.80) | 0.38% | (0.36) | -0.17% | (11.16) |
| Mahindra USA Inc. | -0.20% | (93.45) | 0.37% | 24.43 | 2.10% | (1.99) | 0.35% | 22.44 |
| Bristlecone Limited | -0.14% | (65.02) | 1.40% | 92.14 | 3.04% | (2.88) | 1.38% | 89.26 |
| Bristlecone Inc. | 0.09% | 40.59 | 0.19% | 12.55 | -2.32% | 2.20 | 0.23% | 14.75 |
| Bristlecone Consulting Limited | 0.01% | 2.88 | -0.01% | (0.49) | -0.15% | 0.14 | -0.01% | (0.35) |
| Bristlecone International AG | 0.04% | 17.68 | -0.04% | (2.91) | -1.00% | 0.95 | -0.03% | (1.96) |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest (contd.)

Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|--|----------|-------------------------------------|----------|---|----------|---|----------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Bristlecone UK Limited | 0.01% | 5.93 | 0.01% | 0.54 | 0.12% | (0.11) | 0.01% | 0.43 |
| Bristlecone (Malaysia) Sdn. Bhd. | 0.00% | 1.78 | 0.01% | 0.48 | -0.07% | 0.07 | 0.01% | 0.55 |
| Bristlecone Singapore Pte. Limited | 0.02% | 9.21 | 0.05% | 3.57 | -0.20% | 0.19 | 0.06% | 3.76 |
| Bristlecone GmbH | 0.10% | 46.51 | 0.08% | 5.34 | 0.96% | (0.91) | 0.07% | 4.43 |
| Bristlecone Internacional Costa Rica Limited (w.e.f. 4 January, 2022) | 0.00% | — | 0.00% | — | 0.00% | — | 0.00% | — |
| Mahindra Middleeast Electrical Steel Service Centre (FZC) | 0.06% | 28.03 | 0.08% | 5.21 | -0.79% | 0.75 | 0.09% | 5.96 |
| Heritage Bird (M) Sdn Bhd | 0.00% | 0.54 | 0.01% | 0.35 | -0.01% | 0.01 | 0.01% | 0.36 |
| MH Boutique Hospitality Limited | -0.01% | (3.74) | 0.00% | (0.23) | -0.38% | 0.36 | 0.00% | 0.13 |
| Infinity Hospitality Group Company Limited | 0.01% | 4.70 | -0.02% | (1.17) | 0.22% | (0.21) | -0.02% | (1.38) |
| MHR Holdings (Mauritius) Limited | -0.17% | (78.03) | -0.23% | (14.88) | -5.17% | 4.90 | -0.15% | (9.98) |
| Covington S.à r.l | 0.12% | 55.78 | -0.14% | (9.14) | -8.04% | 7.62 | -0.02% | (1.52) |
| Arabian Dreams Hotel Apartments LLC | 0.00% | 1.86 | -0.04% | (2.79) | -0.08% | 0.08 | -0.04% | (2.71) |
| Holiday Club Resort Oy (Consolidated) | 0.45% | 212.47 | -0.98% | (64.58) | 4.17% | (3.95) | -1.06% | (68.53) |
| HCR Management Oy | 0.03% | 16.20 | 0.00% | (0.03) | 0.03% | (0.03) | 0.00% | (0.06) |
| Mahindra Overseas Investment Company (Mauritius) Limited | -1.19% | (562.38) | -0.67% | (43.79) | 147.60% | (139.91) | -2.83% | (183.70) |
| Mahindra Emirates Vehicle Armouring FZ-LLC (Consolidated) | 0.06% | 29.19 | 0.04% | 2.85 | -0.85% | 0.81 | 0.06% | 3.66 |
| Mahindra Racing UK Limited | -0.04% | (17.09) | -0.06% | (3.86) | -0.33% | 0.31 | -0.05% | (3.55) |
| Mahindra Two Wheelers Europe Holdings S.a r.l | 1.07% | 505.15 | -4.27% | (280.70) | -14.13% | 13.39 | -4.12% | (267.31) |
| Peugeot Motorcycles S.A.S. (Consolidated) | 0.12% | 55.23 | -1.64% | (107.61) | -10.59% | 10.04 | -1.51% | (97.57) |
| Mitsubishi Mahindra Agricultural Machinery Co. Ltd (Consolidated) | 0.46% | 214.75 | 0.26% | 17.04 | 6.78% | (6.43) | 0.16% | 10.61 |
| Mahindra West Africa Ltd (Under Liquidation) | 0.00% | — | 0.00% | — | -0.16% | 0.15 | 0.00% | 0.15 |
| Mahindra Mexico S. de. R. L | -0.02% | (9.21) | 0.00% | — | 0.68% | (0.64) | -0.01% | (0.64) |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest (contd.)
Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|--|----------|-------------------------------------|----------|---|----------|---|----------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Bristlecone Middle East DMCC | 0.03% | 15.93 | 0.12% | 8.16 | -0.39% | 0.37 | 0.13% | 8.53 |
| Mahindra do Brasil Industrial Ltda | 0.05% | 22.37 | 0.35% | 23.05 | -2.43% | 2.30 | 0.39% | 25.35 |
| OFD Holding BV (Consolidated) | 0.12% | 54.82 | 0.10% | 6.61 | 0.95% | (0.90) | 0.09% | 5.71 |
| Hisarlar Makina Sanayi ve Ticaret Anonim Şirketi (Consolidated) (upto 16 September, 2021) | 0.12% | 57.63 | 0.27% | 17.61 | 3.28% | (3.11) | 0.22% | 14.50 |
| Mahindra Automotive North America Inc. (Consolidated) | 0.19% | 88.26 | -1.94% | (127.81) | -2.89% | 2.74 | -1.93% | (125.07) |
| Erkunt Sanayi A.S. | 0.51% | 241.52 | 1.76% | 115.58 | 159.55% | (151.24) | -0.55% | (35.66) |
| Erkunt Traktor Sanayii A.S | 0.50% | 234.39 | 0.62% | 40.64 | 76.04% | (72.08) | -0.48% | (31.44) |
| Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. | -0.02% | (7.44) | -0.01% | (0.85) | -0.76% | 0.72 | 0.00% | (0.13) |
| Automobili Pininfarina GmbH (Consolidated) | 0.03% | 16.11 | -8.10% | (532.92) | -7.36% | 6.98 | -8.11% | (525.94) |
| Mahindra Automotive Mauritius Limited | -0.07% | (34.39) | -4.82% | (316.99) | -32.74% | 31.03 | -4.41% | (285.96) |
| PT Mahindra Accelo Steel Indonesia | 0.06% | 27.09 | -0.02% | (1.27) | -1.56% | 1.48 | 0.00% | 0.21 |
| Mahindra Bangladesh Private Limited | 0.01% | 3.19 | 0.00% | (0.06) | -0.04% | 0.04 | 0.00% | (0.02) |
| MSPL International DMCC | 0.00% | 0.06 | 0.00% | (0.04) | 0.31% | (0.29) | -0.01% | (0.33) |
| Associates (Investment as per the equity method) | | | | | | | | |
| Indian | | | | | | | | |
| Swaraj Engines Limited | 0.23% | 106.13 | 0.58% | 38.01 | 0.31% | (0.29) | 0.58% | 37.72 |
| Tech Mahindra Limited (Consolidated) | 16.14% | 7,603.28 | 23.93% | 1,574.09 | -68.73% | 65.15 | 25.29% | 1,639.24 |
| Mahindra CIE Automotive Limited (Consolidated) | 1.26% | 594.30 | 0.68% | 44.94 | 12.68% | (12.02) | 0.51% | 32.92 |
| PSL Media & Communications Limited | 0.00% | 1.03 | 0.00% | 0.04 | 0.00% | — | 0.00% | 0.04 |
| Brainbees Solutions Private Limited (Consolidated) | 0.94% | 445.01 | 0.18% | 11.68 | 0.00% | — | 0.18% | 11.68 |
| Medwell Ventures Private Limited (Consolidated) | 0.03% | 14.48 | 0.00% | — | 0.00% | — | 0.00% | — |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest (contd.)

Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|--|--|--------|-------------------------------------|---------|---|--------|---|---------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| ReNew Sunlight Energy Private Limited (w.e.f. 1 November, 2021) | 0.03% | 14.05 | -0.03% | (2.00) | 0.00% | — | -0.03% | (2.00) |
| Foreign | | | | | | | | |
| CIE Automotive S.A. (Consolidated) | 1.39% | 653.20 | 2.75% | 180.85 | -71.43% | 67.71 | 3.83% | 248.56 |
| PF Holdings B.V. (Consolidated) | 0.27% | 128.30 | 0.11% | 7.37 | 2.09% | (1.98) | 0.08% | 5.39 |
| Resson Aerospace Corporation | 0.01% | 5.31 | -0.01% | (0.64) | -0.26% | 0.25 | -0.01% | (0.39) |
| The East India Company Group Ltd BVI | 0.00% | — | 0.00% | — | 0.00% | — | 0.00% | — |
| Joint Ventures (Investment as per the equity method) | | | | | | | | |
| Indian | | | | | | | | |
| Mahindra Sanyo Special Steel Private Limited | 0.04% | 20.88 | -0.07% | (4.73) | -0.16% | 0.15 | -0.07% | (4.58) |
| Mahindra Aerospace Pvt Limited (Consolidated) | 0.42% | 199.17 | -0.27% | (17.62) | 0.11% | (0.10) | -0.27% | (17.72) |
| Mahindra Tsubaki Conveyor Systems Private Limited (upto 21 February, 2022) | 0.00% | — | 0.03% | 1.73 | 0.00% | — | 0.03% | 1.73 |
| Mahindra Telephonics Integrated Systems Limited | 0.00% | 2.23 | -0.05% | (3.13) | -0.05% | 0.05 | -0.05% | (3.08) |
| Classic Legends Private Limited (Consolidated) | 0.37% | 175.48 | -0.92% | (60.54) | 0.62% | (0.59) | -0.94% | (61.13) |
| M.I.T.R.A Agro Equipments Private Limited | 0.03% | 14.48 | 0.03% | 2.14 | 0.07% | (0.07) | 0.03% | 2.07 |
| Carnot Technologies Private Limited | 0.01% | 5.34 | -0.02% | (1.19) | 0.00% | — | -0.02% | (1.19) |
| Smartshift Logistics Solution Private Limited | 0.39% | 182.12 | -0.55% | (36.39) | -0.16% | 0.15 | -0.56% | (36.24) |
| Mahindra Summit Agriscience Limited | 0.13% | 59.87 | -0.04% | (2.61) | 0.00% | — | -0.04% | (2.61) |
| Marvel Solren Private Limited | 0.06% | 26.30 | 0.01% | 0.39 | 0.00% | — | 0.01% | 0.39 |
| Aquasail Distribution Company Private Limited | 0.00% | 0.51 | 0.00% | (0.20) | 0.00% | — | 0.00% | (0.20) |
| New Delhi Centre for Sight Limited (Consolidated) | 0.18% | 82.63 | 0.03% | 1.87 | 0.00% | — | 0.03% | 1.87 |

46. Statement of Net Assets and Profit and Loss and Other Comprehensive Income Attributable to Owners and Non-controlling Interest (contd.)
Rupees crores

| Name of the Enterprise | Net assets, i.e., total assets minus total liabilities | | Share of Profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|--|--|------------------|-------------------------------------|-----------------|---|----------------|---|-----------------|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Foreign | | | | | | | | |
| Mahindra-BT Investment Company (Mauritius) Limited | 0.21% | 99.64 | 0.01% | 0.38 | -8.25% | 7.82 | 0.13% | 8.20 |
| Sampo Rosenlew Oy | 0.00% | 1.26 | -0.48% | (31.48) | 0.28% | (0.27) | -0.49% | (31.75) |
| Zoomcar Inc. (Consolidated) | 0.00% | — | 0.00% | — | 0.00% | — | 0.00% | — |
| Mahindra Ideal Lanka (Private) Limited | 0.01% | 5.05 | 0.02% | 1.43 | 2.13% | (2.02) | -0.01% | (0.59) |
| Non controlling Interest | -20.59% | (9,702.62) | -10.27% | (675.69) | -17.60% | 16.68 | -10.17% | (659.01) |
| Consolidation adjustments and Inter Company Eliminations | -46.65% | (21,981.59) | -2.31% | (151.88) | 64.09% | (60.75) | -3.28% | (212.63) |
| Total | 100.00% | 47,122.64 | 100.00% | 6,577.32 | 100.00% | (94.79) | 100.00% | 6,482.53 |

47. Transaction with Struck off Companies

Rupees crores

| Name of the Struck of Company | Receivables | Payables | Number of Shares held by Struck off Companies | Other Outstanding Balances-Assets | Other Outstanding Balances-Liabilities |
|---|-------------|----------|---|-----------------------------------|--|
| Mahindra & Mahindra Limited | | | | | |
| Akhuratha Communications Private Limited | — | * | — | — | — |
| Akshay Auto Parts Shopee Private Limited | 0.03 | — | — | — | — |
| Babace Pneumatics Private Limited | — | * | — | — | — |
| Chandra Construction Company Private Limited | 0.01 | — | — | — | — |
| Chowdhary Motors Private Limited | 0.17 | — | — | — | — |
| Digicron Power System Private Limited | — | * | — | — | — |
| Dimensions Engineering Technologies Private Limited | — | — | — | * | — |
| East West Power Genset Private Limited | — | — | — | — | * |
| Gems Recycling Private Limited | — | * | — | — | — |
| Gomti Motors Private Limited | * | — | — | — | — |
| Good Year India Limited | * | — | — | * | — |
| Green Park Hotels & Resorts Limited | — | — | — | * | — |
| Hanaro Hospitality Private Limited | — | * | — | — | — |
| Heeraraj R&D And Automations Private Limited | — | — | — | * | — |
| Jayaswals Neco Limited | * | — | — | — | — |
| Jayem Automotives Limited | * | — | — | — | — |
| Kamla Landmarc Cars Private Limited | — | * | — | — | — |
| Lektronix India Private Limited | * | — | — | — | — |
| Loni Corporate Training Private Limited | — | — | — | * | — |
| Maptronicz Technologies Private Limited | * | — | — | — | — |
| Mayor Healthcare Private Limited | — | * | — | — | — |
| Niche Events And Promotions Private Limited | 0.04 | — | — | — | — |
| Nova Telecommunication Private Limited | * | — | — | — | — |
| Oriental Refrigeration and Engg Company Private Limited | * | — | — | — | — |
| Oxford Automotive Private Limited | * | — | — | — | — |
| Pooja Castings Private Limited | — | — | — | 0.14 | — |
| Prius Auto Accessories Private Limited | — | — | — | * | — |
| Purolator India Limited | — | — | — | * | — |
| Ray Shield Technology Private Limited | — | 0.01 | — | — | — |
| Real Technologies Engineering Private Limited | — | 0.02 | — | — | — |
| Reliable Operations & Maintenance Private Limited | — | — | — | * | — |
| Right View Audio Visual Private Limited | — | * | — | — | — |
| Sahil Genset Sales Private Limited | * | * | — | — | * |
| Shalaka Technologies Private Limited | — | 0.07 | — | — | — |
| Shivraj Oils Private Limited | — | — | — | * | — |
| Shravani Constructions Private Limited | 0.01 | — | — | — | — |
| Skypack Courier & Cargo Private Limited | — | * | — | — | — |
| Sugam Auto Private Limited | 0.01 | — | — | — | — |
| Sundharams Private Limited | — | 0.04 | — | — | — |
| Super India Roadlines Private Limited | * | — | — | — | — |
| Synergy Telecommunications Private Limited | * | — | — | — | — |
| Tc Springs Limited | * | — | — | — | — |

47. Transaction with Struck off Companies (contd.)

Rupees crores

| Name of the Struck off Company | Receivables | Payables | Number of Shares held by Struck off Companies | Other Outstanding Balances-Assets | Other Outstanding Balances-Liabilities |
|---|-------------|----------|---|-----------------------------------|--|
| Technosteel Commercial Kitchen Equipments Private Limited | 0.01 | — | — | — | — |
| Vaishnavi Enterprises Private Limited | * | — | — | — | — |
| Walker Exhaust India Private Limited | — | * | — | * | — |
| <u>Mahindra First Choice Wheels Limited</u> | | | | | |
| AB Motors Private Limited | — | — | — | * | — |
| Leader Ship Centre Private Limited | — | — | — | — | 0.01 |
| Retona Motors Private Limited | — | — | — | — | 0.01 |
| Nandprabhawati Ent Private Limited | — | — | — | — | * |
| <u>Mahindra & Mahindra Financial Services Ltd.</u> | | | | | |
| Console Cargo Logistics Services (I) Private Limited | 0.09 | — | — | — | — |
| Anushree Constrotech Private Limited | — | — | — | — | — |
| Shan Strategic Solutions Private Limited | — | — | — | — | — |
| Himhydro Construction Private Limited | — | — | — | — | — |
| G. V. Foods Private Limited | — | — | — | — | — |
| Singhal Bricks Private Limited | — | — | — | — | — |
| Modesty Industries Private Limited | 0.01 | — | — | — | — |
| Ra Globalcity Housing Private Limited | * | — | — | — | — |
| Gracious Bottles Private Limited | 0.01 | — | — | — | — |
| Saraswatipur Tea And Industries Pvt.Ltd. | * | — | — | — | — |
| Fast Business Centre Limited | 0.02 | — | — | — | — |
| Kiran Enviro—Tech Energy Private Limited | 0.03 | — | — | — | — |
| Ashi Infraprojects And Associates Private Limited | 0.01 | — | — | — | — |
| Satkar Security Provider Private Limited | 0.01 | — | — | — | — |
| Atcom Infratech Private Limited | 0.08 | — | — | — | — |
| Goludev Infrastructure Private Limited | 0.07 | — | — | — | — |
| M.Y. Transport Company Private Limited | 0.32 | — | — | — | — |
| Gomateshwar Investments Pvt Ltd | — | — | 50 | — | — |
| Dreams Broking Private Limited | — | — | 476 | — | — |
| Unickon Fincap Private Limited | — | — | 689 | — | — |

Note:

* denotes amounts less than Rs. 50,000.

The above information is provided on basis of reasonable diligence done to ascertain relevant companies that have been struck off on the website of the Ministry of Company Affairs.

48. Previous year's figures have been regrouped / reclassified where necessary.

In terms of our report attached.

For Mahindra & Mahindra Limited

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreve Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra
Anish Shah
Rajesh Jejurikar
Manoj Bhat
Narayan Shankar

Executive Director (Automotive and Farm Sectors)

Chairman
Managing Director and CEO
Group Chief Financial Officer
Company Secretary

Jamil Khatri
Partner
Membership No : 102527
Mumbai, 28th May, 2022

Mumbai, 28th May, 2022

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 statements of subsidiaries/associate companies /joint ventures

Part "A" Subsidiaries (as per section 2(87) of the Companies Act, 2013)

Rupees crores

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/(Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
|---------|--|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|-------------------------|-----------------------------------|------------------------------------|
| 1 | Mahindra Heavy Engines Limited | 31/01/2008 | INR | 1.00 | 634.40 | 65.27 | 996.02 | 296.35 | 86.06 | 1,147.90 | 116.84 | 33.88 | 82.96 | 19.03 | 100.00% |
| 2 | Mahindra Electric Mobility Limited | 26/05/2010 | INR | 1.00 | 359.75 | (171.82) | 974.02 | 786.09 | — | 447.24 | (70.52) | — | (70.52) | — | 98.98% |
| 3 | NBS International Limited | 05/02/2001 | INR | 1.00 | 44.55 | (40.51) | 42.69 | 38.65 | 0.42 | 218.54 | 1.23 | — | 1.23 | — | 100.00% |
| 4 | Mahindra Automotive Australia Pty. Limited | 23/09/2008 | AUD | 56.65 | 25.92 | (6.43) | 81.00 | 61.51 | — | 166.56 | 15.11 | (2.31) | 17.42 | — | 100.00% |
| 5 | Mahindra Two Wheelers Limited | 29/09/2008 | INR | 1.00 | 82.82 | 145.05 | 323.09 | 95.22 | 153.64 | 278.51 | 45.00 | 11.35 | 33.65 | 33.50 | 100.00% |
| 6 | Ssangyong Motor Company # | 09/02/2011 | KRW | 0.0625 | 4,682.50 | (5,160.87) | 11,611.01 | 12,089.38 | 63.75 | 15,275.75 | (1,611.37) | — | (1,611.37) | — | 74.65% |
| 7 | Ssangyong European Parts Center B.V. # ¥ | 09/02/2011 | EUR | 84.50 | 5.92 | (24.32) | 101.15 | 119.55 | — | 123.21 | 1.28 | 0.21 | 1.07 | — | 74.65% |
| 8 | SY Auto Capital Co., LTD # ¥ | 28/10/2015 | KRW | 0.0625 | 125.00 | 127.99 | 550.90 | 297.91 | — | 82.06 | 18.04 | 4.33 | 13.71 | — | 38.07% |
| 9 | SsangYong Australia Pty Limited # ¥ | 31/07/2018 | AUD | 56.65 | 28.33 | (60.37) | 184.85 | 216.89 | — | 570.24 | 14.07 | — | 14.07 | — | 74.65% |
| 10 | Mahindra Europe S.r.l. | 31/05/2005 | EUR | 84.50 | 12.01 | 0.30 | 48.08 | 35.77 | — | 74.99 | 0.05 | 0.04 | 0.01 | — | 100.00% |
| 11 | Mahindra and Mahindra South Africa (Proprietary) Limited | 20/10/2004 | ZAR | 5.21 | 27.09 | 40.29 | 458.58 | 391.20 | — | 1,199.26 | 42.92 | 12.68 | 30.24 | — | 100.00% |
| 12 | Mahindra North American Technical Center, Inc. | 18/12/2013 | USD | 75.72 | 484.74 | (468.24) | 152.39 | 135.89 | — | 74.99 | (108.05) | — | (108.05) | — | 100.00% |
| 13 | Mahindra Automotive North America Inc. | 25/04/2017 | USD | 75.72 | 1,404.17 | (167.24) | 1,272.00 | 35.07 | 1,150.74 | 67.03 | 4.96 | — | 4.96 | — | 100.00% |
| 14 | Mahindra Vehicle Sales and Service Inc. | 06/06/2017 | USD | 75.72 | 657.75 | (681.20) | 2.31 | 25.76 | — | 8.53 | (27.07) | — | (27.07) | — | 100.00% |
| 15 | Automobili Pininfarina GmbH | 07/05/2018 | EUR | 84.50 | 1,410.31 | (1,393.89) | 141.57 | 125.15 | 0.31 | 5.05 | (521.51) | 0.02 | (521.53) | — | 100.00% |
| 16 | Automobili Pininfarina Americas Inc. | 15/01/2019 | USD | 75.72 | 0.30 | (0.24) | 57.50 | 57.44 | — | — | (0.08) | 0.01 | (0.09) | — | 100.00% |
| 17 | Mahindra West Africa Ltd ¥ € | 20/05/2016 | NGN | 0.1821 | 1.10 | (1.11) | 0.04 | 0.05 | — | 0.08 | (0.20) | — | (0.20) | — | 100.00% |
| 18 | Mahindra Bangladesh Private Limited | 12/09/2019 | BDT | 0.8679 | 3.69 | (0.50) | 3.25 | 0.06 | — | 0.09 | (0.04) | 0.02 | (0.06) | — | 100.00% |
| 19 | Gromax Agri Equipment Limited | 18/12/1999 | INR | 1.00 | 54.30 | (4.32) | 113.46 | 63.48 | — | 191.57 | 27.19 | 0.09 | 27.10 | — | 60.00% |
| 20 | Trringo.com Limited | 23/05/2016 | INR | 1.00 | 27.46 | (25.35) | 2.38 | 0.27 | — | 0.85 | (0.31) | — | (0.31) | — | 100.00% |
| 21 | Mahindra USA Inc. | 08/06/1994 | USD | 75.72 | 1,677.96 | (1,499.62) | 1,832.31 | 1,653.97 | — | 3,484.25 | 35.22 | 31.08 | 4.14 | — | 100.00% |
| 22 | Mahindra Mexico S. de. R. L | 08/08/2016 | MXN | 3.80 | 82.53 | (91.79) | 1.45 | 10.71 | — | 2.56 | — | — | — | — | 100.00% |
| 23 | Mahindra do Brasil Industrial Ltda | 14/10/2016 | BRL | 15.87 | 96.77 | (75.15) | 129.01 | 107.39 | — | 283.24 | 36.53 | 10.46 | 26.07 | — | 100.00% |

Part "A" Subsidiaries (as per section 2(87) of the Companies Act, 2013] (contd.)

| Sr. No. | Name of subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
|---------|---|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|--------------------------|-----------------------------------|------------------------------------|
| 24 | Erkunt Traktor Sanayiji A.S. # | 01/12/2017 | TRY | 5.17 | 188.71 | (36.02) | 473.14 | 320.45 | 55.78 | 640.70 | 44.20 | (9.35) | 53.55 | — | 100.00% |
| 25 | Erkunt Sanayi A.S. # | 01/12/2017 | TRY | 5.17 | 4.16 | 155.16 | 338.71 | 179.39 | 4.35 | 604.94 | 78.74 | 13.70 | 65.04 | — | 98.69% |
| 26 | Sampo Rosenlew Oy | 29/09/2020 | EUR | 84.50 | 4.74 | 25.51 | 376.29 | 346.04 | 31.10 | 443.03 | (42.10) | 0.01 | (42.11) | — | 79.13% |
| 27 | Carnot Technologies Private Limited | 17/03/2022 | INR | 1.00 | 0.17 | 7.14 | 9.42 | 2.11 | — | 10.52 | (1.66) | (0.03) | (1.63) | — | 73.00% |
| 28 | Mahindra & Mahindra Financial Services Limited | 30/09/1998 | INR | 1.00 | 246.60 | 15,381.49 | 75,288.73 | 59,660.64 | 8,440.27 | 9,718.80 | 1,356.91 | 368.16 | 988.75 | 444.79 | 52.26% |
| 29 | Mahindra Insurance Brokers Limited | 07/04/2004 | INR | 1.00 | 10.31 | 493.74 | 629.59 | 125.54 | 212.15 | 348.01 | 70.38 | 18.49 | 51.89 | 5.15 | 41.81% |
| 30 | Mahindra Rural Housing Finance Limited | 09/04/2007 | INR | 1.00 | 121.87 | 1,332.64 | 8,513.60 | 7,059.09 | 619.61 | 1,377.49 | 57.72 | 9.99 | 47.73 | — | 51.87% |
| 31 | Mahindra Manulife Investment Management Private Limited | 20/06/2013 | INR | 1.00 | 382.94 | (136.12) | 275.52 | 28.70 | 151.48 | 35.27 | (38.06) | — | (38.06) | — | 26.65% |
| 32 | Mahindra Manulife Trustee Private Limited | 25/04/2013 | INR | 1.00 | 0.98 | 0.20 | 1.23 | 0.05 | 1.05 | 0.76 | 0.23 | — | 0.23 | — | 26.65% |
| 33 | Mahindra Ideal Finance Limited | 08/07/2021 | LKR | 0.2591 | 49.44 | 21.71 | 219.86 | 148.70 | 6.46 | 34.24 | 8.04 | 1.84 | 6.20 | — | 30.42% |
| 34 | Mahindra Finance CSR foundation | 02/04/2019 | INR | 1.00 | * | 0.03 | 0.04 | 0.01 | — | 0.10 | (8.46) | — | (8.46) | — | 52.26% |
| 35 | Mahindra Lifespace Developers Limited | 30/03/2007 | INR | 1.00 | 154.52 | 1,336.78 | 2,317.84 | 826.54 | 491.40 | 306.50 | 22.50 | (20.39) | 42.89 | 30.90 | 51.33% |
| 36 | Mahindra Infrastructure Developers Limited | 14/12/2001 | INR | 1.00 | 18.00 | 2.94 | 21.41 | 0.47 | 0.08 | 10.46 | 10.33 | 0.36 | 9.97 | — | 51.33% |
| 37 | Mahindra World City (Maharashtra) Limited | 21/09/2005 | INR | 1.00 | 1.17 | (11.70) | 11.80 | 22.33 | 11.79 | — | (0.62) | — | (0.62) | — | 51.33% |
| 38 | Mahindra Integrated Township Limited | 04/05/2006 | INR | 1.00 | 50.00 | 41.92 | 256.04 | 164.12 | 66.30 | 102.27 | 36.13 | 10.12 | 26.01 | — | 37.98% |
| 39 | Knowledge Township Limited | 16/08/2007 | INR | 1.00 | 49.07 | 5.86 | 71.60 | 16.67 | — | — | (0.21) | — | (0.21) | — | 51.33% |
| 40 | Mahindra Residential Developers Limited | 01/02/2008 | INR | 1.00 | 0.25 | 96.10 | 102.45 | 6.10 | — | 7.03 | 2.15 | 0.64 | 1.51 | — | 37.98% |
| 41 | Industrial Township (Maharashtra) Limited | 02/07/2008 | INR | 1.00 | 5.00 | (2.32) | 2.69 | 0.01 | — | 0.03 | (0.01) | * | (0.01) | — | 51.33% |
| 42 | Anthurium Developers Limited | 02/06/2010 | INR | 1.00 | 0.05 | 0.08 | 0.13 | * | — | 0.01 | (0.01) | — | (0.01) | — | 51.33% |
| 43 | Mahindra Industrial Park Private Limited | 29/03/2013 | INR | 1.00 | 0.05 | (7.90) | 245.34 | 253.19 | 11.78 | 15.70 | 9.24 | 2.33 | 6.91 | — | 51.33% |
| 44 | Mahindra Water Utilities Limited | 27/07/2015 | INR | 1.00 | 0.10 | 20.66 | 24.54 | 3.78 | 0.04 | 23.20 | 9.52 | 2.45 | 7.07 | 12.00 | 50.82% |
| 45 | Mahindra World City Developers Limited | 22/09/2004 | INR | 1.00 | 20.00 | 90.13 | 483.14 | 373.01 | 115.00 | 28.62 | (28.85) | (8.53) | (20.32) | — | 45.68% |
| 46 | Mahindra World City Jaipur Limited | 26/08/2005 | INR | 1.00 | 150.00 | 278.90 | 743.23 | 314.33 | 47.07 | 292.49 | 180.58 | 43.55 | 137.03 | 52.50 | 37.98% |

Rupees crores

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/(Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ | Rupees crores | |
|---------|--|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|-------------------------|-----------------------------------|------------------------------------|------------------|----------------|
| | | | | | | | | | | | | | | | | COMPANY OVERVIEW | BOARD'S REPORT |
| 47 | Mahindra Bloomdale Developers Limited | 03/06/2008 | INR | 1.00 | 0.05 | (18.38) | 241.26 | 259.59 | — | 16.18 | (8.73) | — | (8.73) | — | 51.33% | | |
| 48 | Mahindra Industrial Park Chennai Limited | 22/12/2014 | INR | 1.00 | 170.00 | (3.22) | 332.39 | 165.61 | — | 0.79 | (9.74) | (2.45) | (7.29) | — | 30.80% | | |
| 49 | Mahindra Homes Private Limited | 30/03/2017 | INR | 1.00 | 0.91 | 332.06 | 502.59 | 169.62 | — | 251.21 | 4.76 | 0.27 | 4.49 | — | 37.22% | | |
| 50 | Mahindra Happinest Developers Limited | 06/09/2017 | INR | 1.00 | 0.10 | (38.13) | 409.43 | 447.46 | — | 70.79 | (0.85) | 0.43 | (1.28) | — | 26.18% | | |
| 51 | Mahindra Knowledge Park Mohali Limited | 07/05/2018 | INR | 1.00 | — | (1.25) | * | 1.25 | — | — | (0.01) | — | (0.01) | — | 23.69% | | |
| 52 | Deep Mangal Developers Private Ltd | 28/11/2017 | INR | 1.00 | 0.01 | (0.83) | 3.29 | 4.11 | * | — | (0.35) | — | (0.35) | — | 51.33% | | |
| 53 | Moonshine Construction Private Ltd | 28/11/2017 | INR | 1.00 | — | (0.32) | * | 0.32 | * | — | (0.01) | — | (0.01) | — | 51.33% | | |
| 54 | Mahindra Consulting Engineers Limited | 22/08/1995 | INR | 1.00 | 1.89 | 18.41 | 27.87 | 7.57 | — | 17.86 | 1.77 | 0.45 | 1.32 | — | 88.35% | | |
| 55 | Mahindra Holidays & Resorts India Limited | 28/03/2000 | INR | 1.00 | 199.85 | 364.55 | 6,504.02 | 5,939.62 | 380.56 | 1,070.72 | 203.53 | 52.22 | 151.31 | — | 67.47% | | |
| 56 | Mahindra Hotels and Residences India Limited | 26/04/2007 | INR | 1.00 | 0.05 | (0.23) | 0.02 | 0.20 | — | — | (0.02) | — | (0.02) | — | 67.47% | | |
| 57 | Gables Promoters Private Limited | 24/08/2012 | INR | 1.00 | 65.00 | 28.33 | 164.02 | 70.69 | — | 21.18 | 2.11 | — | 2.11 | — | 67.47% | | |
| 58 | Heritage Bird (M) Sdn. Bhd. | 03/03/2008 | MYR | 18.03 | 0.54 | (0.01) | 7.92 | 7.39 | — | 1.30 | 0.52 | 0.17 | 0.35 | — | 67.47% | | |
| 59 | Infinity Hospitality Group Company Limited | 05/11/2012 | THB | 2.27 | 34.05 | (29.35) | 45.31 | 40.61 | — | 3.79 | (1.17) | — | (1.17) | — | 49.92% | | |
| 60 | MH Boutique Hospitality Limited | 02/11/2012 | THB | 2.27 | 2.27 | (4.22) | 8.64 | 10.59 | 8.63 | — | (0.23) | — | (0.23) | — | 33.06% | | |
| 61 | MHR Holdings (Mauritius) Limited | 11/07/2014 | EUR | 84.50 | 1.23 | (57.65) | 671.03 | 727.46 | 195.89 | 10.41 | (14.58) | — | (14.58) | — | 67.47% | | |
| 62 | Covington S.a.r.l. | 17/07/2014 | EUR | 84.50 | 0.11 | 179.55 | 637.79 | 458.14 | 573.63 | 2.02 | (8.91) | 0.04 | (8.95) | — | 67.47% | | |
| 63 | HCR Management Oy | 02/09/2015 | EUR | 84.50 | 0.03 | 17.75 | 17.79 | 0.01 | 17.70 | — | (0.03) | — | (0.03) | — | 67.47% | | |
| 64 | Holiday Club Resort Oy | 02/09/2015 | EUR | 84.50 | 101.05 | 227.34 | 922.45 | 594.06 | 76.07 | 832.03 | (65.92) | — | (65.92) | — | 67.47% | | |
| 65 | Kiinteistö Oy Himos Gardens | 02/09/2015 | EUR | 84.50 | 0.02 | 9.18 | 9.33 | 0.13 | — | 0.09 | * | * | * | — | 67.47% | | |
| 66 | Kiinteistö Oy Vanha Ykköstii | 02/09/2015 | EUR | 84.50 | 0.02 | 0.50 | 0.52 | — | — | — | (0.02) | — | (0.02) | — | 67.47% | | |
| 67 | Kiinteistö Oy Katinnurkka | 02/09/2015 | EUR | 84.50 | 0.02 | 2.67 | 2.69 | — | — | — | (0.01) | — | (0.01) | — | 67.47% | | |
| 68 | Kiinteistö Oy Tenetinlahti | 02/09/2015 | EUR | 84.50 | 0.02 | 0.96 | 0.98 | — | — | 0.01 | * | — | * | — | 67.47% | | |
| 69 | Kiinteistö Oy Mällösnieni | 02/09/2015 | EUR | 84.50 | 0.08 | 2.43 | 2.54 | 0.03 | — | 0.15 | (0.05) | — | (0.05) | — | 67.47% | | |
| 70 | Kiinteistö Oy Rauhan Ranta 1 | 02/09/2015 | EUR | 84.50 | 0.02 | 1.14 | 1.16 | — | — | — | (0.03) | — | (0.03) | — | 67.47% | | |
| 71 | Kiinteistö Oy Rauhan Ranta 2 | 02/09/2015 | EUR | 84.50 | 0.02 | 1.94 | 1.97 | — | — | — | (0.03) | — | (0.03) | — | 67.47% | | |
| 72 | Kiinteistö Oy Tiurunnieni | 02/09/2015 | EUR | 84.50 | 0.02 | 3.35 | 3.37 | — | — | 0.03 | * | — | * | — | 67.47% | | |

Part "A" Subsidiaries (as per section 2(87) of the Companies Act, 2013] (contd.)

| | | Rupees crores | | | | | | | | | | | | | |
|---------|---|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|--------------------------|-----------------------------------|------------------------------------|
| Sr. No. | Name of subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
| 73 | Kiinteistö Oy Rauhan Liikekiinteistöt 1 | 02/09/2015 | EUR | 84.50 | 0.02 | 15.42 | 72.33 | 56.89 | — | 6.65 | * | — | * | — | 67.47% |
| 74 | Supermarket Capri Oy | 02/09/2015 | EUR | 84.50 | 0.85 | 0.65 | 1.51 | 0.02 | — | 0.09 | * | — | * | — | 67.47% |
| 75 | Kiinteistö Oy Kylpyläntorni 1 | 02/09/2015 | EUR | 84.50 | 0.02 | 2.08 | 2.12 | 0.01 | — | — | (0.01) | — | (0.01) | — | 67.47% |
| 76 | Kiinteistö Oy Spa Lofts 2 | 02/09/2015 | EUR | 84.50 | 0.02 | 1.22 | 1.24 | — | — | — | (0.02) | — | (0.02) | — | 67.47% |
| 77 | Kiinteistö Oy Spa Lofts 3 | 02/09/2015 | EUR | 84.50 | 0.02 | 1.19 | 1.21 | — | — | — | (0.02) | — | (0.02) | — | 67.47% |
| 78 | Kiinteistö Oy Kuusamon Pulkajärvi 1 | 02/09/2015 | EUR | 84.50 | 0.02 | 2.36 | 2.89 | 0.51 | — | 0.10 | * | * | * | — | 67.47% |
| 79 | Ownership Services Ab | 02/09/2015 | SEK | 8.41 | 0.08 | 1.52 | 10.45 | 8.86 | — | — | (0.01) | — | (0.01) | — | 67.47% |
| 80 | Are Villa 3 AB | 26/01/2018 | SEK | 8.41 | 0.04 | 3.73 | 3.81 | 0.04 | — | — | * | — | * | — | 67.47% |
| 81 | Holiday Club Sweden Ab Åre | 01/12/2015 | SEK | 8.41 | 0.08 | 98.48 | 164.87 | 66.31 | 49.71 | 23.20 | (5.43) | — | (5.43) | — | 67.47% |
| 82 | Holiday Club Sport and Spahotels AB | 02/09/2015 | SEK | 8.41 | 0.82 | 19.11 | 69.83 | 49.91 | — | 119.32 | 13.34 | — | 13.34 | — | 67.47% |
| 83 | Holiday Club Resort Rus LLC # | 02/09/2015 | RUB | 0.9587 | 0.03 | (4.19) | 0.04 | 4.20 | — | 0.99 | (0.20) | (0.02) | (0.18) | — | 67.47% |
| 84 | Holiday Club Canarias Investments S.L.U. | 02/09/2015 | EUR | 84.50 | 0.03 | * | 19.93 | 19.90 | 19.87 | 0.05 | 0.02 | 0.01 | 0.02 | — | 67.47% |
| 85 | Holiday Club Canarias Sales & Marketing S.L.U. | 02/09/2015 | EUR | 84.50 | 0.03 | (11.82) | 143.58 | 155.37 | 51.85 | 26.02 | (10.30) | (2.69) | (7.61) | — | 67.47% |
| 86 | Holiday Club Canarias Resort Management S.L.U. | 02/09/2015 | EUR | 84.50 | 0.03 | 58.21 | 143.56 | 85.32 | 87.87 | 46.40 | 12.66 | 3.36 | 9.30 | — | 67.47% |
| 87 | Holiday Club Canarias Vacation Club SLU | 18/12/2018 | EUR | 84.50 | 0.03 | 10.92 | 43.24 | 32.29 | 21.76 | 23.87 | 4.18 | 0.94 | 3.24 | — | 67.47% |
| 88 | Classic Legends Private Limited | 18/10/2016 | INR | 1.00 | 404.21 | (110.03) | 435.22 | 141.04 | 55.32 | 596.91 | (95.43) | (0.05) | (95.38) | — | 60.00% |
| 89 | B5A Company Limited | 21/10/2016 | GBP | 99.28 | 2.07 | 17.83 | 28.01 | 8.10 | * | 1.34 | (5.42) | — | (5.42) | — | 60.00% |
| 90 | The Birmingham Small Arms Company Limited ** | 11/09/2020 | GBP | 99.28 | * | — | * | — | — | — | — | — | — | — | 60.00% |
| 91 | B5A Corporation Limited ** | 11/09/2020 | GBP | 99.28 | * | — | * | — | — | — | — | — | — | — | 60.00% |
| 92 | B.S.A. Motor Cycles Limited ** | 11/09/2020 | GBP | 99.28 | * | — | * | — | — | — | — | — | — | — | 60.00% |
| 93 | Mahindra Two Wheelers Europe Holdings S.a.r.l. \$ | 02/12/2014 | EUR | 84.50 | 1,215.95 | (636.04) | 580.24 | 0.33 | 579.38 | — | (274.74) | — | (274.74) | — | 100.00% |
| 94 | Peugeot Motorcycles S.A.S. # | 19/01/2015 | EUR | 84.50 | 42.19 | (9.04) | 486.49 | 453.34 | 63.44 | 892.14 | (138.42) | 4.75 | (143.17) | — | 100.00% |
| 95 | Peugeot Motorcycles Deutschland GmbH # | 19/01/2015 | EUR | 84.50 | 0.22 | 6.06 | 29.11 | 22.83 | — | 130.90 | 0.07 | 0.03 | 0.04 | — | 100.00% |
| 96 | Peugeot Motorcycles Italia S.p.A. # € | 19/01/2015 | EUR | 84.50 | 2.23 | (6.46) | 6.29 | 10.52 | — | 1.25 | (0.09) | — | (0.09) | — | 100.00% |
| 97 | PMTC Engineering SpA | 23/01/2012 | EUR | 84.50 | 0.85 | 3.69 | 5.70 | 1.16 | — | 1.32 | (2.36) | — | (2.36) | — | 100.00% |
| 98 | Mahindra Tractor Assembly Inc. | 25/01/2013 | USD | 75.72 | 833.10 | (844.52) | 1.42 | 12.84 | — | 0.35 | (10.98) | 0.01 | (10.99) | — | 100.00% |

Part "A" Subsidiaries (as per section 2(87) of the Companies Act, 2013] (contd.)

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/(Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
|---------|--|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|-------------------------|-----------------------------------|------------------------------------|
| 99 | Mahindra Agri Solutions Limited | 16/08/2000 | INR | 1.00 | 94.17 | (44.12) | 289.28 | 239.23 | 93.17 | 228.51 | (15.90) | — | (15.90) | — | 98.79% |
| 100 | Mahindra Summit Agriscience Limited | 09/10/2018 | INR | 1.00 | 128.11 | (28.30) | 196.35 | 96.54 | — | 179.05 | (4.35) | — | (4.35) | — | 59.27% |
| 101 | Merakisan Private Limited | 25/07/2019 | INR | 1.00 | 12.67 | (13.01) | 0.47 | 0.81 | — | 5.52 | 0.03 | 0.01 | 0.02 | — | 90.48% |
| 102 | Mahindra EPC Irrigation Limited | 08/09/2011 | INR | 1.00 | 27.84 | 147.46 | 279.72 | 104.42 | 0.69 | 212.40 | (11.23) | (2.61) | (8.62) | — | 54.40% |
| 103 | Mahindra Top Greenhouses Private Limited | 16/11/2018 | INR | 1.00 | 3.00 | (1.73) | 2.52 | 1.25 | — | 4.72 | (0.68) | — | (0.68) | — | 32.64% |
| 104 | Mahindra HZPC Private Limited | 25/04/2013 | INR | 1.00 | 49.64 | (47.30) | 54.12 | 51.78 | — | 40.71 | (4.21) | — | (4.21) | — | 59.22% |
| 105 | Mahindra Fruits Private Limited (formerly known as Mahindra Greenyard Private Limited) | 09/07/2014 | INR | 1.00 | 10.93 | (10.72) | 0.30 | 0.09 | — | 2.36 | (1.06) | — | (1.06) | — | 98.79% |
| 106 | Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. # \$ | 17/11/2017 | EUR | 84.50 | 0.08 | (1.63) | 35.91 | 37.46 | 35.16 | — | (0.74) | — | (0.74) | — | 98.79% |
| 107 | OFD Holding BV # \$ | 22/02/2017 | EUR | 84.50 | 0.27 | 47.57 | 54.09 | 6.25 | 52.99 | 0.21 | (0.06) | — | (0.06) | — | 82.09% |
| 108 | Origin Direct Asia Ltd. # | 22/02/2017 | USD | 75.72 | 0.01 | 2.60 | 22.99 | 20.38 | — | 119.90 | 0.90 | 0.01 | 0.89 | — | 49.25% |
| 109 | Origin Fruit Direct B.V. # | 22/02/2017 | EUR | 84.50 | 0.11 | 51.05 | 129.56 | 78.40 | — | 463.47 | 8.23 | 1.85 | 6.38 | — | 82.09% |
| 110 | Origin Fruit Services South America SpA # \$ | 22/02/2017 | CLP | 0.0965 | 0.01 | (0.48) | 6.87 | 7.34 | — | 9.57 | 0.44 | — | 0.44 | — | 82.09% |
| 111 | Origin Direct Asia (Shanghai) Trading Co. Ltd. # | 22/02/2017 | CNY | 11.93 | 1.10 | (15.99) | 2.05 | 16.94 | — | 13.31 | (2.57) | — | (2.57) | — | 82.09% |
| 112 | Bristlecone Limited | 17/05/2004 | USD | 75.72 | 0.14 | 54.92 | 240.24 | 185.18 | 225.62 | 123.81 | 120.51 | 26.65 | 93.86 | — | 97.06% |
| 113 | Bristlecone India Limited | 25/09/1995 | INR | 1.00 | 19.05 | 72.72 | 204.18 | 112.41 | 7.79 | 394.76 | 44.44 | 10.88 | 33.56 | — | 97.06% |
| 114 | Bristlecone Consulting Limited | 01/06/2010 | CAD | 60.72 | — | 2.88 | 3.24 | 0.36 | — | 0.98 | (0.68) | (0.18) | (0.50) | — | 97.06% |
| 115 | Bristlecone (Malaysia) Sdn.Bhd | 30/05/2007 | MYR | 18.03 | 0.90 | 0.88 | 3.33 | 1.55 | — | 2.69 | 0.48 | — | 0.48 | — | 97.06% |
| 116 | Bristlecone International AG | 21/06/2011 | CHF | 81.86 | 0.82 | 17.23 | 28.19 | 10.14 | — | 16.17 | (2.96) | (0.01) | (2.95) | — | 97.06% |
| 117 | Bristlecone (UK) Limited | 31/05/1999 | GBP | 99.28 | 23.33 | (17.40) | 6.28 | 0.35 | — | 0.81 | 0.53 | — | 0.53 | — | 97.06% |
| 118 | Bristlecone Inc. | 17/05/2004 | USD | 75.72 | 51.88 | 33.17 | 258.80 | 173.75 | — | 507.15 | 14.59 | 0.92 | 13.67 | — | 97.06% |
| 119 | Bristlecone Middle East DMCC | 18/07/2016 | AED | 20.62 | 0.10 | 15.83 | 21.77 | 5.84 | — | 26.61 | 8.31 | — | 8.31 | — | 97.06% |
| 120 | Bristlecone GmbH | 09/12/2003 | EUR | 84.50 | 0.42 | 45.56 | 53.64 | 7.66 | — | 34.26 | 5.87 | 1.21 | 4.66 | — | 97.06% |
| 121 | Bristlecone (Singapore) Pte. Limited | 21/02/2003 | SGD | 55.94 | 9.34 | (0.13) | 12.08 | 2.87 | — | 17.19 | 3.85 | 0.23 | 3.62 | — | 97.06% |
| 122 | Bristlecone Internacional Costa Rica Limited ** £ | 04/01/2022 | CRC | 0.1132 | — | — | — | — | — | — | — | — | — | — | 97.06% |

Rupees crores

Part "A" Subsidiaries (as per section 2(87) of the Companies Act, 2013] (contd.)

| Sr. No. | Name of subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/(Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
|---------|---|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|-------------------------|-----------------------------------|------------------------------------|
| 123 | Mahindra-BT Investment Company (Mauritius) Limited | 24/12/2004 | USD | 75.72 | 89.96 | 84.84 | 174.87 | 0.07 | 36.39 | 1.23 | 0.92 | 0.23 | 0.69 | — | 57.00% |
| 124 | Mahindra Intertrade Limited | 28/04/1983 | INR | 1.00 | 16.60 | 735.40 | 1,385.58 | 633.58 | 201.97 | 2,459.58 | 193.77 | 49.85 | 143.92 | 43.16 | 100.00% |
| 125 | Mahindra Steel Service Centre Limited | 29/12/1993 | INR | 1.00 | 16.54 | 98.33 | 327.91 | 213.04 | 5.75 | 315.29 | 26.44 | 8.00 | 18.44 | 5.46 | 61.00% |
| 126 | Mahindra Electrical Steel Private Limited ** | 11/07/2009 | INR | 1.00 | 0.50 | (9.74) | 7.04 | 16.28 | — | — | (2.04) | — | (2.04) | — | 100.00% |
| 127 | Mahindra Auto Steel Private Limited | 12/12/2013 | INR | 1.00 | 68.50 | 43.47 | 240.89 | 128.92 | — | 248.79 | 22.53 | 7.00 | 15.53 | 2.33 | 51.00% |
| 128 | Mahindra Middleeast Electrical Steel Service Centre (FZC) | 08/08/2004 | AED | 20.62 | 4.16 | 23.86 | 58.71 | 30.69 | — | 62.33 | 5.31 | — | 5.31 | — | 90.00% |
| 129 | PT Mahindra Accelo Steel Indonesia | 19/12/2018 | IDR | 0.0053 | 29.42 | (2.32) | 65.31 | 38.21 | — | 0.25 | (1.29) | 0.01 | (1.30) | — | 99.98% |
| 130 | Mahindra MSTC Recycling Private Limited | 16/12/2016 | INR | 1.00 | 57.20 | (15.94) | 49.76 | 8.50 | — | 17.48 | 0.09 | (0.48) | 0.57 | — | 50.00% |
| 131 | Mahindra Holdings Limited | 02/11/2007 | INR | 1.00 | 2,463.50 | (271.41) | 2,192.36 | 0.27 | 2,096.36 | 1.98 | (4.45) | 0.26 | (4.71) | — | 100.00% |
| 132 | Mahindra Overseas Investment Company (Mauritius) Limited | 24/12/2004 | USD | 75.72 | 3,334.02 | (3,415.02) | 1,755.64 | 1,836.64 | 1,710.30 | 167.33 | (19.27) | 25.32 | (44.59) | — | 100.00% |
| 133 | Mahindra Automotive Mauritius Limited | 06/11/2018 | EUR | 84.50 | 1,586.11 | (1,585.93) | 0.36 | 0.08 | — | — | (310.28) | — | (310.28) | — | 100.00% |
| 134 | Mahindra Racing UK Limited | 04/03/2011 | GBP | 99.28 | 0.20 | (17.28) | 81.68 | 98.76 | — | 174.65 | (11.97) | (8.19) | (3.78) | — | 100.00% |
| 135 | Mahindra Susten Private Limited | 04/03/2011 | INR | 1.00 | 195.46 | 802.21 | 2,859.40 | 1,861.73 | 475.21 | 657.34 | 6.01 | 6.51 | (0.50) | — | 100.00% |
| 136 | Mahindra Renewables Private Limited | 28/07/2013 | INR | 1.00 | 321.52 | 75.18 | 2,729.46 | 2,332.76 | 154.40 | 302.28 | 39.08 | 9.84 | 29.24 | — | 100.00% |
| 137 | Mahindra Teqo Private Limited | 05/01/2016 | INR | 1.00 | 0.10 | 17.92 | 78.18 | 60.16 | — | 130.33 | 12.85 | 3.42 | 9.43 | — | 100.00% |
| 138 | Neo Solren Private Limited | 01/07/2015 | INR | 1.00 | 9.32 | 69.30 | 308.27 | 229.65 | — | 41.38 | 5.43 | 1.51 | 3.92 | — | 100.00% |
| 139 | Marvel Solren Private Limited | 10/10/2015 | INR | 1.00 | 27.82 | 23.77 | 136.45 | 84.86 | — | 19.19 | 1.22 | 0.45 | 0.77 | — | 51.00% |
| 140 | Astra Solren Private Limited | 14/10/2015 | INR | 1.00 | 8.89 | 76.91 | 403.72 | 317.92 | — | 61.35 | 14.71 | 4.12 | 10.59 | — | 100.00% |
| 141 | Brightsolar Renewable Energy Private Limited | 03/12/2013 | INR | 1.00 | 9.52 | 13.57 | 93.76 | 70.67 | — | 13.28 | 1.14 | 0.32 | 0.82 | — | 100.00% |
| 142 | Mega Suryaurja Private Limited | 16/02/2017 | INR | 1.00 | 8.65 | 76.21 | 1,335.71 | 1,250.85 | — | — | (0.17) | (0.02) | (0.15) | — | 100.00% |
| 143 | Marial Solren Private Limited ** | 27/08/2020 | INR | 1.00 | 0.01 | (0.06) | — | 0.05 | — | — | (0.03) | — | (0.03) | — | 100.00% |
| 144 | Mahindra Solarize Private Limited | 06/04/2020 | INR | 1.00 | 28.00 | 2.68 | 126.16 | 95.48 | — | 162.83 | 3.80 | 1.00 | 2.80 | — | 100.00% |
| 145 | MSP International DMCC ** | 08/10/2019 | AED | 20.62 | 23.95 | (23.39) | 0.30 | (0.26) | — | — | (0.04) | — | (0.04) | — | 100.00% |
| 146 | Mahindra Defence Systems Limited | 30/07/2012 | INR | 1.00 | 16.72 | 396.88 | 902.16 | 488.56 | 118.46 | 442.07 | 105.47 | 27.84 | 77.63 | 12.54 | 100.00% |
| 147 | Mahindra Telephonics Integrated Systems Limited | 22/04/2013 | INR | 1.00 | 50.78 | (46.40) | 53.60 | 49.22 | — | 11.96 | (6.14) | — | (6.14) | — | 51.00% |

Rupees crores

Part "A" Subsidiaries (as per section 2(87) of the Companies Act, 2013] (contd.)

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/(Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
|---------|--|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|-------------------------|-----------------------------------|------------------------------------|
| 148 | Mahindra Emirates Vehicle Armouring FZ-LLC | 05/08/2010 | AED | 20.62 | 20.62 | 8.11 | 68.56 | 39.83 | 0.05 | 72.42 | 2.73 | — | 2.73 | — | 88.00% |
| 149 | Mahindra Armored Vehicles Jordon, LLC. | 31/03/2019 | JOD | 103.25 | 0.05 | 0.44 | 3.25 | 2.76 | — | 20.21 | 0.17 | — | 0.17 | — | 88.00% |
| 150 | Mahindra First Choice Wheels Ltd | 24/03/2008 | INR | 1.00 | 79.51 | 60.87 | 315.64 | 175.26 | 65.12 | 855.36 | (30.77) | 0.93 | (31.70) | — | 50.60% |
| 151 | Fifth Gear Ventures Limited | 17/01/2020 | INR | 1.00 | 0.20 | 9.44 | 30.42 | 20.78 | — | 28.64 | (19.62) | — | (19.62) | — | 50.60% |
| 152 | Mahindra Namaste Limited | 02/01/2010 | INR | 1.00 | 9.01 | (7.75) | 1.45 | 0.19 | — | 0.95 | 0.16 | — | 0.16 | — | 88.35% |
| 153 | Mahindra Integrated Business Solutions Private Limited | 18/01/2011 | INR | 1.00 | 9.78 | 150.96 | 222.47 | 61.73 | 0.14 | 427.76 | 17.89 | 4.88 | 13.01 | — | 100.00% |
| 154 | Mahindra eMarket Limited | 11/08/2014 | INR | 1.00 | 0.80 | (1.78) | 0.94 | 1.92 | — | 9.77 | (2.30) | 1.53 | (3.83) | — | 83.47% |
| 155 | Mahindra Airways Limited | 27/07/2016 | INR | 1.00 | 5.85 | (5.48) | 0.50 | 0.13 | — | 0.01 | (0.16) | — | (0.16) | — | 100.00% |
| 156 | Mahindra Logistics Limited | 12/12/2007 | INR | 1.00 | 71.87 | 502.99 | 1,848.85 | 1,273.99 | 137.49 | 3,640.64 | 32.69 | 8.25 | 24.44 | 14.37 | 58.18% |
| 157 | 2 x 2 Logistics Private Limited | 22/10/2012 | INR | 1.00 | 9.01 | (8.41) | 16.24 | 15.64 | — | 24.10 | (8.15) | (2.27) | (5.88) | — | 32.00% |
| 158 | Lords Freight (India) Private Limited | 07/08/2014 | INR | 1.00 | 2.36 | 29.86 | 84.38 | 52.16 | — | 452.65 | 21.26 | 5.27 | 15.99 | — | 57.63% |
| 159 | Mahindra Aerospace Private Limited | 28/02/2008 | INR | 1.00 | 912.39 | (714.15) | 198.31 | 0.07 | 195.14 | 0.11 | (0.14) | 0.03 | (0.17) | — | 91.59% |
| 160 | Mahindra Aerostructures Private Limited | 27/01/2011 | INR | 1.00 | 464.50 | (290.66) | 212.41 | 38.57 | — | 103.49 | (5.21) | — | (5.21) | — | 91.59% |
| 161 | Mahindra Aerospace Australia Pty Limited | 08/04/2010 | AUD | 56.65 | 805.20 | (771.47) | 33.79 | 0.06 | — | — | 0.04 | — | 0.04 | — | 91.59% |
| 162 | GA8 Airvan Pty Limited \$ | 27/06/2010 | AUD | 56.65 | 0.06 | (0.05) | 0.01 | — | — | — | (0.01) | — | (0.01) | — | 91.59% |
| 163 | GA200 Pty Limited \$ | 27/06/2010 | AUD | 56.65 | 0.06 | (0.05) | 0.01 | — | — | — | (0.01) | — | (0.01) | — | 91.59% |
| 164 | Nomad TC Pty Limited \$ | 27/06/2010 | AUD | 56.65 | 0.13 | (0.12) | 0.01 | — | — | — | * | — | * | — | 91.59% |
| 165 | Airvan 10 Pty Limited \$ | 10/12/2015 | AUD | 56.65 | 0.06 | (0.05) | 0.01 | — | — | — | * | — | * | — | 91.59% |
| 166 | Gippsaero Pty Limited | 27/06/2010 | AUD | 56.65 | 688.85 | (682.05) | 15.30 | 8.50 | — | 7.37 | (14.51) | — | (14.51) | — | 91.59% |
| 167 | Airvan Flight Services Pty Limited \$ | 27/06/2010 | AUD | 56.65 | 0.06 | (0.06) | * | — | — | — | * | — | * | — | 91.59% |
| 168 | Mahindra Waste To Energy Solutions Limited | 25/06/2017 | INR | 1.00 | 30.00 | (10.42) | 26.16 | 6.58 | — | 7.63 | (2.75) | — | (2.75) | — | 87.39% |
| 169 | Mahindra Telecom Energy Management Services Limited | 25/06/2017 | INR | 1.00 | 56.05 | 0.18 | 57.81 | 1.58 | 42.02 | 2.37 | 0.49 | 0.28 | 0.21 | — | 100.00% |
| 170 | Mahindra Construction Company Ltd | 28/11/2017 | INR | 1.00 | 2.40 | (24.87) | 0.70 | 23.17 | — | 0.11 | 0.02 | — | 0.02 | — | 65.30% |
| 171 | Meru Travel Solutions Private Limited | 05/12/2019 | INR | 1.00 | 97.14 | (46.89) | 50.48 | 0.23 | 50.48 | — | (75.09) | — | (75.09) | — | 100.00% |
| 172 | Meru Mobility Tech Private Limited | 05/12/2019 | INR | 1.00 | 0.17 | (9.04) | 55.53 | 64.40 | 1.67 | 57.66 | (19.28) | — | (19.28) | — | 100.00% |

Rupees crores

Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (contd.)

| Rupees crores | | | | | | | | | | | | | | | |
|---------------|--|---|--------------------|---------------|---------------|--------------------|--------------|-------------------|-------------|----------------|--------------------------|-------------------|--------------------------|-----------------------------------|------------------------------------|
| Sr. No. | Name of subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend and Tax thereon | Proportion of ownership interest @ |
| 173 | V-Link Automotive Services Private Limited | 05/12/2019 | INR | 1.00 | 0.01 | 29.15 | 31.42 | 2.26 | — | 0.71 | 0.20 | — | 0.20 | — | 100.00% |
| 174 | V-Link Fleet Solutions Private Limited | 05/12/2019 | INR | 1.00 | 0.01 | (13.52) | 1.41 | 14.92 | — | 0.99 | (0.13) | — | (0.13) | — | 100.00% |

Notes

- * denotes amounts less than Rs. 50,000.
- ** denotes companies yet to commence operations
- # denotes companies where reporting period is different from 1st April, 2021 to 31st March, 2022. The financial year for all other subsidiaries is 1st April, 2021 to 31st March, 2022
- € Under liquidation
- \$ Based on unaudited financial statements as audit is not required as per their local laws
- ¥ Based on unaudited financial statements
- @ excluding shares issued to ESOP Trusts of the respective entities/their holding companies but not allotted to employees
- £ Incorporated in the current financial year and will prepare its first statutory accounts in the next financial year

Names of subsidiaries which have ceased to exist during the year on account of Liquidation/ Sale/Merger through scheme of arrangement are as under :

- (a) Hissarlar Makina Sanayi ve Ticaret Anonim Şirketi
- (b) Hissarlar İthalat İhracat Pazarlama Anonim Şirketi
- (c) Mahindra Susten Bangladesh Private Limited
- (d) MSPE Urja S.R.L.
- (e) Mahindra Publications Limited
- (f) Suomen Vapaa-alkaiteistöt Oy
- (g) Mahindra Vehicle Manufacturers Limited
- (h) Ssangyong Motor (Shanghai) Company Limited
- (i) Mahindra Engineering and Chemical Products Limited ('MECP'), Retail Initiative Holdings Limited ('RIHL') and Mahindra Retail Limited ('MRL') have ceased to be subsidiaries of the Company pursuant to the Scheme of Merger by Absorption of MECP, RIHL and MRL with the Company and their respective Shareholders, sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench having appointed date as 1st April, 2021 and effective date as 29th April, 2022.

Part "B" Details of Associates/Joint Ventures [as per Section 2(6) of the Companies Act, 2013]

Rupees crores

| Name of Associates / Joint Ventures | Audited Balance Sheet Date | Date of Acquisition | No. of Equity shares held †† | Proportion of ownership interest | Cost of Investments | Networth attributable to Shareholding as per latest audited Balance Sheet | Profit/(Loss) for the year | |
|---|----------------------------|---------------------|------------------------------|----------------------------------|---------------------|---|-----------------------------|---------------------------------|
| | | | | | | | Considered in Consolidation | Not considered in consolidation |
| Swaraj Engines Limited | 31/03/2022 | 11/08/2008 | 42,16,792 | 34.72% | 26.28 | 106.13 | 38.01 | 71.46 |
| Tech Mahindra Limited | 31/03/2022 | 31/08/2012 | 24,82,20,799 | 28.28% | 976.82 | 7,603.28 | 1,574.09 | 3,991.99 |
| Mahindra CIE Automotive Limited | 31/12/2021 | 01/07/2021 | 4,33,44,512 | 11.44% | 1,095.16 | 594.30 | 44.94 | 347.96 |
| Officemartindia.com Limited | 31/03/2022 | 31/03/2002 | 7,49,997 | 50.00% | — | (0.13) | — | — |
| Mahindra & Mahindra Contech Limited | 31/03/2022 | 01/04/2010 | 70,000 | 46.66% | 1.73 | 7.84 | 0.55 | 0.62 |
| Kota Farm Services Limited | 31/03/2022 | 15/04/2011 | 3,10,000 | 47.81% | 0.30 | (0.15) | * | * |
| Mitsubishi Mahindra Agricultural Machinery co., Ltd.§ | | 01/10/2015 | 4 | 33.33% | 191.59 | 71.58 | 5.68 | 11.36 |
| P.F. holding BV \$ | | 27/05/2016 | 2,63,36,050 | 40.00% | 254.05 | 128.30 | 7.37 | 11.05 |
| M.I.T.R.A Agro Equipments Private Limited | 31/03/2022 | 15/02/2018 | 1,24,537 | 49.00% | 23.80 | 14.48 | 2.14 | 3.12 |
| Zoomcar Inc \$ ≠ | | 16/02/2018 | 1,19,13,048 | 16.83% | — | — | — | — |
| Smartshift Logistics Solutions Private Limited | 31/03/2022 | 28/03/2018 | 10,40,148 | 26.28% | 218.51 | 182.12 | (36.39) | (85.61) |
| Mahindra Ideal Lanka Private Limited | 31/03/2022 | 31/05/2018 | 1,75,000 | 35.00% | 6.79 | 5.05 | 1.43 | 2.65 |
| Mahindra Sanyo Special Steel Private Limited | 31/03/2022 | 21/06/2018 | 34,75,264 | 22.81% | 145.13 | 20.88 | (4.73) | (15.98) |
| ReNew Sunlight Energy Private Limited | 31/03/2022 | 06/07/2021 | 1,60,74,000 | 37.21% | 16.07 | 14.05 | (2.00) | (3.38) |

≠ Investment in Zoomcar Inc. is fully provided for impairment and hence loss for the period has not been considered in consolidation.

Notes:

There are no Associates or Joint ventures which are yet to commence operations.

* denotes amount less than Rs. 50,000

†† including participating preference shares

\$ Based on unaudited financial statements as audit is not required as per their local laws

§ In addition to JPY750 million Common Stock (which represents 33.33% of the Common stock), the Company owns the entire JPY 2,250 million "Class A" shares (shares with no voting rights); "Class A" shares have rights over dividend and liquidation on an equal basis with Common Stock.

For Mahindra & Mahindra Limited

Vikram Singh Mehta
Vishakha N. Desai
T. N. Manoharan
Haigreave Khaitan
Shikha Sharma
Nisaba Godrej
Muthiah Murugappan
Vijay Kumar Sharma
CP Gurnani

Directors

Anand G. Mahindra

Anish Shah

Rajesh Jejurikar

Manoj Bhat

Narayan Shankar

Executive Director (Automotive and Farm Sectors)

Group Chief Financial Officer

Company Secretary

Chairman

Managing Director and CEO

Mumbai, 28th May, 2022

mahindra

Registered Office:

**MAHINDRA &
MAHINDRA LIMITED**

Gateway Building, Apollo Bunder,
Mumbai - 400 001

www.mahindra.com