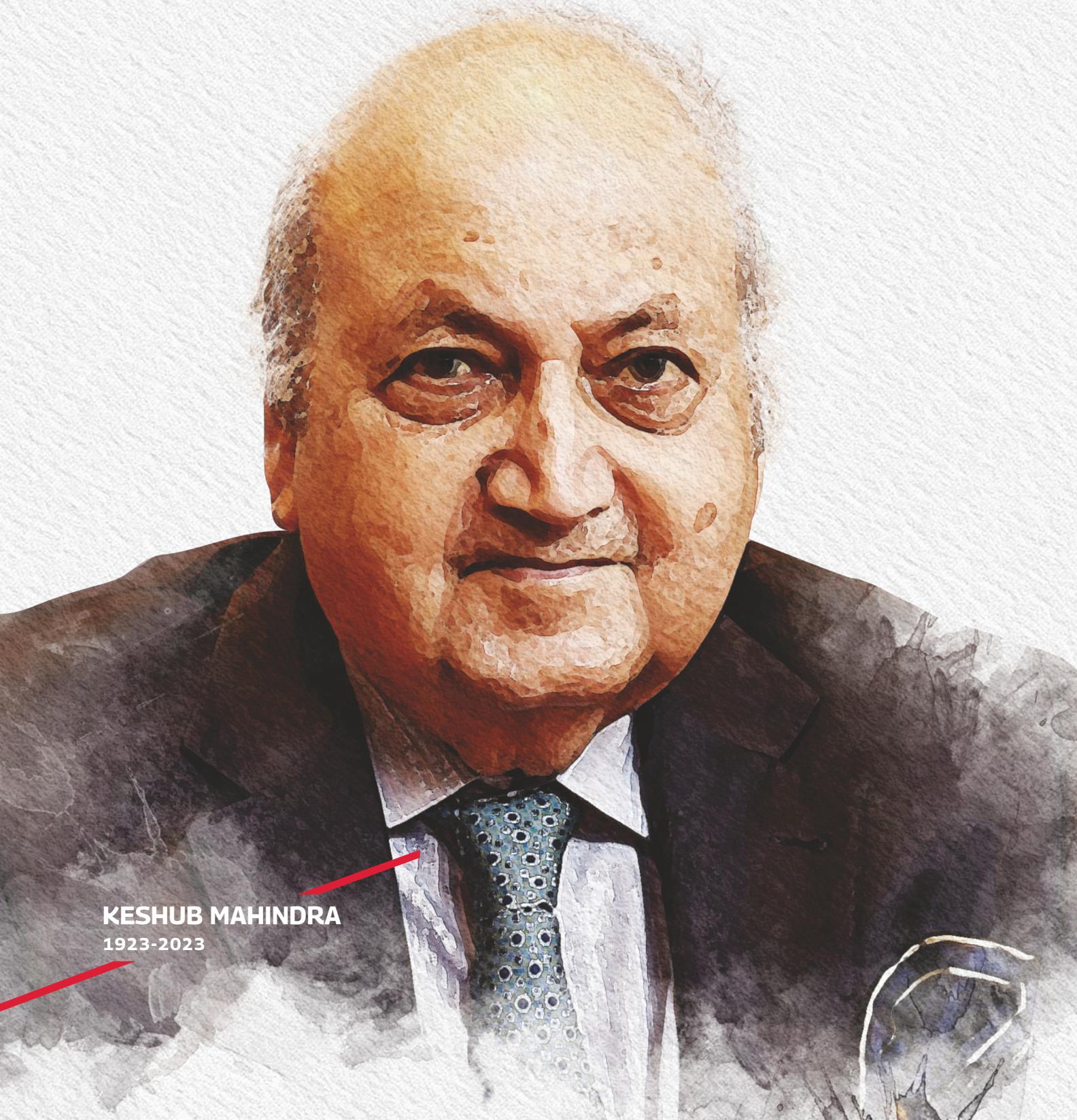
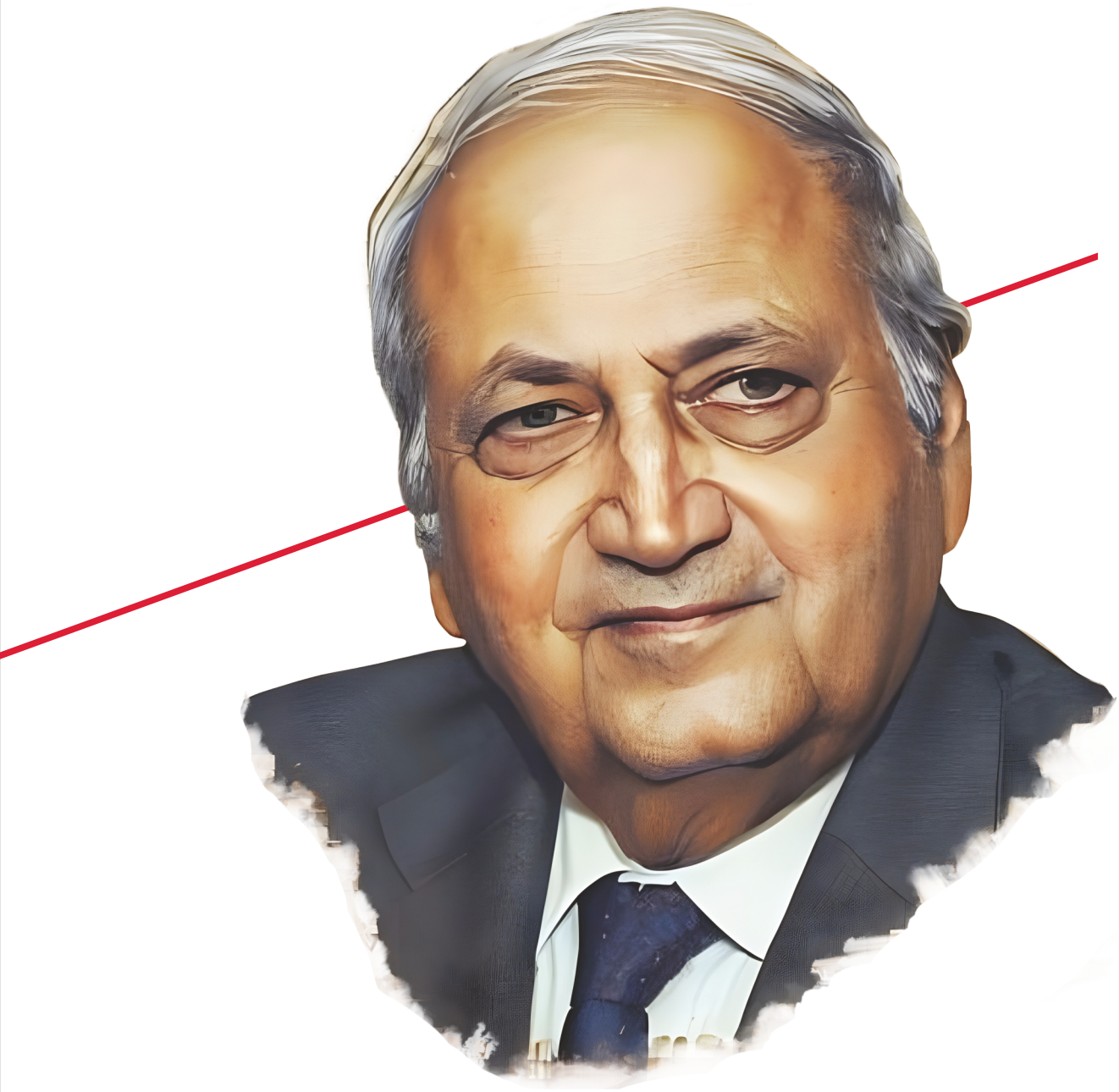
MAHINDRA & MAHINDRA LTD.

Integrated Annual Report
2022-23

mahindra Rise



KESHUB MAHINDRA
1923-2023



This

portrait

made using AI technology,
is our tribute to a man
who consistently remained
ahead of the times and
yet in sync with it.

In loving memory, forever in our hearts



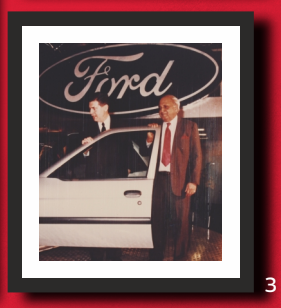
Keshub Mahindra
1960s



1



2



3



4



5



6

1 *Keshub Mahindra with Pandit Jawaharlal Nehru at MUSCO plant in Khopoli, 1960s*

2 *JS Vasan, Keshub Mahindra, Roshan Sethna, Rati Fyzee and I Chatterjee celebrate M&M Anniversary on 2nd Oct 1954*

3 *Keshub Mahindra with Alex Trotman during the Ford car launch press conference in New Delhi on 21st Feb 1996*

4 *Queen Noor al-Hussein of Jordan with Keshub Mahindra at the MUWCI inauguration in 1997*

5 *Harish and Keshub Mahindra at the opening of MUSCO Alloy Steel Plant Khopoli on 30th April 1968*

6 *Keshub Mahindra with BR Sule driving away the 10,000th Willys Jeep at Mazgaon Plant on 9th Oct 1964*

7





8



9



Keshub Mahindra
1970s



10



11



12

7 *Keshub Mahindra with Indira Gandhi, 1970s*

8 *Anand and Keshub Mahindra with the Scorpio, June 2002*

9 *Keshub Mahindra being honoured at the Motor India Automan Awards on 12th July 2000*

10 *Keshub Mahindra with Mother Teresa 1980s*

11 *Sactor Tractor on display as Keshub Mahindra inaugurates Tractor Assembly Plant at Nagpur on 10th April 2000*

12 *Keshub and Anand Mahindra at M&M AGM on 30th July 2007*

Milestones





With a vision of driving farm prosperity, M&M formed a joint venture with USA's International Harvester to pioneer Mahindra branded tractors in India.

1961

1956

M&M went public in 1956 and got listed on the Bombay Stock Exchange.





1947

Mr Keshub Mahindra joined M&M, which had just started assembling Willys Jeeps in Mumbai, after graduating from Wharton at the University of Pennsylvania.

1962

Mahindra Ugine Steel was formed in partnership with Ugine Kuhlmann, France. The then PM, Mr Jawaharlal Nehru, visited the steel factory.



1963

Mr Keshub Mahindra took over as M&M Chairman.

Mahindra Education Trust rechristened to KC Mahindra Education Trust (KCMET) as a tribute to the founder Chairman.

1973

In the wake of the oil crisis, M&M replaced the petrol-guzzling engine with a high-power, high-speed diesel tractor engine, within a record six months.



1986



Mahindra British Telecom was formed in partnership with British Telecom. MBT later became Tech Mahindra.

1987

Mr Keshub Mahindra was awarded French Govt's honour Chevalier de l'Ordre national de la Legion d'Honneur.



2004 - 2010



Mr Keshub Mahindra served as a member of the Prime Minister's Council on Trade and Industry.

1945

MAHINDRA & MOHAMMED

A significant combination, which represents what might well be termed a co-operative effort to secure for India that industrial development so indispensable to the full realisation of her future dreams.

You have heard of plans, many plans, in this connection. Now comes a positive, concrete and co-ordinated scheme to develop India's resources and raise the standard of living of the masses.

Devised by an Indian business man after a careful three-year study of American wartime achievements, it has secured the support and ready assistance of a group of business men with long experience and a firm faith in their country's destiny.

★

In their anxiety to further the industrial and agricultural development of this country, the founders of this co-operative organisation believe that they must have the support of those who will benefit most—the general public—and to secure that support it is essential that their aims and objects should be generally acceptable.

Here, then, are the principles which will guide their future activities—

FIRSTLY, encouragement of private enterprise and the initiative of the individual.

SECONDLY, belief in the ability of corporate institutions to oppose anti-social trends, such as monopolies and cartels.

THIRDLY, recognition of the fact that the labourer is worthy of his hire and that in co-operative working lies the dignity of human toil.

FOURTHLY, confidence in the ultimate success of their ventures and in the capacity and aptitude of the people to give effect to them.

FIFTHLY, acceptance of the fact that ability is the sole test of merit and advancement and that neither colour, creed nor caste should stand in the way of harmonious working.

★

What, you will have asked yourself, do MAHINDRA & MOHAMMED propose to do, whom do they represent, and what has all this business moralising got to do with me?

Well, MAHINDRA & MOHAMMED are concerned with what might be termed basic engineering—providing the tools with which to finish the job of India's industrial and agricultural rehabilitation.

That rehabilitation, of course, has a great deal to do with you—for it holds out the promise of a better land for you to live in and a healthier and happier life for you to enjoy.

As to the moralising, it is intended to place on record that MAHINDRA & MOHAMMED, though a business firm, are imbued with a national purpose and a new outlook.

Whom do they represent? As the name implies, this is a joint venture of Hindus and Muslims. The Chairman is Mr. K. C. Mahindra, who has just returned after three years abroad as Head of the Government of India Supply Mission in America.

Expressions evol

2023

mahindra Rise

DEAR COMPANIES, AS A CITIZEN OF THE FUTURE, I HAVE A FEW QUESTIONS FOR YOU.

Will the great things you make, make the world great too?

Are you planning to make big factories and bigger forests?

How much profit will the planet make from your actions?

Would you look after farmers like they look after their crops?

Is helping the less fortunate a part of your business plans?

Do you agree that a woman is often the best man for a job?

When you wake up in the morning, is it to make the whole world rise?

At Mahindra, we believe questions asked by the citizens of the future will show the way to the businesses of the future.

#TogetherWeRise



ve. Values endure.

CHAIRMAN'S MESSAGE



Anand G. Mahindra
Chairman

"The example set by Keshub Mahindra will now, more than ever, be a guiding force on how we tackle the future."

Dear Shareholders,

Mr. Keshub Mahindra was a towering figure in the Mahindra Group ever since he joined in 1947 and it is difficult to accept that he is gone. Today, he looms large in our thoughts.

Keshub Mahindra was a part of my life ever since I was born. There are so many memories of him I cherish – his charm, his love for tennis and golf, the dashing picture he made as he drove the first vehicle to be indigenously produced by M&M out of the factory, his knack of instantly connecting with people, young or old, the affectionate awe with which he was regarded by the highest to the lowest in the Mahindra Group.

He died, as he had lived, peacefully, surrounded by the love of his family. All who knew him will always regret that he missed his century by just a few months.

What can we learn from the life of someone who spent 99 plus impactful years on the planet? Much has been written about Keshub Mahindra's sagacity, his humility, his vision and many other qualities of head and heart – and every word of this is true. But, from a personal perspective, the greatest lesson his life has taught me is that living with zest and engagement is the secret of a long, happy and successful life. He never gave in to age or infirmity, remained fully engaged with the world, till the very end. And that is why we will miss him every day.

Keshub Mahindra may have retired from active business when he became Non-Executive Chairman, and later Chairman Emeritus, but he never retired from life. Practically till the last day, he continued to take a lively interest in the affairs of the Mahindra Group, particularly its social initiatives. He attended every important meeting, even during the Covid years, when, despite being in his nineties, he taught himself to log in virtually.

"From a personal perspective, the greatest lesson his life has taught me is that living with zest and engagement is the secret of a long, happy and successful life."

Just a few weeks before he passed away, he actively participated in the Board Meeting of the Mahindra United World College. As late as 23rd March, he chaired meetings of the Board of Trustees of the Mahindra Foundation and the KC Mahindra Education Trust. It is inspirational that despite the weight of his years, he never slowed down intellectually, never lost his involvement with the world around him.

It makes me nostalgic when I recall how keen he always was to keep abreast of everything that was going on. The progress of the business was, of course, important to him. Not a week went by when he would not ask me for news about the Group's performance — and the share price!

However, his concern for the business went hand in hand with his concern for people. He valued people and their talents. If he got news of a resignation his first question always was "But why did this happen? Why was he or she not happy working with us?" And his other major area of concern was technology. As technology became a driving force in business and our lives, he displayed an ever-deepening desire to understand and guide its impact. R&D particularly fascinated him, and he constantly questioned whether we were adequately prepared for a world without fossil fuels. His questioning was always incisive; yet he never came across as intimidating or controlling. Empowerment was very much his style. However, he had the gift of seeing two moves ahead, and his questions always made one think.

Having been with M&M almost since inception, he saw plenty of the ups and downs of business. He took the rough with the smooth, with courage. His steady and clear-headed optimism and his fortitude in times of adversity was infectious and served as a beacon for those of us who had the privilege of working with him. Keshub Mahindra was an institution, and we will miss him immensely.

I am sure that your Company's performance showcased in this Annual Report would have made him very happy. Our core businesses have had a very good year, despite many geopolitical and supply side challenges. We have declared the highest dividend in our history. M&M shares have outperformed the Nifty50 as well as the Nifty Auto Index. We are the best performing stock on Nifty since 2002. It has clearly been a memorable year.

As for the future, our growth path is clearly set out. Our strategies for scaling up the core businesses and the growth gems are well defined. The Indian economy has grown at 7% and we are in the right place at the right time.

But there are also tectonic changes in the offing. The rise of Generative AI is likely to be a major inflexion point which could fundamentally transform life and business as we know it. AI could literally become a co-pilot in almost everything that we do. In business, this may well call for totally reinventing the way we look at our work. There are exciting times ahead, full of challenges as well as opportunities.

The example set by Keshub Mahindra will now, more than ever, be a guiding force on how we tackle the future.

I pray that all of us in the Mahindra Group will engage with life and its challenges with the same foresight, optimism, unflagging spirit, commitment, passion and compassion as he did.

That is the best way to ensure that his spirit will live on.



"As technology became a driving force in business and our lives, Keshub Mahindra displayed an ever-deepening desire to understand and guide its impact."

MD & CEO'S MESSAGE



Dr. Anish Shah
MD & CEO

"Mr. Keshub Mahindra's legacy endures in the high standard of Governance he established, setting a precedent for companies worldwide. He was truly a remarkable leader."

"We have seen a significant acceleration in the last two years, as our revenue has grown 1.6 times, and our profits have tripled, outpacing our own ambitious targets. This financial performance underscores the robust underlying performance across our diverse businesses."

Dear Shareholders,

Our esteemed Chairman Emeritus, Mr. Keshub Mahindra, bid us farewell in April of this year. As a visionary leader, he played a pivotal role in transforming the Mahindra Group into the diversified powerhouse it is today. His legacy endures in the high standard of Governance he established, setting a precedent for companies worldwide. He was truly a remarkable leader.

On a personal note, I will miss his mentorship and guidance, his insights on leadership and his perspectives on business. He cared about people and their well-being. He placed values above everything else, the importance of keeping our word and building trust in all our actions.

We are custodians of these values. On 8th November, 1945, the Mahindra Group, then barely a month old, published an advertisement in India's largest circulating English daily. It mentioned no product or service. Instead, it listed fundamental principles with which the company would operate. Mr Keshub Mahindra lived these values. And, our philosophy will remain steadfast - a commitment to drive positive change in the lives of our communities, enabling them to Rise. The refreshed Rise philosophy is a contemporary expression of the time-tested values that were written more than 78 years ago.

Our belief in our Purpose drives our actions. We continue to play a leadership role in protecting the Environment by staying on a bold path to be Planet Positive by 2040 and innovating to decarbonise our industries. Our Social activities have made a meaningful difference in education and women's empowerment. And, we strive hard to maintain the gold standard in Governance.

We also believe that Purpose will drive Profits, and have delivered outstanding results in the face of several unforeseen challenges. Over the past year, while the

global landscape was marked by the Ukraine war, rising commodity prices, tightening global monetary policy, and slower global economic growth, the Mahindra Group stood tall as a beacon of strength and resilience.

Our results for the fiscal year 2022-23 delivered revenue of Rs 1.21 lakh crore ($15 bn), accompanied by an impressive return on equity of 19.9%. Our net profit of 10,282 crore ($1.25 bn) is the highest ever, beating the prior record by a wide margin. We have seen a significant acceleration in the last two years, as our revenue has grown 1.6 times, and our profits have tripled, outpacing our own ambitious targets.

This financial performance underscores the robust underlying performance across our diverse businesses. Our auto business continued its leadership position over the last four quarters in SUVs and LCVs, while our tractor business continued to reign supreme in the market. Our services businesses have made a significant contribution, with Mahindra Finance well into its turnaround, Tech Mahindra poised to capture its full potential and our growth gems delivering on their promise of value creation. We are proud to deliver world-class products that have enabled us to succeed in the face of strong global competition.

We are a global company with strong roots in India. We consider ourselves profoundly fortunate to witness India's remarkable growth and evolving potential. Our businesses are well-positioned to capitalise on the opportunities offered across various industries. We have demonstrated the ability to develop world-class products and services, and effectively compete with global players both in India and in markets around the world.

We will leverage and enhance our global footprint with a laser-sharp focus on businesses that can establish a meaningful presence in key markets and amplify product technologies, thus further strengthening our competitiveness in India and globally.

Looking ahead, we remain committed to our purpose, and to deliver growth and returns, while maintaining strong fiscal discipline. We will capitalise on our market leadership in automotive and farm sectors, achieve full potential in our finance and technology businesses and nurture our growth gems - businesses that are very well positioned in key industries and are delivering an accelerated growth trajectory.

Our goal is to establish technology leadership across all our industries. Our Tech Visionaries, including senior leaders, actively understand and leverage the dynamic technology landscape to enhance our products, processes, and customer experience. Through AI, metaverse, cybersecurity initiatives, and ongoing generative AI experiments, we are unlocking new possibilities. Additionally, we are now capitalising on synergies with Tech Mahindra.

Throughout our journey, our people have stood by us and supported us in all our endeavours. They have been the backbone of our successes and achievements. Our teams are driven by a shared purpose, and they serve our customers and communities with passion and ingenuity. They navigate complexities, harness cutting-edge technology, and foster innovation. Their efforts allow us to thrive in a world brimming with both opportunities and challenges.

We look to the future with confidence. One that holds many opportunities. And challenges, which our teams will take in their stride. A future where the Mahindra Group stands unwavering at the forefront of innovation, driving positive change, and leaving an indelible mark on the world we serve.



"We continue to play a leadership role in protecting the Environment by staying on a bold path to be Planet Positive. Our Social activities have made a meaningful difference in education and women's empowerment. And, we strive hard to maintain the gold standard in Governance."

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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

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 Limited.

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.



Scope of the Report

The reporting period of Mahindra & Mahindra Limited apropos this Integrated Report is 1st April, 2022 to 31st March, 2023.

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.

PERFORMANCE HIGHLIGHTS

FINANCIAL - F23

M&M Standalone

REVENUE
₹ Crore

84,960

▲ 47% increase compared to F22

PAT (Before EI)*
₹ Crore

7,770

▲ 52% increase compared to F22

PAT (After EI)*
₹ Crore

6,549

▲ 34% increase compared to F22

M&M Consolidated

REVENUE
₹ Crore

1,21,269

▲ 34% increase compared to F22

PAT (Before EI)*
₹ Crore

8,893

▲ 42% increase compared to F22

PAT (After EI)*
₹ Crore

10,282

▲ 56% increase compared to F22

NON-FINANCIAL - F23



Highest Ever
Total Tractor Volume

4,07,545 units
(Includes domestic sales and exports; includes Mahindra, Swaraj & Trakstar Brands)

▲ **15% YoY**
Increase in total tractor volume



Highest Ever
Total Automotive Volume

6,98,456 units
(Includes domestic sales and exports)

▲ **50% YoY**
Increase in total automotive volume

**EI - Exceptional Items*

Blockbuster Launch
1,00,000
bookings in under 30 minutes

5-star
safety rating from Global NCAP

Viewer's Choice Car
of the Year by Autocar



No.1



SUV	LCVs (<3.5T)	Farm Equipment	Electric 3 Wheelers
Revenue market share	market share	market share	market share
19.1%	**45.5%**	**41.2%**	**67.6%**
▲ up 370 bps	▲ up 520 bps	▲ up ~300 bps *in last 2 years*	

1st Indian
'Automobile & Components' Company
to be included in DJSI for 2nd consecutive year
(Part of the World Index)

2.7x Increase
in utilisation of Total Renewable Electricity compared to F22

COMPANY OVERVIEW



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.

THE MAHINDRA GROUP

A technology & innovation-led, global, federation of companies, that provides a wide range of products, services & possibilities, enabling people to Rise. We have more than 2,60,000 employees and a presence in over 100 countries. Founded in 1945; it is the world's largest tractor Company by volume. The Group enjoys a leadership position in farm equipment, utility vehicles, information technology and financial services in India. It also has a strong presence in renewable energy, agriculture, logistics, hospitality, and real estate.

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
- India's No. 1 SUV Manufacturer by revenue market share
- 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
- World's 1st All-Electric Hyper car - Pininfarina Battista
- Only Indian OEM in Formula E All-Electric Car Racing Championship

20
key industries

2,60,000
employees

Presence in over
100
countries

20+ 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:



OUR PURPOSE

Drive positive change in the lives of our communities. Only when we enable others to rise will we rise.
#TogetherWeRise

OUR CORE VALUES

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

For more information about our Core Values, please refer to our corporate website: https://www.mahindra.com/about-mahindra-company

AWARDS AND ACCOLADES

MAHINDRA & MAHINDRA

Awarded the Ramkrishna Bajaj Award for Corporate Governance.

Ranked amongst the top six for Leadership in Corporate Governance by the Institutional Investor Advisory Services India Limited (IiAS).

CORPORATE AWARDS

AUTO SECTOR

- Won the Automotive Company of the Year award by Top Gear India.
- Scorpio-N secures the coveted Autocar Viewer's Choice, Car of the Year award.
- Mr. Rajesh Jejurikar, ED and CEO, AFS, honoured as Autocar Professional's Man of the Year.
- Scorpio-N rated as the world's first body-on-frame vehicle to receive a 5-star rating from GNCAP.

FARM SECTOR

- ITOTY 2022 Winners: Swaraj 735 FE awarded Best Tractor in 31- 40 HP catergory, Mahindra Novo 755 DI recognised as Best Tractor in the above 60 HP category, Mahindra & Swaraj Tractors honoured as Tractor Manufacturer of the Year, and Mahindra 575 DI XP PLUS crowned Indian Tractor of the Year.
- Zaheerabad team achieved the prestigious Pinnacle Award for Excellence in Manufacturing in 3 Domains - Production, Collaboration Behavioural Aspects, by CII.
- Received two Par Excellence Awards at QCFI, Indonesia.

MAHINDRA FINANCE

- Mahindra Finance recognised as the Happiest Workplace for Women by India Today at the RPG Happiness at Workplace Summit & Awards 2023.

TECH MAHINDRA

- Recognised as a leading organisation for women in 2023 by The Economic Times at the 3rd edition of The Economic Times Best Organisations for Women Conclave.
- Secured the Frost & Sullivan's Technology Innovation Leadership Award 2022 for Metaverse Technology Services.
- Recognised as the fastest growing brand globally in terms of 'Brand Value Rank' by Brand Finance.

MAHINDRA LIFESPACES DEVELOPERS

- Mahindra Eden received the CII IGBC Award in the category of IGBC Net Zero Energy Building Design, 2022.

MAHINDRA LOGISTICS

- Conferred with the Best Logistics Company of the Year and The Most Responsible Logistics Organisation Award at the ISCM Forum India Logistics and Warehousing Excellence Awards 2022.
- Achieved Overall Excellence in Supply Chain and Logistics in the categories of 3PL, Warehousing, and Freight Forwarding at the 2022 CII SCALE Awards.

SUSTAINABILITY AWARDS

MAHINDRA & MAHINDRA

- Winner in the Governance category of the Industrial Manufacturing & Automotive sector at the KPMG ESG Awards 2023.
- 1st Indian 'Automobile & Components' Company to be included in DJSI for the 2nd consecutive year (Part of the World Index).
- The only Indian Automobile Company to be a part of the S&P Global Sustainability Yearbook 2023.

FARM SECTOR

- Project Pani Rajasthan winner at the ITOTY 2023 Award.

TECH MAHINDRA

- Ranked Number 1 in the S&P Global Sustainability Yearbook 2023.

MAHINDRA FINANCE

- First NBFC in India to join the United Nations Global Compact Network.
- Featured in the 2nd Edition of CRISIL Sustainability Yearbook's Leadership Index for outstanding performance in the ESG domain.

MAHINDRA LIFESPACES DEVELOPERS

- The only Indian Company to receive a 'Double A' rating in the Climate Change and Water Security category in CDP 2022.
- Ranked first in Public Disclosure (Asia) for the third consecutive year according to GRESB (Global Real Estate Sustainability Benchmark).

THE BOARD OF DIRECTORS

Mr. Anand G. Mahindra
Chairman

Mr. CP Gurnani
Non-Executive
Non-Independent Director

Mr. TN Manoharan
Independent Director

Mr. Muthiah Murugappan
Independent Director

Dr. Anish Shah
Managing Director & CEO

Mr. Haigreve Khaitan
Independent Director

Dr. Vishakha N Desai
Independent Director

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

Ms. Nisaba Godrej
Independent Director

Mr. Rajesh Jejurikar
Executive Director and CEO (Auto & Farm Sector)

Mr. Vikram Singh Mehta
Lead Independent Director

Ms. Shikha Sharma
Independent Director



GROUP EXECUTIVE BOARD



Front row from L to R	**CP Gurnani** MD & CEO, Tech Mahindra Ltd.	**Mohit Kapoor** EVP & Group Chief Technology Officer	**Rajeshwar Tripathi** EVP, CHRO Auto & Farm Sector	**Vinod Sahay** President, Chief Purchase Officer AFS
Middle row from L to R	**Hemant Sikka** President, Farm Equipment Sector	**Ashok Sharma** President, Agri Sector and MD & CEO, Mahindra Agri Solutions Ltd.	**Abanti Sankaranarayanan** EVP, Chief Group Public Affairs Officer	**Manoj Bhat** President, Group Chief Financial Officer
Back row from L to R	**Rampraveen Swaminathan** MD & CEO, Mahindra Logistics Ltd.		**Dr. Anish Shah** MD & CEO, Mahindra & Mahindra Ltd.	**Veejay Ram Nakra** President, Auto sector



Naveen Raju
General Counsel,
EVP - Group Legal

Kavinder Singh
MD & CEO, Mahindra Holidays & Resorts India Ltd.,
President (Leisure and Hospitality Sector)

Anand G. Mahindra
Chairman

R. Velusamy
President, Automotive
Technology & Product Development

Vivek Agarwal
President, APJI and
Corporate Development,
Tech Mahindra Ltd.

Puneet Renjhen
EVP, Partnerships &
Alliances

Asha Kharga
EVP, Chief Customer
& Brand Officer

Rajesh Jejurikar
Executive Director and
CEO (Auto & Farm Sector)

Ruzbeh Irani
President,
Group HR

Amarjyoti Barua
EVP, Group Strategy

Amit Kumar Sinha
MD & CEO, Mahindra
Lifespace Developers Ltd.

Parag Shah
EVP & Head,
Mahindra Accelo

Ramesh Iyer
Vice Chairman & MD Mahindra & Mahindra Financial Services Ltd.,
President (Financial Services Sector)

GLOBAL FOOTPRINT

THE GROUP HAS BUSINESS PRESENCE IN 100+ COUNTRIES

67 MANUFACTURING FACILITIES AROUND THE WORLD

45	INDIA
02	ALGERIA
01	AUSTRALIA
01	BENIN
01	BRAZIL
01	FINLAND
01	INDONESIA
01	JAPAN
01	KENYA
01	MALI
01	NIGERIA
01	SOUTH AFRICA
01	SRI LANKA
01	TUNISIA
02	TURKEY
02	UAE
04	USA

UK
Global Design Centre with M.A.D.E., Electric Racing Technology with Mahindra Racing & Two-Wheeler Technology with BSA

USA
Automotive & EV Technologies with MRV, Detroit



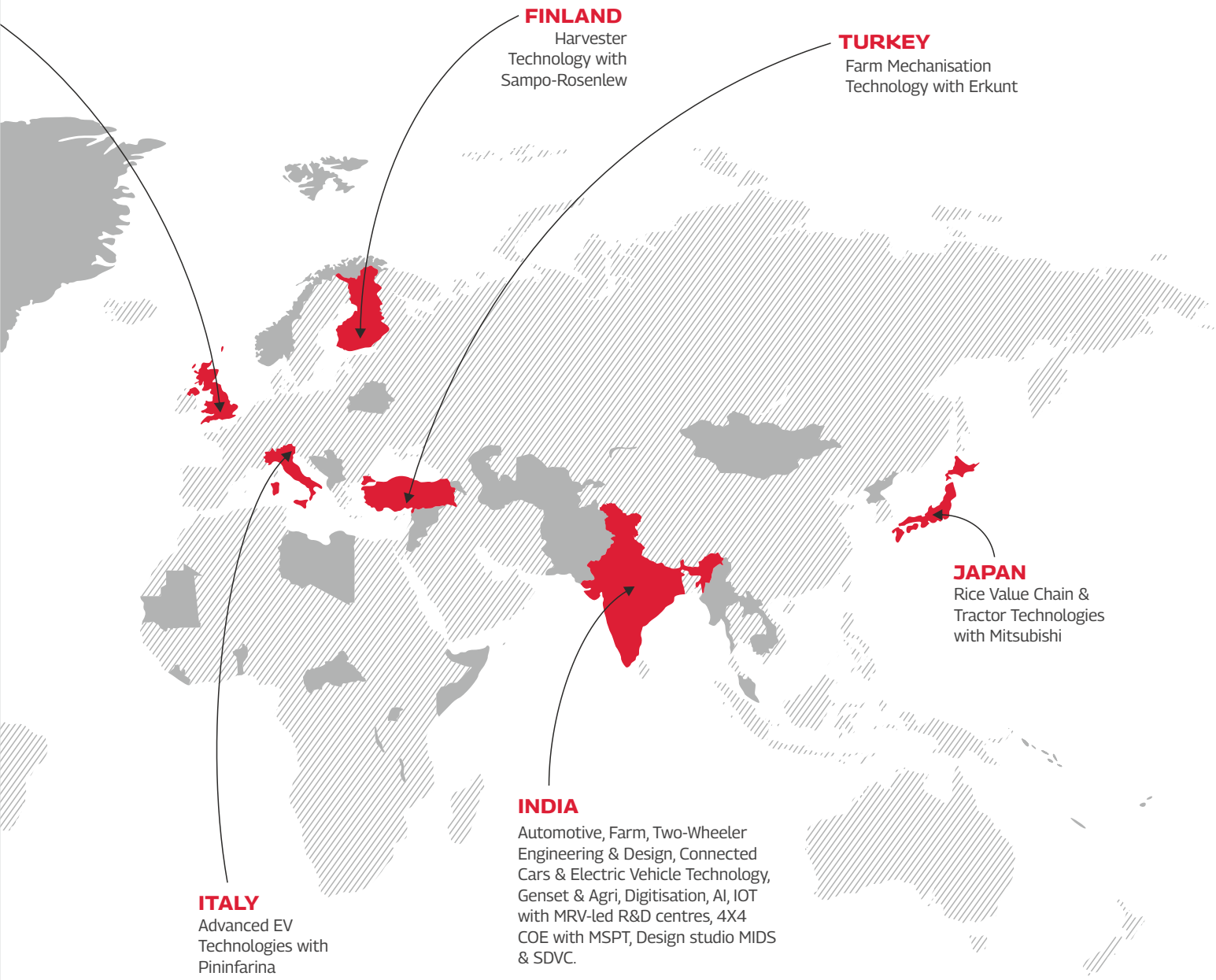
MRV - Mahindra Research Valley, Chennai & Detroit
MSPT - Mahindra SUV Proving Track, Chennai
MIDS - Mahindra India Design Studio, Mumbai
M.A.D.E. - Mahindra Advanced Design Europe
SDVC - Software Defined Vehicle Centre, Coimbatore

Business presence and R&D facilities
Business presence

Automotive | Tractors & Farm Machinery | Two-wheelers | Others

OUR R&D FACILITIES ARE SET UP IN 21 CENTRES ACROSS 7 COUNTRIES

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



FINLAND
Harvester Technology with Sampo-Rosenlew

TURKEY
Farm Mechanisation Technology with Erkunt

JAPAN
Rice Value Chain & Tractor Technologies with Mitsubishi

INDIA
Automotive, Farm, Two-Wheeler Engineering & Design, Connected Cars & Electric Vehicle Technology, Genset & Agri, Digitisation, AI, IOT with MRV-led R&D centres, 4X4 COE with MSPT, Design studio MIDS & SDVC.

ITALY
Advanced EV Technologies with Pininfarina

Map not to scale. For illustrative purposes only.

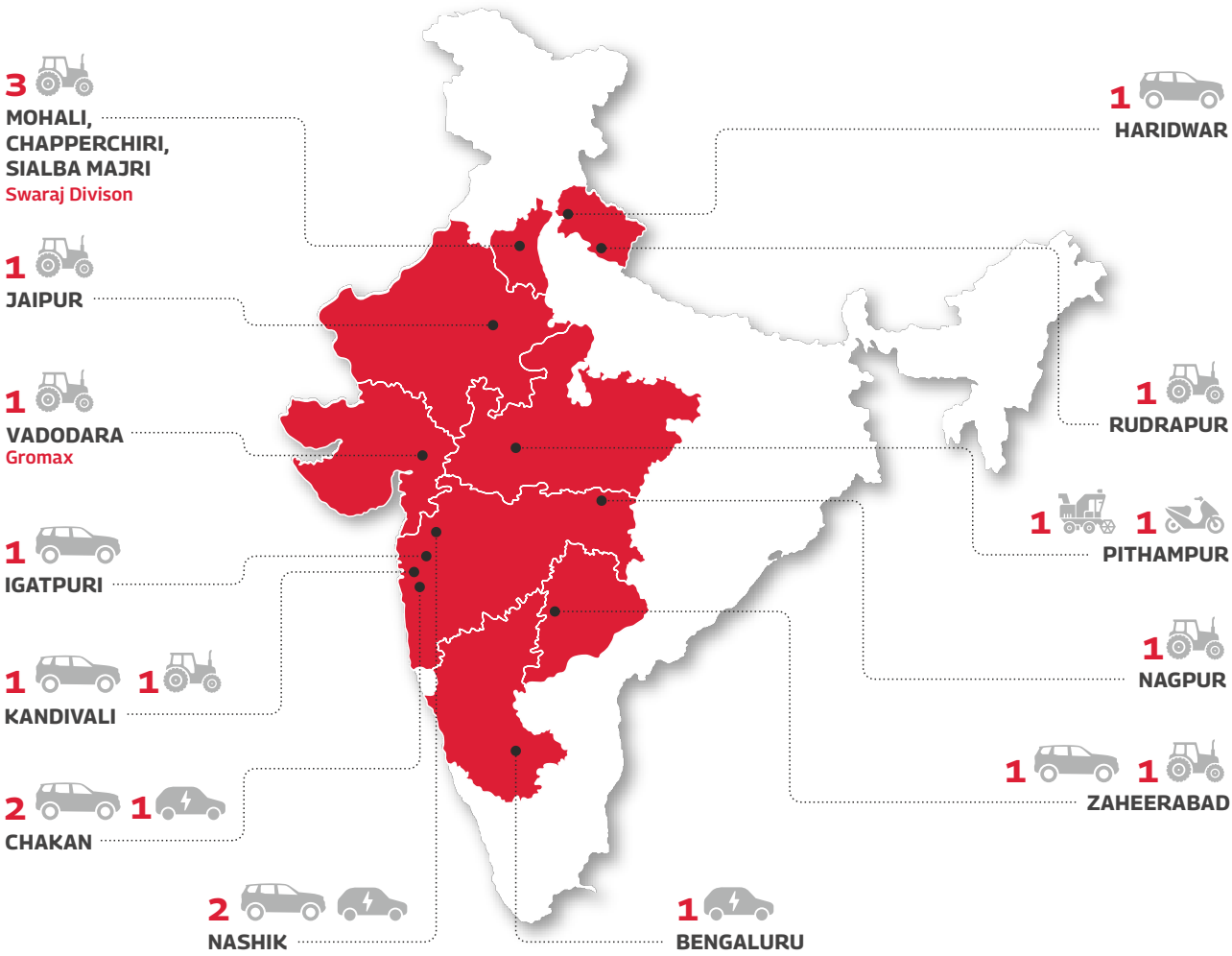
MANUFACTURING PLANTS IN INDIA

As on 31st March 2023, property, plant and equipment (including capital work-in-progress) at M&M Ltd. stood at INR 14,000 crore. We incurred a net capital expenditure of INR 3,431 crore in F23, and the major focus was on new product development.

21 MANUFACTURING PLANTS ACROSS THE COUNTRY

AUTOMOTIVE SECTOR SALES VOLUME (UNITS) **6,98,456**

FARM EQUIPMENT SECTOR SALES VOLUME (UNITS) **4,07,545**



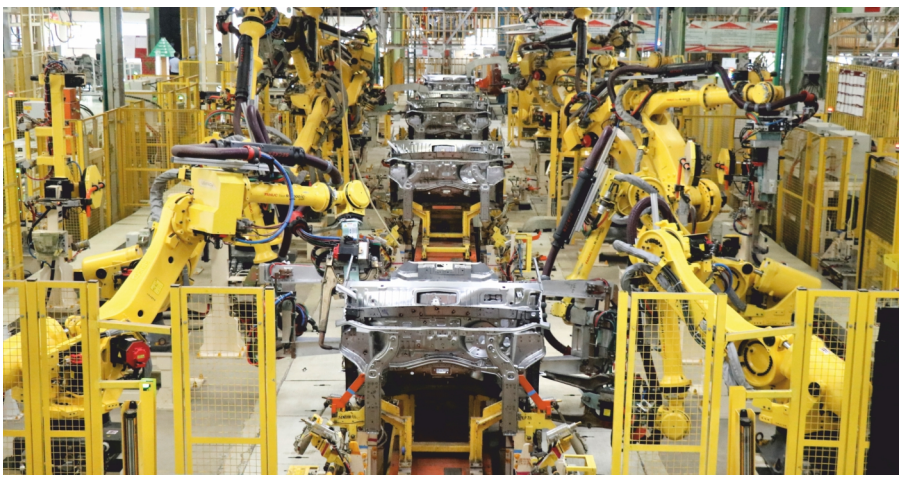
- *Manufacturing plants include M&M Ltd., Mahindra Heavy Engines Ltd. (Chakan), Gromax Agri Equipment Ltd.*
- *Map not to scale. For illustrative purposes only.*

Manufacturing Plants

Automotive | Tractors & Farm Machinery | Farm Machinery | Two-Wheelers | Electric Vehicles

MANUFACTURING CAPABILITIES

Globally, manufacturing is shifting towards Industry 4.0, incorporating automation, big data, and the Industrial Internet of Things (IIoT). Mahindra is at the forefront of this movement, adopting Industry 4.0 in its plants to enhance transparency, interoperability, and gain a competitive edge.



The Technology Centre at the T&D Plant, Nashik was granted four patents by the Government of India in F23.

AUTOMOTIVE SECTOR

Mahindra's Automotive Sector has been focussing on leveraging analytics and next-gen tools for increased productivity and reduced energy usage, resulting in a lower carbon footprint. This also resulted in some highest-ever production figures for multiple AS plants.

DIGITAL MANUFACTURING

The Automotive Sector has embraced a Digital Thread approach, connecting product development and manufacturing for traceability and enhanced productivity. It is extensively utilising technologies such as simulations, analytics, 3D factory to design and set-up world class facilities and deliver best in class products.

Simulation models help analyse what-if scenarios to optimse shift patterns, inventory and scheduling. Virtual reality allows for validation before implementation with virtual walk-throughs and remote supplier calibration.

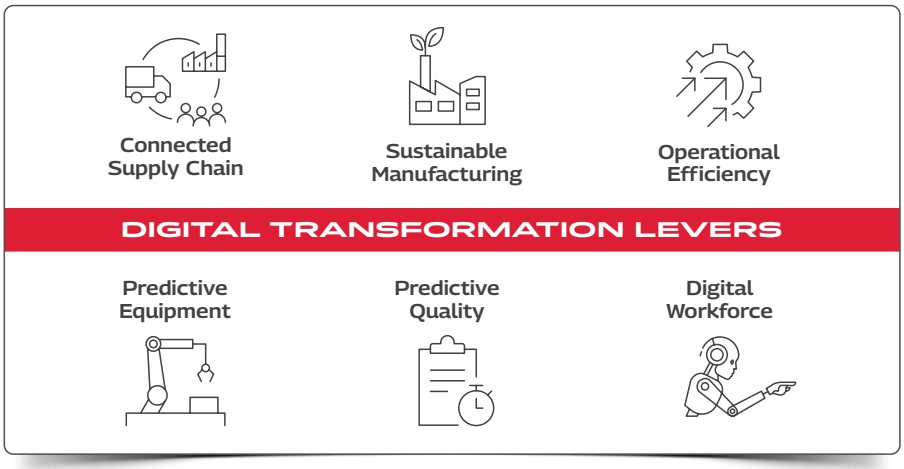
SUSTAINABLE TECHNOLOGIES

The Tool & Die (T&D) plant at Nashik is leading the way in technological advancements and the implementation of world-class facilities in the sector. They have already achieved success with the implementation of ACT (Advanced Cold Test) technology, which is a green solution that eliminates the need for diesel burning during testing.

This accomplishment marks the beginning of an exciting journey for the plant as it continues to adopt state-of-the-art sustainable technologies.

Manufacturing NEXT

We have established a programme to enhance our digital infrastructure, accelerating our digital transformation efforts and positioning ourselves as a technology leader. Through advanced analytics and automation, we aim to achieve significant impact and efficiency gains.



Cybersecurity Management

Considering the growth in business volume and new product launches, state-of-the-art industrial control security systems have been implemented to protect IT assets from threats. Additionally, Application Performance Management (APM) systems have been initiated to proactively manage business interruption risks.

Chakan plant was awarded the highest GOLD rating in the India Green Manufacturing Challenge 2023.

This national program, in collaboration with CNBC TV18, recognises manufacturing firms that have made significant strides in improving sustainability in their facilities.

MANUFACTURING MILESTONES - AS

Chakan Plant

- **Crossed 2.5 Lakh vehicle production** - highest ever in a year by any plant
- **Cumulative vehicle production crossed 1.6 million** since inception

Nashik Plant

- **Produced 1.84 lakh vehicles.** This is the highest ever production by the plant
- Scorpio assembly line alone **produced more than 1.1 lakh vehicles,** includes the brands Thar and Scorpio Classic

Kandivali Plant

- Achieved highest ever vehicle production with **more than 1 lakh vehicles**
- **Produced 6 lakh+ axles and 3.9 lakh transmissions** in F23 – a record for the plant

FARM EQUIPMENT SECTOR

The Farm Equipment Sector continued to create products aimed at enhancing farm productivity and, thereby, rural prosperity. In F23, FES production saw some record-breaking numbers. It is also consistently working towards meeting the changing needs of the agriculture sector, with a complete range of farm machinery products and solutions beyond tractors.



The Zaheerabad team received CII- Pinnacle Awards for Excellence in Manufacturing in three domains - Production, Collaboration, and Behavioural Aspects.

The women empowerment initiatives of FES Nagpur and Jaipur plants received the Global CSR Excellence Award by World CSR Congress.

MADE IN INDIA, MADE FOR INDIA

In November 2022, FES inaugurated its first dedicated farm machinery plant in Pithampur, Madhya Pradesh. The plant is strategically located with access to a diverse supplier base, enabling the Company to manufacture durable, high-quality, affordable and accessible 'Made in India, for India's farm machinery, marketed in both the Mahindra and Swaraj brands. The plant will also manufacture products for export to global markets in Asia, Africa, Europe and America.

MANUFACTURING MILESTONES - FES

Swaraj Tractors rolled out its 20th Lakh tractor from the Mohali Plant in September 2022. Since its inception in 1974, the first milestone of 10 lakh tractor production was achieved in 2013. Now within a span of just nine years, it accomplished 20 Lakh tractor production. This is a testimony of the faster growth of the brand Swaraj. In addition, numerous FES plants also crossed milestone production figures this year:

<u>Rudrapur Plant</u>

- **8,00,000th Tractor** and **9,50,000th Gearbox**

<u>Zaheerabad Plant</u>

- **3,00,000th Tractor**

RISE TO CREATE VALUE



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 refreshing our strategy, focussing on customer centricity, delivering accessible technology, innovation and enhancing people capabilities, we continue to drive growth, expand reach and create value.

STRATEGIC OVERVIEW

M&M has been the best performing stock in Nifty 50 since 2002, with Total Shareholder Returns of 27%.

Historically, we have been a leader in value creation for our shareholders. M&M has been the best performing stock in Nifty 50 since 2002, with Total Shareholder Returns of 27%, over the last 20 years. Our action on Capital Allocation and pivot to growth has resulted in spectacular TSR of 57% in the last year, second amongst all Nifty 50 companies.

Regained #1 position in value creation

M&M is best-performing stock in Nifty50 since 2002[1]

1st in last 20 years

Company	TSR%	Ranking
Mahindra	**27%**	**1**
Britannia	27%	2
Dabur India	26%	3
Bajaj Holdings	26%	4
HCL Tech	25%	5
Sun Pharma	25%	6
NIIT Ltd.	25%	7
HDFC Bank	24%	8
L&T	24%	9
Tata Chemicals	24%	10

2nd in last 1 year

Company	TSR%	Ranking
ITC	68%	1
Mahindra	**57%**	**2**
Coal India	41%	3
NTPC	34%	4
Britannia	32%	5
Eicher Motors	21%	6
IndusInd Bank	18%	7
L&T	17%	8
ICICI Bank	16%	9
HUL	15%	10

[1]Nifty50 companies considered at the point in time (20, 5, and 1 year back as on 31st March of the corresponding years)

Note: TSR stands for Total Shareholder Returns, calculated as capital gains (increase in stock price) + dividends adjusted for stock splits, bonus issues, etc. TSR returns taken as avg. of monthly closing of Jan, Feb and March for the corresponding years.

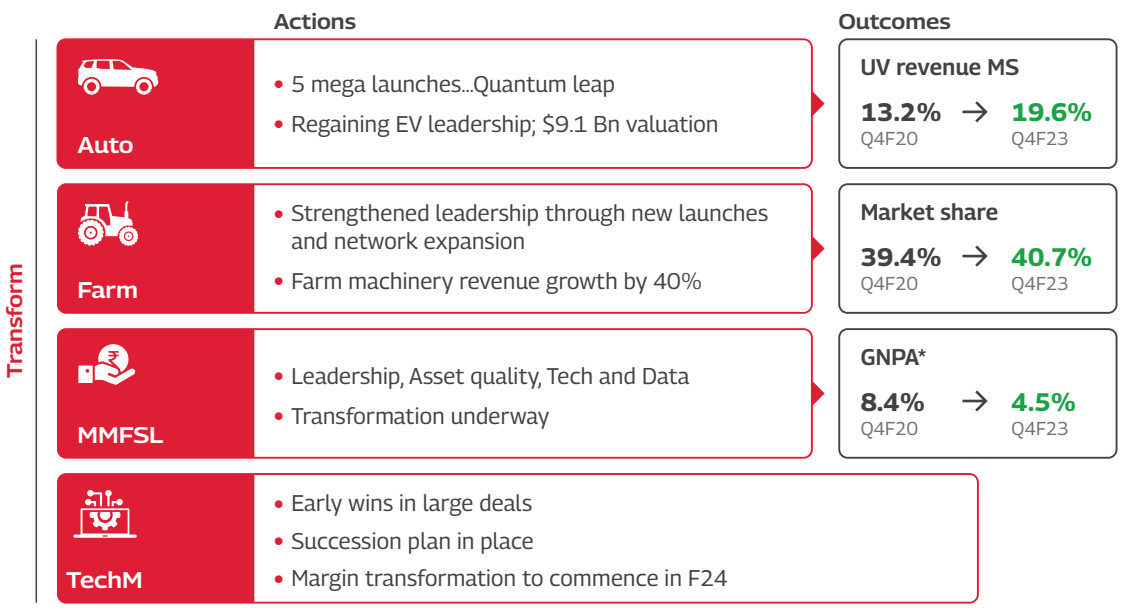
Following a dip in returns in F19 and F20, we embarked on a bold strategy that began with capital allocation in F21 to steer a turnaround of or exit of loss-making companies and pivoting our core and growth gem businesses to growth as can be seen in the following charts.

CAPITAL ALLOCATION



** FY23 PAT is for continuing operations and does not include any losses of exited entities. It excludes hyperinflation accounting impact of INR 120 Cr for Turkish operations*
^ International Auto & Farm operations; PAT After NCI, before EI

TRANSFORMING OUR CORE BUSINESSES



** Refers to gross stage 3 delinquent contracts*

ESTABLISHING THE GROWTH GEMS

Growth Gems

		Progress made so far	Valuation[1] ($Min) FY20 → FY23
Unlock	mahindra LAST MILE MOBILITY	☑ 67% market share in 3W EV; IFC investment	<100[2] — +630 Mn → 734
	susten	☑ OTPP[3] investment to accelerate scale-up	<200 — +90 Mn → 290
Growth Mindset	mahindra LIFESPACES	☑ Robust launch pipeline with 9 launches; 4,000+ Crs GDV acquired	120 — +550 Mn → 670
	ClubMahindra	☑ Customer & inventory adds, curated customer experience	230 — +430 Mn → 660
	mahindra LOGISTICS	☑ Integrated logistics play with multiple acquisitions	200 — +120 Mn → 320
			Revenue ($ Mn)
Emerging	mahindra ACCELO	☑ Pivot to decarbonising of Mobility and Energy	182 — +332 Mn → 514
	car&bike	☑ Retail scale-up across multiple formats	50 — +91 Mn → 141
	CLASSIC LEGENDS	☑ New launches, distribution scale up and exports	56 — +28 Mn → 84

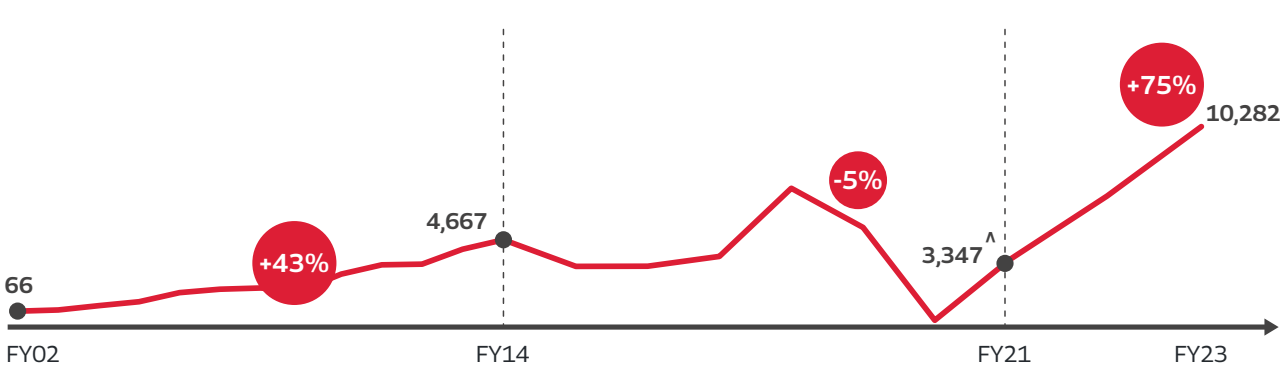
1. Closing value as of 31st March for corresponding years;
2. F20 Valuation based on rough estimate of Jeeto and 3 Wheelers ICE portfolio;
3. Investment by a wholly owned subsidiary of Ontario Teachers' Pension Plan Board "OTPP"
Note: For FY20: $1 = INR 74.1; For FY23: $1 = INR 81.7

☑ *On track to achieve target*

PAT LENS - HISTORY OF VALUE CREATION WITH ACCELERATING TRAJECTORY

Through our commitment to Reigniting Value Creation, we successfully steered the Group to reach an ROE of 19.9% in F23. The PAT at consolidated level has seen a significant growth as can be seen from the following chart.

PAT* FY2002-2023 (₹Cr)



** After Exceptional Items after Non-Controlling Interest | ^ PAT after EI for continuing operations*

For more information about our commitment to Reigniting Value Creation, please refer to our Analyst presentation:
https://www.mahindra.com/sites/default/files/2023-05/M-M-Analyst-Meet-2023-Presentations-deck-26th-May-2023.pdf

STRATEGIC OVERVIEW - AFS

In the following section, we cover in more detail how we are pivoting to growth in the Auto and Farm Sectors.

We closed F23 as India's 4th Largest Passenger Vehicle Company, No.3 SUV maker (by volume) and No.1 SUV maker (by revenue). We are the country's second Largest Commercial Vehicle Company, the largest Small Commercial Vehicle Company (<3.5T) and also the No.1 CV Exporter. Our share of the total Indian Auto Industry stood at 12.6%.





Our share of the total Indian Auto Industry stood at 12.6%.

We remain committed as ever to build the SUV brand reputation for its Authenticity and Sophistication. The runaway success of the Scorpio-N and incredible booking pipeline for all our passenger vehicles 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 Automotive Sector by:

Customer Obsessed Brands Differentiated SUV brand experience, innovative omni-channel models.

Propel ICE SUVs with Cutting-edge Products Turn-on design, democratise technology, class-leading performance, advanced safety, premiumisation.

Pioneering a New Era with Category Creating E-SUVs Purpose-built platforms, Software defined architecture, Ecosystem partnership approach.

Build CV Moat Higher earnings with Maxx Pik-Up range as core proposition and launch new portfolio of pickups.

Go Global Scale up priority markets by leveraging the new Global PU and Electric SUVs.

5 mega launches with ~292K open bookings*

*(as on 1st May, 2023)

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 new additions like the Scorpio-N, and the continuing success of the Bolero Neo and the Thar.

Strengthening Leadership in LCV

In F23, we retained our No.1 position in LCV <3.5T segment with 45.5% market share for the ninth consecutive year. This year, we further solidified our leadership position in the light commercial vehicles segment by revamping the entire Pik-Up range to provide significant value upgrade.



Developing the EV Strategy

In line with our EV vision, we announced to make investments of INR 10 thousand crore over a horizon of 7-8 years through our subsidiaries. These investments shall be for setting up the manufacturing facility, development, and production of our upcoming Electric Vehicles. We reinforced our vision by setting-up Mahindra Electric Automobile Limited ("MEAL"), valued at USD 9 Billion (INR 70 thousand crores) with an investment from British International Investment (BII). In parallel, Last Mile Mobility (LMM) is following suit with a valuation of INR 6 thousand crores with International Finance Corporation (IFC) investing to further electrification in the last mile segment.

We showcased our audacious vision for the future of electric mobility with the unveiling of our new state-of-the-art EV platform INGLO and five new production ready e-SUVs under two EV brands (Mahindra Twin Peak and BE). The EV 3Ws hit record sales and a dominant market leadership position with ~65% share.



FARM EQUIPMENT SECTOR

Our constant endeavour is to serve our farmers, revolutionise farming, and in the process, enrich the lives of farmers. We continued to remain the world's largest tractor manufacturer by volume in F23. We see an aggressive growth strategy for the farm sector fuelled by growth in domestic tractor market share, in farm machinery, technology and quantum jump in global farm businesses.



With
3,89,531
tractors sold in domestic market, F23 marks our highest ever tractor volumes sales achieved.

Includes Mahindra, Swaraj & Gromax brands

Build a domestic fortress through by consistently growing the market share and ensuring industry-best profitability.

Significantly grow international business with a focus on product launches and new market entry.

Pioneering technology leadership like electrification, automation, IoT devices.

Scale Farm Machinery exponentially in India by building the product portfolio and channel expansion.

Leverage partnerships for FM and global growth, and for technology solutions.

Core Domestic

Our two core brands, Mahindra and Swaraj are well-positioned to strengthen our leadership in the domestic market. Besides rolling out new products and other enablers like financing, digitisation and service quality, we are also focussing on better dealer penetration, supply chain ramp up, ensuring aggressive pricing of our products, and working with partners to strengthen our offerings in the space.

Growth in Farm Mechanisation

We have aggressive plans to grow our Farm Machinery business, through launch of 'Made in India' farm machinery products. These include rotary tillers, harvesters, and rice transplanters amongst others. During the year, Mahindra Farm Machinery clocked highest ever revenue with YoY 40% growth. This growth was driven by record performance in rotary tillers, threshers and Super Seeders. The launch of the new Heavy Rotavator and Supervator also helped the volumes grow. CODE, the multi-purpose horticulture farm mechanisation solution by Swaraj Tractors also grew significantly in F23. We will continue to launch new implements and farm machinery in the country through our Centres of Excellence (CoEs) in Turkey, Finland and Japan.

Quantum Jump in Global Farm Businesses

In F23, we achieved a record of the highest ever volume and revenue by exporting 18,014 Tractors.

This growth can be attributed to higher retails in several markets where we have distribution operations including the USA, Brazil, Bangladesh, Australia and various African markets like Mali, Tanzania. We also made significant growth in business through tenders and bulk orders from markets like Benin, Kenya, Guyana, etc.

With market share at
41.2%
in F23, we continued to be the domestic market leader for the 40th consecutive year.

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. Risk factors that emerged in F22 include global shortage of specific commodities like semi-conductors, supply chain issues due to localised lockdowns and Russia-Ukraine conflict and increasing commodity prices.

Key Risks & Risk Mitigation Initiatives

Competitive Intensity

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

New Emission Norms

- The Company has successfully transitioned to BS6 phase 2 emission norms across all its portfolio products well in time. In its commitment to improve fuel efficiency and reduce the overall carbon footprint (CAFÉ 2), the Company has adopted advanced combustion technologies and right product level electrification strategy.
- The revised emission norms BS TREM IV for tractors, implemented from January 2023, are applicable to tractors over 50HP which is 7-8% of the overall industry volumes. We have realigned our product portfolio, through the launch of new products, along with upgrades of existing ones to meet the TREM IV norms.

Capacity

- Have built adequate manufacturing capacity for the immediate future and are in the process of investing in additional capacity as part of our mid to long-term strategy.
- Launched a new plant at Pithampur to manufacture farm equipments like rice transplanters, potato planters and harvesters.
- Swaraj Division setting up a new manufacturing plant in Mohali to create additional capacity.

New Products and Technologies

- A comprehensive program for development of new products and technologies that will enable us to remain competitive in the market, cater to emerging customer expectations and to meet any legislative requirements.

Environment and Alternate Fuels

- Actively pursuing development of the Electric Vehicle (EV) market, products, and technology.

New Regulation for Safety

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

Commodity Prices

- Remain focused on cost reduction through measures like VA/VE, negotiation with suppliers, long term price contracting, etc.
- Continue to watch the market situation closely and focus on mitigating commodity price volatility through 'Commodity Risk Management'.

Monsoon

- Going into F24, the IMD in its first long range forecast for the monsoon season predicted SW Monsoon (June to Sept) to be normal at 96% of the LPA. However, with the concerns of EL Nino, there is possibility of either spatial or temporal distribution disruption.
- Nevertheless, given that reservoir levels in April 2023 were 20% higher than average, and that there has been excess rainfall in pre-monsoon months, potential El-Nino impact is not expected to cause a major disruption.

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.



We have set up a dedicated new plant at Pithampur spread over 23 acres with a capacity to manufacture 1,200 combine harvesters and 3,300 rice transplanters per year.

OPPORTUNITIES & OUTLOOK

Both the Auto and Farm Sectors aim to safeguard and support their positions in the local market while also striving to expand India's presence globally by means of robust exports. Meanwhile, our efforts remain dedicated to attaining cost leadership by emphasising targeted cost optimisation, enhancing productivity, implementing value engineering, managing the supply chain efficiently, and capitalising on synergies among different group enterprises.



AUTOMOTIVE SECTOR

In F23, the Indian auto industry showed double digit growth across all segments. Passenger vehicles have reached new highest ever mark with 3.89 million sales units while commercial vehicles are still below F19 levels by 4.5%.

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

- Supply shortage of semiconductors in first half of F23
- 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. Several initiatives taken by the Government are driving higher rural incomes. This includes higher diversification towards high value crops and agriculture accelerator fund to promote technological advancement in agriculture, etc. In addition, increase in allocation of Government budgets on infrastructure and rural development is likely to benefit commercial demand.

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.

As per the Automotive Mission Plan 2026 (AMP 2026), the mid to long-term outlook for the Indian auto industry is positive.

For detailed information on the risks and opportunities and outlook, please refer to the Management Discussion and Analysis section, in the Integrated Annual Report 2022-23.

INPUT-OUTPUT MODEL

INPUT

FINANCIAL CAPITAL

Total Segment Capital Employed (₹ Cr)	14,832
Gross Debt to Equity Ratio	0.11
Net Capital Expenditure (₹ Cr)	3,431

MANUFACTURED CAPITAL

Number of Plants in India	21
Material Cost (₹ Cr)	64,558
Key Raw Materials	Steel, Iron, Rubber, Glass, Aluminium, Copper, etc.

INTELLECTUAL CAPITAL

R&D Nodes	MRV-led R&D centres, Pininfarina, MANA, M.A.D.E., MIDS, MAM, Sampo Rosenlew
Patents Applied (nos.)	182
Design Registrations Applied (nos.)	102
Patents Granted (nos.)	182
Design Registrations Granted (nos.)	104

HUMAN CAPITAL

Number of Permanent Employees (nos.)	23,495
Temporary / Casual / Contractual Employees (nos.)	38,379
Unionised Permanent Workforce (%)	91
Employee Benefit Expense (₹ Cr)	3,650
Permanent Women Employees (nos.)	833

NATURAL CAPITAL

% of Renewable Electricity	32
Total Energy Consumption (GJ)	24,68,215
Total Water Consumption (m^3)	20,27,067

SOCIAL & RELATIONSHIP CAPITAL

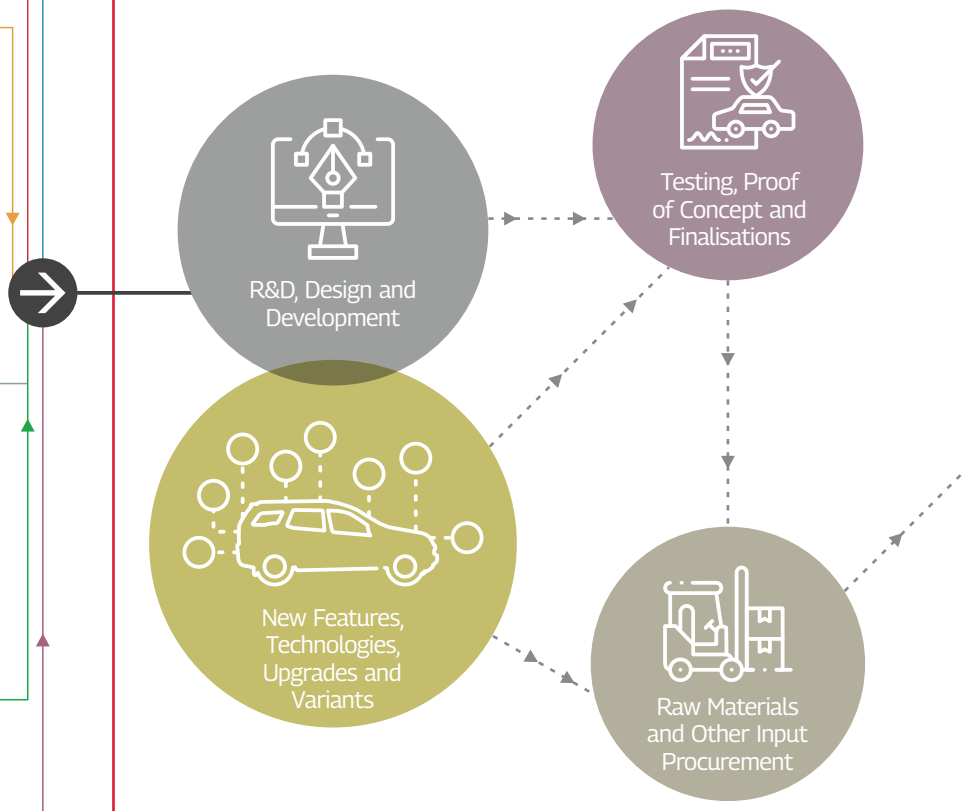
CSR Investment (₹ Cr)	92.28
ESOP Hours	55,272
Employee Volunteers for Various Services (nos.)	10,587
Key Focus Areas	Education, Women Empowerment, Skill development, Environment, Rural Development, Health & Sanitation

Business Model showing Principal Activities

Governance

Key Aspects

STAKEHOLDER ENGAGEMENT | RISKS AND OPPORTUNITIES | STRATEGY & RESOURCE ALLOCATION



Human Resources | Accounts | Finance & Compliance | IT | Customer Service
Corporate Strategy & Planning | Research & Development | Safety, Health &

SUPPORT FUNCTIONS

Note: Patents and Design Registrations are including Mahindra Electric Automobile Limited (MEAL) and the IPs transferred from Mahindra Electric Mobility Limited (MEML) to M&M

Mission, Vision, Values, Code of Conduct and Policy Framework

PERFORMANCE **OUTLOOK**







Environment | Corporate Communications | Marketing & Business Development | Business & Environment | CSR

Outcomes

Farm Equipment
Tractors, Implements

Automotive Vehicles
ICE, Electric

Technology, Innovation, Design & Digital Solutions and Services

OUTPUT

FINANCIAL CAPITAL

Total Operating Revenue (₹ Cr)	**84,960**
EBIDTA (₹ Cr)	**10,442**
Net Profit (before EI) (₹ Cr)	**7,978**
Dividend from Group Companies (₹ Cr)	**1,607**

MANUFACTURED CAPITAL

Total Automotive Vehicles Sold (nos.)	**6,98,456**
Passenger Vehicles (nos.)	3,59,253
Commercial Vehicles (nos.)	2,48,576
Three-Wheelers (nos.)	58,520
Automotive Exports (nos.)	32,107
Total Tractors Sold (nos.)*	**4,07,545**

INTELLECTUAL CAPITAL

New Products Launched	Auto: Scorpio-N, Scorpio Classic, XUV400, XUV300 TurboSport™, All-new range of the Thar, Bolero Maxx Pik-Up, New Jeeto Plus CNG CharSau, Zor Grand Electric, CRUZIO range of Buses Farm: Yuvo Tech+ Series, Swaraj 744XT, New Heavy Rotavator, Supervator
New Technologies	iMaXX telematics solution, new state-of-the-art EV platform INGLO, leveraging multiple emerging technologies, including EVs, digital-enabled platforms and HMI with software-defined vehicles.
Cumulative Patents Granted as of F23 (nos.)	**511**

HUMAN CAPITAL

Permanent Employees Trained (nos.)	**22,358**
Temp / Casual / Contractual Employees Trained (nos.)	**20,467**
Complaints on Child / Involuntary Labour	**NIL**
Complaints on Discriminatory Employment (Sexual Harassment Complaints)	**9**

NATURAL CAPITAL

GHG Emissions (Scope 1 - tCO_2)	**58,935**
GHG Emissions (Scope 2 - tCO_2)	**2,02,306**
Energy Saved (GJ)	**82,921**
Water Reused (%)	**43**
GHG Mitigation (tCO_2)	**11,716**

SOCIAL & RELATIONSHIP CAPITAL

Girls Supported under Nanhi Kali (nos.)	**67,658#**
Women / Men Trained at Mahindra Pride Classrooms (lakh nos.)	**1,04,951$**
Women Farmers Supported under Project Prerna (nos.)	**11,111**
Total Trees Planted under Project Hariyali (million nos.)	**1.59**

** includes Mahindra, Swaraj & Gromax brands*
 # (Includes the newly enrolled 14,562 girls in Nanhi Kali after school programme in F23 + 15,000 girls trained under Nanhi Kali Life skills & Digital Skill training programme)
$ (1,03,699 Women and 1,252 Men)

RISE TO BE FUTURE READY



PRODUCT LAUNCHES

Our products transcend mere existence; they embody the very essence of our purpose — to ignite the indomitable spirit within people and inspiring them to Rise. Each creation is a testament to the relentless pursuit of excellence, woven meticulously with the threads of human ingenuity, unwavering determination and unwavering will.

The XUV400 has set new benchmarks for electric SUVs, paving the way for a sustainable and electrifying future.

XUV400
The All-Electric SUV

Our EV game plan is at the core of our commitment of achieving carbon neutrality by 2040. In line with this commitment, we unveiled the XUV400 on 9th September, 2022 - the eve of World EV Day. It is our first EV to feature the twin peaks logo with satin copper finish.

The XUV400 embodies cutting-edge technology, remarkable features, and exhilarating performance. It provides ample cabin space, luxurious legroom, and abundant shoulder space to its occupants. It also delivers an exciting driving experience by reaching 0 to 100 kmph in an astonishing 8.3 seconds – making it the fastest accelerating non-luxury Indian-made passenger vehicle. In addition to performance, the XUV400, with its 39.4 kWh battery pack, also provides an anxiety-free driving range of 456 km according to Indian driving cycle standards (MIDC).

SCORPIO CLASSIC
A New Avatar of the Legendary Scorpio SUV

To celebrate 20 years of the iconic Scorpio, we launched the Scorpio Classic, the new avatar of our legendary SUV. This SUV boasts superior performance – powered by an all-aluminium lightweight GEN-2 mHawk engine, producing a whopping 97 kW (132 PS) of power and 300 Nm torque. Compared to the previous model, the engine is 55 kg lighter and 14 percent more fuel efficient. With its powerful performance and iconic design, the Scorpio Classic embodies the essence of our brand.



XUV300 TGDi

The Best Gets Turbocharged

In October 2022, we expanded the XUV300 line-up by adding the XUV300 TGDi - a new turbo-petrol engine option. The Mahindra XUV300 TGDi is the first Mahindra SUV to be powered by an all-new 1.2 L mStallion TGDi engine that boasts of unrivalled performance. Taking off from 0-60 km/h in 5 seconds, the XUV300 TurboSport™ series packs performance of 130PS and 230 Nm – making it the fastest ICE SUV under INR 15 lakhs.

THE ALL-NEW THAR RANGE

The Iconic Becomes More Accessible



Since its launch in 2020, the Mahindra Thar has captured the imagination of SUV lovers. To make our offering even better, this year, we listened to our customers and engineered a new range of the Thar with important enhancements.

The all-new range includes Rear Wheel Drive (RWD) variants in two engine options and enhanced capability in the Four-Wheel Drive (4WD) variants. It was introduced at an attractive price point of INR 9.99 Lakh, making it accessible to a wider customer base of SUV buyers.

ALL-NEW SCORPIO-N

M&M launched the highly anticipated the All-new 'Scorpio-N', an SUV engineered from ground-up to meet the aspirations of the young and tech-savvy customers. Scorpio-N comes with premium interiors, advanced features, and the latest technology, two engine options with manual and automatic transmissions, and a 4x4 option.

Designed at Pininfarina, Italy and Mahindra India Design Studio (MIDS), Mumbai and engineered by the teams at Mahindra Research Valley (MRV) near Chennai and Mahindra North American Technical Center (MNATC) in USA, and manufactured at the state-of-the-art world-class facility at Chakan, Pune, the All-New Scorpio-N is truly a global product.

ZOR GRAND ELECTRIC

A Game-changer in Last-mile Cargo Delivery

Launched in August 2022, the Mahindra Zor Grand Electric revolutionises the last-mile delivery and logistics segment. It comes with the NEMO connected vehicle platform for fleet management and better operational efficiency, as well as an all-digital instrument cluster that shows State of Charge (SoC), range, speedometer, battery health indicator and the tell-tale lights.

The Mahindra Zor Grand Electric claims best-in-industry power of 12 kW that ensures superlative performance, more trips, and more earning. It has a range of more than 100 km per charge and the advanced Lithium-ion technology battery ensures a charging time of less than four hours.

Soon after the launch, Zor Grand registered 12,000+ bookings through strategic MoUs with leading logistic companies like Mahindra Logistics, Magenta EV Solutions, MoEVing, EVnow, Yelo EV, Zyngo and more.



Owing to competent engineering and product development right from the outset, the All-New Scorpio-N has the lowest CO_2 emission in the segment.



BOLERO MAXX PIK-UP

The Future of Pickups



To further consolidate our position as a leader in the Light Commercial Vehicle (LCV) (2-to-3.5-ton) category, we launched all new Bolero MaXX Pik-Up. This rugged and powerful vehicle is designed to conquer the cities and tackle heavy loads effortlessly. With a payload capacity of 1,300 Kg and the widest cargo in the category at 1,700 mm, the Bolero Maxx Pik-Up ensures superior hauling capabilities. Equipped with a trusted m2Di engine, it offers an exceptional mileage of 17.2 km/l, best-in-class torque of 195Nm, and 48.5kW (65 hp) power.

Bolero Maxx Pik-Up also offers first in class features like Height adjustable driver seat for better comfort and Turn safe light for more safety for drivers. The Bolero Maxx Pik-up boasts of the advanced iMaXX telematics solution, enabling effective vehicle management and maximizing business productivity.

JEETO PLUS CNG CHARSAU

The New Game-changer CV



We understand the growing challenges of the transport business and constantly strive to provide suitable solutions in line with the evolving demands of our customers. Jeeto Plus CNG CharSau is designed to provide unmatched efficiency and cost-effectiveness for urban transportation needs. It boasts of unmatched range of up to 400 km (hence the name CharSau which means 400 in Hindi) with best-in-class mileage of 35.1 km/kg. It also offers excellent manoeuvrability owing to a small turning circle radius of 4.3 metre offering ease of navigation across narrow and crowded city roads. When combined with its industry-leading load carrying capacity of 650kg, the New Jeeto Plus CNG CharSau is ideally positioned to boost profitability and deliver improved prosperity to the customers.

SWARAJ 744XT

Unrivalled Power, Outstanding Performance



In July 2022, Swaraj Tractors launched the 744 XT, in the 50 HP category in Nepal. This tractor features one of the biggest engines in its category, with 3,478 cc displacement, that delivers maximum performance in agri and haulage applications.

The 744 XT comes standard with a constant mesh transmission, Multispeed forward and reverse PTO, Dual clutch, Oil immersed disc brakes, Power steering and offers high ground clearance with bigger front tyres. With directional control valve and best-in-class lift capacity of 1,700 kgs, the 744 XT can handle heavy implements with ease and precision.

YUVO TECH+ SERIES

The Advanced, Versatile Farm Machines



Expanding the popular Yuvo Tech+ range, in F23, we launched six new models in the 37 – 50 HP (27.6 – 36.7 kW) power band. The new launches include the 275 Yuvo Tech+, 405 Yuvo Tech+ and 415 Yuvo Tech+ with the 3-cylinder m-ZIP engine, and the 475 Yuvo Tech+, 575 Yuvo Tech+ and 585 Yuvo Tech+ with the 4 Cylinder ELS engine. They come with key features such as 4-wheel drive, Dual Clutch, SLIPTO, Auxiliary Valve and 2-speed PTO which making it suitable for more than 30 agri applications.

Mahindra Yuvo Tech+ is designed and developed at Mahindra's Research Valley (MRV) in Chennai with world-class standards. The new tractors are powered by Mahindra Tractors' new m-ZIP 3-cylinder and ELS 4-cylinder engines, delivering best-in-class power, torque and mileage.

TREM IV TRACTORS



KRISH-E SMART KIT

Digitising the Indian Farms

An industry first aftermarket IoT solution, the Krish-e Smart Kit presents the smartest, most affordable and sustainable way for farmers and businesses to connect and monitor their farm equipment on the go.

The Kit provides equipment owners with detailed insights of their tractors and farm equipment of any brand, through GPS enabled time tracking and remote monitoring of various parameters from the comfort of a smart phone. This enables equipment owners and rental entrepreneurs to improve fleet performance, increase incomes and manage maintenance costs, while reducing tractor downtime and preventing unauthorised usage of their tractors.



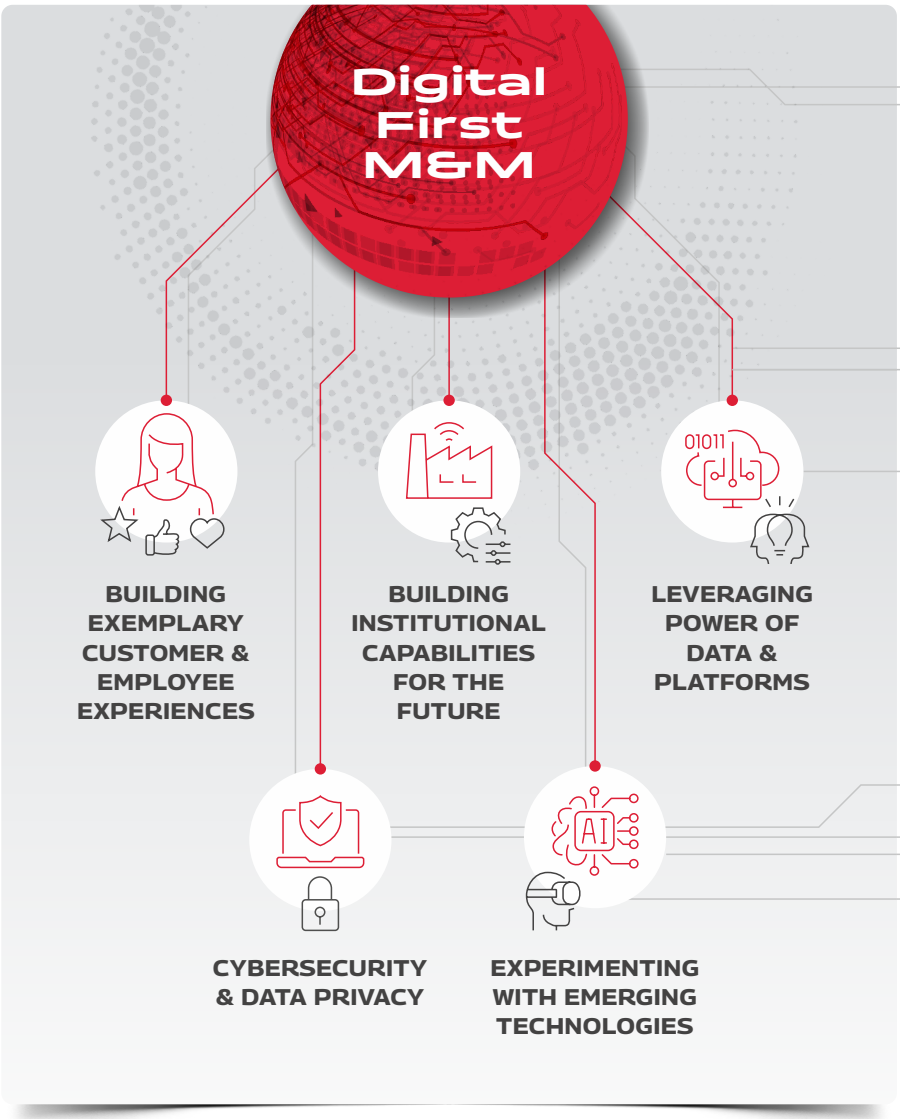
DIGITAL CAPABILITIES

In F23, we built upon the strong momentum we had in F22 and took our efforts to the next level. Our primary aim has been to ensure that we are future-ready in all aspects of digital and technology.

To achieve this, we have standardised our processes and established central technology capabilities, supported by expert teams.

This strategic move has enabled us to create synergy across the entire Group. By centralizing our services and capabilities, we have eliminated repetitive work and fragmented negotiations among various group companies. As a result, our Group Companies now have more time and resources to develop futuristic strategies and enhance their customer-centric approach.

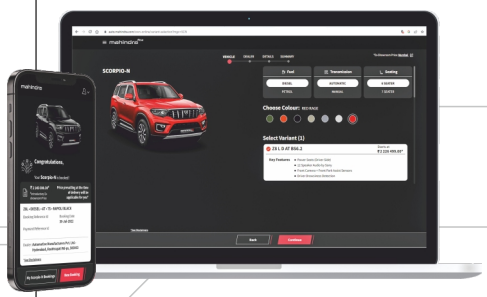
Our primary aim has been to ensure that we are future-ready in all aspects of digital and technology.



BUILDING EXEMPLARY CUSTOMER AND EMPLOYEE EXPERIENCES

Scorpio-N Portal

A completely new, asynchronous, cloud based, scalable and modular portal to manage Scorpio-N's record-breaking booking.



Project Anubhav

Enhances employee experience with mobile apps, AI/chatbots, and streamlined processes.

XUV400verse

The XUV400 on the Metaverse provides unique experiences such as Virtual Brand Showroom, avatar customisation, hyper-realistic 3D car configurator and virtual test-drive.



MTIS - Mahindra Technical Information System

A cloud-based platform for international dealership queries. Being used by 1,200+ service technicians across 80+ countries.

Krish-e Smart Kit

An innovative solution for improving fleet performance and tractor management, Krish-e has over 25,000 active subscribers, 85% DAUs (daily active users), spending about 55 minutes per day on the app.

Edcast

The digital Learning Experience Platform has been rolled out to 21K users within Mahindra Group to M&M, Bristlecone, MFCWL and Mahindra Finance.

Freshservice platform

To improve employee experience and making our ITSM processes more robust, we moved from traditional BMC platform to a more user-friendly and advanced Freshservice platform.

Agile CRM platform (Cerebro)

It has enhanced sales processes for dealerships and unified user experience. It was rolled out pan India across 439 dealerships with a view to make dealer sales processes more efficient, user friendly and collaborative.

Product Review Centre (PRC)

The Centre has been established at Mahindra Research Valley to facilitate high-resolution engineering reviews for better alignment and quality.

Our first focus area is the digitisation of customer and employee journeys. The second focus area is the use of AI and Machine Learning. And third, is adopting the cloud for agility and innovation.

Mohit Kapoor
Chief Technology Officer
Mahindra Group



BUILDING INSTITUTIONAL CAPABILITIES FOR THE FUTURE

Aarohan Initiative

It is a cloud transformation initiative implemented with a vision to transform, modernise customer to core footprint and become future-ready together as a Group. It has improved execution speed, developer efficiency and carbon offset.

Cloud Centre of Excellence (CCoE)

The Centre has been established to oversee and support the implementation of the organisation-wide cloud strategy.

Office of Enterprise Architecture (OEA)

Part of Mahindra Digital Engine, it is institutionalising architectural discipline and governance for Mahindra Group.

LEVERAGING POWER OF DATA & PLATFORMS

Data Science

- Mahindra Digital Engine (MDE) partnered with EV NEMO team to enable delivery of strategic as well as tactical analytics to different stakeholders across various group companies and functions.
- State Of Health (SOH) Analysis utilises data across vehicles to improve the product performance while reducing the irreversible damage of the battery, further improving the customer experience.
- Data Community, a collaborative platform for data enthusiast, decision makers, data scientists and business users, has been launched to establish a data-driven decision-making culture.
- Data driven marketing pitches with facts and selling points of the EV offerings in local languages have been cascaded to the sales team at showrooms across multiple states.
- The Data science team is leveraging generative language transformer models for enhancing the efficiency of data innovation and creating product offerings around it.

Mahindra Platform as Service (mPaaS)

mPaaS (Mahindra Platform as a service), a multi-cloud platform, allows users to experiment and innovate quickly using cloud resources from GCP, Azure, and AWS. It is streamlining infrastructure provisioning with over 10 major automations, improving developer efficiency by automating and securing infrastructure provisioning and ensuring cost transparency and compliance with security policies.

Data Engineering as a Service (DaaS)

To democratise data for business users and to assist them in better decision making (DaaS) has been built. It enables business users to quickly bring their data from various sources to a single place where they can classify, clean, encrypt and catalogue their data.

Mahindra Intelligent Document Indexing (MIDI) Engine, developed in-house, utilises deep learning, computer vision and analytics to automate the process of documents processing across different businesses.

CYBERSECURITY & DATA PRIVACY

Cloud Security

Implemented Prisma cloud security across all 3 hyperscalers (GCP, MS Azure and AWS) that we currently utilise. This gives us clear visibility of security threat and misconfiguration covering cloud workload protection, cloud Identity security, infrastructure as code scanning, etc.

DevSecOps

We adopted DevSecOps platform to improve the end-to-end code quality security from the development stage to production deployment.

NAC (Network Access Control)

NAC has been implemented to improve the overall enterprise network infra visibility and access management through policy enforcement on authorised devices and users.

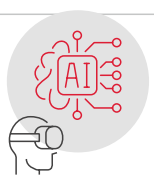
IT-OT Segregation

Segregation of OT network from IT network is recommended, for better visibility, security of IT layer and to enable 3rd party vendor to access OT devices securely when required.

DDoS (Distributed Denial of Service) Protection

To secure the enterprise network from malicious attacks and avoid down-time of critical business operations, cloud based Anti-DDOS mitigation services have been implemented for data centres. This helps filter out malicious traffic before it impacts the network and servers.

EXPERIMENTING WITH EMERGING TECHNOLOGIES



Drone-based vehicle inventory management

We have deployed a drone-based solution that accurately geotags vehicles in the yard against their unique identification numbers, thereby enabling accurate vehicle tracking, quick navigation and saving significant time and efforts of drivers.

Digital Human Project

To test the power of AI, the team at Mahindra Digital Engine along with our development partner Uneeq created a digital human - a digital avatar of Mr. Anand Mahindra. The Digital Human uses artificial intelligence and natural language processing to synthesise answers to questions that one may have on our Rise philosophy, Leadership and Sustainability.

Following a successful soft launch and with testing underway, Mahindra Digital Engine is planned for launch across the Mahindra Group in the near future.



Paint Defect Inspection using computer vision

A Next Generation Paint Defect Inspection system has been employed. It uses Artificial Intelligence, Edge Computing and Computer Vision to identify Paint Defects in just 20 seconds with more than 95% accuracy, resulting in better quality, fewer complaints and more satisfied customers.

Smart Engine testing using AI

A SMART machine learning model was built and deployed across various plants to bring down hot firing and load testing to 10% and leading to savings of around INR 200 per engine.

Digital manufacturing

Extensive use of digital manufacturing technologies such as simulations, analytics, 3D factory and collaboration to design and setup world class facilities and deliver best in class products.



Manufacturing NEXT

A programme institutionalised to expedite our digital transformation efforts and become a technology leader leveraging advanced analytics and automation to deliver exponential impact.

RISE FOR A MORE EQUAL WORLD

ESG LEADERSHIP

At Mahindra, we prioritise the long-term sustainability of our business and understand that strong and consistent ESG performance is critical to achieving that goal. Through our sustained focus on Environmental, Social, and Governance factors, we are working to ensure that our business activities contribute to a positive impact.

By bringing together nation-building and future-facing industries and communities, we are co-creating a positive world where each one of us enables the other to Rise. This approach aligns perfectly with our philosophy of #TogetherWeRise, where collaboration and shared values drive us towards a common goal of a better world.

By bringing together nation-building & future-facing industries and communities, we are co-creating a positive world where each one of us enables the other to Rise.

OUR TEN COMMITMENTS

We aim to set the gold standard in ESG, with our promise to achieve social change and maintain financial balance. Our 10 commitments towards ESG will serve as the foundation for our growth.



For achieving these commitments, we aim to be Planet Positive, People Positive and Trust Positive.

PLANET POSITIVE
Environment

Our pledge to conserving natural resources, reducing pollution, protecting biodiversity and sustaining the environment for future generations remains strong as ever. Through pioneering initiatives like electric vehicles and a Group-wide commitment to become carbon neutral by 2040, we are pushing the boundaries of what is possible and leading the way towards a more sustainable future.

PEOPLE POSITIVE
Social

We are committed to making a positive impact on the world around us – both within and beyond our factories and offices. We believe in creating and maintaining a diverse, inclusive, vibrant, and meritocratic work environment that empowers and motivates our employees to do their best work. Our CSR policy focusses on empowering girls and women through social investments, and our massive tree plantation initiative is just one of the ways we are working to preserve the planet for future generations.

TRUST POSITIVE
Governance

We have built our success on a foundation of strong, balanced, and sustainable growth for all our stakeholders, and we are committed to upholding the highest standards of governance every step of the way. By embracing a culture of transparency, accountability, integrity and responsibility, we are able to build trust with our stakeholders and earn our reputation as a Company that is committed to doing things the right way.

Over the years, the consistency of our efforts and the scale of impacts they create, have helped us gain a leadership role on numerous global platforms:

- In January 2023, Mahindra & Mahindra was included in the World Index list of companies in the Dow Jones Sustainability Index (DJSI) for the second consecutive year. Out of the six Indian companies featured in the World Index, two were Mahindra Group companies – M&M and Tech Mahindra. M&M is one of the nine companies globally from the 'Auto & Component' Sector in the World Index.
- Dr Anish Shah, MD and CEO, has been nominated as Co-Chair for the World Economic Forum (WEF)'s India Edition of CEO Climate Leaders. It serves as a high-level platform for business leaders to support concrete plans and ideas to step up India's climate action and green transition efforts.

For us, ESG leadership does not just stem from applauds and recognitions. It manifests from recognising the symbiotic relationship of Environmental, Social, and Governance factors and leveraging them to create long-term value for the organisation, its stakeholders, and society.

In the next few sections, we will cover in detail how our ESG performance is driving growth at Mahindra.

For us, ESG leadership does not just stem from applauds and recognitions. It manifests from recognising the symbiotic relationship of Environmental, Social and Governance factors.

ENVIRONMENT



Dow Jones Sustainability Indexes

M&M became the first Indian Automobile Company to enter the World Index of DJSI for the 2nd consecutive year. It is one of the nine companies globally in the 'auto and components' sector of the World Index.

Climate change is increasingly wreaking havoc to the natural, economic and social systems in unprecedented ways. Unfortunately, the poor and the marginalised bear the greater brunt of this crisis as it affects their livelihood, their habitat and access to necessities like water, food and education. At Mahindra, we believe that to beat climate change, we must Rise for a more equal world. To achieve this, we have adopted a 'Planet Positive' approach in everything we do. For what is good for the world is good for business too.

Our Planet Positive approach involves reducing carbon emissions, replenishing water sources, enriching biodiversity, and creating carbon sinks. It also encompasses improving the livelihoods of communities and employees, creating value for stakeholders, reducing ESG risks and realising opportunities.

Since inception, we have prioritised sustainability in our business practices, and over the years, through our efforts in environmental sustainability, we have established ourselves as a globally recognised, responsible Company.

We were 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 to Landfill' by 2030.

Under our 'Project Hariyali', we will plant five million trees every year by F26, with more than 22 million trees already planted. We aspire to lead environmental, social and governance (ESG) performance parameters globally through such sustained and focussed programmes.

With a goal of becoming Planet Positive by 2040, we are committed to leading the way towards a sustainable future for all and aim to achieve the following goals:

Carbon Neutral by 2040
Committed to Science Based Targets

100% Renewable Electrical Energy
50% by 2025
(Internal Target)

RE 100

100% Improvement in Energy Productivity
60% by 2026

EP 100

Zero Waste to Landfill
100% Identified Sites
ZWL Certified by 2030

Project Hariyali
Plant 5 million trees/year by 2026

For the last 15 years, we have been disclosing information to all stakeholders in a transparent manner through our Sustainability Report based on the GRI framework. Since F22, our sustainability report also aligns with

- **Government of India's National Guidelines on Responsible Business Conduct (NGRBC)**
- **Task Force on Climate-related Financial Disclosures (TCFD) recommendations**
- **WEF's Stakeholder Capitalism Metrics**
- **United Nations' Sustainable Development Goals (SDGs)**

We have also been publishing the Annual Integrated Report based on International Integrated Reporting Council (IIRC) Framework since last four years. The IIRC framework emphasises the importance of natural capital as a critical component of sustainable business practices. We conserve, protect and improve Natural Capital through the 3Cs approach:

1 **Conservation of Natural Resources**

2 **Continuous Improvement towards Rejuvenation**

3 **Comprehensive Disclosures**

We have adopted a 'Planet Positive' approach in everything we do. For what is good for the world is good for business too.



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

A cohesive framework, well-structured processes and focused interventions are the foundation of our environmental management approach. We have launched several key initiatives, including 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 process for future opportunities. While we review our materiality issues annually to identify new topics, the materiality assessment is conducted every three years when we reset our roadmap.

Internal and external stakeholders, including top management, employees, suppliers, dealers, customers, investors and the community were identified and engaged during the review process. Based on these interactions and benchmarking with industry peers, the material issues were identified. This intense process of mapping, prioritisation, preparation and validation lead to the final materiality matrix.

Our key material environment 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.

Key initiatives to reduce GHG emissions

Green Portfolio

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

Carbon Pricing

At Mahindra, we have established an internal carbon pricing mechanism. It serves multiple purposes: generating funds to support low carbon projects, aiding informed decision-making by our management when investing in eco-friendly initiatives, achieving our emission reduction targets, and aligning our operations and investments with the transition towards a low carbon economy. We have implemented a carbon price of $10 per ton of CO_2 emitted and have been investing in innovative technologies and processes to enhance energy efficiency.



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, rising energy costs, restricted access to raw materials like water as well as changing consumer preferences.

- In line with the Science-based target initiative (SBTi), we have committed to reducing Scope 1 and Scope 2 GHG emissions by 47% per equivalent product unit and Scope 3 GHG emissions by 30% per sold product unit by 2033 from a 2018 base year.
- We have also identified a non-renewable energy consumption reduction target of 4.1% y-o-y for the next 15 years. This target is in line with our SBT emission reduction roadmap.

Renewable Energy

Accelerating the energy transition is a key factor in increasing our ambition to reach 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. Our renewable electricity reached to 32% in F23 compared to 12% in F22.

Key renewable energy initiatives

Harnessing the Solar Power
Multiple M&M Units

We have set up a Special Purpose Vehicle (SPV) between Solar Developer – ReNew Power and various Mahindra units (the power consumers). The SPV, in which Mahindra has a 30% stake, owns and maintains a 60MWp solar power project spread across 150 acres at Parbhani, Maharashtra, under a group captive model for M&M Maharashtra's power requirement.

As a result of this project, 79,000 tCO_2 emissions are avoided each year, which is approximately 34% of FY22 Scope 2 emissions. This is equivalent to nurturing around 2 million trees or powering 20,650 Indian houses for a year.



Scaling New Heights with Solar
FD, Rudrapur

The contribution of a 248 KWp solar plant (commissioned in F19) to the total power consumption at the Rudrapur Tractor Plant was only 5%. The team at Rudrapur plant installed and commissioned a 760 KWp rooftop solar plant to increase the contribution of solar power.

The project, commissioned in only 50 days with zero safety incidents, raised the percentage contribution of solar energy to the energy mix at Rudrapur from 5% to 20%, and reduced GHG emission by 900 TCO_2 annually.

In F23, Automotive Sector achieved

43.6%

and Farm Equipment Sector achieved

23%

reduction in Scope 1+2 emissions with F19 as the base year.

In F23, M&M's renewable electricity consumption stood at

32%

CONSERVATION OF ENERGY

Energy conservation helps us gain more control over the energy costs, reduces the demand for Earth's natural resources, and contributes to our effort to reach the carbon neutrality target. It drives improvements in operation and enhances process reliability that leads to reduced downtime or shutdowns.

Environmental KPIs	F22	F23
Total Energy Consumption (GJ)	21,22,034	24,68,215
Total Water Consumption (m^3)	16,03,486	20,27,067
GHG Emissions (Scope 1) (tCO_2)	55,451	58,935
GHG Emissions (Scope 2)	2,33,939	2,02,306

Note: Due to increase in production, energy consumption, water consumption and Scope 1 emissions are higher in F23. However, because of adoption of renewable energy Scope 2 emissions has reduced significantly.

82,921 GJ
energy was saved through sustained energy saving initiatives in F23.

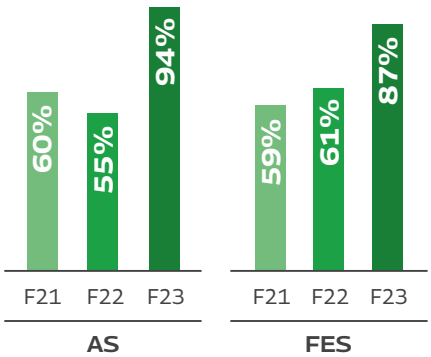


ENHANCING ENERGY PRODUCTIVITY

Apart from energy savings, energy productivity increases operational productivity which in turn improves overall performance. This results in enhanced production and capacity utilisation, reduced resource use and pollution, and lower operation and maintenance costs. Therefore, at Mahindra, we continue to monitor energy productivity (EP) by coming up with energy efficiency initiatives.

We follow a holistic approach to consistently enhance energy productivity. We record energy productivity data separately for AS (Automotive Sector) and FES (Farm Equipment Sector).

Following is the EP data trend w.r.t. baseline year (2008-09)



In F23, the sectors progressed on their carbon neutrality targets. Here is one of the many energy efficiency measures undertaken during the reporting period.

Heat Recovery to reduce PNG Consumption and CO_2 Emissions Swaraj Plant 2

Swaraj Plant 2 was using PNG operated burners and hot water generators to achieve the required pre-treatment process temperature for chassis production, leading to high PNG consumption. A heat recovery unit was installed in the air compressors to recover and reutilise waste heat from the hot water rinse, knock-off degrease, and degreasing stages of the chassis pre-treatment zone.

The heat recovery units resulted:

- 23.3% reduction in PNG consumption of the hot water generator
- 31.68 Lac Kcal/Day reduction in environment heat load
- 512.4 Tons/Year decrease in CO_2 emissions

WATER CONSERVATION

Extreme weather events are making water scarcer. Any imbalance between the demand and supply of water disturbs the natural, social and financial ecosystems. Hence, water conservation is essential not just to mitigate business risks but also societal risks. We follow a holistic approach towards conservation of water to maintain a balance between the water requirement of operations and community. This includes optimising consumption, recycling as much water as possible, and capturing and recapturing to rejuvenate the water sources. Here is just one of the many water conservation initiatives undertaken by us:

Incremental efforts to water positivity AS Kandivali



AS Kandivali plant had 54% dependency on borewell water, impacting groundwater table due to restricted municipal water supply in the bustling suburb of Mumbai. To address this, a decentralised rainwater harvesting model was adopted, collecting run-off rainwater in holding arrangement, filtering through first-stage aggregates, sand and percolating into deep aquifer to mitigate 1,00,000+ KL of borewell water.

AS Kandivali achieved water positivity by navigating a decade-long path to water conservation, reducing dependency on borewell water, enhancing water security for future growth, and conserving natural resources.

REDUCTION OF WASTE GENERATED

The most effective way to reduce waste is to eliminate it by design during the production process. We reduce our material consumption by leveraging technology and innovation to adopt better processes and improve efficiencies. At Mahindra, we are working towards a circular economy that focuses on maximising the value of products and materials across the entire lifecycle. Instead of discarding products after usage, we look for ways to reuse, repurpose or recycle it. Here is just one of the many waste management initiatives undertaken by us:

Eco-friendly Aesthetics and Quality CoE, Materials Technology

Modern car customers demand aesthetics, durability, quality, to go hand-in-hand with environmental sustainability. To cater to these demands, our Centre of Excellence for Materials Technology is always seeking innovative solutions. Some of these include:

- Low Solvent Grade Paint technology with 3C1B high solid paint that meets stringent paint specification and remain 'As Good As New' in the field even after 5 years of service. Use of high solid paint results in Total VOC reduction of 2,272 g/litre per vehicle, 31% reduction in material consumption and CO_2 reduction of 11 kg/Vehicle
- Increasing the material efficiency of underbody coating through alternate materials that are lighter in weight but provide higher chipping resistance. This resulted in Material consumption reduction of almost 40%.
- Eco-friendly material and process enhancement for Cathodic Electro Deposition (CED) coating. This improves corrosion performance while reducing thickness that results in almost 20% material consumption reduction.

43%
of water recycled and reused in F23.

Water recharge increased from 0.85 million m³ in F22 to 1.42 million m³ in F23.

63%
of M&M's waste was diverted from landfills in F23.

PROMOTION OF BIODIVERSITY

Biodiversity is at the heart of limiting emissions, sustaining life and thereby sustaining business. The terrestrial and aquatic ecosystems of our planet act as natural carbon sinks, with the biodiversity within them absorbing large amounts of greenhouse gas emissions. The preservation of biodiversity is a crucial step in being Planet Positive.



In F23, Mahindra Group planted

2.21 million

trees across India.

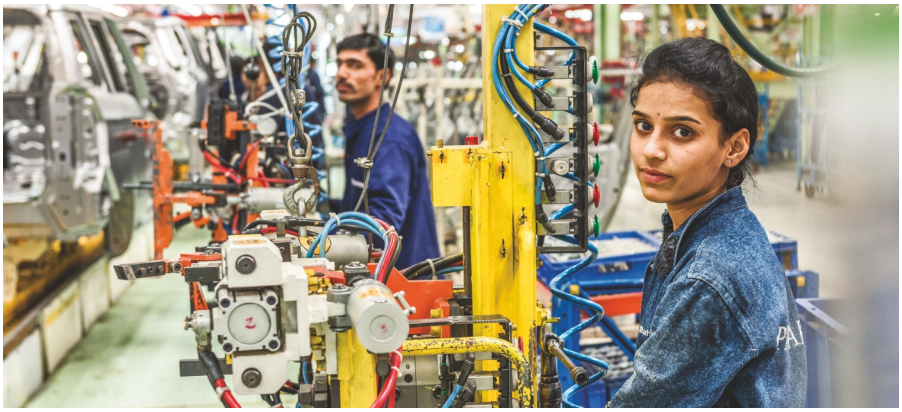
Mahindra is committed to preserving biodiversity and had been taking up some major initiatives to preserve biodiversity.

- 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 (The India Business and Biodiversity Initiative) and undertake biodiversity assessments.

IUCN

IBBI
INDIA BUSINESS & BIODIVERSITY INITIATIVE

PEOPLE



M&M has a workforce of **61,874** permanent and non-permanent employees

91% of the permanent workforce is unionised.

The world is witnessing a transformative era where the business landscape is evolving rapidly. At Mahindra, we believe that agility and responsiveness to change are crucial for success. However, we also recognise that in this new world, our customers want more than just a profit-oriented approach. They expect brands to care about issues that matter and stand for something meaningful. That is why, at Mahindra, we are committed to rise for a more equal world.

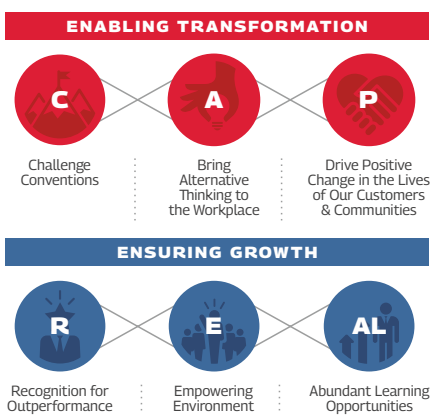
At the heart of this commitment are our people - our employees, who are our brand ambassadors. They bring vitality, dynamism, energy and innovative ideas to work every day. They are the driving force behind our success, helping us realise our aspirations in this new era.

To achieve our goals, we prioritise the well-being and development of our employees. We provide them with a sense of purpose, invest in their professional growth, and prioritise their health and safety.

We celebrate innovation and out-of-the-box thinking and support well-reasoned risk-taking. In doing so, we recognise that our employees are also our partners in our journey towards a more equal world.

THE MAHINDRA EMPLOYEE VALUE PROPOSITION

At Mahindra, we enable and sustain an empowering work culture where our employees 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.



Mahindra's Making Sustainability Personal (MSP) initiative aims to make sustainability second nature for employees so that they contribute to a sustainable future even beyond the work. Under this initiative, various workshops, quizzes and celebrations were conducted throughout the year, in which more than

11,673

employees participated.

A GREAT PLACE TO WORK UNDER MULTIPLE DIMENSIONS



Mahindra & Mahindra's Automotive & Farm Equipment Sector is a Great Place to Work - Certified™ organisation and has been recognised among India's Best Companies to Work For 2022 - Rank 24. It excels on the five dimensions of a High-Trust, High-Performance Culture™ – Credibility, Respect, Fairness, Pride and Camaraderie.

PERFORMANCE ORIENTED REMUNERATION

We believe our compensation and remuneration policy is well aligned to encourage meritocracy as well as ESG actions. Our compensation structures are designed to shape employee's behaviour to deliver in a high-performance culture. All officers across the organisation have part of their compensation apportioned as variable pay (performance pay) payable based on individual as well as business/ organisational goals. The percentage of the variable component increases with increasing hierarchy levels.

The parameters used include Return on Equity (ROE), EPS growth, ESG performance index and Employee Engagement level. ESG Performance Index consists of intermediate targets on our ambition to lead ESG globally.

We also have an Employee Stock Option Program (ESOP) for senior executives of the Company, which ensures the alignment of interests between the shareholders and employees.

TALENT MANAGEMENT AND LEADERSHIP DEVELOPMENT

Our 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' 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.

FUNCTIONAL TALENT ACCELERATORS

In our quest to build a healthy pipeline of technical talent in Product Development and associated areas, we set up the Mahindra Research Valley (MRV), which serves as a crucible for innovation and technology for the Auto and Farm Divisions.

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 Excellence (CoE) and project functions across Automotive and Farm Divisions.

MAHINDRA LEADERSHIP UNIVERSITY

In F22, we re-defined out operating model to become a Centre of Excellence for leadership development. In F23, Mahindra Leadership University (MLU) delivered on this mandate through multiple programs across a range of critical areas:



In F23, the MLU conducted 31 programmes that saw 764 learners benefit over 20,752 learning-hours.

Mahindra Accelerated Leadership Track (MALT)

We have partnered with Carnegie Mellon University to develop an industry-leading accelerator programme called MALT. This track seeks to identify mid-career high-potential talent from within the diverse Mahindra businesses annually. The first batch of 33 associates graduated in January 2023, and the second batch of 42 associates started their year-long journey in January 2023.

Future Shapers

We kicked off the Mahindra Future Shapers programme with the intent to identify our next generation leadership pipeline and strengthen their capabilities.

The programme is being delivered through our long-term strategic tie-up with Harvard University and leading consulting firms. The first batch of Future Shapers will graduate in Q1 of F24.





Development Programmes

The Future HR Leaders Programme that seeks to identify the next generation of HR CXOs, successfully concluded in F23, while the Emerging Finance Leaders Programme (EFLP) was kicked off in the last quarter of F23. The EFLP, delivered in partnership with a leading leadership consulting firm and Indian Institute of Management, Ahmedabad, will continue to run over the course of F24.

For more information and highlights about MLU academies, please refer to the Management Discussion and Analysis section of this Report.

In a short period of time, our e-learning platforms have seen approximately

90%

adoption rate and more than

1 million

items of learning consumed.

DIGITAL LEARNING INITIATIVES

From F22 onwards, our focus has been to bring world-class digital learning content to our employees across all management grades. Here are some ways in which we are enabling rise through digital connect.

- Strategic partnerships with key content partners such as Udemy, HMM Spark etc.
- EdCast by Cornerstone, a learning experience platform for employees across a number of our Group companies.
- Digital Learning World: A new cutting-edge learning management system that offers diverse learning experience via online macro learning, live virtual trainings, and classroom training.



- Rise@Work, an intranet portal to help employees connect, collaborate and co-create. This portal injects the spirit of Rise through digital disruption.
- ChatBot is a tool backed by AI that conducts a conversation with employees and presents ready solutions to their queries.

With a well-structured framework, we ensure harmonious implementation of policies through a central HR Council.

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 2,967 associates have participated from across all its manufacturing units.

DIVERSITY AND INCLUSION



At Mahindra, we prioritise Diversity and Inclusion (D&I) in our workplace and strive to provide equal opportunities to all individuals. Our policies ensure that no discrimination occurs based on gender or disability regarding employment, promotion, termination or other related issues.

To enforce our commitment to D&I, the Group Diversity Council has implemented a metrics-driven scorecard with a strong emphasis on gender diversity. We also grant flexibility to our Group Companies regarding other aspects of D&I.

As part of our Equal Opportunity Policy, we equip our new recruits with the necessary training to perform their job functions efficiently. Our training programmes include the 'Speak Up' campaign for awareness about Prevention of Sexual Harassment (POSH) and refresher modules provided by our Ethics Counsellors.

ENABLING POLICIES

Our HR policies have been reviewed, revised and framed keeping employees at the core:

Employee Benefits include professional and medical allowance, education assistance, mobile reimbursement, option of sabbatical etc.

Work Conditions cover flexible working hours policy, work from home arrangements and part time work options etc.

Family Benefits We have introduced policies to support better family life. These policies include women travel safety policy, maternity support policy, childcare facilities or contributions includes Company-provided creche or reimbursement for the facility, breast-feeding/lactation facilities or benefits, and paid parental leave, amongst others.

FOCUSSED HIRING

We continue to attract, retain and develop diverse talent through initiatives such as Focused Hiring where we focus on hiring and supporting women and Persons with Disability through specialised hiring consultants. 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

We are committed to advancing the career development of women at all levels. We provide them with the chance to acquire new skills and interact with senior leaders through various initiatives. In F22, we launched the Women Mentoring programme for the managerial band which provides career guidance and coaching from senior leaders, enabling women to excel in their career paths.

Similarly, we introduced Generation Valuable, a unique mentorship program under Valuable 500, for people with disabilities to build the future executive leadership and driving disability inclusion through systematic change.



TRANSFORMATIONAL WORK CULTURE

The Transformational Work Culture initiative aims to create an engaged workforce with an innovative, productive and a competitive shop-floor ecosystem. Some of the initiatives towards the same include creating a culture of self-managed teams; 'Nayi soch - Naya dristikon', a mindset transformation programme named for cell members and union leaders; Rise award for associates and Employee of the year program for associates.

INDUSTRIAL RELATIONS

The industrial relations scenario continued to be largely positive across all the manufacturing locations. Long-term wage and bonus settlements were closed amicably for all the plants. The sustained efforts towards building a transformational work culture resulted in zero production loss in F23.

HEALTH & SAFETY

At Mahindra, we prioritise employee safety by implementing the highest safety standards and upgrading our rigorous procedures in line with technological advancements and best practices.

- '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.
- 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.

A dedicated Central Safety Council comprising representatives from all sectors works together to brainstorm new ideas, mobilise necessary resources, and develop new practices to enhance safety across the Group.

SOCIAL



in F23, we invested
INR 92.28 crore
in various social projects

At Mahindra, we understand that creating value goes beyond the vehicles we make and the services we provide. We are committed to undertaking comprehensive, well-planned, and long-term social interventions that positively impact vulnerable and marginalised communities and the environment. **Our core purpose, "Only when we enable others to rise, will we rise," drives our approach to CSR.** We strive to move beyond mere philanthropy and invest in impactful social programmes that actively promote betterment.

Over the last 75 years, we have implemented various social initiatives that have had a positive impact on girls and women as well as the environment through massive tree plantation. By investing in such initiatives, we believe that we can achieve the highest return on our social investment and rise for a more equal world.

As a testament to our commitment, in F23 we invested INR 92.28 crore in various social projects that have brought about positive change in the communities. We will continue to work towards creating a better and more sustainable future for all.

KEY MATERIALITY ISSUES

Our key material issue in social capital is CSR management, where we focus on formulating community-centric policies and implementing a sustainable strategy that addresses major societal issues through our projects across the nation.

In line with this approach, we have undertaken various initiatives aimed at enhancing social capital.

PROJECT NANHI KALI

Our flagship CSR initiative, Project Nanhi Kali, has empowered underprivileged girls across India by supporting their education.



Here's how Project Nanhi Kali is making a difference:

- The project provides comprehensive support to girls in government schools from Classes 1-10, including daily after-school remedial classes and access to an AI-powered, personalised, adaptive learning software via digital tablets.
- Every girl receives a material kit annually consisting of essential school supplies and feminine hygiene material.

Since 1996, Project Nanhi Kali has empowered over
5,50,000
underprivileged girls across
15 states
in India

- A professionally designed sports curriculum is integrated to promote holistic development.
- The project creates girl-friendly ecosystems in underserved communities across rural, tribal, and urban poor regions of India through regular engagements with parents and community stakeholders.

Further, the project also introduced Nanhi Kali Life Skills and Digital Skills training programmes for teenage girls.



In F23, Project Nanhi Kali supported the education of 1,86,041 girls across 9 states of India through the after-school programme. Of these, **Mahindra & Mahindra continued to support 52,658 girls (which includes an additional 14,562 girls enrolled in F23). The Mahindra Group supported 85,778 girls.**

Additionally, 31,908 girls were supported through the Nanhi Kali Life Skills and Digital Skills training programmes across 2 states. Of these, **Mahindra & Mahindra supported 15,000 girls, while the Mahindra Group supported 25,600 girls. A total of 1,11,378 girls were supported through Project Nanhi Kali by the Mahindra Group in F23.**

MAHINDRA PRIDE CLASSROOMS (MPC)

To support the nation's priority of increasing women's labour force participation in the formal economy, Mahindra Group transformed its flagship Mahindra Pride Classrooms programme - an employability skill learning initiative, into a 100% women beneficiary programme from F23 onwards.

The Mahindra Pride Classrooms provides 40 to 120 hours training modules with the help of expert trainers to final year students studying in Government Colleges, ITIs and Polytechnic Institutes. The Modules range from English speaking and life skills, to interview preparedness and digital literacy which are critical skills required to enhance their employability.

The participants are provided with workbooks and other study material which help them blend theory with practice. Assessments are a key part of the programme design and successful candidates are provided with certification at the end of the course.



During the year, 1,66,666 women were trained in this programme across 19 states in India, out of which 1,03,699 women were trained through support provided by Mahindra & Mahindra. In addition, 1,256 men were also part of the programme, cumulating the total number of beneficiaries supported by Mahindra Group to 1,67,922. Since inception, this intervention has trained 7,28, 808 youth.

During the year, M&M supported training of

1,03,699

women in this programme.

To date,
22.86 million
trees have been planted through Mahindra Hariyali, of which 14.90 million trees have been planted in Araku which supports the livelihood of over 26,000 tribal farmer families.

PROJECT HARIYALI

The Project is the Group's flagship afforestation initiative that started in 2007 to increase the green cover and arrest the rising ecological imbalance. It started with a target of planting a million trees every year across all Mahindra locations.

In 2010, the project was extended to Araku Valley near Visakhapatnam, Andhra Pradesh to create a functional forest for the tribal community by planting 19 varieties of fruit, forest, and shade trees. Project Hariyali was further extended to Northern India in Solan in Himachal Pradesh, Tarn Taran and Moga in Punjab and Shravasti in Uttar Pradesh in the year 2022.

In F23, the Mahindra Group planted 2.21 million trees, while Mahindra & Mahindra contributed towards plantation of 1.59 million trees. Of these, 1.31 million trees were planted in the Araku Valley, which besides greening the environment also provides livelihood support to 3,275 tribal farmer families. The farmers have been trained in global organic farming protocols which rejuvenate the soil, increase water retention and soil organic carbon.



Photo courtesy: Naandi Foundation

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. **Through this project, 45,529 women farmers from Moga, Tarn Taran (Punjab), Shravasti (UP) and Wardha (Maharashtra) were provided knowledge in regenerative organic farming practices.** This Initiative helped the women farmers reduce agriculture input costs and increase income from sale of crops.

PRERNA

As a part of empowering women, Mahindra & Mahindra focuses on women farmers with an objective of providing exposure to good agricultural and farm mechanisation practices to augment their farm-based livelihood. The flagship intervention PRERNA is an integral part of various projects which includes training and advisory services like soil health, access to gender friendly farm equipment, linkages to Government. welfare support initiatives, resource efficient agriculture methodologies for enhancing crop productivity. **11,111 women across 6 states were supported under this initiative in F23.**

WATER CONSERVATION

Water conservation is crucial for sustainable development in communities, especially in areas where water is scarce. We have undertaken various water conservation projects across diverse geographies to prevent soil erosion, improve soil health, and increase water tables through water structure enhancement and creation. These initiatives have led to better water availability, enhanced green cover, increased crop productivity, and sustainable livelihoods, resulting in holistic community development



Two notable projects undertaken by us, in collaboration with NABARD, are the Watershed Development Fund (WDF) and Climate Change Adaptation (CCA) projects. They have been carried out in Hatta (Madhya Pradesh) and Igatpuri (Maharashtra), covering around 34 villages. **In F23, these projects supported more than 7,939 farmers** through various interventions such as soil and water conservation work, crop diversification measures, livelihood training and support, and drudgery reduction initiatives. These interventions contributed to the integrated development of rural catchment areas.

Apart from the above projects, other geographies were identified for deploying region-specific water management interventions covering five states, cumulatively resulting in 158 water harvesting structures and 4,978 ha land treated for soil and water conservation and impacting 19,446+ farmers and their families.

EMPLOYEE VOLUNTEERING





Mahindra Group's employee volunteering platforms, ESOPs and MySeva, have enabled employees to contribute their personal time towards various social causes and create large-scale impact in the communities.

- The Group employees invested 1,46,721 person-hours through individual acts of social responsibility, which were reported on the MySeva Platform.
- Additionally, 3,07,163.50 person-hours were contributed through the Company's organised volunteering programme, Employee Social Options (ESOPs).

In total,

55,873

Mahindra Group employees invested

4,53,884.5

person-hours through ESOPs & MySeva platforms, with

10,587

Mahindra & Mahindra employees contributing to the effort.

ANNUAL REPORT 2022-23

MAHINDRA & MAHINDRA LTD.

CORPORATE INFORMATION

Chairman Emeritus

(upto 12th April, 2023)

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 and CEO (Auto and Farm Sector)

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

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

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

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

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 - 400 063,
India.

Advocates

Khaitan & Co.
One World Centre,
Tower 1,
10th and 13th Floor,
841, Senapati Bapat Marg,
Mumbai - 400 013,
India.

Registered Office

Gateway Building,
Apollo Bunder, Mumbai - 400 001, India.

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, 2023.

A. FINANCIAL AND OPERATIONAL HIGHLIGHTS

(Rs. in crores)

Particulars	Standalone		Consolidated	
	2023	2022	2023	2022
Revenue from Operations	**84,960.26**	57,786.94	**1,21,268.55**	90,170.57
Other Income	**2,545.17**	2,053.75	**1,206.49**	934.51
Profit before Depreciation, Finance Costs, Exceptional items, Share of profit of associates and joint ventures and Taxation	**12,987.56**	9,081.22	**21,491.78**	15,617.36
Less: Depreciation, Amortisation and Impairment Expenses	**3,154.46**	2,498.39	**4,356.81**	3,507.50
Profit before Finance Costs, Exceptional items, Share of profit of associates and joint ventures and Taxation	**9,833.10**	6,582.83	**17,134.97**	12,109.86
Less: Finance Costs	**272.78**	226.18	**5,829.70**	5,018.05
Profit Before Exceptional Items, Share of profit of associates and joint ventures and Taxation	**9,560.32**	6,356.65	**11,305.27**	7,091.81
Add: Share of profit of associates and joint ventures	**-**	-	**1,505.44**	1,855.79
Profit Before Exceptional Items and Taxation	**9,560.32**	6,356.65	**12,810.71**	8,947.60
Add: Exceptional items	**(1,429.54)**	(208.67)	**1,249.52**	414.17
Profit before Taxation	**8,130.78**	6,147.98	**14,060.23**	9,361.77
Less: Tax Expense	**1,582.14**	1,278.10	**2,685.75**	2,108.76
Profit for the year	**6,548.64**	4,869.88	**11,374.48**	7,253.01
Profit / (Loss) for the year attributable to:				
- Owners of the company	**6,548.64**	4,869.88	**10,281.50**	6,577.32
- Non-controlling interests	**-**	-	**1,092.98**	675.69
Balance of profit for earlier years	**32,450.64**	29,463.69	**39,174.21**	33,667.96
Profits available for appropriation	**38,999.28**	34,333.57	**49,455.71**	40,245.28
Less: Dividend paid on Equity Shares	**1,435.89**	1,087.79	**1,284.77**	979.17
Add: Due to Scheme of Arrangement	**-**	(847.27)	**-**	-
Add: Other adjustments to Retained earnings[$]	**(85.36)**	52.13	**16.67**	(91.90)
Balance carried forward	**37,478.03**	32,450.64	**48,187.61**	39,174.21

$ For details refer to 'Statement of Changes in Equity' in the Standalone Financial Statements and 'Consolidated Statement of Changes in Equity' in the Consolidated Financial Statements respectively forming part of the Annual Report.

The Financial Year 2023 was a year of uncertainty, recovery and economic resilience for India. Even as India looked beyond the pandemic, elevated uncertainty due to geopolitical tensions and a war in Ukraine set the tone even before the fiscal year started. The war resulted in higher global supply-chain-related disruptions and fuelled global inflationary forces, which seeped into the domestic consumption basket. Oil breached USD 120 / barrel of crude oil mark, and industrial metal prices soared in the first quarter.

Higher inflation forced major central banks to firefight inflation with an ultra-hawkish policy stance. While the faster-than-normal pace of monetary policy tightening resulted in the peaking of inflationary forces, it also raised headwinds to global growth. A stronger dollar resulting from US Federal Reserve's policy tightening and higher commodity prices accentuated external difficulties for emerging economies including India. The RBI also hiked rates aggressively to combat domestic inflationary pressures in line with the global monetary policy cycle.

Global growth lost momentum as monetary policy actions tightened financial conditions and consumer confidence weakened with the rising cost of livelihood. Inflation remained elevated and persistent across countries as they grappled with food and energy price shocks and shortages. Yet, India's economic resilience stands out with the first advance estimates (FAE) released by the National Statistical Office (NSO), placing India's real gross domestic product (GDP) growth at 7% year-on-year (y-o-y) for FY23, driven by private consumption and investment.

The Profit for the year before Depreciation, Finance Costs, Exceptional items and Taxation recorded an increase of 43.01% at Rs. 12,987.56 crores as against Rs. 9,081.22 crores in the previous year. Profit after tax increased by 34.47% at Rs. 6,548.64 crores as against Rs. 4,869.88 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.

Earnings Per Share (EPS)

The Standalone basic EPS of the Company stood at Rs. 54.70 for the Financial Year ended 31st March, 2023 as against Rs. 40.73 for the Financial Year ended 31st March, 2022 and Diluted EPS stood at Rs. 54.49 as against Rs. 40.58 in the previous year.

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 2022-23 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 6,98,456 vehicles (6,39,374 Passenger vehicles, commercial vehicles and 59,082 three-wheelers) as against a total of 4,65,601 vehicles (4,35,086 four-wheelers and 30,515 three-wheelers) in the previous year, registering a growth of 50%.

In the domestic market, your Company sold a total of 6,66,349 vehicles as compared to 4,33,091 vehicles in the previous year, resulting in a growth of 53.9%.

In the Passenger Vehicle (PV) segment, your Company sold 3,59,253 vehicles [including 3,56,961 Utility Vehicles (UVs), 2,078 Vans and 214 Cars] as compared to the previous year's volume of 2,25,895 vehicles [including 2,23,682 Utility Vehicles (UVs), 2,154 Vans and 59 Cars] registering a growth of 59%.

In the Commercial Vehicle (CV) segment, your Company sold 2,48,576 vehicles [including 40,419 vehicles <2T GVW, 1,98,121 vehicles between 2-3.5T GVW, 1,959 Light Commercial Vehicles (LCVs) in the LCV > 3.5T segment, 1,657 vehicles in the 7.5-16.2T GVW segment, 4,742 Heavy Commercial Vehicles (HCVs) and 1,678 LCV Passenger] registering a growth of 40.3% over the previous year's volume of 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)].

In the three-wheeler segment, your Company sold 58,520 three-wheelers, registering a growth of 94.6% over the previous year's volume of 30,079 three-wheelers.

For the year under review, the Indian automotive industry (except 2W) grew by 32%, with the PV industry growth of 26.7% and CV industry growth of 34.3%. The UV segment showed growth of 34.5%. Within the CV industry, the LCV goods <3.5T segment grew by 23.9% while the Medium and Heavy Commercial Vehicles (MHCV) Segment grew by 40.1%.

Your Company's UV volumes stood at 3,56,961 units, a growth of 59.6%. The UV market share for your Company stood at 17.8%. For the year under review, the Scorpio-N launched in June 2022, performed well in the UV segment with a volume of 35,112 units for the Financial Year 2023. It garnered 1 lakh bookings within 30 minutes of opening of booking window. XUV700, 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 45.5% market share. Your Company sold a total of 2,38,540 vehicles in this segment. Your Company has a market share of 59.8% in the LCV 2-3.5T segment, which is the Pickup segment.

In the MHCV Segment, your Company sold 6,399 trucks as against 4,544 trucks in the previous year. This is a growth of 40.8%. 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 46,109 EVs as against 17,006 EVs in the previous year.

During the year under review, your Company posted an export volume of 32,107 vehicles as against the previous year's exports of 32,510 vehicles representing a de-growth of 1.2%.

The sales of spare parts for the year stood at Rs. 3,824.26 crores (including exports of Rs. 396.51 crores) as compared to Rs. 2,859.2 crores (including exports of Rs. 235.2 crores) in the previous year, registering a growth of 33.8%.

Farm Equipment Sector

Your Company's Farm Equipment Sector recorded total sales of 4,07,545 tractors (domestic + export) as against 3,54,698 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 9,45,311 tractors, a growth of 12.2%. Tractor Industry recorded growth in Financial Year 2023 on account of record crop output, Government support (MSP), increase in wages and shift of Navratri in Q4 F23.

In the domestic market, your Company sold 3,89,531 tractors, as compared to 3,37,052 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 growth of 15.6%. It is the highest ever volume sold by your Company. With market share at 41.2%, a gain of 1.2% over previous year, the Company continues to be the market leader for the 40th 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 18,014 tractors which is a growth of 2.1% over the previous year.

Net Sales of Spare parts for the Financial Year 2023 stood at Rs. 1,070.5 crores (including exports of Rs. 97.4 crores) as compared to Rs. 917 crores (including exports of Rs. 81 crores) in the previous Financial Year 2022, registering a growth of 16.7%.

Please refer to the paragraph on Operating Results in the Management Discussion & Analysis section for detailed analysis.

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 15+ years of operation. Your Company continues to consolidate its presence in the tele-infra management space. Alongside the Telecom, Powerol has been increasing the Retail market share, especially with the extension in HkVA range. With the introduction of CPCB 4+ for gensets, Powerol is gearing up for the transition.

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 has also initiated EV Charger business for Home Charger Installations for the EV customers of the Company.

Construction Equipment

For the year under review, your Company (under the Mahindra EarthMaster brand) sold 989 Backhoe Loaders (BHLs), a 35.7% increase as against 729 sold in the Financial Year 2021-2022. 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 188 motor graders, a 60.7% increase as against 117 sold in the Financial Year 2021-2022. Your Company also has a presence in the Sugar Cane Haulage market (under the Mahindra HaulMaster brand) in the export market. For the year under review, your Company sold 247 Haulage Tractors, a 135.2% increase as against 105 sold in the Financial Year 2021-2022. The BHL industry grew by 28% and the motor grader industry grew by 42% due to increased focus from the Government of India on infrastructure.

Two-Wheeler Business

In line with the strategy for the two-wheeler business, your Company through its subsidiary, Classic Legends Private Limited ("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 Forty-Two and strengthened its portfolio by adding Yezdi in the Financial Year 2021-22. During Financial Year 2022-23, 42 Bobber was introduced to the Indian market and in addition, CLPL forayed into the international market by introducing iconic British brand BSA in UK and European market.

Current Year's review

During the period 1st April, 2023 to 25th May, 2023, 1,08,013 vehicles were produced as against 89,041 vehicles and 1,03,410 vehicles were dispatched as against 74,605 vehicles dispatched during the corresponding period in the last year. During the same period 62,235 tractors were produced and 60,435 tractors dispatched as against 61,268 tractors produced and 60,977 tractors dispatched during the corresponding period in the previous year.

The high-interest rate environment has exposed the underlying fault lines of the global economy and the financial system, which has now widened further due to multiple shocks ranging from the pandemic and continuing war in Ukraine. With instances of bank runs amid a loss of confidence and liquidity woes in the advanced economies of the US and Europe, growth and liquidity concerns are back to the fore as central banks continue their pursuit of a 'soft landing'.

Back home, the sustained focus on capital and infrastructure spending in the Union Budget 2023-24 along with continuing fiscal consolidation and strong credit growth creates space for private investment and supports domestic economic activity. However, there are early forecasts of a probable El Nino and external demand is likely to be dented by a slowdown in global activity. Taking all these factors into consideration, the RBI projects real GDP growth for 2023-24 at 6.4%.

Finance

Financial Year 2022-23 saw the global outlook deteriorating markedly as inflation across the world surged to levels not seen for generations and the rising cost of living hit consumer confidence. As soaring food and energy prices threatened to trigger a global crisis, central banks around the world responded by aggressive monetary tightening and increased interest rates in the fastest and most synchronized tightening cycles on record. Due to the aggressive interest rate hikes, easing of global supply chain bottlenecks and lower commodity prices, global headline inflation is set to fall from 8.7% in 2022 to 7.0% in 2023 (IMF estimates), however inflation is expected to remain well above central bank target levels till 2025 in most countries.

Record high interest rates and a resurgence of COVID-19 in China weighed on global growth during the financial year. Tentative signs in 2023 show that the world economy could achieve a soft landing. As per International Monetary Fund ("IMF"), global growth is expected to fall from 3.4% in 2022 to 2.8% in 2023 with advanced economies expecting to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. Side-effects from the fast rise in policy rates in the form of banking turmoil in the US and Europe and the accompanying financial stability concerns weigh on the outlook going forward.

In the currency markets, the US dollar hit a two-decade high with the dollar index touching 112 in September 2022. The US dollar has since weakened against most currencies. Volatility impacted emerging market currencies in an environment of risk aversion, safe haven demand and correction in global equity markets.

In contrast, domestic financial markets evolved in an orderly manner. India's economic activity exhibited resilience with GDP growth for FY 2022-23 pegged at 7%, driven by private consumption and investment. Consumer price index inflation (CPI) persisted at elevated levels during the year, impacted by a series of adverse supply shocks and the continuing pass-through of high input costs. The RBI Monetary Policy Committee increased the policy repo rate by 250 bps during May 2022-February 2023 taking the policy Repo rate to 6.5%. RBI also sucked out liquidity from the system with the system liquidity falling from Rs. 7.8 lakh crore in April, 2022 to Rs. 1.4 lakh crores in March, 2023. Money market rates and short-term bond yields hardened in tandem with policy rate increases and tightness in liquidity, while long term bond yields were largely range-bound. CPI has since eased substantially and is well within RBI's medium-term 4+/- 2% target.

The Indian rupee (INR) depreciated vis-à-vis the US dollar buffeted by global spillovers. The INR touched an all-time low of 83.2 during October, 2022 but has recovered since then on a depreciating US dollar and net inflows through foreign portfolio investments. India's foreign exchange reserves were placed at US$ 578.4 billion as on 31st March, 2023.

Amidst the aforesaid 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 0.11 as at 31st March, 2023. Further, 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 repaid total borrowings of Rs. 1,861.43 crores whilst maintaining an optimum liquidity level of Rs. 14,410 crores as at 31st March, 2023.

Further, your Company has been rated by CRISIL Ratings 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, CARE and India Ratings have re-affirmed their credit ratings of CRISIL AAA/Stable, [ICRA]AAA (stable), CARE 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, as amended from time to time. The Company has complied with the provisions of the said Circular and has made requisite disclosures in this regard.

Redemption of Non-Convertible Debentures

Subsequent to the year end, your Company has redeemed the following Unsecured Listed, Rated Redeemable Non-Convertible Debentures ("NCDs") issued on private placement basis on the due dates, as per the respective terms of issue:

Particulars of NCDs	ISIN	Amount (in Rs.)	Issue date	Date of Redemption
M&M 6.65% - 10,000 Debentures of Rs. 10,00,000 each	INE101A08096	1,000 crores	20th April, 2020	20th April, 2023
M&M 6.78% - 10,000 Debentures of Rs. 10,00,000 each	INE101A08104	1,000 crores	24th April, 2020	24th April, 2023

Further, your Company has on 4th May, 2023 received Notices from the Holders of M&M 6.19% NCDs (500 Debentures of Rs. 10,00,000 each aggregating Rs. 500 crores) [ISIN: INE101A08112] exercising Put Option to redeem the aforesaid Debentures as per the terms and conditions of the issue. The Company whilst acknowledging the receipt of Put Option Notices from all the Debenture Holders informed them that the aforesaid Debentures would be redeemed on 8th June, 2023 (being Put Option date) prior to Maturity along with accrued Interest.

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 2023, your Company increased its interaction with investors through video and audio conference calls. The top management, including the Managing Director & CEO, Executive Director and CEO (Auto and Farm Sector) and Group CFO, spent significant time to interact with investors to communicate the strategic direction of the business, capital allocation policy and various ESG activities. All the investor connect events including four quarterly earnings calls / analyst meets and product launch events conducted during the year were also well attended by investors and analysts.

During the year, your Company interacted with more than 950 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.

Please refer to the section on "Analyst / Institutional Investors Presentation" in the Corporate Governance section for details of number of Investor / Analyst Interactions held during the year.

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.

Your Directors, considering the good performance and a strong cash flow, decided to recommend a Dividend of Rs. 16.25 (325%) per Ordinary (Equity) Share of the face value of Rs. 5 each out of the Profits for the financial year ended 31st March, 2023.

The equity dividend outgo for the Financial Year 2022-23 would absorb a sum of Rs. 2,020.73 crores resulting in a payout of 25.33% of the standalone net profit of the Company for the Financial Year 2022-23 [as against Rs. 1,435.89 crores comprising the dividend of Rs. 11.55 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: https://www.mahindra.com/investor-relations/policies-and-documents.

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 Revenue from operations is Rs. 1,21,269 crores in the current year as compared to Rs. 90,171 crores in the previous year, registering an increase of 34.5%.

The consolidated profit before exceptional items, share of profit of associates and joint ventures and tax for the year is Rs. 11,305 crores as against Rs. 7,092 crores in the previous year, registering an increase of 59.4%. The consolidated profit after tax after non-controlling interest and exceptional items for the year is Rs. 10,282 crores as against Rs. 6,577 crores in the previous year, registering an increase of 56.3%.

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/FY23/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, reported a consolidated operating revenue of Rs. 53,290 crores in the current year as compared to Rs. 44,646 crores in the previous year, registering an increase of 19.4%. Its consolidated profit after tax after non-controlling interests is Rs. 4,831 crores as compared to Rs. 5,566 crores in the previous year, registering a decrease of 13.2%.

The Group's finance company, Mahindra & Mahindra Financial Services Limited, a listed subsidiary of the Company (Mahindra Finance), reported a consolidated operating revenue of Rs. 12,700 crores during the current year as compared to Rs. 11,318 crores in the previous year, registering an increase of 12.2%. The consolidated profit after tax after non-controlling interests for the year is Rs. 2,072 crores as compared to Rs. 1,137 crores in the previous year, registering an increase of 82.2%.

Mahindra Lifespace Developers Limited, the listed subsidiary in the business of real estate and infrastructure, reported a consolidated operating revenue of Rs. 607 crores as compared to Rs. 394 crores in the previous year, registering an increase of 54.1%. The consolidated profit after tax after non-controlling interest for the year is Rs. 101 crores as compared to Rs. 154 crores in the previous year, registering a decrease of 34.4%.

Mahindra Holidays & Resorts India Limited, the listed subsidiary in the business of timeshare, registered a consolidated operating revenue of Rs. 2,517 crores as compared to Rs. 2,013 crores in the previous year, registering an increase of 25%. The consolidated profit after tax after non-controlling interests for the year is Rs. 115 crores as compared to Rs. 68 crores in the previous year, registering an increase of 69.1%.

Mahindra Logistics Limited, a listed subsidiary in the logistics business, reported a consolidated operating revenue of Rs. 5,128 crores as compared to Rs. 4,141 crores in the previous year registering an increase of 23.8%. The consolidated profit after tax after non-controlling interests for the year is Rs. 26 crores as compared to Rs. 18 crores in the previous year, registering an increase of 44.4%.

Swaraj Engines Limited*, a listed subsidiary in the business of manufacture of Diesel Engines and its components, reported operating revenue of Rs. 1,422 crores as compared to Rs. 1,138 crores in the previous year registering an increase of 25%. The profit after tax for the year is Rs. 134 crores as compared to Rs. 109 crores in the previous year, registering an increase of 22.9%.

* *During the year ended 31st March, 2023, the Controlling status was changed from associate to subsidiary.*

During the year under review, Mahindra Holidays & Resorts Harihareshwar Limited, Resurgence Solarize Urja Private Limited, V-Link Freight Services Private Limited, Swaraj Engines Limited, Mahindra Electric Automobile Limited, Emergent Solren Private Limited, Guestline Hospitality Management and Developement Services Limited, MLL Global Logistics Limited and M.I.T.R.A Agro Equipments Private Limited became subsidiaries of your Company.

Further, MLL Mobility Private Limited (Formerly known as Meru Mobility Tech Private Limited) ("MLL Mobility"), V-Link Fleet Solutions Private Limited ("VFSPL") and V-Link Automotive Services Private Limited ("VASPL") have ceased to be wholly owned subsidiaries of MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited) ("MLL Express"), a wholly owned subsidiary of your Company

and have become wholly owned subsidiaries of Mahindra Logistics Limited ("MLL"), a listed subsidiary of your Company. Further, MLL Express 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, MLL Express, MLL Mobility, VFSPL and VASPL continue to remain the subsidiaries of your Company.

During the year under review, Kiinteistö Oy Himos Gardens, Kiinteistö Oy Vanha Ykköstii, Kiinteistö Oy Katinnurkka, Kiinteistö Oy Tenetinlahti, Kiinteistö Oy Mällösniemi, Kiinteistö Oy Rauhan Ranta 1, Kiinteistö Oy Rauhan Ranta 2, Kiinteistö Oy Tiurunniemi, Kiinteistö Oy Kylpyläntorni 1, Kiinteistö Oy Spa Lofts 2, Kiinteistö Oy Spa Lofts 3, Kiinteistö Oy Kuusamon Pulkkajärvi 1, Kiinteistö Oy Rauhan Liikekiinteistöt 1, OFD Holding BV, Origin Direct Asia Ltd, Origin Fruit Direct B.V., Origin Fruit Services South America SpA, Origin Direct Asia (Shanghai) Trading Co. Ltd., Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited, Mahindra Retail Limited, Ssangyong Motor Company, SsangYong Australia Pty Limited, Ssangyong European Parts Center B.V, SY Auto Capital Co., LTD, Merakisan Private Limited, Mahindra Tractor Assembly Inc., Mahindra Integrated Township Limited, Mahindra Residential Developers Limited, Mahindra West Africa Ltd, Peugeot Motocycles S.A.S., Peugeot Motocycles Italia S.r.l. (in liquidazione), Peugeot Motocycles Deutschland GmbH, PMTC Engineering S.r.l., Mahindra Electric Mobility Limited, Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V., HCR Management Oy, Mahindra Bangladesh Private Limited, Mahindra Consulting Engineers Limited and Mahindra Namaste Limited ceased to be subsidiaries of your Company.

Ssangyong Motor Company, after ceasing to be a Subsidiary of the Company, became an Associate for a short period of time and ceased thereafter.

During the year under review, 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.

During the year under review, Swaraj Engines Limited and M.I.T.R.A Agro Equipments Private Limited ceased to be Associates of your Company as they became Subsidiaries of your Company.

During the year under review, Supermarket Capri Oy changed its name to Kiinteistö Oy Rauhan Liikekiinteistöt 1, Meru Travel Solutions Private Limited changed its name to MLL Express Services Private Limited, Meru Mobility Tech Private Limited changed its name to MLL Mobility Private Limited and Mahindra Intertrade Limited changed its name to Mahindra Accelo Limited.

Subsequent to the year end, Bristlecone Ltd. changed its name to Bristlecone Worldwide, Inc. pursuant to its registration in Delaware as a US corporation, Mahindra Telecom Energy Management Services Private Limited changed its name to Mahindra Sustainable Energy Private Limited and Mahindra Renewables Private Limited changed its name to Megasolis Renewables Private Limited.

Subsequent to the year end, Sanyo Special Steel Manufacturing India Private Limited (formerly known as Mahindra Sanyo Special Steel Private Limited) ceased to be an Associate of your Company. Mahindra CIE Automotive Limited, an Associate of the Company, has on 16th May, 2023 informed the Stock Exchanges that its application for change of name from Mahindra CIE Automotive Limited to CIE Automotive India Limited has been approved by the Central Government on 15th May, 2023. As on the date of this Report, the Master Data on the website of the Ministry of Corporate Affairs www.mca.gov.in carries the new name of the company and that the 'fresh certificate of Incorporation pursuant to change in name' as per Section 13(3) of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014 was awaited.

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/investor-relations/policies-and-documents.

C. JOINT VENTURES, ACQUISITIONS AND OTHER MATTERS

Mahindra Electric Automobile Limited

During the year, Mahindra Electric Automobile Limited (MEAL) was incorporated to undertake the 4 (Four) Wheel Passenger Electric Vehicles business, as a wholly owned subsidiary of the Company. Accordingly, the Company transferred certain identified assets (capital work in progress) pertaining to the 4 (Four) Wheel Passenger Electric Vehicles to MEAL. Further, the Company entered into Securities Subscription Agreement and Shareholders' Agreement with British International Investment Plc ("BII") to invest upto Rs. 1,925 crores each in

MEAL in two or more tranches. BII would invest in the form of Compulsory Convertible Preference Shares ("CCPS") at a valuation of upto Rs. 70,070 crores, resulting in 2.75% to 4.76% ownership for BII in MEAL. The said investment by BII also envisages BII having a nominal shareholding of 100 Equity Shares in MEAL. Part of the investment by BII in CCPS of MEAL was completed during the financial year.

Acquiring balance stake in Sampo Rosenlew Oy, Finland ("Sampo")

During the year, your Company exercised the Call Option and entered into the Share Purchase Agreement to acquire the balance 1,317 Equity Shares of Sampo at a price of Euro 3,333 per share from other shareholders, increasing the equity stake of the Company in Sampo from 79.13% to 100%. Consequently, Sampo has become a wholly owned subsidiary of the Company.

Induction of OTPP, the financial partner in Renewables Business

During the year, Mahindra Holdings Limited ("MHL"), a wholly owned subsidiary of your Company, and Mahindra Susten Private Limited ("MSPL"), a wholly owned subsidiary of MHL and of your Company entered into a Share Purchase Agreement and Shareholders' Agreement with 2452991 Ontario Limited ("2OL"), a wholly owned subsidiary of Ontario Teachers' Pension Plan Board ("OTPP") for the sale of 30% stake in MSPL by MHL to 2OL, with an option for an additional 9.99% stake sale in MSPL by MHL to 2OL or any other investor. The agreement also envisages the formation of an Infrastructure Investment Trust ("InvIT") through a series of transactions, subject to applicable laws and regulations, having MSPL and 2OL or any of its affiliates (Ontario Teachers') as Sponsors. The InvIT shall own identified operational renewable assets.

The transaction will enable your Company to unlock value in the Renewable Energy Sector and it will continue to invest along with Ontario Teachers' to help realise its twin objectives of accelerated growth and global leadership in ESG. The first stage of the transaction entailing the sale of 30% stake in MSPL was completed during the financial year.

SsangYong Motor Company (SYMC)

As mentioned in the previous Annual Report, post termination of Investment Agreement executed with Edison Motor Consortium pursuant to Court Receivership process as per the provisions of Korean Debtor Rehabilitation and Bankruptcy Act, SYMC initiated a process to invite new investor(s). During the year, Seoul Bankruptcy Court approved a rehabilitation plan reflecting the Investment Agreement between the KG consortium, led by South Korea based conglomerate KG Group and SYMC. KG consortium acquired a stake of 80.50% in debt-ridden SYMC for KRW 930 billion in one or more tranches. The Company's ownership and outstanding dues in SYMC were restructured as part of the rehabilitation plan. The Company received cash payment of approximately KRW 10.2 billion and the shareholding of the Company stands reduced to approximately 5.2% post the completion of all tranches by KG Group.

Divestment of stake in CIE Automotive India Limited ("CIE")

On 27th September, 2022, your Company sold 82,42,444 equity shares at a gross price of Rs. 285 per share representing 2.173% of the paid-up share capital of CIE, a listed associate of the Company.

Thereafter, on 13th March, 2023, your Company further sold 2,29,80,000 equity shares at a gross price of Rs. 357.39 per share representing 6.058% of the paid-up share capital of CIE. Following the aforesaid sale of shares, the shareholding of the Company in CIE has come down from 9.253% to 3.195% of its share capital.

Subsequent to the year end, the Company sold the balance 3.195% equity stake in CIE comprising of 1,21,22,068 equity shares at a gross price of Rs. 447.6501 per share and the Company's shareholding in CIE has become Nil.

Divestment of stake in Peugeot Motocycles S A S. ("PMTC")

During the year, Mahindra Two Wheelers Europe Holdings S.a.r.l. ("MTWEH"), a wholly owned subsidiary of the Company, Peugeot Motocycles S.A.S. ("PMTC") and Purple Holding (a wholly owned subsidiary of Mutares Holding-56 GmbH) executed an Irrevocable Offer and as a part of the said Offer, *inter alia* agreed to:

- Conversion of existing 3,12,085 ordinary shares held by MTWEH in PMTC to 3,12,085 "Preferred Shares A" whereby the existing 100% shareholding and voting rights of MTWEH in PMTC stand reduced to 50% in terms of shareholding and 19.99% in terms of voting rights.
- Investment by MTWEH in PMTC in the form of subscription to Bonds redeemable into "Preferred Shares A" of PMTC i.e. "Obligations Remboursables en Actions de Préférence A" known as "ORA".

- Investment of an amount of Euro 7 million by Purple in PMTC in the form of subscription to 3,12,085 "Preferred Shares B" which would entitle Purple to a 50% shareholding and 80.01% voting rights in PMTC.

Pursuant to the transaction closure on 31st January, 2023, PMTC and its subsidiaries have ceased to be subsidiaries of MTWEH and consequently of the Company.

Merger of Mahindra Electric Mobility Limited with the Company

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 Scheme was made effective from 2nd February, 2023 upon receipt of approval from the National Company Law Tribunal, Mumbai Bench ("NCLT") and such other statutory / Government authorities as directed by the NCLT. The Appointed Date of the Scheme was 1st April, 2021 and the entire assets and liabilities of MEML have been transferred to and recorded by the Company as per applicable accounting standards.

Upon the Scheme becoming effective, Ordinary (Equity) Shares of the Company have been issued to the shareholders of MEML (other than the Company or subsidiary(ies) of the Company holding shares directly and jointly with its nominee shareholders) in accordance with the share exchange ratio under the Scheme i.e. 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 stand cancelled upon the Scheme becoming effective. Additionally, the stock options held by the eligible ESOP holders of MEML as on the Record Date have been substituted with ESOPs of the Company in accordance with the Scheme. Accordingly, the Merger by Absorption of MEML with the Company stands completed.

Induction of International Finance Corporation, the financial partner, in Last Mile Mobility Business

During the year, the Company approved sale / transfer of assets and / or business pertaining to the Last Mile Mobility Business of the Company to a new company to be incorporated as a wholly owned subsidiary of the Company ("NewCo"). Further, the Company entered into a Subscription Agreement and Shareholders Agreement with International Finance Corporation ("IFC") a member of the World Bank Group, whereby IFC has agreed to invest upto Rs. 600 crores in the NewCo, in one or more tranches.

IFC's investment will be in the form of Compulsorily Convertible Preference Shares ("CCPS") at a valuation of up to Rs. 6,020 crores, resulting in an ownership of between 9.97% to 13.64% for IFC in NewCo. IFC would *inter alia* have a right to give voting instructions to the Company upto 11.8% of the paid-up capital of NewCo in tranches until conversion of CCPS.

Increase of stake in Mahindra Aerospace Private Limited

The Company acquired 7,67,59,301 Equity Shares of Mahindra Aerospace Private Limited, a subsidiary of the Company ("MAPL") from the other shareholders of MAPL. Upon completion of the said transaction, the shareholding of the Company in MAPL has increased from 91.59% to 100% of the Equity Share Capital of MAPL. Consequently, MAPL has become a wholly owned subsidiary of the Company.

Sale of Stake held by the Company in TVS Automobile Solutions Private Limited

During the year, your Company sold 3,32,195 Equity Shares of Rs. 10 each and 100 Compulsorily Convertible Preference Shares of Rs. 10 each in TVS Automobile Solutions Private Limited ("TASL") constituting 2.76% of the Paid-up Capital of TASL on a fully diluted basis. Post this sale, the Company does not have any equity interest in TASL.

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 47.33% to 100% on a fully diluted basis, for an aggregate consideration of around Rs. 61.71 crores. MITRA is an Indian company engaged in the business of designing, developing, manufacturing, assembling and selling high precision orchard sprayers and is a trusted brand for farmers growing fruits such as grapes, pomegranates and oranges. The purchase of additional equity shares in MITRA would aid the Company's Farm Equipment Sector's growth and expansion in the growing horticulture sector.

Divestment of stake in Mahindra Waste to Energy Solutions Limited by the Company to Blue Planet Environmental Solutions Pte. Ltd.

During the year, your Company increased its shareholding in Mahindra Waste to Energy Solutions Limited ("MWTESL") from 87.39% to 100% by acquiring the balance 12.61% of the Paid-Up Equity Share Capital of MWTESL making it a wholly owned subsidiary of the Company. Further, the Company entered into a Share Purchase Agreement and a Shareholders Agreement with Blue Planet Environmental Solutions Pte Ltd. ("BPES") for the sale of 80% of the Paid-Up Equity Share Capital of MWTESL to BPES or any of its affiliates, in one or more tranches at a price of Rs. 8.44 per share for an aggregate consideration of Rs. 20.25 crores ("First Closing"). Following the sale, the Company's holding in MWTESL would reduce to 20% and MWTESL would cease to be a Subsidiary of the Company.

Further, the Company will have a right of "put option" to sell the balance 20% of the Paid-Up Equity Share Capital of MWTESL and BPES will have the right of "call option", after 24 months from First Closing, at a price not less than Rs. 8.44 per share, subject to certain closing conditions ("Second Closing"). The Sale price agreed for this tranche shall be higher of Rs. 8.44 (rounded off) or the fair value per share of MWTESL multiplied by the number of shares being sold, as adjusted upwards in the event of occurrence of certain specified events.

Sale of stake in Mahindra Consulting Engineers Limited by the Company to Artelia Holding SAS ("Artelia")

During the year, your Company has sold its entire stake in Mahindra Consulting Engineers Limited ("MCEL"), a subsidiary of the Company i.e. 60.88% of the Paid-Up Equity Share Capital of MCEL to Artelia, in one or more tranches at a price of Rs. 89.66 per share for an aggregate consideration of Rs. 10,31,98,660. Following the sale, MCEL has ceased to be the subsidiary of the Company. Consequent to the above, Mahindra Namaste Limited ("MNL"), a wholly owned subsidiary of MCEL has also ceased to be a subsidiary of the Company.

Increase of stake in Swaraj Engines Limited

During the year, your Company increased its shareholding in Swaraj Engines Limited ("SEL") by acquiring 21,14,349 Equity shares constituting 17.41% of the Paid-up Equity Share Capital of SEL from Kirloskar Industries Limited ("KIL"). Consequently, the shareholding and voting rights of the Company in SEL have increased from 34.72% to 52.13% of the Equity Share Capital of SEL and SEL has become a listed subsidiary of the Company. SEL is into manufacturing and supplying of diesel Engines in the range of 22 HP to above 65 HP for fitment in tractors to Farm Equipment Sector of the Company.

Sale of Stake by Mahindra Agri Solutions Limited ("MASL") in Merakisan Private Limited, a subsidiary of MASL

During the year, Mahindra Agri Solutions Limited ("MASL"), a subsidiary of the Company, has sold its entire stake aggregating 91.59% of the Paid-up Equity Share Capital in Merakisan Private Limited ("MKPL"), a subsidiary of MASL, to Mr. Prashant Patil, founder and Whole time Director & CEO of MKPL. Following the completion of aforesaid sale, MKPL ceased to be a subsidiary of MASL and consequently that of the Company.

Sale of Stake held by the Company in Sanyo Special Steel Manufacturing India Private Limited (Formerly known as Mahindra Sanyo Special Steel Private Limited) pursuant to exercise of a Put Option

As mentioned in the previous Annual Report, the Company had agreed to sell 34,75,264 Equity Shares of Rs. 10 each held by the Company in Sanyo Special Steel Manufacturing India Private Limited (Formerly known as Mahindra Sanyo Special Steel Private Limited) ("SSSMIPL") constituting 22.81% of the Paid-up Capital of SSSMIPL 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 completion of aforesaid sale, SSSMIPL has ceased to be an Associate of the Company.

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.

The SAP ERP System has feature of recording an Audit Trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, as mandated under the recent amendment under Companies (Accounts) Rules, 2014, effective 1st April, 2023.

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. RELATED PARTY TRANSACTIONS

The Company has in place a robust process for approval of 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. The Material Related Party Transactions approved by the Members of the Company are also 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.

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 has entered into Material Related Party Transactions as approved by the Members under Regulation 23 of the Listing Regulations.

The Company has not entered into Material Related Party Transactions as per the provisions of the Companies Act, 2013 and a confirmation to this effect 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/investor-relations/policies-and-documents.

G. AUDITORS

Statutory Auditors and Auditors' Report

Messrs B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) were re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 years from the conclusion of the 76th Annual General Meeting (AGM) held on 5th August, 2022 until the conclusion of the 81st AGM of the Company to be held in the year 2027.

The Auditors' Report for FY 2022-23 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, Practicing 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 2022-23 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 2022-23 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

There is no Material Unlisted Indian Subsidiary of the Company as on 31st March, 2023 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 2022-23.

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 2022-23.

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 2023-24 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. Out of these, 5 deposits aggregating Rs. 0.84 lakhs from the public and shareholders as on 31st March, 2023 had matured and had not been paid at the end of the Financial Year as there is a restraining

order from the Court / Tribunal / Statutory Authority. 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 are 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

(b) Mr. Rajesh Jejurikar – Executive Director and CEO (Auto and Farm Sector) (re-designated with effect from 15th March, 2023)

(c) Mr. Manoj Bhat – Group Chief Financial Officer

(d) Mr. Narayan Shankar – Company Secretary

Employees' Stock Option and Employees' Welfare Schemes

During the year under review, based 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, 2023*

There are no changes made to the above Schemes during the year under review and these 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/FY23/AnnualReport.zip.

Particulars of Employees and related disclosures

The Company had 500 employees who were in receipt of remuneration of not less than Rs. 1,02,00,000 during the year ended 31st March, 2023 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/FY23/AnnualReport.zip.

Disclosures with respect to the remuneration of Directors, Key Managerial Personnel (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.

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 'Rise2.0 for Associates', Associate Leadership Development Program, Development of Self-Managed Team, Employee of the year, e-compliance, reward and recognition for associates and programs on Code of Conduct, POSH, ABAC and Human Rights. The Employee Relations Council is dedicated towards building a positive Work Culture 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 behavioural and functional programs such as Behavioural based safety, quality tools, TPM, continuous improvement, decision making, learning agility and programs on skill building such as Robotics, PLC Programming, Networking, etc. ASDC certification program for selected Trainees were also on offer. In its continuous endeavour to improve the employee lifecycle processes, your Company has been ensuring that Employee Connect Centre (ECC), the digital form of traditional time office offers better experience in time and payroll management of the associates. To enable self-paced learning, Learning Management System (LMS) on digital platform for associates has been helping immensely during this fast paced work environment.

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.

In an endeavour to improve quality, reduce cost, ensure safety, and improve productivity, your Company's shop floor associates managed to generate on an average 12 ideas per person in the Financial Year 2023.

This year significant emphasis was also laid towards raising awareness on health and wellness of employees in addition to regular annual medical check-ups and health awareness activities. Diet food has become a way of life. 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 Wage and Bonus settlements were closed amicably for all the plants. The sustained efforts towards building a transformational work culture resulted in zero production loss in the Financial Year 2022-23 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 all external physical assessments along with Integrated Management System (IMS) certifications as per the following standards, ISO: 9001: 2015, ISO: 14001: 2015 & ISO: 45001: 2018. The management commitment towards SOH&E is demonstrated by adopting amendment updates (including all notifications published) and incorporating the same in mCompliance portal. The Company implemented various initiatives by incorporating all new emission Government specifications by following respective notifications and guidelines complying to overall health and hygiene parameters. The achievements were assessed through periodic reviews by conducting monitoring and measurement exercised by external authorized agencies.

At manufacturing locations, various annual events like Road Safety Week, National Safety Day / Month and Fire Service Week were celebrated. The training programs were leveraged with new topics followed by on-the-job training (OJT) and virtual reality (V.R.) programs for competency building were deployed to train employees. In Safety, Health and Environment competency building at Abhiyantriki, dexterity

training programs were arranged for associates. Special focus is given on safety and fire safety by introducing Self-Managed Teams (SMT's) supporting sustainability roadmap to fulfill the requirements.

The Company continues to focus on safety best practices, by conducting Safety observation tours (SoT), monthly themes on safety topics arising out of OHS risks. Horizontal deployment followed by immediate corrective actions (ICA) as well as permanent corrective actions (PCA) are implemented and reviewed by top management. All monthly themes were well participated and appreciated by all associates and officers.

Vigorous drive to eliminate overall at-risk behaviors is conducted by exercising Behavior Based Safety (BBS) Level 2. In order to reduce fire risk, your Company introduced new Dry Sprinkler Powder Aerosol (DSPA) fire protection system by upgrading and introducing modern technology to eliminate property losses. Monthly results were monitored by reviewing office fire (prevention and protection) systems. Fire load reduction is monitored by setting up targets and working towards sustenance of zero fire incidence across each manufacturing location in each Sector. Additionally, all locations are supported and protected by diesel engine powered hydrant system.

Your Company has followed pattern defined by Central Safety Council (CSC) of Mahindra and Mahindra Group Companies by establishing a cross functional team (CFT) after assessment through The Mahindra Safety Way (TMSW). Total 25 parameters are assessed and evaluated stage wise covering all sectors for the Mahindra Group companies across all the plants. Upgradation of results declaration of reward and recognition is given in Mahindra Rise Awards function. A virtual training program was arranged on the topic – "Fire Safety @ Home" on the occasion of Diwali festival for the employees of Mahindra Group Companies and their families with an objective to create awareness among employees and their family regarding Fire, Fire hazards, Risk and Mitigation of the same.

Your Company carried out Risk to business analysis and its mitigation plan, Management of change process, Gap audits for designated license storage areas which were audited by competent persons authorized by respective authority governing the respective compliance. The Company has exercised Statutory Safety, Occupational Health and Environmental, Fire Safety, Electrical Safety Audits. For the year under review, your Company achieved substantial improvements in the results of Safety index and Fire Safety index by adopting new initiatives. Focused drive was taken on critical processes and operations.

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 revising the objectives, newer targets were taken. 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 new kaizens in new energy conservation and improving share of renewable energy. Many of the Company's new initiatives have been shared by your Company by demonstrating Health & Wellness Stall to enhance sustainability performance for children by celebrating them on the occasion of Founders Day. Rising awareness in the supplier community was initiated to encourage their consultation and participation in order to enable them to overcome current and future business risks.

During the year under review, your Company started reporting by reviewing the implementation status under Extended Producer Responsibility Organizations (EPRO) with existing set targets established by Central Government i.e., Central Pollution Control Board by way of released new notifications on Plastic, Tyers and batteries. Plastic elimination and recyclable packaging material in maximum number of spares is initiated by substituting the material as appropriate. 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 network for its Suppliers and Dealers.

Your Company implemented various measures towards water neutrality and achieved recycling by processing STP water through RO and achieving less consumption of freshwater requirement. By demonstrating implementation measures, a marked improvement has been observed in ground water recharging.

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 by arranging Panel Discussion – Listen to Your Heart and webinars on various topics were held i.e., General health, Awareness & COVID 19 Updates, Work Stress Management, Revive your Passion for work and Session on Absenteeism.

Programs are being conducted by renowned faculties for Mahindra family members such as Mass Blood Pressure-Screening Camp, Eye Check-up camp, Individual Physiotherapist Consultation, Awareness session on Spine and Joint Care, International Yoga Day Celebration followed by competitions i.e., Best Yoga pose etc.

Additionally, the Company has initiated Nutrition Month to improve health at the operational stages working towards fat elimination at workplace. Mahindra Master Chef, on the spot salad making competition were organized for officers and associates. The objective behind the competition was to inculcate healthy food habits and awareness regarding the choice of food. The participant's creativity was revealed through the beautiful designs and patterns formed with different mouth-watering recipes.

The Company has also initiated a project for Emotional Health with an objective of improvement in sleep quality required to maintain the health at workplace.

Videos were created to improve the dexterity and posture observed by employees at shop floor. First aid refresher training programs were organized for employees and associates.

During the year, programs such as Cancer Awareness on Breast and Cervical Cancer screening camp for Women and Health Talk – "Turn the Clock" for all employees and their family members, were arranged. Robust implementation of compliance for Bio-medical Waste Disposal Management is also monitored.

The Company aims at increasing awareness for environment protection amongst all stakeholders by celebrating World Ozone Day, World Environment Day, World Earth Day, World Water Day and Energy Conservation Week and Water Conservation Week, etc. on an annual basis.

The Total Recordable Frequency Rate (TRFR) was 0.10 accidents per million hours worked in Financial Year 2022-23 as compared to 0.08 in the last fiscal year.

Certifications/Recertifications

All Plants of your Company have undergone Surveillance Audits and were certified for Standard ISO 45001: 2018 and ISO 14001: 2015. Further, all plants have implemented Integrated Management System (IMS). Your Company is re-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 further step towards excellence in SOH&E performance.

K. BOARD & COMMITTEES

Sad Demise of Mr. Keshub Mahindra, Chairman Emeritus of the Company

Mr. Keshub Mahindra, Chairman Emeritus, Mahindra Group passed away on 12th April, 2023. He was a well-known philanthropist who redefined good corporate governance in India. He was an exemplary statesman and an irreplaceable figure in the Indian industry, revered for his vision, his business acumen, his leadership by example, and above all, for his uncompromising professional integrity.

Quote from Mr. Anand Mahindra, Chairman, Mahindra Group

"Mr. Keshub Mahindra was and will always remain a source of inspiration for me and the entire Mahindra Group. He was a man of principles and led from the front to preserve the legacy of our founders which has ensured that the organisation has remained rooted in ethics, values and good corporate governance. Mr. Keshub Mahindra was known for his astute business acumen that helped in transforming Mahindra Group into a diversified federation of companies. His compassion, and people-centric approach made him a global business icon, who was much loved and respected".

Mr. Keshub Mahindra will continue to be an inspiration to everyone in the Mahindra Group.

Directors

During the Financial Year 2022-23, there was no change in the Directors of the Company.

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.

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 fulfil 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 has successfully completed the online proficiency self-assessment test.

Lead Independent Director

Mr. Vikram Singh Mehta, Independent Director and Chairman of Governance, Nomination and Remuneration Committee is the Lead Independent Director. 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

Mr. Anand G. Mahindra and Mr. Vijay Kumar Sharma retire by rotation and being eligible, offer themselves for re-appointment at the 77th Annual General Meeting of the Company scheduled to be held on 4th August, 2023.

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 and CEO (Auto and Farm Sector).

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 ("GNRC") 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 the Evaluation for the year under review were shared with the Board, Chairman of respective Committees and individual Directors. The results of Evaluation showed high level of commitment and Engagement of Board, its various Committees and Senior leadership.

As part of the outcome of the Performance Evaluation exercise it was noted that the Board is Independent, operates at a high level of Governance Standards and is committed to creating value for all stakeholders.

It was also noted that the Meetings of the Board are well planned and run effectively by the Chair, its Committees are managed well and continue to perform on their respective focus areas of Governance and Internal Controls.

It was also noted that the Company during the year under review conducted a session on EV familiarisation with the Board highlighting the Company's Strategy and Approach and an Exclusive Strategy and Technology Meeting with the Board Members to apprise and seek feedback from the Board on future initiatives in these areas.

Based on the outcome of the Evaluation of the year under review, the Board has agreed to maintain the High Standards of Governance, Visibility and Interaction in the coming years.

The Directors expressed their satisfaction with the Evaluation process. During the year under review, GNRC 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.

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/investor-relations/policies-and-documents.

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 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, Listing Regulations, Framework for Related Party Transactions, etc. at the Audit Committee Meetings, Economic Environment & Global Scenario, Frontier Risks, Business Entity Risks, etc. at the Risk Management Committee Meetings, Products Launch and Showcase of New Vehicles, etc. 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/FY23/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, 2023, 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, 2023 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, 2023;

(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, 2023.

Board Meetings, Annual General Meeting and NCLT Convened Meeting

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year 1st April, 2022 to 31st March, 2023, nine Board Meetings were held on: 28th May, 2022, 7th July, 2022, 5th August, 2022, 19th August, 2022, 9th September, 2022, 10th and 11th November, 2022, 21st November, 2022, 10th February, 2023 and 15th March, 2023. The 76th Annual General Meeting (AGM) of the Company was held on 5th August, 2022 through Video Conferencing / Other Audio Visual Means.

Further, a Meeting of the Equity Shareholders of your Company was convened on 19th August, 2022 through VC / OVAM facility as per the directions of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench vide its Order dated 10th June, 2022.

Meetings of Independent Directors

The Independent Directors of your Company often 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. Haigreve 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) (Sixth Amendment) Regulations, 2022, 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.

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 continued to feature in the 'Leadership' category in the Corporate Governance Scorecard 2022 which is developed by Institutional Investor Advisory Services India Limited ("IiAS") with support from International Finance Corporation ("IFC") and BSE Limited ("BSE").

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.

Compliance Management

The Company has adopted a compliance management tool which provides system-driven alerts to the respective owners for complying with the applicable laws and regulations. Certificates capturing the compliance status of all laws and regulations applicable to the Company are generated at the end of each quarter and submitted by the Managing Director to the Board.

Ethics Framework

The Company's revised Code of Conduct (the Code) for employees outlines the commitment to the principles of integrity, transparency, and fairness. The refreshed Code has been contemporised and aligned with the changes in the internal and the external environments. It enables the Company to make the right choices and demonstrate the highest standards of integrity and ethical behaviour.

The Ethics & Governance framework is also anchored by clearly defined policies and procedures, covering areas such as Anti-Bribery and Anti-Corruption Policy (ABAC), Policy on Gifts & Entertainment (G&E), Policy on Prevention of Sexual Harassment at Workplace (POSH), Whistle-Blower Policy (WB), Business Partner Code of Conduct, Supplier Code of Conduct to ensure robust Corporate Governance.

The Code of Conduct and all the Company's policies are accessible on the Company's website; in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents and on the Rise@Work the Company's intranet as well as on the mobile app Me-connect.

During the year, ABAC and G&E policies were revised to align it with global governance practices. An annual awareness program was implemented to enhance the understanding of the revised Code and policies. New joiners are mandatorily required to undertake e-learning modules on the Code, POSH and ABAC. For reinforcing Code and policies, existing employees are further required to complete mandatory e-Learning (refresher) modules on the Code of Conduct, and other policies viz; POSH, G&E and ABAC, annually. In addition to this, an Annual Compliance Declaration Module is mandated for the employees.

In order to achieve regular reinforcement of the Code and policies across the Company; the Ethics program has the support of 145 Ethics Counsellors who help the Company to amplify the values which the Company stands for and facilitate regular conversations and training with their cohorts. The Ethics Counsellors are trained by subject matter experts (internal / external) on ethics and policies throughout the year. During the year, they have trained approximately 3,500 employees and associates across various geographies on the Code and policies related to ABAC, G&E, POSH and WB. Further, your Company has driven sensitisation on the Code and other ethics policies vide ethical guidelines, emailers, videos, standees and posters across locations.

The Company's Vigil mechanism process is clearly defined for identifying and resolving breaches related to the Code of Conduct and the Company's Ethics Policies. It is regularly communicated throughout the Company vide the 'Speak Up campaign'. Data relating to such breaches are reviewed by the Corporate Governance Council and the Audit Committee that helps in determining the allocation of resources for future policy development, any review of policies, 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 decisions on substantiated cases are taken in a 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. The 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/investor-relations/policies-and-documents.

It enables 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) and provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee.

A quarterly report on the whistle-blower complaints, as received, is placed before the Audit Committee for its review.

During the year, the Company received 147 whistle-blower complaints, out of which 132 complaints were investigated and appropriate actions were taken and investigations were underway for the remaining 15 complaints.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has Zero Tolerance towards sexual harassment at the workplace. A detailed POSH Policy is in place as per the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act"). The POSH 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/investor-relations/policies-and-documents. All employees (permanent, contractual, temporary, trainees) as defined under the Act are covered in this Policy. The POSH Policy is gender inclusive and the framework ensures complete anonymity and confidentiality, the details of which may be referred to in the Board's Report.

Internal Complaints Committees ("ICC") have been constituted to redress complaints of sexual harassment and the Company has complied with the provisions relating to the constitution of ICC under the Act. While maintaining the highest governance norms, ICC are constituted for various locations. Half of the total members of the ICC are women. The external members with requisite experience in handling such matters are also part of the ICC. The ICC is presided over by a senior woman employee in each case. Inquiries are conducted and recommendations are made by the ICC at the respective locations. The ICC is updated on judicial trends and trained regularly on the nuances of the Act.

During the fiscal year under review, 9 complaints alleging sexual harassment were filed and 9 were resolved vide taking appropriate actions as per the provisions of the Act. No complaints are pending inquiry as of 31st March, 2023.

Continuous awareness in this area has been created vide the POSH campaign reiterating Mahindra's commitment to providing a safe workplace to all its employees. During the year, the Company organised sensitization and awareness programs vide inductions for new joiners, e-learning modules for all employees, trainees, associates including sending emailers, creating standees and posters to sensitise all employees to conduct themselves in a professional manner. Further, virtual and classroom training sessions were conducted by the Company's Ethics Counsellors. The Company also organised offline leadership conversations on gender sensitisation and employee interactive sessions including conscious inclusions.

Business Responsibility and Sustainability Report

SEBI vide its Notification dated 5th May, 2021 had amended Regulation 34 of the Listing Regulations, wherein SEBI has mandated that Business Responsibility Report ("BRR") shall be discontinued after the Financial Year 2021-22 and thereafter, with effect from the Financial Year 2022-23, the Top 1,000 listed entities based on market capitalization shall submit a Business Responsibility and Sustainability Report ("BRSR") in the format as specified by SEBI from time to time.

The Company has prepared the BRSR for the Financial Year 2022-23 in accordance with the format as prescribed in the SEBI Circular dated 10th May, 2021.

The BRSR is intended towards having quantitative and standardized disclosures on ESG parameters to enable comparability across companies, sectors and time. Such disclosures will be helpful for investors to make better investment decisions. The BRSR shall also enable companies to engage more meaningfully with their stakeholders, by encouraging them to look beyond financials and towards social and environmental impacts.

The BRSR of your Company for the Financial Year 2022-23 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.

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)

"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."

Aligned with the above stated core purpose, for more than 75 years, your Company has been at the forefront of helping people RISE through impactful CSR projects that have addressed critical issues of our time. CSR for a business includes being responsible for its business processes and products, and engaging in accountable relationships with its employees, customers, and the community. 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. For your Company, CSR is not only about adhering to statutory and legal compliances but also creating social and environmental value for its stakeholders thus contributing to build an equal and future-ready nation.

Your Company has a vibrant CSR portfolio that primarily serves the constituencies of girls and women and supports the environment through a massive tree plantation drive. It has delved into the tenets of Environment, Social and Governance (ESG) and has approached business conscientiously through sustainable and inclusive projects. For the Financial Year 2022-2023, your Company continued to focus on investing in girls, women, and tree plantations through high standard projects in the domains of education, skill development, and environment. This year your Company made special efforts in supporting women in rural as well as urban areas of India. Significant partnerships and strategies led to leveraging expertise and resources leading to greater social impact. As a thought leader and a pioneer in CSR, your Company has invested in transformational collaborations thereby enabling and empowering many more girls, women and farmers across the country to RISE.

The impact of some of the CSR projects your Company invested in for the Financial Year 2022-2023 are shown below:

- **Project Nanhi Kali** supported the education of 1,86,041 underprivileged girls through 7,674 Academic Support Centres across 22 Districts in 9 States of India. Of these, your Company continued to support 52,658 girls, which includes an additional 14,562 girls enrolled in FY 22-23, while the Mahindra Group in total supported 85,778 girls. Given the high dropout rates and learning gaps amongst teenage girls in India, Project Nanhi Kali also introduced training programmes in Life Skills and Digital Skills to empower underprivileged girls in this age group. Over 31,908 additional girls were trained under these initiatives across 2 states. Of these, the Mahindra Group supported 25,600 girls which included 15,000 girls supported by the Company.

- **Mahindra Pride Classrooms:** Mahindra Pride Classrooms continued to enhance employability skills of women through Mahindra Pride Classrooms conducted in Government colleges, ITIs and Polytechnic Institutes across 19 states in India. In FY23, the Mahindra Pride Classroom intervention transformed from a youth focussed initiative to a 100% women beneficiary programme and supported skills enhancement of 1,66,666 women in 1,697 colleges. Out of the total women, 1,03,699 women were supported through your Company. The programme also supported 1,256 men, leading to a total beneficiary count of 1,67,922 supported by Mahindra Group.

- **Women based farm livelihood: PRERNA** Under Prerna intervention, your Company continued to support 11,111 women farmers by training them in effective farming practices and advisory services including soil health, access to gender friendly farm equipment, linkages to Government welfare support initiatives, resource efficient agriculture methodologies, and increasing crop productivity. The intervention was undertaken across 6 states with predominant focus on rural community.

- **Women Economic 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, 45,529 women farmers from Moga, Tarn Taran (Punjab), Shravasti (UP) and Wardha (Maharashtra) were provided knowledge in regenerative organic farming practice. This intervention helped women farmers reduce their agriculture input cost and increase income from sale of crops.

- **Women Economic Empowerment in ITES and Apparel Sector:** In alignment to your Company's commitment to Women's Empowerment, new pilot projects were initiated to skill and provide employment opportunities for women in ITES and Apparel Sector. The objective of these pilots was to explore the potential job opportunities for women in these Sectors. Under this initiative, 7,076 women have been trained in the respective domain skills in the States of Telangana and Tamil Nadu, of these 6,232 women were trained by your Company.

- **Project Hariyali** aims to increase the green cover, arrest the rising ecological imbalance, protect the biodiversity and in the process support the livelihood of marginalized farmers. Through this intervention, the Mahindra Group planted 2.21 million trees in FY23. Your Company contributed towards plantation of 1.59 million trees, out of which 1.31 million trees were planted in the Araku Valley, which besides greening the environment also provided livelihood support to 3,275 tribal farmer families. Project Hariyali has been further extended in Northern India in the States of HP, UP and Punjab. With the plantation of more than 19 varieties of fruit, forest and shade trees, farmers are ensured a diversified source of income from these species of saplings planted. The farmers have been trained in global organic farming protocols which rejuvenate the soil, increase water retention and soil organic carbon. To date, 22.86 million trees have been planted through Mahindra Hariyali, of which 14.90 million trees have been planted in Araku which supports the livelihood of 26,000 tribal farmer families.

- **Water Conservation:** Your Company continued its efforts on Watershed Development Fund (WDF) and Climate Change Adaptation (CCA) Projects with 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 34 villages with land area of 18,000 hectares. During FY23, your Company supported 7,939 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. Besides this, 5 States were covered under region specific water initiatives to cover 19,446 beneficiaries cumulatively.

- **Employee Volunteering:** Mahindra Group has a robust volunteering programme through the Employee Social Options (Esops) and MySeva platforms. While Esops programme is organised by the Mahindra Group, MySeva recognizes individual acts of Social Responsibility undertaken by Mahindra group employees. Through these employee volunteering platforms 55,873 employees invested 4,53,884.50 person hours of their personal time in numerous volunteering activities. Of these, 10,587 were employees of the Company who contributed 55,272 person hours towards a variety of social causes. At the group level, 1,46,721 person hours were invested through individual acts of Social Responsibility and the balance 3,07,163.50 person hours were contributed through Esops. A major development has been declaration of 5th December as "Mahindra Volunteering Day". The very first Mahindra Volunteering Day celebrated on 5th December, 2022 had 9,301 employees contributing 26,944 person hours.

During the Financial Year 2022-23, your Company was humbled to receive following awards for its contribution to the society:

1. Honorable Mention - Skill Development and Livelihood Category – National CSR Awards 2020 by Ministry of Corporate Affairs (Announced in August 2022)
2. Telangana State Industry Award – Silver Category for best CSR practice- Covid relief (March 2023)
3. Global CSR Excellence & Leadership Award 2023 – Winner in the 'Women Empowerment' Category (February 2023)
4. Best CSR Initiative "Project Pani" by ITOTY Awards (July 2022)
5. UBS Forum CSR Excellence Award 2022 for Community Health Project (November 2022)
6. CSR Times Award for Water Conservation Project (December 2022)
7. Best CSR Contribution Certificate by Government of Punjab (January 2023)

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 a brief overview of the projects or programs undertaken by the Company can be accessed in the Governance section at the web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

CSR 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 Business Responsibility and Sustainability activities.

The scope of the Committee was enhanced during the year 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. 92.28 crores 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. 91.87 crores. The Board has considered the Impact Assessment Reports at its meeting held on 26th May, 2023. The detailed Annual Report on the CSR activities undertaken by your Company in the Financial Year 2023 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/FY23/AnnualReport.zip.

Sustainability

During the year under review, the 15th Sustainability Report for the year 2021-22 was released. The Report was externally assured by KPMG and prepared in accordance with the GRI Standards - Core option.

The Company plans to build a 'Planet Positive Mahindra' by focusing on three key pillars, greening ourselves, decarbonizing the industry and rejuvenating nature. Under pillar greening ourselves, the Company focuses on enhancing use of renewable energy, improving energy and water productivity, embedding

material circularity and ensuring no waste goes to landfill. To decarbonize the industry, transition to electric vehicles and alternate fuels, enabling supply chain to follow environment friendly practices and end of vehicle recycling are major considered aspects. Beyond the industry boundary, to rejuvenate nature, the Company aims regenerative farming, planting over million trees every year, investing in green technologies like solar, green buildings and micro irrigation.

ESG information of the Company has been disclosed under Dow Jones Sustainability Index (DJSI), Carbon Disclosure Project (CDP) and World Economic Forum's (WEF) stakeholder capitalism metrics.

Your Company has committed to Science Based Target, an initiative to restrict average global temperature rise in alignment of Paris Climate Change Agreement. The Mahindra Group is committed to become Carbon Neutral by 2040.

Senior leadership of the Company participated in various engagement programs like SEBI Advisory Committee on BRSR, Circular Economy Symposium by FICCI and WEF CEO Climate Alliance.

The Sustainability performance for your Company for the Financial Year 2022-23 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:

- Only Automobile Company globally disclosing Core & Expanded metrics as per WEF's Stakeholder Capitalism Metrics during the year 2022.
- Part of Dow Jones Sustainability World & Emerging Market Indices, for the 2nd consecutive year thereby being the only Indian automobile company to do so.
- Felicitated by CDP as Supplier Engagement Leader for the year 2022.
- Inclusion in S&P Global Sustainability Yearbook 2023.

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 stood 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 Authorised Share Capital of the Company further stands increased to Rs. 12,681.5 crores divided into 2231,30,00,000 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 Electric Mobility Limited ("MEML") with the Company and their respective shareholders ("MEML Scheme") becoming effective on 2nd February, 2023.

The issued, subscribed and paid-up Share Capital of the Company was increased from Rs. 621.60 crores comprising of 124,31,92,544 Ordinary (Equity) Shares of Rs. 5 each fully paid-up to Rs. 621.76 crores divided into 124,35,28,831 Ordinary (Equity) shares of Rs. 5 each upon allotment of 3,36,287 Ordinary (Equity) shares of Rs. 5 each to the shareholders of MEML on 23rd February, 2023 pursuant to the MEML Scheme.

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/FY23/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 were two proceedings initiated / pending against your Company under the Insolvency and Bankruptcy Code, 2016 which do not materially impact the business of the Company. While in one case the Company has filed its detailed reply and the matter is pending for final hearing, the other matter is still under objection.

Q. GENERAL

Neither the Managing Director nor the Executive Director 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
DIN: 00004695

Mumbai, 26th May, 2023

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, 2023, 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, 2023 as per the provisions of the Companies Act, 2013. Thus this disclosure is not applicable.

For and on behalf of the Board

ANAND G. MAHINDRA
Chairman
DIN: 00004695

Mumbai, 26th May, 2023

ANNEXURE III

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2023

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

To,
The Members,
Mahindra & 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, 2023, 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 as reported 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, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, 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 and Sweat Equity shares) Regulations, 2021;

(e) 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, 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. No change in the composition of the Directors took place during the period under review.

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 (except meetings convened at a shorter notice) 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, the Merger by Absorption of Mahindra Electric Mobility Limited with the Company and their respective shareholders stood completed and became effective on 2 February 2023.

Sachin Bhagwat
ACS: 10189
CP: 6029
UDIN: A010189E000383749
PR No.: 654/2020

Place: Pune
Date: 26th May, 2023

ANNEXURE IV

Secretarial compliance report of Mahindra and Mahindra Limited for the financial year ended March 31, 2023

To,
The Board of Directors
Mahindra and Mahindra Limited
Gateway Building,
Apollo Bunder,
Mumbai 400001

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Mahindra and Mahindra Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Gateway Building, Apollo Bunder, Mumbai 400001. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct / statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and as reported hereinafter:

I have examined:

a) All the documents and records made available to me and explanation provided by the listed entity,
b) The filings/submissions made by the listed entity to the stock exchanges,
c) Website of the listed entity,
d) Any other document/filing, as may be relevant, which has been relied upon to make this report

for the financial year ended on March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not applicable to the listed entity during the Review Period*);
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (*Not applicable to the listed entity during the Review Period*);
e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable.

and based on the above examination, I hereby report that during the Review Period:

I. (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:

Compliance Requirement	Regulation/ Circular	Deviations	Action taken by	Type of action	Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
Not applicable									

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Compliance Requirement	Regulation/ Circular	Deviations	Action taken by	Type of action	Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
Not applicable									

II. Compliances related to the resignation of statutory auditors from the listed entity and its material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated 18 October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	So far as re-appointment of Statutory auditor is concerned, the listed entity re-appointed B S R & Co, LLP Chartered Accountants as Statutory Auditors during the Review Period. The conditions stipulated in the above referred SEBI Circular have been included in the terms of appointment. The Statutory auditor did not resign during the Review Period.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor shall inform the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, shall deliberate on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	NA	Please refer to observation at Sr. No. 1 above
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	Please refer to observation at Sr. No. 1 above
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	The Statutory auditor did not resign during the Review Period.

III. I hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	—
2.	**Adoption and timely updating of the Policies:** All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.	Yes	—
	All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	—
3.	**Maintenance and disclosures on Website:** The Listed entity is maintaining a functional website;	Yes	—
	Timely dissemination of the documents/ information under a separate section on the website;	Yes	—
	Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website.	Yes	—
4.	**Disqualification of Director:** None of the Director(s) of the listed entity is disqualified under Section 164 of Companies Act, 2013	Yes	—
5.	**Details related to Subsidiaries of listed entity have been examined w.r.t.:** (a) Identification of material subsidiary companies;	Yes	—
	(b) Disclosure requirement of material as well as other subsidiaries.	Yes	—
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	—
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.	Yes	—
8.	**Related Party Transactions:** a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	(a) Yes	—
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	(b) NA	Please refer to point No. 8(a)
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	—

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / remarks by PCS
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	—
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	—
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	NA	No non-compliance was observed.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Sachin Bhagwat
ACS No.: 10189
C. P. No.: 6029
UDIN: A010189E000372606
PR No.: 654/2020

Place: Pune
Date: 25th May, 2023

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 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23 are as under:

Rs. in crs

Sr. No.	Name of Director/KMP	Designation	Remuneration of Director/ KMP for the Financial Year 2022-23 (Rs. in crores) (Excluding perquisite value of ESOPs exercised)	Remuneration of Director/ KMP for the Financial Year 2022-23 (Rs. in crores) (Including perquisite value of ESOPs exercised)	% increase in Remuneration in the Financial Year 2022-23 (Excluding perquisite value of ESOPs exercised)	% increase in Remuneration in the Financial Year 2022-23 (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 2022-23
1.	Mr. Anand G. Mahindra#	Chairman	5.14€	5.14€	-50.15%@	-50.15%@	50.39
2.	Dr. Anish Shah	Managing Director and CEO	12.47	16.44	34.81%	38.27%	161.18
3.	Mr. Rajesh Jejurikar	Executive Director and CEO (Auto and Farm Sector)	9.73	12.74	35.33%	30.94%	124.90
4.	Mr. Vikram Singh Mehta#	Independent Director	0.67	0.67	17.54%	17.54%	6.57
5.	Dr. Vishakha N. Desai#	Independent Director	0.56	0.56	21.74%	-16.42%	5.49
6.	Mr. T. N. Manoharan#	Independent Director	0.62	0.62	24.00%	24.00%	6.08
7.	Mr. Vijay Kumar Sharma (Nominee of LIC)$#	Nominee Director	0.48	0.48	23.08%	23.08%	4.71
8.	Mr. Haigreve Khaitan#*	Independent Director	0.64	0.64	20.75%	20.75%	6.27
9.	Ms. Shikha Sharma#	Independent Director	0.58	0.58	18.37%	18.37%	5.69
10.	Ms. Nisaba Godrej#	Independent Director	0.49	0.49	28.95%	28.95%	4.80
11.	Mr. Muthiah Murugappan#	Independent Director	0.50	0.50	31.58%	31.58%	4.90
12.	Mr. CP Gurnani**	Non-Executive Director	–	–	–	–	–
13.	Mr. Manoj Bhat	Group Chief Financial Officer	5.67	5.67	21.67%	21.67%	–
14.	Mr. Narayan Shankar	Company Secretary	2.05	2.05	8.47%	-20.54%	–

\# The remuneration includes sitting fees and commission.

€ In addition, Mr. Anand G. Mahindra is entitled to the Benefits under the Special Post Retirement Benefit Scheme.

@ Calculated basis the remuneration drawn by Mr. Anand G. Mahindra during the Financial Year 2021-22 including that as an Executive Chairman. He transitioned to the role of Non-Executive Chairman of the Company w.e.f. 12th November, 2021.

$ Commission was paid / is payable to Life Insurance Corporation of India.

* Sitting fees / Commission were paid / are payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a Partner.

** Mr. CP Gurnani has waived his right to receive sitting fees / remuneration during his tenure as a Non-Executive Director of the Company.

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. 10.20 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, there was an increase of 17.24% in the median remuneration of employees.

III. The number of permanent employees on the rolls of Company:

There were 23,495 permanent employees on the rolls of the Company as on 31st March, 2023.

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. 2022-23 was 6.20% whereas the increase in the managerial remuneration for the Financial Year 2022-23 was 27.86%.

The remuneration of the Managing Director and Executive Director is decided based on the individual performance as well as performance of the Company, 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 2022-23

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, women and environment through massive tree plantation initiative. 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 the CSR Committee:

Sr. 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	3	3
2.	Mr. Anand G. Mahindra	Member	3	3
3.	Dr. Anish Shah	Member	3	3
4.	Mr. Vikram Singh Mehta	Member	3	3
5.	Mr. Muthiah Murugappan	Member	3	3

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/investor-relations/policies-and-documents.

4. Provide the executive summary along with web-Link(s) of Impact Assessment of CSR projects carried out in pursuance of Sub rule (3) of rule 8, if applicable

Your Company has appointed KPMG Assurance and Consulting Services LLP (For 15 Projects) and BlueSky Sustainable Business LLP Limited (For Project Hariyali) to carry out independent 3rd Party Impact Assessment studies in F23 for 16 CSR projects. The Executive summary of the projects is provided in this annexure. The web-link for all the Impact Assessment reports is given below:-

https://www.mahindra.com/investor-relations/policies-and-documents.

5. (a) Average net profit of the company as per sub-section (5) of section 135 : **Rs. 4593,38,92,500.62**

(b) Two percent of average net profit of the company as per sub- section (5) of Section 135 : **Rs. 91,86,77,850.01**

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial year: **NIL**

(d) Amount required to be set-off for the financial year, if any: **NIL**

(e) Total CSR Obligation for the financial year [(b) + (c) – (d)] : **Rs. 91,86,77,850.01**

6. (a) Amount spent on CSR projects (both ongoing project and other than ongoing project): **Rs. 87,43,39,576.74** (Other than ongoing)

(b) Amount spent on administrative overheads: **Rs. 3,80,71,334.93**

(c) Amount spent on Impact Assessment, if applicable: **Rs. 1,03,54,500**

(d) Total Amount spent for the financial year [(a) + (b) + (c)]: **Rs. 92,27,65,411.67**

(e) CSR Amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
92,27,65,411.67	NIL	N/A	N/A	NIL	N/A

(f) Excess amount for set-off, if any : **Not Applicable**

S. No. (1)	Particular (2)	Amount (in Rs.) (3)
(i)	Two percent of average net profit of the company as per sub-section(5) of section 135	
(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)]	

7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial years: Not Applicable

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub section (6) of section 135 (in Rs)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a fund specified under Schedule VII as per Second proviso to Sub section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years. (In Rs.)	Deficiency, If any
					Amount (In Rs)	Date of transfer		
1								
2								
3								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year

Yes ● **No** ○

If yes, enter the Number of capital Assets created / Acquired 2

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR Spent (in Rs.)	Details of entity/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
1.	School building minor civil works, including kids play area equipment and auditorium furniture Mahindra World School Plot 30 2nd Avenue, Mahindra World City, Chengalpattu 603 002.	603 002	23.02.2023	1,88,80,000	CSR00009883	Mahindra World School Educational Trust	Mahindra Towers 17/18 Pattulous Road, Chennai 600 002
2.	Electrical works and High Mast Light Fixtures Mahindra University Survey no 62/A, Bahadurpally, Jeedimetla, Hyderabad 500 043.	500 043	28.03.2023	90,00,000	CSR00001815	Mahindra Educational Institutions	Survey No 62/A, Bahadurpally, Jeedimetla, Hyderabad 500 043
			Total	2,78,80,000			

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office / Municipal Corporation / Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per sub-section (5) of section 135 – Not applicable

ANISH SHAH
Managing Director and CEO
DIN: 02719429

VISHAKHA N. DESAI
Chairperson – CSR Committee
DIN: 05292671

Mumbai, 26th May, 2023

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:

1. PROJECT HARIYALI

Project Hariyali was launched in 2007 as an afforestation initiative with a target to plant a million trees every year. The project aims to increase the green cover, arrest the rising ecological imbalance, protect the biodiversity and in the process has supported the livelihood of marginalized farmers. In 2010, the project was extended to Araku Valley, Vishakhapatnam, Andhra Pradesh, and further extended to cover the states of Himachal Pradesh, Uttar Pradesh and Punjab in Northern India in 2021. To date, 22.86 million trees have been planted through Project Hariyali.

The impact assessment study for plantation done in FY 2021-22 in Araku Valley, Vishakhapatnam, was conducted by BlueSky Sustainable Business LLP an NABCB accredited "Type A" Inspection Body. As part of impact assessment, Project Hariyali has been awarded the Platinum rating. The key outcomes of the study are as follows:

1. Survival rate of the plants: 94.67%.
2. 97% of the respondents from the survey consisting of 100 tribal farmers agreed that the activities conducted by Project Hariyali led to improvement in knowledge about Farm Management.
3. 77% respondents agreed that the intervention has led to an improvement in the soil quality.

2. AGRI ENTREPRENEURSHIP - UPSKILLING PEPPER FARMERS

Mahindra & Mahindra Limited partnered with Naandi Foundation to support tribal farmers in the Araku hills of Andhra Pradesh benefiting 5,773 farmers across 175 villages. 99% of the farmers covered under this project were from below poverty line. The project's objective was to enhance the profitability of the farmers by ensuring quality pepper harvest and enabling them to become self-sustaining and resilient. The initiative focused on introducing improved farming practices, enhancing the quality of produce, and establishing market linkages, which resulted in higher incomes for the farmers and increased interest from the younger generation in agriculture. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 99% farmers confirmed increase in yield after adoption of improved tools and techniques.
- 79% farmers confirmed increase in yield by 40-60%.
- 13% increase in land under pepper cultivation after the intervention.
- Number of farmers with annual income in the range of INR 1-3 lakh has gone up from 2% to 20% during the intervention period.
- 81% farmers were able to earn INR 20,000 per month after the project intervention.

3. VSTF-SMART

Mahindra & Mahindra Limited partnered with Maharashtra Village Social Transformation Foundation (VSTF) in establishing Farmer Producer Organisations (FPOs) in Latur, Amravati and Chandrapur districts of Maharashtra to strengthen the post-harvest agriculture value chains under the project SMART. The FPOs have benefited 4,361 farmers through access to infrastructure and strong market linkages. Interventions included building institutional capacity to support agricultural transformation, expanding market access, supporting enterprise growth, and building risk mitigation mechanisms. Consultation with key stakeholders as part of impact assessment has indicated following outcomes:-

- Access to infrastructure has helped reduce the wastage and post-harvest losses.
- Enterprising activities have created direct and indirect employment opportunities.
- Cost of procurement, operations and harvesting has reduced.
- Risk mitigation for volatility of prices has improved.

4. VOCATIONAL TRAINING FOR YOUTH

Mahindra & Mahindra Limited partnered with Pratham Education Foundation to provide vocational training to youth in Mohali (Punjab) and Nashik (Maharashtra). The project bridged the skill gap and enhanced employability skills for 615 youth in three streams-welding, electrical and automotive. The training approach involved a centre-based learning, on-the-job exposure for practical training and placement assistance. The project had three stages:- (A) Awareness (B) Foundation skills and (C) Hands-on skills. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 96% of candidates secured placements in tier 1 and tier 2 cities.
- 89% of candidates were placed with a salary range of INR 8,000 to INR 15,000 per month.

- 91% of candidates expressed their satisfaction with the practical exposure provided during the training.
- 98% of candidates were satisfied with the overall training delivery, including the pedagogy and training methods.

5. LIVELIHOODS ENHANCEMENT – RAIGAD

Mahindra & Mahindra Limited partnered with Swades Foundation to support COVID-19 pandemic impacted families for creating livelihood opportunities in Raigad District, Maharashtra. The project benefited 711 households (98% from tribal and OBC communities) by providing support through goat rearing interventions and providing of fishing nets. The Village Development Committee (VDC) building was the key highlight of this project which ensured community ownership and management. VDC identified needy families and provided them with fishing nets, goats, and bucks. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 100% beneficiaries who received fishing nets, acknowledged rise in income due to nets provided to them.
- 86% of the respondents had an increase of 1 to 5 goats, while 9% of them had 10+ goat increase.
- 70% beneficiaries of goat rearing intervention reported an additional income in the range of INR 3,000 to 8,000 per annum while balance 30% beneficiaries were in the range of INR 8,000 to 20,000 per annum.

6. RISE FOR SAFE ROADS

Mahindra and Mahindra Limited partnered with Save Life Foundation to implement the Rise for Safe Roads project, in response to the alarming number of road accidents and fatalities in India. The project aimed at achieving near-zero fatality from preventable road crashes on Mumbai-Pune Expressway. The Project covered several aspects, such as Engineering, Enforcement, Emergency and Trauma Care, Public Education and Awareness, and Coalition Building. Holistic measures were taken with installation of Chevron Sign Boards, S-Curve Signage, Whole Line Tactile Edge Lines, Speed Camera, Rumble strips, and Warning and Speed Limit Signages. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 89% of the interviewed road users feel safe while driving on Mumbai-Pune Expressway due to these interventions.
- 71% respondents believe that standardizing speed limit signages is effective in improving road safety.
- 65% respondents stated that Speed Cameras are effective in enhancing safe driving behaviour.
- 60% respondents believe that Rumble Strips at High Fatality Zones are highly effective.

7. UNITED FOR ROAD SAFETY

Mahindra and Mahindra Limited partnered with United Way Mumbai for a road safety project based on the principles of Education – Engineering – Emergency Response – Enforcement. The project implemented in Mumbai, Pune, Nashik, Igatpuri, Zaheerabad, Bengaluru, Chennai and Haridwar, has benefited people at large through various interventions such as Two Wheels One Life, Global Road Safety Education for New Generation, Jeevandoot Kit Distribution, Slow Down, and Respect the Stop line. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes :-

- 100% respondents rated the training as effective in developing confidence about handling critical situation as a first responder to accidents.
- 99% respondents acknowledged increase in their knowledge regarding Law and Enforcement for First Responders.
- 95% respondents found first-aid training effective.

8. SUSTAINABLE VILLAGE DEVELOPMENT – ALWAR

Mahindra and Mahindra Limited partnered with Sarv Mangal Gramin Vikas Sansthan to implement sustainable village development project in 12 villages of Rajgarh block in Alwar, Rajasthan. The project benefited 8,440 Community members, where 88% belonged to SC, ST and OBC communities and 56% were from below poverty line. Interventions included promoting soil moisture and water conservation through various methods such as farm bunding, masonry structures, and earthen ponds. It also focused on sustainable agriculture, women empowerment, building capacity of community institutions, improving school infrastructure, and enhancing sanitation facilities. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes: -

- 88% farmers reported an increase in the availability of water for agriculture post intervention.
- 95% farmers acknowledged an improvement in their knowledge of soil conservation activities.
- 83% farmers stated that their dependency on chemical fertilizers had decreased.
- 48% farmers reported increase in crop yield post-intervention.

- 87% farmers reported an increase in their annual income due to project activities.
- Livestock support led to 26% reduction in livestock maintenance cost due to adoption of better healthcare practices and support from Pashu-sakhi.

9. SUSTAINABLE VILLAGE DEVELOPMENT – JALGAON

Mahindra and Mahindra Limited partnered with AFPRO (Action for Food Production) to implement sustainable village development project in 10 drought-prone tribal villages of Chopda block in Jalgaon, Maharashtra. The project aimed to improve the quality of life for tribal communities by using existing resources and opportunities. Out of 2,090 households covered under the project, 98% were from the tribal communities. Interventions included promoting sustainable agriculture practices, developing soil and water conservation infrastructure, empowering women, supporting school infrastructure, and improving community health and hygiene. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 88% farmers noted increased water storage and reduced run-off due to check dams and tank desilting.
- 60% farmers saw decreased agriculture costs from vermicomposting.
- 83% farmers reported improved water use efficiency through water budgeting activity.
- 93% farmers acknowledged that using drip/ micro irrigation techniques helped conserve water.
- 15% of the women beneficiaries had backyard nutritional garden.

10. SUSTAINABLE VILLAGE DEVELOPMENT – RAICHUR

Mahindra & Mahindra Limited partnered with Mysore Resettlement and Development Agency (MYRADA) to implement sustainable village development project in 7 arid and drought prone villages in Raichur district of Karnataka. The project benefited 3,114 community members of which 83% belonged to SC and OBC communities. Interventions included water conservation, sustainable agriculture, health and hygiene, and improvement in school infrastructure. Interventions for women empowerment included distribution of tailoring machines and training, flour mills and installation of biogas units. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 91% farmers observed up to 38% increase in income due to improved access to water.
- 87% farmers witnessed improved soil fertility with sustainable agriculture practices.
- 98% farmers reported improvement in knowledge and skills due to training and capacity building.
- 79% beneficiaries started kitchen garden activity after the project intervention.
- 38% beneficiaries have initiated micro-enterprise activities.

11. DIVERSION BASED IRRIGATION – NASHIK

Mahindra & Mahindra Limited partnered with BAIF Institute for Sustainable Livelihoods and Development Maharashtra to implement Diversion Based Irrigation and agriculture support interventions in tribal villages of Peint block in Nashik, Maharashtra. A total of 127 tribal farmers were benefitted from this project. This unique model leveraged natural water streams and low-cost structures to store and use water for irrigation. The project also included construction of lined farm-ponds, installation of solar panels for irrigation pump, drip irrigation for horticulture, demonstration of high-density mango plantation and guava plantation. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 67% farmers reported increase in yield due to interventions.
- 76% farmers experienced improvement in quality of yield due to improved knowledge and timely availability of water.
- With increased access to water, additional rabi and kharif crop were taken, leading to increase in income.
- The kisan mela and exposure visits have enabled 100% of the farmers to access better information and markets for their produce.

12. SAMRIDDH KISAAN KRISHI MITR

Mahindra & Mahindra Limited partnered with SM Sehgal Foundation to implement the Samriddh Kisaan Krishi Mitr project to leverage digital solutions in agriculture. The project was implemented in Aurangabad, Sultanpur and Chhindwara districts of Maharashtra, Uttar Pradesh, and Madhya Pradesh respectively to benefit 3,858 farmers. It utilised Takneek plots (demonstration plots) to build capacity of farmers by offering holistic information and digitally enabled services across the entire crop cycle. Furthermore, agronomy advisory, access to advanced farm equipment and digital farming solutions were some of the interventions utilised to reduce farming costs and improve yield. Consultation with key stakeholders and beneficiaries as part of impact assessment has indicated following outcomes:-

- 93% farmers were able to use mobile applications for agri-advisory purposes.
- 92% farmers acknowledged use of information to improve efficiency in farming practices.
- 90% farmers noted 5-10% increase in farm productivity.
- 87% farmers observed improvement in crop yield due to interventions.

13. ADARSH VIDYALAYA

Mahindra and Mahindra Limited partnered with Vishal Mumbai Shikshan Prasarak Mandal (VMSPM) for 3 years (FY20, FY21, FY22) for reconstruction of a school building namely Adarsh Vidyalaya in Goregaon, Mumbai. Key objective was to create an enriched learning environment for economically weaker students and instil values of confidence, resilience, and civic responsibility in them. Due to redevelopment of infrastructure, over 3,000 students and 100 teachers will benefit annually. The school also actively fosters interactions between parents, teachers, and students to support the growth and development of its students. Consultation with key stakeholders as part of impact assessment has indicated following outcomes:-

- The project included building of Classrooms, Science lab, Library and other amenities.
- Improved infrastructure has created a more supportive, safe, and secure environment for students to learn and grow.
- The project has significantly increased the school's capacity, allowing it to deliver education in Marathi as well as English medium.

14. ANTIM PRASTHAN

Mahindra & Mahindra Limited partnered with Harilal Parekh Parivar Charity Trust to renovate Mata Ramabai Ambedkar Smashan Bhumi in Worli, Mumbai. The key objective of the project was to provide dignified and environment friendly final rites services. The project offers alternatives to the conventional wood pyre, with closed wood pyre and gas furnaces which are both environment friendly and economical. To further enhance sustainability, the project includes rainwater harvesting, solar panels for power generation, and use of composting pits, resulting in a landscaped garden and burial ground with green pathways. Consultation with key stakeholders as part of impact assessment has indicated following outcomes:-

- The project constructed 3 gas furnaces, 2 closed wood furnaces, and 5 traditional wood pyres, providing environment friendly and economical alternatives for final rites.
- Closed wood pyre saves up to 210 kg of wood, costs INR 2,400 less and emits 80% less carbon.

15. HEAD AND NECK CANCER INSTITUTE OF INDIA

Mahindra & Mahindra Limited and Mahindra Foundation partnered with CanCare Trust towards the building of state of art 'Head and Neck Cancer Institute of India' (HNCII) in Mazgaon, Mumbai. This 93 bedded Specialized Institute (first of its kind) is dedicated towards diagnostic, curative specialized care for Head and Neck cancer, alongside related ailments at subsidized rates for economically weaker sections. Consultation with key stakeholders as part of impact assessment has indicated following outcomes:-

- 140 doctors and paramedical staff, and team of diverse specialists for complex cases can provide services at the hospital.
- The hospital can reduce the cost of treatment by 40% compared to other cancer care hospitals.
- 20% of the beds are reserved for economically weaker sections, where treatment is provided either free of cost or at nominal rates.
- The centre's advanced research wing will train specialists on modern technology and contribute to developments in oncology, further enhancing the centre's capabilities.

16. COVID-19 RELIEF - TAMIL NADU

The COVID-19 outbreak had put unprecedented strain on India's healthcare system. With more than 34 lakh infections and 38,000 fatalities, Tamil Nadu was among some of the worst affected states. Mahindra & Mahindra Limited provided 200 oxygen concentrators to 6 districts of Tamil Nadu (Theni, Ariyalur, Cuddalore, Thiruvannamalai, Salem and Chengalpattu) via district administrations to support the COVID-19 relief efforts. Consultation with key stakeholders as part of impact assessment has indicated following outcomes:-

- Hypoxic patients benefitted with access to oxygen through concentrators.
- Even post the pandemic, oxygen concentrators are continued to be used for treatment of patients from other illnesses who need oxygen support.

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 2022-23

(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 always been conscious of the need for energy conservation and preserving natural resources. Energy conservation measures have been implemented at all the plants and offices of the Company. Listing below are few of those initiatives:-

- 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.
- Hybrid solar system for air conditioning system.
- Improving energy efficiency through VFD's, interlockings, automations and digitization.
- Inverter based welding machines for processes.
- Smart lighting system for shop floor and offices.
- Replacement of old motors with premium efficiency IE3 motors.
- Energy efficiency high volume low speed (HVLS) fans at shop floor.
- Installation of auto shut off valves for compressed air.
- Waste heat recovery from air compressors and paint shops.

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.
- Organizing multiple competitions on Energy conservation like Best case study on energy efficiency, Quiz contest, suggestion competition, etc.
- 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 79.93 MWp Solar power and 14.7 MW Wind power contributing to 32% of total power consumption which mitigates 94,273 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. 12.09 crores.

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.

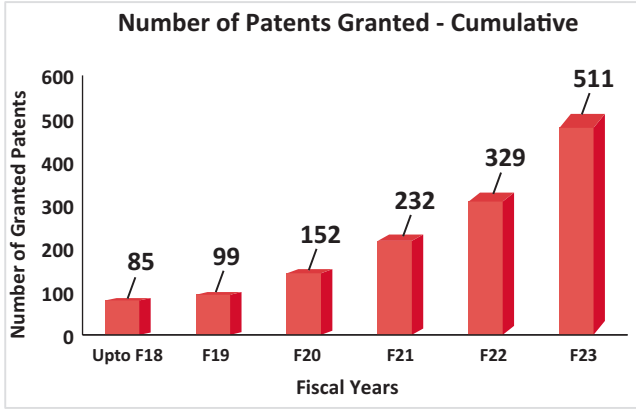
(B) Technology Absorption

(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.

The Automotive Sector is committed to expand its vision on multiple emerging technologies, including electric vehicles, autonomous vehicles, battery technologies, motors for electric vehicles, active safety systems, advanced electronics, technologies for light-weighting, enhanced vehicle dynamics and connected vehicles. In Farm Equipment Sector, technology areas such as best in class mileage, in-house cabin design, emission reduction technologies, compact modular agriculture machines, reduced vibration, high precision hydraulics, smart combine harvesters, smart connected implements, transmission efficiency improvement, automated applications to reduce human efforts, light weight tractors, CNG powered tractor, and Electric tractor 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 as well as protection through patents. For the year under review, your Company filed a total of 170 patent applications. Cumulatively, your Company has filed 2,019 patent applications so far. The Company's total granted patent portfolio stands at 511 across multiple geographies and has significantly grown over last few years. This includes the portfolio of Mahindra Electric Mobility Limited since it has merged with the Company.



Technical Capability Building:

Your Company has been continuously investing in reskilling its 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, Design Thinking, etc., and are encouraged to leverage the power of these technologies in new product development.

(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 2022-23 are:

Automotive Sector

- Launch of Scorpio-N with Intuitive Adrenox Intelligence, Dual Zone Automatic Temperature Control, Double Barrel Headlamps, 4XPLOR Terrain Mode, and world-class safety features.
- Launch of Scorpio Classic with all-new powerful mHAWK engine and premium interiors.
- Launch of XUV400, the first all-electric SUV with cutting-edge technologies, powerful features including Single Pedal Drive, 3 Intelligent Drive Modes, 7.2 kW Charger, Connected Car feature, and Smartwatch Connectivity.
- Launch of Bolero Maxx Pik-Up with iMAXX technology, wider track for high-speed stability, shorter rear overhang for upright loaded stance, lower turning radius, best in class mileage and payload capacity.
- Launch of Zor Grand Electric Three-Wheeler with best-in industry power of 12 kW, 50 Nm torque, Best-in Class gradeability of 11.5° with excellent pickup, advanced Lithium-ion battery technology, 170 Cu. feet delivery box, 6 Feet loading tray and a range of 100+ km/charge. Also, Zor Grand comes with the NEMO connected vehicle platform for fleet management.
- Launch of RoadMaster G75 Smart Motor Grader with 74 HP CRDi engine which is coupled with a 3m (10 feet) wide blade and iMAXX telematics solution.
- Launch of All New Thar RWD with mStallion 150 TGDI petrol engine and D117 CRDe diesel engine. Also, added an electronic brake locking differential to the All New Thar 4WD variants.
- Scorpio-N has been awarded a full, 5-star safety rating by the Global NCAP (New Car Assessment Program). The Scorpio-N scored five stars for adult occupant protection and three stars for child occupant protection. The first ever body-on-frame SUV to achieve a 5-star Global NCAP rating.
- Advanced vehicle features like connected car features, wireless charging, multi-terrain mode changes, command seating, intelligent cockpit technology, driver drowsiness detection, electronic stability control are implemented in the Company's vehicles.
- Advanced engine features like Map controlled piston cooling jet, Gasoline Particulate Filter and Shift by cable transmission technology are implemented in the Company's vehicle engines.

Farm Equipment Sector

- Launch of 6 new tractor variants under the Yuvo Tech+ platform namely 275 Yuvo Tech+, 405 Yuvo Tech+ and 415 Yuvo Tech+ with the 3-cylinder m-ZIP engine, and the 475 Yuvo Tech+, 575 Yuvo Tech+ and 585 Yuvo Tech+ with 4-cylinder ELS engine.
- Yuvo Tech+ series tractors have many advanced features including new high cubic capacity m Zip engine high backup torque, high max torque, best-in-class PTO power, best-in-class mileage, parallel engine cooling, 12 Forward + 3 Reverse multiple speed options, dual clutch, SLIPTO (Single Lever Independent PTO), 4WD with H-M-L speed range, helical gear for high load-carrying capacity, full constant mesh transmission, hi-precision control valve, enhanced lift capacity of up to 1,700 kg, side shift gear, best-in-class ergonomics, dual acting balanced power steering and Better service interval (400 hours).
- Launched smallest HP 4WD tractor in Mahindra range under Jivo brand for Sugar cane interculture and Orchards.
- NEF range of CRDe engines on >50 HP tractors to meet the Trem IV emission norms. This range of Trem IV compliant tractors is equipped with new innovative features like power mode selection, Digisense and global hydraulics.

- Indigenous Design and Development of Tractor Cabin for Export Markets.
- Launch of Novo refresh tractor ranging from 55 to 75 HP meeting TREM 4 emission norms, including patented multi drivability mode (MDM) feature, high lift capacity of hydraulics, best in class vibration level with balancer shaft for better riding comfort.
- Introduction of HTBU (high torque back up) Arjun Novo tractor at 50 HP.
- Introduction of 110 HP SCR based NEF engines for Combine Harvester and for Erkunt Tractors.
- Launched Dharti Mitra by farm machinery, a new umbrella brand offering an exclusive range of products that caters to all farming needs.
- Launch of IoT-based Smart Kit for farm equipment monitoring by Krish-e. The IoT (Internet of Things)-based Smart Kit provides equipment owners with detailed insights of their tractors and farm equipment, through GPS-enabled time tracking and remote monitoring of various parameters from the comfort of a smartphone.

(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.	Selective Catalyst Reduction (SCR) Technology	2020	Technology Absorbed
2.	Diesel particulate Filter (DPF) Technology	2020	Technology Absorbed
3.	Advanced safety features	2020	Technology Absorbed
4.	Sequential Turn Indicator	2020	Technology Absorbed
5.	Adaptive Driving Beam @	2020	In the process of Absorption
6.	Dynamic Bending Lamp @	2020	In the process of Absorption
7.	5-Phase High Efficiency Alternator @	2020	In the process of Absorption
8.	LIN Controlled Switches	2020	Technology Absorbed
9.	Smart Hydraulics	2020	Technology Absorbed
10.	Hill Farming	2020	Technology Absorbed
11.	Hydraulic Higher Lift Capacity	2020	Technology Absorbed
12.	DLC coated Piston Pin technology	2021	Technology Absorbed
13.	Hollow cam shaft Gasoline engines	2021	Technology Absorbed
14.	Hollow sodium cooled exhaust Valve technology in Gasoline	2021	Technology Absorbed
15.	350 bar GDI System in Gasoline engines	2021	Technology Absorbed
16.	Fully variable displacement oil pump in diesel	2021	Technology Absorbed
17.	Map controlled Piston cooling jet	2021	Technology Absorbed
18.	Miller + variable geometry gasoline turbine @	2021	In the process of Absorption
19.	Adaptive cruise control	2021	Technology Absorbed
20.	Automatic transmission with Neutral controlled function	2021	Technology Absorbed
21.	Gasoline Particulate filter	2021	Technology Absorbed
22.	Potato Planter Electric Vibrator	2022	Technology Absorbed

Sr. No.	Details of Technology Imported	Year of Import	Status of Technology Absorption
23.	Mass Balancer Shaft for 4 Cylinder Engine	2022	Technology Absorbed
24.	Smart Combine Harvester	2022	Technology Absorbed
25.	High Ground Clearance Tractor @	2022	In the process of Absorption
26.	Dual Fuel CNG Tractor @	2022	In the process of Absorption
27.	Electronic Hydrostatic Transmission (eHST) for tractors @	2022	In the process of Absorption
28.	Electronic Power Shuttle (ePST) for tractors @	2022	In the process of Absorption
29.	Electronic Depth & Draft Control (EDDC) for tractors @	2022	In the process of Absorption
30.	Engine start/Go Home/Lead me Home using BLE for tractors @	2022	In the process of Absorption
31.	Multi Drive Mode Engine for tractors	2022	Technology Absorbed
32.	Auto Implement lifting & PTO stop for tractor safety @	2022	In the process of Absorption
33.	Selective Auto Braking while turning of tractors @	2022	In the process of Absorption
34.	Global Hydraulics	2022	Technology Absorbed
35.	Electric Tractor @	2022	In the process of Absorption
36.	Intelligent energy management @	2022	In the process of Absorption
37.	Passive SCR for diesel engines for BS6.2 @	2022	In the process of Absorption
38.	NOx sensor application for BS6.2 @	2022	In the process of Absorption
39.	PN sensor application for BS6.2 @	2022	In the process of Absorption
40.	High Voltage LFP battery cell application @	2022	In the process of Absorption
41.	3 in 1 E drive system application for BEV @	2022	In the process of Absorption
42.	High power onboard charger application for Electric vehicles @	2022	In the process of Absorption
43.	Aluminum extrusion battery pack application in Electric vehicles @	2022	In the process of Absorption
44.	Interior Illumination @	2022	In the process of Absorption
45.	Emotion recognition @	2022	In the process of Absorption
46.	Digital Key @	2022	In the process of Absorption
47.	Smart cabin personalization @	2022	In the process of Absorption
48.	Advanced driver assistance systems (ADAS) L2+ @	2022	In the process of Absorption
49.	Prognostics @	2022	In the process of Absorption
50.	Central integrated module @	2022	In the process of Absorption
51.	V2X connectivity @	2022	In the process of Absorption
52.	Regional language voice engine @	2022	In the process of Absorption
53.	Smart Surface @	2022	In the process of Absorption
54.	Wellness seat (ventilated/massager) @	2022	In the process of Absorption

Sr. No.	Details of Technology Imported	Year of Import	Status of Technology Absorption
55.	Thermal control glass @	2022	In the process of Absorption
56.	Active grill shutter @	2022	In the process of Absorption
57.	Clean Cabin @	2022	In the process of Absorption
58.	Semi Dampening Control @	2022	In the process of Absorption
59.	Integrated Dynamic Brake @	2022	In the process of Absorption
60.	Active noise Cancellation @	2022	In the process of Absorption
61.	Signature sound @	2022	In the process of Absorption
62.	Electronic 4WD Tractor @	2023	In the process of Absorption
63.	Aluminum cylinder head for Tractor Engines @	2023	In the process of Absorption
64.	EGR cooler module for Tractor Engines @	2023	In the process of Absorption
65.	Passive Diesel Particulate Filter for off-road engines @	2023	In the process of Absorption
66.	Active Diesel Particulate Filter for off-road engines @	2023	In the process of Absorption
67.	Tractor Engines for Stage V emission norms @	2023	In the process of Absorption
68.	Remote Selective Catalytic Reduction for off-road engines @	2023	In the process of Absorption
69.	TREM-V for Domestic Tractors @	2023	In the process of Absorption
70.	BS-V (CEV) for Domestic construction equipment vehicles @	2023	In the process of Absorption
71.	Light weight Piston & Connecting rod for Off-road engines @	2023	In the process of Absorption
72.	Low friction off-road engines @	2023	In the process of Absorption
73.	Level 2 Tractor Automation for driver assistant - straight line and headland turn @	2023	In the process of Absorption
74.	ASIC rated BMS application in HV battery packs @	2023	In the process of Absorption
75.	Cell to Pack battery pack technology @	2023	In the process of Absorption
76.	Cell supervisor circuit in HV battery @	2023	In the process of Absorption
77.	Rack-assist steering with Variable Gear Ratio (VGR) technology @	2023	In the process of Absorption
78.	i-Link front suspension technology @	2023	In the process of Absorption
79.	5-link rear suspension technology @	2023	In the process of Absorption
80.	Mars Roof technology @	2023	In the process of Absorption
81.	Fixed glass roof technology @	2023	In the process of Absorption
82.	Ambient lightening @	2023	In the process of Absorption
83.	Next generation cockpit with edge to edge display @	2023	In the process of Absorption
84.	Semi-active suspension @	2023	In the process of Absorption
85.	Integrated Electronic Brake system @	2023	In the process of Absorption
86.	Torque Vectoring @	2023	In the process of Absorption

Sr. No.	Details of Technology Imported	Year of Import	Status of Technology Absorption
87.	Split type HVAC system @	2023	In the process of Absorption
88.	Active Grill Shutter @	2023	In the process of Absorption
89.	Heat-pump technology @	2023	In the process of Absorption
90.	Tri-zone cooling technology @	2023	In the process of Absorption
91.	PM sensor with cabin air quality Index display @	2023	In the process of Absorption
92.	Driver-Only HVAC cooling mode @	2023	In the process of Absorption
93.	Auto Defog @	2023	In the process of Absorption
94.	High-energy low-friction check-arm @	2023	In the process of Absorption
95.	Pillar mounted outer door handle @	2023	In the process of Absorption
96.	Aluminum Energy Absorbers in BIW @	2023	In the process of Absorption
97.	Plastic Energy Absorbers for light weighting @	2023	In the process of Absorption
98.	Semi-hidden waist seal @	2023	In the process of Absorption
99.	Hybrid doors and glass run seal @	2023	In the process of Absorption
100.	Smart wiper @	2023	In the process of Absorption
101.	AR-HUD windshield with wedge PVB and press bending @	2023	In the process of Absorption
102.	Laminated acoustic side glass @	2023	In the process of Absorption
103.	Acoustic tail glass @	2023	In the process of Absorption
104.	Strap-type Inner Door Handle @	2023	In the process of Absorption
105.	Illuminated logo @	2023	In the process of Absorption
106.	Power operated lift-gate with hands-free access @	2023	In the process of Absorption
107.	Compact and foldable sun visor @	2023	In the process of Absorption
108.	Smart Haptic Seats (Massager & additional features) @	2023	In the process of Absorption
109.	Lounge Seats for Staycation @	2023	In the process of Absorption
110.	Hybrid Cross Car Beam (Mg Steel) for light weighting @	2023	In the process of Absorption
111.	CAP sense switches @	2023	In the process of Absorption
112.	Asymmetric tires with high cornering stiffness @	2023	In the process of Absorption
113.	Low rolling resistance tires @	2023	In the process of Absorption
114.	Low friction wheel bearing @	2023	In the process of Absorption
115.	Tires with foam for low noise @	2023	In the process of Absorption
116.	Styled steel wheel rim @	2023	In the process of Absorption
117.	Alloy wheel with flow forming @	2023	In the process of Absorption
118.	Hydro-bush for NVH and ride improvement @	2023	In the process of Absorption
119.	Open Bleed Technology @	2023	In the process of Absorption

Sr. No.	Details of Technology Imported	Year of Import	Status of Technology Absorption
120.	Hydraulic Compression Stopper @	2023	In the process of Absorption
121.	Pillar to Pillar 3-Screen Display & HMI @	2023	In the process of Absorption
122.	OTA Updates - Software Defined Vehicle @	2023	In the process of Absorption
123.	OTT Entertainment Apps - Software Defined Vehicle @	2023	In the process of Absorption
124.	DOMS - Software Defined Vehicle @	2023	In the process of Absorption
125.	Ambient Lighting @	2023	In the process of Absorption
126.	Animation and Start up Sequencing @	2023	In the process of Absorption
127.	Ice Cube Theme in Head lamp @	2023	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. 2,780.57 crores (including Rs. 1,940.96 crores on Capital Expenditure) for Research & Development work during the year, which was approximately 3% 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 31st March, 2023	For the Financial Year ended 31st March, 2022
Foreign Currency Earnings	**4,466.66**	3,328.15
Foreign Exchange Outgo	**7,048.74**	2,789.11

For and on behalf of the Board

ANAND G. MAHINDRA
Chairman
DIN: 00004695

Mumbai, 26th May, 2023

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/investor-relations/policies-and-documents. 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.	Whistle-blower 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.	There has been no change to this policy.
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.	The Directors of your Company approved amendment to the Code of Conduct 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 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, *inter alia*, 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 Related Party Transactions of the Company.	There has been no change to this policy during the year. Subsequent to the year end, the Policy has been amended to *inter alia* align with the provisions under Listing Regulations which were applicable with effect from 1st April, 2023.
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.	There has been no change to this policy during the year. Subsequent to the year end, the Policy has been amended to *inter alia* align with the amendment to the Listing Regulations including definition of 'Senior Management'.
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.
10.	Corporate Social Responsibility Policy	The Corporate Social Responsibility Policy is aimed, *inter alia*, 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 include in Annexure-1 of the CSR Policy, the CSR Projects undertaken by the Company in the Financial Year 2022-23.
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.

Sr. No.	Name of the Policy	Brief description	Summary of key changes made to the Policies during the year
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.	There has been no change to this policy.
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.	During the year under review, 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 Escalation Matrix for Investor Grievances forming part of the Policy has been updated during the year under review.
17.	Policy on Gifts & Entertainment	The Policy lays down the guidelines for acceptance of gifts and entertainment by employees of the Company. Permitted deviations & processes are laid down through this Policy.	During the year under review a concise version of the Policy was adopted without any material change and retaining the essence and ethos of the Policy. Definitions from the Policy have been moved to the document 'M&M Policy Definitions'. Subsequent to the year end, the Directors of your Company approved amendments to this Policy with a view to include a clause on offering or accepting invitation to sporting, cultural or other events which Mahindra organises / sponsors or to which Mahindra has access, with prior approval of the relevant Group Executive Board (GEB) member and a clause on combining a colleague's social event with business travel.

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 31st March, 2023	Maximum outstanding during the year
Mahindra Overseas Investment Company (Mauritius) Limited	1,583.47	1,583.47
Mahindra Airways Limited	0.00	4.17
Mahindra Agri Solutions Limited	34.00	34.00
Mahindra Two Wheelers Europe Holdings S.A.R.L.#	0.00	34.37
Mahindra Susten Private Limited	575.00	575.00
Classic Legends Private Limited@	150.00	150.00
Ssangyong Motor Company (SYMC)*	0.00	64.89

Mr. Rajesh Jejurikar (Director of the Company) is also a Director of Mahindra Two Wheelers Europe Holdings S.A.R.L. but he does not have any other concern or interest.

@ Mr. Anand G. Mahindra (Promoter & Director of the Company) and Mr. Rajesh Jejurikar (Director of the Company) are also Directors of Classic Legends Private Limited but they do not have any other concern or interest.

* Ssangyong Motor Company (SYMC) ceased to be a subsidiary of the Company under the Companies Act, 2013 w.e.f. 2nd September, 2022. SYMC had already ceased to be a subsidiary as per Indian Accounting Standards (Ind AS) w.e.f. 24th December, 2020. SYMC is also not treated as related party.

Loans and advances in nature of loans to Associates/Joint Venture:

(Rs. in crores)

Name of the Company	Balances as on 31st March, 2023	Maximum outstanding during the year
Mahindra Ideal Lanka Private Limited	0.00	1.94

MANAGEMENT DISCUSSION AND ANALYSIS

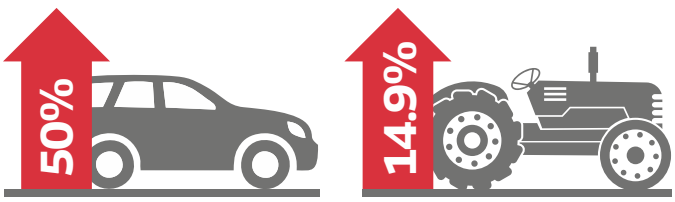
MANAGEMENT DISCUSSION AND ANALYSIS

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 2022-23, your Company sold 6,98,456 vehicles (a growth of 50% over the previous year) and 4,07,545 tractors (under the Mahindra, Swaraj and Trakstar brands, a growth of 14.9% over the previous year). These are the highest ever vehicle sales and tractor sales in any year by the Company.

DOMESTIC SALES



6,98,456 VEHICLES SOLD

4,07,545 TRACTORS SOLD

GLOBAL SALES



6,97,494 VEHICLES

33.6%

4,24,276 TRACTORS

The Automotive and Farm Sectors, along with their subsidiaries, associate companies and joint ventures, achieved global sales of 1.12 million vehicles and tractors (6,97,494 vehicles and 4,24,276 tractors), a growth of 33.6% over the previous year.

INDUSTRY STRUCTURE, OVERVIEW AND TRENDS

AUTOMOTIVE INDUSTRY

In Calendar Year 2022, worldwide sales of Passenger Cars and Commercial Vehicles increased to 81.6 million, a de-growth of 1% over the Calendar Year 2021 sales of 82.7 million. Global Passenger Car sales reported a growth of 1.9% and Commercial Vehicle sales reported a de-growth of 8.3%. The global auto industry is still recovering from COVID-19 impact and is down by 11% from an all-time high in 2017. India has achieved 3rd rank behind China and the United States of America in the segments for passenger and commercial vehicles together.

The fastest growing segment worldwide was that of Electric Vehicles (EVs) and has grown at 58% CAGR over the last five years. Annual global EV sales stand at 7.1 million which is 12.4% of total PV sales, as compared to just 1% 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 during the period between F19 - F23, as compared to the previous ten-year period of F09 - F19. Exports from India too have been impacted in this period.

Segment	CAGR F09-F19	CAGR F19-F23
PV (Domestic Sales)	8.1%	3.6%
CV (Domestic Sales)	10.1%	-1.1%
Domestic Sales (Excl. 2W)	8.3%	1.2%
PV (Export)	7.3%	-0.5%
CV (Export)	8.9%	0.7%

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 where meeting BS-VI in 3 years is an example. In F23, the industry has implemented BS6.2 emission norms in the country. The Government of India (GOI) has notified Electric vehicle technology and Hydrogen fuel cell technology as advanced automotive technology under PLI (Production Linked Incentive) Scheme. The GOI's ambitious scheme to expedite the adoption of electric vehicles - Faster Adoption and Manufacturing of Electric Vehicles in India Phase II (FAME Phase II)-has been extended by 2 years i.e. up to 31st March, 2024.

The Government of India 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 focused on building capabilities in the EV space.

AUTO INDUSTRY IN FY 2022-23

In Financial Year 2022-23, the Indian auto industry has shown double digit growth across all segments. Passenger vehicles have reached new highest ever mark with 3.89 million sales units while commercial vehicles are still below F19 levels by 4.5%. Indian auto industry sales (excluding two-wheelers) have recorded highest ever sales of 5.3 million units with 15.7% YoY growth.

Partial recovery of Auto Industry was principally a result of:

Supply shortage of semiconductors in first half of F23.

Rural recovery compared to pre-pandemic still needs time.

As a result, the industry volume of two-wheelers and three-wheelers are showing slower recovery and are still down by 25.1% and 30.3% compared to F19 levels.

Over the ten years between F13 and F23, the Utility Vehicle (UV) segment has witnessed a good growth of 13.7% CAGR. UV, as share of PV, has increased from 13.8% in F12 to 51.5% in F23.

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 (F22 - F23), there were 18 new launches in the UV segment, and these accounted for 8% of UV volume in F22-23. For the year F23, compact UVs accounted for 50% 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 F23, a total of 65,059 e-3W were sold, accounting for 8.5% of the 3W industry.



Industry Segment	Domestic Industry Volume			YoY Growth		
	F21	F22	F23	F21	F22	F23
Passenger Cars	15,41,866	14,67,039	17,47,376	-9.1%	-4.9%	19.1%
Utility Vehicles	10,60,750	14,89,219	20,03,718	12.1%	40.4%	34.5%
MPV (Vans)	1,08,841	1,13,265	1,39,020	-17.6%	4.1%	22.7%
Passenger Vehicles	**27,11,457**	**30,69,523**	**38,90,114**	**-2.2%**	**13.2%**	**26.7%**
MHCV	1,60,688	2,40,577	3,59,003	-28.4%	49.7%	49.2%
MHCV Passenger	7,322	11,804	38,410	-81.7%	61.2%	225.4%
MHCV Goods	1,53,366	2,28,773	3,20,593	-16.8%	49.2%	40.1%
ICV Goods (7.5 to 12T)	27,962	34,822	35,298	-32.1%	24.5%	1.4%
MCV Goods (12 to 18.5T)	37,402	51,835	68,187	-7.3%	38.6%	31.5%
HCV Goods >18.5T	88,002	1,42,116	2,17,108	-14.5%	61.5%	52.8%
LCV	4,07,871	4,75,989	6,03,465	-17.3%	16.7%	26.8%
LCV Passenger	12,088	19,957	44,315	-73.6%	65.1%	122.1%
LCV Goods < 2T GVW	1,40,109	1,71,461	1,92,982	-21.8%	22.4%	12.6%
LCV Goods 2-3.5T GVW	2,25,658	2,51,944	3,31,655	-2.6%	11.6%	31.6%
LCV Goods > 3.5T GVW	30,016	32,627	34,513	-17.4%	8.7%	5.8%
Total CV	**5,68,559**	**7,16,566**	**9,62,468**	**-20.8%**	**26.0%**	**34.3%**
3W Passenger	1,35,414	1,73,356	3,61,094	-74.2%	28.0%	108.3%
3W Goods	84,032	76,174	97,540	-24.7%	-9.4%	28.0%
3W-e-Rickshaw	-	10,580	26,654	NA	NA	151.9%
3W-e-Cart	-	1,275	3,480	NA	NA	172.9%
3W	**2,19,446**	**2,61,385**	**4,88,768**	**-65.6%**	**19.1%**	**87.0%**
Scooters	44,82,305	41,12,672	51,90,018	-19.5%	-8.2%	26.2%
Motorcycles	1,00,21,231	89,84,186	1,02,30,502	-10.6%	-10.3%	13.9%
Mopeds	6,17,247	4,73,150	4,41,567	-3.1%	-23.3%	-6.7%
2W	**1,51,20,783**	**1,35,70,008**	**1,58,62,087**	**-13.2%**	**-10.3%**	**16.9%**
Quadricycle	**-12**	**124**	**725**	**-101.3%**	**1133.3%**	**484.7%**
Total Domestic	**1,86,20,233**	**1,76,17,606**	**2,12,04,162**	**-13.6%**	**-5.4%**	**20.4%**
Total Domestic (Excl. 2W)	**34,99,450**	**40,47,598**	**53,42,075**	**-15.2%**	**15.7%**	**32.0%**

TRACTOR INDUSTRY

The long-term growth outlook for the Indian tractor industry remains positive. Over the period F07 to F23, the domestic tractor industry grew at a CAGR of 6%. The key growth drivers were increasing affordability, growing demand for farm mechanisation, emergence of newer technologies in the farming sector, and continued focus of Government on improving the state of agriculture in India.

TRACTOR INDUSTRY IN FY 2022-23

Indian tractor industry with an annual sale of 9.45 lakh unit in F23, recorded its highest ever annual sales. The year saw a growth of around 12.2% over F22. However, exports dropped by ~3% YoY and can be partly attributed to high base of last year when the industry witnessed steep growth of around 45% YoY.



INDIAN TRACTOR INDUSTRY ▶ ANNUAL SALE **9.45** LAKH UNIT IN F23 ▶ 12.2% Growth Over F22 ▶ **HIGHEST EVER ANNUAL SALES**

Amidst several disruptions in the global agricultural commodity market, Indian agriculture stood strong and resilient. Positive gains were witnessed with rising crop prices, adequate rainfall in most part of the country supported crop output. The rural sentiments remained buoyant during the peak sowing months, with significant surge in GoI spending in rural sector during the Rabi sowing months and continued focus to institutionalise agriculture credit. 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 F23 as raw material and labour shortage which affected the industry in the previous years, saw normalisation.

Your Company's share in Domestic Tractor Industry stood at 41.2% in F23.

YOUR COMPANY'S PERFORMANCE

AUTOMOTIVE SECTOR

During the year under review, your Company in India is the:



4th Largest
Passenger Vehicle Company



No.3
SUV Maker by Volume

No.1
SUV Maker by Revenue



No.1
Commercial Vehicle Exporter



2nd Largest
Commercial Vehicle Company



Largest
Small Commercial Vehicle Company (<3.5T)

Your Company's share of the total Indian Auto Industry stood at **12.6%**

For the year under review, your Company achieved highest ever overall volumes of **6,66,349 vehicles** in the domestic market, a growth of 53.9% over the previous year.

Your Company also clocked the highest ever annual sales of its SUVs at **3,56,961 units,** with a growth of 59.6% over the previous year

and also recorded **highest ever production** at the Kandivali and Chakan plants.

The table below summarises the performance of your Company across various Industry segments:

Industry Segment	Industry		M&M		M&M Market Share	
	F23	Growth	F23	Growth	F23	F22
Utility Vehicles	20,03,718	34.5%	3,56,961	59.6%	17.8%	15.0%
Passenger Cars	17,47,376	19.1%	214	262.7%	0.0%	0.0%
MPV (Vans)	1,39,020	22.7%	2,078	-3.5%	1.5%	1.9%
Passenger Vehicles	**38,90,114**	**26.7%**	**3,59,253**	**59.0%**	**9.2%**	**7.4%**
LCV Goods < 2T GVW	1,92,982	12.6%	40,419	26.2%	20.9%	18.7%
LCV Goods 2-3.5T GVW	3,31,655	31.6%	1,98,121	42.9%	59.7%	55.0%
LCV Goods < 3.5T	**5,24,637**	**23.9%**	**2,38,540**	**39.8%**	**45.5%**	**40.3%**
LCV Goods > 3.5T GVW	34,513	5.8%	1,959	11.9%	5.7%	5.4%
LCV Goods Total	**5,59,150**	**22.6%**	**2,40,499**	**39.5%**	**43.0%**	**37.8%**
M+ICV Goods (7.5 to 18.5T)	1,03,485	19.4%	1,657	46.0%	1.6%	1.3%
HCV Goods > 18.5T	2,17,108	52.8%	4,742	39.1%	2.2%	2.4%
MHCV Goods	**3,20,593**	**40.1%**	**6,399**	**40.8%**	**2.0%**	**2.0%**
LCV Passenger	44,315	122.1%	1,678	1090.1%	3.8%	0.7%
CV Passenger	**44,315**	**122.1%**	**1,678**	**1090.1%**	**3.8%**	**0.7%**
CV Total	**9,24,058**	**31.1%**	**2,48,576**	**40.3%**	**26.9%**	**25.1%**
3W	**4,88,768**	**87.0%**	**58,520**	**94.6%**	**12.0%**	**11.5%**
Total Domestic	**53,02,940**	**31.4%**	**6,66,349**	**53.9%**	**12.6%**	**10.7%**

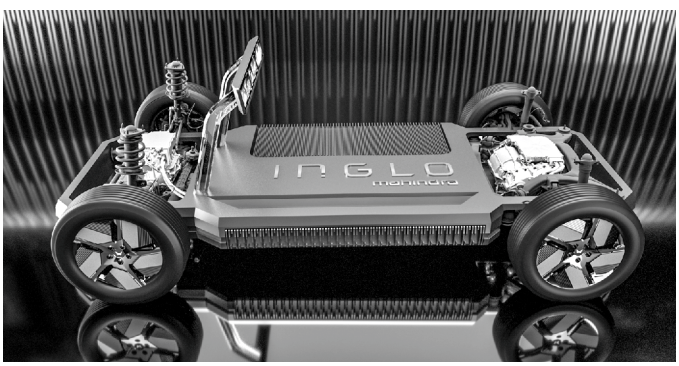
In F23, your Company launched the Scorpio-N, which is built on the new third-generation body-on-frame platform. It offers a disruptive customer-value proposition with its unmissable presence, spirited performance, sci-fi technology and world-class safety. It is also one of India's safest vehicles, having received a 5-star safety rating from Global NCAP, and has garnered 24 awards from the media and auto community. The launch recorded 1,00,000 bookings for the All-New Scorpio-N within 30 minutes of the booking commencement and also recorded 25,000 bookings within one minute of the booking commencement.



Your Company also launched the Scorpio Classic, the new avatar of its iconic brand Scorpio. Over 20 years, the Scorpio has attained legendary status and has represented the tough and authentic DNA of your Company's SUVs. The Scorpio Classic, which retains the silhouette of the original Scorpio, now offers a refreshed design, enhanced performance, improved ride quality and built-in technology.



In August 2022, your Company announced the Born Electric Vision, which aims to bring electric offerings to the Company's portfolio. On 15th August, 2022, your Company unveiled five electrifying SUVs under two brands based on the Born Electric INGLO platform at the M.A.D.E Design Studio in the UK. The manifestation of these two brands has been showcased via five e-SUVs: the XUV.e8, XUV.e9, BE.05, BE.07, and BE.09. The first four of these are planned to be launched between 2024 and 2026.





Later, in February 2023, your Company unveiled the Rall-E concept at the EV Fashion Festival in Hyderabad during India's 1st Formula E race weekend and celebrated the first showcase in India for the BE.05 and XUV.e9.

The event showcased the Company's commitment to electric mobility and its plans to launch a new range of electric SUVs in the Indian market.



Your Company took the wraps off the fun and fast XUV400 electric SUV on the eve of World EV Day - 9th September, 2022. The XUV400 is the first EV from your Company to feature the copper-finish **Twin Peaks** logo, giving it a distinctive presence on the road. Launched on Republic Day 2023, the XUV400 recorded over 10,000 bookings on the Extended Republic Day Weekend. The XUV400 is built on the tough GNCAP 5-star rated XUV300 platform and is the widest C-segment SUV, offering occupants class-leading safety and comfort.

The XUV400 powered by a high-capacity 39.4 kWh lithium-ion battery, delivers an anxiety-free range of 456 kilometers as per Indian driving cycle standards (Modified Indian Driving Cycle [MIDC]).



On 7th October, 2022, your Company launched the XUV300 TurboSport™ series, the first SUV of your Company to be powered by an all-new 1.2 L mStallion TGDi engine that boasts unrivaled performance and an over-boost capability for momentary peak torque as high as 250 Nm.



In January 2023, your Company introduced an all-new range of the Thar, making it accessible to a wider range of thrill-seekers. Additionally, in March, your Company announced a production milestone of 1,00,000 units for the All-new Thar.



All the new launches, product updates, and Future EV Vision announcement have successfully helped your Company to maintain No. 1 Position in Brand Power in F23.

Your Company's Bolero SUV has crossed the 1 lakh mark in sales in F23, marking a significant milestone. Also, since its introduction in 2000, the Bolero has sold over 14,00,000 units across India.

Your Company has retained No. 1 position in LCV <3.5T segment which is largest segment of CV industry for the nine consecutive years with 45.5% market share. LCV <3.5T goods account for 55% of the total CV industry.

No. 1 Position
in Brand Power in F23

No. 1 Position
in LCV <3.5T segment

Sold 1,98,121 Pickup sub-segment Vehicles

42.9% Growth Over F22

In the Pickup sub-segment (LCV goods 2 to 3.5T), your Company sold 1,98,121 vehicles, a growth of 42.9% over the previous year. Your Company's market share in the pickup segment stands at 59.7% compared with 55% over last year. 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. In August, 2022, your Company launched the Bolero Maxx Pik-Up City 3000, a new brand of futuristic pickups catering to the transport and logistics needs of modern India. The launch of the Bolero Maxx Pik-Up marked a significant milestone in the light commercial vehicle (LCV) segment, as it came with advanced connected technology - iMaXX telematics solution, segment leading comfort and safety, several enhanced features, power, maximum payload capacities and higher mileage. Your Company also updated the Bolero Pik-Up range with Bolero Maxx Pik-Up range in April, 2023.



In <2T segment, the Company sold 40,419 vehicles, a growth of 26.2% over the previous year. The Company's market share grew by 2.3% over last year and stands at 20.9% in <2T segment. In August, 2022, your Company launched the 'New Jeeto Plus CNG CharSau', an addition to its existing Jeeto Plus range that promises to set new standards in fuel efficiency and mileage.



PRODUCTION MILESTONES

Your Company's Chakan Plant produced highest ever 2.5 lakh vehicles in F23 and crossed 16 lakh vehicles since inception. The Haridwar Plant Crossed 13 lakh vehicles since inception and crossed 50,000 vehicles milestone of e-Alfa Platforms in F23.



Chakan Plant crossed
16 lakh
vehicles since inception

Haridwar Plant crossed
13 lakh
vehicles since inception

LMM

In the Last Mile Mobility (LMM) segment, your Company sold 58,626 passenger and goods three-wheelers, a growth of 94%, with a market share of 12% in F23 vs 11.5% in F22. Your Company has a wide range of offerings inclusive of electric, CNG, diesel and petrol products with the latest addition being the all-new cargo electric three-wheeler Zor Grand electric. The Zor Grand is superior in performance, mileage, and overall earning potential, and has been widely accepted by customers across the country. The unwavering trust in the Mahindra Zor Grand has been enabled by strong in-house competencies in the areas of battery, motor and telematics backed by rigorous validation and experience of putting more than 50,000+ three-wheeler EVs on the road.



Your Company is the pioneer for Electric Vehicles (EVs) in India, and for the year under review, sold 46,109 EVs (2,416 four wheelers and 43,693 three wheelers) as against 17,006 EVs (61 four wheelers and 16,945 three wheelers) in the previous year. Your Company is committed to achieve sustainability targets with strong growth plan and lead the EV revolution from the front.



AUTOMOTIVE SECTOR - TRUCK & BUS DIVISION

Your Company recorded phenomenal growth of 56% over last year achieving 10,036 volumes. The Q4 F23 resulted in EBDITA positive for your Company. Your Company launched the CRUZIO range of Buses which was declared as 'CV-Staff Bus Of The Year' at Apollo CV Awards 2022.



MAHINDRA CONSTRUCTION EQUIPMENT (MCE)

In the Construction Equipment industry in the Backhoe Loader segment, your Company sold 1,424 machines, a growth of 50% over the previous year. Your Company launched the New Grader **Smart G75**, which helped your Company to become No. 2 player in Motor Grader with 21.3% (+9%) market share. Your Company saw 90% improvement in EBDITA with 3 quarters ending up with positive EBDITA.



EXPORT FROM INDIA - AUTOMOTIVE SECTOR

The Automotive Sector of your Company exported a total of 32,107 vehicles in F23, becoming the No. 1 CV Exporter (as per SIAM definition) in India for the year. Growth in regions of Africa, ANZ and Middle East offset the impact of headwinds from South Asia. The subsidiaries in South Africa and Australia delivered a growth of over 50% in retail and stood among the fastest growing brands in their respective countries.

Your Company took its SUVs, XUV700 and Scorpio-N to global markets with launches in South Africa, Australia, New Zealand and Nepal. With improved product mix of the global portfolio, your Company delivered export revenue growth over last year.

Your Company continues to enhance its presence and participation in global markets with its range of SUVs and commercial vehicles. Your Company is among the top 5 brands in South Africa in the pickup segment by volume and market share.





FARM EQUIPMENT SECTOR

Your Company achieved several milestones with robust demand for tractors and farm equipment, and sound execution of plans. Demand from global and domestic tractor markets was extraordinary, and with the right efforts made in this business, your Company is ready to seize those opportunities to the best of its abilities.

For the period under review, your Company sold a total of 4,07,545 tractors (domestic plus export), under the Mahindra, Swaraj and Trakstar brands, against 3,54,698 tractors sold in the previous year, registering a 14.9% growth.



Your Company sold 3,89,531 tractors, as compared to 3,37,052 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), growing by 15.6%, as against the industry growth of 12.2%. The year marks the highest ever tractor volumes sales achieved by your Company.

Your Company's F23 market share at 41.2% continues to position it as the domestic market leader for the 40th 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.

mahindra TRACTORS

SWARAJ

TRAKSTAR

Farm Mechanisation is an important enabler to address the concerns of farm productivity and farm labour shortage. Your Company has aggressive plans to grow its Farm Machinery business, through launch of 'Made in India' farm machinery products. These include rotary tillers, harvesters and rice transplanters amongst others.

During the year, Mahindra Farm Machinery clocked highest ever revenue with YoY 40% growth. This growth was driven by record performance in rotary tillers where your Company achieved 2nd position by market share. Additionally, threshers and super-seeder have grown significantly to achieve record volume in F23.

During the year, your Company launched new Heavy Rotavator and Supervator which helped the volumes grow significantly. Your Company has also improved Wheel Harvester attractiveness through technology and emission upgrades.



CODE (multi-purpose farm mechanisation solution to transform horticulture farming), was launched in F22 by Swaraj Tractors and has grown significantly in F23 and contributed to the strong performance.



Additionally, during the year, your Company completed acquisition of MITRA Agro Equipments Private Limited (M.I.T.R.A) by increasing its shareholding from the existing 47.33% to 100%, making it a wholly owned subsidiary of the Company. This acquisition will strengthen our Farm Machinery product portfolio with spraying solutions.

The Company has set up a dedicated new plant at Pithampur spread over 23 acres with a capacity to manufacture 1,200 combine harvesters and 3,300 rice transplanters per year.

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,
- Other enablers like Financing, Digitisation and Service Quality.

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 18,014 Tractors.

This growth can be attributed to higher retails in several markets where your Company has distribution operations including the USA, Brazil, Bangladesh, Australia and various African markets like Mali, Tanzania. The Company has also made significant growth in business through tenders and bulk orders from markets like Benin, Kenya, Guyana, etc.

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 15+ 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 CPCB 4+ for gensets, Powerol is gearing up for the transition.



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 15kVA to 315kVA. They offer lower operating costs and low emissions complying to the new emission norms.

Powerol has also initiated EV Charger business for Home Charger Installations. The rising demand of electricity will be a boom for the energy sector in near future. This is an opportunity for the Company to grow its offerings into energy solution business.

CONSTRUCTION EQUIPMENT

During the year under review, your Company (under the Mahindra EarthMaster brand) sold 989 Backhoe Loaders (BHLs), a 36% increase from 729 sold in F22. 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 188 motor graders, a 61% increase from the 117 sold in F22.

Your Company also has a presence in the Sugar Cane Haulage market (under the Mahindra HaulMaster brand) in the export market. For the year under review, your Company sold 247 Haulage Tractors, a 135% increase from the 105 sold in F22. The BHL industry grew by 28% and the motor grader industry grew by 42% due to increased focus from the Government of India on infrastructure.

TWO-WHEELER SEGMENT

In line with the strategy for the two-wheeler business, your Company through its subsidiary, Classic Legends Private Limited (CLPL) had reintroduced the iconic brand 'Jawa' to the Indian market in F19, with the launch of new range of JAWA motorcycles - Jawa and Jawa Forty-Two and strengthening of portfolio by adding Yezdi in F22. During F23, 42 Bobber was introduced to the Indian market and in addition, CLPL forayed into international market by introducing iconic British brand BSA in UK and European market.



OPPORTUNITIES AND THREATS

AUTOMOTIVE SECTOR

Indian automotive industry has been christened as a sunrise sector and champion industry due to the immense contribution the industry makes to the Indian economy. The automotive industry's turnover is 7.1% of India's GDP and 49% of manufacturing GDP.

In F23, the Indian auto industry has shown double digit growth across all segments. Passenger vehicles have reached new highest ever mark with 3.89 million sales units while commercial vehicles are still below F19 levels by 4.5%. Indian auto industry sales (excluding two-wheelers) have recorded highest ever sales of 5.3 million units with 15.7% YoY growth. Partial recovery of Auto Industry was principally a result of supply shortage of semiconductors in first half of F23 and time taken for rural recovery compared to pre-pandemic.

To reduce dependence on oil imports, the industry is exploring options of alternate fuels like CNG, LNG, Ethanol, etc. The industry is also exploring options of flex fuel vehicles in the near future. The industry is also investing in next generation technologies like electric vehicles and hydrogen.

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.

FARM EQUIPMENT SECTOR

To drive sustainable growth in the agriculture sector, strong Government focus on its development has led to increased adoption of mechanisation and modern agricultural practices, along with rural development at large.

However, 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.

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. The industry has seen shift in demand from cars to UVs. This has led to more number of launches in UVs compared with cars.

In F23, every second passenger vehicle sold was utility vehicle. 1 million UV sales were crossed in F20 and it took just 3 years to cross 2 million mark annual sales.



LCV Goods < 3.5T now accounts for 55% of total CV sales in F23 vs 51% in F19 and 44% in F16. Industry < 3.5T has recovered to F19 level driven by 2-3.5T sales. The industry has crossed 5 lakh mark after 4 years. 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, 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, Thar and KUV100. XUV400 attracts minimum GST among all passenger vehicle categories.

NEW EMISSION NORMS

The Company has successfully transitioned to BS6 phase 2 emission norms across all its portfolio products well in time. In its commitment to improve fuel efficiency and reduce the overall carbon footprint (CAFÉ 2), the Company has adopted advanced combustion technologies and right product level electrification strategy.

In India, the emission standards for tractors and construction equipment are regulated separately from the broader automobile industry.

India remains a medium-to-high HP tractor market, with over 80 per cent of sales coming from the 30-50 HP categories. The revised emission norms - TREM IV applicable only to tractor over 50 HP from January 2023, have impacted around 7-8 per cent of the overall industry volumes. To meet the challenges associated with TREM IV, your Company has realigned its product portfolio, through the launch of new products, along with upgrades of existing ones.

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 meet any legislative requirements. Along with Electrification, your Company is also working on alternate fuels technology.

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. Along with Electrification, your Company is also working on alternate fuels technology.



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.

POTENTIAL EL-NINO IMPACT

Going into F24, the Indian Meteorological Department (IMD) in its long range forecast for the monsoon season predicted South-West Monsoon (June to September) to be normal at 96% of the LPA (Long Period Average).

However, with the concerns of El-Nino there is possibility of either spatial or temporal distribution disruption.

Nevertheless, given that reservoir levels in May, 2023 were 23% higher than average, and that there has been excess rainfall in pre-monsoon months, the potential El-Nino impact is not expected to cause a major disruption.



COMMODITY PRICES

Commodity prices in F23 were volatile. In the first quarter, steel prices rose sharply due to supply concerns caused by Russia-Ukraine conflict. However, from June 2022 onwards, prices softened on account of easing supply concerns and weak economic outlook due to interest rate increases by major Central Banks. Additionally, there was pressure on Indian steel prices due to levy of export duties on key raw materials and products. Subsequently from December 2022 onwards, prices firmed up due to expectations of demand growth driven by withdrawal of Zero-COVID policy by the Chinese Government and removal of export duties by the Indian Government.

Your Company stayed focussed on cost reduction through measures like VA/VE, 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".

CAPACITY

In the Automotive Segment, your Company has increased capacity of SUVs from 28,000 in F22 exit to 39,000 by end of F23 to cater to continued robust demand for new launches and clear existing bookings and reduce waiting period for the new launches.

In the Farm Equipment Sector, 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. We reached a number of milestones in F23. Mahindra's Tractor factories in Zaheerabad and Rudrapur produced the 3,00,001st and 8,00,001st tractors respectively, while the Rudrapur facility also produced its 9,50,000th gearbox. As it prepares to open its new manufacturing facility in Mohali, Swaraj Tractors produced its two millionth tractor. A further 17.41% stake of Swaraj Engines Limited (SEL) was acquired by your Company from Kirloskar Industries Limited (KIL). As a result, we now own 52.13% of SEL, making SEL a subsidiary of the Company. During the year, we also launched our first exclusive farm machinery (non-tractor) plant in the industrial city of Pithampur, Madhya Pradesh, enabling the Company to manufacture durable, high-quality, affordable and accessible 'Made in India, for India' farm machinery, marketed in both the Mahindra and Swaraj brands.



Production Milestones

Zaheerabad Factory
3,00,001

Rudrapur Factory
8,00,001

Swaraj Tractors Factory
20,00,000

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 F23, the Indian auto industry has shown double digit growth across all segments. Passenger vehicles have reached new highest ever mark with 3.89 million sales units while commercial vehicles are still below F19 levels by 4.5%.

Factors that will significantly impact demand for automobiles in F24 are:

Supply shortage of semiconductors in first half of F24

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. Several initiatives taken by the Government are driving higher rural incomes. Examples being higher diversification towards high value crops, agriculture accelerator fund to promote technological advancement in agriculture, 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 cyclicality. 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. Going into F24, 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 96% of the LPA (Long Period Average). However, with the growing concerns of El-Nino, there is possibility of disruptions either in spatial or temporal distribution.

Reservoir levels in May, 2023 were 23% higher than average. Adequate water in reservoirs coupled with excess rainfall in the pre-monsoon months of March to May supported irrigated lands. However, the above-normal heat wave days in May, 2023 over most parts of Bihar, Jharkhand, Odisha, Gangetic West Bengal, East Uttar Pradesh, coastal Andhra Pradesh and some parts of North Chhattisgarh, East Madhya Pradesh, Telangana and coastal Gujarat caused some disruption in land preparation activity before the Kharif sowing months.

Nevertheless, a normal monsoon outlook and water reservoir level better than 10-year average will be positives for the farming sector. Macroeconomic tailwinds mostly remain intact for the rural economy, and with likely higher Government support, particularly with 6 states going for elections, this bodes well for tractor demand.

STRATEGY

AUTOMOTIVE SECTOR

Your Company is India's #1 SUV player in Revenue Market Share. The Scorpio-N launch has been very successful, followed by electric C-SUV XUV400. The LCV <3.5T witnessed very strong momentum with PIK-UPs and the successful launch of Maxx PIK-UP. The EV 3Ws hit record sales and a dominant market leadership position with ~65% share.

In line with our EV vision, we announced to make investments of INR 10 thousand crore over a horizon of 7-8 years through our subsidiaries. These investments shall be for setting up the manufacturing facility, development, and production of our upcoming Electric Vehicles.

We reinforced our vision by setting-up Mahindra Electric Automobile Limited ("MEAL"), valued at USD 9 billion (INR 70 thousand crores) with an investment from British International Investment ("BII"). In parallel, Last Mile Mobility ("LMM") is following suit with a valuation of INR 6 thousand crores with International Finance Corporation ("IFC") investing in the LMM segment to further the purpose of electrification.

We showcased our audacious vision for the future of electric mobility with the unveiling of our new state-of-the-art EV platform INGLO and five new production-ready e-SUVs under two EV brands (Mahindra Twin Peak and BE).

Your Company is constantly leveraging multiple emerging technologies, including EVs, digital-enabled platforms and HMI with software-defined vehicles and is upskilling its product design engineers in evolving fields of data science, AI, IoT, mechatronics, and so on, to aid in the development of new products. Mahindra Research Valley, the flagship R&D and innovation centre has been granted 210 patents, the highest number of patents to any Indian Original Equipment Manufacturer ("OEM"), from across the globe in the last six quarters, which is testimony to the cutting-edge work being done by its diverse and talented workforce.



Environmental, Social and Governance (ESG) is a key priority for the Company. We have increased share of renewable power usage while achieving goals of manufacturing emissions and power intensity. We continue to be the only Indian Auto OEM in Dow Jones Sustainability Index (DJSI) Ranking.

The Company plans to capitalise on its strengths and the upcycle across SUVs and CVs over the next few years. 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 entered the next phase of growth amid heightened competition and disruption based on new technologies and trends, with farm mechanisation gaining more and more traction. During the year, Mahindra launched various new tractor models, as well as new implements and farm machinery in the country through collaboration with our COEs in Turkey, Finland and Japan (where M&M, over the years, has created footprints through strategic stakes and acquisitions).

In F23, the Company also set up a dedicated new farm machinery plant in Pithampur. The new farm machinery plant has state-of-the-art machinery, which work together seamlessly to produce high-quality farm equipment.

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, Krish-e has expanded its on-ground presence and now has a presence in 16 states, through 150 Krish-e centres, all of which deliver physical and digital farm advisory services and sell both farm equipment and equipment IoT solutions. Many of the centres also offer farm equipment on a rental basis and sell a range of crop inputs including agrochemicals, bio-fertilizers and seeds.



Krish-e
EXPERT TAKNEEK. NAYE UPAY. PARINAAM DIKHAYE.

16 States

150 Centres

To trigger changes in farmer behaviour, Krish-e deploys on-ground advisory activities along with a digital advisory app on Krish-e Takneek plots (1 acre demonstration plots). Together they deliver significant and tangible increases in farmer income per acre, building trust and local relationships thus, facilitating the sale of farm equipment and inputs.

In F23, over 15,000 Takneek plots were operated where farmers saw an average income per acre increase ranging from Rs. 5,000-Rs. 15,000 per acre (basis crop type and region).

Krish-e saw a significant increase in the adoption of its 'Smart Harvesting Solution for Sugarcane' Technology, as Sugar Mills from across the country utilised Krish-e's state-of-the-art Artificial Intelligence and Satellite based Remote Sensing powered solution to accurately predict sugar recovery and yield for over 50,000 acres, and to harvest sugarcane based on Smart Insights.

In partnership with the AgTech start-up Carnot Technologies, your Company has made significant progress in scaling the presence of the unique IoT solution - Krish-e smart kit (KSK). Developed as a plug and play and brand agnostic IoT kit for the after-market, the KSK enables rental focussed equipment owners to track their assets in real time. In F23, 17,000 such kits were sold and installed, leading to an installed base of nearly 30,000 in India.



MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND EMPLOYEE RELATIONS

'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 focusses 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' 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 consistently delivered impact through high velocity programs over the course of F23. In F22, we re-defined out operating model to become a centre of excellence for leadership development. In FY23, we have delivered on this mandate through multiple programmes across a range of critical areas. The inputs from the 'People Conversations', periodic connects with the CEOs and CHROs, and our focus on market scanning feeds into the Mahindra Leadership University through which we offered flagship Leadership Development Initiatives:

- **Mahindra Accelerated Leadership Track:** Our ongoing strategic alliance with Carnegie Mellon University to develop an accelerator programme Mahindra Accelerated Leadership Track (MALT) is now in its second year. 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. The first batch of 33 associates or MALTees graduated in January 2023, and we are now undertaking active talent management for them to shape their careers. The second batch of 42 associates started their year-long journey in January, 2023.



- We kicked off the "Mahindra Future Shapers" programme with the intent to identify our next generation leadership pipeline and strengthen their capabilities. The programme is being delivered through our long-term strategic tie-up with Harvard University and leading consulting firms. The Future Shapers will graduate in Q1 of F24 and once again through active talent management conversations we have already started deploying them across the Group. We are also excited to report that the next batch of Future Shapers will embark on their development journey from Q1 of F24.



- F23 also saw the launch of focussed initiatives to strengthen our support and enabling functions through development programs targeted at creating the next generation of functional leaders. We are pleased to report that the Future HR Leaders Program (with an intent to identify the next generation of HR CXOs) successfully concluded in F23 and the Emerging Finance Leaders Program (with an intent to identify the next generation of Finance CXOs) has kicked off in the last quarter of F23. The EFLP program will continue to run over the course of F24 and we will deliver this in partnership with a leading leadership consulting firm and Indian Institute of Management, Ahmedabad.

Mahindra Leadership University's performance in numbers for VITLs-

Number of programmes conducted
31

Number of learning hours
20,752

Number of learners served
764

Average Feedback
4.6

Our performance in numbers for digital courses on LXP Platform -

Number of learning items consumed
10,00,000+

Number of active users
84,811+

NPS score
73%

Highlights of the Academies

F23 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:

- F23 also saw our academies pivot towards a skills-first approach towards delivering learning interventions. We started the year by identifying the core skills and proficiency levels across the Finance, HR and Technology functions and followed this up by launching targeted in-person and digital learning journeys.
- F23 saw the graduation of the first batch of 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. In addition, we launched and delivered the HR Unnati programme focussed at strengthening the middle of our HR pyramid. Finally, we continue to drive specific skill building programmes across the entire range of HR topics to ensure that our HR professionals stay ahead of the curve.
- The Finance Academy of MLU successfully launched the Emerging Finance Leaders programme in partnership with the Indian Institute of Management, Ahmedabad and a leading consulting firm. The intent has been to develop the next generation of finance leaders from within the Group. The Finance Academy has also placed a strong focus on Controllership over the course of the year and conducted several programs across the Group companies.
- Our Technology Academy continues to focus on developing deep skills across a range of emerging technology areas through a combination on in-person and online bootcamps.

Highlights of our Digital Learning Initiatives

From F22 onwards, our focus has been to bring world class digital learning content to our employees across all management grades. To that effect, we entered into strategic partnerships with key content partners such as Udemy, HMM Spark etc. Furthermore, in order to make the learning experience truly world class, we have also launched the EdCast by Cornerstone, learning experience platform for employees across a number of our Group companies.

Our learning experience platform now consolidates our various digital learning content providers under a single umbrella for the learner and by leveraging the power of artificial intelligence and machine learning, it is able to provide highly personalised learning content to our employees across the Group. Furthermore, we have been able to leverage the platform well beyond standardised e-learnings and this has led to both a high adoption rate as well as learner NPS. In a short period of time, we have seen approximately 90% adoption rate and more than 1 million items of learning consumed. We believe this is a testament to our skills first approach of capability development and we anticipate further demand for learning content over FY24.

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 our use of the campus, in F22, we also prepared the Nashik campus to welcome 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!

F23, saw a strong 'Back to Classroom' trend and MLU Nashik has once again regained its prominence as the crown jewel of our learning infrastructure. We hosted more than 8,700 learners over the course of the year with an average score of 4.69 in terms of an in-campus experience.

FUNCTIONAL TALENT ACCELERATORS AT MAHINDRA & MAHINDRA

In 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 and leadership behaviours. These were deployed in performance management discussions and capability building initiatives. Specific development goals are now integrated into training needs and 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 organisations 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

Our performance management system is built on strong principles of simplicity, accountability, empowerment, and meritocracy. It aligns the individual efforts and energy with organisational priorities. It creates a strong merit-based culture that rewards and encourages outperformance. Leaders and managers are held accountable for fostering an environment which encourages employees to demonstrate the right behaviours and deliver outstanding results.

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 is key at every stage. A key highlight of our performance system is that we no longer use overall appraisal ratings. All key decisions (e.g., Promotions, Increments, Rewards, etc.) are based on the individual's Goal Sheet / Performance Score and Scores on Leadership Behaviours and discussions amongst the talent panels appropriately constituted at different levels. Learning & Growth Plan is a key tool in our performance management system which aims at developing skills for current and future roles, and for career growth for employees.

The overall objective of the performance management system is to ensure an alignment between an individual's goals and the organisation'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, 21 GMCs joined the Group in 2022, and 31 GMCs will join us in 2023 across various Sectors and functions. As part of the Experiential Module, each GMC that joins us undergoes three stints of 4 months across different functions and businesses. The Summer Internship Programme has evolved over the years as a critical source of the GMC talent pool, and this year we have 29 students who have joined us from the top B-school of India under the GMC Summer Internship Programme 2023.

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 are an organisation which is committed to Rise for a more equal world. We strive to build a caring, fair and thriving culture where individuals can bring their whole selves to work and leverage their fullest potential to create products and experiences that count for our customers."

We have been working with wider involvement across the organisation, 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 was rolled out with clearly articulated vision and beliefs.

During the year, we have driven leadership perspective sharing sessions, conscious inclusion workshops, infrastructure correction across our locations and established ERGs across prominent locations. We have announced, e-accessibility on our social media platforms the International Day of People with Disabilities, where all our posts on social media carry image descriptions and closed captions. We expect these steps 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 are also going to be thrust areas 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 termination of 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:

Focussed 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 specialised hiring consultants while maintaining our core philosophy of meritocracy.

Talent Management

Prioritising 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.



Generation Valuable, a unique mentorship program under Valuable 500, for people with disabilities to build the future executive leadership and driving disability inclusion through systematic change was launched.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE (POSH)

Awareness in this area has been created by a POSH campaign reiterating Mahindra's commitment to providing a safe workplace for all its employees. During the year, the Company organised sensitisation and awareness programmes through inductions training for new joinees, online e-modules for all employees, including sending emailers, creating standees and posters to sensitise all employees to conduct themselves in a professional manner. Further, additional virtual and classroom trainings were conducted by our Ethics Counsellors. The Company also organised offline leadership conversations on gender sensitisation and inclusions and employee interactive sessions including conscious inclusions.

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
- 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 our endeavour to improve quality, reduce cost, ensure safety and improve productivity, our Company's shop floor associates generated an average of 12 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 industrial relations scenario continued to be largely positive across all the manufacturing locations. Long Term Wage and Bonus settlements were closed amicably for all the plants. The sustained efforts towards building a transformational work culture resulted in zero production loss in the F23 and helped create a

COLLABORATIVE | HEALTHY | PRODUCTIVE WORK ENVIRONMENT



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 our Company's employee relations approach.

An 'open door policy' with constant dialogue to create win-win situations, have helped our Company 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, 2,967 associates have participated from across all its manufacturing units.



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.

Various awareness sessions on driving employees towards a healthy and better lifestyle, Post COVID care, emotional well-being, 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 23,495 permanent employees on its rolls as on 31st March, 2023.

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, 2023, the Property, Plant and Equipment and Intangible Assets stood at Rs. 19,772 crores as compared to Rs. 20,167 crores as at 31st March, 2022. During the year, the Company incurred capital expenditure of Rs. 4,323 crores (previous year Rs. 3,349 crores). The major items of capital expenditure were on new product development and capacity enhancement. During the year, the Company has taken impairment of certain assets of trucks and buses business and certain asset transfers to a subsidiary company.

BORROWINGS

(Rs. in crores)

Borrowings	F23	F22	Inc./(Dec.)
Long-term borrowings	2,332	5,682	(3,350)
Short-term borrowings	2,312	816	1,496
Unclaimed matured deposits	0.1	0.7	(0.6)
Total	**4,644**	**6,499**	**(1,855)**

Borrowings have decreased from Rs. 6,499 crores in the previous year to Rs. 4,644 crores in the current year mainly due to repayments in the current year.

INVENTORIES

	F23	F22
Raw materials and bought out components as a % of cost of materials consumed	7.0%	6.2%
Finished goods and stock-in-trade as a % of sales of products	4.4%	5.1%

Raw materials and bought out components as a percentage of cost of materials consumed has increased mainly on account of build up for BS6.2 transition from 1st April, 2023 and also stocking of some of the critical components due to supply constraints. However, finished goods and stock-in-trade as a percentage of sales of products have decreased mainly on account of focus on inventory management and higher sales traction of new products.



TRADE RECEIVABLE

Trade Receivables are Rs. 4,042 crores as at 31st March, 2023, as compared to Rs. 3,039 crores as at 31st March, 2022. As a percentage of revenue from sales of products and services, trade receivables are lower at 4.9% as at 31st March, 2023, as compared to 5.4% for the previous year mainly on account of higher volume.

RESULTS OF OPERATIONS

INCOME

(Rs. in crores)

Particulars	F23		F22		Increase
	Amount	% to Revenue from Operations	Amount	% to Revenue from Operations	%
Sales of products	82,032	96.6	55,537	96.1	47.7
Sale of services	1,219	1.4	1,138	2.0	7.1
Other operating revenue	1,709	2.0	1,112	1.9	53.7
Revenue from operations	**84,960**	**100.0**	**57,787**	**100.0**	**47.0**
Other income	2,545	3.0	2,054	3.6	23.9

REVENUE FROM OPERATIONS & OTHER INCOME

Sales volume in Auto segment witnessed an increase of 50% clocking 6,98,456 vehicles in the current year from 4,65,605 vehicles in the previous year. Increase in volumes combined with higher realisation led to Revenue from operations growing by 53.7% as compared to the previous year.

Other income during the year ended 31st March, 2023 at Rs. 2,545 crores is higher than Rs. 2,054 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	F23		F22		Increase
	Amount	% to Revenue from Operations	Amount	% to Revenue from Operations	%
Material costs	64,558	76.0	42,560	73.7	51.7
Employee benefits expense	3,650	4.3	3,330	5.8	9.6
Finance costs	273	0.3	226	0.4	20.8
Depreciation, amortisation and impairment expense	3,154	3.7	2,498	4.3	26.3
Other expenses	6,310	7.4	4,869	8.4	29.6
Total expenses	**77,945**	**91.7**	**53,483**	**92.6**	**45.7**

EXPENDITURE

The total expenditure during the year as a percentage of revenue is 91.7% as compared to 92.6% in the previous year. The reduction is a reflection of the cost management initiative undertaken by the Company.

MATERIAL COST

The material cost as a percentage of revenue has increased from 73.7% in the previous year to 76% in the current year mainly on account of elevated levels of inputs costs and supply side challenges witnessed during F23.

EMPLOYEE BENEFITS EXPENSE

The personnel cost as a percentage of revenue from operations has decreased from 5.8% in the previous year to 4.3% 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 8.4% in the previous year to 7.4% 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 as a percentage of revenue from Operations have decreased from 4.3% in the previous year to 3.7% in the current year mainly due to higher revenue base in the current year.

FINANCE COSTS

The interest expense as a percentage of revenue has decreased from 0.4% in the previous year to 0.3% in the current year mainly on account of repayment of borrowings in the current year.

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 and certain long-term assets.

TAX EXPENSE

The provision for current tax and deferred tax for the year ended 31st March, 2023, as a percentage to profit before tax (before exceptional items) is lower than the previous year mainly on account of higher dividend income in FY 2022-23 as compared to FY 2021-22 and deferred tax created on capital losses.

The key financial ratios of the Company are given as below:

Particulars	M&M	
	F23	F22
Debtors Turnover (times)	23.5	21.6
Inventory Turnover (times)	8.6	7.9
Interest Coverage Ratio (times)	21.6	12.9
Current Ratio (times)	1.33	1.38
Debt Equity Ratio (times)	0.16	0.17
Operating Profit Margin (%)	12.3	12.2
Net Profit Margin (%)	7.7	8.5
Return on Net Worth (%)	15.9	13.3

The Return on Average Net Worth has improved from 13.3% in the previous year to 15.9% in the current year on the base of higher profit for the current year.

Explanation for variation of 25% or more in Key Financial Ratio:

Interest Coverage Ratio: The interest coverage ratio is healthier at 21.6 in FY 2022-23 as against 12.9 in the previous year primarily due to decrease in finance cost resulting from repayment of borrowings during the year.

CONSOLIDATED FINANCIAL POSITION OF THE M&M GROUP

As on 31st March, 2023, for the purpose of consolidation as per Indian Accounting Standards (Ind AS), the Group comprised of the flagship holding company Mahindra & Mahindra Limited:

MAHINDRA & MAHINDRA LIMITED		
140 Subsidiaries	**25** Joint Ventures	**28** Associates

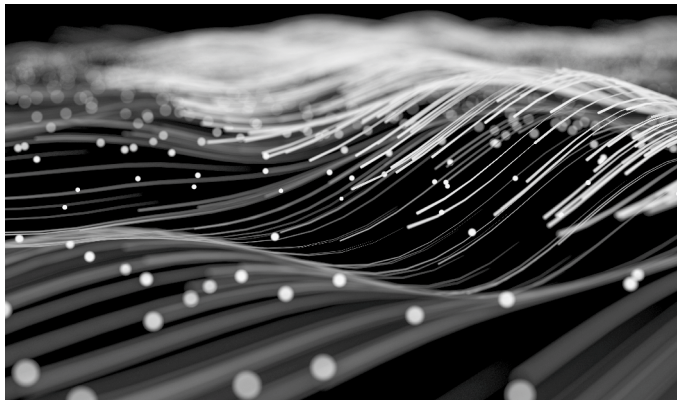




The Consolidated Revenue from operations is Rs. 1,21,269 crores in the current year as compared to Rs. 90,171 crores in the previous year, registering an increase of 34.5%.

The consolidated profit before exceptional items, share of profit of associates and joint ventures and tax for the year is Rs. 11,305 crores as against Rs. 7,092 crores in the previous year, registering an increase of 59.4%. The consolidated profit after tax after non-controlling interests and exceptional items for the year is Rs. 10,282 crores as against Rs. 6,577 crores in the previous year, registering an increase of 56.3%.

Tech Mahindra Limited, Flagship Company in the IT Sector, reported a consolidated operating revenue of Rs. 53,290 crores in the current year as compared to Rs. 44,646 crores in the previous year, registering an increase of 19.4%. Its consolidated profit after tax after non-controlling interests is Rs. 4,831 crores as compared to Rs. 5,566 crores in the previous year, registering a decrease of 13.2%.



The Group's finance company, **Mahindra & Mahindra Financial Services Limited**, a listed subsidiary of the Company (Mahindra Finance), reported a consolidated operating revenue of Rs. 12,700 crores during the current year as compared to Rs. 11,318 crores in the previous year, registering an increase of 12.2%. The consolidated profit after tax after non-controlling interests for the year is Rs. 2,072 crores as compared to Rs. 1,137 crores in the previous year, registering an increase of 82.2%. Mahindra Finance customer base has crossed 9.0 million customers and currently has a network of 1,386 offices.



Mahindra Lifespace Developers Limited, the listed subsidiary in the business of real estate and infrastructure, reported a consolidated operating revenue of Rs. 607 crores as compared to Rs. 394 crores in the previous year, registering an increase of 54.1%. The consolidated profit after tax after non-controlling interests for the year is Rs. 101 crores as compared to Rs. 154 crores in the previous year, registering a decrease of 34.4%.



Mahindra Holidays & Resorts India Limited, the listed subsidiary in the business of timeshare, registered a consolidated operating revenue of Rs. 2,517 crores as compared to Rs. 2,013 crores in the previous year, registering an increase of 25%. The consolidated profit after tax after non-controlling interests for the year is Rs. 115 crores as compared to Rs. 68 crores in the previous year, registering an increase of 69.1%.



Mahindra Logistics Limited, a listed subsidiary in the logistics business, reported a consolidated operating revenue of Rs. 5,128 crores as compared to Rs. 4,141 crores in the previous year registering an increase of 23.8%. The consolidated profit after tax after non-controlling interests for the year is Rs. 26 crores as compared to Rs. 18 crores in the previous year, registering an increase of 44.4%.



Swaraj Engines Limited*, a listed subsidiary in the business of manufacture of Diesel Engines and its components, reported operating revenue of Rs. 1,422 crores as compared to Rs. 1,138 crores in the previous year registering an increase of 25%. The profit after tax for the year is Rs. 134 crores as compared to Rs. 109 crores in the previous year, registering an increase of 22.9%.

** During the year ended 31st March, 2023, the controlling status was changed from associate to subsidiary.*



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	F-2023	F-2022
1.	Automotive	3,651	1,254
2.	Farm Equipment	4,212	3,891
3.	Financial Services	2,789	1,404
4.	Hospitality	201	99
5.	Real Estate	(101)	(81)
6.	Others	717	665
7.	Eliminations	18	20
	Total	**11,487**	**7,252**

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.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Late Mr. Keshub Mahindra was a firm believer of doing business in the right way and always ensured that performance is driven by integrity and value. The Company follows a culture that is built on core values and professionalism ingrained into the Company by the Founders which have over the past more than seventy five years of the Company's existence become a part of its DNA.

Your Company has always practiced Corporate Governance of the highest standards. Its philosophy on Corporate Governance is embedded in its rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated under the law.

During the year, your Company continued to feature in the 'Leadership' category in the Indian Corporate Governance Scorecard 2022 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. This year IiAS has revised the framework for assessment of the Indian Corporate Governance Scorecard and also enchanced the threshold for the Leadership category.

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 & Non-Executive Director 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 and CEO (Auto and Farm Sector) are the Whole-time Directors of your Company. Mr. Rajesh Jejurikar was re-designated as "Executive Director and CEO (Auto and Farm Sector)" of the Company with effect from 15th March, 2023. The remaining Non-Executive Directors comprise of Seven Independent Directors (including Three Woman Directors) and two Non-Independent Directors. During the Financial Year 2022-2023, there was no change in the number of Directors of your Company.

The composition of the Board represents an optimum combination of knowledge, experience and skills from diverse fields including manufacturing, finance, economics, law, governance, etc. which are required by the Board to discharge its responsibilities effectively. 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, strategy, 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 provided an annual confirmation that they meet the criteria of Independence as mentioned in Regulation 16(1)(b) of the Listing Regulations and section 149(6) of the Act. 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., Mumbai, 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. 302.25 lakhs and Rs. 7.83 lakhs (including out of pocket expenses), respectively.

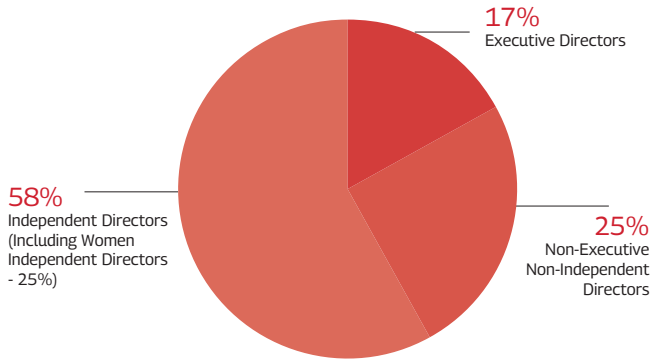
The Senior Management of your Company has made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could has potential conflict of interest with the Company at large.

A. Composition of the Board

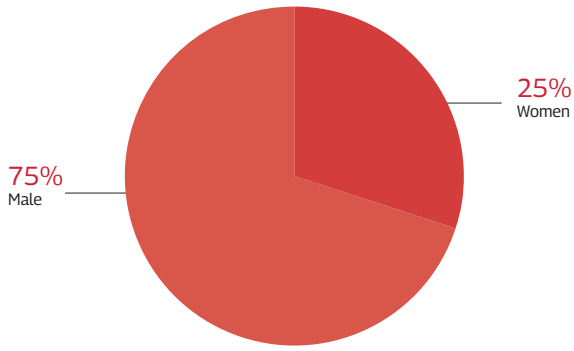
The Board of your Company comprises of Twelve Directors as on 31st March, 2023 and as on date of this Report.

Board Composition

Board Demographics
(% age of Board Position)



Gender Diversity



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 names 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, 2023



Mr. Anand G. Mahindra

(DIN – 00004695)
Promoter - Chairman

Nationality	Indian
Age	67
Date of Appointment	23rd November, 1989
Tenure on Board	33 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 Director
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	53
Date of Appointment	1st April, 2020
Tenure on Board	3 years
Term Ending Date	31st March, 2025
Shareholding	1,88,882 Shares (0.0152%)
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: 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/leadership.



Mr. Rajesh Jejurikar

(DIN - 00046823)
Executive Director and CEO (Auto and Farm Sector)

Nationality	Indian
Age	58
Date of Appointment	1st April, 2020
Tenure on Board	3 years
Term Ending Date	31st March, 2025
Shareholding	62,874 Shares (0.0051%)
Board Memberships - Indian Listed Companies	
Mahindra & Mahindra Limited	Executive Director (Automotive and Farm Sectors) (upto 14th March, 2023), Re-Designated as Executive Director and CEO (Auto and Farm Sector) w.e.f. 15th March, 2023
Swaraj Engines Limited	Chairman, Non-Executive Non-Independent Director
Other Directorships*	2
Committee details as per Regulation 26 of Listing Regulations**	Chairperson: 1 Member: 1





Mr. Vikram Singh Mehta

(DIN - 00041197)
Lead Independent Director

Nationality	Indian
Age	70
Date of Appointment	30th May, 2012
Tenure on Board	10 years and 10 months
Term Ending Date	7th August, 2024 (End of 2nd 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
InterGlobe Aviation Limited	Independent Director
Global Health Limited	Independent Director
Other Directorships*	—
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/leadership.



Dr. Vishakha N. Desai

(DIN – 05292671)
Independent Director

Nationality	USA (Nationality of Origin-Indian)
Age	73
Date of Appointment	30th May, 2012
Tenure on Board	10 years and 10 months
Term Ending Date	30th April, 2024 (End of 2nd 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

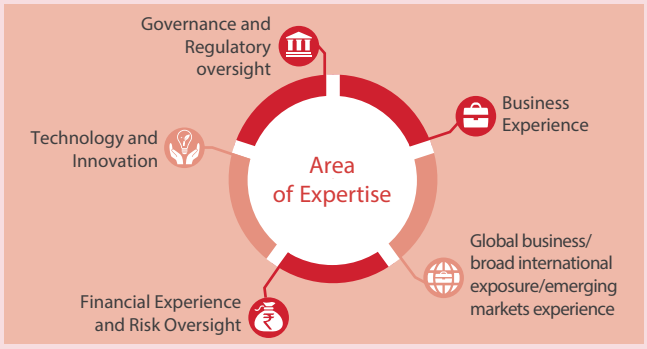




Mr. T. N. Manoharan

(DIN – 01186248)
Independent Director

Nationality	Indian
Age	66
Date of Appointment	11th November, 2016
Tenure on Board	6 years and 5 months
Term Ending Date	10th November, 2026 (End of 2nd 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/leadership.



Mr. Haigreve Khaitan

(DIN - 00005290)
Independent Director

Nationality	Indian
Age	52
Date of Appointment	8th August, 2019
Tenure on Board	3 years and 8 months
Term Ending Date	7th August, 2024 (1st Term)
Shareholding	Nil
Board Memberships - Indian Listed Companies	
Mahindra & Mahindra Limited	Independent Director
CEAT Limited	Independent Director
Torrent Pharmaceuticals Limited	Independent Director
Tech Mahindra Limited	Independent Director
JSW Steel Limited	Independent Director
Borosil Renewables Limited	Independent Director
PVR Inox Limited (name changed from PVR Limited with effect from 20th April, 2023)	Independent Director
Other Directorships*	1
Committee details as per Regulation 26 of Listing Regulations**	Chairperson: 3 Member: 10





Ms. Shikha Sharma

(DIN - 00043265)
Independent Director

Nationality	Indian
Age	64
Date of Appointment	8th August, 2019
Tenure on Board	3 years and 8 months
Term Ending Date	7th August, 2024 (1st Term)
Shareholding	Nil
Board Memberships - Indian Listed Companies	
Mahindra & Mahindra 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: 3



* 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/leadership.



Ms. Nisaba Godrej

(DIN - 00591503)
Independent Director

Nationality	Indian
Age	45
Date of Appointment	8th August, 2020
Tenure on Board	2 year and 8 months
Term Ending Date	7th August, 2025 (1st 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	39
Date of Appointment	8th August, 2020
Tenure on Board	2 year and 8 months
Term Ending Date	7th August, 2025 (1st Term)
Shareholding	Nil
Board Memberships - Indian Listed Companies	
Mahindra & Mahindra Limited	Independent Director
E.I.D. Parry (India) Limited	Whole Time Director & CEO
Other Directorships*	1
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:

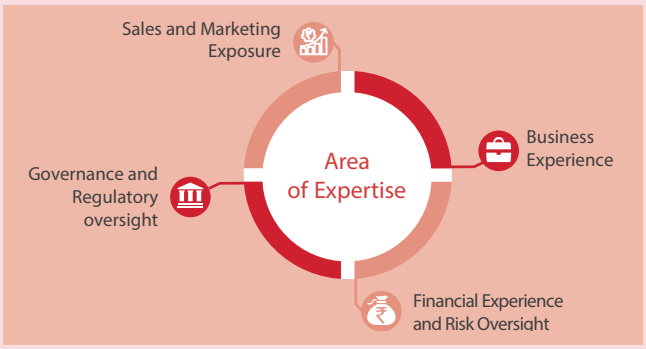
- The profile of the Directors is available on the website of the Company at: https://www.mahindra.com/leadership.



Mr. Vijay Kumar Sharma

(DIN – 02449088)
Non-Executive Non-Independent Director (Nominee of LIC)

Nationality	Indian
Age	64
Date of Appointment	14th November, 2018
Tenure on Board	4 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*	1
Committee details as per Regulation 26 of Listing Regulations**	Chairperson: 3 Member: 4





Mr. CP Gurnani

(DIN – 00018234)
Non-Executive Non-Independent Director

Nationality	Indian
Age	64
Date of Appointment	1st April, 2020
Tenure on Board	3 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/leadership.

B. Board Procedure

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed Notes and Presentation(s) 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) and Presentation(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.

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 subsidiaries, 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, statutory updates, etc.

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 Board of Directors of your Company closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organisational growth. Your Board ensures statutory and ethical conduct and places high importance on the internal financial reporting.

Your 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. Regular inputs and feedback of Board Members are taken and considered while preparing the Agenda and related documents for the Board and Committee Meetings. The Board also has access to the Members of the Management and to the Company related information.

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.

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to Directors, to facilitate convening of Meetings and acts as interface between the Management and Regulatory Authorities for Governance related matters of the Company.

C. Number of Board Meetings and Attendance of the Directors at Meetings of the Board

During the year 1st April, 2022 to 31st March, 2023, Nine Board Meetings were held on 28th May, 2022, 7th July, 2022, 5th August, 2022, 19th August, 2022, 9th September, 2022, 10th & 11th November, 2022, 21st November, 2022, 10th February, 2023 and 15th March, 2023. 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 attendance of the Directors at these Meetings held during the year, was as under:

Board Attendance

Name of Directors	Board Meeting Dates and Mode									Held during the Year	Attended	% of attendance of a Director
	1	2	3	4	5	6	7	8	9			
	28th May, 2022	7th July, 2022	5th August, 2022	19th August, 2022	9th September, 2022	10th & 11th November, 2022	21st November, 2022	10th February, 2023	15th March, 2023			
	Hybrid	VC	Hybrid	VC	VC	Hybrid	VC	Hybrid	Hybrid			
Mr. Anand G. Mahindra	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
Dr. Anish Shah	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
Mr. Rajesh Jejurikar	✓	✓	✓	✓	✗	✓	✓	✓	✓	9	8	89%
Dr. Vishakha N. Desai	✓	✓	✓	✓	✓	✓	✗	✓	✓	9	8	89%
Mr. Vikram Singh Mehta	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
Mr. T. N. Manoharan	✓	✓	✓	✓	✓	✓	✓	✓ + ✓	✓	9	9	100%
Mr. Vijay Kumar Sharma	✓	✓	✓	✓	✓	✓	✓	✗	✓	9	8	89%
Mr. Haigreve Khaitan	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
Ms. Shikha Sharma	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
Mr. CP Gurnani	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
Ms. Nisaba Godrej	✓	✓	✓	✓	✓	✓ + ✓	✗	✓	✓	9	8	89%
Mr. Muthiah Murugappan	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9	100%
% of attendance at a Meeting	100%	100%	100%	100%	92%	100%	83%	92%	100%			

✓ Attended through Video Conference ✗ Leave of Absence ✓ Attended in-person

D. Attendance of the Directors at the last Annual General Meeting and Meeting of the Equity Shareholders as per the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench

The 76th Annual General Meeting ("AGM") of your Company was held on 5th August, 2022 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility.

Further, a Meeting of the Equity Shareholders of your Company was convened on 19th August, 2022 through VC/OVAM facility as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 10th June, 2022 ("CCM").

The attendance of the Directors at the said Meetings held during the year, was as under:

Name of Directors	AGM, 5th August, 2022	CCM 19th August, 2022	Shareholders Meeting during the year	Attended	% of attendance of a Director
Mr. Anand G. Mahindra	✓	✓	2	2	100%
Dr. Anish Shah	✓	✓	2	2	100%
Mr. Rajesh Jejurikar	✓	✓	2	2	100%
Dr. Vishakha N. Desai	✓	✓	2	2	100%
Mr. Vikram Singh Mehta	✓	✓	2	2	100%
Mr. T. N. Manoharan	✓	✓	2	2	100%
Mr. Vijay Kumar Sharma	✓	✓	2	2	100%
Mr. Haigreve Khaitan	✓	✓	2	2	100%
Ms. Shikha Sharma	✓	✓	2	2	100%
Mr. CP Gurnani	✓	✓	2	2	100%
Ms. Nisaba Godrej	✓	✗	2	1	50%
Mr. Muthiah Murugappan	✓	✓	2	2	100%
% of attendance at a Meeting	100%	92%			

✓ Attended through Video Conference ✗ Leave of Absence

Pursuant to removal of the restriction of conducting Board Meeting(s) through Video Conferencing/Other Audio-Visual Means for selected Agenda Items by the Ministry of Corporate Affairs ('MCA'), a majority of the Board and Committee Meeting(s) were held through hybrid mode where the Directors were given an option to join the Meeting through Video Conferencing (VC) facility. The VC facility was provided for all Board and Committee Meetings held during the year under review.

E. Meetings of Independent Directors

The Independent Directors of your Company often meet before the Board Meeting(s) 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.

The Independent Directors communicate as appropriate, suggestions, views or concerns to the Chairman or Managing Director and Chief Executive Officer upon conclusion of their Meeting(s).

F. Director(s) seeking Re-appointment

Mr. Anand G. Mahindra, Chairman and Mr. Vijay Kumar Sharma, Non-Executive Non-Independent Director (Nominee of LIC) are liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, have offered themselves for re-appointment.

Mr. Anand G. Mahindra
Chairman

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 Reserve Bank of India Board, 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 an incisive business commentator and humanitarian with over 10 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 underprivileged 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 aimed at creating a new popular fan following for Kabbadi as an antithesis to cricket.

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.

Mr. Mahindra has completed 68 years of age.

Mr. Anand G. Mahindra is the Chairman of Mahindra & Mahindra Limited, Tech Mahindra Limited, Classic Legends Private Limited and Mahindra Holdings Limited and Director of 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 The Indian and Eastern Engineer Company Private Limited.

Mr. Anand G. Mahindra is also a Part-time Non-official Director of Central Board of Reserve Bank of India.

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

Name of the Company	Name of the Committee(s)	Position Held
Mahindra & Mahindra Limited	Strategic Investment Committee	Chairman
	Sale of Assets Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Stakeholders Relationship Committee	Member

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

Mr. Mahindra 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. Vijay Kumar Sharma
Non-Executive Non-Independent Director (Nominee of LIC)

Mr. Vijay Kumar Sharma is a post-graduate (M.Sc.) from Patna University.

Mr. Sharma joined Life Insurance Corporation of India ("LIC") as Direct Recruit Officer in 1981 and grew up with the Corporation since then. He held various challenging assignments pan India and in all operational streams including in-charge positions at different levels. Working across length and breadth of the country has added immensely to his experience and honed his understanding of demographics of the country, socioeconomic needs of different regions and multi-cultural challenges in implementation of LIC's objectives.

Mr. Vijay Kumar Sharma superannuated as Chairman of LIC on 31st December, 2018. Prior to his taking over as Chairman on 16th December 2016, he served as Chairman (In charge) from 16th September, 2016 and Managing Director of LIC from 1st November, 2013. From December, 2010 to November, 2013, he served as Managing Director & Chief Executive Officer, LIC Housing Finance Limited (LIC HFL), a premier housing finance company in the country.

As MD & CEO of LIC HFL, he stabilized the operations under most challenging circumstances of negative media glare, intense scrutiny by Regulator & others and turned it around to be the best Housing Finance Company in 2011.

He has been an inspirational leader who utilizes negotiation skills gained over thirty seven years of extensive experience in insurance and financial sectors and strongly connects to the grass root levels, believes in bottom-up approach and has the ability to see the Big Picture and translate it to reality. He is known as Growth Leader, leading the Organisation to surge ahead and turnaround on its growth path in all the segments of performance.

Mr. Vijay Kumar Sharma has completed 64 years of age.

Mr. Sharma is Non-Executive Non-Independent Director of Mahindra & Mahindra Limited, Independent Director of Tata Steel Limited, Reliance Power Limited, NURECA Limited, Vidarbha Industries Power Limited and Director of Ambuja Cement Foundation.

Mr. Vijay Kumar Sharma is a Chairman/ Member of the following Board Committees:

Sr. No.	Name of the Company	Name of the Committee(s)	Position Held
1.	Mahindra & Mahindra Limited	Strategic Investment Committee	Member
2.	Tata Steel Limited	Stakeholders Relationship Committee	Chairman
		Nomination & Remuneration Committee	Member
		Safety Health and Environment Committee	Member
3.	Reliance Power Limited	Nomination & Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Audit Committee	Member
		CSR Committee	Member
		Risk Management Committee	Member
4.	Vidarbha Industries Power Limited	Audit Committee	Chairman
		CSR Committee	Chairman
		Nomination & Remuneration Committee	Member

Mr. Vijay Kumar Sharma does not hold any Ordinary (Equity) Shares in the Company.

Mr. Vijay Kumar Sharma has resigned as a Director of ACC Limited on 20th July, 2020 and is not *inter-se* related to any other Director of the Company.

G. 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/investor-relations/policies-and-documents. 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.

H. CEO/CFO Certification

The Managing Director & Chief Executive Officer and Group Chief Financial Officer of the Company have jointly provided an annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations and quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

I. 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, Listing

Regulations, Framework for Related Party Transactions, etc. at the Audit Committee Meetings, Economic Environment & Global Scenario, Frontier Risks, Business Entity Risks, etc. at the Risk Management Committee Meetings, Products Launch and Showcase of New Vehicles, etc. 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://mahindra.com/sites/default/files/2023-02/disclosures-under-regulation-46-and-62-of-sebi-lodr.pdf.

J. 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.

K. 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	√	√	√	√	√	√

L. 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).

M. 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; and

(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/investor-relations/policies-and-documents.

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 as well as performance of the Company, 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, 2023

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 crores per annum, with effect from 12th November, 2021.

During the year under review, the following Non-Executive Directors were paid a commission of Rs. 359.42 lakhs (provided for in the accounts for the year ended 31st March, 2022), distributed amongst the Directors as follows:

Name of Directors	Commission for the year ended 31st March, 2022, paid during the year under review (Rs. In Lakhs)
Mr. Anand G. Mahindra*	95.89
Mr. Vikram Singh Mehta	36.00
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	30.00
Mr. Muthiah Murugappan	29.53

* Non-Executive Chairman from 12th November, 2021.

\# Commission is 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. 582 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. 60,000 each for every Committee Meeting other than Stakeholders Relationship Committee (increased from Rs. 50,000 to Rs. 60,000 with effect from 11th February, 2023). 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, 2023 along with their respective shareholdings in your Company are as under:

Name of Directors	Sitting Fees paid for the Board and Committee Meetings held during the year ended 31st March, 2023 (Rs. in Lakhs)	Commission for the year ended 31st March, 2023, 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 31st March, 2023
Mr. Anand G. Mahindra	14.40	250.00	14,30,008
Mr. Vikram Singh Mehta	21.50	45.00	20,000
Dr. Vishakha N. Desai	10.80	45.00	12,500
Mr. T. N. Manoharan	17.30	45.00	Nil
Mr. Vijay Kumar Sharma (Nominee of LIC)	10.10	38.00#	Nil
Mr. Haigreve Khaitan	18.50##	45.00##	Nil
Ms. Shikha Sharma	19.90	38.00	Nil
Mr. CP Gurnani^	Nil	Nil	2,290
Ms. Nisaba Godrej	10.60	38.00	Nil
Mr. Muthiah Murugappan	11.50	38.00	Nil

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, 2023

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, 2023:

Directors	(Rs. in Lakhs)				Contract Period
	Salary	Company's Contribution to Funds[1]	Perquisites and Allowances	Total	
Dr. Anish Shah (Managing Director and Chief Executive Officer)	1,193.61#	51.54	398.82@	1,643.97	Deputy Managing Director and Group Chief Financial Officer from 1st April, 2020 to 1st April, 2021 and Managing Director and Chief Executive Officer from 2nd April, 2021 to 31st March, 2025
Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector)	937.40##	34.71	302.24@@	1,274.35	1st April, 2020 to 31st March, 2025 Designated as Executive Director (Automotive and Farm Sectors) upto 14th March, 2023 and re-designated as Executive Director and CEO (Auto and Farm Sector) from 15th March, 2023.

1 Aggregate of the Company's contributions to Superannuation Fund and Provident Fund.
Includes Performance pay of Rs. 396 lakhs.
Includes Performance pay of Rs. 345 lakhs.
@ Includes Rs. 397.43 lakhs being perquisite value of ESOPs of the Company exercised during the year.
@@ Includes Rs. 301.06 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 and Performance Pay are the only components of remuneration that are performance-linked. All other components are fixed.
c. There is no separate provision for payment of Severance Fees.

D. Remuneration paid/payable to Mr. Anand G. Mahindra, Non-Executive Chairman for the year ended 31st March, 2023

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 the 75th AGM held on 6th August, 2021. Further, the Shareholders of the Company at the 76th AGM held on 5th August, 2022 pursuant to the provisions of Regulation 17(6)(ca) of the Listing Regulations, accorded their approval for payment of remuneration to Mr. Anand G. Mahindra for the Financial Year 2022-23, 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.

Following is the remuneration paid/payable to Mr. Anand G. Mahindra as Non-Executive Chairman during the year ended 31st March, 2023:

Director(s)	(Rs. in Lakhs)		
	Remuneration	Commission	Total*
Mr. Anand G. Mahindra	250#	250	500

* In addition, Mr. Anand G. Mahindra is entitled to the Benefits under the Special Post Retirement Benefit Scheme of the Company.

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 September, 2006	Options granted in July, 2007	Options granted in August, 2008	Options granted in September, 2012
	(1)	(2)	(3)	(4)	(5)	(6)
Dr. Vishakha N. Desai, Independent Director	N.A.	N.A.	N.A.	N.A.	N.A.	@10,000*****
Mr. Vikram Singh Mehta, Independent Director	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.
Mr. Rajesh Jejurikar, Executive Director & CEO (Auto and Farm Sector)	*13,548	*15,000***	*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 June, 2021	Options granted in March, 2022%	Options granted in March, 2022!	Options granted in November, 2022
	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
Dr. Anish Shah, Managing Director & Chief Executive Officer	N.A.	N.A.	*1,25,270****	Nil	Nil	*36,504	57,755	2,70,386	14,367	58,207	49,596
Mr. Rajesh Jejurikar, Executive Director & CEO (Auto and Farm Sector)	@37,085	*44,282****	*40,733****	*13,578****	*18,882	*18,882	49,870	2,13,471	17,139	47,169	41,790

@ Unexercised Options lapsed.

Notes:

a. Mr. Anand G. Mahindra being a Promoter of the Company is not entitled to Stock Options.

b. 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)	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***
(4)	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***
(5)	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***
(6)	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*****
(7)	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*****
(8)	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*****
(9)	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*****
(10)	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*****
(11)	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
(12)	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
(13)	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
(14)	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
(15)	March, 2022[%]	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
(16)	March, 2022[!]	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
(17)	November, 2022	Three instalments in November 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 also 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.

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 scope, powers & duties and responsibilities.

The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the respective 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, 2023, which comprise of Five Statutory Committees and One Non-statutory Committee (Voluntary Committee), details of which are as follows:

Board Committees as on 31st March, 2023:



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. Haigreve Khaitan. All the Members of the Committee are Independent Directors and 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, to consider and grant 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, granting omnibus approvals for related party transactions subject to fulfilment of certain conditions and quarterly reviews thereof, approve transaction(s) of the Company or any Subsidiaries of the Company on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any Subsidiaries of the Company.

The Committee is also authorised to 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 Whistle-blower Policy/ Vigil Mechanism, to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders. 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 Whistle-blower Policy are also placed before the Committee.

During the year under review, the Audit Committee was additionally authorised to review the report submitted by monitoring agency for the utilization of proceeds of preferential issue or qualified institutions placement in addition to public issue or rights issue pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 dated 14th November, 2022.

Subsequent to the year end, Policy on Materiality of and Dealing with Related Party Transactions was amended by the Committee to make it more elaborate specifically in view of further changes in the coverage of the related party transactions with effect from 1st April, 2023.

Further, the Committee also considered and recommended to the Board amendment in the Code of Conduct for Prevention of Insider Trading in Securities of Mahindra & Mahindra Limited and Policy on Insider Trading *inter alia* to align it with the Insider Trading Regulations and prohibit derivative transactions in the Securities of the Company.

The Meetings of the Audit Committee are also attended by the Chairman, the Managing Director and Chief Executive Officer, Executive Director and CEO (Auto and Farm Sector), Group Chief Financial Officer, the Statutory Auditors, the Group Chief Internal Auditor, the Controller of Accounts, 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 76th AGM of the Company held through Video Conferencing facility on 5th August, 2022 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 Circular 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):

100%	4	8	100%
Independence	**Members**	**Meetings**	**Attendance**

The Committee met Eight times during the year under review on 27th May, 2022, 7th July, 2022, 4th August, 2022, 9th September, 2022, 10th November, 2022, 21st November, 2022, 9th February, 2023 and 14th March, 2023. The gap between two Meetings did not exceed one hundred and twenty days. The attendance at the Meetings was as under:

Audit Committee Attendance

Name of the Members	Committee Meeting Dates and Mode								Held during the Year	Attended	% of attendance of a Member
	1	2	3	4	5	6	7	8			
	27th May, 2022	7th July, 2022	4th August, 2022	9th September, 2022	10th November, 2022	21st November, 2022	9th February, 2023	14th March, 2023			
	Hybrid	VC	Hybrid	VC	Physical	VC	Physical	Hybrid			
Mr. T. N. Manoharan (Chairman)	✓	VC	✓	VC	✓	VC	✓	✓	8	8	100%
Ms. Shikha Sharma	VC	VC	VC	VC	✓	VC	✓	VC	8	8	100%
Mr. Vikram Singh Mehta	VC	VC	✓	VC	✓	VC	✓	VC	8	8	100%
Mr. Haigreve Khaitan	✓	VC	✓	VC	✓	VC	✓	✓	8	8	100%
% of attendance at a Meeting	100%	100%	100%	100%	100%	100%	100%	100%			

VC Attended through Video Conference ⊗ Leave of Absence ✓ Attended in-person

AUDIT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

Activities of the Committee during the year	Frequency
Reviewed Quarterly, Half yearly and Annual Standalone and Consolidated Financials 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 financial statements, scope of their Reports 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 on the Remuneration payable to the Chief Internal Auditor and Chief Financial Officer of the Company	A
Reviewed the performance of the Statutory Auditors and approved their Re-Appointment as Statutory Auditors for a Second Term of 5 (five) consecutive years and recommended the same to the Board	A / E
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 Discussion and Analysis of the financial condition and results of operations of the Company	A
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 function of the Company and the Group and reviewed the performance of the Chief Internal Auditor	Q / A
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 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, 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 reviewed 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 onward recommendation to the Shareholders for approval as and when necessary	Q / A
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 unlisted subsidiary companies	A
Approved the other services proposed to be rendered by the Statutory Auditors, directly or indirectly	A / E
Reviewed and approved the proposed amendments in the terms of reference of the Committee including review of the report submitted by monitoring agency for the utilization of proceeds of preferential issue or qualified institutions placement in addition to public issue or rights issue	E
Noted the Material Subsidiary(ies) 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 Whistle-blower Complaints received alongwith Report under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	Q
Considered and approved the appointment of Cost Auditors, remuneration payable to them and the Cost Audit Report and recommended the same to the Board	A
Reviewed and approved amendments to Policy on Prevention of Sexual Harassment of the Company	E
Held meeting with the Representatives of the Credit Rating Agencies which have rated the Non-Convertible Debentures issued by / long term borrowings of 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, Dr. Anish Shah, Managing Director and Chief Executive Officer 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 takes appropriate decisions in terms of the concerned Scheme(s).

The terms of reference of this Committee are aligned with the Listing Regulations and the Act.

The coverage of "Senior Management" of the Company was widened pursuant to an amendment to the Listing Regulations and consequently the "Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management" has been amended.

The scope of the Committee *inter alia* 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/investor-relations/policies-and-documents.

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 and 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 5th August, 2022.

Composition and Attendance (in brief):

100%	4	5	100%
Independence	Members	Meetings	Attendance

The Committee met five times during the year under review on 27th May, 2022, 4th August, 2022, 10th November, 2022, 10th February, 2023 and 14th March, 2023.

The attendance at the Meetings was as under:

Governance, Nomination and Remuneration Committee Attendance

Name of the Members	Committee Meeting Dates and Mode					Held during the Year	Attended	% of attendance of a Member
	1	2	3	4	5			
	27th May, 2022	4th August, 2022	10th November, 2022	10th February, 2023	14th March, 2023			
	Hybrid	Hybrid	Hybrid	Hybrid	Hybrid			
Mr. Vikram Singh Mehta (Chairman)	✓	✓	✓	✓	✓	5	5	100%
Mr. Haigreve Khaitan	✓	✓	✓	✓	✓	5	5	100%
Ms. Shikha Sharma	✓	✓	✓	✓	✓	5	5	100%
Ms. Nisaba Godrej	✓	✓	✓	✓	✓	5	5	100%
% of attendance at a Meeting	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, 2023:

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 amendments to Gift and Entertainment Policy and Code of Conduct for stakeholders	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 and Performance Pay to be paid to the Wholetime Directors	A
Benchmarking of remuneration of Senior Management and approved and recommended to the Board remuneration of Senior Management	A / E
Redesignation of Mr. Rajesh Jejurikar as "Executive Director and CEO (Auto and Farm Sector)"	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. The Board at its Meeting held on 28th May, 2022 had 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.

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, 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.

During the year under review, the terms of reference of the Committee were amended to include looking 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 76th AGM of the Company held through Video Conferencing facility on 5th August, 2022.

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):

75%	4	4	100%
Independence	**Members**	**Meetings**	**Attendance**

The Committee met four times during the year under review on 27th May, 2022, 4th August, 2022, 10th November, 2022 and 9th February, 2023. The attendance at the Meetings was as under:

Stakeholders Relationship Committee Attendance

Name of the Members	Committee Meeting Dates and Mode				Held during the Year	Attended	% of attendance of a Member
	1	2	3	4			
	27th May, 2022	4th August, 2022	10th November, 2022	9th February, 2023			
	Hybrid	Physical	Hybrid	Physical			
Mr. Haigreve Khaitan (Chairman)	✓	✓	✓	✓	4	4	100%
Mr. Anand G. Mahindra	✓	✓	✓	✓	4	4	100%
Dr. Vishakha N. Desai	✓	✓	✓	✓	4	4	100%
Mr. Muthiah Murugappan*	N.A.	✓	✓	✓	3	3	100%
Dr. Anish Shah**	✓	N.A.	N.A.	N.A.	1	1	100%
% of attendance at a Meeting	100%	100%	100%	100%			

Attended through Video Conference | Leave of Absence | Attended in-person

* Appointed as Member of the Committee with effect from 28th May, 2022.

** Ceased as Member of the Committee with effect from 28th May, 2022.

STAKEHOLDERS RELATIONSHIP COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

Activities of the Committee during the year	Frequency
Reviewed compliances related to Share Transfer Agent activities of KFin Technologies Limited and Investor Related Compliances	Q
Review of Investor Grievances	Q
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	Q
Took note of status of various accounts relating to payment of investor dues	Q
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

Activities of the Committee during the year	Frequency
Approved issue of Duplicate Share Certificates	E
Status of Debentures and Commercial Papers	Q
Allotment of Shares pursuant to merger	E

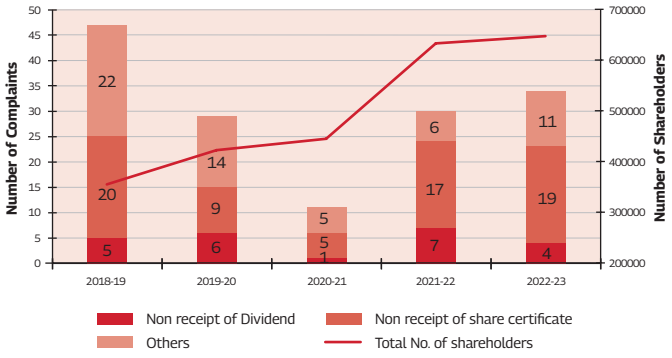
Frequency A Annual Q Quarterly P Periodically E Event Based

Details of Shareholders'/ Investors' Complaints:

During the Financial Year ended 31st March, 2023, 34 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	2018-19	2019-20	2020-21	2021-22	2022-23
Total No. of Complaints received and resolved	47	29	11	30	34
No. of Shareholders as on 31st March	3,54,817	4,22,292	4,44,755	6,32,821	6,47,146



Your Company has taken adequate measures 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/investor-relations/policies-and-documents.

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.

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 contributions to Charitable and/or CSR projects or programs to be implemented directly through its ESOPs (Employee Social 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 exempted or registered and approved under Income Tax Act, 1961 established by the company or company established under section 8 of the Act or a registered trust or a registered society established by the Central Government or State Government or any entity established under an Act of Parliament or a State legislature or a registered public trust or a registered society exempted or registered and approved and having an established track record of at least three 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 *inter alia* include, 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.

During the year under review, the 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 https://www.mahindra.com/investor-relations/policies-and-documents.

Composition and Attendance (in brief):

60%	5	3	100%
Independence	**Members**	**Meetings**	**Attendance**

The Committee met 3 times during the year under review on 27th May, 2022, 10th November, 2022 and 14th March, 2023. The attendance at the Meetings was as under:

Corporate Social Responsibility Committee Attendance

Name of the Members	Committee Meeting Dates and Mode			Held during the Year	Attended	% of attendance of a Member
	1	2	3			
	27th May, 2022	10th November, 2022	14th March, 2023			
	Hybrid	Hybrid	Hybrid			
Dr. Vishakha N. Desai (Chairperson)				3	3	100%
Mr. Anand G. Mahindra				3	3	100%
Dr. Anish Shah				3	3	100%
Mr. Vikram Singh Mehta				3	3	100%
Mr. Muthiah Murugappan				3	3	100%
% of attendance at a Meeting	100%	100%	100%			

Attended through Video Conference | Leave of Absence | Attended in-person

CSR COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023:

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
Noted the enlarged scope of the Committee which includes Environment, Social and Governance (ESG) related matters considering the commitment of the Company towards sustainable business practices and the increasing adaptability of ESG framework by all companies.	E
Reviewed the Company's Business Responsibility and sustainability 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 recommended the same to the Board	A / E

Activities of the Committee during the year	Frequency
Considered and approved revised CSR Budget for the Financial Year and amendment to the Annual Action Plan for the Financial Year and recommended the same to the Board	A / E
Considered and approved amendment in the CSR Policy of the Company and recommended the same to the Board	A / E
Noted the amendments and clarification issued by Ministry of Corporate Affairs (MCA) in the CSR Provisions from time to time	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	P

Frequency A Annually P Periodically E Event based

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 is chaired by Mr. T. N. Manoharan. The other Members are Dr. Anish Shah, Ms. Shikha Sharma, Mr. Rajesh Jejurikar, Mr. Vikram Singh Mehta and Mr. Haigreve Khaitan.

During the year, 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 and continues as a Member.

Key Terms of Reference of the Committee:

The terms of the reference of RMC are wide and are in line with the regulatory requirements of the Listing Regulations and *inter alia* include:

1. Formulation of a detailed risk management policy which shall include:
   a. 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;
   b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
   c. Business continuity plan.
2. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.
4. Periodically reviewing the risk management policy (at least once in two years) including by considering the changing industry dynamics and evolving complexity.
5. Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
6. 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 Circular 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):

67%	6	3	100%
Independence	Members	Meetings	Attendance

The Committee met thrice during the year under review on 4th August, 2022, 10th November, 2022 and 14th March, 2023. The attendance at the Meetings was as under:

Risk Management Committee Attendance

Name of the Members	Committee Meeting Dates and Mode			Held during the Year	Attended	% of attendance of a Member
	1	2	3			
	4th August, 2022	10th November, 2022	14th March, 2023			
	Hybrid	Physical	Hybrid			
Mr. T. N. Manoharan* (Chairman)	✓	✓	✓	3	3	100%
Dr. Anish Shah**	✓	✓	✓	3	3	100%
Mr. Rajesh Jejurikar	✓	✓	✓	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

* Appointed as Chairman of the Committee with effect from 28th May, 2022.
** Ceased to be Chairman of the Committee with effect from 28th May, 2022 and continues to be a Member.

RISK MANAGEMENT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

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 various Risks emerging from Russia & Ukraine war & China -Taiwan Escalation - Impact on AFS, Supplies, Business entity risk scorecard, Portfolio risk scorecard, Discussion on unknown risks, Macro-economic & Global Scenario, frontier risk, etc.	E
Reviewed the Risk Management Policy (Enterprises Risk Management Policy) of the Company and Proposed Enterprises Risk Management framework of the Company and suggested changes to be incorporated therein	E
Reviewed the Risk Certificate covering risk management measures and controls 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 A Annually P Periodically E Event based

F. Strategic Investment Committee (A voluntary initiative of your Company)

The Strategic Investment Committee is a voluntary Committee of your Company and 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:

This Committee is constituted by the Board with powers, *inter alia,* to 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), etc.

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%	5	5	96%
Independence	**Members**	**Meetings**	**Attendance**

The Committee met five times during the year under review on 27th May, 2022, 4th August, 2022, 10th November, 2022, 9th February, 2023 and 14th March, 2023. The attendance at the Meetings was as under:

Strategic Investment Committee Attendance

Name of the Members	Committee Meeting Dates and Mode					Held during the year	Attended	% of attendance of a Member
	1	2	3	4	5			
	27th May, 2022	4th August, 2022	10th November, 2022	9th February, 2023	14th March, 2023			
	Hybrid	Hybrid	Hybrid	Physical	Hybrid			
Mr. Anand G. Mahindra (Chairman)	✓	✓	✓	✓	✓	5	5	100%
Mr. Vikram Singh Mehta	✓	✓	✓	✓	✓	5	5	100%
Mr. T. N. Manoharan	✓	✓	✓	✓	✓	5	5	100%
Ms. Shikha Sharma	✓	✓	✓	✓	✓	5	5	100%
Mr. Vijay Kumar Sharma	✓	✓	✓	✗	✓	5	4	80%
% of attendance at a Meeting	100%	100%	100%	80%	100%			

✓ Attended through Video Conference ✗ Leave of Absence ✓ Attended in-person

STRATEGIC INVESTMENT COMMITTEE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

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, if any, and recommended the same to the Board	Q / E
Noted business updates from various subsidiaries, restructuring within certain group companies, approved shares exchange/swap, dilution of stake, transfer of Assets and/or business/hiving off, entering into new line of business, etc. and made suitable recommendation to the Board as and when required	Q / E
Monitored and reviewed the existing investments in subsidiaries, joint ventures and other group entities including overseeing the performance of various sectors/companies	Q / P
Considered and reviewed proposed divestments in certain subsidiaries, joint ventures and other group entities and made suitable recommendations to the Board	E

Frequency Q Quarterly P Periodically E Event based

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 (MMFSL) (Listed) is a material subsidiary of the Company, formed on 1st January, 1991 at Mumbai. Further, M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No. 117365W) and M/s. Mukund M. Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 106655W) are the Joint Statutory Auditors of MMFSL, appointed for a period of 2 (two) consecutive years, to hold office from conclusion of the 32nd AGM of MMFSL held on 28th July, 2022 till conclusion of the 34th AGM of MMFSL to be held in the year 2024.

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, 2023.

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/investor-relations/policies-and-documents.

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 ("RPT Policy") which specifies the manner of entering into related party transactions. Subsequent to the year end, the RPT Policy was reviewed and amended with a view to make it more elaborate specifically in view of the changes in the coverage of the related party transactions with effect from 1st April, 2023.

The updated RPT 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/investor-relations/policies-and-documents.

C. Disclosure of Transactions with Related Parties

During the Financial Year 2022-23, 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 and as required under the Listing Regulations, the Company is in compliance with the Accounting Standards on related party disclosures, has been submitting disclosures of related party transactions to the Stock Exchanges in the prescribed format from time to time and also publishing 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") 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. Subsequent to the year end, the M&M Code of Conduct was amended to *inter alia* align it with the Insider Trading Regulations and to restrict trading in Derivative transactions in the Securities of the Company.

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 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. Whistle-blower 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, Whistle-blower 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/ E-learning sessions. The Company has provided a third-party whistleblowing helpline service through an external service provider. The Ethics helpline service includes toll free number, web portal access and e-mail facilities. This helpline serves as platform under vigil mechanism for all stakeholders to raise any concerns on unethical behaviour and provided by Convercent, a Global service provider.

- Helpline No: 000 800 100 4175

  The toll-free helpline number is available in English and Multiple Languages.

- Url: https://ethics.mahindra.com/ is available in 5 prominent languages (Tamil, Telugu, Spanish, English, Hindi).

Direct complaints can also be raised with 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 has an established reporting mechanism for Stakeholders to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Code, including insider trading violations and reporting instances of leak of Unpublished Price Sensitive Information by the employees. Under the Vigil Mechanism, the employees are encouraged to voice their concerns and 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.

The 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 the 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/investor-relations/policies-and-documents.

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). The information to the Stock Exchanges located outside India is filed through electronic means or other permissible means.

Analyst/Institutional Investors Presentations

The Company hosts calls with institutional investors/analyst post quarterly/half-yearly and the audited financial results are announced and on request. Presentations are also made to international and domestic institutional investors and analysts. These presentations and other disclosures which are required to be disseminated are filed electronically with the Stock Exchanges as well as uploaded on the Company's website 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 Visual recordings on the website of the Company.

The details of Investors/Analyst interactions held during the year under review are as follows:

Investors/Analyst Interactions - FY 2022-23					
Particulars	**One on one /Group Interactions***	**Conferences** /Non-Deal Roadshows**	**Company events*****	**Keynote address at Investor Forums by Senior Management**	**Total**
Number of Meetings	135	112	10	7	264
Number of Hours spent	135	112	15	7	269

* Includes Plant/R&D centre visit, New Product launch, Dealer visit/test drive, specific events, etc.

** 25 Conferences

*** Includes quarterly earnings calls/analyst meet, specific events, etc.

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 quarterly, half-yearly and yearly results are also published in Free Press Journal / 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/investor-relations/reports.

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://ris.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/investor-relations/reports.

KPRISM Mobile service application by KFintech

Members are requested to note that KFin Technologies Limited (KFintech) has a mobile application - KPRISM and a website https://kprism.kfintech.com for online service to Members.

Members can download the mobile application from play store, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFintech, Dividend status, request 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 disbursement. In addition, members can also visit the Investor Service Center (ISC) webpage, https://ris.kfintech.com/clientservices/isc/default.aspx and get benefitted from the list of services that can be executed from the page like raising or tracking a query, upload tax exemptions forms, view the Demat / Remat request, check dividend status and download required ISR forms and check KYC status for Physical Folios.

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. 10/2022 dated 28th December, 2022, companies whose AGMs are due in the Year 2023 are allowed to conduct their AGM through video conferencing (VC) or other audio visual means (OAVM) on or before 30th September, 2023. 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 Visit 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. 77th Annual General Meeting

Date : 4th August, 2023
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, 15th July, 2023 to Friday, 4th August, 2023, both days inclusive and the Dividend would be paid/dispatched after 4th August, 2023.

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.

Ordinary (Equity) Shares and GDRs:

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 Society 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	

Non-Convertible Debentures (NCDs)

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.	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#

* Subsequent to the year end, the NCDs having ISIN: INE101A08096 and INE101A08104 were redeemed on 20th April, 2023 and 24th April, 2023 respectively upon Maturity.

\# The Company has on 4th May, 2023 received Notices from all the Holders for this series of NCDs exercising Put Option to redeem the NCDs as per the terms and conditions of the issue. These NCDs would be redeemed on 8th June, 2023 (being Put Option date) prior to Maturity along with accrued Interest.

5. List of all Credit Ratings obtained by the Company along with revisions for the FY 2022-23

The credit ratings obtained by the Company along with revisions, if any, thereto during the Financial Year 2022-23, 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+	–	–

During the year under review, credit ratings obtained by the Company for the Commercial Paper ("CP") have been fully withdrawn by ICRA on account of nil outstanding (due to maturity).

The above ratings have been assigned/ affirmed/ re-affirmed by the Credit Rating Agencies for the financial year ended 31st March 2023.

6. Corporate Identity Number: L65990MH1945PLC004558

7. Registered Office Address

Mahindra & Mahindra Limited
Gateway Building, Apollo Bunder,
Mumbai – 400 001.

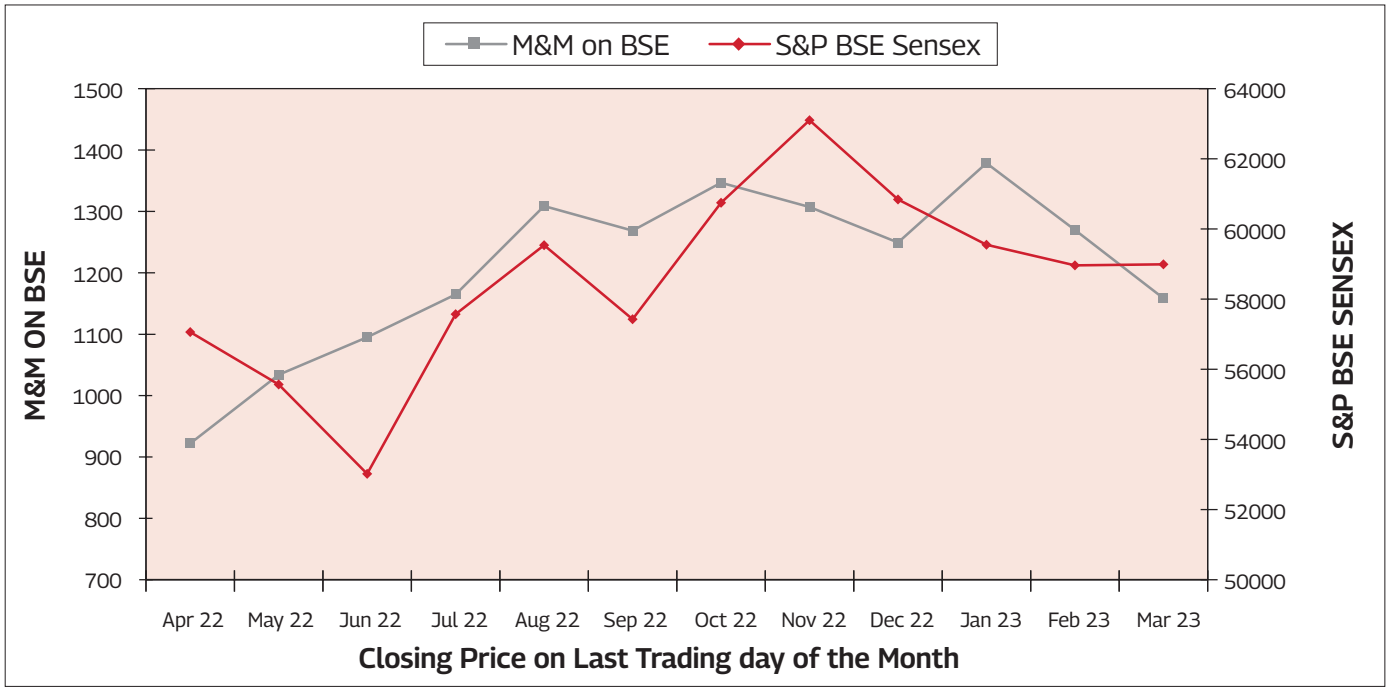
8. Stock Price Data:

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, 2022	942.90	808.45	945.00	807.70	10.80	12.30	12.10	10.70
May, 2022	1,043.15	854.45	1,043.00	853.70	11.10	12.30	13.00	11.05
June, 2022	1,121.00	972.90	1,121.45	972.65	12.50	13.50	13.80	12.45
July, 2022	1,192.55	1,064.75	1,195.00	1,064.00	13.60	14.80	14.75	13.35
August, 2022	1,314.80	1,186.30	1,315.00	1,184.25	15.40	16.20	16.35	15.35
September, 2022	1,365.90	1,212.00	1,338.00	1,211.25	15.10	16.60	16.50	15.00
October, 2022	1,358.90	1,196.30	1,358.50	1,196.50	14.90	16.30	16.30	14.80
November, 2022	1,366.30	1,201.65	1,366.55	1,202.00	14.80	16.50	16.70	14.90
December, 2022	1,317.50	1,206.05	1,316.95	1,208.00	14.80	15.90	15.95	14.70
January, 2023	1,384.95	1,231.00	1,385.50	1,231.00	16.90	14.90	16.95	15.05
February, 2023	1,396.00	1,248.65	1,397.00	1,248.40	16.90	15.20	16.80	15.35
March, 2023	1,305.50	1,124.00	1,305.55	1,123.40	15.80	13.70	15.75	13.75

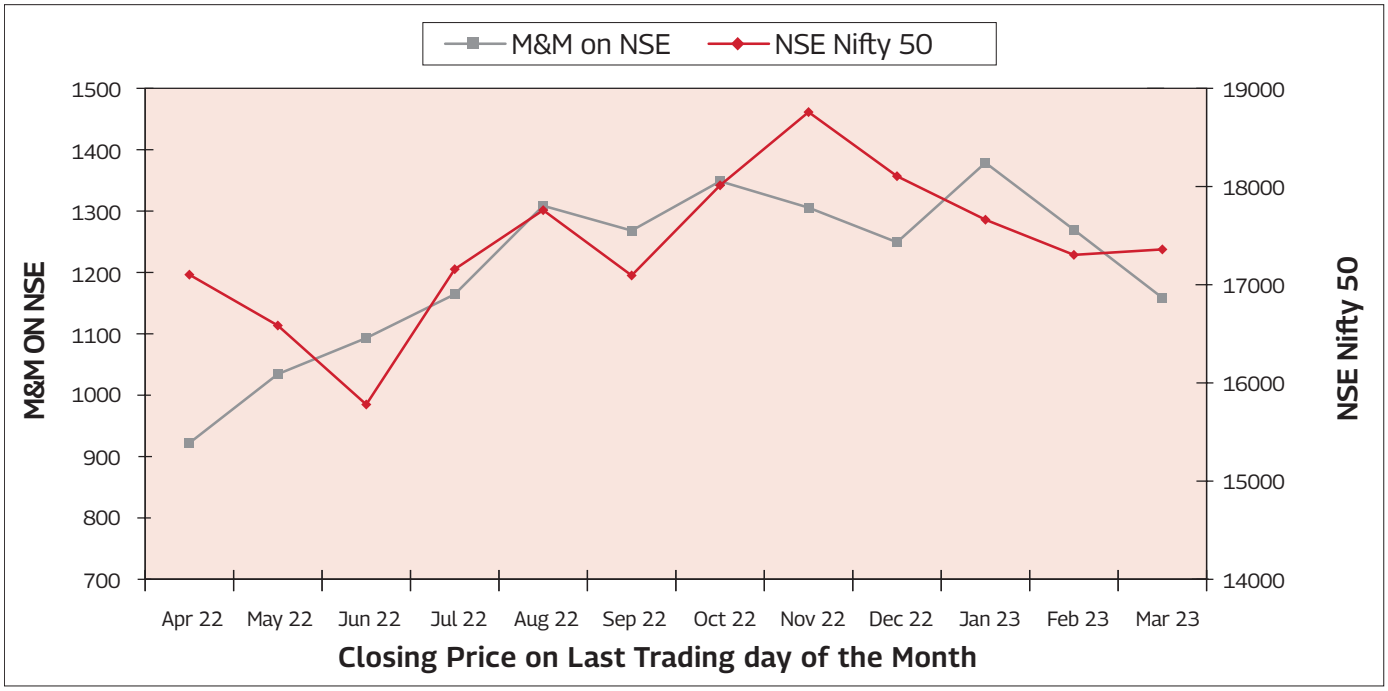
* Indicative

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
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 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 has also mandated furnishing of PAN, contact details, bank account details and nomination by holders of physical securities. Further, SEBI has also directed RTAs to freeze folios wherein PAN, KYC details and Nomination are not available on or after 1st October, 2023. 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/investor-relations/reports.

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.

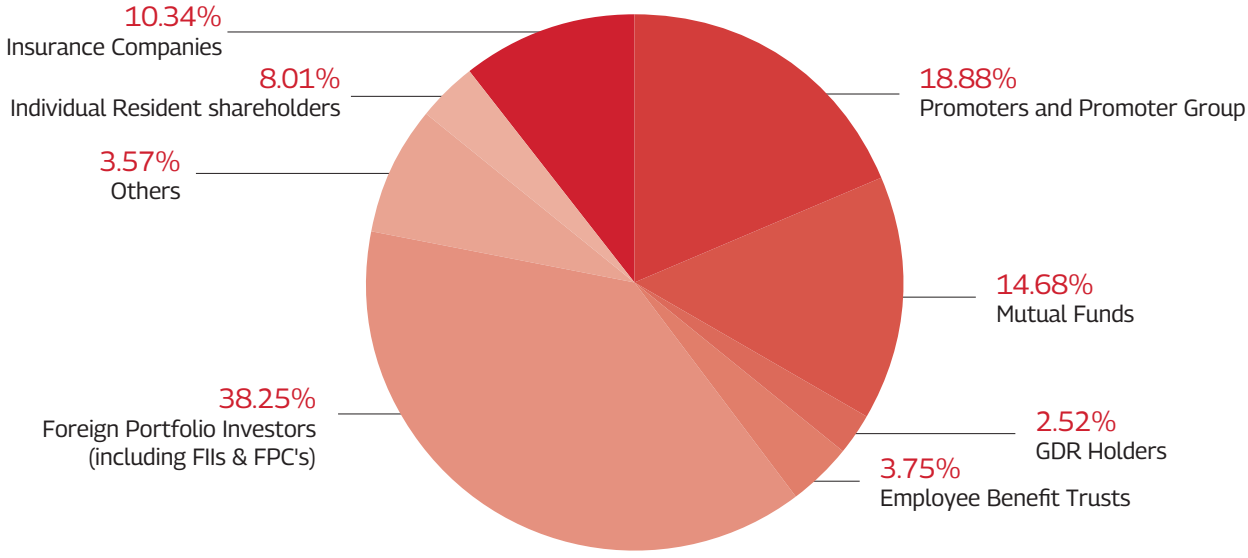
The Shareholders may also visit website of depositories viz. National Securities Depository Limited viz. https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited viz. https://www.cdslindia.com/Investors/open-demat.html for further understanding of the demat procedure.

12. Distribution of Shareholding as on 31st March, 2023

Number of Shares held	Number of Shareholders*	Number of Shares held	% of Shareholding
1-100	5,65,326	1,21,14,432	0.97
101-500	70,104	1,59,55,580	1.28
501-1,000	12,597	93,69,822	0.75
1,001-5,000	12,546	2,70,94,755	2.18
5,001-10,000	1,905	1,34,62,553	1.08
10,001-20,000	966	1,34,84,239	1.09
20,001-30,000	336	82,00,545	0.66
30,001-40,000	150	52,52,961	0.42
40,001-50,000	136	61,03,920	0.49
50,001-1,00,000	341	2,45,69,555	1.98
1,00,001 and above	778	1,10,79,20,469	89.10
Total	**6,65,185**	**1,24,35,28,831**	**100.00**

* Without consolidating the folios on the basis of PAN

13. Category-wise shareholding as of 31st March, 2023



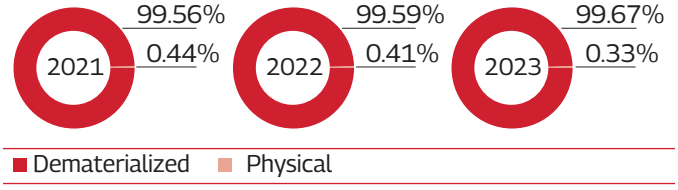
14. Shareholders holding more than 1% of the shares as on 31st March, 2023

The details of Public shareholders holding more than 1% (PAN-based) of the equity as on 31st March, 2023 are as follows:

Name of the Shareholders	% of Shareholding	No. of shares held
Life Insurance Corporation of India	5.00%	6,21,30,470
SBI Nifty 50 ETF	3.74%	4,64,76,824
First Sentier Investors ICVC - Stewart Investors Asia Pacific Leaders Sustainability Fund	3.31%	4,11,26,829
JP Morgan Chase Bank, NA	2.52%	3,13,49,492
HDFC Trustee Company Limited - HDFC Flexi Cap Fund	2.08%	2,58,17,265
Government of Singapore	1.79%	2,23,14,993
ICICI Prudential Balanced Advantage Fund	1.78%	2,21,95,622
Government Pension Fund Global	1.58%	1,96,58,298
Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund	1.35%	1,67,53,408
NPS Trust A/C - HDFC Pension Management Company Limited	1.29%	1,60,82,069
ICICI Prudential Life Insurance Company Limited	1.28%	1,58,90,466
Kuwait Investment Authority Fund 601	1.23%	1,52,71,056
UTI - Nifty Exchange Traded Fund	1.11%	1,37,87,807
Vanguard Emerging Markets Stock Index Fund, A SERI	1.03%	1,28,65,010

15. Dematerialisation of Shares and Liquidity

99.67% 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, 2023. 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, 2023 is around 81.12% and the stock is highly liquid.



16. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

3,13,49,492 GDRs constituting 2.52% of the paid-up Equity Share Capital were outstanding as on 31st March, 2023. 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, 2023.

17. Commodity price risk or Foreign Exchange Risk & hedging activities

The Commodity prices in the Financial Year 2022-23 were volatile. In the first quarter steel prices rose sharply due to supply concerns caused by Russia-Ukraine conflict. However, from June 2022 onwards, prices softened on account of easing supply concerns and weak economic outlook due to interest rate increases by major Central Banks. Additionally, there was pressure on Indian steel prices due to levy of export duties on key raw materials and products. Subsequently, from December, 2022, onwards, prices firmed up due to expectations of demand growth driven by withdrawal of zero-Covid policy by Chinese Government and removal of export duties by Indian Government. Your Company stayed focused on cost reduction through measures like VA/VE, 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". 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, are as follows:

(a) Total exposure of the listed entity to commodities in INR: Rs. 12,959 crores

(b) Exposure of the listed entity to various commodities:

Commodity Name	Exposure towards the particular commodity (Rs crores)*	F23 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)	6,139	8,80,502	Nil	Nil	Nil	Nil	Nil
Casting	3,298	6,05,259	Nil	Nil	Nil	Nil	Nil
Alloy Steel (Forging)	3,522	4,50,262	Nil	Nil	Nil	Nil	Nil

* As per average prices of FY23
\# As per Actual F23 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.

18. Plant Locations

Your Company's manufacturing facilities are located at Kandivali, Nashik, Igatpuri, Nagpur, Chakan, Zaheerabad, Jaipur, Rudrapur, Haridwar, Mohali, Pithampur and Bengaluru.

19. 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
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,
6/8, Ground Floor,
Crossely House, Near BSE
(Bombay Stock Exchange),
Next to Union Bank, 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 - 700016.

Chennai:
KFin Technologies Limited,
9th Floor, Capital Towers,
180, Kodambakkam High Road,
Nungambakkam,
Chennai - 600034.

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,
2nd 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.

20. 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 0451
E-mail : debenturetrustee@axistrustee.in
complaints@axistrustee.in

21. 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 1st April, 2022	2,457	5,59,986
Less: Number of Shareholders whose shares were transferred from suspense account during the year	33	27,276
Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on 31st March, 2023	2,424	5,32,710

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

22. Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of this Annual Report.

23. 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) and (t) of the Listing Regulations in the respective places in this Report.

24. 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
2014-15	7th August, 2015	2,20,46,088.00	26th September, 2022
2021-22*	5th August, 2022	2,41,16,981.20	8th August, 2022

* Dividend on shares which are transferred to IEPF.

25. Shares transferred/ credited to IEPF

During the year 2022-23, the Company transferred 1,17,855 Ordinary (Equity) Shares to IEPF Authority corresponding to unclaimed dividend for the year 2014-15. The IEPF Authority holds 25,67,983 Ordinary (Equity) Shares in the Company as on 31st March, 2023.

Pursuant to IEPF Rules, given below are the details of Ordinary (Equity) Shares transferred to and released from IEPF Authority:

Particulars	Number of shares transferred to / released from 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 31st March, 2018	22,00,468
Transferred to IEPF during the year 2018-19	61,352
Total number of shares held by IEPF as on 31st March, 2019	22,61,820

Particulars	Number of shares transferred to / released from IEPF
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 31st March, 2020	22,92,887
Transferred to IEPF on 8th April, 2020	30
Total number of shares held by IEPF as on 8th 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 31st 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 31st March, 2022	24,57,866
Transferred to IEPF during the year 2022-23	1,17,855
Released from IEPF during the year 2022-23	7,738
Total number of shares held by IEPF as on 31st March, 2023	25,67,983

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, 2022 on the Company's website at the web link: https://www.mahindra.com/investor-relations/regulatory-filings and on the website of the Ministry of Corporate Affairs at https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html.

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 31st March, 2023)
2015-16	10th August, 2016	9th September, 2023	3,11,17,860.00
2016-17	4th August, 2017	3rd September, 2024	2,99,54,535.00
2017-18	7th August, 2018	6th September, 2025	2,59,29,435.00
2018-19	7th August, 2019	6th September, 2026	3,08,41,994.50
2019-20	7th August, 2020	7th September, 2027	80,70,899.95
2020-21	6th August, 2021	7th September, 2028	2,07,87,190.25
2021-22	5th August, 2022	6th September, 2029	2,46,41,439.16

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 Chairman, Dr. Anish Shah is the Managing Director and Chief Executive Officer of the Company.

(b) Office for Non-Executive Chairman

Mr. Anand G. Mahindra, 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. Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries for the Financial Year 2022-23

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)	10.32
Other Services	1.02
Reimbursement of expenses	0.36
Total	**11.70**

5. 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.

6. 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, 2023 have been debarred or disqualified from being appointed or continuing as Director of companies by the Board/ Ministry of Corporate Affairs or any such Statutory Authority, is annexed at the end of this Report.

7. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the Financial Year 2022-23 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 : 9

(c) Number of complaints pending as on end of the financial year : 0

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 Board's Report and forms part of this Annual Report.

9. Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

The Loans and advances in the nature of loans to firms/ companies in which directors are interested are disclosed separately in the Board's Report and forms part of this Annual Report.

10. Directors and Officers Liability Insurance:

As per the provisions of the Act and in compliance with Regulation 25(10) of the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including Independent Directors and Officers of the Company for indemnifying any of them against any personal liability coming onto them whilst discharging fiduciary responsibilites in relation to the Company.

11. Shareholding of Key Managerial Personnel of the Company as on 31st March, 2023:

The Shareholding of Key Managerial Personnel ("KMP") of your Company as on 31st March, 2023 is as follows:

Name of KMP (alongwith their Designation)	No. of Ordinary (Equity) Shares held as on 31st March, 2023	% of Shareholding
Dr. Anish Shah, Managing Director and Chief Executive Officer	1,88,882	0.0152%
Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector)	62,874	0.0051%
Mr. Manoj Bhat, Group Chief Financial Officer	Nil	-
Mr. Narayan Shankar, Company Secretary	40,373	0.0032%

X. GENERAL BODY MEETINGS

1. 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
2020	7th 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 1st April, 2020, revision in the remuneration payable to him with effect from 1st August, 2020 upto 11th November, 2020 and re-appointment as "Managing Director and Chief Executive Officer" of the Company with effect from 12th November, 2020 to 1st April, 2021.	https://www.mahindra.com/investor-relations/reports
			2.	Appointment of Dr. Anish Shah (DIN: 02719429), as Whole-time Director designated as "Deputy Managing Director and Group Chief Financial Officer" from 1st April, 2020 to 1st April, 2021 and as the Managing Director of the Company designated as "Managing Director and Chief Executive Officer" with effect from 2nd April, 2021 to 31st 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 1st April, 2020 to 31st March, 2025.	
2021	6th 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 11th November, 2021 to 10th November, 2026.	
			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 12th November, 2021.	
2022	5th August, 2022	3:00 p.m.	1.	Payment of remuneration to Mr. Anand G. Mahindra (DIN: 00004695) as Non-Executive Chairman of the Company for the Financial Year 2022-23.	

Note:

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, MCA General Circular No. 02/2021 dated 13th January, 2021 and MCA General Circular No. 02/2022 dated 5th May, 2022 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(s) in the year 2020, 2021 and 2022 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, 2021 and 2022 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 2022-23.

2. National Company Law Tribunal Convened Meeting held during the year 2022-23 and the Resolution(s) passed therein

As per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") by its Order dated 10th June, 2022, your Company convened a Meeting of Equity Shareholders on 19th August, 2022 through VC/OAVM facility for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Merger by Absorption of Mahindra Electric Mobility Limited ("MEML" or "Transferor Company") with Mahindra & Mahindra Limited ("M&M" or "Transferee Company" or "the Company") and their respective shareholders ("Scheme"). The said Order also mentioned the appointment of Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) or in his absence Mr. Prashant Vaishampayan (Membership No. FCS 4251) as a Scrutiniser for the purpose of scrutinising the process for voting and remote e-voting for the Meeting, including for any adjournment(s) thereof.

Details of Combined Voting Results (i.e. result of remote e-voting together with that of the e-voting conducted at the Meeting) of the above Resolution are as under:

Type of voting	Number of Members voted	Percentage of Members voted	Number of votes cast	Percentage of total number of votes cast	Result
Votes in favour of the resolution	2,437	98.9042	101,10,22,097	99.9988	Passed with the requisite majority
Votes against the resolution	27	1.0958	12,069	0.0012	
Total	2,463*	100.00	101,10,34,166	100.00	

* 1 Member has voted partially in favour and partially against the Resolution and hence has been reckoned only once in the Total.

Notice of the Meeting:

- The Notice of the Meeting along with the statement setting out material facts under section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013, was sent on 16th July, 2022 to the Equity Shareholders in respect of the Resolution proposed at the Meeting.
- The Equity Shareholders of the Company holding shares as on the cut-off date of 12th August, 2022 were entitled to vote on the resolution as contained in the Notice of the Meeting.
- In pursuance of the directions issued by the NCLT pursuant to its Order, the Company had duly released an advertisement intimating the calling of the NCLT convened meeting of the Equity Shareholders and dispatch of Notice, in English newspaper viz. "Business Standard", having nation - wide circulation and in Marathi Newspaper viz. "Navshakti", having circulation in Maharashtra on 19th July, 2022.

Procedure adopted for Remote E-voting:

- In terms of the Order and in compliance with the provisions of section 230(4) read with section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, Members were provided with the facility to cast their vote electronically, through the e-voting services provided by KFin on Resolution set forth in the Notice, through remote e-voting.
- The remote e-voting period commenced on Monday, 15th August, 2022 (9:00 a.m. IST) and ended on Thursday, 18th August, 2022 (5:00 p.m. IST).
- The procedure for e-voting during the Meeting was same as that for remote e-voting since the Meeting was held through VC/OAVM. The e-voting window was activated upon instructions of the Chairman of the Meeting during the Meeting. E-voting during the Meeting was integrated with the VC/OAVM platform and the Members/ Shareholders, who were present in the Meeting through VC/OAVM facility and had not cast their vote on the Resolution through remote e-voting and were otherwise not barred from doing so, were eligible to vote through e-voting system in the Meeting.

Scrutiniser Report

- The Scrutiniser submitted his combined report on 19th August, 2022. The resolution was passed on Friday, 19th August, 2022.

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, 2023.

Anish Shah
Managing Director and Chief Executive Officer

Mumbai, 26th May, 2023

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 1 September 2022.
2. We have examined the compliance of conditions of Corporate Governance by **Mahindra & Mahindra Limited** ("the Company"), for the year ended 31 March 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) 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 2023.
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 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

Venkataramanan Vishwanath
Partner
Membership No: 113156
ICAI UDIN: 23113156BGYUJI9024

Place: Mumbai
Date: 26 May 2023

Certificate of Non-Disqualification of Directors

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, 2023 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.

CS SACHIN BHAGWAT
Membership No.: A 10189
C. P. No.: 6029
UDIN: A010189E000383751
PR Certificate No.: 654/2020

Place: Pune
Date: 26 May 2023

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L65990MH1945PLC004558
2	Name of the Listed Entity	Mahindra and Mahindra Limited
3	Year of incorporation	1945
4	Registered office address	Gateway Building, Apollo Bunder, Mumbai - 400001
5	Corporate address	Mahindra Towers, Dr. G. M. Bhosale Marg, Worli, Mumbai - 400018
6	E-mail	investors@mahindra.com
7	Telephone	+9122 6897 5500
8	Website	www.mahindra.com
9	Financial Year for which reporting is being done	01-04-2022 to 31-03-2023
10	Name of the Stock Exchange(s) where shares are listed	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 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. The Company's privately placed Non-Convertible Debentures (NCDs) are listed on the Debt Segment of BSE.
11	Paid-up Capital	Rs. 621.76 Cr.
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	
	Name Of Contact Person	Rajeshwar Tripathi Chief Human Resources Officer - Auto and Farm Sector
	Contact Number Of Contact Person	+9122 2884 9702
	Email Of Contact Person	tripathi.rajeshwar@mahindra.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken, together).	The disclosures under this report are made on Standalone basis.

II. PRODUCTS/SERVICES

14. Details of business (accounting for 90% of the Turnover)

S. No.	Description of Main Activity	Description of business activity	% of Turnover of the entity
1	Manufacturing	Motor vehicles, trailers, semi trailers and other Transport Vehicles	91.2

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Automotive	29101, 29102, 29103, 29104, 29109, 28243	64.75
2	Farm Equipment	28211, 28212	26.41

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	38	111	149
International	-	3	3

17. Markets served by the entity:

a. Number of locations

Location	Number
National (No. of States)	28 States and 6 Union Territories
International (No. of Countries)	3

b. What is the contribution of exports as a percentage of the total turnover of the entity?

5.94%

c. A brief on types of customers

The Company serves various customers including urban population, rural population, government and corporates, SMEs, agricultural and non-agricultural business and tours and travels amongst others.

IV. EMPLOYEES

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	12,246	11,469	93.66	777	6.34
2.	Other than Permanent (E)	1,193	966	80.97	227	19.03
3.	**Total employees (D + E)**	**13,439**	**12,435**	**92.53**	**1,004**	**7.47**
WORKERS						
4.	Permanent (F)	11,249	11,193	99.50	56	0.50
5.	Other than Permanent (G)	37,186	35,167	94.57	2,019	5.43
6.	**Total workers (F + G)**	**48,435**	**46,360**	**95.72**	**2,075**	**4.28**

- At the entry level (from campuses), during the year, the Company has achieved 21% gender diversity.
- In the workers category, the numbers have gone up by three times over last year.

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	6	6	100.00	-	0.00
2.	Other than Permanent (E)	-	-	-	-	-
3.	**Total differently abled employees (D + E)**	**6**	**6**	**100.00**	**-**	**0.00**
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	11	11	100.00	-	0.00
5.	Other than Permanent (G)	-	-	-	-	-
6.	**Total differently abled workers (F + G)**	**11**	**11**	**100.00**	**-**	**0.00**

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	12	3	25.00
Key Management Personnel	4*	-	0.00

* Includes Managing Director & CEO and Executive Director & CEO (Auto and Farm Sector) who are also covered in the number of directors on the Board.

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16.4%	24.9%	17.0%	15.8%	34.2%	16.9%	6.8%	11.5%	7.2%
Permanent Workers	5.0%	8.8%	5.0%	4.5%	9.4%	4.6%	4.1%	6.9%	4.1%

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

21. (a) Names of holding/subsidiary/associate companies/joint ventures

The details of subsidiaries, associates and joint ventures of the Company are provided in Form AOC-1 and form part of this Annual Report.

For the year 2022-23, following subsidiaries have participated in Business Responsibility initiatives of the Company:

S. No.	Name of the holding/subsidiary/associate companies/ joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity*	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Mahindra Steel Service Centre Limited	Subsidiary	61.00	Yes
2	Mahindra Agri Solutions Limited	Subsidiary	98.86	Yes
3	Mahindra Accelo Limited (Formerly known as Mahindra Intertrade Limited, Name changed w.e.f. 05.01.2023)	Subsidiary	100.00	Yes
4	Mahindra Holidays and Resorts India Limited	Subsidiary	67.00	Yes
5	Mahindra and Mahindra Financial Services Limited	Subsidiary	52.16	Yes
6	Mahindra Insurance Brokers Limited	Subsidiary	80.00	Yes
7	Mahindra Rural Housing Finance Limited	Subsidiary	98.43	Yes
8	Mahindra Lifespace Developers Limited	Subsidiary	51.28	Yes
9	Mahindra World City (Jaipur) Limited	Subsidiary	74.00	Yes
10	Mahindra World City Developers Limited	Subsidiary	89.00	Yes
11	Mahindra Logistics Limited	Subsidiary	58.09	Yes
12	Mahindra Heavy Engines Limited	Subsidiary	100.00	Yes
13	Mahindra Susten Private Limited	Subsidiary	70.00	Yes
14	Mahindra EPC Irrigation Limited	Subsidiary	54.31	Yes

* Percentage holding in subsidiaries represents aggregate percentage of shares/voting power held by the Company and/or its subsidiaries.

VI. CSR DETAILS

22. CSR Details

Whether CSR is applicable as per section 135 of Companies Act, 2013	Yes
Turnover (in Rs.)	84,960.26 Cr.
Net worth (in Rs.)	42,858.80 Cr.

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	if Yes, then provide web-link for grievance redress policy	FY 2022-23			FY 2021-22		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	-	–	–	NA	–	–	NA
Investors (other than shareholders)	Yes	Name of the policy: Investors Grievance Redressal Policy Web-link: https://www.mahindra.com/investor-relations/policies-and-documents	–	–	NA	–	–	NA
Shareholders	Yes	Name of the policy: Investors Grievance Redressal Policy Web-link: https://www.mahindra.com/investor-relations/policies-and-documents	34	–	NA	30	–	NA
Employees and workers	Yes	Name of the policy: Code of Conduct for Employees Web-link: https://www.mahindra.com/investor-relations/policies-and-documents	147	15	Complaints received in Q3 and Q4 of FY 2022-23 are under investigation	67	1	NA
Customers	Yes	There is no official policy, however, in all the Company's touch points like - Owner's Manual , Website, With You Hamesha (WYH) App & Repair Orders, it is mentioned to connect on the registered customer care email ID or toll free number if any feedback.	65,330	1,863	NA	51,151	1,061	NA
Value Chain Partners	Yes	Name of the policy: Suppliers Code of Conduct Web-link: https://www.mahindra.com/investor-relations/policies-and-documents	–	–	NA	–	–	NA
Others	NA	–	–	–	NA	–	–	NA

24. Overview of the entity's material responsible business conduct issues

Material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Water Security	R	Fresh water is an important input for both manufacturing processes and domestic purposes of the Company. Processes such as paint booths are water intensive processes in automotive and farm industry. It is important to use quality water to maintain the paint quality. Water scarcity is India's silent crisis and unpredictable rainfall across India makes the manufacturing plants more vulnerable for water shortages. Tractor sales are also largely dependent upon the monsoon in India. Hence insulating against water risk is one of the identified business risks and priorities.	The Company strives to mitigate the water risk by adopting following four methods: 1. The Company utilises various global tools to identify the water risk across its operation sites and value chain. Based upon the amount of risk in respective river basins, the mitigation action is planned and executed. 2. Optimum usage of water in all operations through various water efficiency measures adopted such as low volume water taps, arresting leakages in pipelines, amongst others. 3. Rainwater harvesting: By increasing rainwater storage capacity. 4. Recycling: By installing ETP/STP and RO plants, we strive to increase our recycling capacity. 5. Ground water recharge: By installing specially designed deep aquifer pits for improving ground water table. To ensure the availability of water for the community, the Company is also working on watershed management projects.	Negative Implication: Stoppage of water impacts manufacturing processes and utility set ups.
2	Carbon Emissions	R	The business risk of climate change can affect the Company in multiple ways including regulatory impact on vehicle sales, physical changes which could affect the operating environment of the products, among others. As the Company operates in an evolving carbon emissions regulatory environment, it is essential that the Company plans and works on ways to mitigate the risk.	The Company has laid down a comprehensive and detailed plan to manage its Greenhouse Gas (GHG) emissions. Some of the programs or commitments are mentioned below: 1. Committed for carbon Pricing-invest $10 per ton of carbon emission. 2. Committed for EP 100 i.e., double Energy productivity by 2030 in association with The Climate Group. 3. Committed to reduce carbon intensity by 47% by FY 2033-34 (with base year of 2018-19) - signatory to the Science based Targets. 4. Committed to become carbon neutral by 2040. The Company is also focusing on increasing the market share of the electric vehicle portfolio in India, emerging, and developed markets.	Negative Implications: Impacts the environment such as physical damage from floods or brushfire or forced closures. Flow-on effects of climate change or extreme events such as supply chain being disrupted by extreme weather.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
		O	The Company is committed to sustainable business practices by contributing to environment protection and considers carbon emission reduction as one of the strong pillars of preserving natural resources. Carbon Emission reduction helps in reducing the power and fuel cost (which is around 15% of total vehicle conversion cost) and hence improves the bottom-line under the Company's 'Mission Sustainability'.	NA	Positive Implications: Impacts resource efficiencies and cost savings. The adoption of low-emission energy sources results in the development of new products and services, access to new markets and building resilience along the supply chain.
3	Waste to Wealth	O	The Company is committed to sustainable business practices by contributing to environment protection and considers waste to wealth as one of the focus areas under sustainability. Production of automobiles involves the generation of waste materials both Hazardous and Non-hazardous waste. The major impact through this waste is environment pollution and resource depletion.	NA	Positive Implications: Reduction in waste generation or recycling of waste leads to economic gains and supports in reduction of Green House Gas (GHG) emissions.
4	Product Stewardship	R	In the current situation, customers have many options to choose from various brands. Competition from peers, customer focus, new regulations, market demand, etc. are some of the drivers for constant evolution and new product development.	To cater to the new product requirements, the Company is into various phases of R&D/production/marketing of clean automotive products like hybrid vehicles, bio-fuel vehicles, electric passenger vehicle, hydrogen combustion engine vehicle, etc. Further, a full-fledged Product Improvement Roadmap is in place at the Company. This roadmap focuses on the reduction in specific fuel consumption, weight reduction, switching to alternative fuels, enhancing product safety, etc. We are fully geared up to leverage opportunities through our initiatives in Shared Mobility, Electric Vehicles, innovative products and extensive product portfolio.	Negative Implications: It is imperative for manufacturers to design products so as to meet changing consumer behaviour and expectations. Creating products and services that are not-sustainable/ not viable/ not accessible/ not affordable will have an impact on overall brand image and economic performance .

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Health and Safety	R	The Company is committed to zero-accidents at the workplace. However, certain risks as under have been identified: a. Overall being old plant Space constraint b. Depletion of skills due to retirement and deployment of new contract/trainee workmen c. Less exposure to Latest Technology and high dependency on Manual Activities d. Lack of contingencies of critical equipments/old equipments	The Company is a people-first company and strives to mitigate the plant's risks arising from health and safety issues. The Company incorporates high safety standards for safe working conditions to achieve an inter-dependent safety culture. To avoid unsafe incidents, the Company has adopted key safety standards, safety tools and practices, including: 1. ISO 45001 certification for all sites 2. Implementing Mahindra safety standards with global benchmarking in all manufacturing operations 3. Work proactively towards eliminating health and safety concerns of the workforce 4. Installing cutting edge and the latest firefighting systems at the plants 5. Improving and developing safety skills by creating safety awareness, conducting trainings and dexterity of machining, assembly, safety in material handling 6. Instituting safety mechanisms based on the recognized Kaizen and Poka-Yoke concepts 7. Promoting proactive measures to prevent accidents and occupational hazards such as SOTs, internal audits, safety assessments and regular reviews 8. Rewarding and recognizing commendable achievements in the filed of Health and Safety The Company's focus is not only on physical health, but also on the mental health and well-being of employees. The Company creates awareness, provides information, assists employees with counselling, provides them with therapy and training, engages with them on a regular basis on new realities and emotional challenges they face daily under the below-listed health and wellness pillars: 1. Physical Health 2. Food and Nutrition 3. Psychological well-being 4. Way 2 wellness	Negative Implications: The consequences of poor health and safety in the workplace have an impact on the safety of the employees. Work-related illness or injury not only puts an employee out of work for a while and impacts their quality of life, it may also damage the business's productivity, finances and reputation.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Sustainable Supply Chain	R	The Company considers suppliers as business partners and strives to develop sustainable supply chain. For delivering right product/services at right time to customers, supply chain plays a vital role and any disruption in supply chain will impact the business of the Company. Moreover, any breach of ESG practices will result in severe impact on supplier's business and also on the business of the Company and its reputation.	The Company has set stringent Code of Conduct for all supplier partners. Further, the Company mitigates supply chain risk, the Company has established Supplier Risk Management and mitigation (SRMM) process for suppliers. SRMM includes Financial Risk, Safety Risk, Labour Risk. The Company is conducting Health, Safety Practices and working condition audit for identified suppliers through industry experts. Based on the improvement areas mentioned in report, supplier prepares and submits action plan. By the end of FY23, the Company has also initiated on-site ESG audit for suppliers through internationally reputed agencies. For enhancing capability of suppliers, the Company runs supplier development programs namely Supplier Business Capability Building (SBCB) and Mahindra Supplier Evaluation system (MSES) for identified suppliers. The Company also conducts training programs on sustainability topics like Environment, Social and Governance practices for its suppliers.	Negative Implications: Improvement in ESG practices at the supplier's end will improve supply chain efficiency & considerably reduce the risk of supply chain disruption along with reputation risk. This will result in smooth operations.
7	CSR Management	O	As a part of nation building, the Company has implemented various CSR projects primarily serving the constituencies of girls and women and supporting the environment through a massive tree plantation drive. Key projects are mentioned below: **Project Nanhi Kali** is a pan-India girl child empowerment programme which helps under-privileged girls complete their schooling. Through the project, girls in government schools (from Classes 1-10) are provided with daily after school academic support, access to an AI powered personalized learning software via digital tablets, a sports curriculum and a school supplies kit. **The Mahindra Pride Classrooms** is a pan-India women empowerment initiative to impart skilling for women enrolled in government/ government-aided vocational colleges and institutions. Women are trained in English speaking, life skills, interview preparedness and digital literacy, which are critical skills required to boost their employability. **Project Hariyali** aims to increase the green cover, arrest the rising ecological imbalance, protect the biodiversity and in the process support the livelihood of marginalized farmers.	NA	Positive Implications: The Company is required to spend 2% of the average net profit for the last three financial years on CSR Initiatives. Through the CSR initiatives, the following are achieved: 1. Empowerment of under-privileged girls to complete their schooling 2. Increase in employability of women 3. Increase in green cover and support to the livelihood of marginalized farmers

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC principles and core elements.

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to restore and protect the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes										
1	**a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web-link of the Policies, if available	It has been the Company's practice to upload all policies on the intranet site for the information and implementation by the internal stakeholders. Policies viz. Code of Conduct for Directors, Code of Conduct for Employees, Anti-Bribery and Anti-Corruption Policy, Policy on Prevention of Sexual Harassment and Corporate Social Responsibility Policy are available on the following web-link: https://www.mahindra.com/investor-relations/policies-and-documents								
2	**Whether the entity has translated the policy into procedures. (Yes/No)**	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	**Do the enlisted policies extend to your value chain partners? (Yes/No)**	Yes	Yes	No	Yes	Yes	Yes	No	Yes	No
4	**Name of the national and international codes/ certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.**	1. ISO 14001 2. ISO 45001 3. ISO 9001 (QMS) 4. ISO 27001								
5	**Specific commitments, goals and targets set by the entity with defined timelines, if any.**	The Company is committed to becoming a Planet Positive business with a clear action plan that includes becoming Carbon Neutral (Scope1 and 2) by 2040, doubling energy productivity by 2030, zero waste to landfill by 2030, sustaining its water positivity index and increasing its share of renewable energy to 50% by 2025. The Company is the largest electric 3-wheeler company in the country with dominant Market Share and supporting a net-zero supply chain. Also, 71% of waste generated by the Company is recycled and reused. The Company has a formal policy on Human Rights and Equal Opportunities which is available in the public domain, and the Company stands committed to the same.								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
6	**Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.**	The Company has a clear 3-year roadmap on material ESG aspects and planet positive commitments. The detailed performance against roadmap/Action plan is provided in the Sustainability Report.								
Governance, Leadership and Oversight										
7	**Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements**	The Company's environmental sustainability goal, in alignment with the Paris Agreement and commitment to Science Based Targets (SBTi), is to become a carbon neutral company by 2040. A leader in the ESG space in India, the Company is well-poised to take the lead globally. It joined the 'First Movers Coalition' to work towards driving demand for zero-carbon technologies at the World Economic Forum, along with global giants such as Amazon and Apple. It is the only Indian corporate whose companies have been named in CDP's Leadership Band for corporate sustainability. The Company has become the first Indian 'Automobile and Components' company to enter the World Index of DJSI. Its Risk Management framework works at various levels across the enterprise, with a robust organisational structure, for managing and reporting risks. Its FUTURise framework shapes our ambition to transform the Company into a global innovation powerhouse driven by technology. This approach is rooted in three guiding principles: Do more with less, Do it together, and Do it for all.								
8	**Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**	Dr. Anish Shah - Managing Director and CEO (DIN: 02719429) is the Director responsible for implementation and oversight of the Business Responsibility policy(ies). Mr. Rajeshwar Tripathi - Chief Human Resources Officer (Auto and Farm Sectors) is the BR Head								
9	**Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.**	Yes. The Company has a CSR Committee of the Board which oversees the CSR performance in the year. It consists of five members including independent directors and Managing Director and CEO. Further, the Committee is chaired by a Woman Independent Director. For composition of the CSR Committee, please refer Page No. 171 of the Annual Report in the Corporate Governance Section. The CSR Committee of the Board assesses the BRSR performance twice a year. Other supporting councils or cells are Group Sustainability Council, Group CSR Council, Central Safety Council and Corporate Governance Council, who meet every 3 months for decision making related to sustainability issues.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly	Quarterly

		P1	P2	P3	P4	P5	P6	P7	P8	P9
11.	**Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency**	No	No	Yes, Deloitte Touche Tohmatsu India LLP	No	No	No	No	No	No

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	3	Code of Conduct (COC), Anti-Bribery and Anti-Corruption (ABAC) and Prevention of Sexual Harassment at Workplace (POSH)	100
Key Managerial Personnel	3	Code of Conduct, Anti-Bribery and Anti-Corruption and POSH	100
Employees other than BoD and KMPs	3	Code of Conduct, Anti-Bribery and Anti-Corruption and POSH	COC - 86 ABAC - 64 POSH - 88
Workers	3	Code of Conduct, Anti-Bribery and Anti-Corruption and POSH	100

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year:

Monetary				
NGRBC Principle	**Name of the regulatory/enforcement agencies/judicial institutions**	**Amount (In INR)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty/Fine				
Nil	NA	-	NA	No
Settlement				
Nil	NA	-	NA	No
Compounding fee				
Nil	NA	-	NA	No

Non-Monetary			
NGRBC Principle	**Name of the regulatory/enforcement agencies/judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment			
Nil	NA	NA	No
Punishment			
Nil	NA	NA	No

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, description of ABAC to be provided and if available, provide a web-link to the policy.

Yes, the Company practices a zero-tolerance approach to bribery and corruption and has a policy on Anti-Bribery and Anti-Corruption. This policy provides a framework for ensuring compliance with legislations governing bribery and corruption globally. The web-link to the policy is https://www.mahindra.com/investor-relations/policies-and-documents.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	FY 2022-23	FY 2021-22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2022-23		FY 2021-22	
	Number	**Remarks**	**Number**	**Remarks**
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	NA	-	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	NA	-	NA

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

NA

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2022-23 %	FY 2021-22 %	Details of improvements in environmental and social impacts
R&D	23	16	Development of Born Electric Vehicles - Zero Tailpipe emission and improving air quality - Reducing reliance on Fossil fuel Development of Trem 4, Trem V, CPCB4, Stage V Technologies - To reduce air pollution - Mitigate Global warming effects Electric tractor - Concept development of e-tractor and POC completion
Capex	13	5	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

b. If yes, what percentage of inputs were sourced sustainably?

The Company has been working to enhance the degree of sustainability associated with its sourcing practices under "ONE SOURCING". As part of the sourcing strategy, the Company has set up vendor parks near manufacturing plants, source from tightly knit clusters, optimize logistics to reduce fuel consumption, emissions and carbon footprint. The Company has reduced domestic wood used for packaging and supply of material by 88% from the base year of 2016.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

CERO, which is India's first and largest network of vehicle recycling company, is a brand under subsidiary Mahindra MSTC Recycling Private Limited, established in collaboration with Government of India Enterprise (GOI). CERO strives to achieve the goal of zero pollution, wastage, and metal scrap imports.

(a) Plastics (including packaging)

Plastic which is being removed from end-of-life vehicle is recycled through agencies authorized by the Pollution Control Board. Granules are prepared from the plastic waste and used as raw material for making new product. The Company does not use any packaging material in its process.

(b) E-waste

E-waste is recycled through recyclers authorized by the Pollution Control Board as per E-waste management Rules, 2022.

(c) Hazardous waste

All hazardous waste from the vehicle is removed before beginning the scrapping process. This includes collection of fluid and CFC. The Hazardous waste (fluid) is sent to agencies authorized by the Pollution Control Board for recycling/refining.

(d) Other waste.

All the ferrous and non-ferrous metals are extracted from the vehicle for recycling.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No).

Yes

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes

PRINCIPLE 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	11,469	11,469	100.00	11,469	100.00	-	0.00	11,469	100.00	-	0.00
Female	777	777	100.00	777	100.00	777	100.00	-	0.00	777	100.00
Total	12,246	12,246	100.00	12,246	100.00	777	100.00	11,469	100.00	777	100.00
Other than Permanent employees											
Male	966	964	99.79	964	99.79	-	0.00	958	99.17	-	0.00
Female	227	220	96.92	220	96.92	220	96.92	-	0.00	220	96.92
Total	1,193	1,184	99.25	1,184	99.25	220	96.92	958	99.17	220	96.92

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	11,193	11,193	100.00	11,193	100.00	-	0.00	-	0.00	-	0.00
Female	56	56	100.00	56	100.00	56	100.00	-	0.00	38	67.86
Total	11,249	11,249	100.00	11,249	100.00	56	100.00	-	0.00	38	67.86
Other than Permanent workers											
Male	35,167	21,340	60.68	21,589	61.39	-	0.00	1,692	4.81	-	0.00
Female	2,019	1,114	55.18	1,229	60.87	1,775	87.91	-	0.00	572	28.33
Total	37,186	22,454	60.38	22,818	61.36	1,775	87.91	1,692	4.81	572	28.33

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100.00	100.00	Yes	100.00	100.00	Yes
Gratuity	100.00	100.00	Yes	100.00	100.00	Yes
ESI	-	93.16	Yes	-	90.31	Yes

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, as per the Company's practice, the Equal Opportunity policy is on the intranet site for the information and implementation by the internal stakeholders.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	75%	0%*	0%*
Female	60%	75%	0%*	0%*
Total	97%	75%	0%*	0%*

* In the Financial Year 2022-23, no permanent worker availed parental leave.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)	Remark
Permanent Workers	Yes	The Company has a policy on Whistle-blower mechanism and Prevention of Sexual Harassment at Workplace (POSH) to provide a work environment that ensures every person at the workplace is treated with respect and dignity and is afforded equal treatment. Issues relating to sexual harassment are dealt with as per the Company's POSH Policy, the Company's POSH Policy is gender neutral.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2022-23			FY 2021-22		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	12,246	-	0.00%	9,831	-	0.00%
- Male	11,469	-	0.00%	9,227	-	0.00%
- Female	777	-	0.00%	604	-	0.00%
Total Permanent Workers	11,249	10,188	90.57%	11,466	10,285	89.70%
- Male	11,193	10,169	90.85%	11,411	10,271	90.01%
- Female	56	19	33.93%	55	14	25.45%

8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent Employees										
Male	11,469	10,824	94.38%	11,001	95.92%	9,227	8,643	93.67%	8,587	93.06%
Female	777	700	90.09%	723	93.05%	604	538	89.07%	546	90.40%
Total	12,246	11,524	94.10%	11,724	95.74%	9,831	9,181	93.39%	9,133	92.90%
Permanent Workers										
Male	11,193	8,069	72.09%	10,578	94.51%	11,411	9,138	80.08%	9,762	85.55%
Female	56	48	85.71%	56	100.00%	55	45	81.82%	48	87.27%
Total	11,249	8,117	72.16%	10,634	94.53%	11,466	9,183	80.09%	9,810	85.56%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of Employees/ Workers (B)	% (B/A)	Total (C)	No. of Employees/ Workers (D)	% (D/C)
Employees						
Male	11,469	11,469	100.00%	9,227	9,227	100.00%
Female	777	777	100.00%	604	604	100.00%
Total	12,246	12,246	100.00%	9,831	9,831	100.00%
Workers						
Male	11,193	1,006	8.99%	11,411	1,041	9.12%
Female	56	37	66.07%	55	39	70.91%
Total	11,249	1,043	9.27%	11,466	1,080	9.42%

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

Yes, all Plants are ISO 45001:2018 certified for OHSMS by TuV Nord.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Across all manufacturing plants, Hazard Identification and Risk Assessment- Control (HIRA) is in place for each of the Routine and Non-Routine activities performed in plants. In addition to HIRA, the Company also identifies work related hazards through the following processes:

1. Process Hazard Analysis
2. Job Safety Analysis
3. Safety inspections
4. Safety Surveys
5. Internal and External Safety Audits,
6. Electrical Safety Audits,
7. Fire Audits
8. Plant Level Safety Committee meetings
9. Department Level Safety committee meetings
10. Safety Observation Tours (SoT)

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company has a Plant Safety Committee under FA1948 at each Manufacturing Plant.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, there is an in-house Occupational Health Centre (OHC) for health checks of routine and non-routine employees.

11. Details of safety related incidents:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	0.19	0.13
Total recordable work-related injuries	Employees	-	-
	Workers	14	9
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company has taken the following initiatives to ensure a safe and healthy workplace:

1. Conducting training for Dexterity, Induction, refresher and on-job trainings followed by test on Safety, Occupational Health and Environment
2. Safety Observation Tours (SoT), Safety inspections as per schedule
3. Monthly Safety Theme is driven across plants
4. Walk through Safety audits and External and internal Safety audits for capturing unsafe conditions related to the workplace and safety of employees and associates
5. Fire Safety Audits
6. Electrical Safety audits
7. Behaviour based safety implantation process
8. Review and closure of safety observations under Daily Work Management (DWM)
9. Environmental Monitoring, Monitoring and Measurement of workplace for Noise, Heat, Ventilation, Air and water Sampling as per scheduled program
10. Critical Equipment and Machinery Checks
11. Management of Change Process, Gap Audit, Safe Operating Procedures, Competency Training for employees and Contractors, Employee Participation, Mechanical Integrity, Work Permit System, Incident Investigation, Compliance Audits, Emergency Planning and Response
12. Pre-startup and shutdown procedures
13. Compliance Management System
14. Management reviews with Senior Management
15. Conducting Plant level and Department level Safety Committee meetings, HIRA sheet, Job Safety Analysis (JSA) and Safety Inspection

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	–	–	NA	–	–	NA
Health and Safety	–	–	NA	–	–	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100.00
Working Conditions	100.00

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health and safety practices and working conditions.

HIRA - C is a dynamic document that is updated and reviewed periodically for all activities and operations performed in the plant. If there is any Near Miss and/or Injury Incident, the HIRA sheet is revised with adequate control measures and is then implemented for performing the respective activities.

PRINCIPLE 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   The Company identifies its stakeholders based on the Value Chain of the businesses and how they influence the Company. The Company also believes in being a neighbour of choice and works in consultation with neighbourhood communities in and around the vicinity of its business operation as well as in some of the aspirational districts beyond the neighbourhood.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable and Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Website, E-mail, Newspaper, dissemination of information on the website of the Stock Exchanges, Press Releases, Annual Reports, General Meetings, Institutional Investors Meets	Quarterly/Event based	Dissemination of information having a bearing on the performance/operations of the Company including price sensitive information, updating Shareholders on various statutory requirements with respect to their shareholding in the Company, addressing shareholders' queries at the General Meetings, earnings call with institutional investors/ analysts in respect of quarterly/ half-yearly/annual financial results
Employees	No	Website, E-mail, Newsletters	Regular	Open and transparent communication. Addressing employees' questions and clarifications
Community	No	Community Meetings	Regular	Project progress and benefits
Suppliers	No	Website, E-mail, Newsletters	Regular	Business Model Resilience, Supply Chain Management, Materials Sourcing and Material Efficiency
Dealers	No	Website, E-mail	Regular	Service Quality, Sustainability and Creating Customer Delight
Customer	No	Website, E-mail, Newsletters	Regular	Product Quality and Safety, Selling Practices and Product Labelling, Access and Affordability

PRINCIPLE 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	12,246	11,026	90.04%	9,831	8,848	90.00%
Other than permanent	1,193	864	72.42%	1,334	1,173	87.93%
Total Employees	13,439	11,890	88.47%	11,165	10,021	89.75%
Workers						
Permanent	11,249	10,143	90.17%	11,466	10,060	87.74%
Other than permanent	37,186	28,800	77.45%	26,329	22,116	84.00%
Total Workers	48,435	38,943	80.40%	37,795	32,176	85.13%

2. Details of minimum wages paid to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	12,246	-	0.00	12,246	100.00	9,831	-	0.00	9,831	100.00
Male	11,469	-	0.00	11,469	100.00	9,227	-	0.00	9,227	100.00
Female	777	-	0.00	777	100.00	604	-	0.00	604	100.00
Other than permanent	1,193	-	0.00	1,193	100.00	1,334	-	0.00	1,334	100.00
Male	966	-	0.00	966	100.00	1,187	-	0.00	1,187	100.00
Female	227	-	0.00	227	100.00	147	-	0.00	147	100.00
Workers										
Permanent	11,249	-	0.00	11,249	100.00	11,466	81	0.71	11,385	99.29
Male	11,193	-	0.00	11,193	100.00	11,411	81	0.71	11,330	99.29
Female	56	-	0.00	56	100.00	55	-	0.00	55	100.00
Other than permanent	37,186	11,128	29.93	26,058	70.07	26,329	8,401	31.91	17,928	68.09
Male	35,167	10,648	30.28	24,519	69.72	25,600	8,110	31.68	17,490	68.32
Female	2,019	480	23.77	1,539	76.23	729	292	40.05	437	59.95

3. Details of remuneration/salary/wages:

	Male		Female	
	Number	Median remuneration/salary/ wages of respective category (Rs.)	Number	Median remuneration/salary/ wages of respective category (Rs.)
Board of Directors (BoD)	9#	0.64 Cr.	3	0.56 Cr.
Key Managerial Personnel	4*	9.21 Cr.	–	–
Employees other than BoD and KMP	11,469	0.17 Cr.	777	0.14 Cr.
Workers	11,193	0.06 Cr.	56	0.04 Cr.

Includes one of the Non-Executive Non-Independent Directors who has waived his right to receive sitting fees/remuneration during his tenure as a Non-Executive Non-Independent Director of the Company.

* Includes Managing Director & CEO and Executive Director & CEO (Auto and Farm Sector) who are also covered in the number of directors on the Board.

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, there is a Ethics helpline that addresses all such issues, which has a structured mechanism for closure.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has Policy on Prevention of Sexual Harassment at Workplace ("POSH") and Ethics and Governance Policy which include stringent SOPs for human rights grievance redressal with respect to sexual harassment and ethical practices. Further, the Company has an initiative SPEAK UP to spread awareness about POSH. As a part of Speak UP Awareness campaign, case studies on corruption and harassment have been prepared which are circulated to the ethics counsellors along with the SPEAK UP presentations. The ethics counsellors then conduct SPEAK UP awareness sessions for officers and workmen covering various case studies. Leadership messages on SPEAK UP are also circulated on a timely basis. Thus, zero tolerance towards any human rights violation is ensured diligently in the Company.

6. Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	9	–	NA	9	2	Complaints have been resolved subsequent to the end of the year
Discrimination at workplace	–	–	NA	–	–	NA
Child Labour	–	–	NA	–	–	NA
Forced Labour/ Involuntary Labour	–	–	NA	–	–	NA
Wages	–	–	NA	–	–	NA
Other human rights related issues	–	–	NA	–	–	NA

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has policies and laid down processes on discrimination at workplace, POSH and Ethics and Governance, which include stringent SOPs for human rights grievance redressal with respect to sexual harassment and ethical practices.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company has a policy on zero child labour, zero tolerance for discrimination at workplace and other human rights violations which extends to supply chain as well.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100.00
Forced/involuntary labour	100.00
Sexual harassment	100.00
Discrimination at workplace	100.00
Wages	100.00
Others - please specify	NA

10. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

NA

PRINCIPLE 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
Total electricity consumption (A)	GJ - Giga Joules	15,03,823	12,15,079
Total fuel consumption (B)	GJ - Giga Joules	9,64,392	9,06,955
Energy consumption through other sources (C)	GJ - Giga Joules	-	-
Total energy consumption (A+B+C)	**GJ - Giga Joules**	**24,68,215**	**21,22,034**
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	GJ - Giga Joules	NA	NA
Energy intensity (optional) - the relevant metric may be selected by the entity	GJ - Giga Joules/Eq Vehicle Giga Joules/Eq Tractor	Automotive Sector: 1.264 Farm Sector: 1.303	Automotive Sector: 1.583 Farm Sector: 1.417

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, KPMG Assurance and Consulting Services LLP.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any

No

3. Details of the following disclosures related to water:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)			
(i) Surface water	Kilolitres	95,447	64,755
(ii) Groundwater	Kilolitres	5,93,344	5,17,511
(iii) Third party water	Kilolitres	12,18,354	9,08,311
(iv) Seawater/desalinated water	Kilolitres	-	-
(v) Others	Kilolitres	1,19,922	1,12,909
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**Kilolitres**	**20,27,067**	**16,03,486**
Total volume of water consumption (in kilolitres)	**Kilolitres**	**20,27,067**	**16,03,486**
Water intensity per rupee of turnover (Water consumed/ turnover)	Kilolitres	NA	NA
Water intensity (optional) - the relevant metric may be selected by the entity	Kilolitres/Eq Vehicle Kilolitres/Eq Tractor	Automotive Sector: 1.204 Farm Sector: 0.768	Automotive Sector: 1.348 Farm Sector: 0.846

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, KPMG Assurance and Consulting Services LLP.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

- Yes, zero liquid discharge is one of the main focus areas among all environment related initiatives. No water goes out from the Company's site boundary untreated except rainwater through dedicated storm water drains.
- Most of the plants have rainwater recharging pits for injecting rainwater into deep aquifers.
- Though the Company relies more heavily on freshwater, recycled water is, and will continue to be, important for the Company to secure enough water to manufacture vehicles and parts. The Company recycles 44% of fresh water through waste water recycling plants.
- Domestic wastewater is recycled through STP (sewage treatment plant) and process wastewater through ETP (effluent treatment plant). Each STP and ETP treatment plants have got 3 levels of treatment i.e., Primary, Secondary and Tertiary. In primary treatment through HRSCC (high-rate solid contact clarifier) all suspended solids are removed. In secondary treatment, through MBBR technology, BOD +COD levels are controlled well below the permissible limit. In tertiary treatment, through Carbon, sand filtration and disinfection units (UV/chlorination) bacteria and viruses are removed.
- A portion of recycled water is further treated in reverse osmosis plant (to make it compatible for process and cooling requirement) and the remaining portion of treated water goes into gardening to the existing green belt created within operations boundary.

5. Details of air emissions (other than GHG emissions) by the entity:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	tCO2e	11.68	4.38
SOx	tCO2e	10.72	7.04
Particulate matter (PM)	tCO2e	15.99	8.98
Persistent organic pollutants (POP)	tCO2e	NA	NA
Volatile organic compounds (VOC)	tCO2e	NA	NA
Hazardous air pollutants (HAP)	tCO2e	NA	NA
Others - please specify	NA	NA	NA

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, KPMG Assurance and Consulting Services LLP.

6. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	58,935	55,451
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	2,02,306	2,33,939
Total Scope 1 and Scope 2 emissions per rupee of turnover	NA	NA	NA
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity	tCO2e/Eq Vehicle tCO2e/ Eq Tractor	Automotive Sector: 0.105 Farm Sector: 0.177	Automotive Sector: 0.204 Farm Sector: 0.207

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, KPMG Assurance and Consulting Services LLP.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details:

- Yes, the Company is committed to becoming Carbon Neutral by 2040. It is also committed for Science Based Target (SBT) to de-carbonize its growth and thus contributing to keep global temperature rise below 2 degrees Celsius as per Paris accord 2015.
- The Company has a robust roadmap for achieving these commitments through improvement in energy efficiency and adoption of renewable energy. Few of the initiatives to reduce Green House Gas emission are mentioned below:
  - Adoption of Renewable energy through solar and windmills
  - Adoption of clean energy i.e., through switching over from HSD to PNG
  - Replacement of conventional air circulators with BLDC technology air circulators
  - Radiant cooling system to optimize the HVAC operating load
  - Replacement of old conventional lights with LED's
  - Installation of energy efficient air compressor
  - 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
  - Installation of IT guns for spot welding etc

8. Details related to waste management by the entity:

Parameter	Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)			
Plastic waste (A)	metric tonnes	2,753.4	2,033.2
E-waste (B)	metric tonnes	128.7	105.47
Bio-medical waste (C)	metric tonnes	0.56	0.57
Construction and demolition waste (D)	metric tonnes	236.9	12.4
Battery waste (E)	metric tonnes	143.1	118.1
Radioactive waste (F)	metric tonnes	-	-
Other Hazardous waste. Please specify, if any. (G)	metric tonnes	8,037.6	5,626.7
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	metric tonnes	1,46,622.6	1,14,520.1
Total (A + B + C + D + E + F + G + H)	metric tonnes	1,57,922.9	1,22,416.54
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
(i) Recycled	metric tonnes	97,266.4	83,182
(ii) Re-used	metric tonnes	0.0	215
(iii) Other recovery operations	metric tonnes	1,762.3	-
Total	metric tonnes	99,028.7	83,397.00
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)			
Category of waste			
(i) Incineration	metric tonnes	4,738.4	678
(ii) Landfilling	metric tonnes	53,668.7	35,057
(iii) Other disposal operations	metric tonnes	487.1	3,276
Total	metric tonnes	58,894.2	39,011.00

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, KPMG Assurance and Consulting Services LLP.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

- The Company has robust waste management process and aims to be Zero Waste to Landfill for all its sites by 2030.
- The Company's approach to waste management is that of a circular economy aimed at eliminating waste and the continual use of resources. In a circular economy, waste materials and energy become input for other processes or as regenerative resources for nature.
- The Company is committed to responsible disposal as per all applicable norms, leading to better ecosystems. When the waste diversion rate for any company is 99% or more then it can be declared as "Zero Waste to Landfill".
- Landfill diversion can occur through recycling which can include glass, paper, metal, plastic, textile, or electronics (E-Waste), lead batteries etc.

- Organic Waste can be diverted to biological treatment through which the waste is reused. Another method is the thermal treatment (incineration) with the generation of power.
- Hazardous waste such as paint sludge, oily cotton waste can be diverted to coprocessing operation, which can be reused as a resource (fuel) for cement industries. It can be also recycled as raw material.
- Food waste generated at manufacturing plants are moved to the biogas plant for biogas generation. All the non-hazardous waste, which is generated inside the plant like metal, non-metal parts are being recycled.
- Implementing "Zero Waste to Landfill" program resulted in not only environmental benefit but also in business benefit. The Company started looking at all the Company's waste as a valuable resource and started converting it into wealth. This is also called Waste Circular Economy in which the Company's waste is used as a resource for someone.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	If no, the reasons there of and corrective action taken, if any.
1	NA	NA	NA	NA

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
NA	NA	NA	NA	NA	NA

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes

If not, details of all such non-compliances:

S. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	NA	NA	NA	NA

PRINCIPLE 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/associations.

6

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/ National)
1	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
2	Bombay Chamber of Commerce and Industry (BCCI)	State
3	Confederation of Indian Industry (CII)	National
4	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
5	The Employers' Federation of India (EFI)	National
6	Society of Indian Automobile Manufacturers (SIAM)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NA	NA	NA

PRINCIPLE 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
NA	NA	NA	NA	NA	NA

The Company did not start any greenfield project in the reporting year, and hence, no community group was rehabilitated and resettled for any project. Therefore, the question is not applicable.

2. Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NA	NA	NA	NA	NA	NA	NA

The Company did not start any greenfield project in the reporting year, and hence, no community group was rehabilitated and resettled for any project. Therefore, the question is not applicable.

3. Describe the mechanism to receive and redress grievances of the community.

NA

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/small producers	11%	12%
Sourced directly from within the district and neighbouring districts	78%	68%

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Mahindra Relationships Center (MRC) manages Toll free numbers, Social Media Platforms and an email address through which consumer can raise their complaints.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100.00
Safe and responsible usage	100.00
Recycling and/or safe disposal	100.00

3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	–	–	NA	–	–	NA
Advertising	–	–	NA	–	–	NA
Cyber-security	–	–	NA	–	–	NA
Delivery of essential services	–	–	NA	–	–	NA
Restrictive Trade Practices	–	–	NA	–	–	NA
Unfair Trade Practices	–	–	NA	–	–	NA
Other (Consumer Complaints)	65,330	1,863	–	51,151	1,061	–

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	–	NA
Forced recalls	–	NA

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, https://mahindra.com/privacy-policy.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

NA

Financial Position at a Glance

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	
	2023	**2022***	**2021**	**2020**	**2019**	**2018**	**2017**	**2016**	**2015**	**2014**
Property, Plant and Equipment and Intangible Assets	19,761	20,167	18,137	14,404	12,502	10,988	9,811	9,158	7,766	7,105
Investments	27,087	24,204	21,783	19,938	22,016	20,583	17,908	13,547	13,139	11,380
Inventories	8,881	5,970	4,783	3,401	3,839	2,702	2,758	2,688	2,438	2,804
Trade Receivable/Debtors	4,042	3,039	2,203	2,999	3,946	3,173	2,939	2,512	2,558	2,510
Other Non Current/Current Assets	16,009	13,226	14,659	9,760	10,394	10,001	6,297	7,594	6,181	7,490
Borrowings and Lease Liabilities	5,026	6,743	7,786	2,932	2,480	2,864	2,773	1,844	2,620	3,745
Non Current/Current Liabilities and Provisions	25,927	19,903	17,378	11,694	15,373	14,011	10,409	10,773	9,230	9,863
Deferred Tax Liabilities/(Assets) (Net)	1,470	1,762	1,450	1,408	634	277	(255)	460	222	890
Equity Capital	599	598	597	597	596	595	297	296	296	295
Other Equity	42,758	37,600	34,354	33,871	33,613	29,699	26,489	22,127	19,714	16,496
Net Worth	43,357	38,198	34,951	34,468	34,209	30,294	26,786	22,423	20,009	16,791
Book Value Per Share (Rupees)	361.87	319.22	292.53	288.91	287.09	+ 254.59	451.23	378.36	338.34	284.26

+ Book Value Per Share is adjusted for Bonus Shares alloted in the ratio of 1:1 during December 2017.

* Refer note 44(B) to the Financial Statements.

Summary of Operations

Rupees crores

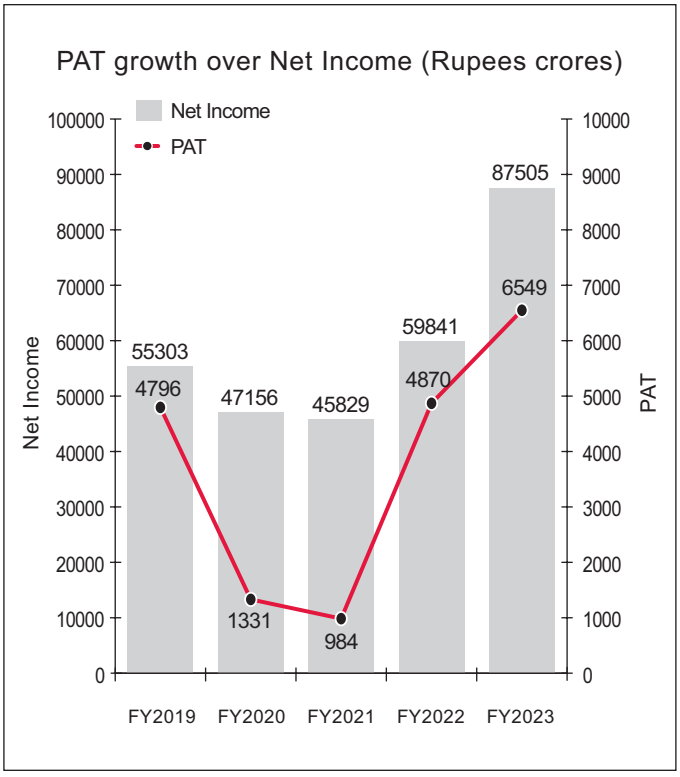
	As per Ind AS and Schedule III of the Companies Act, 2013							As per previous GAAP and Schedule III of the Companies Act, 2013		
	2023	2022*	2021	2020	2019	2018	2017	2016	2015	2014
Income	87,505	59,841	45,829	47,156	55,303	50,481	48,729	44,489	41,481	43,838
Materials	64,558	42,560	30,177	31,633	38,256	34,135	32,081	29,516	27,955	29,432
Excise Duty	–	–	–	–	–	759	3,330	2,764	2,188	2,612
Employee Benefits Expense	3,650	3,330	3,252	2,880	2,980	2,841	2,714	2,349	2,317	2,164
Finance Costs/Interest	273	226	396	113	113	112	160	186	214	259
Depreciation, amortisation and impairment expense	3,154	2,498	2,370	2,223	1,860	1,479	1,526	1,068	975	863
Other Expenses	6,310	4,869	4,244	5,177	5,738	5,487	4,743	4,390	3,999	4,191
Exceptional items	(1,430)	(209)	(3,087)	(2,014)	(30)	434	548	69	336	52
Profit before tax for the year	8,131	6,148	2,303	3,116	6,325	6,102	4,723	4,284	4,169	4,369
Tax for the year	1,582	1,278	1,319	1,785	1,529	1,746	1,080	1,080	848	611
Balance profit	6,549	4,870	984	1,331	4,796	4,356	3,643	3,205	3,321	3,758
Dividend (including tax thereon)	#2,021	1,436	1,088	292	1,187	1,055	925	841	847	963
Equity Dividend (%)	325	231	175	47	170	150	260	240	240	280
Earnings Per Share (Rupees) ^	54.7	40.73	8.24	11.16	40.29	36.64	30.69	26.52	28.12	31.83
Vehicles produced/ purchased (Units)	7,02,407	4,52,203	3,51,619	4,66,253	6,18,412	5,46,974	4,99,117	4,96,859	4,64,799	5,06,035
Vehicles sold (Units)	6,98,456	4,65,601	3,48,621	4,71,141	6,07,548	5,48,508	5,06,624	4,94,096	4,64,850	5,07,176
Tractors produced (Units)	4,15,832	3,55,299	3,49,262	2,95,126	3,35,519	3,15,759	2,72,308	2,17,383	2,24,330	2,77,425
Tractors sold (Units)	4,03,981	3,50,981	3,51,431	2,98,927	3,27,033	3,17,531	2,63,177	2,14,173	2,34,766	2,68,487

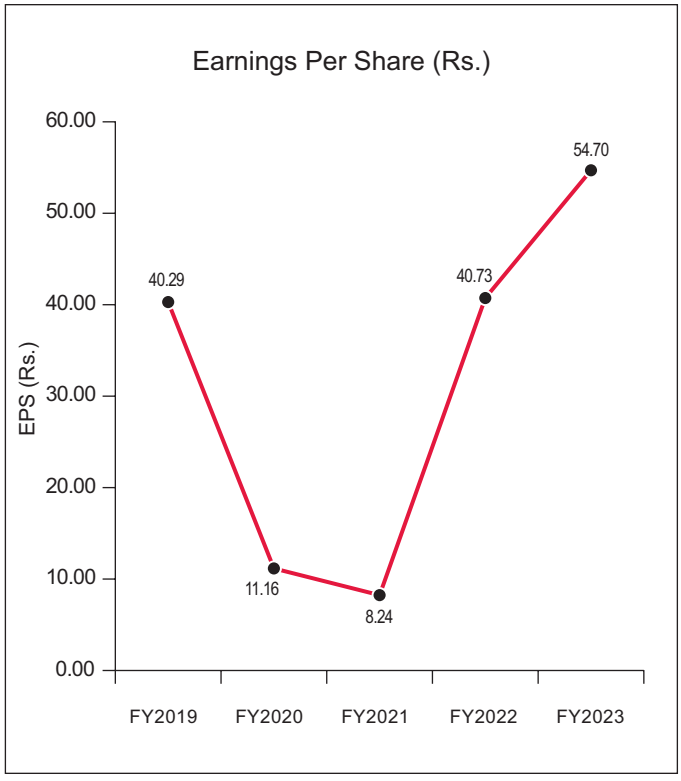
^ Adjusted for Bonus Shares alloted in the ratio of 1:1 during December 2017.

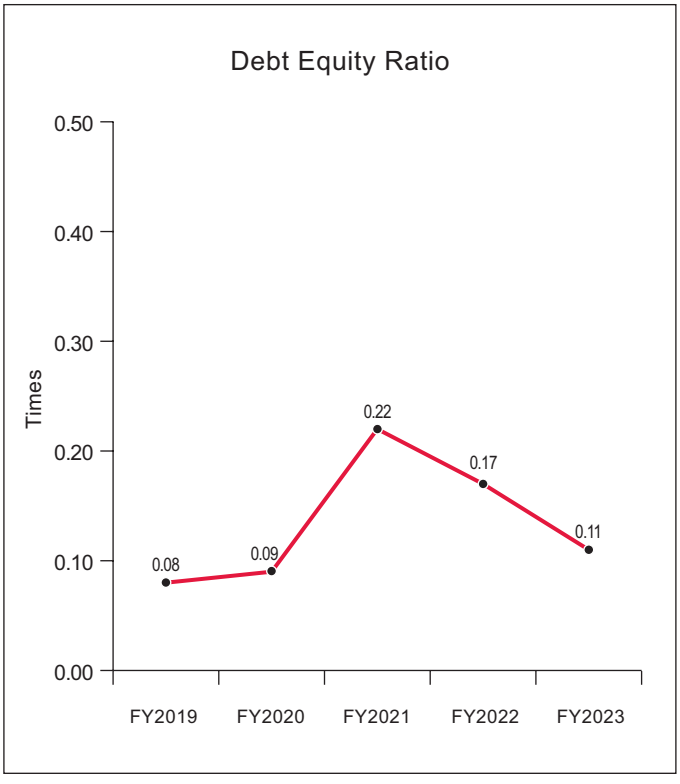
Proposed Dividend.

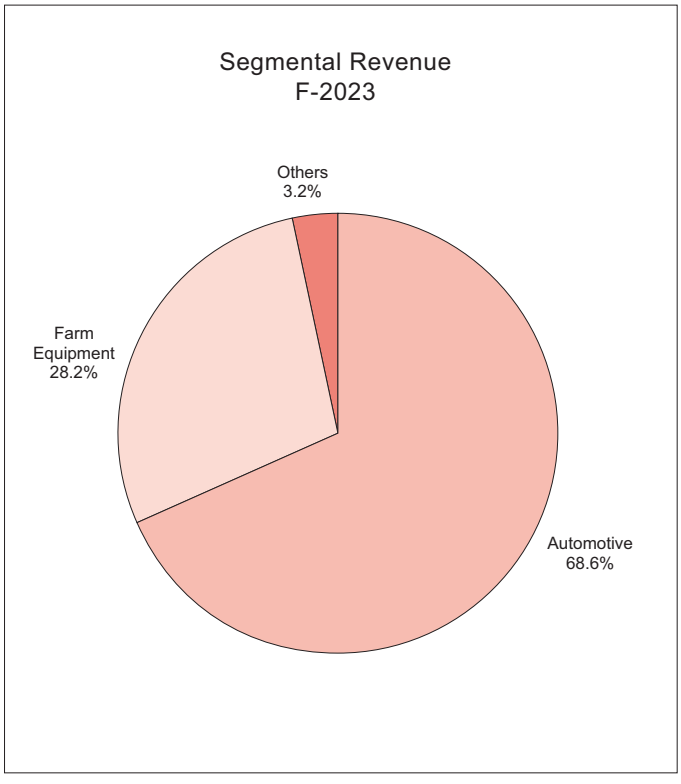
* Refer note 44(B) to the Financial Statements.

Financial Highlights









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 2023, 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 2023, and its profit and other comprehensive loss, 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.

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.

Impairment assessment of certain long-term investments in subsidiaries, joint ventures and associates

The key audit matter	How the matter was addressed in our audit
The Company has long-term investments in subsidiaries, joint ventures and associates (collectively "the investments") aggregating Rs. 17,539 crores as at 31 March 2023. The Company records the investments at cost less any provision for impairment loss. Changes in business environment, including market or economic environment, geopolitical situation and general inflationary trend could have a significant impact on the valuation of certain investments. Investments where an indication based on these factors exist, are tested for impairment at the end of the reporting period. The Company determines the recoverable value of such investments and compares it to its carrying amount to determine impairment loss. The recoverable value is determined basis following key assumptions: • projected future cash inflows; • expected growth rate; discount rate; terminal growth rate; • comparison of price and market multiples The recoverable amount, which is the higher of the market value or Value In Use (VIU) or fair value less cost of disposal of such investments, 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. See Note 2(d)(iv) to the Standalone financial statements.	Our audit procedures included: • 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; • Obtained an understanding of various external factors impacting the recoverable value of the investment as at the end of the reporting period; • 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; and • Assessed the adequacy of disclosures on key judgements, assumptions and quantitative data with respect to impairment losses.

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
The Company's automotive and trucks and buses Cash Generating Units ('Auto CGU') have aggregate tangible assets of Rs. 10,748 crores, which includes property, plant and equipment of Rs. 10,040 crores and Rs. 708 crores of capital-work-in-progress as at 31 March 2023. Further, the Auto CGU has Rs. 3,620 crores of development expenditure capitalized, and Rs. 956 crores of intangible assets under development. Changes in business environment, including market or economic environment, 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 of the Auto CGU 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. See Note 2(g) to the Standalone financial statements.	Our audit procedures included: • 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.

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 financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to 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 Auditors) 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 2023 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. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 41 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 17 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

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.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

Venkataramanan Vishwanath
Partner
Membership No. 113156
ICAI UDIN: 23113156BGYUJH2095

Place : Mumbai
Date : 26 May, 2023

Annexure A to the Independent Auditors' report on the standalone financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(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.

(i) (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, certain 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 the 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 and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and 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 to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments, provided guarantee and granted unsecured loans, to companies and other parties in respect of which the requisite information is as below. The Company has not made investments, provided guarantees and granted loans in firms or limited liability partnership.

(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	361	976
Subsidiaries	361	600
Others	—	376
Balance outstanding as at balance sheet date	20	770
Subsidiaries	20	759
Others	—	11

(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 and 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, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(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, loans and 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) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for 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 carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

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 amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been 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 Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 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 the dues	Amount (Rs. In crores)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	13.01	A.Y. 2007-08, A.Y. 2009-10, A.Y. 2012-13, A.Y. 2016-17 and A.Y. 2019-20	Assessing Officer
		73.65	A.Y. 2014-15, A.Y. 2015-16, A.Y. 2017-18, and A.Y. 2021-22	CIT(A)
		1,455.65	A.Y. 2016-17 and A.Y. 2018-19	Income Tax Appellate Tribunal
Central Excise Act, 1944	Duty of Excise	0.78	2008-2013	Appellate Authority-Commissioner
		10.94	2007-2012	High Court
		207.05	1991-1992 and 2001-2017	Appellate Authority-Tribunal
		1,731.65	2007-2017	Supreme Court

Name of the statute	Nature of the dues	Amount (Rs. In crores)	Period to which the amount relates	Forum where dispute is pending
Sales Tax and Value Added Tax	Sales Tax	201.40	2004-2018	Appellate Authority-Commissioner
		180.46	1994-2016	High Court
		3.85	2006-2010	Appellate Authority-Revisional Board
		436.13	1991-1993 and 2003-2018	Appellate Authority-Tribunal
Finance Act, 1994	Service Tax	48.82	2007-2018	Appellate Authority-Tribunal
Customs Act, 1962	Duty of Customs	1.41	2008-2021	Appellate Authority-Commissioner
		29.72	1991-1994 and 2018-2020	Appellate Authority-Tribunal
GST Act, 2017	GST	11.11	2017-2021	Appellate Authority-Commissioner
		0.71	2017-2021	Appellate Authority-Tribunal

(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 wilful 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 Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the 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) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC as part of the Group. The Group has four CICs as part of the Group.

(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, 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.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in the Company's annual report is expected to be made available to us after the date of this auditor's report.

(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

Venkataramanan Vishwanath
Partner
Membership No. 113156
ICAI UDIN: 23113156BGYUJH2095

Place : Mumbai
Date : 26 May, 2023

Annexure B to the Independent Auditors' report on the standalone financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2023

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 Act

(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 2023 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 2023, 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 and Board of Directors' Responsibilities 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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 standalone 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 standalone 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

Venkataramanan Vishwanath
Partner
Membership No. 113156
ICAI UDIN: 23113156BGYUJH2095

Place : Mumbai
Date : 26 May, 2023

Balance Sheet | as at 31st March, 2023

Rupees crores

	Note No.	2023	2022 [Refer note 44 (B)]
I. ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	4	**13,050.12**	12,242.92
Capital work-in-progress	5	**950.27**	1,624.27
Intangible assets	6	**3,926.08**	2,661.04
Intangible assets under development	7	**1,834.35**	3,638.47
Financial assets			
(i) Investments	8	**17,539.06**	16,302.40
(ii) Loans	9	**177.45**	385.20
(iii) Other financial assets	10	**1,503.29**	1,567.20
Income tax assets (net)		**910.60**	647.67
Other non-current assets	11	**1,244.96**	1,311.44
		41,136.18	40,380.61
CURRENT ASSETS			
Inventories	12	**8,881.35**	5,970.39
Financial assets			
(i) Investments	8	**9,548.01**	7,902.06
(ii) Trade receivables	13	**4,041.73**	3,038.57
(iii) Cash and cash equivalents	14	**1,310.11**	717.26
(iv) Bank balances other than cash and cash equivalents	14	**3,171.64**	2,933.31
(v) Loans	9	**2,176.96**	1,845.52
(vi) Other financial assets	10	**1,321.49**	1,128.45
Other current assets	11	**3,499.68**	2,639.93
Assets held for sale	15	**692.66**	50.40
		34,643.63	26,225.89
TOTAL ASSETS		**75,779.81**	66,606.50
II. EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	16	**599.05**	598.30
Other equity		**42,757.68**	37,599.75
		43,356.73	38,198.05
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	18	**2,331.56**	5,681.53
(ii) Lease liabilities		**268.17**	163.90
(iii) Other financial liabilities	19	**678.36**	683.12
Provisions	20	**1,207.09**	925.15
Deferred tax liabilities (net)	21	**1,470.29**	1,762.18
Other non-current liabilities	22	**427.62**	211.85
		6,383.09	9,427.73
CURRENT LIABILITIES			
Financial liabilities			
(i) Borrowings	18	**2,312.17**	816.24
(ii) Lease liabilities		**113.62**	81.38
(iii) Trade payables			
(a) Total outstanding dues of Micro Enterprises and Small Enterprises	23	**206.93**	116.32
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	23	**16,938.69**	12,853.81
(iv) Other financial liabilities	19	**1,622.21**	1,396.52
Other current liabilities	22	**3,578.21**	2,946.20
Provisions	20	**606.83**	463.78
Current tax liabilities (net)		**476.16**	306.47
Liabilities directly associated with assets classified as held for sale		**185.17**	—
		26,039.99	18,980.72
TOTAL EQUITY AND LIABILITIES		**75,779.81**	66,606.50

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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
T. N. Manoharan (DIN - 01186248)
Haigreve Khaitan (DIN - 00005290)
Shikha Sharma (DIN - 00043265)
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Vijay Kumar Sharma (DIN - 02449088)
CP Gurnani (DIN - 00018234)

Anand G. Mahindra Chairman (DIN - 00004695)
Anish Shah Managing Director and CEO (DIN - 02719429)
Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Statement of Profit and Loss | for the period ended 31st March, 2023

Rupees crores

	Note No.	2023	2022 [Refer note 44 (B)]
INCOME			
Revenue from operations	24	**84,960.26**	57,786.94
Other income	25	**2,545.17**	2,053.75
Total income		**87,505.43**	59,840.69
EXPENSES			
Cost of materials consumed	26	**62,226.20**	40,729.87
Purchases of stock-in-trade		**3,406.84**	2,371.61
Changes in inventories of finished goods, stock-in-trade and work-in-progress	27	**(1,074.80)**	(541.07)
Employee benefits expense	28	**3,649.88**	3,329.59
Finance costs	29	**272.78**	226.18
Depreciation, amortisation and impairment expense	30	**3,154.46**	2,498.39
Other expenses	31	**6,309.75**	4,869.47
Total expenses		**77,945.11**	53,484.04
Profit before exceptional items and tax		**9,560.32**	6,356.65
Exceptional items (net)	33	**(1,429.54)**	(208.67)
Profit before tax		**8,130.78**	6,147.98
Tax expense			
Current tax	21	**1,846.51**	1,051.69
Deferred tax	21	**(264.37)**	226.41
Profit for the year		**6,548.64**	4,869.88
Other comprehensive income/(loss)			
A. (i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		**(124.07)**	137.05
(b) Equity instruments through other comprehensive income		**10.07**	(30.43)
(ii) Income tax relating to items that will not be reclassified to profit or loss		**28.71**	(34.16)
B. (i) Items that will be reclassified to profit or loss			
(a) Debt instruments through other comprehensive income		**(1.87)**	(1.01)
(b) Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge		**16.64**	6.09
(ii) Income tax relating to items that will be reclassified to profit or loss		**(3.72)**	(1.28)
Total other comprehensive income/(loss)		**(74.24)**	76.26
Total comprehensive income for the year		**6,474.40**	4,946.14
Earnings per equity share:			
(Face value Rs. 5/- per share) (Rupees)			
Basic	34	**54.70**	40.73
Diluted	34	**54.49**	40.58

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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

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Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Statement of Changes in Equity | for the year ended 31st March, 2023

(A) Equity Share Capital

Rupees crores

	2023	2022
Issued, Subscribed and Paid-up :		
Balance as at the beginning of the year	**598.30**	597.39
Changes in equity share capital due to prior period error	**–**	–
Restated balance	**598.30**	597.39
Add: Allotment of shares by M&M ESOP Trust to Employees	**0.58**	0.91
Add: Shares issued under scheme of arrangement	**0.17**	–
Balance as at the end of the year	**599.05**	598.30

(B) Other Equity

Rupees crores

	Reserves and Surplus							Items of other comprehensive income			Total
	Share Pending Issuance	Capital Reserve	Securities Premium (refer note a)	General Reserve (refer note b)	Debenture 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 1st April, 2022	**0.09**	**528.30**	**2,638.24**	**1,742.36**	**50.64**	**230.98**	**32,450.64**	**(0.46)**	**(35.75)**	**(5.29)**	**37,599.75**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**6,548.64**	**–**	**–**	**–**	**6,548.64**
Other Comprehensive Income/(Loss)	**–**	**–**	**–**	**–**	**–**	**–**	**(92.84)**	**(1.40)**	**7.55**	**12.45**	**(74.24)**
Total Comprehensive Income for the year	**–**	**–**	**–**	**–**	**–**	**–**	**6,455.80**	**(1.40)**	**7.55**	**12.45**	**6,474.40**
Dividend paid on Equity Shares	**–**	**–**	**–**	**–**	**–**	**–**	**(1,435.89)**	**–**	**–**	**–**	**(1,435.89)**
Exercise of employee stock options	**0.08**	**–**	**86.42**	**–**	**–**	**(78.18)**	**–**	**–**	**–**	**–**	**8.32**
Allotment of bonus shares by M&M ESOP Trust to Employees	**–**	**–**	**(0.30)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(0.30)**
On account of employee stock options lapsed	**–**	**–**	**–**	**4.04**	**–**	**(4.04)**	**–**	**–**	**–**	**–**	**–**
Share based payment to employees	**–**	**–**	**–**	**–**	**–**	**111.57**	**–**	**–**	**–**	**–**	**111.57**
Transfer to retained earnings	**–**	**–**	**–**	**–**	**–**		**7.48**	**–**	**(7.48)**	**–**	**–**
Shares allotted	**(0.17)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(0.17)**
As at 31st March, 2023	**0.00**	**528.30**	**2,724.36**	**1,746.40**	**50.64**	**260.33**	**37,478.03**	**(1.86)**	**(35.68)**	**7.16**	**42,757.68**

(B) Other Equity (contd.)

Rupees crores

		Reserves and Surplus						Items of other comprehensive income			Total
	Share Pending Issuance	Capital Reserve	Securities Premium (refer note a)	General Reserve (refer note b)	Debenture 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, 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
Acquisitions through business combinations [Refer note 44 (B)]	0.06	182.20	4.83	—	—	9.91	(847.27)	—	—	—	(650.27)
Profit for the year	—	—	—	—	—	—	4,869.89	—	—	—	4,869.89
Other Comprehensive Income/(Loss)	—	—	—	—	—	—	102.88	(0.76)	(30.44)	4.56	76.24
Total Comprehensive Income for the year	—	—	—	—	—	—	4,972.77	(0.76)	(30.44)	4.56	4,946.13
Dividend paid on Equity Shares (including tax thereon)	—	—	—	—	—	—	(1,087.79)	—	—	—	(1,087.79)
Transfer to retained earning		—	—	—	—	—	(50.76)	—	0.09	—	(50.67)
Exercise of employee stock options	0.03	—	119.87	—	—	(117.20)	—	—	—	—	2.71
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
As at 31st March, 2022	0.09	528.30	2,638.24	1,742.36	50.64	230.98	32,450.64	(0.46)	(35.75)	(5.29)	37,599.75

Remeasurement loss (net) on defined benefit plans **Rs. 92.85 crores** (2022 : Gain of Rs. 102.88 crores) has been recognised during the year as part of retained earnings.

(C) Description of the nature and purpose of Other Equity:

(i) **Capital reserve:** Capital reserve mainly represents the amount of net assets acquired over and above consideration paid consequent to the scheme of arrangement.

(ii) **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.

(iii) **General reserve:** 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.

(iv) **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.

(v) **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.

(vi) **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:

(a) The Company has reduced the share capital by **Rs. 11.36 crores** (2022: Rs. 11.65 crores) and securities premium by **Rs. 182.94 crores** (2022: Rs. 182.94 crores) for the **2,27,05,304** shares of Rs. 5 each (2022: 2,32,95,651 shares of Rs. 5 each) held by the M&M ESOP Trust pending transfer to the eligible employees.

(b) The share capital of the Company has also been reduced and the securities premium increased by **Rs. 11.36 crores** (2022: Rs. 11.65 crores) for the **2,27,05,303** bonus shares of Rs. 5 each (2022: 2,32,95,650 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 : 101248W/W-100022

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
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Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Cash Flow Statement | for the year ended 31st March, 2023

Rupees crores

		2023	2022 [Refer note 44 (B)]
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit before exceptional items and tax	**9,560.32**	6,356.65
	Adjustments for:		
	Depreciation, amortisation and impairment expense	**3,154.46**	2,498.39
	Gain on foreign exchange fluctuations (net)	**(58.74)**	(95.70)
	Dividend on investment and interest income	**(1,988.05)**	(1,720.95)
	Gain arising on financial assets/ liabilities measured at Fair Value through profit or loss (net)	**(304.30)**	(182.64)
	Finance costs	**272.78**	226.18
	Share based payment expenses	**106.63**	80.47
	(Profit)/Loss on property, plant and equipment sold/scrapped/written off (net)	**(62.97)**	21.50
		1,119.81	827.25
	Operating profit before working capital changes	**10,680.13**	7,183.90
	Changes in:		
	Trade and other receivables	**(2,197.80)**	(1,401.85)
	Inventories	**(3,083.66)**	(1,136.94)
	Trade and other payables and provisions	**5,668.58**	2,930.05
		387.12	391.26
	Cash generated from operations	**11,067.25**	7,575.16
	Income taxes paid (net of refunds and interest on refunds)	**(1,937.95)**	(598.43)
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**9,129.30**	6,976.73
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Payments to acquire property, plant and equipment and intangible assets	**(4,354.23)**	(3,348.95)
	Proceeds from sale of property, plant and equipment and intangible assets	**922.96**	57.40
	Payments to acquire non-current investments - subsidiaries	**(3,144.37)**	(608.56)
	Payments to acquire non-current investments - associates	**–**	(16.07)
	Payments to acquire non-current investments - joint ventures	**(10.20)**	(129.00)
	Payments to acquire other non-current investments	**–**	(3.33)
	Proceeds from sale of other non current investments	**47.13**	4.04
	Payments to acquire current investments	**(35,880.17)**	(49,204.85)
	Proceeds from sale of current investments	**34,607.61**	46,224.29
	Share application money paid	**–**	(62.27)
	Changes in earmarked balances and margin accounts with banks	**(0.09)**	25.84
	Bank deposits placed	**(3,677.75)**	(4,262.02)
	Bank deposits matured	**3,452.44**	6,422.12
	Interest received	**305.63**	361.77
	Dividends received	**1,607.14**	1,363.02
	Receivables/Loans/Inter-corporate deposits given	**(1,332.41)**	(1,655.18)
	Receivables/Loans/Inter-corporate deposits refunded	**1,590.11**	311.63
	Exceptional Items :		
	Proceeds from sale of non current investments in subsidiaries, associates, joint ventures	**1,112.72**	556.53
	NET CASH FLOW USED IN INVESTING ACTIVITIES (B)	**(4,753.48)**	(3,963.59)

Cash Flow Statement (contd.)

Rupees crores

		2023	2022 [Refer note 44 (B)]
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Proceeds from issue of equity instruments	**8.33**	3.32
	Proceeds from borrowings	**–**	966.61
	Repayment of borrowings	**(1,861.43)**	(2,514.72)
	Repayment of lease liabilities (including interest)	**(113.79)**	(49.73)
	Dividends paid	**(1,435.86)**	(1,089.06)
	Interest, commitment and finance charges paid	**(381.00)**	(482.40)
	NET CASH FLOW USED IN FINANCING ACTIVITIES (C)	**(3,783.75)**	(3,165.98)
	NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	**592.07**	(152.84)
	Cash and cash equivalents at the beginning of the year	**717.26**	867.54
	Acquisitions through business combinations [Refer note 44 (B)]	**–**	2.47
	Unrealised gain / (loss) on foreign currency cash and cash equivalents	**0.78**	0.08
	Cash and cash equivalents at the end of the year [Refer Note 14 (a)]	**1,310.11**	717.26

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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

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Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Notes forming part of the Financial Statements | for the period ended 31st March, 2023

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 26th May, 2023.

(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.

(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:

Asset Class	Useful lives
(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.

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.

2. Significant Accounting Policies: (contd.)

(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, stock in trade, 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 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. A trade receivable without a significant financing component is initially measured at the transaction price.

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.

2. Significant Accounting Policies: (contd.)

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 equity investments are not held for trading. 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 or services

The Company recognises revenue from sale of goods or services at the amount of transaction price (excluding variable consideration that is constrained), that is allocated to the performance obligation satisfied. Transaction price is the amount of consideration to which the Company expects it to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of third parties. An amount of consideration can vary because of discounts, rebates, incentives etc. which are explicitly stated in the contract or are as per customary business practices. The consideration can also vary where the entitlement is contingent on occurrence or non-occurrence of a future event. The Company includes variable consideration as part of transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration is estimated using the expected value method or the most likely amount depending on which method the Company expects to better predict the amount of consideration to which it will be entitled and is applied consistently throughout the contract.

Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price and accounted as interest income.

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 including that on unused tax losses and unused tax credits 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.

Deferred tax assets and liabilities are not recognised for the temporary differences arising 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.

(t) Non-current assets held for sale

Non-current assets or disposal groups are classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. To classify as held for sale, the asset must be available for immediate sale in its present condition, its sale must be highly probable and is marketed for sale at a price that is reasonable in relation to its current fair value. The Group must also be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

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 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1st, 2023, as below:

1) **Ind AS 1 - Presentation of Financial Statements:** The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information included in an entity's financial statements, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

2) **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors:** The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

3) **Ind AS 12 - Income Taxes:** The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect this 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	2023	2022
(a) Property, plant and equipment (owned)	**12,086.69**	11,489.38
(b) Right of use assets	**963.43**	753.54
Total	**13,050.12**	12,242.92

(a) Property, plant and equipment (owned)

Rupees crores

Particulars	Land - Freehold	Buildings	Plant and Equipment	Office Equipment	Furniture and Fixtures	Aircraft	Vehicles	Total
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
Acquisitions through business combinations [Refer note 44 (B)]	8.36	40.71	207.00	2.75	2.10	–	15.31	276.23
Additions/Transfer from CWIP during the year	59.33	806.66	2,790.61	12.72	11.70	–	27.16	3,708.18
Disposals/Transfer during the year	3.07	3.08	208.86	4.75	5.70	–	76.74	302.20
Balance as at 31st March, 2022	338.19	4,300.02	19,115.72	204.01	255.38	57.22	434.03	24,704.57
Balance as at 1st April, 2022	**338.19**	**4,300.02**	**19,115.72**	**204.01**	**255.38**	**57.22**	**434.03**	**24,704.57**
Additions/Transfer from CWIP during the year	**5.55**	**235.30**	**2,661.78**	**17.61**	**8.60**	**–**	**24.83**	**2,953.67**
Disposals during the year	**12.95**	**35.05**	**169.64**	**6.10**	**10.28**	**–**	**89.49**	**323.51**
Reclassified as held for sale	**6.84**	**47.18**	**492.87**	**0.99**	**1.22**	**–**	**1.14**	**550.26**
Balance as at 31st March, 2023	**323.95**	**4,453.09**	**21,114.99**	**214.53**	**252.48**	**57.22**	**368.23**	**26,784.47**
Accumulated depreciation & impairment								
Balance as at 1st April, 2021	–	999.75	10,187.31	155.10	181.91	43.45	281.99	11,849.51
Acquisitions through business combinations [Refer note 44 (B)]	–	7.61	93.69	1.72	1.12	–	12.20	116.34
Depreciation expense for the year	–	120.75	1,293.07	11.39	14.14	2.63	63.88	1,505.86
Disposals/Transfer during the year	–	1.58	183.80	4.53	5.29	–	62.78	257.98
Impairment during the year $	–	–	1.15	–	–	–	0.31	1.46
Balance as at 31st March, 2022	–	1,126.53	11,391.42	163.68	191.88	46.08	295.60	13,215.19
Balance as at 1st April, 2022	**–**	**1,126.53**	**11,391.42**	**163.68**	**191.88**	**46.08**	**295.60**	**13,215.19**
Depreciation expense for the year	**–**	**139.80**	**1,536.22**	**12.88**	**12.52**	**2.63**	**48.59**	**1,752.64**
Impairment during the year #	**–**	**–**	**321.17**	**0.46**	**0.59**	**–**	**5.51**	**327.73**
Disposals during the year	**–**	**26.11**	**144.90**	**5.86**	**9.44**	**–**	**74.70**	**261.01**
Reclassified as held for sale	**–**	**14.80**	**320.19**	**0.63**	**1.01**	**–**	**0.14**	**336.77**
Balance as at 31st March, 2023	**–**	**1,225.42**	**12,783.72**	**170.53**	**194.54**	**48.71**	**274.86**	**14,697.78**
Net carrying amount								
Net carrying amount as at 31st March, 2022	338.19	3,173.49	7,724.30	40.33	63.50	11.14	138.43	11,489.38
Net carrying amount as at 31st March, 2023	**323.95**	**3,227.67**	**8,331.27**	**44.00**	**57.94**	**8.51**	**93.37**	**12,086.69**

Notes:

a. Additions during the year includes borrowing costs capitalised **Rs. 162.27 crores** (2022 : Rs. 41.52 crores).

b. Buildings include **Rs. * crores** (2022 : Rs. * crores) being the value of shares in co-operative housing societies.

$ Impairment losses are recognised in the standalone statement of profit and loss as depreciation, amortisation and Impairment expenses.

Impairment losses are recognised in the standalone statement of profit and loss as a part of exceptional items.[Refer Note 33]

* 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 below)	Total
Cost				
Balance as at 1st April, 2021	415.45	77.83	106.90	600.18
Acquisitions through business combinations [Refer note 44 (B)]	36.84	—	—	36.84
Additions during the year	95.95	13.08	144.51	253.54
Deductions during the year	—	12.32	0.45	12.77
Balance as at 31st March, 2022	548.24	78.59	250.96	877.79
Balance as at 1st April, 2022	**548.24**	**78.59**	**250.96**	**877.79**
Additions during the year	**100.26**	**44.96**	**178.41**	**323.63**
Deductions during the year	**—**	**7.56**	**8.10**	**15.66**
Balance as at 31st March, 2023	**648.50**	**115.99**	**421.27**	**1,185.76**
Accumulated amortisation				
Balance as at 1st April, 2021	10.16	37.95	33.32	81.43
Acquisitions through business combinations [Refer note 44 (B)]	0.75	—	—	0.75
Amortisation expense for the year	6.50	17.75	28.37	52.62
Deductions during the year	—	10.41	0.14	10.55
Balance as at 31st March, 2022	17.41	45.29	61.55	124.25
Balance as at 1st April, 2022	**17.41**	**45.29**	**61.55**	**124.25**
Amortisation expense for the year	**8.37**	**26.99**	**69.97**	**105.33**
Deductions during the year	**—**	**7.33**	**4.88**	**12.21**
Impairment during the year #	**—**	**—**	**4.96**	**4.96**
Balance as at 31st March, 2023	**25.78**	**64.95**	**131.60**	**222.33**
Net carrying amount				
Net carrying amount as at 31st March, 2022	530.83	33.30	189.41	753.54
Net carrying amount as at 31st March, 2023	**622.72**	**51.04**	**289.67**	**963.43**

Note:

Others include Plant & Equipment, Vehicles and Furniture & Fixtures.

Impairment losses are recognised in the standalone statement of profit and loss as a part of exceptional items. [Refer Note 33]

5. Capital-work-in-progress (CWIP)

Rupees crores

Particulars	2023	2022
Cost		
Opening Balance	**1,624.27**	2,891.23
Additions during the year	**2,308.18**	2,199.19
Addition during the year - due to interest capitalisation	**39.49**	117.35
Acquisitions through business combinations [Refer note 44 (B)]	**—**	124.74
Total Additions during the year	**2,347.67**	2,441.28
Deletions during the year		
Transfer to property, plant and equipment	**2,952.78**	3,708.21
Deletions during the year	**0.19**	0.03
Reclassified as held for sale	**11.33**	—
Impairment during the year #	**57.38**	—
Total Deletions during the year	**3,021.68**	3,708.24
Closing Balance	**950.27**	1,624.27

5. Capital work-in-progress (CWIP) (contd.)
Ageing of capital work in progress

Rupees crores

Particulars	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, 2023:					
Projects in progress	**721.25**	**127.15**	**29.82**	**72.05**	**950.27**
(a) Projects temporarily suspended : Exceeded cost or overdue	**–**	**–**	**–**	**–**	**–**
(b) Projects temporarily suspended : Other than covered in above (a)	**–**	**–**	**–**	**–**	**–**
Total	**721.25**	**127.15**	**29.82**	**72.05**	**950.27**
As at 31st March, 2022:					
Projects in progress	1,019.01	325.74	237.09	42.43	1,624.27
(a) Projects temporarily suspended : Exceeded cost or overdue	–	–	–	–	–
(b) Projects temporarily suspended : Other than covered in above (a)	–	–	–	–	–
Total	**1,019.01**	**325.74**	**237.09**	**42.43**	**1,624.27**

Impairment losses are recognised in the standalone statement of profit and loss as a part of exceptional items.[Refer Note 33]

6. Intangible Assets

Rupees crores

Particulars	Development Expenditure (Internally Generated)	Brand Licences	Computer Software	Others (refer note b)	Total
Cost					
Balance as at 1st April, 2021	5,405.68	134.05	81.49	68.10	5,689.32
Acquisitions through business combinations [Refer note 44 (B)]	241.40	–	25.66	–	267.06
Additions/Transfer from Intangibles assets under development during the year	1,221.89	–	5.51	–	1,227.40
Deductions/Transfer during the year	1,180.95	–	7.95	–	1,188.90
Balance as at 31st March, 2022	5,688.02	134.05	104.71	68.10	5,994.88
Balance as at 1st April, 2022	**5,688.02**	**134.05**	**104.71**	**68.10**	**5,994.88**
Additions/Transfer from Intangibles under development during the year	**2,950.61**	**–**	**21.06**	**1.33**	**2,973.00**
Deductions during the year	**571.95**	**–**	**16.87**	**–**	**588.82**
Reclassified as held for sale	**119.97**	**–**	**14.29**	**–**	**134.26**
Balance as at 31st March, 2023	**7,946.71**	**134.05**	**94.61**	**69.43**	**8,244.80**
Accumulated amortisation & impairment					
Balance as at 1st April, 2021	3,266.67	25.72	74.05	3.18	3,369.62
Acquisitions through business combinations [Refer note 44 (B)]	202.99	–	14.73	–	217.72
Amortisation expense for the year	919.64	4.31	11.08	0.04	935.07
Deductions/Transfer during the year	1,180.94	–	7.95	–	1,188.89
Impairment during the year $	0.32	–	–	–	0.32
Balance as at 31st March, 2022	3,208.68	30.03	91.91	3.22	3,333.84
Balance as at 1st April, 2022	**3,208.68**	**30.03**	**91.91**	**3.22**	**3,333.84**
Amortisation expense for the year	**1,249.79**	**4.31**	**14.24**	**0.04**	**1,268.39**
Impairment during the year #	**372.75**	**–**	**0.46**	**–**	**373.21**
Deductions during the year	**571.95**	**–**	**16.87**	**–**	**588.82**
Reclassified as held for sale	**62.72**	**–**	**5.18**	**–**	**67.90**
Balance as at 31st March, 2023	**4,196.55**	**34.34**	**84.56**	**3.26**	**4,318.72**
Net carrying amount					
Net carrying amount as at 31st March, 2022	2,479.34	104.02	12.80	64.88	2,661.04
Net carrying amount as at 31st March, 2023	**3,750.16**	**99.71**	**10.05**	**66.17**	**3,926.08**

Notes:-

a. Additions during the year includes Borrowing costs capitalised **Rs. 72.21 crores** (2022 : Rs. 70.25 crores).

b. Others include trade marks, transferable development rights etc.

$ Impairment losses are recognised in the standalone statement of profit and loss as depreciation, amortisation and impairment expenses

Impairment losses are recognised in the standalone statement of profit and loss as a part of exceptional items. [Refer Note 33]

7. Intangible assets under development

Rupees crores

Particulars	2023	2022
Opening Balance	**3,638.47**	3,234.23
Additions during the year		
Addition during the period	**1,944.14**	1,289.89
Addition during the period - due to Interest Capitalisation	**143.00**	176.58
Acquisitions through business combinations [Refer note 44 (B)]	**—**	164.23
Total Additions	**2,087.15**	1,630.70
Deletions during the year		
Transfer to Intangible Asset	**2,950.60**	1,221.89
Deletion during the year	**750.79**	1.51
Reclassified as held for sale	**38.65**	—
Impairment during the year #	**151.23**	3.06
Total Deletions	**3,891.27**	1,226.46
Closing Balance	**1,834.35**	3,638.47

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, 2023:					
Projects in progress	**599.91**	**550.53**	**220.85**	**463.05**	**1,834.35**
Total	**599.91**	**550.53**	**220.85**	**463.05**	**1,834.35**
As at 31st March, 2022:					
Projects in progress	1,357.75	665.69	856.91	758.12	3,638.47
Total	**1,357.75**	**665.69**	**856.91**	**758.12**	**3,638.47**

Out of impairment losses recognised in the statement of profit and loss, **Rs. 123.13 crores** (2022: Rs. Nil) and **Rs. 28.10 crores** (2022: Rs. 3.06 crores) has been recognised in exceptional items and depreciation, amortisation and impairment expenses, respectively .

8. Investments

A. Non-current investments

Particulars	Face Value Per Unit (Rupees)	2023		2022	
		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**	13,48,35,922	24.72
Mahindra Lifespace Developers Limited	10	**7,93,19,550**	**440.28**	7,93,19,550	440.28
Mahindra Logistics Limited	10	**4,18,12,257**	**41.81**	4,18,12,257	41.81
Swaraj Engines Limited **	10	**63,31,141**	**322.29**	—	—
			3,753.72		3,431.43
(ii) In Associate Companies					
Equity shares					
Swaraj Engines Limited **	10	**—**	**—**	42,16,792	26.28
Tech Mahindra Limited	5	**24,80,22,598**	**971.75**	24,80,22,598	971.75
Mahindra CIE Automotive Limited @	10	**1,21,22,068**	**306.28**	4,33,44,512	1,095.16
			1,278.03		2,093.19

8. Investments (contd.)

A. Non-current investments (contd.)

Particulars	Face Value Per Unit (Rupees)	2023 Number	2023 Rupees crores	2022 Number	2022 Rupees crores
(B) Designated and carried at FVTPL					
In Other Companies					
SsangYong Motor Company ##	KRW 5,000	**1,25,36,341**	**172.14**	11,18,55,108	–
(C) Designated and carried at FVTOCI					
In Other Companies					
Equity shares			**1.29**		1.22
			1.29		1.22
			5,205.18		5,525.84
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	**1,10,50,23,98,69,39,88,000**	**735.54**	3,65,36,06,54,761	474.36
Mahindra Aerospace Private Limited #	10	**91,23,89,607**	**1,106.96**	–	–
Mahindra Bangladesh Private Limited	BDT 100	**–**	**–**	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
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 Electric Automobile Limited	10	**1,30,00,50,000**	**1,300.05**	–	–
Mahindra Electric Automobile Limited [Including 169,44,44,445 partly paid Equity shares of Face Value Rs.10 each partly paid to Re.1 each)	10	**1,69,44,44,445**	**169.44**	–	–
Mahindra eMarket Limited	10	**3,59,865**	**0.02**	3,59,865	0.02
Mahindra Holdings Limited	10	**2,70,53,71,700**	**2,705.37**	2,46,34,99,450	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**	38,60,43,477	1,017.97
Mahindra Telecom Energy Management Services Private Limited	10	**6,94,35,200**	**69.44**	5,60,50,000	56.05
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	**1,60,00,00,000**	**633.90**	1,60,00,00,000	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	**1,65,00,00,000**	**286.35**	1,65,00,00,000	286.35
Mahindra Two Wheelers Limited	0.02	**41,22,50,37,146**	**433.73**	41,22,50,37,146	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	**3,00,00,000**	**29.71**	2,62,15,842	26.22

8. Investments (contd.)

A. Non-current investments (contd.)

Particulars	Face Value Per Unit (Rupees)	2023 Number	2023 Rupees crores	2022 Number	2022 Rupees crores
Mahindra Accelo Limited (Formerly known as Mahindra Intertrade Limited) [including 1,50,00,000 shares of Face value of Rs. 10 Each partly paid-up Rs.3 per share]	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
M.I.T.R.A. Agro Equipments Private Limited#	10	**2,63,126**	**89.02**	—	—
NBS International Limited	10	**4,45,50,466**	**45.30**	4,45,50,466	45.30
Resurgence Solarize Urja Private Limited	10	**25,94,800**	**2.59**	—	—
Sampo Rosenlew Oy #	NA	**16,062**	**312.96**	—	—
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
			16,107.60		12,611.47
(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
Brainbees Solutions Private Limited ~	2	**4,11,16,885**	**320.73**	1,64,46,754	320.73
ReNew Sunlight Energy Private Limited	10	**1,60,74,000**	**16.07**	1,60,74,000	16.07
			590.86		590.86
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 ~	2	**1,22,17,950**	**95.07**	48,87,180	95.07
			129.52		129.52
			720.38		720.38
(iv) In Joint Venture Companies					
Equity shares					
Carnot Technologies Private Limited	10	**4,734**	**5.95**	4,734	5.95
Classic Legends Private Limited	10	**31,50,00,235**	**315.71**	24,25,28,000	243.24
M.I.T.R.A Agro Equipments Private Limited #	10	**—**	**—**	1,24,537	23.80
Mahindra Aerospace Private Limited #	10	**—**	**—**	83,56,30,306	1,075.45
Mahindra Ideal Lanka (Private) Limited	LKR 1000	**1,75,000**	**6.79**	1,75,000	6.79
Sanyo Special Steel Manufacturing India Private Limited (formerly known as Mahindra Sanyo Special Steel Private Limited)	10	**—**	**—**	34,75,264	145.13
Sampo Rosenlew Oy#	NA	**—**	**—**	4,995	218.34
Smartshift Logistics Solutions Private Limited ^^	10	**2,77,68,400**	**71.56**	3,47,105	71.56
			400.01		1,790.26

8. Investments (contd.)

A. Non-current investments (contd.)

Particulars	Face Value Per Unit (Rupees)	2023 Number	2023 Rupees crores	2022 Number	2022 Rupees crores
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**	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		257.13
			657.14		2,047.39
(B) Designated and carried at FVTOCI					
(i) In Other Companies					
Gamaya SA:					
- Irredeemable Preferred shares	CHF 1	**30,469**	**–**	30,469	–
- Common shares	CHF 1	**300**	**–**	300	–
TVS Automobile Solutions Private Limited: Compulsorily Convertible Preference shares	10	**–**	**–**	3,32,295	35.00
Equity shares - others			**0.07**		0.07
			0.07		35.07
Investments in Equity Instruments (Total)			**23,942.10**		22,191.88
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	–
			–		–
(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					
6.00% Optionally Convertible Cumulative Redeemable Preference shares : Mahindra Agri Solutions Limited	46	**1,06,96,170**	**29.82**	1,06,96,170	38.86
7.91% Optionally Convertible Redeemable Bonds : Mahindra Two Wheelers Europe Holdings S.a.r.l.	1	**6,57,70,67,725**	**62.75**	–	–
			92.57		38.86

8. Investments (contd.)

A. Non-current investments (contd.)

Particulars	Face Value Per Unit (Rupees)	2023 Number	2023 Rupees crores	2022 Number	2022 Rupees crores
(ii) In Joint Venture Companies					
18.00% Optionally Convertible Debenture: Zoomcar India Private Limited	1,00,000	—	—	—	—
(iii) In Others					
Investment in Alternate Investment Fund			**26.24**		24.75
			26.24		24.75
Other Non-Current Investments (Total)			**118.81**		63.61
Total Non-Current Investments (Gross)			**24,060.92**		22,255.49
Less: Aggregate amount of impairment in value of investments			**(6,521.86)**		(5,953.09)
Total Non-Current Investments (Net)			**17,539.06**		16,302.40
Other Disclosures					
(i) Aggregate amount of quoted investments (Gross)			**5,205.18**		5,525.84
Market Value of quoted investments			**51,714.55**		57,237.27
(ii) Aggregate amount of unquoted investments (Gross)			**18,855.74**		16,729.65

Notes:

** Status has been changed from Associate to Subsidiary
* denotes amounts less than Rs. 50,000.
# Status has been changed from Joint Venture to Subsidiary
~ Face value has been reduced from 5 to 2
^^ Bonus shares issued in the ratio of 1:79
Company renamed as "KG Mobility", trading resumed on a stock exchange outside India post 31st March, 2023
@ Subsequent to 31st March, 2023 entire shares has been sold

B. Current investments

Particulars	2023	2022
Quoted:		
Mandatorily measured and carried at FVTPL		
Investments in Mutual Funds	**6,841.82**	6,760.77
Investments in Market Linked Debentures	**100.53**	—
	6,942.35	6,760.77
Designated and carried at FVTOCI		
Investments in Equity Instruments	**0.01**	0.01
Investments in Debentures and Bonds	**24.85**	31.09
Investments in Government securities	**10.02**	4.99
	34.88	36.09
	6,977.23	6,796.86
Unquoted:		
Carried at FVTOCI		
Investments in Commercial Papers	**312.16**	—
	312.16	—
Carried at amortised cost		
Investments in Corporate Fixed Deposits	**254.19**	253.00
	254.19	253.00
Designated and carried at FVTOCI		
Investments in Certificate of Deposits	**2,004.43**	852.20
Total Current Investments	**9,548.01**	7,902.06
Other Disclosures		
(i) Aggregate amount of quoted investments (Gross)	**6,977.23**	6,796.86
Market Value of quoted investments	**6,977.23**	6,796.86
(ii) Aggregate amount of unquoted investments (Gross)	**2,570.78**	1,105.20

9. Loans

Rupees crores

Particulars	Non-Current		Current	
	2023	2022	**2023**	2022
(a) Loans to related parties (refer note 39)				
Unsecured considered good	**169.31**	310.79	**2,173.47**	1,791.70
Credit impaired	**6.00**	11.00	**4.59**	5.27
	175.31	321.79	**2,178.06**	1,796.97
Less: Loss Allowance	**6.00**	11.00	**4.59**	5.27
Total (a)	**169.31**	310.79	**2,173.47**	1,791.70
(b) Other Loans				
Unsecured, considered good	**8.14**	12.86	**3.49**	53.82
Credit impaired	**—**	246.19	**—**	—
	8.14	259.05	**3.49**	53.82
Less: Loss Allowance	**—**	184.64	**—**	—
Total (b)	**8.14**	74.41	**3.49**	53.82
Total Loans	**177.45**	385.20	**2,176.96**	1,845.52

(a) Non current Loan to Related Parties includes Loan to Director **Rs 0.31 crores** (2022 : Rs 0.79 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	
	2023	2022	**2023**	2022
Carried at amortised cost:				
Security deposits	**44.10**	41.10	**16.02**	21.21
Corporate Fixed Deposits	**—**	102.09	**—**	—
Bank deposits with more than 12 months maturity	**408.26**	421.19	**—**	—
Interest accrued	**—**	—	**151.62**	132.79
Other financial assets	**1,022.73**	976.81	**1,133.05**	666.25
Carried at fair value:				
Derivative financial assets	**—**	4.47	**20.80**	237.83
Derivatives on Interest over Subsidiaries, Associates and Joint Ventures	**28.20**	21.54	**—**	70.37
Total Other Financial Assets	**1,503.29**	1,567.20	**1,321.49**	1,128.45

Other Financial Assets include 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	
	2023	2022	**2023**	2022
Capital advances	**804.60**	784.82	**—**	—
Other advances	**440.36**	526.62	**3,499.68**	2,639.93
Total Other Non Financial Assets	**1,244.96**	1,311.44	**3,499.68**	2,639.93

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.

12. Inventories

Rupees crores

Particulars	2023	2022
Raw Materials and Bought-out Components [includes in transit **Rs. 400.29 crores**; 2022 : Rs. 122.17 crores]	**4,381.05**	2,544.76
Work-in-Progress	**158.73**	136.83
Finished Goods	**2,849.85**	2,222.70
Stock-in-Trade [includes in transit **Nil**; 2022 : Rs. 0.31 crores]	**747.54**	587.04
Manufactured Components	**461.14**	280.50
Stores and Spares	**204.56**	124.97
Tools	**78.48**	73.59
Total Inventories	**8,881.35**	5,970.39

(a) The amount of inventories recognised as an expense is **Rs. 72,365.57 crores** (2022 : Rs. 48,490.27 crores) including **Rs. 200.56 crores** (2022 : Rs. 75.94 crores) in respect of write-down of inventories to net realisable value, and has been reduced by **Rs. 95.45 crores** (2022 : Rs. 63.73 crores) in respect of the reversal of such write downs. Reversal in provision is due to sale and/or consumption of inventories provided for in earlier years.

(b) 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 inventories.

(c) Method of valuation of inventories is stated in Note 2(h).

13. Trade Receivables

Rupees crores

Particulars	2023	2022
Unsecured, considered good	**4,041.73**	3,028.87
Credit impaired	**226.60**	248.85
	4,268.33	3,277.72
Less: Loss Allowance [(Refer Note 38 - 2(b)].	**226.60**	239.15
Total Trade Receivables	**4,041.73**	3,038.57

Ageing of trade receivables

Rupees crores

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31st March, 2023							
Undisputed trade receivables - considered good	**1,440.02**	**2,450.54**	**84.53**	**36.56**	**16.89**	**13.19**	**4,041.73**
Undisputed trade receivables - credit impaired	**—**	**2.34**	**15.80**	**9.66**	**34.88**	**66.25**	**128.93**
Disputed trade receivables - credit impaired	**—**	**0.01**	**2.10**	**12.47**	**10.73**	**72.36**	**97.67**
	1,440.02	**2,452.89**	**102.43**	**58.69**	**62.50**	**151.80**	**4,268.33**
Less: Loss Allowance [Refer Note 38 - 2(b)]							**(226.60)**
Total							**4,041.73**
As at 31st March, 2022							
Undisputed trade receivables - considered good	1,158.22	1,616.20	111.19	60.75	40.79	41.72	3,028.87
Undisputed trade receivables - credit impaired	—	1.34	34.83	69.50	25.31	38.20	169.18
Disputed trade receivables - credit impaired	—	0.20	16.21	8.07	9.67	45.52	79.67
	1,158.22	1,617.74	162.23	138.32	75.77	125.44	3,277.72
Less: Loss Allowance							(239.15)
Total							3,038.57

14. Cash & Cash Equivalents and Bank Balances

Rupees crores

Particulars	2023	2022
a) Cash and cash equivalents		
Balances with banks		
- On Current accounts	**547.79**	384.75
- Fixed deposits with original maturity less than 3 months	**656.73**	261.72
	1,204.52	646.47
Cheques, drafts on hand (including in transit)	**105.51**	70.70
Cash on hand	**0.08**	0.09
Total Cash and cash equivalents	**1,310.11**	717.26
b) Bank Balances other than Cash and Cash Equivalents		
Earmarked balances with banks	**17.18**	17.16
Balances with banks on margin accounts	**9.78**	9.71
Fixed deposits	**3,144.68**	2,906.44
Total Other Bank balances	**3,171.64**	2,933.31

15. Assets held for sale

In April, 2022 , the Company agreed to sell 34,75,264 Equity shares of Rs. 10 each in Sanyo Special Steel Manufacturing India Private Limited (Formerly known as Mahindra Sanyo Special Steel Private Limited) ('SSSMIPL') aggregating 22.81% of paid-up Equity Share Capital of SSSMIPL to Sanyo Special Steel Co., Ltd ("Sanyo"). The investment has been classified as 'Asset Held for Sale' as at 31st March, 2023. The sale has been completed subsequent to 31st March, 2023 before the financial statements have been approved for issue by the Board.

On 22nd March, 2023, the Company has approved to sell/transfer assets and/or business pertaining to the Last Mile Mobility Business of the Company to a new company to be incorporated as a wholly owned subsidiary of the Company. The transaction is subject to customary approvals. Accordingly, the identified assets and liabilities have been classified as 'Held for Sale' as at 31st March, 2023 in the Standalone Balance sheet.

16. Equity Share Capital

Rupees crores

Particulars	2023	2022
Authorised:		
22,31,30,00,000 (2022: 1810,00,00,000) Ordinary (Equity) Shares of Rs. 5 each	**11,156.50**	9,050.00
25,00,000 Unclassified Shares of Rs. 100 each (2022: 25,00,000)	**25.00**	25.00
150,00,00,000 Preference Shares of Rs. 10 each (2022: 150,00,00,000)	**1,500.00**	1,500.00
	12,681.50	10,575.00
Issued and Subscribed and Paid-up:		
1,24,35,28,831 (2022: 1,24,31,92,544) Ordinary (Equity) Shares of Rs. 5 each fully paid up	**621.77**	621.60
Less:		
4,54,10,607 (2022: 4,65,91,301) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M ESOP Trust but not yet allotted to employees	**22.72**	23.30
Adjusted Issued, Subscribed and Paid-up Share Capital	**599.05**	598.30

a. Reconciliation of number of Ordinary (Equity) Shares and amount outstanding:

Particulars	2023		2022	
	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
Add: Shares issued under scheme of arrangement	**3,36,287**	**0.17**	—	—
	1,24,35,28,831	**621.77**	1,24,31,92,544	621.60
Less: Shares issued to M&M ESOP Trust but not allotted to employees	**4,54,10,607**	**22.72**	4,65,91,301	23.30
Adjusted Issued, Subscribed and Paid-up Share Capital	**1,19,81,18,224**	**599.05**	1,19,66,01,243	598.30

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	2023		2022	
	No. of Shares	Shareholding %	No. of Shares	Shareholding %
Prudential Management and Services Private Limited	**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
Life Insurance Corporation of India	**6,21,30,470**	**5.00**	8,55,54,624	6.88

d. Details of Ordinary (Equity) Shares held by Promoter and Promoter group:

Name of the Promoters	2023			2022		
	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	**2,04,438**	**0.02%**	**0.00%**	2,12,208	0.02%	–
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%**	**–**	12,51,884	0.10%	0.00%
Nisheeta Labroo	**1,60,500**	**0.01%**	**–**	1,60,500	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	**2,89,440**	**0.02%**	**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	**6,44,744**	**0.05%**	**0.01%**	7,16,744	0.06%	0.00%
Kema Services International Private Limited	**7,34,832**	**0.06%**	**–**	7,34,832	0.06%	–
Prudential Management and Services Private Limited	**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)	**23,25,15,148**	**18.69%**		23,24,50,918	18.69%	
Total (A+B)	**23,48,29,748**	**18.88%**		23,47,65,518	18.88%	

e. For the period of preceding five years as on the Balance Sheet date, Issued, Subscribed and Paid-up Share Capital includes:

i. Aggregate of **8,40,175** (2022: 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.

ii. Aggregate of **62,15,96,272** (2022: 62,15,96,272) Ordinary (Equity) Shares allotted as fully paid up by way of bonus shares.

17. Details of Dividends proposed:

Rupees crores

Particulars	2023	2022
Dividend per share (Rupees)	**16.25**	11.55
Dividend on Equity Shares	**2,020.73**	1,435.89
Total Dividend	**2,020.73**	1,435.89

18. Borrowings

a) Long Term Borrowings

i) Non Current borrowings

Rupees crores

Particulars	2023	2022
Unsecured (Carried at Amortised Cost):		
Debentures	**1,471.24**	3,467.38
Term loan from banks	**600.00**	1,841.67
Other loans	**260.32**	372.48
Total Unsecured Borrowings	**2,331.56**	5,681.53

(a) Debentures:

Rupees crores

	2023	2022
- 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
- 6.65% p.a. Redeemable Non-Convertible Debentures maturing in April, 2023	**–**	1,000.00
Less: Unamortised finance cost	**3.76**	7.62
	1,471.24	3,467.38

\# 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 May 2025 and carry interest rates which is linked to Repo rate with 2% p.a.p.m. Certain loans have floor rate and ceiling rate defined such that the effective interest rate would range between 5.95% p.a.p.m. to 7.95% p.a.p.m.

(c) Other loans mainly 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.

b) Short Term Borrowings

Rupees crores

Particulars	2023	2022
Secured (Carried at Amortised Cost):		
Loans and Advances on cash credit account from Banks	**–**	2.56
Unsecured (Carried at Amortised Cost):		
Commercial Papers	**–**	496.48
Current maturities of long term borrowings	**2,312.17**	317.20
Total Short Term Borrowings	**2,312.17**	816.24

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.

18. Borrowings (contd.)

b) Short Term Borrowings (contd.)

Reconciliation of movement in borrowings to cash flows from financing activities

Rupees crores

Particulars	2023	2022
Opening balance		
- Long Term Borrowings	**5,681.53**	6,989.84
- Short Term Borrowings	**816.24**	672.50
- Unclaimed matured Deposits	**0.07**	0.09
Total Opening Balance	**6,497.84**	7,662.43
a) Acquisitions through business combinations [Refer Note 44 (B)]	**—**	288.79
b) Cash flow movements		
- Proceeds from borrowings	**—**	966.61
- Repayment of borrowings	**(1,861.43)**	(2,514.72)
	(1,861.43)	(1,548.11)
c) Non-cash movements		
- Effect of amortisation of loan origination costs	**7.33**	19.05
- Foreign exchange translation	**—**	3.93
- Forward contract adjustment	**—**	71.75
	7.33	94.73
Closing Balance		
- Long Term Borrowings	**2,331.56**	5,681.53
- Short Term Borrowings (other than loans repayable on demand)	**2,312.17**	816.24
- Unclaimed matured Deposits	**0.01**	0.07
Total Closing Balance	**4,643.74**	6,497.84

19. Other Financial Liabilities

Rupees crores

Particulars	Non-Current		Current	
	2023	2022	2023	2022
Carried at Amortised Cost:				
Interest accrued and not due on borrowings	**—**	—	**177.77**	182.75
Unclaimed dividends	**—**	—	**17.18**	17.16
Unclaimed matured deposits and interest accrued thereon	**—**	—	**0.01**	0.07
Security Deposits	**90.43**	86.07	**—**	—
Other liabilities	**559.42**	562.66	**1,338.02**	1,151.96
Carried at Fair Value:				
Derivative financial Liabilities	**—**	—	**89.23**	22.37
Derivatives on Interest in Subsidiaries, Associates and Joint Ventures	**28.51**	34.39	**—**	22.22
Total other financial liabilities	**678.36**	683.12	**1,622.21**	1,396.52

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	
	2023	2022	**2023**	2022
Provision for Employee Benefits	**731.61**	578.68	**147.97**	117.37
Provision for Warranty	**448.42**	316.67	**350.51**	265.30
Provision for Service Coupons	**27.06**	29.80	**108.35**	81.11
Total Provisions	**1,207.09**	925.15	**606.83**	463.78

Provision for warranty relates to provision made in respect of sale of certain products and components, the estimated cost of which is accrued at the time of sale. The products are generally covered under a free warranty period ranging from 1 to 8 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	
	2023	2022	**2023**	2022
Opening Balance	**581.97**	572.29	**110.91**	98.25
Addition due to the scheme of Arrangement	**—**	7.18	**—**	0.67
Additional net provisions recognised during the year	**589.24**	272.29	**151.64**	116.93
Amounts utilised during the year	**(389.58)**	(292.14)	**(126.89)**	(107.99)
Unwinding of discount	**26.57**	22.35	**3.96**	3.05
Reclassified as held for sale	**(9.28)**	—	**(4.22)**	—
Closing Balance	**798.93**	581.97	**135.41**	110.91

21. Income Taxes

Deferred Tax (Assets)/Liabilities (Net)

Rupees crores

Particulars	Balance as at 01-04-2022	Acquisitions through business combinations	Charge/(credit) to Profit or Loss	Charge/(credit) to OCI	Balance as at 31-3-2023
Tax effect of items resulting in taxable temporary differences					
Allowances on Property, Plant and Equipment and Intangible Assets	**2,109.51**	**—**	**(182.54)**	**—**	**1,926.95**
Others	**73.62**	**—**	**37.56**	**—**	**111.18**
Tax effect of items resulting in deductible temporary differences					
Provision for employee benefits	**(220.66)**	**—**	**(22.49)**	**(31.23)**	**(274.38)**
Allowances for credit losses	**(86.00)**	**—**	**4.29**	**—**	**(81.71)**
Long term capital losses	**(48.65)**	**—**	**(41.70)**	**—**	**(90.35)**
Others	**(65.64)**	**—**	**(59.48)**	**3.72**	**(121.40)**
Total Deferred Tax (Assets)/Liabilities (Net)	**1,762.18**	**—**	**(264.37)**	**(27.51)**	**1,470.29**

21. Income Taxes (contd.)

Deferred Tax (Assets)/Liabilities (Net) (contd.)

Rupees crores

Particulars	Balance as at 01-04-2021	Acquisitions through business combinations [Refer note 44 (B)]	Charge/(credit) to Profit or Loss	Charge/(credit) to OCI	Balance as at 31-3-2022
Tax effect of items resulting in taxable temporary differences					
Allowances on Property, Plant and Equipment and Intangible Assets	1,873.20	60.44	175.87	—	2,109.51
Others	59.45	—	14.17	—	73.62
Tax effect of items resulting in deductible temporary differences					
Provision for employee benefits	(269.01)	(4.10)	18.30	34.16	(220.66)
Allowances for credit losses	(79.71)	(3.51)	(2.78)	—	(86.00)
Long term capital losses	(71.80)	—	23.15	—	(48.65)
Others	(62.46)	(2.16)	(2.30)	1.28	(65.64)
Total Deferred Tax (Assets)/Liabilities (Net)	1,449.67	50.67	226.41	35.44	1,762.18

Income Tax recognised in profit or loss

Rupees crores

Particulars	2023	2022
Current Tax:		
In respect of current year	**2,033.85**	1,066.87
In respect of prior year	**(187.34)**	(15.18)
	1,846.51	1,051.69
Deferred Tax:		
In respect of current year origination and reversal of temporary differences	**(215.17)**	198.67
Effect of utilisation/(recognition) of deferred tax on capital losses	**(41.70)**	23.15
In respect of prior year	**(7.50)**	4.59
	(264.37)	226.41
Total Income Tax recognised in profit or loss	**1,582.14**	1,278.10

Income tax recognised in Other comprehensive income

Rupees crores

Particulars	2023	2022
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	**(4.19)**	(1.53)
Net fair value gain on investments in debt instruments at FVTOCI	**0.47**	0.25
Remeasurement of defined benefit plans	**31.23**	(34.16)
Sub Total (A)	**27.51**	(35.44)
Current tax related to items recognised in other comprehensive income during the year:		
Net fair value gain on investments in equity shares at FVTOCI	**(2.52)**	—
Sub Total (B)	**(2.52)**	—
Total Income tax recognised in Other comprehensive income Total (A) + (B)	**24.99**	(35.44)

21. Income Taxes (contd.)

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	2023	2022
Profit before tax	**8,130.78**	6,147.98
Applicable Income tax rate	**25.17%**	25.17%
Expected income tax expense	**2,046.35**	1,547.32
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	**(429.04)**	(361.65)
Effect of income chargeable at specified tax rates	**(164.56)**	(142.06)
Effect of expenses/provisions not deductible in determining taxable profit	**340.21**	216.92
Effect of utilisation/ (recognition) of deferred tax on capital losses	**(41.70)**	23.15
Effect of net additional / (reversal) of provision in respect of prior years	**(194.84)**	(10.59)
Others	**25.72**	5.01
Reported income tax expense	**1,582.14**	1,278.10

The amount and expiry period of unused capital losses for which no deferred tax asset is recognised in the Balance Sheet

Rupees crores

Expiry Period	2023	2022
More than Five Years	**3,078.66**	–

22. Other Non Financial Liabilities

Rupees crores

Particulars	Non-Current		Current	
	2023	2022	2023	2022
Contract Liabilities	**427.62**	211.85	**560.39**	664.51
Others	**–**	–	**3,017.82**	2,281.69
Total Other Non Financial Liabilities	**427.62**	211.85	**3,578.21**	2,946.20

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

Rupees crores

Particulars	2023	2022
Total outstanding dues of micro enterprises and small enterprises	**206.93**	116.32
Total outstanding dues other than micro enterprises and small enterprises		
- Trade payable - Other than Micro and small enterprises	**16,028.39**	11,919.29
- Acceptances	**910.30**	934.52
	16,938.69	12,853.81
Total Trade Payables	**17,145.62**	12,970.13

23. Trade Payables (contd.)

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 :

Rupees crores

Particulars	2023	2022
(a) Dues remaining unpaid at the end of each accounting year for micro and small enterprises		
- Principal	**5.31**	3.56
- Interest on the above	**0.13**	0.51
(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	**460.33**	636.01
- Interest paid in terms of Section 16 of the MSMED Act	**0.66**	1.10
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	**2.03**	0.89
(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	**1.80**	2.04
(e) Amount of interest accrued and remaining unpaid	**3.96**	3.44

Ageing of trade payables

Rupees crores

Particulars	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, 2023						
Trade Payables						
MSME	**201.61**	**5.25**	**0.07**	**–**	**–**	**206.93**
Others	**10,938.66**	**1,412.94**	**45.95**	**2.15**	**7.42**	**12,407.12**
Disputed dues - Others	**–**	**–**	**–**	**–**	**0.03**	**0.03**
	11,140.27	**1,418.19**	**46.02**	**2.15**	**7.45**	**12,614.08**
Accrued Expenses						**4,531.54**
Total						**17,145.62**
As at 31st March, 2022						
Trade Payables						
MSME	112.76	3.56	–	–	–	116.32
Others	8,443.75	667.22	20.10	11.63	30.51	9,173.21
Disputed dues - Others	–	–	–	–	0.03	0.03
	8,556.51	670.78	20.10	11.63	30.54	9,289.56
Accrued Expenses						3,680.57
Total						12,970.13

24. Revenue from Operations

Rupees crores

Particulars	2023	2022
(a) From contract with customers for goods and services		
Sale of products	**82,032.35**	55,536.64
Sale of services	**1,218.96**	1,138.19
Other operating revenue^	**817.34**	612.64
	84,068.65	57,287.47
(b) From other sources of revenue		
Other operating revenue		
- Government grant and incentives	**800.81**	421.58
- Others	**90.80**	77.89
	891.61	499.47
Total Revenue from Operations	**84,960.26**	57,786.94

Reconciliation of revenue recognised in the Statement of Profit and Loss with contracted price

Rupees crores

Particulars	2023	2022
Revenue from contract with customer as per the contract price	**87,158.14**	58,935.39
Less: Trade discounts, volume rebates, returns etc.	**(3,089.49)**	(1,647.92)
Revenue from contract with customer as per the statement of Profit and Loss	**84,068.65**	57,287.47

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	2023	2022
(a) Interest Income		
- On Financial Assets measured at Amortised Cost	**291.56**	353.83
- On Financial Assets at Fair Value Through Other Comprehensive Income	**89.35**	4.11
(b) Dividend Income		
- On equity investments in subsidiaries, associates and JV's	**1,607.14**	1,363.02
(c) Net Gain arising on financial assets/ liabilities measured at Fair Value through profit or loss	**304.30**	182.64
(d) Other non operating income (net of directly attributable expenses)	**252.82**	150.15
Total Other Income	**2,545.17**	2,053.75

26. Cost of materials consumed

Rupees crores

Particulars	2023	2022
Opening inventories	**2,544.76**	1,919.70
Acquisitions through business combinations [Refer note 44 (B)]	**–**	47.94
Add: Purchases	**64,150.58**	41,306.99
	66,695.34	43,274.63
Less: Closing inventories	**4,381.05**	2,544.76
Less: Reclassified as held for sale	**88.09**	–
Total Cost of materials consumed	**62,226.20**	40,729.87

27. Changes in inventories of finished goods, stock-in-trade and work-in-progress

Rupees crores

Particulars	2023	2022
Opening inventories:		
Finished goods	**2,222.70**	1,811.28
Work-in-progress	**136.83**	165.68
Stock-in-trade	**587.04**	486.06
Manufactured Components	**280.50**	220.42
	3,227.07	2,683.45
Add: Acquisitions through business combinations [Refer note 44 (B)]		
Finished goods	**–**	2.55
Less: Closing inventories:		
Finished goods	**2,849.85**	2,222.70
Work-in-progress	**158.73**	136.83
Stock-in-trade	**747.54**	587.04
Manufactured Components	**461.14**	280.50
	4,217.26	3,227.07
Reclassified as held for sale	**84.61**	–
Net (increase) in inventories	**(1,074.80)**	(541.07)

28. Employee Benefits Expense

Rupees crores

Particulars	2023	2022
(a) Salaries and wages, including bonus	**3,023.30**	2,726.20
(b) Contribution to provident and other funds	**248.98**	238.97
(c) Equity settled share based payments (Refer Note 36)	**106.63**	80.47
(d) Staff welfare expenses	**270.97**	283.95
Total Employee Benefits Expense	**3,649.88**	3,329.59

29. Finance Costs

Rupees crores

Particulars	2023	2022
(a) Interest expense for financial liabilities measured at amortised cost	**386.71**	462.89
Less: Amounts included in the cost of qualifying assets	**182.49**	293.94
	204.22	168.95
(b) Other borrowing costs	**68.56**	57.23
Total Finance Costs	**272.78**	226.18

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 **6.57% p.a.** (2022 : 5.91% p.a)

30. Depreciation, amortisation and impairment expense

Rupees crores

Particulars	2023	2022
(a) Depreciation on Property, Plant and Equipment	**1,752.64**	1,505.86
(b) Amortisation on Right-of-use asset	**105.33**	52.62
(c) Amortisation on Intangible Assets	**1,268.39**	935.07
(d) Impairment of property, plant & equipment and intangible assets under development	**28.10**	4.84
Total Depreciation, amortisation and impairment expense	**3,154.46**	2,498.39

31. Other Expenses

Rupees crores

Particulars	2023	2022
Advertisements	**492.26**	423.42
Freight outward	**842.21**	725.03
Stores consumed	**275.35**	194.39
Tools consumed	**72.88**	54.70
Power and Fuel	**343.98**	264.72
Repairs and Maintenance	**377.60**	284.78
Sales promotion expenses	**268.65**	179.20
Legal and Professional charges [refer note (a)]	**412.80**	427.36
Hire and Service charges	**1,463.00**	1,174.53
Miscellaneous expenses [refer note (b), (c) & (d)]	**1,761.02**	1,141.34
Total Other Expenses	**6,309.75**	4,869.47

(a) Auditors remuneration (Net of taxes where applicable) included in Legal and Professional charges are as below:

Rupees crores

Particulars	2023	2022
Statutory Auditors:		
Audit Fees (including quarterly limited reviews)	**6.58**	5.95
Other Services	**0.29**	0.25
Reimbursement of expenses	**0.23**	0.20
Total	**7.10**	6.40
Cost Auditors:		
Audit Fees	**0.10**	0.09
Total	**0.10**	0.09

(b) The foreign exchange (net) gain recognised in profit or loss is **Rs. 58.74 crores** (2022 : net gain of Rs. 95.70 crores).

(c) Short term lease expenses recognised during the year is **Rs. 44.16 crores** (2022 : Rs. 37.76 crores).

(d) Includes contribution to political parties **Rs. 25.00 crores** (2022 : Nil).

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			2023	2022
a)	Gross amount required to be spent by the Company during the year based on 2% of average net profits		**91.87**	96.85
b)	Amount spent during the year on:			
	i)	Construction/ acquisition of assets held by the Company	**–**	–
	ii)	On purposes other than above	**92.28**	97.08
c)	Unspent amount at the end of the year		**–**	–
d)	Driven by the core purpose and in line with CSR vision, your Company continued to focus on investing in girls, women, and a massive tree plantation drive through high standard projects in the domains of education, skill development, and environment. Across all programmes, the Company has ensured that majority of beneficiaries are girls and women.			

Amount recognised as expense in profit or loss is **Rs. 92.28 crores** (2022: Rs. 97.08 crores). Further, the Company does not wish to carry forward any excess amount spent during the year.

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	2023	2022
Profit on transfer / sale of certain long term investments	**271.70**	524.40
Sale of certain freehold land	**359.32**	29.43
Impairment loss on certain long term investments	**(1,676.45)**	(813.06)
Impairment of Property Plant and Equipment, Intangibles and certain other assets	**(896.84)**	–
Reversal of impairment loss on an investment	**512.73**	50.56
Total	**(1,429.54)**	(208.67)

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 capital assets and 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 as well as capital assets including the future projections, 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 and capital assets. 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 with required 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, 2023, the performance of certain capital assets, subsidiaries, associates and joint ventures along with capital allocation decisions, coupled with the relevant economic and market indicators including external investors price discovery, and inflationary trends resulted in indicators of impairment in respect of certain entities and Assets. Accordingly, the Company determined the recoverable amounts of the long term assets and other exposures related to these entities, other assets and recorded a provision of **Rs. 2,573.29 crores** (2022 : Rs. 813.06 crores) for the year ended 31st March, 2023. The value-in-use calculation use discount rates ranging from 11.0% - 25.0% and the terminal growth rates ranging from 2.0% -5.0%.

34. Earning Per Share (EPS)

Particulars	2023	2022
Profit for the year (Rupees crores)	**6,548.64**	4,869.88
Weighted average number of Ordinary (Equity) Shares used in computing basic EPS	**1,19,70,90,338**	1,19,55,40,830
Effect of potential Dilutive Ordinary (Equity) Shares	**46,94,100**	45,87,607
Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS	**1,20,17,84,438**	1,20,01,28,437
Basic Earnings per share (Rs.) (Face value of Rs. 5 per share)	**54.70**	40.73
Diluted Earnings per share (Rs.)	**54.49**	40.58

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 under perform 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.

35. Employee Benefits (contd.)

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	
	2023	2022	**2023**	2022	**2023**	2022
i Amounts recognised in profit or loss						
Current service cost	**69.85**	70.17	**1.99**	2.88	**2.42**	1.30
Past service cost	**–**	(0.38)	**–**	–	**–**	35.39
Net interest expense/(income)	**(1.80)**	(0.44)	**3.02**	3.15	**7.83**	5.32
Total amount included in employee benefits expense	**68.05**	69.35	**5.01**	6.03	**10.25**	42.01
ii Amounts recognised in other comprehensive income						
Remeasurement (gains)/losses:						
a) Actuarial (gains)/losses arising from changes in -						
– financial assumptions	**(32.84)**	(42.99)	**(2.42)**	(3.09)	**(5.03)**	(7.27)
– demographic assumptions	**–**	(13.31)	**–**	(7.92)	**–**	–
– experience adjustments	**0.38**	47.42	**1.79**	0.37	**(1.33)**	2.16
b) Return on plan assets, excluding amount included in net interest expense/ (income)	**(2.10)**	(9.57)	**–**	–	**–**	–
Total amount recognised in other comprehensive income	**(34.56)**	(18.45)	**(0.63)**	(10.64)	**(6.36)**	(5.11)
iii Changes in the defined benefit obligation						
Opening defined benefit obligation	**910.20**	880.42	**44.66**	50.89	**117.11**	88.17
Acquisitions through business combinations [Refer note 44 (B)] / Inter company transfers	**14.19**	8.63	**–**	–	**–**	–
Current service cost	**69.85**	70.17	**1.99**	2.88	**2.42**	1.30
Past service cost	**–**	–	**–**	–	**–**	35.39
Interest expense	**58.76**	51.20	**3.02**	3.15	**7.83**	5.32
Remeasurements (gains)/ losses arising from changes in -						
- financial assumptions	**(32.84)**	(42.99)	**(2.42)**	(3.09)	**(5.03)**	(7.27)
- demographic assumptions	**–**	(13.31)	**–**	(7.92)	**–**	–
- experience adjustments	**0.38**	47.42	**1.79**	0.37	**(1.33)**	2.16
Benefits paid	**(86.96)**	(91.34)	**(1.11)**	(1.62)	**(8.85)**	(7.96)
Closing defined benefit obligation	**933.58**	910.20	**47.93**	44.66	**112.15**	117.11
iv Changes in fair value of plan assets during the year						
Opening fair value of plan assets	**907.24**	846.06	**–**	–	**–**	–
Add/(less) Assets acquired on account of business combination [Refer note 44 (B)]	**–**	5.34	**–**	–	**–**	–
Interest income	**60.56**	51.64	**–**	–	**–**	–
Return on plan assets excluding interest income	**2.10**	9.57	**–**	–	**–**	–
Contribution by employer	**47.01**	85.97	**1.11**	1.62	**8.85**	7.96
Benefits paid	**(86.96)**	(91.34)	**(1.11)**	(1.62)	**(8.85)**	(7.96)
Closing fair value of plan assets	**929.95**	907.24	**–**	–	**–**	–

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	
	2023	2022	**2023**	2022	**2023**	2022
v Net defined benefit obligation						
Defined benefit obligation	**933.58**	910.20	**47.93**	44.66	**112.15**	117.11
Fair value of plan assets	**929.95**	907.24	**—**	—	**—**	—
Surplus/(Deficit)	**(3.63)**	(2.96)	**(47.93)**	(44.66)	**(112.15)**	(117.11)
Current portion of the above	**—**	—	**(2.59)**	(2.23)	**(8.85)**	(8.85)
Non current portion of the above	**(3.63)**	(2.96)	**(45.34)**	(42.43)	**(103.30)**	(108.26)

Rupees crores

Particulars	2023	2022
Actuarial Assumptions and Sensitivity		
vi Actuarial assumptions		
Discount rate	**7.45%**	6.95%
Attrition rate	**12.50%**	12.50%
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	**(72.60)**	(73.05)
One percentage point decrease in discount rate	**83.63**	84.48
One percentage point increase in Salary growth rate	**66.62**	66.49
One percentage point decrease in Salary growth rate	**(59.48)**	(59.07)
One percentage point increase in attrition rate	**(5.09)**	(5.50)
One percentage point decrease in attrition rate	**5.66**	6.13
One percentage point increase in medical inflation rate	**5.03**	4.85
One percentage point decrease in medical inflation rate	**(4.36)**	(4.18)
viii Maturity profile of defined benefit obligation		
Upto 1 year	**169.57**	164.91
1 to 5 years	**483.19**	444.86
6 to 9 years	**401.83**	381.82
10 years and above	**1,174.24**	1,101.64

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.

35. Employee Benefits (contd.)

B. Trust-managed Provident fund:

Rupees crores

Particulars		2023	2022
i	**Net defined benefit obligation**		
	Defined benefit obligation	**3,355.68**	3,004.62
	Fair value of plan assets	**3,190.06**	3,004.62
	Surplus/(Deficit)	**(165.62)**	—
ii	**Actuarial assumptions**		
	Discount rate	**7.45%**	6.95%
	Average remaining tenure of investment portfolio (years)	**5.35**	4.63
	Guaranteed rate of returns	**8.15%**	8.10%

The Company has recognised an obligation of **Rs. 165.62 crores** (2022: Nil) on account of interest rate guarantee through OCI.

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. 180.93 crores** (2022 : Rs. 169.48 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

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

Particulars	No. of stock options	Weighted average exercise price (Rs.)
Options outstanding on 1st April, 2022	59,16,500	4.66
Options granted during the year	12,79,379	5.00
Options forfeited/lapsed during the year	3,02,061	4.44
Options exercised during the year	11,80,694	4.09
Options outstanding on 31st Mar 2023	57,13,124	3.67
Options vested but not exercised on 31st Mar 2023	20,32,636	4.36

36. 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.)
01st April, 2022 to 21st March, 2023	1,217.04

Information in respect of options outstanding as at 31st March, 2023

Range of exercise price	Number of options	Weighted average remaining life
Rs. 2.50	5,07,253	1.87 years
Rs. 5.00	52,05,871	4.58 years

The fair values of options granted during the year are as follows:

Grant Date	No. of Years vesting	Fair value per option
27th May, 2022	3 years	Rs. 886.37
04th August, 2022	4 years	Rs. 1,201.91
10th November, 2022	3 years	Rs. 1,294.00
10th February, 2023	2 years	Rs. 1,320.57
* 23rd February, 2023	2 - 5 years	Rs. 1,275.83

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 date & Vesting period				
Particulars	**27th May,2022 (3 years vesting)**	**4th August, 2022 (4 years vesting)**	**10th Nov, 2022 (3 years vesting)**	**10th February, 2023 (2 years vesting)**	***23rd February, 2023 (2-5 years vesting)**
Risk free interest rate	6.73%	6.90%	7.11%	7.28%	6.80% - 7.02%
Expected life	4 years	4 years	4 years	6 years	0.55 - 5.36 years
Expected volatility	37.59%	36.07%	37.34%	33.23%	33.62% - 46.04%
Expected dividend yield	1.24%	0.92%	0.86%	0.64%	0.96%
Exercise Price (Rs.)	5	5	5	5	5
Stock Price (Rs.)	886.37	1,201.91	1,294.00	1,320.57	1,275.83

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. 106.63 crores** (2022 : Rs. 80.47 crores) being expenses on account of share based payments, after adjusting for reversals on account of options forfeited. The amount excludes **Rs. 4.94 crores** (2022 : Rs. 5.40 crores) charged to its subsidiaries for options issued to their employees.

* pursuant to the scheme of merger of Mahindra Electric Mobility Limited (MEML), the Company has issued 14,042 employee stock options in replacement of MEML stock options.

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 :

Rupees crores

Particulars	2023	2022
Total Shareholders' Equity as reported in Balance Sheet	**43,356.73**	38,198.05
Net Debt		
Short term debt	**2,312.17**	816.24
Long term debt	**2,331.56**	5,681.53
Gross Debt	**4,643.73**	6,497.77
Less:		
Current investments	**9,548.01**	7,902.06
Cash and Bank Balances	**4,890.01**	4,071.76
Net Debt	**(9,794.29)**	(5,476.05)
Total Capital deployed	**33,562.44**	32,722.00

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.

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 :

Rupees crores

Particulars	US Dollar	Euro	KRW	Others	Total
As at 31st March, 2023					
Financial assets	**764.61**	**1,668.19**	**–**	**727.62**	**3,160.42**
Financial liabilities	**429.18**	**60.19**	**2.06**	**94.13**	**585.56**
As at 31st March, 2022					
Financial assets	1,222.92	1,568.76	454.72	281.03	3,527.43
Financial liabilities	416.43	54.83	22.31	113.74	607.31

38. Financial instruments (contd.)

1. Market Risk Management (contd.)

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

Rupees crores

Outstanding Contracts	2023		2022	
	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				
Sell currency				
— EUR	**1,583.47**	**(54.40)**	1,487.41	189.37
— USD	**295.89**	**(1.54)**	583.54	7.93
— ZAR	**212.50**	**(0.09)**	368.33	(20.98)
— AUD	**88.36**	**1.59**	—	—
— BRL	**—**	**—**	7.97	(0.42)
Total		**(54.44)**		175.90

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:-

Rupees crores

Particulars	2023	2022
Sell currency		
Maturing less than 1 year		
— USD	**—**	246.40
Buy currency		
— JPY/INR	**68.05**	—
— EUR/INR	**13.00**	—
Cross Currency hedge		
— 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.

There are no significant transactions of hedges which are ineffective.

38. Financial instruments (contd.)

1. Market Risk Management (contd.)

(c) The movements in Cash Flow Hedge Reserve for instruments designated in a cash flow hedge are as follows:

Rupees crores

Particulars		2023			2022		
		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	**(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 beginning of the year (net)		**(5.29)**	**—**	**(5.29)**	(9.31)	(0.54)	(9.85)
(Gains)/Losses transferred to Profit or Loss on occurrence of the forecast transaction		**6.24**	**—**	**6.24**	(27.36)	0.72	(26.64)
Change in Fair Value of Effective Portion of cash flow hedges		**10.40**	**—**	**10.40**	32.73	—	32.73
Total		**16.64**	**—**	**16.64**	5.37	0.72	6.09
Deferred tax effect on above		**(4.19)**	**—**	**(4.19)**	(1.35)	(0.18)	(1.53)
Balance as at the end of the year	Gross	**9.58**	**—**	**9.58**	(7.06)	—	(7.06)
	Deferred tax	**(2.42)**	**—**	**(2.42)**	1.77	—	1.77
Balance as at the end of the year (net)		**7.16**	**—**	**7.16**	(5.29)	—	(5.29)
Of the above:							
Balance relating to continuing hedges		**7.16**	**—**	**7.16**	(5.29)	—	(5.29)
Total		**7.16**	**—**	**7.16**	(5.29)	—	(5.29)

(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 31st March, 2023	**USD**	**10%**	**13.78**	**(16.22)**
	EUR	**10%**	**2.45**	**—**
Year ended 31st March, 2022	USD	10%	35.91	(45.58)
	EUR	10%	2.65	—

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.)

1. Market Risk Management (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 31st March, 2023	**EUR**	**+25**	**–**	**–**
	INR	**+25**	**2.00**	**–**
Year ended 31st March, 2022	EUR	+25	–	–
	INR	+25	5.24	–

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	2023	2022
Maximum exposure	**697.33**	889.42
Amount recognised as liability	**15.86**	20.50

(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	2023	2022
Dealer Deposits	**15.43**	11.03
Bank Guarantees	**765.44**	752.11
Others (including Letter of Credit)	**74.23**	87.51

Reconciliation of loss allowance for Trade Receivables:

Rupees crores

Particulars	2023	2022
Balance as at beginning of the year	**(239.15)**	(228.36)
Acquisitions through business combinations [Refer note 44 (B)]	**–**	(10.93)
Additions during the year	**(52.62)**	(34.35)
Amounts written off during the year	**46.49**	1.88
Amount of loss reversed/written back	**18.68**	32.61
Balance as at end of the year	**(226.60)**	(239.15)

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, 2023				
Short term borrowings - Principal	**2,312.17**	**—**	**—**	**—**
Short term borrowings - Interest	**17.29**	**—**	**—**	**—**
Long term borrowings - Principal	**—**	**1,276.01**	**555.55**	**500.00**
Long term borrowings - Interest	**162.41**	**232.60**	**113.04**	**1,683.68**
Lease liabilities	**127.96**	**204.50**	**72.88**	**29.27**
Trade payables	**17,145.62**	**—**	**—**	**—**
Other Financial Liabilities	**1,350.57**	**221.76**	**96.92**	**319.92**
Financial Guarantees	**697.33**	**—**	**—**	**—**
Total	**21,813.35**	**1,934.87**	**838.39**	**2,532.87**
As at 31st March, 2022				
Short term borrowings - Principal	816.24	—	—	—
Short term borrowings - Interest	14.38	—	—	—
Long term borrowings - Principal	—	3,643.15	1,511.83	526.55
Long term borrowings - Interest	358.42	380.14	155.29	1,730.94
Lease liabilities	85.74	126.74	48.31	23.61
Trade payables	12,970.13	—	—	—
Other Financial Liabilities	1,183.78	222.84	123.05	286.97
Financial Guarantees	889.42	—	—	—
Total	16,318.12	4,372.87	1,838.48	2,568.07

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, 2023	**89.23**	**—**	**—**
As at 31st March, 2022	22.37	—	—

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.

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							Applicable for Level 2 and Level 3 hierarchy	For Level 3 hierarchy valuation	
Particulars	Financial assets/ financial liabilities	Category	Fair Value		Fair value hierarchy	Valuation technique(s)	Key inputs (for level 2 and level 3)	Significant unobservable input(s) for level 3 hierarchy	Relationship of unobservable inputs to fair value and sensitivity
			2023	2022					
1) Foreign currency forwards, Options, Interest rate swaps & Commodity derivatives	Financial Assets	Financial instruments measured at FVTPL/ FVTOCI	**20.80**	242.30	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	**89.23**	22.37	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	**28.20**	91.91	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.	Interest Rates to discount future cash flow, market multiple used for comparable companies.	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	**28.51**	56.61	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.	Interest Rates to discount future cash flow, 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 and associates and joint ventures.
5) Investment in Market Linked Debentures	Financial Assets	Financial instruments measured at FVTPL	**100.53**	–	Level 1	Quoted market price	–	–	–
6) Investment in Mutual Funds and Alternate Investment Fund	Financial Assets	Financial instruments measured at FVTPL	**6,868.06**	6,785.52	Level 1	Net Asset value	–	–	–
7) Investment in equity instruments -Quoted	Financial Assets	Financial instruments designated at FVTOCI	**1.30**	1.23	Level 1	Quoted bid price in active market	–	–	–
8) Equity investments-Unquoted	Financial Assets	Financial instruments designated at FVTOCI	**0.07**	35.07	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	**10.02**	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	**24.85**	31.09	Level 1	Quoted market price	–	–	–
11) Equity investments-Quoted	Financial Assets	Financial instruments measured at FVTPL	**172.14**	–	Level 1	Quoted market price	–	–	–
12) Commercial Papers and Certificate of Deposits	Financial Assets	Financial instruments measured at FVTOCI	**2,316.59**	852.20	Level 1	Market price	–	–	–
13) Investments in Optionally Convertible Cumulative Redeemable Preference Shares/Optionally Convertible Debentures/Bonds	Financial Assets	Financial instruments measured at FVTPL	**92.57**	38.86	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, 2023				
Opening balance of fair value	**35.07**	**35.30**	**38.86**	**109.23**
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	**—**	**(41.32)**	**(604.00)**	**(645.32)**
(b) gain or loss realised during the year for assets & liabilities disposed, settled etc	**—**	**5.72**	**—**	**5.72**
— purchases/contracts entered during the year	**—**	**—**	**657.71**	**657.71**
— **in other comprehensive income**				
Fair value of-				
— gain or loss realised during the year for assets & liabilities disposed, settled etc	**10.00**	**—**	**—**	**10.00**
— disposals/contracts realised during the year	**(45.00)**	**—**	**—**	**(45.00)**
Closing balance of fair value	**0.07**	**(0.30)**	**92.57**	**92.34**
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

38. Financial instruments (contd.)

6. Fair Value Disclosures (contd.)

(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, 2023		
Non Current Borrowings		
— Debentures	**1,471.24**	**1,409.18**
— Term Loans	**600.00**	**600.00**
— Other loans	**260.32**	**222.59**
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	372.48	319.89

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	Mahindra Heavy Engines Limited	23	Ryono Asset Management Co., Limited
2	NBS International Limited	24	Mahindra Mexico S. De. R. L. (Under Liquidation)
3	Mahindra Automotive Australia Pty. Limited	25	Mahindra Do Brasil Industrial Ltda.
4	Mahindra Europe S.R.L.	26	Erkunt Traktor Sanayii Anonim Şirketi
5	Mahindra And Mahindra South Africa (Proprietary) Limited	27	Erkunt Sanayi Anonim Şirketi
6	Mahindra West Africa Limited (upto 4th January, 2023)	28	Sampo Rosenlew Oy (w.e.f. 22nd July, 2022)
7	Mahindra Two Wheelers Limited	29	Swaraj Engines Limited (w.e.f. 28th September, 2022)
8	Automobili Pininfarina GmbH	30	M.I.T.R.A Agro Equipments Private Limited (w.e.f 17th March, 2023)
9	Automobili Pininfarina Americas Inc.	31	Kota Farm Services Limited
10	Mahindra Automotive North America Inc.	32	Mahindra Agri Solutions Limited
11	Mahindra Vehicle Sales And Service Inc.	33	Mahindra EPC Irrigation Limited
12	Mahindra North American Technical Center, Inc.	34	Mahindra HZPC Private Limited
13	Mahindra Bangladesh Private Limited (upto 13th March, 2023)	35	Mahindra Fruits Private Limited
14	Mahindra Electric Automobile Limited (w.e.f. 25th October, 2022)	36	Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. (upto 27th February, 2023)
15	Gromax Agri Equipment Limited		
16	Trringo.Com Limited	37	OFD Holding B.V. (upto 20th April, 2022)
17	Mahindra USA Inc.	38	Origin Direct Asia Ltd. (upto 20th April, 2022)
18	Mitsubishi Mahindra Agricultural Machinery Co., Limited	39	Origin Fruit Direct B.V. (upto 20th April, 2022)
19	Mitsubishi Agricultural Machinery Sales Co., Limited	40	Origin Fruit Services South America Spa (upto 20th April, 2022)
20	Ryono Factory Co., Limited	41	Origin Direct Asia (Shanghai) Trading Co. Ltd. (upto 20th April, 2022)
21	Ryono Engineering Co., Limited	42	Merakisan Private Limited (upto 7th September, 2022)
22	Dia Computer Service Co., Limited	43	Mahindra First Choice Wheels 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
44	Fifth Gear Ventures Limited	80	Kiinteistö Oy Mällösniemi (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
45	Mahindra First Choice Wheels Limited ESOP Trust	81	Kiinteistö Oy Rauhan Liikekiinteistöt 1 (formerly known as Supermarket Capri Oy)
46	Mahindra & Mahindra Financial Services Limited	82	Kiinteistö Oy Rauhan Liikekiinteistöt 1 (merged with Supermarket Capri Oy w.e.f. 8th April, 2022)
47	Mahindra Insurance Brokers Limited	83	Kiinteistö Oy Rauhan Ranta 1 (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
48	Mahindra Rural Housing Finance Limited	84	Kiinteistö Oy Rauhan Ranta 2 (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
49	Mahindra Finance CSR Foundation	85	Kiinteistö Oy Spa Lofts 2 (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
50	MRHFL Employee Welfare Trust (ESOP)	86	Kiinteistö Oy Spa Lofts 3 (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
51	Mahindra & Mahindra Financial Services Limited ESOP Trust	87	Kiinteistö Oy Tenetinlahti (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
52	Mahindra Ideal Finance Limited	88	Kiinteistö Oy Tiurunniemi (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
53	Mahindra Lifespace Developers Limited	89	Kiinteistö Oy Vanha Ykköstii (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)
54	Mahindra Infrastructure Developers Limited	90	Ownership Services Sweden Ab
55	Mahindra World City (Maharashtra) Limited	91	Are Villa 3 Ab
56	Knowledge Township Limited	92	Holiday Club Sweden Ab Åre
57	Mahindra Integrated Township Limited (merged with Mahindra World City Developers Limited w.e.f 31st December, 2022)	93	Holiday Club Sport And Spahotels Ab
58	Mahindra Residential Developers Limited (merged with Mahindra World City Developers Limited w.e.f 31st December, 2022)	94	Holiday Club Resorts Rus LLC
59	Industrial Township (Maharashtra) Limited	95	Holiday Club Canarias Investments S.L.U.
60	Anthurium Developers Limited	96	Holiday Club Canarias Sales & Marketing S.L.U.
61	Mahindra Water Utilities Limited	97	Holiday Club Canarias Resort Management S.L.U.
62	Rathna Bhoomi Enterprises Private Limited	98	Holiday Club Canarias Vacation Club S.L.U.
63	Deep Mangal Developers Private Limited	99	Arabian Dreams Hotel Apartments LLC
64	Moonshine Construction Private Limited	100	Mahindra Holidays & Resorts India Limited ESOP Trust
65	Mahindra Bloomdale Developers Limited	101	Mahindra Holidays & Resorts Harihareshwar Limited (w.e.f. 23rd August, 2022)
66	Mahindra Holidays & Resorts India Limited	102	Guestline Hospitality Management And Development Services Limited (w.e.f 2nd December, 2022)
67	Mahindra Hotels and Residences India Limited	103	Mahindra Logistics Limited
68	Gables Promoters Private Limited	104	Lords Freight (India) Private Limited
69	Heritage Bird (M) Sdn. Bhd.	105	2 X 2 Logistics Private Limited
70	Infinity Hospitality Group Company Limited	106	MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited)
71	MH Boutique Hospitality Limited	107	MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited)
72	MHR Holdings (Mauritius) Limited	108	V-Link Fleet Solutions Private Limited
73	Covington S.a.r.l.	109	V-Link Automotive Services Private Limited
74	HCR Management Oy (merged with Holiday Club Resorts Oy w.e.f. 28th February, 2023)	110	V-Link Freight Services Private Limited (w.e.f 9th September, 2022)
75	Holiday Club Resorts Oy		
76	Kiinteistö Oy Himos Gardens (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)		
77	Kiinteistö Oy Katinnurkka (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)		
78	Kiinteistö Oy Kuusamon Pulkkajärvi 1 (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)		
79	Kiinteistö Oy Kylpyläntorni 1 (merged with Holiday Club Resorts Oy w.e.f. 1st April, 2022)		

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
111	MLL Global Logistics Limited (w.e.f 6th December, 2022)	147	PT Mahindra Accelo Steel Indonesia
112	Mahindra Two Wheelers Europe Holdings S.A.R.L.	148	Mahindra Defence Systems Limited
113	Peugeot Motocycles Deutschland Gmbh (upto 31st January, 2023)	149	Mahindra Emirates Vehicle Armouring FZ-LLC
114	Peugeot Motocycles Italia S.P.A. (Under Liquidation) (upto 31st January, 2023)	150	Mahindra Armored Vehicles Jordan, LLC.
115	Peugeot Motocycles S.A.S. (upto 31st January, 2023)	151	Mahindra Telephonics Integrated Systems Limited (w.e.f. 17th June, 2022)
116	PMTC Engineering SPA (upto 31st January, 2023)	152	Mahindra Aerospace Private Limited (w.e.f 29th March, 2023)
117	Mahindra Tractor Assembly, Inc.(upto 20th October, 2022)	153	Mahindra Aerostructures Private Limited (w.e.f 29th March, 2023)
118	Bristlecone Limited	154	Mahindra Aerospace Australia Pty Ltd (w.e.f 29th March, 2023)
119	Bristlecone Consulting Limited	155	Gipps Aero Pty Ltd (w.e.f 29th March, 2023)
120	Bristlecone (Malaysia) Sdn. Bhd.	156	Airvan Flight Services Pty Ltd (w.e.f 29th March, 2023)
121	Bristlecone International Ag	157	GA8 Airvan Pty Ltd (w.e.f 29th March, 2023)
122	Bristlecone UK Limited	158	GA200 Pty Ltd (w.e.f 29th March, 2023)
123	Bristlecone Inc.	159	Nomad Tc Pty Ltd (w.e.f 29th March, 2023)
124	Bristlecone Middle East Dmcc	160	Airvan 10 Pty Ltd (w.e.f 29th March, 2023)
125	Bristlecone India Limited	161	Mahindra Consulting Engineers Limited (upto 16th March, 2023)
126	Bristlecone GmbH	162	Mahindra Consulting Engineers Limited ESOP Trust (upto 16th March, 2023)
127	Bristlecone (Singapore) Pte. Limited	163	Mahindra Namaste Limited (upto 16th March, 2023)
128	Bristlecone Internacional Costa Rica Limited	164	Mahindra Airways Limited
129	Mahindra Susten Private Limited (upto 22nd December, 2022)	165	Mahindra Automotive Mauritius Limited
130	Mahindra Renewables Private Limited (upto 22nd December, 2022)	166	Mahindra Holdings Limited
131	Neo Solren Private Limited (upto 22nd December, 2022)	167	Mahindra Overseas Investment Company (Mauritius) Limited
132	Astra Solren Private Limited (upto 22nd December, 2022)	168	Mahindra Racing UK Limited
133	Mega Suryaurja Private Limited (upto 22nd December, 2022)	169	Mahindra Integrated Business Solutions Private Limited
134	MSPL International DMCC (upto 22nd December, 2022)	170	Mahindra Emarket Limited
135	Brightsolar Renewable Energy Private Limited (upto 22nd December, 2022)	171	Mahindra Construction Company Limited
136	Martial Solren Private Limited (upto 22nd December, 2022)	172	Officemartindia.com Limited
137	Mahindra Teqo Private Limited	173	Mahindra & Mahindra Contech Limited
138	Mahindra Solarize Private Limited	174	Mahindra Waste To Energy Solutions Limited
139	Resurgence Solarize Urja Private Limited (w.e.f. 29th August, 2022)	175	Mahindra Telecom Energy Management Services Private Limited
140	Emergent Solren Private Limited (w.e.f 9th November, 2022)	176	New Democratic Electoral Trust
141	Mahindra Accelo Limited (formerly known as Mahindra Intertrade Limited)	177	Sunrise Initiatives Trust
142	Mahindra Steel Service Centre Limited	178	Mumbai Mantra Media Limited
143	Mahindra Electrical Steel Private Limited	179	Mahindra Marine Private Limited
144	Mahindra Auto Steel Private Limited	180	M&M Benefit Trust
145	Mahindra Middleeast Electrical Steel Service Centre (FZC)	181	Mahindra & Mahindra ESOP Trust
146	Mahindra MSTC Recycling 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	Aurangabad Electricals, Limited	11	Medwell Ventures Private Limited
2	Born Commerce Private Limited	12	Participaciones Internacionales Autometal Dos S.L.
3	Brainbees Solutions Private Limited	13	PF Holdings B.V.
4	Comviva Technologies Limited	14	PSL Media & Communications Limited
5	Golde Bengaluru India Private Limited	15	ReNew Sunlight Energy Private Limited
6	Golde Pune Automotive India, Private Limited	16	Satyam Venture Engineering Services Private Limited
7	Golde Wuhan Co., Ltd	17	Swaraj Engines Limited (upto 27th September, 2022)
8	Mahindra CIE Automotive Limited	18	Tech Mahindra Business Services Limited
9	Mahindra Educational Institutions	19	Tech Mahindra Limited
10	Mahindra Finance USA LLC		

(ii) Joint Ventures :

Sr. No.	Name of the entity	Sr. No.	Name of the entity
1	Carnot Technologies Private Limited	15	Mahindra Renewables Private Limited (w.e.f. 23rd December, 2022)
2	Classic Legends Private Limited	16	Mahindra Summit Agriscience Limited
3	Gippsaero Pty Ltd (upto 28th March, 2023)	17	Mahindra Susten Private Limited (w.e.f. 23rd December, 2022)
4	M.I.T.R.A Agro Equipments Private Limited (upto 16th March, 2023)	18	Mahindra Telephonics Integrated Systems Limited (upto 16th June, 2022)
5	Mahindra Aerospace Australia Pty Ltd (upto 28th March, 2023)	19	Mahindra World City (Jaipur) Limited
6	Mahindra Aerospace Private Limited (upto 28th March, 2023)	20	Mahindra World City Developers Limited
7	Mahindra Aerostructures Private Limited (upto 28th March, 2023)	21	Mahindra-Bt Investment Company (Mauritius) Limited
8	Mahindra Happinest Developers Limited	22	Martial Solren Private Limited (w.e.f. 23rd December, 2022)
9	Mahindra Homes Private Limited	23	Marvel Solren Private Limited (upto 22nd December, 2022)
10	Mahindra Ideal Lanka (Private) Limited	24	Mega Suryaurja Private Limited (w.e.f. 23rd December, 2022)
11	Mahindra Industrial Park Chennai Limited	25	Sampo Rosenlew Oy (upto 21st July, 2022)
12	Mahindra Industrial Park Private Limited	26	Sanyo Special Steel Manufacturing India Private Limited
13	Mahindra Inframan Water Utilities Private Limited	27	Smartshift Logistics Solutions Private Limited
14	Mahindra Manulife Investment Management Private Limited		

(iii) Key Management Personnel (KMP) :

Sr. No.	Name of KMP	Designation
1	Mr. Anand G. Mahindra	Chairman
2	Dr. Anish Shah	Managing Director and CEO
3	Mr. Rajesh Jejurikar	Executive Director and CEO (Auto and Farm Sectors)
4	Mrs. Nisaba Godrej	Independent Director
5	Mr. Muthiah Murugappan	Independent Director
6	Dr. Vishakha N. Desai	Independent Director
7	Mr. Vikram Singh Mehta	Independent Director
8	Mr. T. N. Manoharan	Independent Director
9	Mr. Vijay Kumar Sharma	Nominee Director
10	Mr. Haigreve Khaitan	Independent Director
11	Mrs. Shikha Sharma	Independent Director
12	Mr. C. P. Gurnani	Non-Executive Non-Independent Director

(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	Sr. No.	Entities controlled/jointly controlled by KMP
1	The Indian & Eastern Engineer Company Private Limited	3	Araku Originals Private Limited
2	Harulika Ventures LLP		

(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 / Post-Employment benefit plans :

Sr. No.	Name of the Fund	Sr. No.	Name of the Fund
1	M&M Employees' Welfare Fund No. 1	5	Mahindra & Mahindra Limited Staff Provident Fund
2	M&M Employees' Welfare Fund No. 2	6	Mahindra and Mahindra Limited Staff & Workmen's Superannuation Scheme
3	M&M Employees' Welfare Fund No. 3	7	Mahindra and Mahindra Limited Superannuation Scheme
4	Mahindra & Mahindra Limited Gratuity scheme	8	Mahindra World School Education Trust

39. Related Party Disclosures: (contd.)

(c) The related party transactions are as under:

Rupees crores

Sr. No.	Nature of Transactions	For the Year Ended 31st 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 / Post-Employment benefit plans
1.	Purchases:								
	Goods	**2023**	**3,682.79**	**3,132.89**	**15.75**	**–**	**–**	**–**	**–**
		2022	1,905.37	2,736.66	11.30	–	–	–	–
	Services	**2023**	**3,210.05**	**74.37**	**23.79**	**–**	**–**	**–**	**–**
		2022	2,371.79	119.03	5.92	–	–	–	–
	Property, Plant and Equipment	**2023**	**25.12**	**1.12**	**0.03**	**–**	**–**	**–**	**–**
		2022	2.18	1.76	0.04	–	–	–	–
	Intangible Assets	**2023**	**209.25**	**0.07**	**–**	**–**	**–**	**–**	**–**
		2022	199.34	3.23	–	–	–	–	–
2.	Sales:								
	Goods	**2023**	**3,877.30**	**8.97**	**862.70**	**–**	**–**	**–**	**–**
		2022	2,196.33	1.68	732.66	–	–	–	–
	Property, Plant and Equipment	**2023**	**406.30**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	42.66	0.01	–	–	–	–	–
	Intangible Assets	**2023**	**860.98**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	7.13	–	–	–	–	–	–
	Services	**2023**	**85.19**	**7.24**	**32.66**	**–**	**–**	**–**	**–**
		2022	82.08	1.65	31.30	–	0.53	–	–
3.	Investments:								
	Purchased/Subscribed/ Conversion/Bonus	**2023**	**2,711.63**	**–**	**72.47**	**0.06**	**–**	**–**	**–**
		2022	593.80	14.47	110.50	–	–	–	–
	Sold/Redeemed/Tendered under merger scheme	**2023**	**50.41**	**234.91**	**–**	**–**	**–**	**–**	**–**
		2022	–	–	–	–	–	–	–
4.	Deputation of Personnel:								
	From Parties	**2023**	**4.67**	**–**	**0.79**	**–**	**–**	**–**	**–**
		2022	0.34	–	–	–	–	–	–
	To Parties	**2023**	**16.16**	**3.14**	**0.42**	**–**	**–**	**–**	**–**
		2022	8.69	6.84	0.98	–	–	–	–

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 31st 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 / Post-Employment benefit plans
5.	Managerial Remuneration	**2023**	**–**	**–**	**–**	**27.21**	**–**	**–**	**–**
		2022	–	–	–	38.54	–	–	–
6.	Stock Options	**2023**	**–**	**–**	**–**	**6.98**	**–**	**–**	**–**
		2022	–	–	–	5.18	–	–	–
7.	Commission and other benefits to Non-executive/independent directors (including nominee directors) **	**2023**	**–**	**–**	**–**	**3.89**	**–**	**–**	**–**
		2022	–	–	–	3.89	–	–	–
8.	Others (Sitting Fees) #	**2023**	**–**	**–**	**–**	**0.14**	**–**	**–**	**–**
		2022	–	–	–	–	–	–	–
9.	Finance:								
	Loans/Inter Corporate Deposits given/rollover	**2023**	**1,507.47**	**–**	**542.00**	**–**	**–**	**–**	**–**
		2022	673.91	–	117.00	–	–	–	–
	Loans/Inter Corporate Deposits refunded by parties	**2023**	**318.50**	**–**	**130.62**	**0.61**	**–**	**–**	**5.00**
		2022	139.31	–	100.00	7.22	–	–	5.00
	Inter Corporate Deposit Taken	**2023**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	50.00	–	–	–	–	–	–
	Inter Corporate Deposit Taken refunded to parties	**2023**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	100.00	–	–	–	–	–	–
	Interest Income	**2023**	**38.95**	**–**	**11.28**	**0.03**	**–**	**–**	**–**
		2022	41.85	–	8.11	0.11	–	–	–
	Interest Expenses	**2023**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	0.66	–	–	–	–	–	–
	Dividend received	**2023**	**372.06**	**1,235.08**	**–**	**–**	**–**	**–**	**–**
		2022	201.96	1,161.06	–	–	–	–	–
	Share Application Money Given	**2023**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	–	–	62.27	–	–	–	–
10.	Dividends Distributed	**2023**	**97.56**	**–**	**–**	**2.15**	**0.65**	**163.46**	**1.48**
		2022	108.62	–	–	1.49	0.48	123.83	1.12

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 31st 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 / Post-Employment benefit plans
11.	Guarantees Given	**2023**	**361.01**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	523.75	–	42.25	–	–	–	–
12.	Other Transactions:								
	Other Income	**2023**	**169.62**	**2.99**	**11.91**	**–**	**0.50**	**–**	**–**
		2022	110.92	15.73	17.29	–	*	–	–
	Other Expenses	**2023**	**235.76**	**94.78**	**5.04**	**–**	**0.21**	**–**	**321.28**
		2022	154.37	0.51	2.59	–	0.20	–	237.02
	Reimbursements received from parties	**2023**	**121.69**	**38.22**	**22.83**	**–**	**0.02**	**–**	**42.41**
		2022	93.67	9.29	15.70	–	0.02	–	40.53
	Reimbursements made to parties	**2023**	**46.79**	**0.68**	**6.01**	**–**	**–**	**–**	**–**
		2022	37.62	0.97	2.27	–	–	–	–
13.	Outstandings:								
	Trade and Other Payable	**2023**	**1,095.29**	**414.36**	**1.75**	*****	**0.03**	**–**	**–**
		2022	637.11	415.29	3.17	3.18	0.05	–	–
	Trade and Other Receivable	**2023**	**1,716.62**	**7.68**	**100.09**	**–**	**0.16**	**–**	**42.41**
		2022	900.48	8.22	28.03	–	0.01	–	21.45
	Loans/Inter Corporate Deposits outstanding	**2023**	**1,622.07**	**–**	**725.00**	**0.38**	**–**	**–**	**6.00**
		2022	2,088.03	–	18.94	0.96	–	–	11.00
14.	Guarantees given	**2023**	**143.67**	**553.66**	**–**	**–**	**–**	**–**	**–**
		2022	325.19	521.98	42.25	–	–	–	–

* 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.

Transactions with related parties are at arm's length.

In addition, Mr. Anand G. Mahindra is entitled to the Benefits under the Special Post Retirement Benefit Scheme

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 31st March	Rupees crores
1.	Salary including perquisites	Mr. Anand G. Mahindra	**2023**	**2.51**
			2022	11.67
		Dr. Pawan Goenka	**2023**	**–**
			2022	5.85
		Dr. Anish Shah	**2023**	**11.95**
			2022	8.77
		Mr. Rajesh Jejurikar	**2023**	**9.38**
			2022	6.91
2.	Stock Options	Dr. Anish Shah	**2023**	**3.97**
			2022	2.64
		Mr. Rajesh Jejurikar	**2023**	**3.01**
			2022	2.54
3.	Commission & Sitting fees	Mr. Anand G. Mahindra	**2023**	**2.64**
			2022	4.18
		Dr. Pawan Goenka	**2023**	**–**
			2022	0.02
4.	Other Contribution to Funds	Mr. Anand G. Mahindra	**2023**	**–**
			2022	0.38
		Dr. Anish Shah	**2023**	**0.52**
			2022	0.48
		Mr. Rajesh Jejurikar	**2023**	**0.35**
			2022	0.28

40. Disclosure required under Section 186(4) of the Companies Act, 2013 for Loans and Guarantees (net of provision):

Rupees crores

Sr. No.	Name	Relationship as per Companies Act, 2013	2023	2022
1.	**Inter Corporate deposits and Loans**			
	Mahindra Overseas Investment Company (Mauritius) Limited	Subsidiary of the Company	**1,583.47**	1,492.75
	SsangYong Motor Company	Subsidiary of the Company	**–**	61.55
	Mahindra Agri Solutions Limited	Subsidiary of the Company	**34.00**	15.00
	Mahindra Susten Private Limited	Subsidiary of the Company	**575.00**	575.00
	Classic Legends Private Limited	Subsidiary of the Company	**150.00**	17.00
	Mahindra Ideal Lanka (Private) Limited	Subsidiary of the Company	**–**	1.94
	Kotak Mahindra Investment Limited		**–**	50.00
			2,342.47	2,213.24

Sr. No.	Name	Relationship as per Companies Act, 2013	2023		2022	
			Outstanding	Recognized in Balance Sheet	Outstanding	Recognized in Balance Sheet
2.	**Guarantees**					
	Mahindra Racing UK Limited	Subsidiary of the Company	**20.38**	**–**	–	–
	Mahindra USA Inc.	Subsidiary of the Company	**123.29**	**–**	113.58	–
	Peugeot Motocycles S.A.S.	Subsidiary of the Company	**–**	**–**	211.61	–
	Sampo Rosenlew Oy	Associate of the Company	**–**	**–**	42.25	–
	PF Holding B.V.	Associate of the Company	**553.66**	**15.86**	521.98	20.50

Note:-

a) Inter corporate deposits given and repaid during the year amounting to **Rs. 112.00 crores** to Classic Legends Private Limited, **Rs. 4.17 crores** To Mahindra Airways Limited and **Rs. 34.33 crores** to Mahindra Two Wheelers Europe Holdings S.a.r.l.

b) 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.

c) Refer note 8 for investments.

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 Automotive Mauritius Limited	Various	**260.74**
Mahindra Holdings Limited	Various	**240.01**
Mahindra Telecom Energy Management Services Private Limited	Various	**13.39**
Mahindra Two Wheelers Europe Holdings S.a.r.l.	20th January, 2023	**34.33**
Mahindra Two Wheelers Europe Holdings S.a.r.l.	30th January, 2023	**657.71**

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	**Subsidiary Companies**		
Mahindra Automotive Mauritius Limited	Automobili Pininfarina GmbH	various	**260.74**
Mahindra Holdings Limited	Mahindra First Choice Wheels Limited	various	**240.01**
Mahindra Telecom Energy Management Services Private Limited	Mahindra Solarize Private Limited	various	**7.39**
Mahindra Telecom Energy Management Services Private Limited	Mahindra Susten Private Limited	9th December, 2022	**26.83**
Mahindra Two Wheelers Europe Holdings S.a.r.l.	Peugeot Motocycles S.A.S.	20th January, 2023	**34.33**
Mahindra Two Wheelers Europe Holdings S.a.r.l.	Peugeot Motocycles S.A.S.	30th January, 2023	**657.71**

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
Mahindra HZPC Private Limited	Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India	U01403MH2013PTC242474

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 Agri Solutions Limited	Mahindra Tower, G. M. Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai, India	U01400MH2000PLC125781
Mahindra Susten Private Limited	2nd Floor, Technosoft Knowledge Gateway, Wagle Industrial Estate, Thane, India	U74990MH2010PTC207854
Mega Suryaurja Private Limited	2nd Floor, Technosoft Knowledge Gateway, Wagle Industrial Estate, Thane, India	U40103MH2012PTC226016
Brightsolar Renewable Energy Private Limited	2nd 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 Mandeure, 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.

42. Segment information (contd.)

Operating Segments (contd.)

Information regarding the Company's reportable segments is presented below:

Rupees crores

Particulars	2023						2022					
	Automotive	Farm Equipment	Other	Total Segment	Eliminations	Total	Automotive	Farm Equipment	Other	Total Segment	Eliminations	Total
Revenue												
External Revenue	**58,459.62**	**23,790.57**	**2,710.07**	**84,960.26**	**–**	**84,960.26**	35,890.19	19,570.32	2,326.43	57,786.94	–	57,786.94
Inter Segment Revenue	**51.58**	**298.19**	**0.51**	**350.28**	**(350.28)**	**–**	37.45	196.51	19.46	253.42	(253.42)	–
Total Revenue	**58,511.20**	**24,088.76**	**2,710.58**	**85,310.54**	**(350.28)**	**84,960.26**	35,927.64	19,766.83	2,345.89	58,040.36	(253.42)	57,786.94
Result												
Segment Result	**3,749.74**	**3,952.94**	**184.03**	**7,886.71**	**–**	**7,886.71**	1,275.77	3,579.89	135.28	4,990.94	–	4,990.94
Exceptional Item allocated to segments	**(896.84)**	**–**	**–**	**(896.84)**	**–**	**(896.84)**	–	–	–	–	–	–
Segment Result	**2,852.90**	**3,952.94**	**184.03**	**6,989.87**	**–**	**6,989.87**	1,275.77	3,579.89	135.28	4,990.94	–	4,990.94
Less:												
Finance costs						**272.78**						226.18
Add:												
Unallocated corporate income net of unallocated expenses						**1,946.39**						1,591.89
Exceptional items unallocable to segments						**(532.70)**						(208.67)
Profit before tax						**8,130.78**						6,147.98
Income Taxes						**1,582.14**						1,278.10
Profit after tax						**6,548.64**						4,869.88
Out of total external revenue above:-												
Revenue from contracts with customers						**84,068.65**						57,287.47
Revenue from other sources						**891.61**						499.47
Total						**84,960.26**						57,786.94
OTHER INFORMATION												
Segment Assets	**27,941.10**	**10,571.20**	**1,137.08**	**39,649.38**	**–**	**39,649.38**	25,073.11	8,425.23	987.08	34,485.42	–	34,485.42
Unallocated Corporate Assets						**36,130.43**						32,121.08
Total Assets	**27,941.10**	**10,571.20**	**1,137.08**	**39,649.38**	**–**	**75,779.81**	25,073.11	8,425.23	987.08	34,485.42	–	66,606.50
Segment Liabilities	**18,810.72**	**5,168.83**	**837.79**	**24,817.34**	**–**	**24,817.34**	14,127.94	4,098.62	739.77	18,966.33	–	18,966.33
Unallocated Corporate Liabilities						**7,605.74**						9,442.12
Total Liabilities	**18,810.72**	**5,168.83**	**837.79**	**24,817.34**	**–**	**32,423.08**	14,127.94	4,098.62	739.77	18,966.33	–	28,408.45
Additions to non current assets	**3,501.82**	**886.48**	**(64.82)**	**4,323.48**	**–**	**4,323.48**	2,510.86	740.37	56.07	3,307.30	–	3,307.30
Depreciation, amortisation and impairment expense	**2,680.85**	**399.29**	**34.23**	**3,114.37**	**–**	**3,114.37**	2,083.38	343.11	34.01	2,460.50	–	2,460.50

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.

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	2023			2022		
	Domestic	Overseas	Total	Domestic	Overseas	Total
Revenue from External Customers	**79,914.37**	**5,045.89**	**84,960.26**	53,890.79	3,896.15	57,786.94
comprising of:						
- Revenue from contracts with customers	**79,039.25**	**5,029.40**	**84,068.65**	53,403.78	3,883.69	57,287.47
- Revenue from other sources	**875.12**	**16.49**	**891.61**	487.01	12.46	499.47
Non-Current Assets	**21,916.38**	**—**	**21,916.38**	22,125.80	—	22,125.80

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, 2023 and 31st March, 2022 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. 2,979.46 crores** (2022 : Rs. 1,258.47 crores) before tax.

(ii) Other matters (excluding claims where amounts are not ascertainable) : **Rs. 274.11 crores** (2022 : Rs. 146.58 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. 1,422.26 crores** (2022 : Rs. 547.40 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. 469.19 crores** (2022 : Rs. 412.03 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:

(i) The estimated amount of contracts remaining to be executed on capital account and not provided is **Rs. 2,581.34 crores** (2022 : Rs. 1,864.85 crores) and other commitments **Rs. 17.78 crores** (2022 : Rs. 6.90 crores).

(ii) Uncalled liability on partly paid equity shares of Subsidiary(ies) company as at 31st March, 2023 **Rs. 1,535.50 crores** (2022 : Rs. 10.50 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. 705.06 crores** (2022 : Rs. 757.52 crores) [excluding depreciation and amortisation of **Rs. 1,274.99 crores** (2022 : Rs. 942.34 crores)].

(ii) Development expenditure incurred during the year **Rs. 1,413.09 crores** (2022 : Rs. 1,383.00 crores).

(iii) Capitalisation of assets **Rs. 251.15 crores** (2022 : Rs. 463.51 crores).

(b) In other units:

(i) Expensed to Profit or Loss, including certain expenditure based on allocations made by the Company, aggregate **Rs. 134.56 crores** (2022 : Rs. 123.56 crores) [excluding depreciation and amortisation of **Rs. 169.85 crores** (2022 : Rs. 133.49 crores)].

(ii) Development expenditure incurred during the year **Rs. 137.17 crores** (2022 : Rs. 80.10 crores).

(iii) Capitalisation of assets **Rs. 51.35 crores** (2022 : Rs. 8.83 crores).

44. Other information: (contd.)

(B) (i) The Scheme of Merger by Absorption of a subsidiary, Mahindra Electric Mobility Limited ('MEML') with the Company and their respective Shareholders ('the Scheme') has been approved by the Mumbai Bench of National Company Law Tribunal on 13th January, 2023. The Scheme has taken effect from the appointed date i.e., 1st April, 2021.

(ii) The above scheme of merger have been accounted under 'the pooling of interests method' i.e. in accordance with Appendix C of Ind AS 103 – Business Combinations and comparatives have been restated for the merger from the beginning of previous year i.e., 1st April, 2021. Accordingly, the impact of MEML has been included in the standalone financial statements for the previous period presented. The effect of the merger on the amounts of Revenue and Profit published in the respective period are as shown in the below table.

Rupees crores

Particulars	2022
Revenue from operations:	
As published in previous year	57,445.97
As restated for the effect of merger	57,786.94
Profit/(loss) after tax:	
As published in previous year	6,235.46
As restated for the effect of merger	6,147.98

45. Additional Regulatory Information:

a. Ratios:

Rupees crores

Particulars	2023	2022
Debt-Equity Ratio (times) (Long term Borrowings + Short term Borrowings (including current maturities of long term borrowings)/(Total Equity)	**0.11**	0.17
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)	**4.69**	10.85
Return on Equity (Net Profit for the period/Average Total Equity for the period)	**16.06%**	13.31%
Inventory Turnover (times) (Cost of materials consumed/Average Inventories for the period)	**8.69**	7.92
Trade Receivables Turnover (times) (Revenue from sale of goods and services)/(Average Trade Receivable for the period)	**23.52**	21.63
Trade Payables Turnover (times) (Purchase of goods and services + Other Expenses)/(Average Trade Payable for the period)	**4.91**	4.12
Net Capital Turnover (times) (Revenue from operations)/[Average working capital (Current assets less Current liabilities) for the period]	**10.72**	9.74
Net Profit margin (%) (Net Profit for the period/Revenue from operations)	**7.71%**	8.43%
Return on Capital Employed (%) (Profit before interest and tax/(Average Total Equity + Average Total Debt for the period)	**18.13%**	14.64%
Return on Investment (%) (Income earned on investments/Average Investment for the period)	**5.75%**	4.62%

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.

45. Additional Regulatory Information: (contd.)

a. Ratios: (contd.)

Explanation for change in the ratios by more than 25%:

(i) Debt Equity Ratio (times) : The debt equity ratio is at 0.11 in current year as against 0.17 in previous year primarily due to repayment of borrowings during the year.

(ii) Debt Service Coverage Ratio (times) : The debt service coverage ratio is at 4.69 in current year as against 10.85 in previous year primarily due to repayment of borrowings during the year.

b. Transaction with Struck off Companies:

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
Argus Media Pvt Ltd	–	*	–	–	–
Asmita Fire Safety Private Limited	*	–	–	–	–
Babace Pneumatics Private Limited	–	*	–	–	–
Badri Sarraf Finance And Mutual Benefit Company Limited	–	–	796	–	–
Baux Arch Tech Pvt Ltd	–	*	–	–	–
Beauty Xl India Pvt Ltd	*	–	–	–	–
Bkg Securities Limited	–	–	32	–	–
C Cube Sports Private Limited	–	0.01	–	–	–
Chowdhary Motors Pvt Ltd	0.17	–	–	–	–
Country Inn & Suites By Carlson (A U)	*	–	–	–	–
Diamond Automobiles Pvt Ltd	–	0.04	–	–	–
Dimension Data India Private Limited	–	0.03	–	–	–
Dimensions Engineering Technologies	–	–	–	*	–
Dreams Comtrade Private Limited	–	–	2	–	–
East West Power Genset Pvt., Ltd.,	–	*	–	–	–
Elegant Finvest Private Limited	–	–	4	–	–
Enffluence Technologies Limited	–	0.02	–	–	–
Frontline Corporate Finance Ltd.	–	–	1,944	–	–
Garlick Designing And Consultancy Pvt Ltd.	–	–	264	–	–
Greenair Engg. Solutions P.Ltd.	*	–	–	–	–
H.K. Exports Private Limited	–	–	700	–	–
Hanaro Hospitality Private Limited	–	*	–	–	–
Hbn Homes Colonisers Private Limited	*	–	–	–	–
Heeraraj R&D And Automations	*	–	–	*	–
High Calibre Cnc Centre Private Limited	0.07	–	–	–	–
Horizon Staffing And Technical Solutions Private Limited	*	–	–	–	–
Horizon Staffing Solutions Private Limited	*	–	–	–	–
Hudson Engineering Industries Pvt Ltd	–	–	1,200	–	–
Jagat Trading Enterprises Limited	–	–	100	–	–
Jaipal Consultancy Private Limited	–	–	1	–	–
Janardana Investments Pvt Ltd	–	–	12	–	–

45. Additional Regulatory Information: (contd.)

b. 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
Joseph Cardijn Auto Ser. Pvt Ltd	*	*	–	–	–
K S Furniture Makers Pvt Ltd	–	0.02	–	–	–
Kamla Landmarc Cars Pvt. Ltd.	–	*	–	–	–
Leela Trade Link Private Limited	*	–	–	–	–
Lektronix India Private Limited	*	–	–	–	–
Loni Corporate Training Pvt. Ltd.	–	–	–	*	–
Magnate Leasing And Finance Private Limited	–	–	104	–	–
Maptronicz Technologies Pvt Ltd	–	*	–	–	–
Midwest Mutual Fund Limited	–	–	192	–	–
Niche Events And Promotions Private Limited	0.04	–	–	–	–
Nttf Industries Private Limited	*	–	–	–	–
Oxford Automotive Private Limited	*	–	–	–	–
Pals Specalised Tooling System Priv	–	–	–	*	–
Popular Stock And Share Services Private Limited	–	–	1,328	–	–
Positive Leasing And Finance Pvt Ltd	–	–	1,232	–	–
Purushothama Investments Pvt Ltd	–	–	20	–	–
R.S.Ajit Singh & Co	0.01	–	–	–	0.01
Rajpal Control Systems Private Limited	–	–	160	–	–
Ray Shield Technology Private Limited	–	0.01	–	–	–
Right View Audio Visual Pvt Ltd	–	*	–	–	–
Rishiroop Polymers Pvt. Ltd. (Trnsfr)	–	–	6,715	–	–
Robomatrix Automation & Solutions Private Limited	0.03	–	–	–	–
Rofin Baasel Laser India Private Limited	*	–	–	–	–
S J N Industries	*	–	–	–	–
Safna Consultancy Private Limited	–	–	800	–	–
Sahil Genset Sales Private Limited	–	*	–	–	–
Sartaj Mega Project India Pvt Ltd	*	*	–	–	–
Serene Paints & Colors Pvt Ltd	–	0.01	–	–	–
Shalaka Technologies Pvt. Ltd.	–	0.07	–	–	–
Shivraj Oils Pvt Ltd.	–	–	–	*	–
Sincere Securities Private Limited	–	–	16	–	–
Sindhudurg Investments Pvt. Ltd.	–	–	400	–	–
Sirius Transtech Pvt. Ltd.	–	0.01	–	–	–
Suviron Products Private Limited	–	–	80	–	–
Technosteel Commercial Kitchen Equipments Private Limited	0.01	–	–	–	–

45. Additional Regulatory Information: (contd.)

b. 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
The India Sugar Agencies Private Limited	–	–	80	–	–
Think Creative Communications Private Limited	–	*	–	–	–
Ti Tsubamex Private Limited	–	0.01	–	–	–
Vennela And Venket Saai Projects India Private Limited	*	–	–	–	–
Versatile Options And Solutions Private Limited	–	0.02	–	–	–
Welcome Telecom Pvt Ltd	–	*	–	–	–

* 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. As described in note 44B, previous period's figures have been regrouped/restated wherever necessary.

Signatures to Notes 1 to 46

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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
T. N. Manoharan (DIN - 01186248)
Haigreve Khaitan (DIN - 00005290)
Shikha Sharma (DIN - 00043265)
Nisaba Godrej (DIN - 00591503)
Muthiah Murugappan (DIN - 07858587)
Vijay Kumar Sharma (DIN - 02449088)
CP Gurnani (DIN - 00018234)

Anand G. Mahindra Chairman (DIN - 00004695)
Anish Shah Managing Director and CEO (DIN - 02719429)
Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

CONSOLIDATED ACCOUNTS

Independent Auditor's 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 2023, 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 the 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 2023, 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 separate/ 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.

Key audit matters	
The key audit matter	**How the matter was addressed in our audit**
Impairment assessment of tangible assets and development expenditure capitalised and currently under development The Group's Automotive Cash Generating Units ('Auto CGU') have aggregate tangible assets of Rs 11,291 crores, which includes property, plant and equipment of Rs 10,547 crores and capital-work-in-progress of Rs 744 crores as at 31 March 2023. Further, the Auto CGU has development expenditure capitalized of Rs 3,501 crores, and intangible assets under development of Rs 1,820 crores. Changes in business environment, including market or economic environment, 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 of the Auto CGU 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 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. See Note 2(h) to consolidated financial statements	Our audit procedures included: • 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 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.

Key audit matters	
The key audit matter	**How the matter was addressed in our audit**
Assessment of control on acquisition /divestment of interest in group companies The Group operates in various segments such as automotive, hospitality, financial services, real estate etc. During the year, the Holding Company undertook various transactions as part of its capital allocation strategy involving acquisition and divestment of shareholding in various companies within the Group, its associates and joint ventures. This requires management to exercise judgement whether these transactions alter the assessment of control, joint control or significant influence under the accounting standards. The cumulative size and importance of these transactions in the consolidated financial statements is significant.	Our audit procedures include: • Assessed management's evaluation of the implication of significant transactions on assessment of control, joint control or significant influence based on the shareholders agreement and other indicators of control over relevant activities on acquisition or divestment of interest in group companies. • Independently, verified the terms of the shareholders agreement including rights available with each shareholder such as ability to participate in the operating decision making, contractual right to appoint director, participative rights available with other shareholders, dispersal of shareholders etc; • Examined the adequacy of disclosures in the consolidated financial statements.
Impairment loss allowance in the financial services business As at 31 March 2023, the carrying value of loan assets measured at amortised cost, aggregated Rs 86,456 crore (net of allowance of expected credit loss Rs 3,649 crore) constituting approximately 82% of the financial service's 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: • 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.	The audit procedures applied by the auditor of the component included: Examined the policies approved by the Board of Directors of the component that articulate the objectives of managing each portfolio and their business models. The component auditor have also verified the methodology adopted for computation of ECL ("ECL Model") that addresses policies approved by the Board of Directors of the component, procedures and controls for assessing and measuring credit risk on all lending exposures measured at amortised cost. Additionally, the component auditor 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: • Testing the design and operating effectiveness of the following: a. 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; b. 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 c. 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. • Test of details on a sample in respect of the following: a. accuracy and completeness of the input data such as period of default and other related information used in estimating the PD; b. the mathematical accuracy of the ECL computation by using the same input data as used by the component; c. completeness and accuracy of the staging of the loans and the underlying data based on which the ECL estimates have been computed; and d. evaluating the adequacy of the adjustment made to the output as per the ECL Model to ensure that the adjustment was in conformity with the 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 financial statements and auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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 the 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 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 114 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs 128,280 crore as at 31 March 2023, total revenues (before consolidation adjustments) of Rs 39,739 crore and net cash outflows (before consolidation adjustments) amounting to Rs 713 crore 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) (before consolidation adjustments) of Rs 152 crore for the year ended 31 March 2023, in respect of 20 associates and 18 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.

   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 matter with respect to our reliance on the work done and the reports of the other auditors.

b. The financial statements of 6 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs 2 crore as at 31 March 2023, total revenues (before consolidation adjustments) of Rs 0 crore and net cash outflows (before consolidation adjustments) amounting to Rs 33 crore 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) (before consolidation adjustments) of Rs 20 crore for the year ended 31 March 2023, as considered in the consolidated financial statements, in respect of 6 associates and 4 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-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 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 this matter with respect to 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 2023 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 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to 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 Auditors) 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 2023 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 44 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 2023.

   d (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited have represented to us and the other auditor of such subsidiary company that, to the best of their 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 such subsidiary companies to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

   (ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited have represented to us and the other auditor of such subsidiary company that, to the best of their knowledge and belief, no funds have been received by the Holding Company or such subsidiary companies from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

   (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

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.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of such subsidiary companies, associate companies and joint ventures only with effect from 1 April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

(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.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Venkataramanan Vishwanath
Partner
Membership No.: 113156
ICAI UDIN: 23113156BGYUJG1038

Place : Mumbai
Date : 26 May 2023

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Mahindra & Mahindra Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) 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, qualification 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(XVII) and 3(XIX)
2	Mahindra Construction Company Limited	U45200MH1992PLC068846	Subsidiary	Clause 3(XIX)
3	Officemartindia.com Limited	U74999MH2000PLC126610	Subsidiary	Clause 3(XVII) and 3(XIX)
4	Transtech Logistics Private Limited	U60231KA2008PTC048036	Joint Venture	Clause 3(XIX)

In addition to the above, there are certain companies in the Group whose auditors have reported cash losses in the financial year under clause 3(XVII) of the CARO report. Based on information and explanations provided to us, in our opinion, these observations are not considered unfavourable or qualified or adverse in nature and hence not reported under this clause.

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
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

Venkataramanan Vishwanath
Partner
Membership No.: 113156
ICAI UDIN: 23113156BGYUJG1038

Place : Mumbai
Date : 26 May 2023

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2023

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 Act

(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 Mahindra & Mahindra Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, its associate companies and joint ventures, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, associate companies and joint ventures, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies and joint ventures, have, 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 2023, based on the internal financial controls with reference to 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 and Board of Directors' Responsibilities for Internal Financial Controls

The respective 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 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 ventures 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 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 consolidated 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 consolidated 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 consolidated 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.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 59 subsidiary companies, 5 associate companies and 14 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

The internal financial controls with reference to financial statements insofar as it relates to 3 associate companies and 2 joint ventures, which are companies incorporated in India and included in these consolidated financial statements, have not been audited either by us or by other auditors. In our opinion and according to the information and explanations given to us by the Management, such unaudited associate companies and joint ventures are not material to the Holding Company.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

Venkataramanan Vishwanath
Partner
Membership No.: 113156
ICAI UDIN: 23113156BGYUJG1038

Place : Mumbai
Date : 26 May 2023

Consolidated Balance Sheet | as at 31st March, 2023

Rupees crores

		Note	2023	2022
I.	**ASSETS**			
	NON-CURRENT ASSETS			
	Property, plant and equipment	4	**20,351.33**	21,902.26
	Capital work-in-progress	5	**1,222.66**	3,036.10
	Goodwill	6	**2,548.90**	1,340.40
	Other intangible assets	7	**4,239.75**	2,775.83
	Intangible assets under development	8	**2,745.92**	3,666.71
	Investments accounted using equity method	9	**14,380.57**	13,149.70
	Financial assets			
	(i) Investments	9	**6,625.93**	6,060.85
	(ii) Trade receivables	10	**282.60**	309.43
	(iii) Loans	11	**52,772.75**	38,849.40
	(iv) Other financial assets	12	**3,353.97**	2,206.65
	Deferred tax assets (net)	13	**1,615.46**	1,724.31
	Income tax assets (net)		**1,802.88**	1,604.24
	Other non-current assets	14	**2,623.61**	2,338.92
			1,14,566.33	98,964.80
	CURRENT ASSETS			
	Inventories	15	**16,854.97**	11,595.82
	Financial assets			
	(i) Investments	9	**14,265.92**	10,849.88
	(ii) Trade receivables	10	**7,028.02**	6,373.95
	(iii) Cash and cash equivalents	16	**3,493.41**	3,487.59
	(iv) Bank balances other than cash and cash equivalents	16	**7,780.02**	7,630.02
	(v) Loans	11	**34,684.81**	29,242.26
	(vi) Other financial assets	12	**1,951.70**	1,998.95
	Other current assets	14	**5,209.99**	3,969.53
	Assets classified as held for sale		**56.60**	-
			91,325.44	75,148.00
	TOTAL ASSETS		**2,05,891.77**	1,74,112.80
II.	**EQUITY AND LIABILITIES**			
	EQUITY			
	Equity share capital	17	**556.82**	556.06
	Other equity		**55,808.97**	46,566.58
	Equity attributable to owners of the company		**56,365.79**	47,122.64
	Non-controlling interests		**10,716.32**	9,702.62
			67,082.11	56,825.26
	LIABILITIES			
	NON-CURRENT LIABILITIES			
	Financial liabilities			
	(ia) Borrowings	19	**55,027.39**	48,625.06
	(ib) Lease liabilities		**2,882.50**	2,432.55
	(ii) Trade payables			
	Total outstanding dues of creditors other than micro enterprises and small enterprises	20	**0.04**	1.55
	(iii) Other financial liabilities	21	**1,370.45**	1,406.04
	Provisions	22	**1,815.95**	1,497.99
	Deferred tax liabilities (net)	13	**1,608.64**	1,786.10
	Other non-current liabilities	23	**5,525.28**	5,249.92
			68,230.25	60,999.21
	CURRENT LIABILITIES			
	Financial liabilities			
	(ia) Borrowings	19	**33,739.62**	26,042.12
	(ib) Lease liabilities		**597.34**	505.48
	(ii) Trade payables	20		
	(a) Total outstanding dues of micro enterprises and small enterprises		**363.63**	195.51
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		**23,472.03**	18,841.04
	(iii) Other financial liabilities	21	**4,424.94**	4,422.25
	Other current liabilities	23	**6,176.38**	4,921.72
	Provisions	22	**1,189.48**	968.19
	Current tax liabilities (net)		**615.99**	392.02
			70,579.41	56,288.33
	TOTAL EQUITY AND LIABILITIES		**2,05,891.77**	1,74,112.80

The accompanying notes 1 to 49 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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
T. N. Manoharan (DIN - 01186248)
Haigreve Khaitan (DIN - 00005290)
Shikha Sharma (DIN - 00043265)
Nisaba Godrej (DIN - 00591503)
Muthiah Murugappan (DIN - 07858587)
Vijay Kumar Sharma (DIN - 02449088)
CP Gurnani (DIN - 00018234)

Anand G. Mahindra Chairman (DIN - 00004695)
Anish Shah Managing Director and CEO (DIN - 02719429)
Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Consolidated Statement of Profit and Loss | for the year ended 31st March, 2023

Rupees crores

	Note	2023	2022
INCOME			
Revenue from operations	24	**1,21,268.55**	90,170.57
Other income	25	**1,206.49**	934.51
Total Income		**1,22,475.04**	91,105.08
EXPENSES			
Cost of materials consumed	26	**68,477.97**	46,265.48
Purchases of stock-in-trade		**7,541.90**	6,399.37
Changes in inventories of finished goods, stock-in-trade and work-in-progress	27	**(2,032.31)**	(861.66)
Employee benefits expense	28	**9,677.95**	8,386.74
Finance costs	29	**5,829.70**	5,018.05
Depreciation, amortisation and impairment expense	30	**4,356.81**	3,507.50
Other expenses	31	**17,317.75**	15,297.79
Total Expenses		**1,11,169.77**	84,013.27
Profit Before Exceptional Items, share of profit of associates and joint ventures and tax		**11,305.27**	7,091.81
Exceptional items (net)	32	**1,249.52**	414.17
Share of profit of associates and joint ventures (net)		**1,505.44**	1,855.79
Profit Before Tax		**14,060.23**	9,361.77
Tax Expense	13		
Current tax		**(2,742.04)**	(1,868.10)
Deferred tax		**56.29**	(240.66)
Profit for the year		**11,374.48**	7,253.01
Other Comprehensive Income/(Loss)			
A. (i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		**(154.55)**	141.12
(b) Equity instruments through other comprehensive income		**(45.11)**	(75.83)
(c) Share of other comprehensive income/(loss) of equity accounted investees		**11.84**	9.97
(ii) Income tax relating to items that will not be reclassified to profit or loss		**35.53**	(36.22)
B. (i) Items that will be reclassified to profit or loss			
(a) Exchange differences in translating the financial statements of foreign operations		**(129.76)**	(287.33)
(b) Debt instruments through other comprehensive income		**(92.64)**	(1.18)
(c) Effective portion of gains/(losses) on designated portion of hedging instruments in a cash flow hedge		**(5.50)**	14.82
(d) Share of other comprehensive income/(loss) of equity accounted investees		**186.04**	136.25
(ii) Income tax relating to items that will be reclassified to profit or loss		**7.16**	(13.07)
Total Other Comprehensive Income/(Loss)		**(186.99)**	(111.47)
Total Comprehensive Income/(Loss) for the year		**11,187.49**	7,141.54
Profit /(Loss) for the year attributable to:			
Owners of the company		**10,281.50**	6,577.32
Non-controlling interests		**1,092.98**	675.69
		11,374.48	7,253.01
Other Comprehensive Income/(Loss) for the year attributable to:			
Owners of the company		**(170.03)**	(94.79)
Non-controlling interests		**(16.96)**	(16.68)
		(186.99)	(111.47)
Total Comprehensive Income/(Loss) for the year attributable to:			
Owners of the company		**10,111.47**	6,482.53
Non-controlling interests		**1,076.02**	659.01
		11,187.49	7,141.54
Earnings per equity share	33		
(Face value Rs. 5/- per share) (Rupees)			
Basic		**92.41**	59.20
Diluted		**91.96**	58.83

The accompanying notes 1 to 49 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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
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Haigreve Khaitan (DIN - 00005290)
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Nisaba Godrej (DIN - 00591503)
Muthiah Murugappan (DIN - 07858587)
Vijay Kumar Sharma (DIN - 02449088)
CP Gurnani (DIN - 00018234)

Anand G. Mahindra Chairman (DIN - 00004695)
Anish Shah Managing Director and CEO (DIN - 02719429)
Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Consolidated Statement of Changes in Equity | for the year ended 31st March, 2023

(A) Equity Share Capital

Rupees crores

Particulars	2023	2022
Issued, subscribed and paid up:		
Balance as at the beginning of the year	**556.06**	555.15
Changes in equity share capital due to prior period error	**–**	–
Restated balance	**556.06**	555.15
Add: Allotment of shares by M&M ESOP Trust to Employees	**0.59**	0.91
Add: Shares issued under scheme of arrangement	**0.17**	–
Balance as at the end of the year	**556.82**	556.06

(B) Other Equity

Rupees crores

Particulars	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) (ii))	Foreign currency translation reserve			
As at 1st April, 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
Profit /(loss) for the year	–	–	–	–	10,281.50	–	–	–	–	10,281.50	1,092.98	11,374.48
Other comprehensive income /(loss)	–	–	–	–	(86.22)	(36.87)	(59.48)	(66.80)	79.34	(170.03)	(16.96)	(186.99)
Total comprehensive income /(loss) for the year	–	–	–	–	10,195.28	(36.87)	(59.48)	(66.80)	79.34	10,111.47	1,076.02	11,187.49
Dividend paid on equity shares	–	–	–	–	(1,284.77)	–	–	–	–	(1,284.77)	(237.38)	(1,522.15)
Other comprehensive income reclassified to profit or loss	–	–	–	–	–	–	–	(0.44)	(24.02)	(24.46)	–	(24.46)
Other comprehensive income /(loss) reclassified to Retained earnings	–	–	–	–	7.48	–	(7.48)	–	–	–	–	–
Transfers from Retained earnings	–	–	–	210.76	(210.76)	–	–	–	–	–	–	–
On business combinations during the year	–	–	–	–	–	–	–	–	–	–	195.33	195.33
On disposal of subsidiaries during the year	(0.72)	–	–	(2.23)	–	–	–	–	–	(2.95)	(50.73)	(53.68)
Exercise of employee stock options	–	86.42	(78.18)	–	–	–	–	–	–	8.24	–	8.24
Allotment of bonus shares by M&M ESOP trust to employees	–	(0.30)	–	–	–	–	–	–	–	(0.30)	–	(0.30)
On account of employee stock options lapsed	–	–	(4.04)	4.04	–	–	–	–	–	–	–	–
Share-based payment to employees	–	–	111.57	–	–	–	–	–	–	111.57	–	111.57
Hyperinflation adjustment	–	–	–	–	443.00	–	–	–	–	443.00	–	443.00
Transactions with non-controlling interest and changes in group's interest	–	9.90	7.52	–	(136.83)	–	–	–	–	(119.41)	30.46	(88.95)
As at 31st March, 2023	369.27	2,745.48	260.33	4,844.87	48,187.61	(67.73)	(196.97)	(104.49)	(229.40)	55,808.97	10,716.32	66,525.29

Remeasurement gain (net) on defined benefit plans, net of deferred tax, aggregating to **Rs. 86.22 crores** (2022: Rs. 103.97 crores) has been recognised during the year as part of retained earnings.

Consolidated Statement of Changes in Equity | for the year ended 31st March, 2023 (contd.)

(B) Other Equity (contd.)

Rupees crores

Particulars	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) (ii))	Foreign currency translation reserve			
As at 1st 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	–	–	–	117.78	(117.78)	–	–	–	–	–	–	–
On business combinations during the year	0.72	–	–	–	–	–	–	–	–	0.72	39.57	40.29
On disposal of subsidiaries during the year	–	–	–	–	–	–	–	–	–	–	3.94	3.94
Exercise of employee stock options	–	114.80	(114.80)	–	–	–	–	–	–	–	–	–
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

Consolidated Statement of Changes in Equity | for the year ended 31st March, 2023 (contd.)

(C) Other reserves

Rupees crores

Particulars	Capital Redemption Reserve	Capital Reserve	Debenture Redemption Reserve	General Reserve	Statutory Reserve	Total
As at 1st April, 2022	**73.69**	**23.52**	**76.02**	**3,146.36**	**1,312.71**	**4,632.30**
Transfer from retained earnings	**–**	**–**	**–**	**–**	**210.76**	**210.76**
On disposal of subsidiaries during the year	**–**	**–**	**(2.23)**	**–**	**–**	**(2.23)**
On account of employee stock options lapsed	**–**	**–**	**–**	**4.04**	**–**	**4.04**
As at 31st March, 2023	**73.69**	**23.52**	**73.79**	**3,150.40**	**1,523.47**	**4,844.87**
As at 1st 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

(D) Notes

a) The Company has reduced the share capital by **Rs. 11.36 crores** (2022: Rs. 11.65 crores) and securities premium by **Rs. 182.94 crores** (2022: Rs. 182.94 crores) for the **2,27,05,304** shares of Rs. 5 each (2022: 2,32,95,651 shares of Rs. 5 each) held by the M&M ESOP Trust pending transfer to the eligible employees.

b) The Company has also reduced the share capital by **Rs. 21.12 crores** (2022: Rs. 21.12 crores) and retained earnings by **Rs. 1,168.20 crores** (2022: Rs. 1,168.20 crores) for **4,22,35,214** shares of Rs. 5 each (2022: 4,22,35,214 shares of Rs. 5 each) held by M&M Benefit Trust.

c) The share capital of the Company has also been reduced and the securities premium increased by **Rs. 32.47 crores** (2022: Rs. 32.77 crores) for **2,27,05,303** bonus shares of Rs. 5 each (2022: 2,32,95,650 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 (2022: 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

(i) 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.

(ii) 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.

(iii) 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.

(iv) 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.

(v) 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

(vi) 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.

(vii) 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.

(viii) 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.

(ix) Capital redemption reserve

Capital redemption reserve was created against redemption of preference shares.

The accompanying notes 1 to 49 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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
T. N. Manoharan (DIN - 01186248)
Haigreve Khaitan (DIN - 00005290)
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Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Consolidated Cash Flow Statement | for the year ended 31st March, 2023

Rupees crores

	2023	2022
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit Before Exceptional Items, share of profit of associates and joint ventures and tax	**11,305.27**	7,091.81
Adjustments for:		
Depreciation, amortisation and impairment expense	**4,356.81**	3,507.50
Loss/(gain) on foreign exchange fluctuation and other adjustments (net)	**59.62**	(65.31)
Gain due to change in lease arrangements	**–**	(15.07)
Dividend on investments and interest income [excluding **Rs. 12,152.00 crores** (2022: Rs. 10,923.82 crores) in respect of financial services business]	**(528.01)**	(418.38)
Interest, commitment and finance charges [excluding **Rs. 5,079.63 crores** (2022: Rs. 4,392.60 crores) in respect of financial services business]	**750.07**	625.45
Equity-settled share-based payment expenses	**139.75**	105.25
Net gain on financial instruments measured at fair value	**(426.73)**	(355.65)
(Gain)/Loss on property, plant and equipment sold /scrapped /written off (net)	**(14.89)**	39.11
	4,336.62	3,422.90
Operating Profit before working capital changes	**15,641.89**	10,514.71
Changes in:		
Trade and other receivables	**(2,904.47)**	(2,044.51)
Financial services receivable	**(18,797.21)**	(461.61)
Inventories	**(5,251.96)**	(2,172.99)
Trade and other payables and provisions	**7,012.60**	4,972.37
	(19,941.04)	293.26
Cash (used in)/generated from operations	**(4,299.15)**	10,807.97
Income taxes paid (net of refunds and interest on refunds)	**(2,774.87)**	(1,560.42)
Net cash (used in)/from operating activities	**(7,074.02)**	9,247.55
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Payment to acquire property, plant & equipment and other intangible assets	**(6,304.57)**	(6,039.80)
Proceeds from sale of property, plant & equipment and other intangible assets	**137.78**	119.94
Payment to acquire investments	**(50,164.56)**	(65,421.47)
Proceeds from sale of investments	**46,269.08**	65,127.25
Interest received (excluding financial services business)	**463.67**	419.57
Dividends received from joint ventures and associates	**1,391.01**	1,245.78
Proceeds from capital reduction/buy-back of shares by joint venture	**70.93**	55.05
Dividends received from others	**5.68**	1.25
Bank deposits placed	**(12,292.91)**	(7,468.23)
Bank deposits matured	**10,755.17**	8,813.19
Net change in earmarked and margin accounts with banks	**70.89**	175.39
Receivables /Inter corporate deposits placed	**(987.00)**	(818.28)

Consolidated Cash Flow Statement | for the year ended 31st March, 2023 (contd.)

Rupees crores

	2023	2022
Inter corporate deposits refunded	**893.92**	266.50
Purchase of investment in joint ventures and associates (including share application money)	**(62.05)**	(222.38)
Purchase consideration paid on acquisition of subsidiaries net of cash acquired	**(586.58)**	(41.83)
Consideration received on disposal of subsidiaries	**740.28**	5.72
Consideration received on disposal (including partial sale of investment) of associates and joint ventures	**1,052.00**	556.53
Net cash used in investing activities	**(8,547.26)**	(3,225.82)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares to employees by ESOP trust	**0.53**	0.92
Proceeds from borrowings	**55,622.41**	53,879.94
Repayments of borrowings	**(37,572.29)**	(56,937.78)
Net change in loans repayable on demand and cash credit	**516.71**	(285.21)
Proceeds from issue of Compulsorily Convertible Preference Shares	**400.00**	—
Repayment of lease liabilities	**(750.78)**	(583.23)
Dividends paid	**(1,284.75)**	(980.44)
Dividend paid to non-controlling interests	**(237.38)**	(57.02)
Transactions with non-controlling interest	**(13.94)**	(240.28)
Interest, commitment and finance charges paid (excluding financial services business)	**(734.40)**	(679.50)
Net cash from /(used in) financing activities	**15,946.11**	(5,882.60)
Net increase in cash and cash equivalents	**324.83**	139.13
Cash and cash equivalents at the beginning of the year	**3,487.59**	3,374.59
Cash and cash equivalents related to disposal of subsidiaries	**(352.87)**	(13.36)
Unrealised gain /(loss) on foreign currency cash and cash equivalents (net)	**33.86**	(12.77)
Cash and cash equivalents at the end of the year (Refer note 16)	**3,493.41**	3,487.59

Notes to the Consolidated Cash Flow Statement for the year ended 31st March, 2023.

The above Cash Flow Statement has been prepared under the 'indirect method' as set out in Ind AS 7 - Statement of Cash Flow.

The accompanying notes 1 to 49 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

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

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Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

Notes to the Consolidated Financial Statements | for the year ended 31st March, 2023

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 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 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 26th May, 2023.

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, the difference of the aggregate of fair value of consideration received and fair value of retained interest as compared to the carrying amount of the assets (including any goodwill) and liabilities of the subsidiary and related non-controlling interest, if any, 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. The fair value of any investment retained at the date when control is lost is regarded as the cost on initial recognition of investment in an associate or jointly controlled entity or as the fair value on initial recognition of investment classified as a financial asset.

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).

2. Significant Accounting Policies (contd.)

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.

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 lifes 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.

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:

Asset Class	Useful lives
(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.

2. Significant Accounting Policies (contd.)

i) Inventories

Inventories comprise cost 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, stock in trade, 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. A trade receivable without a significant financing component is initially measured at the transaction price.

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)

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.

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.

2. Significant Accounting Policies (contd.)

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 equity investments are not held for trading. 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.

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.

2. Significant Accounting Policies (contd.)

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.

l) Revenue Recognition

Sale of Goods or Services

The Group recognises revenue from sale of goods or services at the amount of transaction price (excluding variable consideration that is constrained), that is allocated to the performance obligation satisfied. Transaction price is the amount of consideration to which the Group expects it to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of third parties. An amount of consideration can vary because of discounts, rebates, incentives etc. which are explicitly stated in the contract or are as per customary business practices. The consideration can also vary where the entitlement is contingent on occurrence or non-occurrence of a future event. The Group includes variable consideration as part of transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration is estimated using the expected value method or the most likely amount depending on which method the Group expects to better predict the amount of consideration to which it will be entitled and is applied consistently throughout the contract. Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price and accounted as interest income.

2. Significant Accounting Policies (contd.)

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 Group 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 are generally with the firmity of the sale contracts/agreements.

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.

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 that are revenue in nature, are recognised in profit or loss on a systematic basis over the periods in which the Group 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 including that on unused tax losses and unused tax credits 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.

Deferred tax assets and liabilities are not recognised for:

- the temporary differences arising 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 temporary differences arising from the initial recognition of goodwill,
- Minimum Alternate Tax (MAT) paid in accordance with the tax laws that is not likely to give future economic benefits in the form of adjustment to future income tax liability, and
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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:
  - the Group as a lessee has the right to operate the asset; or
  - 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) Non-current assets held for sale

Non-current assets or disposal groups are classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use.

To classify as held for sale, the asset must be available for immediate sale in its present condition, its sale must be highly probable and is marketed for sale at a price that is reasonable in relation to its current fair value. The Group must also be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

v) Hyperinflationary economies

During the year, the Turkish economy has been designated as hyperinflationary. Accordingly, financial statements of entities whose functional currency is Turkish Lira have been prepared applying IND AS 29 'Financial Reporting in Hyperinflationary Economies'. This primarily includes (i) restatement of non-monetary assets and liabilities measured at historical cost in the balance sheet and all items of income and expenses in the statement of profit and loss, using the general price index at the balance sheet date, and (ii) recording gain or loss on net monetary position.

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 31st March, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1st April, 2023, as below:

a) **Ind AS 1 - Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information included in an entity's financial statements, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

b) **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

c) **Ind AS 12 - Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group does not expect this amendment to have any significant impact in its financial statements.

4. Property, Plant and Equipment

a) Owned assets

Rupees crores

Particulars	Land	Buildings	Buildings - Leasehold	Plant and Equipment	Furniture and Fixtures	Vehicles	Aircraft	Office Equipments	Total
COST									
Balance as at 1st April, 2021	1,117.02	5,670.51	56.81	22,080.34	794.02	811.84	57.22	404.85	30,992.61
Additions/Transfer from capital work-in-progress during the year	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)	(112.08)	–	(28.77)	(948.76)
Disposal of subsidiaries	(13.88)	(22.61)	–	(28.89)	(11.98)	(1.08)	–	–	(78.44)
Balance as at 31st March, 2022	1,168.30	6,475.38	56.32	26,157.22	833.58	854.29	57.22	429.91	36,032.22
Balance as at 1st April, 2022	**1,168.30**	**6,475.38**	**56.32**	**26,157.22**	**833.58**	**854.29**	**57.22**	**429.91**	**36,032.22**
Additions /Transfer from capital work-in-progress during the year	**106.30**	**328.93**	**8.81**	**4,188.32**	**96.27**	**305.98**	**–**	**61.96**	**5,096.57**
Additions through business combinations	**142.59**	**60.99**	**–**	**183.37**	**4.08**	**1.49**	**–**	**3.83**	**396.35**
Foreign exchange translation differences	**(1.04)**	**36.06**	**1.69**	**29.45**	**1.23**	**(1.18)**	**–**	**2.03**	**68.24**
Disposals	**(23.54)**	**(48.73)**	**(0.37)**	**(282.06)**	**(28.10)**	**(137.36)**	**–**	**(35.72)**	**(555.88)**
Disposal of subsidiaries	**(214.38)**	**(232.67)**	**(0.32)**	**(6,067.33)**	**(3.96)**	**(1.69)**	**–**	**(25.01)**	**(6,545.36)**
Hyperinflation adjustment	**63.96**	**60.49**	**0.81**	**333.36**	**11.26**	**0.26**	**–**	**–**	**470.14**
Balance as at 31st March, 2023	**1,242.19**	**6,680.45**	**66.94**	**24,542.33**	**914.36**	**1,021.79**	**57.22**	**437.00**	**34,962.28**
ACCUMULATED DEPRECIATION AND IMPAIRMENT									
Balance as at 1st April, 2021	88.78	1,809.44	24.54	12,964.07	524.41	458.40	43.45	320.38	16,233.47
Depreciation expense for the year	–	182.14	6.08	1,622.12	68.76	131.01	2.63	39.61	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)	(91.21)	–	(28.56)	(846.05)
Disposal of subsidiaries	(13.88)	(22.61)	–	(28.89)	(11.98)	(1.08)	–	–	(78.44)
Impairment losses recognised #	6.96	8.57	–	25.33	0.99	1.07	–	8.03	50.95
Balance as at 31st March, 2022	75.97	1,941.52	30.67	13,816.96	550.98	498.47	46.08	338.96	17,299.61
Balance as at 1st April, 2022	**75.97**	**1,941.52**	**30.67**	**13,816.96**	**550.98**	**498.47**	**46.08**	**338.96**	**17,299.61**
Depreciation expense for the year	**–**	**207.99**	**12.11**	**1,944.23**	**75.84**	**149.38**	**2.63**	**38.54**	**2,430.72**
Foreign exchange translation differences	**(0.06)**	**24.72**	**0.93**	**40.25**	**1.04**	**(0.91)**	**–**	**2.00**	**67.97**
Disposals	**–**	**(33.99)**	**(0.37)**	**(251.51)**	**(23.04)**	**(108.84)**	**–**	**(25.25)**	**(443.00)**
Disposal of subsidiaries	**–**	**(223.20)**	**(0.32)**	**(1,306.47)**	**(1.48)**	**(1.31)**	**–**	**(22.78)**	**(1,555.56)**
Impairment losses recognised *	**–**	**–**	**–**	**321.17**	**0.59**	**5.51**	**–**	**0.46**	**327.73**
Hyperinflation adjustment	**–**	**28.37**	**0.20**	**162.46**	**5.14**	**0.22**	**–**	**–**	**196.39**
Balance as at 31st March, 2023	**75.91**	**1,945.41**	**43.22**	**14,727.09**	**609.07**	**542.52**	**48.71**	**331.93**	**18,323.86**
NET CARRYING AMOUNT									
Net carrying amount as at 31st March, 2022	1,092.33	4,533.86	25.65	12,340.26	282.60	355.82	11.14	90.95	18,732.61
Net carrying amount as at 31st March, 2023	**1,166.28**	**4,735.04**	**23.72**	**9,815.24**	**305.29**	**479.27**	**8.51**	**105.07**	**16,638.42**

* 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 1st 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
Balance as at 1st April, 2022	**763.15**	**3,196.36**	**326.38**	**10.72**	**178.66**	**15.07**	**4,490.34**
Additions	**115.26**	**988.32**	**68.94**	**—**	**9.19**	**1.19**	**1,182.90**
Acquisitions through business combinations	**—**	**61.80**	**0.24**	**—**	**0.72**	**—**	**62.76**
Foreign exchange translation differences	**0.66**	**103.51**	**0.57**	**—**	**(0.13)**	**0.75**	**105.36**
Deductions	**(4.24)**	**(219.32)**	**(10.46)**	**(0.44)**	**(26.65)**	**(2.34)**	**(263.45)**
Disposal of subsidiaries	**(139.90)**	**(16.46)**	**(0.29)**	**—**	**(3.02)**	**—**	**(159.67)**
Balance as at 31st March, 2023	**734.93**	**4,114.21**	**385.38**	**10.28**	**158.77**	**14.67**	**5,418.24**
ACCUMULATED DEPRECIATION AND IMPAIRMENT							
Balance as at 1st 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 *	—	—	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
Balance as at 1st April, 2022	**41.51**	**1,001.89**	**193.44**	**4.24**	**72.10**	**7.51**	**1,320.69**
Depreciation expense for the year	**18.37**	**472.12**	**46.70**	**1.27**	**33.26**	**3.00**	**574.72**
Foreign exchange translation differences	**0.25**	**34.60**	**2.48**	**—**	**(0.07)**	**0.40**	**37.66**
Deductions	**(3.93)**	**(181.24)**	**(9.45)**	**(0.41)**	**(9.72)**	**(2.34)**	**(207.09)**
Disposal of subsidiaries	**(16.79)**	**(6.77)**	**(0.29)**	**—**	**(1.76)**	**—**	**(25.61)**
Impairment losses recognised *	**—**	**—**	**—**	**—**	**4.96**	**—**	**4.96**
Balance as at 31st March, 2023	**39.41**	**1,320.60**	**232.88**	**5.10**	**98.77**	**8.57**	**1,705.33**
NET CARRYING AMOUNT							
Net carrying amount as at 31st March, 2022	721.64	2,194.47	132.94	6.48	106.56	7.56	3,169.65
Net carrying amount as at 31st March, 2023	**695.52**	**2,793.61**	**152.50**	**5.18**	**60.00**	**6.10**	**3,712.91**

* 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 and equipment is as follows:

Rupees crores

Particulars	2023	2022
a) Owned Assets	**16,638.42**	18,732.61
b) Right-of-use assets	**3,712.91**	3,169.65
Total	**20,351.33**	21,902.26

5. Capital Work-in-Progress

Rupees crores

Particulars	2023	2022
Balance at the beginning of the year	**3,036.10**	4,477.64
Additions during the year (including interest capitalised)	**2,682.44**	4,291.06
Business combinations (net)	**(69.10)**	(0.39)
Transfer to property, plant and equipment	**(4,390.23)**	(5,717.30)
Foreign exchange translation differences	**1.82**	(2.85)
Hyperinflation adjustment	**19.01**	—
Impairment losses recognised *	**(57.38)**	(12.06)
Balance at the end of the year	**1,222.66**	3,036.10

* Impairment losses are recognised in the consolidated statement of profit and loss as a part of exceptional items.

Ageing of capital work-in-progress

Rupees crores

Particulars	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, 2023:					
Projects in progress	**927.40**	**145.63**	**39.05**	**110.58**	**1,222.66**
Total	**927.40**	**145.63**	**39.05**	**110.58**	**1,222.66**
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

6. Goodwill

Rupees crores

Particulars	2023	2022
Balance at the beginning of the year	**1,340.40**	1,304.90
Additions through business combinations	**1,365.62**	43.40
Disposal of subsidiaries	**(42.03)**	–
Impairment during the year (Refer Note 32)	**(122.13)**	–
Foreign exchange translation difference	**7.04**	(7.90)
Balance at the end of the year	**2,548.90**	1,340.40

Segment wise allocation of goodwill

The carrying amount of goodwill has been allocated to segments as below:

Rupees crores

Particulars	2023	2022
Automotive	**31.96**	31.96
Farm equipment	**966.38**	28.18
Financial services	**1.34**	44.74
Real estate	**66.70**	103.59
Hospitality	**117.45**	111.28
Others	**1,365.07**	1,020.65
Total	**2,548.90**	1,340.40

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.

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 - **Rs. 78.73 crores** (2022: Nil). This relates to goodwill allocated to an international subsidiary.

(b) 'Financial services' segment - **Rs. 43.40 crores** (2022: Nil). This relates to goodwill allocated to an international subsidiary.

7. Other Intangible Assets

Rupees crores

Particulars	Development Expenditure	Computer Software	Brand License & Trademarks	Others	Total
COST					
Balance as at 1st April, 2021	5,513.06	528.24	145.30	366.53	6,553.13
Additions/Transfer from intangibles assets under development during the year	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	5,560.55	561.71	145.01	395.92	6,663.19
Balance as at 1st April, 2022	**5,560.55**	**561.71**	**145.01**	**395.92**	**6,663.19**
Additions/Transfer from intangibles assets under development during the year	**3,054.82**	**100.35**	**—**	**21.71**	**3,176.88**
Acquisitions through business combinations	**3.44**	**18.93**	**21.91**	**33.06**	**77.34**
Foreign exchange translation differences	**11.15**	**10.49**	**0.88**	**1.34**	**23.86**
Deductions	**(573.63)**	**(19.92)**	**—**	**(2.60)**	**(596.15)**
Disposal of subsidiaries	**(153.08)**	**(34.00)**	**—**	**(19.58)**	**(206.66)**
Hyperinflation adjustment	**5.43**	**0.93**	**—**	**15.57**	**21.93**
Balance as at 31st March, 2023	**7,908.68**	**638.49**	**167.80**	**445.42**	**9,160.39**
ACCUMULATED AMORTISATION AND IMPAIRMENT					
Balance as at 1st April, 2021	3,490.00	402.24	29.77	167.99	4,090.00
Amortisation expense for the year	865.57	66.63	5.93	29.69	967.82
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)
Impairment losses recognised #	6.60	2.73	—	—	9.33
Balance as at 31st March, 2022	3,202.61	459.11	35.50	190.14	3,887.36
Balance as at 1st April, 2022	**3,202.61**	**459.11**	**35.50**	**190.14**	**3,887.36**
Amortisation expense for the year	**1,197.62**	**81.37**	**6.95**	**37.32**	**1,323.26**
Foreign exchange translation differences	**10.92**	**8.90**	**0.68**	**1.03**	**21.53**
Deductions	**(573.63)**	**(19.42)**	**—**	**(0.80)**	**(593.85)**
Disposal of subsidiaries	**(152.72)**	**(17.92)**	**—**	**(8.81)**	**(179.45)**
Impairment losses recognised *	**459.56**	**0.45**	**—**	**—**	**460.01**
Hyperinflation adjustment	**—**	**0.32**	**—**	**1.46**	**1.78**
Balance as at 31st March, 2023	**4,144.36**	**512.81**	**43.13**	**220.34**	**4,920.64**
NET CARRYING AMOUNT					
Net carrying amount as at 31st March, 2022	2,357.94	102.60	109.51	205.78	2,775.83
Net carrying amount as at 31st March, 2023	**3,764.32**	**125.68**	**124.67**	**225.08**	**4,239.75**

* 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.

Note:

Others include technical knowhow, customer relationships, etc.

8. Intangible assets under development

Rupees crores

Particulars	2023	2022
Balance at the beginning of the year	**3,666.71**	3,394.97
Additions during the year (including interest capitalised)	**2,303.29**	1,523.55
Business combinations (net)	**(18.84)**	—
Transfer to intangible assets	**(3,054.82)**	(1,207.02)
Foreign exchange translation differences	**0.81**	7.11
Impairment losses recognised *	**(151.23)**	(51.90)
Balance at the end of the year	**2,745.92**	3,666.71

* Out of impairment losses recognised in the consolidated statement of profit and loss, **Rs. 123.12 crores** (2022: Rs. 48.86 crores) and **Rs. 28.11 crores** (2022: Rs. 3.05 crores) has been recognised in exceptional items and depreciation and amortisation expense, respectively.

Ageing of intangible assets under development

Rupees crores

Particulars	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, 2023:					
Projects in progress	**1,242.31**	**817.50**	**221.27**	**464.84**	**2,745.92**
Total	**1,242.31**	**817.50**	**221.27**	**464.84**	**2,745.92**
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

9. Investments

A. Non-Current Investments

a) Measured as per equity accounting method

Rupees crores

Particulars	2023	2022
Quoted		
Investments in Equity Instruments		
— of Associates*	**9,665.18**	9,837.34
Total	**9,665.18**	9,837.34
Unquoted		
Investments in Equity Instruments		
— of Associates*	**1,536.87**	1,427.85
— of Joint ventures*	**3,178.52**	1,884.51
Total	**4,715.39**	3,312.36
Investments measured as per equity accounting method	**14,380.57**	13,149.70

* Refer note 40.

9. Investments (contd.)

b) Measured as per other than equity accounting method

Rupees crores

Particulars	Amortised Cost		FVTOCI		FVTPL		Total	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
Quoted								
Investments in non-convertible debentures/bonds	**25.97**	26.10	**351.43**	262.04	**–**	–	**377.40**	288.14
Investments in government securities	**1,223.95**	1,270.68	**4,326.21**	4,070.25	**–**	–	**5,550.16**	5,340.93
Investments in equity instruments $	**–**	–	**206.58**	219.44	**172.20**	0.24	**378.78**	219.68
	1,249.92	1,296.78	**4,884.22**	4,551.73	**172.20**	0.24	**6,306.34**	5,848.75
Unquoted								
Investments in Preference Shares								
– of Joint ventures *	**110.90**	–	**–**	–	**3.43**	8.95	**114.33**	8.95
– of Other entities	**–**	0.03	**–**	–	**–**	–	**–**	0.03
Investments in Debentures/Bonds								
– of Joint ventures *	**–**	–	**–**	–	**65.56**	61.18	**65.56**	61.18
– of Other entities	**2.88**	10.56	**1.59**	–	**–**	–	**4.47**	10.56
Investments in Alternate Investment Fund	**–**	–	**–**	–	**26.24**	24.75	**26.24**	24.75
Investments in Equity Instruments	**–**	–	**31.28**	86.70	**77.71**	19.93	**108.99**	106.63
	113.78	10.59	**32.87**	86.70	**172.94**	114.81	**319.59**	212.10
Total	**1,363.70**	1,307.37	**4,917.09**	4,638.43	**345.14**	115.05	**6,625.93**	6,060.85

Rupees crores

Other Disclosures:	**2023**	2022
Aggregate amount of quoted investments (Gross)	**15,971.52**	15,686.09
Market Value of quoted Investments	**36,369.28**	46,117.60
Aggregate amount of unquoted investments (Gross)	**5,034.98**	3,524.46

* Refer note 40.

$ Investments in equity instruments measured at FVTPL includes investment in SsangYong Motor Company renamed as "KG Mobility", which resumed trading on a stock exchange outside India post 31st March, 2023.

B. Current Investments

Rupees crores

Particulars	Amortised Cost		FVTOCI		FVTPL		Total	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
Quoted								
Investments in Debentures /Bonds	**–**	–	**24.85**	31.09	**100.53**	–	**125.38**	31.09
Investments in Equity Instruments	**–**	–	*****	*	**–**	–	*****	*
Investments in Government Securities	**50.56**	41.38	**570.36**	420.70	**–**	–	**620.92**	462.08
Investments in Mutual Funds	**–**	–	**–**	–	**8,672.23**	9,041.67	**8,672.23**	9,041.67
	50.56	41.38	**595.21**	451.79	**8,772.76**	9,041.67	**9,418.53**	9,534.84
Unquoted								
Investments in Certificate of Deposits	**119.56**	165.35	**2,004.43**	852.20	**1,973.02**	–	**4,097.01**	1,017.55
Investments in Corporate Fixed Deposits	**344.10**	297.49	**–**	–	**–**	–	**344.10**	297.49
Investments in Commercial paper	**–**	–	**312.16**	–	**94.12**	–	**406.28**	–
	463.66	462.84	**2,316.59**	852.20	**2,067.14**	–	**4,847.39**	1,315.04
Total	**514.22**	504.22	**2,911.80**	1,303.99	**10,839.90**	9,041.67	**14,265.92**	10,849.88

* denotes amounts less than Rs. 50,000.

9. Investments (contd.)

Rupees crores

Other disclosures:	2023	2022
Aggregate amount of quoted investments	**9,418.53**	9,534.84
Market value of quoted investments	**9,418.74**	9,535.50
Aggregate amount of unquoted investments	**4,847.39**	1,315.04

10. Trade Receivables

Rupees crores

Particulars	Non Current		Current	
	2023	2022	2023	2022
Secured, considered good	**4.61**	4.15	**45.63**	42.04
Unsecured, considered good	**277.99**	305.28	**6,982.39**	6,322.21
Credit impaired	**10.59**	8.72	**348.50**	410.43
	293.19	318.15	**7,376.52**	6,774.68
Less: Loss allowance	**10.59**	8.72	**348.50**	400.73
Total	**282.60**	309.43	**7,028.02**	6,373.95

Refer Note 36 for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

Ageing of trade receivables

Rupees crores

Particulars	2023						
	Not Due	Outstanding for following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables — considered good	**3,129.58**	**3,385.90**	**216.53**	**181.66**	**104.90**	**291.24**	**7,309.81**
Undisputed trade receivables — credit impaired	**10.97**	**8.36**	**31.68**	**38.53**	**44.28**	**112.49**	**246.31**
Disputed trade receivables — considered good	**—**	**0.14**	**0.04**	**0.25**	**0.14**	**0.24**	**0.81**
Disputed trade receivables — credit impaired	**0.29**	**1.14**	**3.11**	**13.92**	**14.76**	**79.56**	**112.78**
	3,140.84	**3,395.54**	**251.36**	**234.36**	**164.08**	**483.53**	**7,669.71**
Less: Loss allowance							**(359.09)**
Total Trade Receivables							**7,310.62**

10. Trade Receivables (contd.)

Rupees crores

Particulars	2022						
	Not Due	Outstanding for following periods from due date of payments					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables — considered good	2,852.33	2,795.86	333.77	263.15	117.92	310.18	6,673.21
Undisputed trade receivables — credit impaired	10.46	21.79	57.68	89.84	28.92	103.21	311.90
Disputed trade receivables — considered good	—	0.17	0.07	0.13	0.06	0.04	0.47
Disputed trade receivables — credit impaired	—	4.32	19.03	23.23	13.08	47.59	107.25
	2,862.79	2,822.14	410.55	376.35	159.98	461.02	7,092.83
Less: Loss allowance							(409.45)
Total Trade Receivables							6,683.38

11. Loans

Rupees crores

Particulars	Non Current		Current	
	2023	2022	**2023**	2022
a) Loans to related parties				
— Unsecured, considered good	**150.34**	0.81	**592.56**	100.89
— Credit impaired	**6.00**	11.00	**—**	—
	156.34	11.81	**592.56**	100.89
Less: Loss allowance	**6.00**	11.00	**—**	—
Total (a)	**150.34**	0.81	**592.56**	100.89
b) Other Loans				
— Secured, considered good	**—**	—	**0.06**	0.06
— Unsecured, considered good	**48.18**	155.55	**211.39**	114.99
— Credit impaired	**0.07**	247.98	**7.80**	9.96
	48.25	403.53	**219.25**	125.01
Less: Loss allowance	**0.07**	186.44	**7.80**	9.96
Total (b)	**48.18**	217.09	**211.45**	115.05
c) Financial Services receivable #				
— Secured, considered good	**50,133.14**	33,547.87	**24,875.47**	18,833.56
— Unsecured, considered good	**340.54**	144.21	**4,201.66**	3,056.21
— Significant increase in credit risk	**2,933.05**	6,047.13	**3,119.61**	5,260.93
— Credit impaired	**1,382.24**	1,669.47	**3,118.61**	4,179.81
	54,788.97	41,408.68	**35,315.35**	31,330.51
Less: Loss allowance	**2,214.74**	2,777.18	**1,434.55**	2,304.19
Total (c)	**52,574.23**	38,631.50	**33,880.80**	29,026.32
Total (a)+(b)+(c)	**52,772.75**	38,849.40	**34,684.81**	29,242.26

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	
	2023	2022	**2023**	2022
Financial assets at amortised cost				
Bank deposits	**1,988.32**	605.69	**–**	–
Balances with banks on margin accounts	**13.20**	101.74	**–**	–
Security deposit	**246.77**	216.78	**66.87**	62.36
Interest accrued on investment, other loans	**9.74**	–	**436.03**	419.95
Government grant receivable	**1,044.09**	754.61	**442.42**	391.76
Corporate Fixed Deposit	**–**	100.00	**–**	–
Others	**23.65**	401.82	**985.45**	788.93
Financial Assets at Fair value				
Foreign currency forwards and options, Interest rate swaps & commodity derivatives	**–**	4.47	**20.93**	265.59
Derivatives on interest over Subsidiaries and joint ventures	**28.20**	21.54	**–**	70.36
Total	**3,353.97**	2,206.65	**1,951.70**	1,998.95

13. Current Tax and Deferred Tax

a) Income Tax recognised in profit or loss

Rupees crores

Particulars	**2023**	2022
Current Tax		
In respect of current year	**3,022.74**	1,860.35
In respect of prior years	**(217.25)**	12.32
Unrecognised tax losses of previous year used to reduce current tax expense	**(63.45)**	(4.57)
Total Current Tax	**2,742.04**	1,868.10
Deferred Tax		
In respect of current year origination and reversal of temporary differences	**(68.61)**	215.04
Effect of utilisation/(recognition) of deferred tax on capital losses	**(41.70)**	14.23
Write down/reversal of Deferred tax assets	**–**	16.31
In respect of prior years	**54.02**	(4.92)
Total Deferred Tax	**(56.29)**	240.66
Total Income Tax expense	**2,685.75**	2,108.76

13. Current Tax and Deferred Tax (contd.)

b) Income tax recognised in Other Comprehensive Income

Rupees crores

Particulars	2023	2022
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	**(1.85)**	(1.61)
Net change in fair value of investments in debt instruments at FVTOCI	**23.31**	0.30
Net change in fair value of investments in equity shares at FVTOCI	**0.37**	(0.30)
Remeasurement of defined benefit plans	**37.68**	(35.92)
Exchange differences in translating the financial statements of foreign operations — Associates	**(14.30)**	(11.76)
Total Deferred Tax	**45.21**	(49.29)
Current Tax related to items recognised in other comprehensive income:		
Net change in fair value of investments in equity shares at FVTOCI	**(2.52)**	—
Total Current Tax	**(2.52)**	—
Total Income Tax expense	**42.69**	(49.29)
Classification of income tax recognised in other comprehensive income:		
Income taxes related to items that will not be reclassified to profit or loss	**35.53**	(36.22)
Income taxes related to items that will be reclassified to profit or loss	**7.16**	(13.07)
Total	**42.69**	(49.29)

c) 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	2023	2022
Profit Before Tax	**14,060.23**	9,361.77
Applicable Income Tax rate	**25.168%**	25.168%
Expected Income Tax expense	**3,538.68**	2,356.17
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	**(26.14)**	(51.70)
Effect of income exempt from tax/non-taxable on compliance of conditions	**(801.17)**	(454.69)
Effect of income chargable at specified tax rates	**(255.67)**	(142.06)
Effect of expenses/provisions that is non-deductible in determining taxable profit	**281.32**	109.66
Unrecognised tax losses of previous year used to reduce current tax expense	**(63.45)**	(4.57)
Effect of unused tax losses & tax offsets for which no deferred tax asset has been recognised	**253.53**	265.44
Effect of (recognition)/utilisation of deferred tax on capital losses (net)	**(41.70)**	14.23
Write down/reversal of Deferred tax assets	**—**	16.31
Effect of net additional /(reversal) of provision in respect of prior years	**(163.23)**	7.40
Others	**(36.42)**	(7.43)
Income tax expense recognised in consolidated statement of profit and loss	**2,685.75**	2,108.76

13. Current Tax and Deferred Tax (contd.)

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.

Rupees crores

Particulars	2023	2022
Deductible Temporary differences (no expiry date)	**594.09**	895.84
Unused tax losses (revenue in nature)	**4,499.28**	6,922.80
Unused tax losses (capital in nature)	**3,173.04**	2.72
Unused tax credits	**—**	15.08
Total	**8,266.41**	7,836.44

e) Unused Tax losses — Revenue in nature

Rupees crores

Particulars	2023	2022
Expiry period		
Up to Five Years	**683.36**	735.69
More than Five Years	**580.76**	496.49
No Expiry Date	**3,235.16**	5,690.62
Total	**4,499.28**	6,922.80

f) Unused Tax losses — Capital in nature

Rupees crores

Particulars	2023	2022
Expiry period		
Up to five years	**14.52**	2.72
More than Five Years	**3,158.52**	—
Total	**3,173.04**	2.72

g) Unused tax credits

Rupees crores

Particulars	2023	2022
Expiry period		
More than five years	**—**	15.08
Total	**—**	15.08

13. Current Tax and Deferred Tax (contd.)

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	2023	2022
Undistributed earnings	**20,111.13**	17,085.84

Movement in deferred tax balances

Year ended 31st March, 2023

Rupees crores

Particulars	Opening Balance	Recognised in Profit or Loss	Recognised in OCI	Recognised in Equity	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	**2,633.47**	**(0.91)**	**–**	**–**	**(593.24)**	**(4.12)**	**2,035.20**
Undistributed profit of associate	**67.65**	**15.88**	**16.29**	**(11.11)**	**–**	**–**	**88.71**
Others	**113.70**	**(2.44)**	**2.89**	**–**	**9.88**	**(0.30)**	**123.73**
	2,814.82	**12.53**	**19.18**	**(11.11)**	**(583.36)**	**(4.42)**	**2,247.64**
Tax effect of items resulting in deductible temporary differences							
Provision for employee benefits	**274.36**	**34.05**	**40.41**	**–**	**(2.86)**	**2.93**	**348.89**
Allowances for expected credit loss	**1,282.85**	**(279.58)**	**23.95**	**–**	**(37.02)**	**0.59**	**990.79**
Carried forward tax losses	**635.52**	**122.45**	**–**	**–**	**(478.78)**	**2.24**	**281.43**
MAT credit	**41.69**	**4.04**	**–**	**–**	**(44.28)**	**–**	**1.45**
Unrealised gain on inter-company transactions (net)	**93.56**	**106.59**	**–**	**–**	**(46.57)**	**–**	**153.58**
Others	**425.05**	**81.27**	**0.03**	**–**	**(25.15)**	**(2.88)**	**478.32**
	2,753.03	**68.82**	**64.39**	**–**	**(634.66)**	**2.88**	**2,254.46**
Net Deferred Tax Asset/(Liabilities)	**(61.79)**	**56.29**	**45.21**	**11.11**	**(51.30)**	**7.30**	**6.82**

13. Current Tax and Deferred Tax (contd.)

Year ended 31st March, 2022 *Rupees crores*

Particulars	Opening Balance	Recognised in Profit or Loss	Recognised in OCI	Recognised in Equity	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 associates	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
Carry 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)

Balances of Deferred Tax Assets /Deferred Tax Liabilities are presented in Balance sheet as below:

Rupees crores

Particulars	2023	2022
Deferred Tax Assets (net)	**1,615.46**	1,724.31
Deferred Tax Liabilities (net)	**1,608.64**	1,786.10
Net Deferred Tax Asset/(Liabilities)	**6.82**	(61.79)

14. Other Assets (Non—Financial)

Rupees crores

Particulars	Non Current		Current	
	2023	2022	2023	2022
Capital Advances	**1,304.09**	980.89	**—**	—
Balances with government authorities (other than current taxes)	**226.14**	205.30	**3,232.59**	2,434.44
Contract Assets	**6.99**	4.38	**170.83**	149.85
Deferred Acquisition Cost	**709.88**	670.36	**57.39**	53.06
Others	**376.51**	477.99	**1,749.18**	1,332.18
Total	**2,623.61**	2,338.92	**5,209.99**	3,969.53

Others include advances to suppliers, prepaid expenses.

14. Other Assets (Non-Financial) (contd.)

Significant changes in Contract assets during the year are as follows:—

Rupees crores

Particulars	2023	2022
Reclassification of opening balances of contract assets to trade receivables	**44.74**	92.21
Adjustments due to contract modification	**0.48**	0.84

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	2023	2022
Assets recognised from cost incurred to fulfil a contract	**767.27**	723.42
Amortisation expenses recognised as cost of providing services during the year	**54.71**	51.21

15. Inventories

Rupees crores

Particulars	2023	2022
Raw materials and bought—out components [includes in-transit **Rs. 881.12 crores** (2022: Rs. 641.01 crores)]	**7,292.16**	4,491.90
Work-in-progress	**463.55**	277.02
Work-in-progress-property development activity and long term contracts	**2,210.09**	1,879.21
Finished goods produced	**4,684.94**	3,268.45
Stock-in-trade [includes in-transit **Rs. 4.90 crores** (2022: Rs. 3.93 crores)]	**1,335.56**	1,110.29
Manufactured components	**494.55**	290.16
Stores and spares	**279.93**	181.20
Loose tools	**81.40**	84.03
Food, beverages, smokes and operating supplies	**12.79**	13.56
Total	**16,854.97**	11,595.82

(a) The cost of inventories recognised as an expense during the year was **Rs. 83,424.50 crores** (2022: Rs. 58,327.89 crores)

(b) The cost of inventories recognised as an expense include **Rs. 201.51 crores** (2022: Rs. 95.57 crores) in respect of write-down of inventories to net realisable value, and has been reduced by **Rs. 98.68 crores** (2022: Rs. 64.14 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

Rupees crores

Particulars	2023	2022
a) Cash and Cash Equivalents		
Balances with banks		
- On current accounts	**1,909.44**	2,031.57
- On saving accounts	**0.03**	0.03
- Fixed deposits with original maturity of less than 3 months	**1,390.57**	1,290.58
Cheques, drafts on hand	**145.43**	107.43
Cash on hand	**47.94**	57.98
Total	**3,493.41**	3,487.59
b) Bank balances other than Cash and Cash Equivalents		
Earmarked balances with banks	**44.24**	31.76
Balances with banks on margin accounts	**22.35**	32.09
Fixed deposits	**7,713.43**	7,566.17
Total	**7,780.02**	7,630.02

17. Equity Share Capital

Rupees crores

Particulars	2023	2022
Authorised:		
22,31,30,00,000 (2022: 18,10,00,00,000) **Ordinary (equity) Shares of Rs. 5 each**	**11,156.50**	9,050.00
25,00,000 (2022: 25,00,000) **Unclassified Shares of Rs. 100 each**	**25.00**	25.00
150,00,00,000 (2022: 150,00,00,000) **Preference Shares of Rs. 10 each**	**1,500.00**	1,500.00
	12,681.50	10,575.00
Issued, Subscribed and Paid-up:		
1,24,35,28,831 (2022: 1,24,31,92,544) Ordinary (Equity) Shares of Rs. 5 each fully paid up	**621.77**	621.60
Less:		
4,54,10,607 (2022: 4,65,91,301) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M ESOP trust but not yet allotted to employees	**22.71**	23.30
Less:		
8,44,70,428 (2022: 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	**556.82**	556.06

17. Equity Share Capital (contd.)

(a) Reconciliation of number of ordinary (equity) shares and amount outstanding:

Particulars	2023		2022	
	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
Add:				
Shares issued under scheme of arrangement	**3,36,287**	**0.17**	—	—
	1,24,35,28,831	**621.77**	1,24,31,92,544	621.60
Less:				
Shares issued to M&M ESOP Trust but not allotted to Employees	**4,54,10,607**	**22.71**	4,65,91,301	23.30
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	**1,11,36,47,796**	**556.82**	1,11,21,30,815	556.06

(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	2023		2022	
	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
M&M Benefit Trust	**8,44,70,428**	**6.79**	8,44,70,428	6.79
Life Insurance Corporation of India	**6,21,30,470**	**5.00**	8,55,54,624	6.88

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 Promotors	2023			2022		
	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	**2,04,438**	**0.02%**	**0.00%**	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%**	**–**	12,51,884	0.10%	–
Nisheeta Labroo	**1,60,500**	**0.01%**	**–**	1,60,500	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	**2,89,440**	**0.02%**	**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	**6,44,744**	**0.05%**	**0.01%**	7,16,744	0.06%	0.00%
Kema Services International Private Limited	**7,34,832**	**0.06%**	**–**	7,34,832	0.06%	–
Prudential Management and Services Private Limited	**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)	**23,25,15,148**	**18.68%**		23,24,50,918	18.69%	
Total (A+B)	**23,48,29,748**	**18.87%**		23,47,65,518	18.88%	

(e) For the period of preceding five years as on the balance sheet date, Issued, Subscribed and Paid-up Share Capital includes:

i) Aggregate of **8,40,175** (2022: 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.

ii) Aggregate of **62,15,96,272** (2022: 62,15,96,272) Ordinary (Equity) Shares allotted as fully paid-up by way of bonus shares.

18. Details of proposed dividend

Particulars	2023	2022
Proposed Dividend per equity share (Rs.)	**16.25**	11.55

19. Borrowings

A. Long Term Borrowings

Rupees crores

Particulars	2023	2022
Secured (Carried at Amortised Cost):		
Debentures & Bonds	**15,802.27**	13,875.13
Term Loan		
(i) From Banks	**27,155.80**	19,050.97
(ii) From other parties	**109.85**	154.95
	43,067.92	33,081.05
Unsecured (Carried at Amortised Cost):		
Debentures & Bonds	**6,981.02**	9,382.81
Term Loan		
(i) From banks	**945.06**	1,969.24
(ii) From other parties	**150.01**	—
Deposits	**3,564.76**	3,557.35
Other loans	**263.91**	379.90
Loan from related parties	**54.71**	254.71
	11,959.47	15,544.01
Total	**55,027.39**	48,625.06

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 2023 and ending with 2063.

B. Short Term Borrowings

Rupees crores

Particulars	2023	2022
Secured (Carried at Amortised Cost):		
Other loans	**21.27**	875.52
Loans repayable on demand		
- From banks and cash credit account	**445.70**	488.26
Term loan from banks	**2,616.31**	953.57
	3,083.28	2,317.35
Unsecured (Carried at Amortised Cost):		
Deposits	**792.62**	1,350.68
Other loans	**214.71**	229.88
Loans repayable on demand		
- From Banks and Cash credit account	**643.44**	215.22
Loan from related parties	**22.77**	18.45
Commercial Papers	**3,936.00**	993.03
Term Loan from Banks	**379.36**	245.00
	5,988.90	3,052.26
Current maturities of long-term debt	**24,667.44**	20,672.51
Total	**33,739.62**	26,042.12

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	2023	2022
Opening 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 Opening Balance	**77,616.52**	80,630.35
Cash flow movements		
- Proceeds from borrowings	**55,622.41**	53,879.94
- Repayment of borrowings	**(37,572.29)**	(56,937.78)
- Net increase in Loans repayable on demand and cash credit	**516.71**	(285.21)
- Repayment of lease liabilities	**(750.78)**	(583.23)
	17,816.05	(3,926.28)
Non-cash movements		
- Addition to lease liabilities during the year	**1,078.77**	779.94
- On account of acquisition /(disposal) of subsidiaries (net)	**(4,620.31)**	101.44
- Forward contract adjustments	**—**	71.75
- Other adjustments	**155.09**	124.69
- Effect of amortisation of loan origination costs and foreign exchange translation	**205.61**	(165.37)
	(3,180.84)	912.45
Closing Balance		
- Long Term Borrowings	**55,027.39**	48,625.06
- Non Current lease liabilities	**2,882.50**	2,432.55
- Short Term Borrowings	**33,739.62**	26,042.12
- Current lease liabilities	**597.34**	505.48
- Unclaimed matured Deposits	**4.88**	11.31
Total Closing Balance	**92,251.73**	77,616.52

20. Trade Payables

Rupees crores

Particulars	Non Current		Current	
	2023	2022	2023	2022
Acceptances	**—**	—	**1,336.47**	1,570.69
Trade payable — Micro and small enterprises	**—**	—	**363.63**	195.51
Trade payable — Other than micro and small enterprises	**0.04**	1.55	**22,135.56**	17,270.35
Total	**0.04**	1.55	**23,835.66**	19,036.55

20. Trade Payables (contd.)

Ageing of trade payables

Rupees crores

Particulars	2023					
	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	**270.50**	**91.64**	**0.58**	**0.09**	**0.82**	**363.63**
Others	**12,250.46**	**5,751.78**	**128.97**	**50.28**	**77.62**	**18,259.11**
Disputed dues — Others	**—**	**0.22**	**—**	**0.04**	**1.06**	**1.32**
	12,520.96	**5,843.64**	**129.55**	**50.41**	**79.50**	**18,624.06**
Accrued Expenses						**5,211.64**
Net trade payables	**12,520.96**	**5,843.64**	**129.55**	**50.41**	**79.50**	**23,835.70**

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	131.99	59.68	0.16	0.33	0.41	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
	10,236.95	4,475.21	207.42	86.63	102.95	15,109.16
Accrued Expenses						3,928.94
Net trade payables	10,236.95	4,475.21	207.42	86.63	102.95	19,038.10

21. Other Financial Liabilities

Rupees crores

Particulars	Non Current		Current	
	2023	2022	**2023**	2022
Carried at Amortised Cost				
Unclaimed dividends #	**—**	—	**17.18**	17.16
Unclaimed matured deposits and interest accrued thereon	**—**	—	**4.88**	11.31
Interest accrued	**220.91**	337.29	**1,857.12**	1,892.91
Others	**525.40**	554.36	**2,198.00**	2,385.02
Carried at Fair value				
Foreign currency forwards and options, Interest rate swaps & commodity derivatives	**131.34**	143.53	**141.37**	93.63
Derivatives on interest over joint ventures	**—**	—	**—**	22.22
Gross obligation to acquire non-controlling interest	**92.80**	370.86	**206.39**	—
Compulsorily convertible Preference shares *	**400.00**	—	**—**	—
Total	**1,370.45**	1,406.04	**4,424.94**	4,422.25

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

* Refer Note 38

22. Provisions

Rupees crores

Particulars	Non Current		Current	
	2023	2022	**2023**	2022
Provision for employee benefits	**1,193.29**	1,021.88	**395.53**	336.91
Provision for warranties	**575.38**	441.44	**548.89**	423.55
Provision for service coupons	**27.76**	29.80	**112.31**	81.54
Provision for others	**19.52**	4.87	**132.75**	126.19
Total	**1,815.95**	1,497.99	**1,189.48**	968.19

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 8 years.

The movement in provision for warranty and service coupon is as follows:

Rupees crores

Particulars	Provision for warranty		Provision for service coupons	
	2023	2022	**2023**	2022
Opening Balance	**864.99**	803.01	**111.34**	99.24
Additional net provisions recognised during the year	**770.42**	455.06	**151.98**	117.24
Amounts utilised during the year	**(454.20)**	(409.42)	**(127.22)**	(108.24)
Unwinding of discount	**26.54**	24.33	**3.97**	3.10
Disposal of subsidiaries	**(81.73)**	(1.62)	**–**	–
Foreign exchange translation differences	**(1.75)**	(6.37)	**–**	–
Closing Balance	**1,124.27**	864.99	**140.07**	111.34

23. Other Non-Financial Liabilities

Rupees crores

Particulars	Non Current		Current	
	2023	2022	**2023**	2022
Statutory dues (other than income taxes)	**–**	–	**2,935.73**	2,206.89
Contract Liabilities	**5,525.28**	5,249.92	**2,748.64**	2,322.62
Others	**–**	–	**492.01**	392.21
Total	**5,525.28**	5,249.92	**6,176.38**	4,921.72

Contract liabilities represents deferred revenue and advance received from customers.

Significant changes in Contract liabilities during the year are as follows:–

Rupees crores

Particulars	**2023**	2022
Recognition of revenue arising from contract liabilities	**1,845.09**	1,444.04

24. Revenue from Operations

Revenue from operations comprises of:

Rupees crores

Particulars	2023	2022
(a) From contract with customers (as defined under Ind AS 115)		
Sale of products	**96,454.75**	69,084.62
Sale of services	**9,819.95**	8,032.54
Income from long term contracts	**613.68**	399.46
Other operating revenue	**1,051.85**	816.61
	1,07,940.23	78,333.23
(b) From financial services		
Interest income of financial services business	**12,152.00**	10,923.82
	12,152.00	10,923.82
(c) Others		
Government grant and incentives	**837.84**	517.06
Other operating revenue	**338.48**	396.46
	1,176.32	913.52
Total (a + b + c)	**1,21,268.55**	90,170.57

The Group undertakes periodic revalidations 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. 145.01 crores** (2022: Rs. 166.28 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	2023	2022
Time Band		
Less than 1 year	**2,071.81**	2,253.92
Greater than 1 year but less than 5 years	**5,900.98**	4,663.57
Greater than 5 years	**3,048.00**	2,990.27
Total	**11,020.79**	9,907.76

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	2023	2022
Revenue from contract with customer as per the contract price	**1,11,330.48**	80,262.69
Adjustments made to contract price		
- Trade discounts, volume rebates, return etc	**(5,044.87)**	(3,162.81)
- Deferrment of revenue	**(190.47)**	(210.69)
- Recognition of revenue out of opening balance of contract liabilities	**1,845.09**	1,444.04
Revenue from contract with customer as per the consolidated statement of profit and loss	**1,07,940.23**	78,333.23

Revenue disaggregation as per nature of products and geography has been included in segment information. (Refer note 42).

25. Other Income

Rupees crores

Particulars	2023	2022
Interest Income		
- On financial assets carried at amortised cost	**433.39**	412.38
- On financial assets carried at FVTOCI	**88.88**	4.11
Dividend income		
- Mutual funds	**5.74**	1.89
Net gains/(losses) on financial instruments	**426.73**	355.65
Other non-operating income (net of directly attributable expenses)	**251.75**	160.48
Total	**1,206.49**	934.51

26. Cost of Materials Consumed

Rupees crores

Particulars	2023	2022
Opening inventory	**4,491.90**	3,357.03
Add: Purchases	**71,175.69**	47,523.54
	75,667.59	50,880.57
Adjustment on account of business combination/(disposal) of subsidiary (net)	**19.47**	(20.06)
Hyperinflation adjustment	**45.78**	—
	75,732.84	50,860.51
Less: Closing Inventory	**7,292.16**	4,491.90
Foreign currency translation difference	**37.29**	(103.13)
Total	**68,477.97**	46,265.48

27. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Rupees crores

Particulars	2023	2022
Inventories at the beginning of the year		
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
Less: Inventories on business combination/(disposal) of subsidiaries (net)		
Finished goods produced	**(55.84)**	(10.77)
Work-in-progress	**26.27**	(13.16)
Stock-in-trade	**(6.97)**	(2.99)
Manufactured components	**16.15**	—
	(20.39)	(26.92)
Less: Hyperinflation adjustment		
Finished goods produced	**24.44**	—
Work-in-progress	**17.49**	—
	41.93	—
Less: Inventories at the end of the year		
Finished goods produced	**4,684.94**	3,268.45
Work-in-progress	**463.55**	277.02
Stock-in-trade	**1,335.56**	1,110.29
Manufactured components	**494.55**	290.16
	6,978.60	4,945.92
Foreign currency translation difference	**(21.17)**	(51.77)
Net (increase)/decrease in inventories	**(2,032.31)**	(861.66)

28. Employee Benefits Expense

Rupees crores

Particulars	2023	2022
Salaries and wages, including bonus	**8,412.38**	7,277.66
Contribution to provident and other funds	**581.26**	517.48
Share based payment expenses	**146.08**	108.42
Staff welfare expenses	**538.23**	483.18
Total	**9,677.95**	8,386.74

29. Finance Cost

Rupees crores

Particulars	2023	2022
Interest expense on financial liabilities at amortised cost	**5,514.75**	4,755.55
Interest on lease liabilities	**184.74**	159.05
Other borrowing cost	**130.21**	103.45
Total	**5,829.70**	5,018.05
Out of the above, finance cost related to:		
- Financial services business	**5,079.63**	4,392.60
- Others	**750.07**	625.45
Total	**5,829.70**	5,018.05

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	2023	2022
Depreciation of property, plant and equipment	**2,430.72**	2,052.35
Depreciation of right-of-use assets	**574.72**	482.49
Amortisation of intangible assets	**1,323.26**	967.82
Impairment of property, plant & equipment, intangible and intangible under development	**28.11**	4.84
Total	**4,356.81**	3,507.50

31. Other Expenses

Rupees crores

Particulars	2023	2022
Stores consumed	**579.51**	273.86
Tools consumed	**78.54**	57.09
Power & fuel	**830.48**	541.27
Rent including lease rentals @	**323.82**	271.95
Insurance	**195.04**	183.15
Repairs and maintenance	**715.40**	641.94
Advertisement	**652.97**	556.16
Commission on sales /contracts (net)	**491.77**	241.96
Freight outward	**4,863.83**	3,865.75
Sales promotion expenses	**551.29**	486.71
Travelling and conveyance expenses	**603.15**	371.99
Cost of projects	**607.90**	558.30
Subcontracting, hire and service charges	**1,857.07**	1,593.08
Provision for expected credit losses including write offs (net) $	**1,287.53**	2,758.51
Miscellaneous expenses #	**3,679.45**	2,896.07
Total	**17,317.75**	15,297.79

@ Short term leases and low value leases recognised as an expense for the year ended 31st March, 2023 is aggregating to **Rs. 306.10 crores** (2022: Rs. 250.52 crores) and **Rs. 17.72 crores** (2022: Rs. 21.43 crores) respectively.

Miscellaneous expenses includes gain on net monetary position for the year ended 31st March, 2023 is aggregating to **Rs. 32.02 crores** (2022: Rs. Nil).

$ Break-up of expected credit loss recognised during the year is as follows:-

Rupees crores

Particulars	2023	2022
Expected credit loss on:		
- Trade receivables	**85.32**	38.04
- Contract assets	**0.48**	0.84
- Financial services receivable	**1,203.79**	2,725.50
- Other financial assets	**(2.06)**	(5.87)
Total	**1,287.53**	2,758.51

32. Exceptional items (net)

Exceptional items (net) recognised in the consolidated statement of profit and loss

Rupees crores

Particulars	2023	2022
Gain on change in ownership interests in subsidiaries (resulting in loss of control), associates and joint ventures and change of relationships	**2,983.54**	474.28
Impairments:		
Property, plant and equipment and right-of-use assets	**(332.69)**	(53.82)
Intangible assets	**(460.01)**	(9.01)
Capital work-in-progress and Intangible under development	**(180.50)**	(60.91)
Capital advances	**(10.46)**	(46.45)
Other assets	**(636.12)**	—
Goodwill	**(122.13)**	—
Investment accounted using equity method (net)	**7.89**	82.76
Profit on sale of land	**—**	27.32
Total	**1,249.52**	414.17

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, 2023, the internal and external sources of information 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, capital advance and other intangible assets of certain CGUs amounting to **Rs. 983.66 crores** during the year ended 31st March, 2023 (2022: Rs. 170.19 crores).

As detailed in note 6, impairment of goodwill amounting to **Rs. 122.13 crores** has been recognised during the year ended 31st March, 2023 (2022: Rs. Nil).

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. 7.89 crores** has been recognised during the year ended 31st March, 2023 (2022: Rs. 82.76 crores).

33. Earnings Per Share (EPS)

Particulars	2023	2022
Profit for the year for basic EPS (Rupees crores)	**10,281.50**	6,577.32
Profit for the year for diluted EPS (Rupees crores)	**10,274.34**	6,562.38
Weighted average number of Ordinary (Equity) Shares used in computing basic EPS	**1,11,26,19,910**	1,11,09,43,402
Effect of dilutive potential Ordinary (Equity) Shares	**46,94,100**	45,87,607
Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS	**1,11,73,14,010**	1,11,55,31,009
Basic Earnings per share (Rs.) (Face value of Rs. 5 per share)	**92.41**	59.20
Diluted Earnings per share (Rs.)	**91.96**	58.83

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.

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, 2023

Rupees crores

Particulars	Funded Plan		Unfunded Plans					
	Gratuity		Gratuity*		Post retirement medical benefits		Post retirement housing allowance	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
1 Amounts recognised in profit or loss								
Current service cost	**99.59**	96.81	**35.02**	19.47	**0.80**	3.12	**2.42**	1.30
Past service cost	**0.36**	–	**–**	–	**–**	0.01	**–**	35.39
Net interest expense	**2.50**	3.70	**2.78**	3.17	**3.08**	3.26	**7.83**	5.32
Total amount included in employee benefits expense	**102.45**	100.51	**37.80**	22.64	**3.88**	6.39	**10.25**	42.01
2 Amounts recognised in other comprehensive income								
Remeasurement (gains)/losses:								
a) Actuarial (gains)/losses arising from changes in -								
- demographic assumptions	**0.87**	(15.96)	**(0.17)**	1.13	**(0.01)**	(7.93)	**–**	–
- financial assumptions	**(48.80)**	(52.80)	**17.46**	4.51	**(2.47)**	(3.14)	**(5.03)**	(7.27)
- experience adjustments	**14.63**	52.56	**4.65**	(3.16)	**1.50**	0.41	**(1.33)**	2.16
b) Return on plan assets, excluding amount included in net interest expense/ (income)	**7.63**	(8.78)	**–**	–	**–**	–	**–**	–
Total amount recognised in other comprehensive income	**(25.67)**	(24.98)	**21.94**	2.48	**(0.98)**	(10.66)	**(6.36)**	(5.11)
3 Changes in the defined benefit obligation								
Opening defined benefit obligation	**1,300.74**	1,240.08	**249.67**	312.11	**46.54**	52.46	**117.11**	88.17
Current service cost	**99.59**	96.81	**35.02**	19.47	**0.80**	3.12	**2.42**	1.30
Past service cost	**0.36**	–	**–**	–	**–**	0.01	**–**	35.39
Interest expense	**74.16**	63.71	**2.78**	3.17	**3.08**	3.26	**7.83**	5.32
Remeasurements (gains)/losses	**(33.30)**	(16.20)	**21.94**	2.48	**(0.98)**	(10.66)	**(6.36)**	(5.11)
Benefits paid	**(121.41)**	(118.74)	**(31.95)**	(11.51)	**(0.93)**	(1.65)	**(8.85)**	(7.96)
Liability transferred on account of employees transferred	**14.19**	–	**–**	–	**–**	–	**–**	–
Business combination	**15.70**	–	**14.21**	0.66	**0.72**	–	**–**	–
Disposal of subsidiaries	**(35.41)**	–	**–**	(6.01)	**–**	–	**–**	–
Change in plan on common control transaction	**–**	41.93	**–**	(41.93)	**–**	–	**–**	–
Foreign exchange translation difference	**8.15**	(6.85)	**(4.08)**	(28.77)	**–**	–	**–**	–
Closing defined benefit obligation	**1,322.77**	1,300.74	**287.59**	249.67	**49.23**	46.54	**112.15**	117.11

34. Employee Benefits (contd.)

Rupees crores

Particulars	Funded Plan		Unfunded Plans					
	Gratuity		Gratuity*		Post retirement medical benefits		Post retirement housing allowance	
	2023	2022	**2023**	2022	**2023**	2022	**2023**	2022
4 Changes in fair value of plan assets								
Opening fair value of plan assets	**1,215.71**	1,161.84	**–**	–	**–**	–	**–**	–
Interest income	**71.66**	60.01	**–**	–	**–**	–	**–**	–
Return on plan assets excluding interest income	**(7.63)**	8.78	**–**	–	**–**	–	**–**	–
Contributions by employer	**118.43**	109.92	**–**	–	**0.93**	1.65	**8.85**	7.96
Benefits paid	**(121.41)**	(118.74)	**–**	–	**(0.93)**	(1.65)	**(8.85)**	(7.96)
Business combination	**13.25**	–	**–**	–	**–**	–	**–**	–
Disposal of subsidiaries	**(16.06)**	–	**–**	–	**–**	–	**–**	–
Foreign exchange translation difference	**7.58**	(6.10)	**–**	–	**–**	–	**–**	–
Closing fair value of plan assets	**1,281.53**	1,215.71	**–**	–	**–**	–	**–**	–
5 Net defined benefit obligation								
Defined benefit obligation	**1,322.77**	1,300.74	**287.59**	249.67	**49.23**	46.54	**112.15**	117.11
Fair value of plan assets	**1,281.53**	1,215.71	**–**	–	**–**	–	**–**	–
Surplus/(Deficit)	**(41.24)**	(85.03)	**(287.59)**	(249.67)	**(49.23)**	(46.54)	**(112.15)**	(117.11)
Current portion of the above	**(8.47)**	(10.71)	**(10.46)**	(18.62)	**(2.61)**	(2.24)	**(8.85)**	(8.85)
Non current portion of the above	**(32.77)**	(74.32)	**(277.13)**	(231.05)	**(46.62)**	(44.30)	**(103.30)**	(108.26)

Rupees crores

Particulars	2023	2022
6 Actuarial Assumptions and sensitivity		
a Actuarial assumptions		
Discount rate (%)	**0.63 - 7.50**	1.10 - 7.30
Attrition rate (%)	**1.52 - 60.68**	1.80 - 46.35
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	**(170.43)**	(176.67)
One percentage point decrease in discount rate	**190.82**	178.33
One percentage point increase in salary growth rate	**151.67**	145.70
One percentage point decrease in salary growth rate	**(139.02)**	(139.26)
One percentage point increase in attrition rate	**(57.96)**	(36.57)
One percentage point decrease in attrition rate	**58.95**	37.73
One percentage point increase in medical inflation rate	**5.73**	5.99
One percentage point decrease in medical inflation rate	**(4.86)**	(5.05)

34. Employee Benefits (contd.)

Rupees crores

Particulars	2023	2022
7 Maturity profile of defined benefit obligation		
Time periods		
Upto 1 year	**232.81**	224.11
1 - 5 years	**852.17**	753.09
6 - 9 years	**576.12**	556.62
10 years and above	**1,396.59**	1,323.69

Trust-managed Provident fund

Rupees crores

Particulars	2023	2022
I Net defined benefit obligation		
Defined benefit obligation	**3,355.68**	3,004.62
Fair value of plan assets	**3,190.06**	3,004.62
Surplus/(Deficit)	**(165.62)**	—
II Actuarial assumptions		
Discount rate	**7.45%**	6.95%
Average remaining tenure of investment portfolio (years)	**5.35**	4.63
Guaranteed rate of return	**8.15%**	8.10%

The Company has recognised an obligation of **Rs. 165.62 crores** (2022: Nil) on account of interest rate guarantee through OCI.

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. 441.01 crores** (2022: Rs. 394.33 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:

Rupees crores

Particulars	2023	2022
Total Equity	**50,346.37**	41,993.81
Net Debt		
Short term debt (including current portion of long term debt)	**4,127.05**	3,606.15
Long term debt	**3,450.59**	9,189.75
Gross Debt	**7,577.64**	12,795.90
Less:		
Current investments	**11,247.44**	8,840.43
Cash and Bank Balances	**7,312.77**	6,400.57
Net Debt	**(10,982.57)**	(2,445.10)
Total Capital deployed	**39,363.80**	39,548.71

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:

Rupees crores

Particulars	US Dollar	Euro	JPY	KRW	Others	Total
As at 31st March, 2023						
Financial Assets	**1,055.27**	**1,944.10**	**1.36**	**–**	**877.51**	**3,878.24**
Financial Liabilities	**1,577.52**	**2,013.41**	**1,750.01**	**3.08**	**80.85**	**5,424.87**
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

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

Rupees crores

Outstanding Contracts	2023		2022	
	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				
Buy currency				
Maturing in 1+ years				
— JPY/INR	**839.91**	**(16.92)**	–	–
Maturing less than 1 year				
— USD/INR	**827.93**	**(19.11)**	0.81	(0.09)
Sell currency				
Maturing less than 1 year				
— USD/INR	**318.77**	**(1.43)**	583.54	7.93
— BRL/INR	**–**	**–**	7.97	(0.42)
— ZAR/INR	**212.50**	**(0.09)**	368.33	(20.98)
— EUR/INR	**1,608.28**	**(54.48)**	1,487.41	189.37
— CAD/INR	**5.83**	**(0.01)**	–	–
— AUD /INR	**88.36**	**1.59**	–	–

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) The movements in Cash Flow Hedge Reserve for instruments designated in a cash flow hedge are as follows:

Rupees crores

Particulars	2023			2022		
	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	**(37.25)**	**–**	**(37.25)**	(97.25)	(3.51)	(100.76)
(Gains)/Losses transferred to Profit or Loss on occurrence of the forecast transaction	**6.26**	**–**	**6.26**	(27.57)	–	(27.57)
Change in Fair Value of Effective Portion of cash flow hedges	**1.66**	**(13.42)**	**(11.76)**	38.70	3.69	42.39
Deferred Tax on the above	**(5.97)**	**3.38**	**(2.59)**	(1.35)	(0.18)	(1.53)
Balance at the end of the year	**(35.30)**	**(10.04)**	**(45.34)**	(87.47)	–	(87.47)
Add: Share of associate /joint Venture	**(67.67)**	**–**	**(67.67)**	53.60	–	53.60
Deferred Tax on share of associates /joint ventures	**0.74**	**–**	**0.74**	(0.08)	–	(0.08)
Add /(Less): Non controlling interest	**8.22**	**–**	**8.22**	(1.93)	–	(1.93)
Other comprehensive income reclassified to profit or loss	**–**	**–**	**–**	(1.37)	–	(1.37)
Less: Deconsolidation of subsidiary	**(0.44)**	**–**	**(0.44)**	–	–	–
Total	**(94.45)**	**(10.04)**	**(104.49)**	(37.25)	–	(37.25)
Of the above:						
Balance relating to continuing hedges	**(94.45)**	**(10.04)**	**(104.49)**	(37.25)	–	(37.25)

(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:

Rupees crores

Particulars	2023	2022
Maximum exposure	**553.66**	564.23
Amount recognised as liability	**15.86**	20.50

(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.

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

Reconciliation of loss allowance for Trade Receivables:

Other than related to hospitality segment

Rupees crores

Particulars	2023	2022
Balance as at beginning of the year	**398.87**	405.43
Additions during the year	**92.63**	74.32
Amounts written off during the year	**(68.63)**	(30.46)
Impairment losses reversed/written back	**(42.23)**	(40.73)
Foreign exchange translation difference	**(1.79)**	(4.01)
On account of deconsolidation/disposal of subsidiaries	**(31.19)**	(5.68)
Balance as at end of the year	**347.66**	398.87

Related to hospitality segment

Rupees crores

Particulars	2023	2022
Balance as at beginning of the year	**10.58**	9.01
Additions during the year	**1.07**	1.57
Amounts written off during the year	**(0.22)**	—
Balance as at end of the year	**11.43**	10.58

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

Rupees crores

Particulars	2023	2022
Gross carrying value of Retail and SME loan assets		
Neither Past due nor impaired	**71,776.28**	49,172.63
Past due but not impaired		
30 days past due	**5,294.47**	4,727.01
31-90 days past due	**5,999.23**	11,243.51
Impaired (more than 90 days)	**4,493.92**	5,788.62
Total Gross carrying value as at reporting date	**87,563.90**	70,931.77

Trade Advances

Rupees crores

Particulars	2023	2022
Gross carrying amount of trade advances		
Less than 60 days past due	**2,480.06**	1,682.21
61-90 days past due	**53.43**	64.55
Impaired (more than 90 days)	**6.93**	60.66
Total Gross carrying value as at reporting date	**2,540.42**	1,807.42

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

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: 31-90 days past due

— Stage 3: More than 90 days

RBI COVID-19 Resolution Framework

During the year ended 31st March, 2021 and year ended 31st March, 2022, the financial services business had implemented resolution plans in order to provide relief to borrowers adversely impacted due to onslaught of multiple waves /variants of COVID-19 Pandemic under the resolution framework 1.0 vide circular no. RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6th August, 2020 for personal loan customers and resolution framework 2.0 vide circular No. RBI/2021-22/32 DOR.STR.REC.12/21.04.048/2021-22 dated 5th May, 2021. The 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 services business continues to monitor the recoverability of loans granted in accordance with these circulars and is continue to carry adequate provisioning based on the repayment behaviour on these loan accounts. Since the COVID-19 pandemic has been brought under control through development of vaccines, announcement of various health improvement and relief measures by respective Govt. authorities, and economies have returned to normalcy, the Group had witnessed significant improvement in business/financial performance over the period during second half of previous year as well as current year.

Impact of COVID-19

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 cash flows are discounted at loan EIR rate for arriving loss rate.
- "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.

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.

- Loss given default is calculated based on discounted actual cash flow on past portfolio in default along with reversals.

  The methodologies and assumptions applied in the impairment loss allowance calculations have primarily remained unchanged from those applied while preparing the financial statements for the year ended 31st March, 2022. The financial services business has been updating the ECL model with the latest set of data on reasonable periodic intervals for the year ended 31st March, 2023, to capture the significant changes in economic and market drivers and changes in risk profile of customer credit exposures. Output of ECL model refresh is also factored in computation of provisions.

  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.

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

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 except for personal loans, where the Group has an early recognition norm of classification in to stage 3 on the basis of overdue more than 30 days past due.

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.

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 31st March, 2023	**77,070.75**	**5,999.23**	**4,493.92**	**87,563.90**
Expected credit loss rate	**0.78%**	**10.39%**	**53.54%**	
Carrying amount as at 31st March, 2023 (net of impairment provision)	**76,471.20**	**5,375.67**	**2,087.77**	**83,934.64**
Gross Balance as at 31st 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 31st March, 2022 (net of impairment provision)	53,367.06	9,826.13	2,728.94	65,922.13

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.

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 1st April, 2021	477.57	1059.72	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

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

Rupees crores

Particulars	12-month ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Total
Balance as at 1st April, 2022	**532.58**	**1,417.38**	**3,059.68**	**5,009.64**
— Transferred to/from 12 months ECL	**403.74**	**(279.62)**	**(124.12)**	**—**
— Transferred to/from lifetime ECL not credit impaired	**37.44**	**(18.32)**	**(19.12)**	**—**
— Transferred to/from lifetime ECL credit impaired	**1.00**	**(147.70)**	**146.70**	**—**
Loans that have been derecognised during the year	**(74.86)**	**(304.78)**	**(983.93)**	**(1,363.57)**
New loans originated during the year	**352.65**	**72.35**	**137.55**	**562.55**
Write-offs	**(0.09)**	**(4.01)**	**(853.32)**	**(857.42)**
Net remeasurement of loss allowance	**(652.91)**	**(111.74)**	**1,042.71**	**278.06**
Balance as at 31st March, 2023	**599.55**	**623.56**	**2,406.15**	**3,629.26**

Trade advances

Rupees crores

Particulars	2023	2022
Loss allowance provision	**20.03**	71.73

Impairment loss on financial services receivable for the year ended 31st March, 2023 recognised in profit or loss of **Rs. 1,203.79 crores** (2022: Rs. 2,725.50 crores) includes bad debts and write offs of **Rs. 2,635.73 crores** (2022: Rs. 2,813.65 crores), reversal of provision for expected credit loss of **Rs. 1,432.08 crores** (2022: provision of Rs. 85.76 crores) and provision for loan commitments of **Rs. 0.14 crores** (2022: provision reversal of Rs. 2.39 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

Particulars	2023	2022
Carrying Value	**90,104.32**	72,739.19
Concentration by Geographical region in India:		
North	**26,094.99**	17,388.45
East	**18,071.95**	16,387.77
West	**26,391.41**	22,547.51
South	**19,545.97**	16,415.46
Total Loans as at reporting year	**90,104.32**	72,739.19

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.

36. Financial Instruments (contd.)

(b) Credit Risk Management (contd.)

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	
	2023	2022
Upto 50% coverage	**392.78**	498.52
51 - 70% coverage	**413.39**	624.32
71 - 100% coverage	**387.39**	644.08
Above 100% coverage	**3,300.36**	4,021.70
	4,493.92	5,788.62

(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, 2023				
Short term borrowings - Principal	**33,739.62**	—	—	—
Short term borrowings - Interest	**4,509.16**	—	—	—
Long term borrowings - Principal	**—**	**35,648.11**	**10,991.36**	**8,583.26**
Long term borrowings - Interest	**1,190.45**	**6,472.00**	**2,504.99**	**4,267.28**
Trade payables	**23,835.66**	**0.04**	**—**	**—**
Financial Guarantees	**553.66**	**—**	**—**	**—**
Lease Liabilities	**709.77**	**1,092.34**	**749.96**	**1,735.33**
Other Financial Liabilities	**2,215.44**	**287.28**	**97.53**	**129.36**
Total	**66,753.76**	**43,499.77**	**14,343.84**	**14,715.23**
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

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, 2023			
Interest rate & currency swaps	**50.09**	**125.44**	**–**
Foreign exchange forward contracts	**62.94**	**20.65**	**–**
Commodity futures	**29.19**	**–**	**–**
Gross obligation to acquire non-controlling interests	**206.39**	**–**	**92.80**
	348.61	**146.09**	**92.80**
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

(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 31st March, 2023	**INR/USD**	**+10%**	**8.38**	**(16.22)**
	JPY/USD	**+10%**	**11.47**	**–**
	INR/EUR	**+10%**	**25.24**	**–**
Year ended 31st March, 2022	INR/USD	+10%	38.53	(45.58)
	JPY/USD	+10%	20.31	–
	INR/EUR	+10%	4.29	–

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 31st March, 2023	**INR**	**+25 bps**	**(63.71)**	**–**
	EUR	**+25 bps**	**(1.63)**	**–**
Year ended 31st March, 2022	INR	+25 bps	(43.91)	–
	EUR	+25 bps	(1.67)	–

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/ financial liabilities	Fair Value Category	2023	2022	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	**(106.94)**	152.46	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	**(144.84)**	(119.56)	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	**28.20**	69.68	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	**(299.19)**	(370.86)	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	**8,698.47**	9,066.42	Level 1	Net asset value	—	—	—
6) Investment in equity instruments -Quoted	Financial Assets	Financial instrument designated at FVTOCI	**206.58**	219.44	Level 1	Quoted bid price in active market	—	—	—
	Financial Assets	Financial instrument designated at FVTPL	**172.20**	0.24	Level 1	Quoted bid price in active market	—	—	—
7) Investment in equity instruments- Unquoted	Financial Assets	Financial instrument designated at FVTOCI	**31.28**	86.70	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 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.	Terminal growth rate, weighted average cost of capital. Market multiples used for benchmarking.	Increase or decrease in key assumptions, multiples will result in increase or decrease in valuation.
	Financial Assets	Financial instrument measured at FVTPL	**77.71**	19.93	Level 3	Income Approach - Discounted Cash Flow			

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	2023	2022	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	**4,896.57**	4,490.95	Level 1	Quoted market price	—	—	—
9) Investment in debt instruments - Debentures/Bonds/ Preference shares, etc	Financial Assets	Financial instrument measured at FVTOCI	**377.87**	293.13	Level 1	Quoted market price	—	—	—
		Financial instrument measured at FVTPL	**100.53**	—	Level 1	Quoted market price	—	—	—
		Financial instrument measured at FVTPL	**68.99**	70.13	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
10) Investment in Other financial instruments -CP, CD	Financial Assets	Financial instrument measured at FVTOCI	**2,316.59**	852.20	Level 1	Market price	—	—	—
	Financial Assets	Financial instrument measured at FVTPL	**2,067.14**	—	Level 1	Market price	—	—	—
11) Convertible Preference shares	Financial Liabilities	Financial Instruments measured at FVTPL	**(400.00)**	—	Level 3	Income Approach - 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, balance sheets, statement of profit and loss along with underlying assumptions. For Market Multiple approach - In this approach fair value is derived based on market multiples like Revenue multiple, etc..	Interest rates to discount future cashflows, financial projections Market multiples used for benchmarking.	Increase or decrease in key assumptions, multiples will result in increase or decrease in valuation.

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, 2023				
Opening balance	**106.63**	**70.13**	**69.68**	**(370.86)**
Total gains or losses recognised:				
a) in profit/(loss)	**(623.18)**	**(11.56)**	**(32.26)**	**59.41**
b) in other comprehensive income	**(13.93)**	**–**	**–**	**–**
Purchase during the year	**657.71**			
Disposal during the year	**(45.00)**	**–**	**–**	**12.18**
Exercise of put option	**–**	**–**	**3.77**	**–**
Adjustment for share of losses of joint ventures	**–**	**10.42**	**–**	**–**
Change in relationship during the year	**56.96**	**–**	**–**	**–**
Reclassified as held for sale	**–**	**–**	**(12.99)**	**–**
Exchange differences	**(30.20)**	**–**	**–**	**0.08**
Closing balance	**108.99**	**68.99**	**28.20**	**(299.19)**
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 /conversion into equity 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)

36. Financial Instruments (contd.)

(e) Fair Value Disclosures (contd.)

Equity Investments designated at FVTOCI

Rupees crores

Particulars	2023	2022
Investment in quoted and unquoted equity instruments:		
Fair value of investments	**237.86**	306.14

(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, 2023					
Financial assets					
a) Investments	**1,877.92**	**1,887.45**	**1,309.97**	**577.48**	**–**
b) Trade Receivables	**7,310.62**	**7,310.62**	**–**	**7,310.62**	**–**
c) Financial Services Receivable	**86,455.03**	**85,981.05**	**–**	**–**	**85,981.05**
d) Security Deposit	**313.64**	**313.64**	**–**	**313.64**	**–**
e) Other financial assets including loans	**3,943.91**	**3,942.72**	**–**	**3,940.83**	**1.89**
f) Fixed Deposit including margin accounts	**2,001.52**	**2,001.52**	**–**	**2,001.52**	**–**
Total	**1,01,902.64**	**1,01,437.00**	**1,309.97**	**14,144.09**	**85,982.94**
Financial liabilities					
a) Non-Current Borrowings	**55,027.39**	**56,175.25**	**18,652.51**	**37,522.74**	**–**
b) Lease liabilities	**3,479.84**	**3,479.84**	**–**	**3,479.84**	**–**
c) Trade Payable	**23,835.70**	**23,835.70**	**–**	**23,835.70**	**–**
d) Current Borrowings	**33,739.62**	**33,739.62**	**6,523.17**	**27,216.45**	**–**
e) Other Financial Liabilities	**4,823.49**	**4,823.49**	**–**	**4,820.08**	**3.41**
Total	**1,20,906.04**	**1,22,053.90**	**25,175.69**	**96,874.81**	**3.41**
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 including margin accounts	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	1,01,841.36	1,05,573.04	24,174.92	80,894.89	503.23

There were no transfers between Level 1 and Level 2 during the year.

37. Significant acquisitions and changes in ownership

(a) Acquisition of Subsidiaries /Business

(i) Swaraj Engines Limited

On 27th September, 2022, Mahindra & Mahindra Limited (the Company) acquired additional 17.41% of voting shares of Swaraj Engines Limited (SEL), a manufacturer of diesel engines and hi-tech engine components for fitments in tractors, based in India. Consequent to this investment, the shareholding and voting rights of the Company in SEL increased from 34.72% to 52.13% and the status of SEL changed from an associate to a subsidiary effective 28th September, 2022. The acquisition was made with the objective of strengthening Farm Equipment Sector.

In the consolidated financial statements, the existing shares of SEL have been remeasured at acquisition date fair value in accordance with Ind AS 103- 'Business Combinations'. The gain on remeasurement of existing shares at fair value have been recognised as exceptional items in consolidated statement of profit and loss.

Consequent to gaining of control, the results of SEL have been consolidated by the Group from 28th September, 2022 on a line-by-line basis.

The consideration transferred and goodwill on acquisition is as below:

Rupees crores

Particulars	2023
Purchase consideration	**296.01**
Fair value of previously held interest	**673.11**
Non Controlling interest	**195.33**
	1,164.45
Less: Fair value of net assets/(liabilities) acquired	**408.04**
Goodwill on acquisition	**756.40**

On acquisition date, the non-controlling interest has been measured at its proportionate share of identifiable assets and liabilities acquired. The goodwill has been allocated to 'Farm Equipment' segment.

The fair values of assets and liabilities acquired in respect of the above business combination are as under:

Rupees crores

Particulars	2023
Property, Plant and Equipment	**253.94**
Cash and cash equivalents	**5.43**
Other current and non-current assets/(liabilities), net	**188.76**
Deferred tax assets/(liabilities), net	**(40.56)**
Fair value of net asset/(liabilities) acquired	**407.57**

(ii) Sampo Rosenlew Oy

On 21st July, 2022, Mahindra & Mahindra Limited (the Company) acquired additional 20.87% of voting shares of Sampo Rosenlew Oy (Sampo), a combine harvester company based in Finland. Consequent to this investment, the shareholding and voting rights of the Company in Sampo increased from 79.13% to 100% and the status of Sampo changed from a joint venture to a subsidiary effective 22nd July, 2022. The Company's scale in tractors and Sampo's expertise in combine harvesters will allow to offer a broader product portfolio to address the needs of farmers in various countries.

In the consolidated financial statements, the pre-existing shares of Sampo have been remeasured at acquisition date fair value in accordance with Ind AS 103- 'Business Combinations'. The gain on remeasurement of existing shares at fair value have been recognised as exceptional items in consolidated statement of profit & loss.

Consequent to gaining of control, the results of Sampo have been consolidated by the Group from 22nd July, 2022 on a line-by-line basis.

The consideration transferred and goodwill on acquisition is as below:

Rupees crores

Particulars	2023
Purchase consideration	**36.51**
Value of put option exercised	**(7.29)**
Fair value of previously held interest	**137.34**
	166.56
Less: Fair value of net assets/(liabilities) acquired	**(9.49)**
Goodwill on acquisition	**176.05**

The goodwill has been allocated to 'Farm Equipment' segment.

37. Significant acquisitions and changes in ownership (contd.)

(a) Acquisition of Subsidiaries /Business (contd.)

The fair values of assets and liabilities acquired in respect of the above business combination are as under:

Rupees crores

Particulars	2023
Property, Plant and Equipment	59.08
Intangible Assets	16.02
Investments	30.00
Cash and cash equivalents	4.28
Other current and non-current assets/(liabilities), net	48.59
Borrowings	167.47
Fair value of net asset/(liabilities) acquired	(9.49)

(iii) Mahindra Aerospace Private Limited

On 29th March, 2023, Mahindra & Mahindra Limited (the Company) acquired additional 8.41% of voting shares of Mahindra Aerospace Private Limited (MAPL). MAPL is engaged in the business of *inter alia*, research, design, manufacture, operation, assembly, and maintenance of various kinds of aircrafts and aircraft components and aerostructures, directly /through its subsidiaries. Consequent to this investment, the shareholding and voting rights of the Company in MAPL increased from 91.59% to 100% and the status of MAPL changed from a joint venture to a subsidiary effective 29th March, 2023.

In the consolidated financial statements, the pre-existing shares of MAPL have been remeasured at acquisition date fair value in accordance with Ind AS 103- 'Business Combinations'. The gain on remeasurement of existing shares at fair value have been recognised as exceptional items in consolidated statement of profit & loss.

Consequent to gaining of control, the results of MAPL have been consolidated by the Group from 29th March, 2023 on a line-by-line basis.

The consideration transferred and goodwill on acquisition is as below:

Rupees crores

Particulars	2023
Purchase consideration	31.47
Fair value of previously held interest	342.64
	374.11
Less: Fair value of net assets/(liabilities) acquired	201.54
Goodwill on acquisition	172.57

The goodwill has been allocated to 'Others' segment.

The provisional fair values of assets and liabilities acquired in respect of the above business combination are as under:

Rupees crores

Particulars	2023
Property, Plant and Equipment	115.39
Intangible Assets	1.48
Cash and cash equivalents	2.61
Other current and non-current assets/(liabilities), net	138.25
Borrowings	56.03
Fair value of net asset/(liabilities) acquired	201.70

(iv) Acquisition of B2B Express business of Rivigo Services Private Limited

During the year ended 31st March, 2023, MLL Express Services Private Limited, a wholly-owned subsidiary of Mahindra Logistics Limited, a subsidiary of the Company, acquired the B2B express business of Rivigo Services Private Limited, as a going concern, on slump sale basis, for a consideration of **Rs. 218.51 crores** (post adjustments as per the terms of the Business Transfer Agreement). A Goodwill of **Rs. 174.41 crores** has been recognised in books pertaining to this acquisition.

(v) M.I.T.R.A Agro Equipments Private Limited

During the year, the Company has acquired 52.67% of the paid up capital of M.I.T.R.A Agro Equipments Private Limited (MITRA) for a consideration of **Rs. 61.71 crores**. MITRA is an Indian Company which manufactures and sells agricultural sprayers. Following the acquisition, the shareholding of the Company in MITRA stands increased to 100% from the existing 47.33%. Consequently, the status of MITRA changed from joint venture to a wholly owned subsidiary of the Company. A Goodwill of **Rs. 86.19 crores** has been recognised in books pertaining to this acquisition.

37. Significant acquisitions and changes in ownership (contd.)

(b) Reduction in shareholding resulting in loss of control

(i) Mahindra Susten Private Limited

During the year, Mahindra Holdings Limited (MHL), a wholly owned subsidiary of the Company, divested 30% equity interest in Mahindra Susten Private Limited (MSPL), as a result of which the shareholding and voting rights of MHL has reduced from 100% to 70%. Further, consequent to the rights given to the investor, MSPL and its subsidiaries are accounted as joint ventures w.e.f. 23rd December, 2022. In the consolidated financial statement, retained interest in MSPL has been remeasured at fair value in accordance with Ind AS 110-`Consolidated Financial Statements'. The gain on equity interest sold and remeasurement of retained interest at fair value have been recognised as exceptional items in the consolidated financial statement.

(ii) Peugeot Motocycles S.A.S.

During the year, Mahindra Two Wheelers Europe Holdings S.a.r.l. (MTWEH) a wholly owned subsidiary of the Company, entered and executed an agreement whereby the existing 100% shareholding and voting rights of MTWEH in Peugeot Motocycles S.A.S. (PMTC) stands reduced to 50% in terms of shareholding and 19.99% in terms of voting rights. Consequently, PMTC and the subsidiaries of PMTC ceased to be subsidiaries of MTWEH.

(c) Partial disposal of investments in associates

Mahindra CIE Automotive Limited

During the year ended 31st March, 2023, Mahindra & Mahindra Limited (the Company) sold 3,12,22,444 shares of Mahindra CIE Automotive Limited (MCIE). Following this sale, the Company's shareholding in MCIE has decreased from 11.44% to 3.20%.

(d) Held for sale

During the year, investment in Sanyo Special Steel Manufacturing India Private Limited (Formerly known as Mahindra Sanyo Special Steel Private Limited) has been classified as held for sale. The sale has been completed subsequent to 31st March, 2023 and before the financial statements have been approved for issue by the Board.

38. During the year ended 31st March, 2023, the Company formed a wholly-owned subsidiary, Mahindra Electric Automobile Limited (MEAL) to undertake the four-wheel passenger electric business and transferred certain existing assets to MEAL.

Further, in accordance with and subject to the terms and conditions stipulated in the Securities Subscription Agreement and Shareholders' Agreement entered with British International Investment Plc (BII), wherein the Company and BII each agreed to invest Rs. 1925.00 crores in MEAL in tranches, both the Company and BII have invested Rs. 400.00 crores each till 31st March, 2023. The investment by the Company is in Equity shares of MEAL whereas investment by BII is in Compulsory Convertible Preference Shares (CCPS) of MEAL.

Unless agreed to in writing for an early conversion, each CCPS is compulsorily and automatically convertible into such number of equity shares as determined as per a pre-determined formula at the conversion date, as per terms and conditions of the agreement (s) entered between the Company and BII. Since the CCPS is convertible into variable number of equity shares of MEAL, it has been classified as financial liability at fair value through profit or loss in the financial statements of MEAL and in the consolidated financial statements of the Company. Further, in accordance with the shareholders' agreement, the Company shall take best efforts to provide BII with a complete exit between 1st November, 2027 and 1st November, 2030 through certain exit options (or a combination thereof), as may be determined by the Company in its sole discretion. In case exit has not been provided to BII by such time, BII shall have the right upto 31st October, 2031 to require full exit to be provided by the Company or by its affiliates and/or a third party at the higher of fair market value and the amount invested by the BII.

39. 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 31st March,	
		2023	2022
Mahindra Heavy Engines Limited	**India**	**100.00%**	100.00%
Mahindra Electric Mobility Limited #	**India**	**–**	98.98%
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 (Liquidated w.e.f. 4th January, 2023)	**Nigeria**	**–**	100.00%
Mahindra Two Wheelers Limited	**India**	**100.00%**	100.00%
Automobili Pininfarina GmbH	**Germany**	**100.00%**	100.00%
Automobili Pininfarina Americas Inc	**U.S.A.**	**100.00%**	100.00%
Mahindra Automotive North America Inc	**U.S.A.**	**100.00%**	100.00%

39. 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 31st March,	
		2023	2022
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%
Mahindra Bangladesh Private Limited (Liquidated w.e.f. 14th March, 2023)	Bangladesh	–	100.00%
Mahindra Electric Automobile Limited (w.e.f. 25th October, 2022)	India	100.00%	–
Gromax Agri Equipment Limited	India	60.00%	60.00%
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. (Under Liquidation)	Mexico	100.00%	100.00%
Mahindra do Brasil Industrial Ltda.	Brazil	100.00%	100.00%
Erkunt Traktor Sanayii Anonim Şirketi	Turkey	100.00%	100.00%
Erkunt Sanayi Anonim Şirketi	Turkey	98.69%	98.69%
Sampo Rosenlew Oy (w.e.f. 22nd July, 2022)^	Finland	100.00%	–
Swaraj Engines Limited (w.e.f. 28th September, 2022) ^^	India	52.13%	–
M.I.T.R.A Agro Equipments Private Limited (w.e.f. 17th March, 2023) ^	India	100.00%	–
Kota Farm Services Limited @	India	47.81%	47.81%
Mahindra Agri Solutions Limited	India	98.79%	98.79%
Mahindra EPC Irrigation Limited	India	54.31%	54.40%
Mahindra HZPC Private Limited	India	59.22%	59.22%
Mahindra Fruits Private Limited	India	98.79%	98.79%
OFD Holding B.V. (upto 20th April, 2022) **	Netherlands	–	82.09%
Origin Direct Asia Ltd. (upto 20th April, 2022) **	Hong Kong	–	49.25%
Origin Fruit Direct B.V. (upto 20th April, 2022) **	Netherlands	–	82.09%
Origin Fruit Services South America SpA (upto 20th April, 2022) **	Chile	–	82.09%
Origin Direct Asia (Shanghai) Trading Co. Ltd. (upto 20th April, 2022) **	China	–	82.09%
Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. (Liquidated w.e.f. 28th February, 2023)	Netherlands	–	98.79%
Merakisan Private Limited (upto 7th September, 2022) **	India	–	91.59%
Mahindra First Choice Wheels Limited	India	55.18%	50.60%
Fifth Gear Ventures Limited	India	55.18%	50.60%
Mahindra First Choice Wheels Limited ESOP Trust	India	55.18%	50.60%
Mahindra & Mahindra Financial Services Limited	India	52.24%	52.26%
Mahindra Insurance Brokers Limited	India	41.79%	41.81%
Mahindra Rural Housing Finance Limited	India	51.73%	51.87%
Mahindra Finance CSR Foundation	India	52.24%	52.26%

39. 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 31st March,	
		2023	2022
MRHFL Employee Welfare Trust (ESOP)	India	51.73%	51.87%
Mahindra & Mahindra Financial Services Limited ESOP Trust	India	52.24%	52.26%
Mahindra Ideal Finance Limited	Sri Lanka	30.40%	30.42%
Mahindra Lifespace Developers Limited	India	51.28%	51.33%
Mahindra Infrastructure Developers Limited	India	51.28%	51.33%
Mahindra World City (Maharashtra) Limited	India	51.28%	51.33%
Knowledge Township Limited	India	51.28%	51.33%
Mahindra Integrated Township Limited ##	India	–	37.98%
Mahindra Residential Developers Limited ##	India	–	37.98%
Industrial Township (Maharashtra) Limited	India	51.28%	51.33%
Anthurium Developers Limited	India	51.28%	51.33%
Mahindra Water Utilities Limited	India	50.77%	50.82%
Rathna Bhoomi Enterprises Private Limited	India	51.28%	51.33%
Deep Mangal Developers Private Limited	India	51.28%	51.33%
Moonshine Construction Private Limited	India	51.28%	51.33%
Mahindra Bloomdale Developers Limited	India	51.28%	51.33%
Mahindra Holidays & Resorts India Limited	India	67.18%	67.47%
Mahindra Hotels and Residences India Limited	India	67.18%	67.47%
Gables Promoters Private Limited	India	67.18%	67.47%
Heritage Bird (M) Sdn. Bhd.	Malaysia	67.18%	67.47%
Infinity Hospitality Group Company Limited	Thailand	49.71%	49.92%
MH Boutique Hospitality Limited @	Thailand	32.92%	33.06%
MHR Holdings (Mauritius) Limited	Mauritius	67.18%	67.47%
Covington S.a.r.l.	Luxembourg	67.18%	67.47%
HCR Management Oy ###	Finland	–	67.47%
Holiday Club Resorts Oy	Finland	67.18%	67.47%
Kiinteistö Oy Himos Gardens ###	Finland	–	67.47%
Kiinteistö Oy Vanha Ykköstii ###	Finland	–	67.47%
Kiinteistö Oy Katinnurkka ###	Finland	–	67.47%
Kiinteistö Oy Tenetinlahti ###	Finland	–	67.47%
Kiinteistö Oy Mällösniemi ###	Finland	–	67.47%
Kiinteistö Oy Rauhan Ranta 1 ###	Finland	–	67.47%
Kiinteistö Oy Rauhan Ranta 2 ###	Finland	–	67.47%
Kiinteistö Oy Tiurunniemi ###	Finland	–	67.47%
Kiinteistö Oy Rauhan Liikekiinteistöt 1 #^	Finland	–	67.47%
Kiinteistö Oy Rauhan Liikekiinteistöt 1 (Formerly known as Supermarket Capri Oy)	Finland	67.18%	67.47%

39. 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 31st March,	
		2023	2022
Kiinteistö Oy Kylpyläntorni 1 ###	Finland	—	67.47%
Kiinteistö Oy Spa Lofts 2 ###	Finland	—	67.47%
Kiinteistö Oy Spa Lofts 3 ###	Finland	—	67.47%
Kiinteistö Oy Kuusamon Pulkkajärvi 1 ###	Finland	—	67.47%
Ownership Services Sweden Ab	Sweden	67.18%	67.47%
Are Villa 3 AB	Sweden	67.18%	67.47%
Holiday Club Sweden Ab Åre	Sweden	67.18%	67.47%
Holiday Club Sport and Spahotels AB	Sweden	67.18%	67.47%
Holiday Club Resorts Rus LLC	Russia	67.18%	67.47%
Holiday Club Canarias Investments S.L.U.	Spain	67.18%	67.47%
Holiday Club Canarias Sales & Marketing S.L.U.	Spain	67.18%	67.47%
Holiday Club Canarias Resort Management S.L.U.	Spain	67.18%	67.47%
Holiday Club Canarias Vacation Club SLU	Spain	67.18%	67.47%
Arabian Dreams Hotel Apartments LLC @	U.A.E	32.92%	33.06%
Mahindra Holidays & Resorts India Limited ESOP Trust	India	67.18%	67.47%
Mahindra Holidays & Resorts Harihareshwar Limited (w.e.f. 23rd August, 2022)	India	67.18%	—
Guestline Hospitality Management and Development Services Limited (w.e.f 2nd December, 2022)	India	66.10%	—
Mahindra Logistics Limited	India	58.09%	58.18%
Lords Freight (India) Private Limited	India	57.54%	57.63%
2 x 2 Logistics Private Limited	India	31.95%	32.00%
MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited)	India	58.09%	100.00%
MLL Mobility Private Limited (Formerly known as Meru Mobility Tech Private Limited)	India	58.09%	100.00%
V-Link Fleet Solutions Private Limited	India	58.09%	100.00%
V-Link Automotive Services Private Limited	India	58.09%	100.00%
V-Link Freight Services Private Limited (w.e.f 9th September, 2022)	India	58.09%	—
MLL Global Logistics Limited (w.e.f 6th December, 2022)	U.K.	58.09%	—
Mahindra Two Wheelers Europe Holdings S.a.r.l.	Luxembourg	100.00%	100.00%
Peugeot Motocycles S.A.S. (upto 31st January, 2023) **	France	—	100.00%
Peugeot Motocycles Deutschland GmbH (upto 31st January, 2023) **	Germany	—	100.00%
Peugeot Motocycles Italia S.p.A. (Under liquidation) (upto 31st January, 2023) **	Italy	—	100.00%
PMTC Engineering SPA (upto 31st January, 2023) **	Italy	—	100.00%
Mahindra Tractor Assembly, Inc. (Liquidated w.e.f 21st October, 2022)	U.S.A.	—	100.00%
Bristlecone Limited	Cayman Islands	97.19%	97.06%
Bristlecone Consulting Limited	Canada	97.19%	97.06%

39. 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 31st March,	
		2023	2022
Bristlecone (Malaysia) Sdn. Bhd.	Malaysia	97.19%	97.06%
Bristlecone International AG	Switzerland	97.19%	97.06%
Bristlecone UK Limited	U.K.	97.19%	97.06%
Bristlecone Inc.	U.S.A.	97.19%	97.06%
Bristlecone Middle East DMCC	U.A.E.	97.19%	97.06%
Bristlecone India Limited	India	97.19%	97.06%
Bristlecone GmbH	Germany	97.19%	97.06%
Bristlecone (Singapore) Pte. Limited	Singapore	97.19%	97.06%
Bristlecone Internacional Costa Rica Limited	U.S.A.	97.19%	97.06%
Mahindra Susten Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
Mahindra Renewables Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
Neo Solren Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
Astra Solren Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
Mega Suryaurja Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
MSPL International DMCC (upto 22nd December, 2022) ^^^	Dubai	–	100.00%
Brightsolar Renewable Energy Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
Martial Solren Private Limited (upto 22nd December, 2022) ^^^	India	–	100.00%
Mahindra Teqo Private Limited	India	100.00%	100.00%
Mahindra Solarize Private Limited	India	100.00%	100.00%
Resurgence Solarize Urja Private Limited (w.e.f. 29th August, 2022)	India	100.00%	–
Emergent Solren Private Limited (w.e.f. 9th November, 2022)	India	100.00%	–
Mahindra Accelo Limited (Formerly known as 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	75.50%	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%
PT Mahindra Accelo Steel Indonesia	Indonesia	99.98%	99.98%
Mahindra Defence Systems Limited	India	100.00%	100.00%
Mahindra Emirates Vehicle Armouring FZ-LLC	U.A.E.	88.00%	88.00%
Mahindra Armored Vehicles Jordan, LLC	Jordan	88.00%	88.00%
Mahindra Telephonics Integrated Systems Limited (w.e.f. 17th June, 2022) ^	India	100.00%	–
Mahindra Aerospace Private Limited (w.e.f 29th March, 2023) ^	India	100.00%	–
Mahindra Aerostructures Pvt Ltd (w.e.f. 29th March 2023) ^	India	100.00%	–
Mahindra Aerospace Australia Pty Ltd (w.e.f. 29th March 2023) ^	Australia	100.00%	–

39. 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 31st March,	
		2023	2022
Gipps Aero Pty Ltd (w.e.f 29th March, 2023) ^	Australia	100.00%	—
Airvan Flight Services Pty Ltd (w.e.f 29th March, 2023) ^	Australia	100.00%	—
GA8 Airvan Pty Ltd (w.e.f 29th March, 2023) ^	Australia	100.00%	—
GA200 Pty Ltd (w.e.f 29th March, 2023) ^	Australia	100.00%	—
Nomad TC Pty Ltd (w.e.f 29th March, 2023) ^	Australia	100.00%	—
Airvan 10 Pty Ltd (w.e.f 29th March, 2023) ^	Australia	100.00%	—
Mahindra Consulting Engineers Limited (upto 16th March, 2023) **	India	—	88.35%
Mahindra Consulting Engineers Limited ESOP Trust (upto 16th March, 2023) **	India	—	88.35%
Mahindra Namaste Limited (upto 16th March, 2023) **	India	—	88.35%
Mahindra Airways Limited	India	100.00%	100.00%
Mahindra Automotive Mauritius Limited	Mauritius	100.00%	100.00%
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 Integrated Business Solutions Private Limited	India	100.00%	100.00%
Mahindra eMarket Limited	India	83.47%	83.47%
Mahindra Construction Company Limited	India	65.27%	65.30%
Officemartindia.com Limited	India	50.00%	50.00%
Mahindra & Mahindra Contech Limited @	India	46.66%	46.66%
Mahindra Waste To Energy Solutions Limited	India	100.00%	87.39%
Mahindra Telecom Energy Management Services Limited	India	100.00%	100.00%
New Democratic Electoral Trust @	India	33.36%	33.37%
Sunrise Initiatives Trust	India	100.00%	100.00%
Mumbai Mantra Media Limited	India	100.00%	100.00%
Mahindra Marine Private Limited	India	81.58%	81.58%
Mahindra & Mahindra Benefit Trust	India	100.00%	100.00%
Mahindra & Mahindra ESOP Trust	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 2023, the Controlling status was changed from joint venture to subsidiary.

^^ During the year ended March 2023, the Controlling status was changed from associate to subsidiary.

^^^ During the year ended March 2023, the Controlling status was changed from subsidiary to joint venture.

Entities have been merged with Mahindra and Mahindra Limited.

Entities have been merged with Mahindra World City Developers Limited, a joint venture of the company.

Entities have been merged with Holiday Club Resorts Oy, a subsidiary of the company.

#^ Entities have been merged with Supermarket Capri Oy, a subsidiary of the company.

** Entity has been disposed off and ceased to be a Subsidiary.

39. 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) allocated to non controlling interest		Accumulated non Controlling Interest	
			2023	2022	2023	2022	2023	2022
1	Mahindra & Mahindra Financial Services Limited	India	**47.76%**	47.74%	**1,016.74**	583.60	**9,077.43**	8,278.02
2	Individually Immaterial Non Controlling Interest				**76.24**	92.09	**1,638.89**	1,424.60
	Total				**1,092.98**	675.69	**10,716.32**	9,702.62

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-Consolidated	
	2023	2022
Current Assets	**41,699.91**	36,247.94
Non Current Assets	**63,384.86**	47,560.71
Current Liabilities	**33,817.14**	26,024.00
Non Current Liabilities	**52,566.19**	40,746.88
Equity Interest Attributable to the owners	**18,560.09**	16,896.31
Non Controlling Interest	**141.35**	141.46
Revenue	**12,832.40**	11,400.51
Expenses	**10,761.20**	10,250.17
Profit/(Loss) for the year	**2,071.20**	1,150.34
Profit/(Loss) attributable to the owners of the company	**2,072.40**	1,136.87
Profit/(Loss) attributable to the Non-Controlling Interest	**(1.20)**	13.47
Opening Cash & Cash Equivalents	**765.32**	808.53
Closing Cash & Cash Equivalents	**586.53**	765.32
Net Cash inflow/(outflow)	**(178.79)**	(43.21)
Dividends paid to non controlling interest	**212.92**	47.02

40. 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 31st March,	
		2023	2022
Mahindra Ideal Lanka (Private) Limited	**India**	**35.00%**	35.00%
Carnot Technologies Private Limited #	**India**	**73.00%**	73.00%
Sampo Rosenlew Oy (upto 21st July, 2022) #^	**Finland**	**–**	79.13%
Sampo Algeria SpA (w.e.f. 22nd July, 2022)	**Algeria**	**38.00%**	–
M.I.T.R.A Agro Equipments Private Limited (upto 16th March, 2023) ^	**India**	**–**	49.00%
Mahindra Top Greenhouses Private Limited #	**India**	**60.00%**	60.00%
Mahindra Summit Agriscience Limited #	**India**	**60.00%**	60.00%
Mahindra Manulife Investment Management Private Limited #	**India**	**51.00%**	51.00%
Mahindra Manulife Trustee Private Limited #	**India**	**51.00%**	51.00%
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**	**73.38%**	72.51%
Mahindra Inframan Water Utilities Private Limited	**India**	**50.00%**	50.00%
Mahindra Industrial Park Private Limited **	**India**	**100.00%**	100.00%
Mahindra Happinest Developers Limited #	**India**	**51.00%**	51.00%
Kiinteistö Oy Vierumäen Kaari**	**Japan**	**100.00%**	100.00%
Tropiikin Rantasauna Oy	**Finland**	**50.00%**	50.00%
Transtech Logistics Private Limited	**India**	**39.79%**	39.79%
Jinan Qingqi Peugeot Motocycles Co Ltd. (upto 31st January, 2023)	**China**	**–**	50.00%
Classic Legends Private Limited #	**India**	**60.00%**	60.00%
Mahindra-BT Investment Company (Mauritius) Limited #	**Mauritius**	**57.00%**	57.00%
Marvel Solren Private Limited (upto 22nd December, 2022)#	**India**	**–**	51.00%
Mahindra Susten Private Limited (w.e.f 23rd December, 2022) ^^ #	**India**	**70.00%**	–
Mahindra Telephonics Integrated Systems Limited (upto 16th June, 2022) #^	**India**	**–**	51.00%
Sanyo Special Steel Manufacturing India Private Limited (formerly known as Mahindra Sanyo Special Steel Private Limited)	**India**	**22.81%**	22.81%
Mahindra Aerospace Private Limited (upto 28th March, 2023) #^	**India**	**–**	91.59%
Zoomcar Inc	**U.S.A.**	**3.28%**	16.83%
Smartshift Logistics Solutions Private Limited	**India**	**26.26%**	26.28%
New Delhi Centre for Sight Limited	**India**	**30.83%**	30.83%
Aquasail Distribution Company Private Limited	**India**	**17.65%**	17.65%

\# 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 Kiinteistö Oy Vierumäen Kaari is 50%.

^ During the year ended March 2023, the Controlling status was changed from joint venture to subsidiary.

^^ During the year ended March 2023, the Controlling status was changed from subsidiary to joint venture.

40. 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 31st March,	
		2023	2022
Tech Mahindra Limited	**India**	**28.21%**	28.28%
PF Holdings B.V.	**Netherlands**	**40.00%**	40.00%
Swaraj Engines Limited (upto 27th September, 2022) ^^	**India**	**—**	34.72%
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%
Resson Aerospace Corporation #	**Canada**	**13.83%**	11.65%
Kumsan Dokum Mazelmeri A.S.	**Turkey**	**25.10%**	25.10%
HDG-Asia Ltd (upto 20th April, 2022)	**Netherlands**	**—**	50.00%
Mahindra Finance USA LLC	**U.S.A.**	**49.00%**	49.00%
Mahindra CIE Automotive Limited # *	**India**	**3.20%**	11.44%
CIE Automotive S.A. #	**Spain**	**7.83%**	7.83%
Mahindra Knowledge Park Mohali Limited	**India**	**46.15%**	46.15%
AMIP Industrial Parks Private Limited (w.e.f 10th October, 2022)	**India**	**26.00%**	—
Kiinteistö Oy Seniori-Saimaa	**Finland**	**31.15%**	31.15%
Great Rocksport Private Limited (w.e.f. 16th April, 2022)	**India**	**23.42%**	—
ZipZap Logistics Private Limited (w.e.f 8th April, 2022)	**India**	**36.00%**	—
ReNew Sunlight Energy Private Limited	**India**	**37.21%**	37.21%
Brainbees Solutions Private Limited #	**India**	**12.42%**	12.42%
PSL Media & Communications Limited	**India**	**40.00%**	40.00%
The East India Company Group Limited BVI #	**Singapore**	**18.62%**	18.62%
Medwell Ventures Private Limited	**India**	**31.45%**	31.45%

The financial statements of the Associates are drawn upto 31st March, 2023 other than for CIE Automotive S.A. and Mahindra CIE Automotive Limited where it is upto 31st December, 2022.

\# 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 2023, the Controlling status was changed from associate to subsidiary.

* Post 31st March, 2023, the Company has sold its entire shareholding in Mahindra CIE Automotive Limited

All of the above associates/Joint ventures are accounted for using the equity method in consolidated financial statements.

40. 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	
	2023	2022
Current assets		
Cash and cash equivalents	**4,056.30**	3,788.90
Other assets	**20,376.40**	20,666.76
Total current assets	**24,432.70**	24,455.66
Total Non-current assets	**21,720.56**	20,415.09
Current liabilities		
Financial liabilities	**9,167.40**	8,875.54
Other Liabilities	**5,384.00**	4,859.70
Total current liabilities	**14,551.40**	13,735.24
Total Non-current liabilities	**3,207.20**	3,754.40
Non-controlling interest	**470.20**	495.40
Revenue from Operations	**53,290.19**	44,645.98
Interest Income	**105.00**	90.40
Depreciation and amortisation	**1,956.70**	1,520.40
Impairment of Goodwill and non-current assets	**237.03**	—
Interest Cost	**325.60**	162.60
Income tax expense	**1,588.50**	1,822.00
Profit /(Loss) for the year	**4,856.96**	5,630.08
Other Comprehensive Income/(Loss) for the year	**314.80**	231.20
Total Other Comprehensive Income for the year	**5,171.76**	5,861.28

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	
	2023	2022
Closing Net assets	**27,924.46**	26,885.71
Group's share in %	**28.21%**	28.28%
Group's share (Rs)	**7,877.49**	7,603.28
Goodwill	**540.45**	540.83
Carrying amount	**8,417.94**	8,144.11
Market Value	**27,350.21**	37,219.47

41. 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	21	Medwell Ventures Private Limited
2	Mahindra CIE Automotive Limited	22	Golde Wuhan Co., Ltd
3	CIE Automotive, S.A.	23	Kiinteistö Oy Seniori-Saimaa
4	Swaraj Engines Limited (upto 27th September, 2022)	24	ReNew Sunlight Energy Private Limited
5	Mahindra Finance USA, LLC	25	Shiga Mitsubishi Agricultural Machinery Sales Co., Ltd.
6	PF Holdings B.V.	26	Kagawa Mitsubishi Agricultural Machinery Sales Co., Ltd.
7	Pininfarina S.p.A.	27	Okanetsu Industry Co., Ltd.
8	Mahindra Educational Institutions	28	Kitaiwate Ryono Co., Ltd.
9	Satyam Venture Engineering Services Private Limited	29	Aizu Ryono Co, Ltd.
10	Tech Mahindra (Shanghai) Co. Limited	30	Joban Ryono Co., Ltd.
11	Tech Mahindra Foundation	31	Fukuryo Kiki Hanbai Co., Ltd.
12	Brainbees Solutions Private Limited	32	Ibaraki Ryono Co., Ltd.
13	PSL Media & Communications Limited	33	Yamaichi Honten Co., Ltd.
14	Kumsan Dokum Mazelmeri A.S.	34	Tech Mahindra Business Services Limited
15	Comviva Technologies Limited	35	Aurangabad Electricals, Ltd
16	Pininfarina Engineering S.R.L	36	Golde Bengaluru India Private Limited
17	Golde Pune Automotive India, Pvt Ltd.	37	Great Rocksport Private Limited (w.e.f. 16th April, 2022)
18	Participaciones Internacionales Autometal Dos S.L.	38	Mahindra University
19	Born Commerce Private Limited	39	ZipZap Logistics Private Limited (w.e.f. 8th April, 2022)
20	Tech Mahindra (Americas) Inc.		

(ii) Joint Ventures:

Sr. No.	Name of the entity	Sr. No.	Name of the entity
1	Classic Legends Private Limited	19	Mahindra Industrial Park Private Limited
2	Mahindra Aerospace Private Limited (upto 28th March, 2023)	20	Mahindra Industrial Park Chennai Limited
3	Sanyo Special Steel Manufacturing India Private Limited (formerly known as Mahindra Sanyo Special Steel Private Limited)	21	Mahindra Telephonics Integrated Systems Limited (upto 16th June, 2022)
4	Mahindra World City (Jaipur) Limited	22	Mahindra Happinest Developers Limited
5	Mahindra World City Developers Limited	23	Zoomcar India Private Limited
6	Gippsaero Pty. Limited (upto 28th March, 2023)	24	Mahindra Inframan Water Utilities Private Limited
7	Mahindra Aerostructures Private Limited (upto 28th March, 2023)	25	Mahindra-BT Investment Company (Mauritius) Limited
8	Sampo Algeria Spa (w.e.f. 22nd July, 2022)	26	Jinan Qingqi Peugeot Motocycles Co Ltd (upto 31st January, 2023)
9	Mahindra Ideal Lanka (Private) Limited	27	Smartshift Logistics Solutions Private Limited
10	Sampo-Rosenlew Oy (upto 21st July, 2022)	28	Mahindra Summit Agriscience Limited
11	M.I.T.R.A. Agro Equipments Private Limited (upto 16th March, 2023)	29	Carnot Technologies Private Limited
12	Mahindra Top Greenhouses Private Limited	30	Marvel Solren Private Limited (upto 22nd December, 2022)
13	Mahindra Homes Private Limited	31	Mahindra Manulife Investment Management Private Limited
14	Transtech Logistics Private Limited	32	Mahindra Manulife Trustee Private Limited
15	Aquasail Distribution Company Private Limited	33	Mega Suryaurja Private Limited (w.e.f 23rd December, 2022)
16	Mahindra Aerospace Australia Pty Ltd (upto 28th March 2023)	34	Martial Solren Private Limited (w.e.f 23rd December, 2022)
17	Mahindra Susten Private Limited (w.e.f 23rd December, 2022)	35	Mahindra Renewables Private Limited (w.e.f 23rd December, 2022)
18	Tropiikin Rantasauna Oy		

41. Related party disclosures (contd.)

(a) Names of related parties where transactions have taken place during the year: (contd.)

(iii) Key Management Personnel (KMP):

Sr. No.	Name of KMP	Designation
1	Mr. Anand G. Mahindra	Chairman
2	Dr. Anish Shah	Managing Director and CEO
3	Mr. Rajesh Jejurikar	Executive Director and CEO (Auto and Farm Sector)
4	Dr. Vishakha N. Desai	Independent Director
5	Mr. Vikram Singh Mehta	Independent Director
6	Mr. T. N. Manoharan	Independent Director
7	Mr. Haigreve Khaitan	Independent Director
8	Mrs. Shikha Sharma	Independent Director
9	Mr. C. P. Gurnani	Non-Executive Non-Independent Director
10	Ms. Nisaba Godrej	Independent Director
11	Mr. Muthiah Murugappan	Independent Director
12	Mr. Vijay Kumar Sharma	Nominee Director

(iv) Close member of KMP and entities controlled/jointly controlled by KMP:

Sr. No.	Close member of KMP	Sr. No.	Close member of KMP
1	Mrs. Anuradha Mahindra	4	Mrs. Vasundhara Modi
2	Mrs. Radhika Nath	5	Mrs. Veena Jejurikar
3	Dr. T. N. Gajendran		

Sr. No.	Entities controlled/jointly controlled by KMP
1	The Indian & Eastern Engineer Company Private Limited
2	Araku Originals Private Limited
3	Harulika Ventures LLP

(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/Post-employment benefit plans:

Sr. No.	Name of the Funds	Sr. No.	Name of the Funds
1	M&M Employees' Welfare Fund 1	5	Mahindra & Mahindra Limited Gratuity Scheme
2	M&M Employees' Welfare Fund 2	6	Mahindra & Mahindra Limited Staff Provident Fund
3	M&M Employees' Welfare Fund 3	7	Mahindra And Mahindra Limited Staff & Workmen's Superannuation Scheme
4	Mahindra World School Education Trust	8	Mahindra And Mahindra Limited Superannuation Scheme

41. Related party disclosures (contd.)

(b) The related party transactions are as under:

Rupees crores

Sr. No.	Nature of Transactions	For the Year Ended 31 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/Post-employment benefit plans
1.	Purchases:							
	Goods	**2023**	**3,295.42**	**222.16**	**–**	**–**	**–**	**–**
		2022	2,881.64	428.59	–	–	–	–
	Property, plant & equipment and Intangible assets	**2023**	**40.01**	**0.04**	**–**	**–**	**–**	**–**
		2022	16.75	0.04	–	–	–	–
	Services	**2023**	**456.57**	**29.76**	**–**	**–**	**–**	**–**
		2022	220.20	10.87	–	–	–	–
2.	Sales:							
	Goods	**2023**	**303.54**	**978.16**	–	**–**	–	–
		2022	235.81	749.95	–	–	–	–
	Property, plant and equipment	**2023**	**–**	*****	**–**	**–**	**–**	**–**
		2022	0.01	*	–	–	–	–
	Services	**2023**	**74.42**	**80.98**	**0.14**	**–**	**–**	**–**
		2022	39.77	64.82	–	0.55	–	0.01
3.	Investments:							
	Purchases/subscribed/ conversion	**2023**	**12.00**	**72.47**	**0.06**	**–**	**–**	**–**
		2022	14.47	110.50	–	–	–	–
	Proceeds from sale of shares	**2023**	**234.91**	**–**	**–**	**–**	**–**	**–**
		2022	–	–	–	–	–	–
	Proceeds from capital reduction/buyback of shares	**2023**	**–**	**70.93**	**–**	**–**	**–**	**–**
		2022	–	55.05	–	–	–	–
4.	Management contracts including deputation of personnel:							
	From parties	**2023**	**–**	**0.79**	**–**	**–**	**–**	**–**
		2022	6.84	1.88	–	–	–	–
	To parties	**2023**	**3.67**	**1.26**	**–**	**–**	**–**	**–**
		2022	6.84	1.88	–	–	–	–
5.	Managerial remuneration	**2023**	**–**	**–**	**27.21**	**–**	**–**	**–**
		2022	–	–	38.54	–	–	–

41. 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 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/Post-employment benefit plans
6.	Stock options	**2023**	**–**	**–**	**6.98**	**–**	**–**	**–**
		2022	–	–	5.18	–	–	–
7.	Commission and other benefits to non-executive/independent directors (including nominee directors) **	**2023**	**–**	**–**	**3.89**	**–**	**–**	**–**
		2022	–	–	3.89	–	–	–
8.	Others (sitting fees) #	**2023**	**–**	**–**	**0.14**	**–**	**–**	**–**
		2022	–	–	–	–	–	–
9.	Finance:							
	Inter corporate deposits/loan given	**2023**	**–**	**580.00**	**–**	**–**	**–**	**–**
		2022	–	202.43	–	–	–	–
	Inter Corporate Deposits/loan refunded by parties	**2023**	**–**	**170.72**	**0.61**	**–**	**–**	**5.00**
		2022	–	173.89	7.22	–	–	5.00
	Debenture redeemed by related parties	**2023**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	1.00	13.62	–	–	–	–
	Debenture redeemed to related parties	**2023**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	150.00	–	–	–	–	–
	Inter corporate deposits /loan taken	**2023**	**50.86**	**0.77**	**–**	**2.14**	**–**	**–**
		2022	200.90	–	–	–	–	–
	Inter corporate deposits /loan refunded	**2023**	**51.55**	**0.62**	**–**	**2.19**	**–**	**–**
		2022	510.90	–	–	–	–	–
	Invoice Discounting	**2023**	**4,141.43**	**–**	**–**	**–**	**–**	**–**
		2022	3,742.49	–	–	–	–	–
	Interest income	**2023**	**–**	**36.09**	**0.03**	**–**	**–**	**–**
		2022	–	15.19	0.11	–	–	–
	Interest expense	**2023**	**12.71**	**5.85**	**–**	**0.16**	**–**	**–**
		2022	19.64	9.24	–	–	–	–
	Dividend received	**2023**	**1,296.66**	**94.35**	**–**	**–**	**–**	**–**
		2022	1,212.48	33.30	–	–	–	–

41. 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 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/Post-employment benefit plans
	Dividend distributed	**2023**	**–**	**–**	**2.15**	**0.65**	**163.46**	**1.48**
		2022	–	–	1.49	0.48	123.83	1.12
	Share application money given	**2023**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	–	62.27	–	–	–	–
10.	Guarantees and collaterals given (transactions during the year)	**2023**	**–**	**–**	**–**	**–**	**–**	**–**
		2022	–	42.25	–	–	–	–
11.	Guarantees and collaterals taken(transactions during the year)	**2023**	**–**	–	**–**	–	–	–
		2022	0.29	–	–	–	–	–
12.	Other Transactions:							
	Other income	**2023**	**2.99**	**16.76**	**–**	**0.50**	**–**	**–**
		2022	15.73	19.75	–	*	–	–
	Other expenses	**2023**	**94.93**	**5.15**	**–**	**0.21**	**–**	**321.28**
		2022	2.05	–	–	0.20	–	237.02
	Reimbursements received from parties	**2023**	**39.30**	**25.12**	**–**	**0.02**	**–**	**42.41**
		2022	9.30	17.99	0.18	0.02	–	40.53
	Reimbursements made to parties	**2023**	**0.71**	**18.64**	**–**	**–**	**–**	**–**
		2022	1.02	7.00	–	–	–	–
13.	Outstandings:							
	Trade and other payable	**2023**	**459.24**	**22.84**	*	**0.03**	**–**	**–**
		2022	460.22	114.21	3.18	0.05	–	–
	Trade and other receivables	**2023**	**52.83**	**166.18**	**–**	**–**	**–**	**42.41**
		2022	104.82	80.75	0.96	0.01	–	32.45
	Debentures/preference shares issued by parties	**2023**	**–**	**204.32**	**–**	**–**	**–**	**–**
		2022	–	84.07	–	–	–	–
	Debentures issued to parties	**2023**	**–**	**54.71**	**–**	**–**	**–**	**–**
		2022	–	54.71	–	–	–	–

41. 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 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/Post-employment benefit plans
	Inter corporate deposits given....	**2023**	**–**	**742.58**	**0.38**	**–**	**–**	**–**
		2022	–	100.92	–	–	–	–
	Inter corporate deposits /loan taken.....	**2023**	**200.21**	**24.69**	**–**	**2.59**	**–**	**–**
		2022	200.90	17.55	–	–	–	–
14.	Security deposit paid.....	**2023**	**0.02**	**–**	**–**	**–**	**–**	**–**
		2022	0.02	0.89	–	–	–	–
15.	Advances given.....	**2023**	**–**	**1.18**	**–**	**–**	**–**	**–**
		2022	–	–	–	–	–	–
16	Guarantees given outstanding	**2023**	**553.66**	**–**	**–**	**–**	**–**	**–**
		2022	521.98	42.25	–	–	–	–

* denotes amounts less than Rs. 50,000.

\# In addition, Mr. Anand G. Mahindra is entitled to the Benefits under the Special Post Retirement Benefit Scheme

** includes sitting fees and commission paid/payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a partner.

42. 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.

42. Segment Information (contd.)

Information regarding the Group's reportable segments is presented below:

Rupees crores

Particulars	Automotive	Farm Equipment	Financial Services	Real Estate	Hospitality	Others	Total	Eliminations	Consolidated Total
Revenue									
External Revenue	**59,502.69**	**31,690.61**	**12,554.28**	**614.27**	**2,524.84**	**14,381.86**	**1,21,268.55**	**—**	**1,21,268.55**
	36,705.85	26,828.22	11,209.23	393.30	2,058.69	12,975.28	90,170.57	—	90,170.57
Inter Segment Revenue	**311.89**	**337.56**	**—**	**2.22**	**0.51**	**2,891.54**	**3,543.72**	**(3,543.72)**	**—**
	306.77	231.34	—	3.98	0.56	2,132.97	2,675.62	(2,675.62)	—
Total Revenue	**59,814.58**	**32,028.17**	**12,554.28**	**616.49**	**2,525.35**	**17,273.40**	**1,24,812.27**	**(3,543.72)**	**1,21,268.55**
	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
Result									
Segment result before exceptional items	**3,651.15**	**4,212.32**	**2,789.04**	**(100.84)**	**200.66**	**716.51**	**11,468.84**	**18.09**	**11,486.93**
	1,253.78	3,890.71	1,403.64	(80.55)	99.42	664.59	7,231.59	20.50	7,252.09
Add/(less): Exceptional items allocated to Segments	**(983.66)**	**(78.73)**	**(56.06)**	**—**	**—**	**(13.28)**	**(1,131.73)**	**—**	**(1,131.73)**
	(139.47)	(68.36)	—	—	—	—	(207.83)	—	(207.83)
Segment result after exceptional items	**2,667.49**	**4,133.59**	**2,732.98**	**(100.84)**	**200.66**	**703.23**	**10,337.11**	**18.09**	**10,355.20**
	1,114.31	3,822.35	1,403.64	(80.55)	99.42	664.59	7,023.76	20.50	7,044.26
Share of profit/(loss) of equity accounted investees (net)									**1,505.44**
									1,855.79
Reconciliation to Profit/(Loss) after tax									
1. Unallocable corporate income, net of expenses									**46.14**
									48.68
2. Interest expenses not allocable to segments									**(750.07)**
									(625.45)
3. Interest income not allocable to segments									**522.27**
									416.49
4. Exceptional Items unallocable to Segments									**2,381.25**
									622.00
Profit before tax									**14,060.23**
									9,361.77
Tax expense									**(2,685.75)**
									(2,108.76)
Profit after tax									**11,374.48**
									7,253.01
Out of total external revenue above:-								**2023**	2022
- From contract with customers (as defined under Ind AS 115)								**1,07,940.23**	78,333.23
- From financial services								**12,152.00**	10,923.82
- Others								**1,176.32**	913.52
Total								**1,21,268.55**	90,170.57

42. Segment Information (contd.)

Rupees crores

Particulars	Automotive	Farm Equipment	Financial Services	Real Estate	Hospitality	Others	Total	Eliminations	Consolidated Total
Other information:									
Depreciation and Amortisation expense.....	**2,676.29**	**575.19**	**212.89**	**12.20**	**290.01**	**554.88**	**4,321.46**	**—**	**4,321.46**
	2,098.60	459.55	151.99	6.59	270.75	482.12	3,469.60	—	3,469.60
Impairment expense.....	**983.66**	**78.73**	**56.06**	**—**	**—**	**13.28**	**1,131.73**	**—**	**1,131.73**
	139.47	68.36	—	—	—	—	207.83	—	207.83
Additions to non-current assets.....	**3,599.11**	**998.51**	**412.13**	**11.92**	**216.89**	**1,035.26**	**6,273.82**	**—**	**6,273.82**
	2,752.46	881.47	297.76	13.36	156.39	1,896.71	5,998.15	—	5,998.15

Notes:

(i) Additions to non-current assets comprises of capital expenditure on property, plant and equipment, intangible assets including those under development and capital advances.

(ii) 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

Particulars	Automotive	Farm Equipment	Financial Services	Real Estate	Hospitality	Others	Total	Eliminations	Consolidated Total
Segment Assets.....	**31,116.05**	**16,906.92**	**95,191.21**	**2,229.05**	**6,780.08**	**13,822.07**	**1,66,045.38**	**—**	**1,66,045.38**
	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
Segment Liabilities.....	**19,376.23**	**8,473.10**	**85,804.94**	**1,175.66**	**7,957.93**	**4,705.63**	**1,27,493.49**	**—**	**1,27,493.49**
	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
Reconciliation of segment assets to total assets:									
Segment Assets.....									**1,66,045.38**
									1,38,566.65
Unallocable Assets.....									**39,846.39**
									35,546.15
Total Assets.....									**2,05,891.77**
									1,74,112.80

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.....									**1,27,493.49**
									1,01,263.38
Unallocable Liabilities.....									**11,316.17**
									16,024.16
Total Liabilities.....									**1,38,809.66**
									1,17,287.54

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.

42. Segment Information (contd.)

Geographical information

The Group operates in principal geographical areas - India (country of domicile), and Overseas. The Group's revenue from operations from external customers and information about its non-current assets by geographical location are detailed below:

Rupees crores

Particulars	For the year Ended 31st March,						As at 31st March,	
	2023			2022			2023	2022
	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	**90,954.32**	**13,179.86**	**1,04,134.18**	62,831.04	11,667.69	74,498.73	**32,180.66**	33,729.02
Overseas	**16,985.91**	**148.46**	**17,134.37**	15,502.19	169.65	15,671.84	**3,354.39**	2,935.44
Total	**1,07,940.23**	**13,328.32**	**1,21,268.55**	78,333.23	11,837.34	90,170.57	**35,535.05**	36,664.46

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 non-current assets (Non-financial).

Information about major customers

During the year ended 31st March, 2023 and 2022 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.

43. 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 or

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.

43. Employee Stock Option Plan (contd.)

Summary of stock options

Particulars	No. of stock options	Weighted average exercise price (Rs.)
Options outstanding on 1st April, 2022	59,16,500	4.66
Options granted during the year	12,79,379	5.00
Options forfeited/lapsed during the year	3,02,061	4.44
Options exercised during the year	11,80,694	4.09
Options outstanding on 31st March, 2023	57,13,124	3.67
Options vested but not exercised on 31st March, 2023	20,32,636	4.36

Average share price on the date of exercise of the options are as under:

Date of exercise	Weighted average share price (Rs.)
01st April, 2022 to 21st March, 2023	1,217.04

Information in respect of options outstanding as at 31st March, 2023

Range of exercise price	Number of options	Weighted average remaining life
Rs. 2.50	5,07,253	1.87 years
Rs. 5.00	52,05,871	4.58 years

The fair values of options granted during the year are as follows:

Grant Date	No. of years vesting	Fair value per options
27th May, 2022	3 years	Rs. 886.37
04th August, 2022	4 years	Rs. 1201.91
10th November, 2022	3 years	Rs. 1294.00
10th February, 2023	2 years	Rs. 1320.57
* 23rd February, 2023	2 - 5 years	Rs. 1275.83

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated				
	27th May, 2022 (3 years vesting)	04th August, 2022 (4 years vesting)	10th November, 2022 (3 years vesting)	10th February, 2023 (2 years vesting)	* 23rd February, 2023 (2 - 5 years vesting)
Risk free interest rate (%)	6.73%	6.90%	7.11%	7.28%	6.80% - 7.02%
Expected life (in years)	4 years	4 years	4 Years	6 Years	0.55 - 5.36 Years
Expected volatility (%)	37.59%	36.07%	37.34%	33.23%	33.62% - 46.04%
Expected dividend yield (%)	1.24%	0.92%	0.86%	0.64%	0.96%
Exercise Price (Rs.)	5	5	5	5	5
Stock Price (Rs.)	886.37	1201.91	1294.00	1320.57	1275.83

* pursuant to MEML merger

44. 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. 3,646.89 crores** before tax (2022: Rs. 2,024.67 crores before tax).

(ii) Other matters (excluding claims where amounts are not ascertainable): **Rs. 567.14 crores** before tax (2022: Rs. 448.46 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. 2,098.42 crores** (2022: Rs. 1,230.78 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. 740.59 crores** (2022: Rs. 683.43 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, 2023 is **Rs. 2,926.43 crores** (2022: Rs. 2,150.66 crores) and other commitment as at 31st March, 2023 is **Rs. 631.45 crores** (2022: Rs. 477.76 crores).

45. 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. 858.48 crores** (2022: Rs. 909.52 crores).

46. Regulatory order

A subsidiary of the Company has received an order ('the Order') from National Financial Reporting Authority ('NFRA') on 29th March, 2023 wherein NFRA has made certain observations on identification of operating segments by the subsidiary in compliance with requirements of Ind AS 108 and the Subsidiary's existing accounting policy for recognition of revenue on straight-line basis over the membership period. The Subsidiary is in the process of conducting the review as required by the Order.

As at 31st March, 2023, the management of the subsidiary has assessed the application of its accounting policies relating to segment disclosures and revenue recognition. Basis the current assessment by the subsidiary after considering the information available as on date, the existing accounting policies, practices and disclosures are in compliance with the respective Ind AS and accordingly have been applied by the subsidiary in the preparation of its financial statements.

47. 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	76.92%	43,356.73	63.69%	6,548.64	43.66%	(74.24)	64.03%	6,474.40
SUBSIDIARIES								
Indian								
Mahindra Heavy Engines Limited	1.33%	749.92	0.67%	68.81	-0.27%	0.46	0.69%	69.27
NBS International Limited	0.02%	9.67	0.05%	5.58	-0.02%	0.04	0.06%	5.62
Gromax Agri Equipment Limited	0.08%	47.72	-0.02%	(2.30)	-0.02%	0.04	-0.02%	(2.26)
Mahindra Agri Solutions Limited	-0.04%	(20.48)	-0.69%	(71.07)	-0.19%	0.33	-0.70%	(70.74)
Mahindra Fruits Private Limited	0.00%	0.11	0.00%	(0.10)	0.00%	–	0.00%	(0.10)
Mahindra HZPC Private Limited	0.01%	3.42	0.01%	1.04	0.00%	–	0.01%	1.04
Mahindra EPC Irrigation Limited (Consolidated)	0.29%	163.41	-0.12%	(12.24)	-0.17%	0.29	-0.12%	(11.95)
Kota Farm Services Limited	0.00%	(0.31)	0.00%	–	0.00%	–	0.00%	–
Bristlecone India Limited	0.22%	124.31	0.33%	33.44	0.53%	(0.90)	0.32%	32.54
Mahindra & Mahindra Financial Services Limited (Consolidated)	32.93%	18,560.09	20.16%	2,072.40	19.78%	(33.63)	20.16%	2,038.77
Mahindra Accelo Limited (Formerly known as Mahindra Intertrade Limited) (Consolidated)	1.58%	889.89	1.25%	128.08	1.72%	(2.93)	1.24%	125.15
Mahindra Consulting Engineers Limited (upto 16th March, 2023)	0.00%	–	0.00%	0.14	-0.11%	0.18	0.00%	0.32
Mahindra Lifespace Developers Limited (Consolidated)	3.20%	1,805.77	0.99%	101.41	-0.05%	0.09	1.00%	101.50
Mahindra Holidays & Resorts India Limited	-0.18%	(100.99)	1.54%	158.58	-0.52%	0.88	1.58%	159.46
Mahindra Hotels and Residences India Limited	0.00%	(1.36)	-0.01%	(1.18)	0.00%	–	-0.01%	(1.18)
Gables Promoters Private Limited	0.11%	62.62	0.03%	3.27	0.00%	–	0.03%	3.27
Mahindra Holidays & Resorts India Limited ESOP Trust	0.01%	8.43	0.00%	0.16	0.00%	–	0.00%	0.16
Mahindra Holdings Limited	5.08%	2,863.73	4.38%	450.28	0.00%	–	4.45%	450.28
Mahindra Namaste Limited (upto 16th March, 2023)	0.00%	–	0.00%	0.17	0.00%	–	0.00%	0.17

47. 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 Integrated Business Solutions Private Limited	0.33%	184.51	0.26%	26.90	1.43%	(2.43)	0.24%	24.47
Mahindra Susten Private Limited (upto 22nd December, 2022)	0.00%	–	0.28%	28.76	0.00%	–	0.28%	28.76
Mahindra Teqo Private Limited	0.05%	26.05	0.08%	8.03	0.00%	–	0.08%	8.03
Mahindra Renewables Private Limited (upto 22nd December, 2022)	0.00%	–	0.26%	26.57	0.00%	–	0.26%	26.57
Mega Suryaurja Private Limited (upto 22nd December, 2022)	0.00%	–	-0.16%	(16.30)	0.00%	–	-0.16%	(16.30)
Neo Solren Private Limited (upto 22nd December, 2022)	0.00%	–	0.00%	0.44	0.00%	–	0.00%	0.44
Astra Solren Private Limited (upto 22nd December, 2022)	0.00%	–	0.07%	7.66	0.00%	–	0.08%	7.66
Mahindra Two Wheelers Limited	0.43%	241.05	0.46%	46.83	-0.01%	0.01	0.46%	46.84
Mahindra Defence Systems Limited	0.81%	456.87	0.54%	56.01	0.00%	–	0.55%	56.01
Mahindra First Choice Wheels Limited (Consolidated)	0.32%	180.90	-1.09%	(111.83)	-0.06%	0.10	-1.10%	(111.73)
Mahindra eMarket Limited	0.00%	(0.98)	0.00%	(0.01)	0.00%	–	0.00%	(0.01)
M & M Benefit Trust	2.11%	1,189.45	0.85%	87.80	0.00%	–	0.87%	87.80
Mahindra & Mahindra ESOP Trust	1.11%	625.82	0.38%	39.51	0.00%	–	0.39%	39.51
Sunrise Initiatives Trust	0.03%	15.81	-0.07%	(7.08)	0.00%	–	-0.07%	(7.08)
Mahindra Construction Company Limited	-0.04%	(21.60)	0.01%	0.87	0.00%	–	0.01%	0.87
Officemartindia.com Limited	0.00%	(0.25)	0.00%	–	0.00%	–	0.00%	–
Mahindra & Mahindra Contech Limited	0.03%	18.03	0.01%	1.25	0.02%	(0.04)	0.01%	1.21
Trringo.com Limited	0.00%	1.91	0.00%	(0.19)	0.00%	–	0.00%	(0.19)
Mahindra Airways Limited	0.11%	60.67	-0.02%	(1.61)	0.00%	–	-0.02%	(1.61)
Mahindra Consulting Engineers Limited ESOP Trust (upto 16th March, 2023)	0.00%	–	0.01%	1.46	0.00%	–	0.01%	1.46
Mahindra Logistics Limited (Consolidated)	1.08%	606.79	0.19%	19.95	-0.69%	1.17	0.21%	21.12

47. 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 Waste to Energy Solutions Limited	0.03%	15.90	-0.04%	(3.68)	0.00%	–	-0.04%	(3.68)
Mahindra Telecom Energy Management Services Limited	0.12%	69.64	0.00%	0.02	0.00%	–	0.00%	0.02
Martial Solren Private Limited (upto 22nd December, 2022)	0.00%	–	0.00%	(0.03)	0.00%	–	0.00%	(0.03)
Mahindra Solarize Private Limited	0.07%	40.25	0.02%	2.18	-0.01%	0.01	0.02%	2.19
Brightsolar Renewable Energy Private Limited (upto 22nd December, 2022)	0.00%	–	0.00%	0.08	0.00%	–	0.00%	0.08
Merakisan Private Limited (upto 7th September, 2022)	0.00%	–	0.00%	–	0.00%	–	0.00%	–
Swaraj Engines Limited (w.e.f. 28th September, 2022)	0.82%	460.50	0.51%	52.02	0.98%	(1.66)	0.50%	50.36
Mahindra Telephonics Integrated Systems Limited (w.e.f. 17th June, 2022)	0.00%	0.39	0.01%	0.94	0.00%	–	0.01%	0.94
M.I.T.R.A Agro Equipments Private Limited (w.e.f. 17th March, 2023)	0.06%	34.50	0.00%	–	0.00%	–	0.00%	–
Emergent Solren Private Limited (w.e.f 9th November, 2022)	0.00%	0.01	0.00%	(0.04)	0.00%	–	0.00%	(0.04)
Mahindra Electric Automobile Limited (w.e.f. 25th October, 2022)	2.61%	1,468.93	-0.01%	(0.56)	0.00%	–	-0.01%	(0.56)
Guestline Hospitality Management and Development Services Limited (w.e.f 2nd December, 2022)	0.01%	5.13	0.00%	0.07	0.00%	–	0.00%	0.07
Resurgence Solarize Urja Private Limited (w.e.f. 29th August, 2022)	0.02%	9.77	0.00%	(0.21)	0.00%	–	0.00%	(0.21)
Mahindra Holidays & Resorts Harihareshwar Limited (w.e.f. 23rd August, 2022)	0.00%	0.04	0.00%	(0.01)	0.00%	–	0.00%	(0.01)
Mahindra Aerospace Private Limited (Consolidated) (w.e.f. 29th March 2023)	0.36%	201.54	0.00%	–	0.00%	–	0.00%	–
Foreign								
Mahindra Automotive Australia Pty. Limited	0.07%	36.77	0.17%	17.76	0.27%	(0.46)	0.17%	17.30
Mahindra Europe S.r.l.	0.03%	14.85	0.02%	1.72	-0.51%	0.86	0.03%	2.58

47. 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 & Mahindra South Africa (Proprietary) Limited	0.16%	91.75	0.31%	31.40	5.84%	(9.93)	0.21%	21.47
Mahindra Tractor Assembly, Inc. (upto 21st October, 2022)	0.00%	–	0.12%	12.12	7.57%	(12.87)	-0.01%	(0.75)
Mahindra USA Inc.	-0.08%	(43.83)	0.61%	62.66	7.67%	(13.04)	0.49%	49.62
Bristlecone Limited	-0.13%	(73.41)	0.00%	(0.44)	10.16%	(17.27)	-0.18%	(17.71)
Bristlecone Inc.	0.12%	70.12	0.20%	20.24	-4.52%	7.69	0.28%	27.93
Bristlecone Consulting Limited	0.01%	3.17	0.00%	0.29	0.00%	–	0.00%	0.29
Bristlecone International AG	0.04%	20.23	0.01%	0.75	-1.06%	1.80	0.03%	2.55
Bristlecone UK Limited	0.01%	6.27	0.00%	0.17	-0.10%	0.17	0.00%	0.34
Bristlecone (Malaysia) Sdn. Bhd.	0.00%	1.86	0.00%	0.02	-0.04%	0.06	0.00%	0.08
Bristlecone Singapore Pte. Limited	0.02%	10.39	0.00%	0.18	-0.59%	1.00	0.01%	1.18
Bristlecone GmbH	0.09%	51.52	0.02%	2.04	-1.74%	2.96	0.05%	5.00
Bristlecone Internacional Costa Rica Limited	0.00%	0.82	0.00%	–	0.00%	–	0.00%	–
Heritage Bird (M) Sdn Bhd	0.00%	0.92	0.00%	0.35	0.00%	–	0.00%	0.35
MH Boutique Hospitality Limited	-0.01%	(4.64)	0.00%	(0.23)	0.00%	–	0.00%	(0.23)
Infinity Hospitality Group Company Limited	0.01%	4.11	-0.01%	(0.83)	0.00%	–	-0.01%	(0.83)
MHR Holdings (Mauritius) Limited	-0.18%	(103.74)	-0.09%	(9.71)	0.00%	–	-0.10%	(9.71)
Covington S.à r.l	0.04%	20.22	-0.11%	(10.87)	0.00%	–	-0.11%	(10.87)
Arabian Dreams Hotel Apartments LLC	0.01%	3.74	0.02%	1.67	-0.12%	0.20	0.02%	1.87
Holiday Club Resort Oy (Consolidated)	0.40%	224.46	-0.01%	(0.82)	-7.13%	12.12	0.11%	11.30
Mahindra Overseas Investment Company (Mauritius) Limited	-1.57%	(885.45)	-1.43%	(147.12)	103.48%	(175.95)	-3.20%	(323.07)
Mahindra Emirates Vehicle Armouring FZ-LLC (Consolidated)	0.06%	35.28	0.03%	3.52	-1.52%	2.58	0.06%	6.10
Mahindra Racing UK Limited	0.02%	12.76	0.28%	28.91	-0.55%	0.94	0.30%	29.85

47. 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 Two Wheelers Europe Holdings S.a r.l	0.00%	(0.03)	-5.61%	(576.72)	14.64%	(24.89)	-5.95%	(601.61)
Peugeot Motocycles S.A.S. (Consolidated) (upto 31st January, 2023)	0.00%	–	-0.94%	(96.40)	-2.46%	4.18	-0.91%	(92.22)
Mitsubishi Mahindra Agricultural Machinery Co. Ltd (Consolidated)	0.39%	222.16	0.08%	8.20	0.46%	(0.79)	0.07%	7.41
Mahindra West Africa Ltd (Liquidated on 4th January, 2023)	0.00%	–	0.00%	–	0.02%	(0.03)	0.00%	(0.03)
Mahindra Mexico S. de. R. L (Under Liquidation)	-0.02%	(11.01)	0.00%	–	1.06%	(1.80)	-0.02%	(1.80)
Bristlecone Middle East DMCC	0.02%	9.30	0.00%	0.22	-0.80%	1.36	0.02%	1.58
Mahindra do Brasil Industrial Ltda	0.20%	112.95	0.85%	87.55	-1.78%	3.02	0.90%	90.57
OFD Holding BV (Consolidated) (upto 20th April, 2022)	0.00%	–	0.00%	–	8.97%	(15.25)	-0.15%	(15.25)
Mahindra Automotive North America Inc. (Consolidated)	0.18%	100.56	-0.65%	(66.74)	-3.42%	5.81	-0.60%	(60.93)
Erkunt Sanayi A.S.	0.93%	522.87	0.11%	11.12	33.54%	(57.02)	-0.45%	(45.90)
Erkunt Traktor Sanayii A.S	0.91%	510.61	0.47%	48.34	16.26%	(27.65)	0.20%	20.69
Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V. (Liquidated on 28th February, 2023)	0.00%	–	0.07%	7.41	1.04%	(1.77)	0.06%	5.64
Automobili Pininfarina GmbH (Consolidated)	-0.08%	(43.90)	-3.13%	(321.88)	3.33%	(5.67)	-3.24%	(327.55)
Mahindra Automotive Mauritius Limited	-0.26%	(145.52)	-2.58%	(265.11)	0.00%	–	-2.62%	(265.11)
Mahindra Bangladesh Private Limited (Liquidated on 14th March, 2023)	0.00%	–	0.00%	(0.08)	0.00%	–	0.00%	(0.08)
MSPL International DMCC (upto 22nd December, 2022)	0.00%	–	0.00%	(0.04)	-0.36%	0.61	0.01%	0.57
Sampo Rosenlew Oy (w.e.f. 22nd July, 2022)	0.01%	5.44	-0.46%	(47.01)	2.02%	(3.44)	-0.50%	(50.45)
Associates (Investment as per the equity method)								
Indian								
Swaraj Engines Limited (upto 27th September, 2022)	0.00%	–	0.25%	26.19	0.00%	–	0.26%	26.19

47. 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
Tech Mahindra Limited (Consolidated)	13.98%	7,877.50	13.26%	1,362.91	-50.82%	86.41	14.33%	1,449.32
Mahindra CIE Automotive Limited (Consolidated)	0.29%	163.15	-0.05%	(4.96)	-6.35%	10.79	0.06%	5.83
PSL Media & Communications Limited	0.00%	1.05	0.00%	0.02	0.00%	–	0.00%	0.02
Brainbees Solutions Private Limited (Consolidated)	0.76%	425.98	-0.56%	(57.92)	-0.31%	0.53	-0.57%	(57.39)
Medwell Ventures Private Limited (Consolidated)	0.03%	14.48	0.00%	–	0.00%	–	0.00%	–
ReNew Sunlight Energy Private Limited	0.02%	13.80	0.00%	(0.25)	0.00%	–	0.00%	(0.25)
Great Rocksport Private Limited (w.e.f. 16th April, 2022)	0.01%	5.43	0.01%	0.79	-0.01%	0.01	0.01%	0.80
Foreign								
CIE Automotive S.A. (Consolidated)	1.42%	802.48	1.92%	197.47	-20.57%	34.97	2.30%	232.44
PF Holdings B.V. (Consolidated)	0.20%	109.93	-0.21%	(21.36)	-3.62%	6.15	-0.15%	(15.21)
Resson Aerospace Corporation	0.01%	7.53	-0.01%	(0.79)	-2.80%	4.76	0.04%	3.97
The East India Company Group Ltd BVI (Consolidated)	0.00%	–	0.00%	–	0.00%	–	0.00%	–
Joint Ventures (Investment as per the equity method)								
Indian								
Sanyo Special Steel Manufacturing India Private Limited (formerly known as Mahindra Sanyo Special Steel Private Limited)	0.03%	15.87	-0.06%	(6.34)	-0.86%	1.47	-0.05%	(4.87)
Mahindra Aerospace Pvt Limited (Consolidated) (upto 28th March, 2023)	0.00%	–	-0.14%	(14.14)	0.26%	(0.44)	-0.14%	(14.58)
Mahindra Susten Private Limited (w.e.f 23rd December, 2022)	2.27%	1,278.89	0.18%	18.61	-2.06%	3.50	0.22%	22.11
Mahindra Telephonics Integrated Systems Limited (upto 16th June, 2022)	0.00%	–	0.00%	–	0.00%	–	0.00%	–

47. 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
Classic Legends Private Limited (Consolidated)	0.16%	89.80	-0.94%	(97.04)	-0.68%	1.15	-0.95%	(95.89)
M.I.T.R.A Agro Equipments Private Limited (upto 16th March, 2023)	0.00%	–	0.01%	1.53	0.00%	–	0.02%	1.53
Carnot Technologies Private Limited	0.01%	7.63	0.02%	2.36	0.04%	(0.07)	0.02%	2.29
Smartshift Logistics Solution Private Limited (Consolidated)	0.24%	137.12	-0.45%	(45.86)	0.00%	–	-0.45%	(45.86)
Mahindra Summit Agriscience Limited	0.03%	14.69	-0.44%	(45.16)	0.00%	–	-0.45%	(45.16)
Marvel Solren Private Limited (upto 22nd December, 2022)	0.00%	–	0.00%	–	0.00%	–	0.00%	–
Aquasail Distribution Company Private Limited	0.00%	0.51	0.00%	–	0.00%	–	0.00%	–
New Delhi Centre for Sight Limited (Consolidated)	0.16%	90.37	0.08%	7.73	0.00%	–	0.08%	7.73
Foreign								
Mahindra-BT Investment Company (Mauritius) Limited	0.18%	103.17	0.02%	2.22	1.81%	(3.07)	-0.01%	(0.85)
Sampo Rosenlew Oy (upto 21st July, 2022)	0.00%	–	-0.09%	(9.00)	0.00%	–	-0.09%	(9.00)
Zoomcar Inc. (Consolidated)	0.00%	–	0.00%	–	0.00%	–	0.00%	–
Mahindra Ideal Lanka (Private) Limited	0.01%	3.22	-0.01%	(1.44)	0.21%	(0.35)	-0.02%	(1.79)
Non controlling Interest	-19.01%	(10,716.32)	-10.63%	(1,092.98)	-9.97%	16.96	-10.64%	(1,076.02)
Consolidation adjustments and Inter Company Eliminations	-34.20%	(19,276.40)	14.64%	1,505.36	-59.93%	101.90	15.90%	1,607.26
Total	100.00%	56,365.79	100.00%	10,281.50	100.00%	(170.03)	100.00%	10,111.47

48. 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					
Argus Media Private Limited	–	*	–	–	–
Asmita Fire Safety Private Limited	*	–	–	–	–
Babace Pneumatics Private Limited	–	*	–	–	–
Badri Sarraf Finance And Mutual Benefit Company Limited	–	–	796	–	–
Baux Arch Tech Private Limited	–	*	–	–	–
Beauty Xl India Private Limited	*	–	–	–	–
Bkg Securities Limited	–	–	32	–	–
C Cube Sports Private Limited	–	0.01	–	–	–
Chowdhary Motors Private Limited	0.17	–	–	–	–
Country Inn & Suites By Carlson (A U)	*	–	–	–	–
Diamond Automobiles Private Limited	–	0.04	–	–	–
Dimension Data India Private Limited	–	0.03	–	–	–
Dimensions Engineering Technologies Private Limited	–	–	–	*	–
Dreams Comtrade Private Limited	–	–	2	–	–
East West Power Genset Private Limited	–	*	–	–	–
Elegant Finvest Private Limited	–	–	4	–	–
Enffluence Technologies Limited	–	0.02	–	–	–
Frontline Corporate Finance Limited	–	–	1,944	–	–
Garlick Designing And Consultancy Private Limited	–	–	264	–	–
Greenair Engg. Solutions Private Limited	*	–	–	–	–
H.K. Exports Private Limited	–	–	700	–	–
Hanaro Hospitality Private Limited	–	*	–	–	–
Hbn Homes Colonisers Private Limited	*	–	–	–	–
Heeraraj R&D And Automations Private Limited	*	–	–	*	–
High Calibre Cnc Centre Private Limited	0.07	–	–	–	–
Horizon Staffing And Technical Solutions Private Limited	*	–	–	–	–
Horizon Staffing Solutions Private Limited	*	–	–	–	–
Hudson Engineering Industries Private Limited	–	–	1,200	–	–
Jagat Trading Enterprises Limited	–	–	100	–	–
Jaipal Consultancy Private Limited	–	–	1	–	–
Janardana Investments Private Limited	–	–	12	–	–
Joseph Cardijn Auto Services Private Limited	*	*	–	–	–
K S Furniture Makers Private Limited	–	0.02	–	–	–
Kamla Landmarc Cars Private Limited	–	*	–	–	–
Leela Trade Link Private Limited	*	–	–	–	–
Lektronix India Private Limited	*	–	–	–	–
Loni Corporate Training Private Limited	–	–	–	*	–

48. Transaction with Struck off Companies (contd.)

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
Magnate Leasing And Finance Private Limited	–	–	104	–	–
Maptronicz Technologies Private Limited	–	*	–	–	–
Midwest Mutual Fund Limited	–	–	192	–	–
Niche Events And Promotions Private Limited	0.04	–	–	–	–
Nttf Industries Private Limited	*	–	–	–	–
Oxford Automotive Private Limited	*	–	–	–	–
Pals Specalised Tooling System Private Limited	–	–	–	*	–
Popular Stock And Share Services Private Limited	–	–	1,328	–	–
Positive Leasing And Finance Private Limited	–	–	1,232	–	–
Purushothama Investments Private Limited	–	–	20	–	–
R.S. Ajit Singh & Co	0.01	–	–	–	0.01
Rajpal Control Systems Private Limited	–	–	160	–	–
Ray Shield Technology Private Limited	–	0.01	–	–	–
Right View Audio Visual Private Limited	–	*	–	–	–
Rishiroop Polymers Pvt. Ltd. (Trnsfr)	–	–	6,715	–	–
Robomatrix Automation & Solutions Private Limited	0.03	–	–	–	–
Rofin Baasel Laser India Private Limited	*	–	–	–	–
S J N Industries	*	–	–	–	–
Safna Consultancy Private Limited	–	–	800	–	–
Sahil Genset Sales Private Limited	–	*	–	–	–
Sartaj Mega Project India Private Limited	*	*	–	–	–
Serene Paints & Colors Private Limited	–	0.01	–	–	–
Shalaka Technologies Private Limited	–	0.07	–	–	–
Shivraj Oils Private Limited	–	–	–	*	–
Sincere Securities Private Limited	–	–	16	–	–
Sindhudurg Investments Private Limited	–	–	400	–	–
Sirius Transtech Private Limited	–	0.01	–	–	–
Suviron Products Private Limited	–	–	80	–	–
Technosteel Commercial Kitchen Equipments Private Limited	0.01	–	–	–	–
The India Sugar Agencies Private Limited	–	–	80	–	–
Think Creative Communications Private Limited	–	*	–	–	–
Ti Tsubamex Private Limited	–	0.01	–	–	–
Vennela And Venket Saai Projects India Private Limited	*	–	–	–	–
Versatile Options And Solutions Private Limited	–	0.02	–	–	–
Welcome Telecom Private Limited	–	*	–	–	–

48. Transaction with Struck off Companies (contd.)

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 First Choice Wheels Limited					
Elite Enterprises	–	–	–	0.02	–
Acme D' Ace Marketing Solutions	–	–	–	0.01	*
Mahindra Two Wheelers Limited					
Sanwaliya Motors Private Limited	–	–	–	–	0.01
Rampadarath Singh Motors Private Limited	*	–	–	–	–
Gap Automodi Private Limited	0.01	–	–	–	–
R. S. Ajit Singh & Co. (Automotives) Private Limited	*	–	–	–	–
Sivsakthi Automobiles Private Limited	*	–	–	–	–
Mud Flap Technologies Private Limited	–	–	–	–	*
Mahindra Logistics Limited					
Efcee Sarovar Portico	*	–	–	–	–
Keller Ground Engineering India Private Limited	*	–	–	–	–
Golden Tulip	*	–	–	–	–
Sundharams Private Limited	0.01	1.01	–	–	–
Oswal Denims	*	–	–	–	–
Ge Global Servicing Private Limited	*	–	–	–	–
G.S.T Corporation Limited	*	–	–	–	–
Dana India Private Limited	*	–	–	–	–
Adsare Hotels Private Limited	*	–	–	–	–
Ride Car Zone Private Limited	*	–	–	–	–
T.R. Travels Private Limited	*	–	–	–	–
M Y Transport Company Private Limited	–	0.17	–	–	–
Balaji Translogistic Private Limited	–	0.01	–	–	–
Fountainhead Lifestyle Private Limited	–	0.01	–	–	–
Shraddha Logistics Private Limited	–	0.01	–	–	–
Abc Legal Consultation	–	0.10	–	–	–
O-Links Technology Private Limited	–	*	–	–	–
Konect Infonet Private Limited	–	*	–	–	–
Shine Freight Systems India Private Limited	–	0.01	–	–	–
Jatayu Logistics Private Limited	–	*	–	–	–
Trimurty Tourism Private Limited	–	*	–	–	–
Purwanchal Tours And Travels Private Limited	–	*	–	–	–
Swiss Cabs India Private Limited	–	0.01	–	–	–

48. Transaction with Struck off Companies (contd.)

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
S K S Automobiles India Private Limited	–	*	–	–	–
Sst Concierge Private Limited	–	*	–	–	–
Pace Micro Technology (India) Limited	–	–	–	–	*
Jayem Automotives Private Limited	–	–	–	–	0.01
Oxon Healthcare Services Private Limited	–	–	–	0.03	–
Loginext Solutions Private Limited	–	–	–	*	–
Prajapati Logistics Private Limited	–	–	–	0.01	–
Mahindra & Mahindra Financial Services Ltd.					
Ashwani Enterprises Private Limited	0.04	–	–	–	–
Cocowings Enterprises Private Limited	0.03	–	–	–	–
Mansarovar India Aqua Beverages Private Limited	0.01	–	–	–	–
Sathesri Agro Products Private Limited	0.06	–	–	–	–
Brilliant Risie Private Limited	0.07	–	–	–	–
Alcrooks And Cook Private Limited	*	–	–	–	–
Om Dhar Engineering Private Limited	*	–	–	–	–
Kiran Enviro-Tech Energy Private Limited	0.02	–	–	–	–
Garhwal Aircon Services Private Limited	0.07	–	–	–	–
Igi Corporation Private Limited	*	–	–	–	–
Mra Refino Private Limited	0.02	–	–	–	–
GR Auditya Renewable Energies Private Limited	0.06	–	–	–	–
JCR Infrabuilt Private Limited	0.04	–	–	–	–
Novocon Solution Private Limited	*	–	–	–	–
Devine Devbuild Private Limited	*	–	–	–	–
Engineers Realty Private Limited	*	–	–	–	–
Puneeth Techno Projects Private Limited	0.03	–	–	–	–
Probus Infratech Private Limited	0.07	–	–	–	–
Atcom Infratech Private Limited	0.04	–	–	–	–
Goludev Infrastructure Private Limited	0.02	–	–	–	–
Ssng Business Private Limited	*	–	–	–	–
Navadhara Super Market Private Limited	*	–	–	–	–
Nirban Logistics Private Limited	*	–	–	–	–
Asvrj Logistic Private Limited	0.01	–	–	–	–
Spxpress Logistics Private Limited	0.07	–	–	–	–
Sltt India Private Limited	0.03	–	–	–	–
Dharaa Mobility Private Limited	*	–	–	–	–
Auto World Private Limited	0.83	–	–	–	–
Ra Globalcity Housing Private Limited	*	–	–	–	–

48. Transaction with Struck off Companies (contd.)

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
Arsh Buildwell Private Limited	*	–	–	–	–
Ashi Infraprojects And Associates Private Limited	*	–	–	–	–
Venhan Technologies Private Limited	0.18	–	–	–	–
Sambodhi Tech Solutions Private Limited	0.13	–	–	–	–
Czone Engineers Private Limited	0.05	–	–	–	–
M/S. Ashwa Arts Private Limited	0.01	–	–	–	–
Console Cargo Logistics Services (I) Private Limited	0.07	–	–	–	–
Zafcon Engineering Private Limited	0.04	–	–	–	–
Xperto Marketing Solution Private Limited	*	–	–	–	–
Rama Tent House Private Limited	0.09	–	–	–	–
Millpond Human Resource Private Limited	0.06	–	–	–	–
4 Square Fitness Private Limited	0.02	–	–	–	–
Parvathi Life Sciences (OPC) Private Limited	0.01	–	–	–	–
Shiridi Srisai Solutions Private Limited	0.06	–	–	–	–
Devbhumi Aviation Private Limited	*	–	–	–	–
Vh Square Healthcare Private Limited	0.08	–	–	–	–
Shree Bio Crop India Private Limited	*				
Liance Consultant & Engineers Private Limited	–	*	–	–	–
Dreams Broking Private Limited	–	–	476	–	–
Unickon Fincap Private Limited	–	–	689	–	–
Efcee Sarovar Portico Div Leela Tradelink Private Limited	–	*	–	–	–
Xtechone Internet Solutions Private Limited	–	*	–	–	–

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.

49. Previous year's figures have been regrouped /reclassified where necessary.

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No : 101248W/W-100022

Venkataramanan Vishwanath
Partner
Membership No : 113156

Mumbai, 26th May, 2023

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
T. N. Manoharan (DIN - 01186248)
Haigreve Khaitan (DIN - 00005290)
Shikha Sharma (DIN - 00043265)
Nisaba Godrej (DIN - 00591503)
Muthiah Murugappan (DIN - 07858587)
Vijay Kumar Sharma (DIN - 02449088)
CP Gurnani (DIN - 00018234)

Anand G. Mahindra Chairman (DIN - 00004695)
Anish Shah Managing Director and CEO (DIN - 02719429)
Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023

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 as included in the Consolidated Financial Statements

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	115.52	1,095.10	345.18	68.49	1,465.55	87.29	18.48	68.81	95.16	100.00%
2	Mahindra Electric Automobile Limited	25/10/2022	INR	1.00	1,469.49	(0.56)	1,976.17	507.24	280.35	6.19	0.94	1.50	(0.56)	—	100.00%
3	NBS International Limited	05/02/2001	INR	1.00	44.55	(34.88)	77.67	68.00	—	401.42	5.58	—	5.58	—	100.00%
4	Mahindra Automotive Australia Pty. Limited	23/09/2008	AUD	55.23	25.27	11.52	254.55	217.76	—	287.09	25.61	7.82	17.79	—	100.00%
5	Mahindra Two Wheelers Limited	29/09/2008	INR	1.00	82.82	158.23	365.02	123.97	160.61	348.50	64.58	17.75	46.83	46.83	100.00%
6	Mahindra Europe S.r.l.	31/05/2005	EUR	89.64	12.74	2.15	77.22	62.33	—	111.10	2.47	0.63	1.84	—	100.00%
7	Mahindra and Mahindra South Africa (Proprietary) Limited	20/10/2004	ZAR	4.61	23.98	58.48	810.34	727.88	—	1,823.12	41.83	11.42	30.41	—	100.00%
8	Mahindra North American Technical Center, Inc.	18/12/2013	USD	82.19	530.29	(577.50)	150.77	197.98	—	270.54	(69.23)	—	(69.23)	—	100.00%
9	Mahindra Automotive North America Inc.	25/04/2017	USD	82.19	1,597.35	(162.70)	1,452.86	18.21	1,268.35	81.92	18.82	—	18.82	—	100.00%
10	Mahindra Vehicle Sales and Service Inc.	06/06/2017	USD	82.19	729.34	(757.40)	1.27	29.33	—	0.86	(17.98)	—	(17.98)	—	100.00%
11	Automobili Pininfarina GmbH	07/05/2018	EUR	89.64	1,778.44	(1,775.36)	192.63	189.55	0.33	75.44	(294.06)	1.95	(296.01)	—	100.00%
12	Automobili Pininfarina Americas Inc.	15/01/2019	USD	82.19	0.33	(0.26)	90.84	90.77	—	0.21	0.01	0.01	*	—	100.00%
13	Gromax Agri Equipment Limited	18/12/1999	INR	1.00	54.30	(6.58)	124.44	76.72	—	197.98	(2.29)	0.01	(2.30)	—	60.00%
14	Trringo.com Limited	23/05/2016	INR	1.00	27.46	(25.55)	2.16	0.25	—	*	(0.19)	—	(0.19)	—	100.00%
15	Mahindra USA Inc.	08/06/1994	USD	82.19	1,821.39	(1,587.26)	1,825.63	1,591.50	—	3,662.76	61.71	21.17	40.54	—	100.00%
16	Mahindra Mexico S. de. R. L €	08/08/2016	MXN	4.54	98.66	(109.72)	1.74	12.80	—	—	—	—	—	—	100.00%
17	Mahindra do Brasil Industrial Ltda	14/10/2016	BRL	16.13	98.38	13.81	302.68	190.49	—	478.33	122.32	32.12	90.20	—	100.00%
18	Erkunt Traktor Sanayii A.S. #	01/12/2017	TRY	4.28	188.40	65.58	758.94	504.96	65.86	1,009.50	101.96	(2.63)	104.59	—	100.00%
19	Erkunt Sanayi A.S. #	01/12/2017	TRY	4.28	6.47	181.71	467.51	279.33	7.29	1,101.68	85.93	9.23	76.70	—	98.69%
20	Sampo Rosenlew Oy	29/09/2020	EUR	89.64	4.74	26.80	402.11	370.57	31.10	463.40	(61.16)	—	(61.16)	—	100.00%
21	Swaraj Engines Limited	28/09/2022	INR	1.00	12.15	330.05	536.13	193.93	26.13	1,433.78	179.74	46.13	133.61	111.74	52.13%

Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (contd.)

Rupees crores

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22	Carnot Technologies Private Limited	17/03/2022	INR	1.00	0.17	10.28	14.15	3.70	—	23.82	3.19	(0.05)	3.24	—	73.00%
23	M.I.T.R.A Agro Equipments Private Limited	17/03/2023	INR	1.00	0.26	34.24	42.64	8.14	—	56.06	5.41	2.29	3.12	—	100.00%
24	Mahindra & Mahindra Financial Services Limited	30/09/1998	INR	1.00	246.72	16,842.19	96,216.55	79,127.64	9,988.62	11,056.09	2,698.07	713.75	1,984.32	741.32	52.24%
25	Mahindra Insurance Brokers Limited	07/04/2004	INR	1.00	10.31	522.90	682.25	149.04	149.50	426.51	46.05	11.61	34.44	3.61	41.79%
26	Mahindra Rural Housing Finance Limited	09/04/2007	INR	1.00	122.14	1,359.49	8,717.77	7,236.14	340.95	1,349.80	26.29	4.54	21.75	—	51.73%
27	Mahindra Manulife Investment Management Private Limited	20/06/2013	INR	1.00	382.94	(166.92)	248.94	32.92	97.21	44.12	(30.86)	—	(30.86)	—	51.00%
28	Mahindra Manulife Trustee Private Limited	25/04/2013	INR	1.00	0.98	0.35	1.40	0.07	1.27	0.81	0.16	0.02	0.14	—	51.00%
29	Mahindra Ideal Finance Limited	08/07/2021	LKR	0.25	49.61	24.09	228.60	154.90	11.92	50.03	3.98	1.72	2.26	—	30.40%
30	Mahindra Finance CSR foundation	02/04/2019	INR	1.00	*	0.02	0.03	0.01	—	0.20	(0.01)	—	(0.01)	—	52.24%
31	Mahindra Lifespace Developers Limited	30/03/2007	INR	1.00	154.67	1,458.09	3,155.81	1,543.05	762.64	628.12	150.56	(0.69)	151.25	35.63	51.28%
32	Mahindra Infrastructure Developers Limited	14/12/2001	INR	1.00	18.00	4.98	23.00	0.02	0.08	13.23	13.17	0.32	12.84	—	51.28%
33	Mahindra World City (Maharashtra) Limited	21/09/2005	INR	1.00	25.42	(10.04)	17.41	2.03	17.07	2.54	1.79	0.14	1.65	—	51.28%
34	Knowledge Township Limited	16/08/2007	INR	1.00	49.07	5.81	77.86	22.98	—	—	(0.05)	—	(0.05)	—	51.28%
35	Industrial Township (Maharashtra) Limited	02/07/2008	INR	1.00	5.00	(2.30)	2.71	0.02	—	0.03	0.02	0.01	0.01	—	51.28%
36	Anthurium Developers Limited	02/06/2010	INR	1.00	0.05	0.08	0.13	*	—	0.01	*	—	*	—	51.28%
37	Mahindra Industrial Park Private Limited	29/03/2013	INR	1.00	0.05	(2.77)	259.60	262.32	13.20	7.56	6.86	1.73	5.13	—	51.28%
38	Mahindra Water Utilities Limited	27/07/2015	INR	1.00	0.10	15.20	18.89	3.59	—	22.74	8.77	2.25	6.52	—	50.77%
39	Mahindra World City Developers Limited	22/09/2004	INR	1.00	20.00	116.66	779.94	643.28	102.00	177.40	20.35	(5.03)	25.38	—	45.64%
40	Mahindra World City Jaipur Limited	26/08/2005	INR	1.00	150.00	276.49	699.24	272.75	81.40	250.13	161.40	36.36	125.04	—	37.95%
41	Mahindra Bloomdale Developers Limited	03/06/2008	INR	1.00	0.05	(33.26)	285.25	318.47	—	53.89	(14.88)	—	(14.88)	—	51.28%
42	Mahindra Industrial Park Chennai Limited	22/12/2014	INR	1.00	170.00	3.71	321.44	147.73	—	205.62	10.23	3.30	6.93	—	30.77%

Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (contd.)

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43	Mahindra Homes Private Limited	30/03/2017	INR	1.00	0.88	218.05	443.45	224.52	3.04	16.10	0.23	(27.53)	27.76	—	37.63%
44	Mahindra Happinest Developers Limited	06/09/2017	INR	1.00	0.10	(32.44)	413.30	445.64	—	28.85	6.83	1.02	5.81	—	26.15%
45	Mahindra Knowledge Park Mohali Limited	07/05/2018	INR	1.00	*	(1.25)	*	1.25	—	—	*	—	*	—	23.67%
46	Deep Mangal Developers Private Ltd	28/11/2017	INR	1.00	6.42	(1.08)	5.40	0.06	*	*	(0.25)	—	(0.25)	—	51.28%
47	Moonshine Construction Private Ltd	28/11/2017	INR	1.00	*	(0.33)	*	0.33	—	—	(0.01)	—	(0.01)	—	51.28%
48	Mahindra Holidays & Resorts India Limited	28/03/2000	INR	1.00	200.70	545.05	7,014.30	6,268.55	649.68	1,305.56	214.06	55.48	158.58	—	67.18%
49	Mahindra Hotels and Residences India Limited	26/04/2007	INR	1.00	0.05	(1.41)	20.33	21.69	—	—	(1.18)	—	(1.18)	—	67.18%
50	Gables Promoters Private Limited	24/08/2012	INR	1.00	65.00	31.91	183.35	86.44	—	23.06	3.27	—	3.27	—	67.18%
51	Heritage Bird (M) Sdn. Bhd.	03/03/2008	MYR	18.65	0.56	0.35	8.31	7.40	—	1.34	0.54	0.17	0.37	—	67.18%
52	Infinity Hospitality Group Company Limited	05/11/2012	THB	2.41	36.17	(32.06)	48.38	44.27	—	6.80	(0.88)	—	(0.88)	—	49.71%
53	MH Boutique Hospitality Limited	02/11/2012	THB	2.41	2.41	(4.72)	9.18	11.49	9.16	—	(0.24)	—	(0.24)	—	32.92%
54	MHR Holdings (Mauritius) Limited	11/07/2014	EUR	89.64	1.30	(71.52)	769.51	839.73	207.81	13.19	(10.36)	—	(10.36)	—	67.18%
55	Covington S.a.r.l.	17/07/2014	EUR	89.64	0.12	178.87	737.75	558.76	608.51	2.10	(11.55)	0.05	(11.60)	—	67.18%
56	Guestline Hospitality Management and Development Services Limited	02/12/2022	INR	1.00	0.03	5.10	5.39	0.26	—	0.09	0.08	0.01	0.07	—	66.10%
57	Mahindra Holidays & Resorts Harihareshwar Limited	23/08/2022	INR	1.00	0.05	(0.01)	0.05	0.01	—	—	(0.01)	—	(0.01)	—	67.18%
58	Holiday Club Resort Oy	02/09/2015	EUR	89.64	107.20	190.34	972.25	674.71	23.86	1,067.88	(50.83)	—	(50.83)	—	67.18%
59	Kiinteistö Oy Rauhan Liikekiinteistöt 1 (formerly known as Supermarket Capri Oy)	02/09/2015	EUR	89.64	0.90	18.14	69.11	50.07	—	7.34	(1.08)	—	(1.08)	—	67.18%
60	Ownership Services Sweden Ab	02/09/2015	SEK	7.93	0.08	1.46	11.56	10.02	—	—	(0.01)	—	(0.01)	—	67.18%
61	Are Villa 3 AB	26/01/2018	SEK	7.93	0.04	3.61	3.69	0.04	—	—	*	—	*	—	67.18%
62	Holiday Club Sweden Ab Åre	02/09/2015	SEK	7.93	0.08	91.88	164.09	72.13	48.22	18.86	(3.64)	—	(3.64)	—	67.18%
63	Holiday Club Sport and Spahotels AB	01/12/2015	SEK	7.93	0.79	34.51	80.33	45.03	—	130.25	15.98	—	15.98	—	67.18%
64	Holiday Club Resort Rus LLC #	02/09/2015	RUB	1.06	0.03	(4.55)	0.11	4.63	—	2.85	0.37	0.10	0.27	—	67.18%
65	Holiday Club Canarias Investments S.L.U.	02/09/2015	EUR	89.64	0.03	(0.01)	23.71	23.69	23.20	—	(0.01)	*	(0.01)	—	67.18%

Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (contd.)

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66	Holiday Club Canarias Sales & Marketing S.L.U.	02/09/2015	EUR	89.64	0.03	(14.23)	173.66	187.86	74.09	38.48	(2.73)	(1.14)	(1.60)	—	67.18%
67	Holiday Club Canarias Resort Management S.L.U.	02/09/2015	EUR	89.64	0.03	66.57	176.06	109.46	113.72	51.31	5.87	1.05	4.83	—	67.18%
68	Holiday Club Canarias Vacation Club S.L.U.	18/12/2018	EUR	89.64	0.03	14.61	69.10	54.46	37.00	34.00	4.11	1.08	3.03	—	67.18%
69	Classic Legends Private Limited	18/10/2016	INR	1.00	525.00	(362.05)	483.82	320.87	72.79	710.84	(148.48)	(0.07)	(148.41)	—	60.00%
70	BSA Company Limited	21/10/2016	GBP	101.92	2.74	26.98	99.04	69.32	*	36.76	(8.90)	—	(8.90)	—	60.00%
71	The Birmingham Small Arms Company Limited **	11/09/2020	GBP	101.92	*	—	*	—	—	—	—	—	—	—	60.00%
72	BSA Corporation Limited **	11/09/2020	GBP	101.92	*	—	*	—	—	—	—	—	—	—	60.00%
73	B.S.A. Motor Cycles Limited **	11/09/2020	GBP	101.92	*	—	*	—	—	—	—	—	—	—	60.00%
74	Mahindra Two Wheelers Europe Holdings S.a.r.l. $	02/12/2014	EUR	89.64	1,289.91	(1,289.94)	62.99	63.02	5.41	0.03	(615.17)	0.05	(615.22)	—	100.00%
75	Mahindra Agri Solutions Limited	16/08/2000	INR	1.00	94.17	(114.65)	225.27	245.75	34.45	259.00	(71.07)	—	(71.07)	—	98.79%
76	Mahindra Summit Agriscience Limited	09/10/2018	INR	1.00	128.11	(103.62)	155.57	131.08	—	192.81	(75.27)	—	(75.27)	—	59.27%
77	Mahindra EPC Irrigation Limited	08/09/2011	INR	1.00	27.89	135.52	253.18	89.77	0.48	213.13	(15.96)	(3.72)	(12.24)	—	54.31%
78	Mahindra Top Greenhouses Private Limited	16/11/2018	INR	1.00	3.00	(2.21)	1.83	1.04	—	2.12	(0.48)	—	(0.48)	—	32.59%
79	Mahindra HZPC Private Limited	25/04/2013	INR	1.00	49.64	(46.22)	59.81	56.39	—	58.40	1.04	—	1.04	—	59.22%
80	Mahindra Fruits Private Limited	09/07/2014	INR	1.00	12.33	(12.22)	0.14	0.03	—	*	(0.10)	—	(0.10)	—	98.79%
81	Bristlecone Limited	17/05/2004	USD	82.19	0.16	58.29	259.14	200.69	247.32	8.22	(0.45)	—	(0.45)	—	97.19%
82	Bristlecone India Limited	25/09/1995	INR	1.00	19.05	105.26	229.09	104.78	7.79	497.34	45.04	11.60	33.44	—	97.19%
83	Bristlecone Consulting Limited	01/06/2010	CAD	60.78	*	3.16	3.62	0.46	—	2.23	0.38	0.10	0.28	—	97.19%
84	Bristlecone (Malaysia) Sdn.Bhd	30/05/2007	MYR	18.65	0.93	0.92	1.92	0.07	—	0.72	0.01	—	0.01	—	97.19%
85	Bristlecone International AG	21/06/2011	CHF	89.95	0.90	19.73	30.78	10.15	—	18.04	0.79	(0.01)	0.80	—	97.19%
86	Bristlecone (UK) Limited	31/05/1999	GBP	101.92	23.95	(17.69)	6.33	0.07	—	0.75	0.17	—	0.17	—	97.19%
87	Bristlecone Inc.	17/05/2004	USD	82.19	56.31	58.39	329.56	214.86	—	761.18	30.07	9.27	20.80	—	97.19%
88	Bristlecone Middle East DMCC	18/07/2016	AED	22.38	0.11	9.19	12.34	3.04	—	18.89	0.23	—	0.23	—	97.19%
89	Bristlecone GmbH	09/12/2003	EUR	89.64	0.45	49.75	59.84	9.64	—	59.27	1.95	0.52	1.43	—	97.19%

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90	Bristlecone (Singapore) Pte. Limited	21/02/2003	SGD	61.94	10.34	0.05	10.88	0.49	—	13.86	0.28	0.09	0.19	—	97.19%
91	Bristlecone Internacional Costa Rica Limited **	04/01/2022	USD	82.19	0.82	—	0.82	—	—	—	—	—	—	—	97.19%
92	Mahindra-BT Investment Company (Mauritius) Limited	24/12/2004	USD	82.19	97.64	82.97	181.09	0.48	26.77	4.62	4.24	0.63	3.61	—	57.00%
93	Mahindra Accelo Limited (Formerly known as Mahindra Intertrade Limited)	28/04/1983	INR	1.00	16.60	805.64	1,422.80	600.56	172.88	3,243.80	150.34	37.25	113.09	45.36	100.00%
94	Mahindra Steel Service Centre Limited	29/12/1993	INR	1.00	16.54	109.80	337.89	211.55	—	382.84	23.85	6.93	16.92	5.08	61.00%
95	Mahindra Electrical Steel Private Limited **	11/07/2009	INR	1.00	0.50	(11.71)	6.91	18.12	—	—	(1.97)	—	(1.97)	—	100.00%
96	Mahindra Auto Steel Private Limited	12/12/2013	INR	1.00	68.50	69.40	329.98	192.08	—	479.33	39.45	11.23	28.22	4.25	75.50%
97	Mahindra Middleeast Electrical Steel Service Centre (FZC)	08/08/2004	AED	22.38	4.52	33.91	92.56	54.13	—	98.27	8.01	—	8.01	1.60	90.00%
98	PT Mahindra Accelo Steel Indonesia	19/12/2018	IDR	0.01	30.53	(12.42)	80.66	62.55	—	33.81	(10.00)	—	(10.00)	—	99.98%
99	Mahindra MSTC Recycling Private Limited	16/12/2016	INR	1.00	60.00	(21.25)	61.35	22.60	—	31.68	(5.31)	*	(5.31)	—	50.00%
100	Mahindra Holdings Limited	02/11/2007	INR	1.00	2,705.37	173.25	2,878.89	0.27	2,390.39	14.64	517.98	67.70	450.28	—	100.00%
101	Mahindra Overseas Investment Company (Mauritius) Limited	24/12/2004	USD	82.19	3,619.01	(3,911.49)	1,653.50	1,945.98	1,638.92	68.54	(126.54)	24.23	(150.77)	—	100.00%
102	Mahindra Automotive Mauritius Limited	06/11/2018	EUR	89.64	1,965.38	(1,965.08)	0.38	0.08	—	—	(282.81)	—	(282.81)	—	100.00%
103	Mahindra Racing UK Limited	04/03/2011	GBP	101.92	0.20	12.56	116.67	103.91	—	273.56	30.30	—	30.30	—	100.00%
104	Mahindra Susten Private Limited	04/03/2011	INR	1.00	390.92	636.23	2,732.00	1,704.85	485.18	396.45	54.85	20.50	34.35	—	70.00%
105	Mahindra Renewables Private Limited	28/07/2013	INR	1.00	321.52	112.13	2,727.83	2,294.18	154.40	352.73	49.36	12.41	36.95	—	70.00%
106	Mahindra Teqo Private Limited	05/01/2016	INR	1.00	0.10	25.95	101.35	75.30	—	158.89	10.67	2.81	7.86	—	100.00%
107	Neo Solren Private Limited	01/07/2015	INR	1.00	9.32	71.43	305.24	224.49	—	37.92	2.97	0.84	2.13	—	70.00%
108	Marvel Solren Private Limited	10/10/2015	INR	1.00	27.82	26.08	132.34	78.44	—	21.85	3.06	0.75	2.31	—	35.70%
109	Astra Solren Private Limited	14/10/2015	INR	1.00	8.89	87.96	399.54	302.69	—	62.25	15.93	4.87	11.06	—	70.00%
110	Brightsolar Renewable Energy Private Limited	03/12/2013	INR	1.00	9.52	15.05	84.19	59.62	—	12.73	2.09	0.60	1.49	—	70.00%
111	Mega Suryaurja Private Limited	16/02/2017	INR	1.00	8.65	65.16	1,358.15	1,284.34	—	118.07	(14.76)	(3.71)	(11.05)	—	70.00%
112	Martial Solren Private Limited **	27/08/2020	INR	1.00	0.01	(0.09)	*	0.08	—	—	(0.03)	—	(0.03)	—	70.00%
113	Mahindra Solarize Private Limited	06/04/2020	INR	1.00	35.39	4.86	123.18	82.93	7.39	177.16	1.79	(0.39)	2.18	—	100.00%
114	MSPL International DMCC ¥	08/10/2019	AED	22.38	25.44	(25.11)	0.33	—	—	—	*	—	*	—	70.00%
115	Resurgence Solarize Urja Private Limited	29/08/2022	INR	1.00	9.98	(0.21)	11.11	1.34	—	—	(0.21)	—	(0.21)	—	100.00%

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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 @ ##
116	Emergent Solren Private Limited	09/11/2022	INR	1.00	0.05	(0.04)	0.04	0.03	—	—	(0.04)	—	(0.04)	—	100.00%
117	Mahindra Defence Systems Limited	30/07/2012	INR	1.00	16.72	443.61	1,010.62	550.29	22.90	380.03	80.99	22.55	58.44	12.54	100.00%
118	Mahindra Telephonics Integrated Systems Limited	22/04/2013	INR	1.00	50.78	(50.60)	48.97	48.79	—	9.83	(4.42)	—	(4.42)	—	100.00%
119	Mahindra Emirates Vehicle Armouring FZ-LLC	05/08/2010	AED	22.38	22.38	12.27	60.79	26.14	0.06	78.82	3.47	—	3.47	—	88.00%
120	Mahindra Armored Vehicles Jordon, LLC.	31/03/2019	JOD	115.87	0.05	0.56	9.07	8.46	—	14.83	0.11	—	0.11	—	88.00%
121	Mahindra First Choice Wheels Ltd	24/03/2008	INR	1.00	87.84	185.04	477.31	204.43	101.56	1,113.12	(110.56)	*	(110.56)	—	55.18%
122	Fifth Gear Ventures Limited	17/01/2020	INR	1.00	0.31	18.97	38.30	19.02	—	63.13	(26.57)	—	(26.57)	—	55.18%
123	Mahindra Integrated Business Solutions Private Limited	18/01/2011	INR	1.00	9.78	174.74	265.01	80.49	7.03	491.03	33.83	6.93	26.90	9.78	100.00%
124	Mahindra eMarket Limited	11/08/2014	INR	1.00	0.80	(1.78)	0.99	1.97	—	0.15	(0.05)	(0.04)	(0.01)	—	83.47%
125	Mahindra Airways Limited	27/07/2016	INR	1.00	67.75	(7.08)	60.73	0.06	—	0.06	(1.61)	—	(1.61)	—	100.00%
126	Mahindra Logistics Limited	12/12/2007	INR	1.00	71.98	556.00	2,165.16	1,537.18	259.88	4,470.94	80.44	15.91	64.53	18.01	58.09%
127	2 x 2 Logistics Private Limited	22/10/2012	INR	1.00	9.01	(12.27)	21.44	24.70	—	20.82	(5.36)	(1.49)	(3.87)	—	31.95%
128	Lords Freight (India) Private Limited	07/08/2014	INR	1.00	2.36	39.89	78.28	36.03	—	367.43	13.38	3.42	9.96	—	57.54%
129	MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited)	05/12/2019	INR	1.00	97.14	(78.68)	356.74	338.28	2.20	123.15	(42.50)	(10.71)	(31.79)	—	58.09%
130	MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited)	05/12/2019	INR	1.00	0.46	15.70	129.80	113.64	—	185.52	(8.62)	—	(8.62)	—	58.09%
131	V-Link Automotive Services Private Limited	05/12/2019	INR	1.00	0.01	29.15	31.34	2.18	—	0.30	*	—	*	—	58.09%
132	V-Link Freight Services Private Limited	09/09/2022	INR	1.00	1.00	(0.14)	1.46	0.60	—	0.49	(0.14)	—	(0.14)	—	58.09%
133	MLL Global Logistics Limited $$	06/12/2022	GBP	101.92	—	—	—	—	—	—	—	—	—	—	58.09%
134	V-Link Fleet Solutions Private Limited	05/12/2019	INR	1.00	0.01	(13.46)	1.57	15.02	—	0.94	0.05	—	0.05	—	58.09%
135	Mahindra Aerospace Private Limited	28/02/2008	INR	1.00	912.39	(538.09)	374.50	0.20	372.00	176.98	176.07	—	176.07	—	100.00%
136	Mahindra Aerostructures Private Limited	27/01/2011	INR	1.00	464.50	(297.26)	244.15	76.91	—	158.25	(6.45)	—	(6.45)	—	100.00%
137	Mahindra Aerospace Australia Pty Limited	08/04/2010	AUD	55.23	784.94	(753.14)	31.93	0.13	—	0.22	(1.07)	—	(1.07)	—	100.00%
138	GA8 Airvan Pty Limited $	27/06/2010	AUD	55.23	0.06	(0.06)	—	—	—	*	*	—	*	—	100.00%

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 @ ##
139	GA200 Pty Limited $	27/06/2010	AUD	55.23	0.06	(0.06)	–	–	–	*	*	–	*	–	100.00%
140	Nomad TC Pty Limited $	27/06/2010	AUD	55.23	0.13	(0.13)	–	–	–	*	*	–	*	–	100.00%
141	Airvan 10 Pty Limited $	10/12/2015	AUD	55.23	0.06	(0.06)	–	–	–	*	*	–	*	–	100.00%
142	Gippsaero Pty Limited	27/06/2010	AUD	55.23	671.52	(671.33)	9.35	9.16	–	7.71	(6.44)	–	(6.44)	–	100.00%
143	Airvan Flight Services Pty Limited $	27/06/2010	AUD	55.23	0.06	(0.06)	–	–	–	*	*	–	*	–	100.00%
144	Mahindra Waste To Energy Solutions Limited	25/06/2017	INR	1.00	30.00	(14.10)	22.04	6.14	–	7.19	(3.68)	–	(3.68)	–	100.00%
145	Mahindra Telecom Energy Management Services Limited	25/06/2017	INR	1.00	69.44	0.20	70.01	0.37	62.21	2.81	0.18	0.16	0.02	–	100.00%
146	Mahindra Construction Company Ltd	28/11/2017	INR	1.00	2.40	(24.00)	1.50	23.10	–	1.24	1.20	0.33	0.87	–	65.27%

Notes

* denotes amounts less than Rs. 50,000.

^ Gross turnover includes revenue from operations and other income

** denotes companies yet to commence operations

# denotes companies where reporting period is different from 1st April, 2022 to 31st March, 2023. The financial year for all other subsidiaries is 1st April, 2022 to 31st March, 2023

€ Under liquidation

¥ Under liquidation, financials are upto 18th January, 2023

$ Based on unaudited financial statements as audit is not required as per their local laws

$$ incorporated in current financial year and will prepare it's first statutory accounts in next financial year

@ excluding shares issued to ESOP Trusts of the respective entities/their holding companies but not allotted to employees

There are no companies where voting power is different from ownership interests

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) OFD Holding B.V.

(b) Origin Direct Asia Ltd.

(c) Origin Fruit Direct B.V.

(d) Origin Fruit Services South America SpA

(e) Origin Direct Asia (Shanghai) Trading Co. Ltd.

(f) Kiinteistö Oy Himos Gardens

(g) Kiinteistö Oy Vanha Ykköstii

(h) Kiinteistö Oy Katinnurkka

(i) Kiinteistö Oy Tenetinlahti

(j) Kiinteistö Oy Mällösniemi

(k) Kiinteistö Oy Rauhan Ranta 1

(l) Kiinteistö Oy Rauhan Ranta 2

(m) Kiinteistö Oy Tiurunniemi

(n) Kiinteistö Oy Kylpyläntorni 1

(o) Kiinteistö Oy Spa Lofts 2

(p) Kiinteistö Oy Spa Lofts 3

(q) Kiinteistö Oy Kuusamon Pulkkajärvi 1

(r) Kiinteistö Oy Rauhan Liikekiinteistöt 1

(s) Merakisan Private Limited

(t) Mahindra Integrated Township Limited

(u) Mahindra Residential Developers Limited

(v) Mahindra Tractor Assembly, Inc.

(w) Mahindra Electric Mobility Limited

(x) Mahindra West Africa Limited

(y) Peugeot Motocycles S.A.S.

(z) Peugeot Motocycles Deutschland GmbH

(aa) Peugeot Motocycles Italia S.p.A.

(ab) PMTC Engineering SPA

(ac) Mahindra Bangladesh Private Limited

(ad) HCR Management Oy

(ae) Mahindra Fresh Fruits Distribution Holding Company (Europe) B.V.

(af) Mahindra Consulting Engineers Limited

(ag) Mahindra Namaste Limited

(ah) Ssangyong Motor Company

(ai) Ssangyong European Parts Center B.V

(aj) SY Auto Capital Co., LTD

(ak) SsangYong Australia Pty Limited

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	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit/(Loss) for the year	
							Considered in Consolidation	Not considered in consolidation
Tech Mahindra Limited	31/03/2023	31/08/2012	24,82,20,799	28.21%	976.82	7,877.50	1,362.91	3,468.39
Mahindra CIE Automotive Limited	31/12/2022	01/07/2021	1,21,22,068	3.20%	306.28	163.15	(4.96)	(131.21)
Officemartindia.com Limited	31/03/2023	31/03/2002	7,49,997	50.00%	—	(0.12)	—	—
Mahindra & Mahindra Contech Limited	31/03/2023	01/04/2010	70,000	46.66%	1.73	8.41	0.58	0.67
Kota Farm Services Limited	31/03/2023	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	74.05	2.73	5.47
P.F. holding BV $		27/05/2016	2,63,36,050	40.00%	254.05	109.93	(21.36)	(32.04)
Zoomcar Inc $ ≠		16/02/2018	1,78,14,456	3.28%	—	—	—	—
Smartshift Logistics Solutions Private Limited	31/03/2023	28/03/2018	8,32,11,840	26.26%	218.51	137.12	(45.86)	(128.80)
Mahindra Ideal Lanka Private Limited	31/03/2023	31/05/2018	1,75,000	35.00%	6.79	3.22	(1.44)	(2.66)
Sanyo Special Steel Manufacturing India Private Limited (formerly known as Mahindra Sanyo Special Steel Private Limited)	31/03/2023	21/06/2018	34,75,264	22.81%	145.13	15.87	(6.34)	(14.59)
ReNew Sunlight Energy Private Limited		06/07/2021	1,60,74,000	37.21%	16.07	13.80	(0.25)	(0.43)
Brainbees Solutions Private Limited		29/04/2022	5,33,34,835	12.42%	415.80	425.98	(57.92)	(408.41)

≠ 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 equity/preferred shares to be issued on conversion of participating Compulsorily Convertible Preference Shares

$ Based on unaudited financial statements as audit is not required as per their local laws

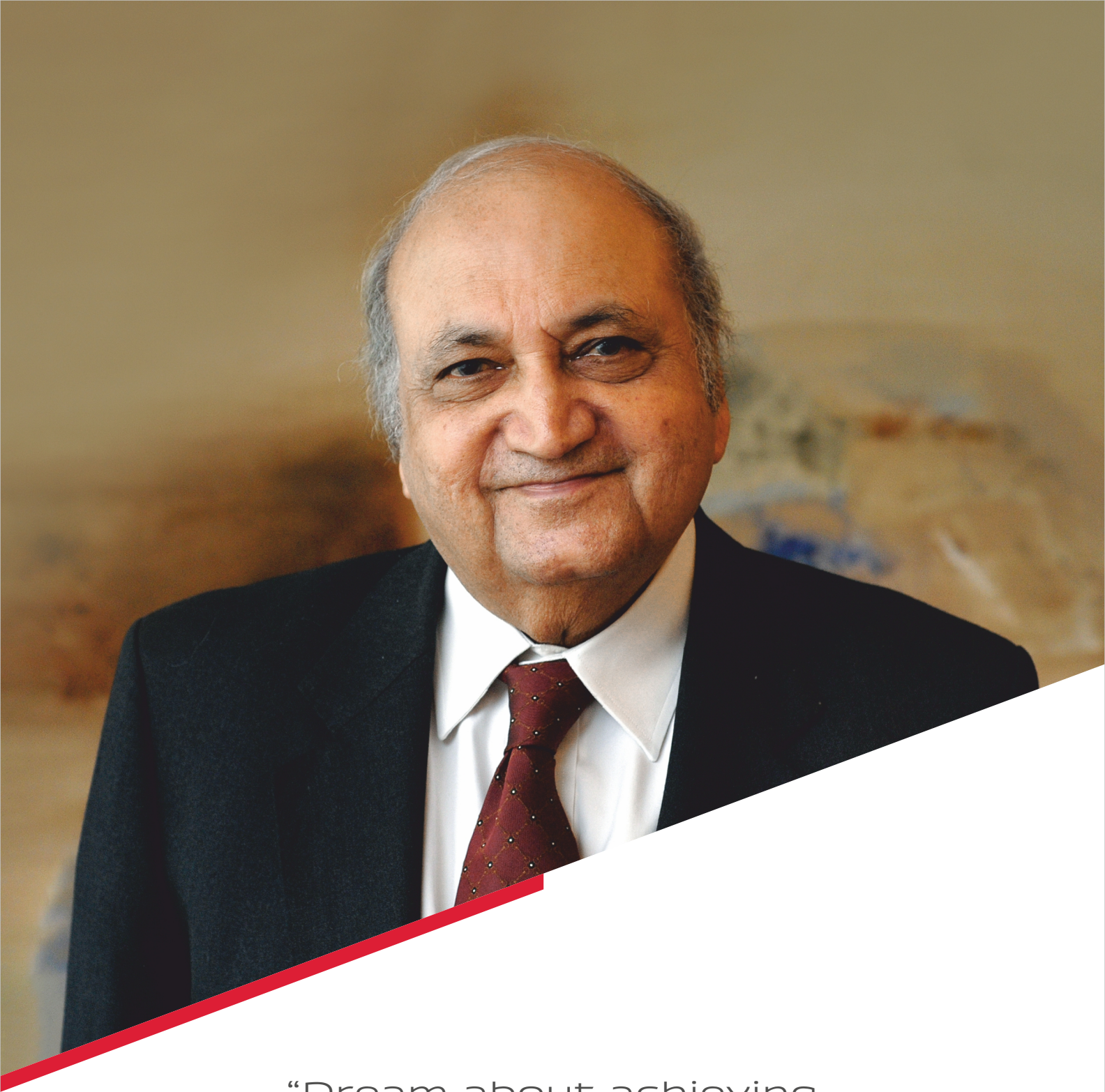
§ In addition to JPY750 million Common Stock (which represents 33.33% of the Common stock), the Company owns the entire JPY 2,250 million "Class A" shares (shares with no voting rights); "Class A" shares have rights over dividend and liquidation on an equal basis with Common Stock.

For **Mahindra & Mahindra Limited**

Directors:
Vikram Singh Mehta (DIN - 00041197)
Vishakha N. Desai (DIN - 05292671)
T. N. Manoharan (DIN - 01186248)
Haigreve Khaitan (DIN - 00005290)
Shikha Sharma (DIN - 00043265)
Nisaba Godrej (DIN - 00591503)
Muthiah Murugappan (DIN - 07858587)
Vijay Kumar Sharma (DIN - 02449088)
CP Gurnani (DIN - 00018234)

Anand G. Mahindra Chairman (DIN - 00004695)
Anish Shah Managing Director and CEO (DIN - 02719429)
Rajesh Jejurikar Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
Manoj Bhat Group Chief Financial Officer
Narayan Shankar Company Secretary (ACS No. 8666)

Mumbai, 26th May, 2023



"Dream about achieving
the impossible - because
impossible things do happen."

KESHUB MAHINDRA
9 October 1923 - 12 April 2023

mahindra Rise

Registered Office:

MAHINDRA &
MAHINDRA LIMITED

Gateway Building, Apollo Bunder,
Mumbai - 400 001

www.mahindra.com

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THE SEVENTY SEVENTH ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA LIMITED will be held on Friday, the 4th day of August, 2023 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 Seventh 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, 2023 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, 2023 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, 2023 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, 2023 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. 16.25 (325%) per Ordinary (Equity) Share of the face value of Rs. 5 each for the year ended 31st March, 2023 on 124,35,28,831 Ordinary (Equity) Shares of the Company aggregating Rs. 2,020.73 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, 2023."

4. **Re-appointment of Mr. Vijay Kumar Sharma, 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. Vijay Kumar Sharma (DIN: 02449088), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

5. **Re-appointment of Mr. Anand G. Mahindra, 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. Anand G. Mahindra (DIN: 00004695), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

SPECIAL BUSINESS

6. **Payment of Remuneration to Mr. Anand G. Mahindra as Non-Executive Chairman of the Company for the Financial Year 2023-24**

   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 2023-24, 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 2023-24.

   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."

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, 2024, 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. **Revision in the terms of remuneration of Dr. Anish Shah, Managing Director and Chief Executive Officer of the Company**

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

"RESOLVED that in partial modification of the Resolution No. 8 passed by the Members at the Seventy-Fourth Annual General Meeting of the Company held on 7th August, 2020, for the appointment of Dr. Anish Shah (DIN: 02719429) as the "Managing Director and Chief Executive Officer" with effect from 2nd April, 2021 to 31st March, 2025 (hereinafter referred to as the appointee) on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision in the terms of remuneration of the appointee by increasing the scale of basic salary as Rs. 30,00,000 to Rs. 55,00,000 per month with effect from 1st August, 2023 upto the remainder period of the tenure of his appointment i.e. 31st March, 2025 and by increasing the Performance Pay which is based on his performance and performance of the Company to an amount not exceeding 235% of the Annual Basic Salary from the Financial Year 2022-23 to Financial Year 2024-25.

FURTHER RESOLVED that except for the revision in the scale of basic salary and the Performance Pay, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary, perquisites and other allowances, benefits and Performance Pay, subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the basic salary payable to the appointee within the above mentioned scale of salary and decide on the performance pay within 235% of the Annual Basic Salary as mentioned above and 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. **Revision in the terms of remuneration of Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector) of the Company**

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

"RESOLVED that in partial modification of the Resolution No. 10 passed by the Members at the Seventy-Fourth Annual General Meeting of the Company held on 7th August, 2020 for the appointment of Mr. Rajesh Jejurikar (DIN: 00046823) as Whole-time Director of the Company designated as the "Executive Director (Automotive and Farm Sectors)" with effect from 1st April, 2020 to 31st March, 2025 on the terms and conditions of remuneration mentioned therein and pursuant to the provisions of sections 196, 197 and 198 read with Schedule V and all other provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision in the terms of remuneration of Mr. Rajesh Jejurikar, currently designated as "Executive Director and CEO (Auto and Farm Sector)" of the Company (hereinafter referred to as the appointee) by increasing the scale of basic salary as Rs. 26,00,000 to Rs. 48,00,000 per month with effect from 1st August, 2023 upto the remainder period of the tenure of his appointment i.e. 31st March, 2025 and by increasing the Performance Pay which is based on his performance and performance of the Company to an amount not exceeding 235% of the Annual Basic Salary from the Financial Year 2022-23 to Financial Year 2024-25.

FURTHER RESOLVED that except for the revision in the scale of basic salary and Performance Pay, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary, perquisites and other allowances, benefits and

Performance Pay, subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the basic salary payable to the appointee within the above mentioned scale of salary and decide on the performance pay within 235% of the Annual Basic Salary as mentioned above and 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."

10. **Amendment to the Articles of Association of the Company**

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

"RESOLVED that pursuant to the provisions of sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the relevant rules framed thereunder and Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, [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 to amend the Articles of Association of the Company by substituting the existing Article 104 as follows:

'In the event of any default committed by the Company as mentioned in clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the debenture trustee shall have the right, to appoint one or more Director or Directors [Nominee Director(s)] on the Board of Directors of the Company, and to remove from office any Nominee Director so appointed and to appoint another in his/her place or in the place a Director so appointed who resigns or otherwise vacates his office, in accordance with the provisions of the Companies Act, 2013 or any other applicable law, regulatory or listing requirements and terms and conditions of such debenture documents.

Any such appointment or removal shall be made in writing and shall be served at the registered office of the Company.

The Nominee Director(s) shall neither be required to hold any qualification share nor be liable to retire by rotation.

The Nominee Director(s) shall continue to hold office as long as the default in relation to the debt subsists.

The Nominee Director(s) may also be appointed as a member of any Committee of the Board and shall not be liable for any act or omission of the Company.

The Nominee Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.'

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."

11. **Approval for Material Related Party Transactions between the Company and its Subsidiaries/ Associate**

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:

i) Sale and purchase of any goods and material;

ii) Availing / rendering of any services;

iii) Sharing or usage of each other's resources and reimbursement of expenses, licensing of technology and intellectual property rights, receipt of royalty / brand usage;

iv) 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;

v) Providing fund based and non-fund based support including equity / debt / Inter-corporate deposits (ICD), convertible / non-convertible instruments / Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;

vi) Any corporate action including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue etc., by the Company that are uniformly offered / applicable to all shareholders in proportion to their shareholding;

vii) 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 2023-24 to FY 2027-28 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 finalising 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."

12. **Approval for 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 to be entered into by the Subsidiary of the Company 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, for each of the financial years (FY) from FY 2023-24 to FY 2027-28 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."

13. **Material Modification of earlier approved Material Related Party Transactions between the Company and its Subsidiaries/Associate**

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

"RESOLVED that in partial modification of the Resolution No. 9 passed by the Members at the Seventy-Sixth Annual General Meeting of the Company held on 5th August, 2022, and pursuant to the provisions of Regulation 23(4) 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, with Related Parties based on the revised monetary limit for each of the financial years from FY 2023-24 to FY 2026-27 i.e., four financial years 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.

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 finalising 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."

Notes:

1. **Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 10/2022 dated 28th December, 2022 ("MCA Circulars"), 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 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, 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 and 5 is also annexed hereto.

   The Board of Directors has considered and decided to include the Item Nos. 6 to 13 given above as Special Business in the AGM in view of the business requirements and as such 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. 4th August, 2023. 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, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032.

10. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will be closed from Saturday, 15th July, 2023 to Friday, 4th August, 2023 (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 4th August, 2023, to those persons or their mandates:

    (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 14th July, 2023 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, 14th July, 2023 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 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 / the 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 Participants ("DPs"). 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 DPs 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, 2023 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, 7th July, 2023.

    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") 2023-24 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 2023-24 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 2023-24.

       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 who are 60 years and above), 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 of India (IRDAI)/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. **New Pension System (NPS) Trust:** Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income-tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 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-residents who do not have the permanent establishment and residents who are not required to file a return under section 139 of Income Tax Act, 1962 are 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 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:

- Self-attested copy of the PAN card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) for Financial Year 2023-24 obtained from the tax authorities of the country of which the shareholder is a resident.
- Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Form 10F online at the link https://eportal.incometax.gov.in/ with effect from 1st April, 2023 to avail the benefit of DTAA.
- Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement for Financial Year 2023-24.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
- In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

14. Members may submit the aforementioned documents at https://ris.kfintech.com/form15/ on or before Friday, 7th July, 2023 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post Friday, 7th July, 2023. 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. 2,20,46,088 being unclaimed/unpaid dividend of the Company for the financial year ended 31st March, 2015 was transferred in September, 2022 to IEPF.

The Company paid to IEPF on 8th August, 2022, an amount of Rs. 2,41,16,981.20 towards dividend for the financial year ended 31st March, 2022 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 2015-16 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
31st March, 2016	10th August, 2016	8th September, 2023
31st March, 2017	4th August, 2017	2nd September, 2024
31st March, 2018	7th August, 2018	5th September, 2025
31st March, 2019	7th August, 2019	5th September, 2026
31st March, 2020	7th August, 2020	6th September, 2027
31st March, 2021	6th August, 2021	6th September, 2028
31st March, 2022	5th August, 2022	5th September, 2029

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, 2022 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), 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 website 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 Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2023 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 2022-23 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:

    a. intimate to KFin/ the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in Form ISR-1 and other forms prescribed by SEBI;

    b. 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;

    c. quote their folio numbers/Client ID/DP ID in all correspondence;

d. 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, 2nd August, 2023, 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, 28th July, 2023, 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, 2nd August, 2023.

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, 2nd August, 2023 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, 24th July, 2023 (9:00 a.m. IST) upto Wednesday, 26th July, 2023 (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, 28th July, 2023. 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, Serilingampally, Hyderabad, Rangareddy, 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	**1. User already registered for IDeAS facility:** 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** 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** 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	**1. Existing user already opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasinew/home/login/ or URL: www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login II. Enter your User ID and Password for accessing Easi / Easiest. 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. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1. **3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Click on Evoting tab and provide your demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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.
Individual Shareholders holding securities in demat mode – Login through demat accounts / Website of Depository Participant	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. 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). 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.

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. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

(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, 3rd August, 2023 (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, Serilingampally, Hyderabad, Rangareddy, 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, 31st July, 2023 (9:00 a.m. IST) and ends on Thursday, 3rd August, 2023 (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, 28th July, 2023 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, 28th July, 2023 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, 28th July, 2023, 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.

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.

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.

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, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com for receiving the AGM Notice and the e-voting instructions.

II. 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.

31. **Procedure for registration and updation of email and mobile for securities held in physical mode:**

Members of the Company holding shares in physical mode are hereby notified that SEBI has mandated that all the folios have to be KYC compliant and accordingly, asked the shareholders to furnish their PAN, contact details, bank account details and nomination to the Registrars and Share Transfer Agents (RTAs). The shareholders are also required to register the postal address with PIN and are encouraged to register their e-mail ID.

Further, members holding shares in physical mode can register/update their contact details by submitting the requisite Form ISR 1 along with the supporting documents. The aforesaid form can be downloaded from the website of the Company and RTA at: https://www.mahindra.com/investor-relations/regulatory-filings and https://ris.kfintech.com/clientservices/isc/default.aspx respectively.

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a. Through 'In Person Verification' (IPV) - the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b. Through hard copies which are self-attested, which can be shared on the address below; or

Name	**KFIN Technologies Limited**	**Mahindra & Mahindra Limited**
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.	Shares Department, Mahindra Towers, 2nd Floor, Dr. G. M. Bhosale Marg, Worli, Mumbai - 400 018.

c. Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and mobile detail for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

By Order of the Board

NARAYAN SHANKAR
Company Secretary
ACS No. 8666

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, 26th May, 2023

Additional Information with respect to Item Nos. 4 and 5 and Explanatory Statement in respect of the Special Business in Item Nos. 6 to 13 pursuant to section 102 of the Companies Act, 2013

ITEM NO. 4:

Proposal:

Mr. Vijay Kumar Sharma (DIN: 02449088), the Non-Executive Non-Independent Director of the Company representing Life Insurance Corporation of India is liable to retire by rotation and being eligible, has offered himself for re-appointment. Mr. Vijay Kumar Sharma was first appointed as a Director on the Board of the Company with effect from 14th November, 2018.

Brief resume of Mr. Vijay Kumar Sharma, 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, along with disclosure pertaining to his resignation from listed entities in the past three years, 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. Vijay Kumar Sharma has completed 64 years of age.

Mr. Sharma is a post-graduate (M.Sc.) from Patna University. He joined Life Insurance Corporation of India ("LIC") as Direct Recruit Officer in 1981 and grew up with the Corporation since then. He held various challenging assignments pan India and in all operational streams including in-charge positions at different levels. Working across length and breadth of the country has added immensely to his experience and honed his understanding of demographics of the country, socio-economic needs of different regions and multi-cultural challenges in implementation of LIC's objectives.

Mr. Sharma superannuated as Chairman of LIC on 31st December, 2018. Prior to his taking over as Chairman on 16th December, 2016, he served as Chairman (In charge) from 16th September, 2016 and Managing Director of LIC from 1st November, 2013. From December, 2010 to November, 2013, he served as Managing Director & Chief Executive Officer, LIC Housing Finance Limited (LIC HFL), a premier housing finance company in the country. As MD & CEO of LIC HFL, he stabilized the operations under most challenging circumstances of negative media glare, intense scrutiny by Regulator & others and turned it around to be the best Housing Finance Company in 2011.

He has been an inspirational leader who utilizes negotiation skills gained over thirty seven years of extensive experience in insurance and financial sectors and strongly connects to the grass root levels, believes in bottom-up approach and has the ability to see the Big Picture and translate it to reality. He is known as Growth Leader, leading the Organisation to surge ahead and turnaround on its growth path in all the segments of performance.

Directorships and Committee positions:

Mr. Sharma is Non-Executive Non-Independent Director of Mahindra & Mahindra Limited, Director of Ambuja Cement Foundation, Independent Director of Tata Steel Limited, Reliance Power Limited, NURECA Limited and Vidarbha Industries Power Limited.

Mr. Vijay Kumar Sharma 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	Member
2.	Tata Steel Limited	Stakeholders Relationship Committee	Chairman
		Nomination and Remuneration Committee	Member
		Safety Health and Environment Committee	Member
3.	Reliance Power Limited	Nomination and Remuneration Committee	Chairman
		Stakeholders Relationship Committee	Chairman
		Audit Committee	Member
		Risk Management Committee	Member
		Corporate Social Responsibility Committee	Member
4.	Vidarbha Industries Power Limited	Audit Committee	Chairman
		CSR Committee	Chairman
		Nomination & Remuneration Committee	Member

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

Mr. Vijay Kumar Sharma has resigned as a Director of ACC Limited on 20th July, 2020.

Attendance at Board Meetings:

During the year 1st April, 2022 to 31st March, 2023, 9 Board Meetings of the Company were held and Mr. Vijay Kumar Sharma had attended 8 Meetings.

Remuneration:

Mr. Vijay Kumar Sharma is entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission, which is paid to LIC, as determined each year by the Board of Directors within the limits approved by the

Members of the Company for the Non-Executive Directors of the Company. The sitting fees paid to Mr. Vijay Kumar Sharma during the Financial Year 2022- 23 is Rs. 10.10 lakhs. The commission paid to LIC on behalf of Mr. Vijay Kumar Sharma for the Financial Year 2021-22 is Rs. 30 lakhs. For Financial Year 2022-23, Commission payable to LIC on behalf of Mr. Vijay Kumar Sharma will be Rs. 38 lakhs.

Other information:

Mr. Vijay Kumar Sharma does not hold any Ordinary (Equity) Shares in the Company.

Mr. Vijay Kumar Sharma 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. Vijay Kumar Sharma, 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. Mr. Vijay Kumar Sharma 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 NOS. 5 and 6:

Proposal:

Mr. Anand G. Mahindra (DIN: 00004695), Non-Executive Chairman of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment and hence consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

Mr. Mahindra was first appointed on the Board on 23rd November, 1989 as a Director of the Company and transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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 2023-24 (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. 6 of the Notice.

Brief resume of Mr. 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, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations 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. Mahindra has completed 68 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 Reserve Bank of India, 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 Limited 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 an incisive business commentator and humanitarian with over 10 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 aimed at creating a new popular fan following for Kabaddi as an antithesis to cricket.

Directorships and Committee positions:

Mr. Anand G. Mahindra is the Chairman of Mahindra & Mahindra Limited, Tech Mahindra Limited, Mahindra Holdings Limited and Classic Legends Private Limited, and Director of 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 The Indian and Eastern Engineer Company Private Limited. He is also Part-time non-official Director of the Central Board of the Reserve Bank of India.

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

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

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

Attendance at Board Meetings:

During the year 1st April, 2022 to 31st March, 2023, 9 Board Meetings of the Company were held, and Mr. Mahindra had attended all the Meetings.

Remuneration:

The terms and conditions and remuneration of Mr. Mahindra would be governed as per the approval granted by the Members of the Company at the Seventy-Fifth Annual General Meeting held on 6th August, 2021. The remuneration paid to Mr. Mahindra during the Financial Year 2022-23 is Rs. 5.14 crores (including sitting fees).

Other information:

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

Mr. Mahindra 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. 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 Nos. 5 & 6 of the Notice. Mr. Mahindra is not related to any other Director / KMP of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 and Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7:

The Board of Directors, at its Meeting held on 26th May, 2023, 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, 2024, 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, 2024.

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:

Background & Proposal

The Members of the Company at the Seventy-Fourth Annual General Meeting of the Company held on 7th August, 2020 ("74th AGM"), had approved the appointment of Dr. Anish Shah (DIN: 02719429) as Whole-time Director of the Company designated as Deputy Managing Director and Group Chief Financial Officer of the Company with effect from 1st April, 2020 to 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 and the terms and conditions of the remuneration payable to him.

The Members at the said meeting had approved basic salary to Dr. Anish Shah as Managing Director and Chief Executive Officer in the scale of Rs. 18,00,000 to Rs. 30,00,000 per month with effect from 2nd April, 2021 to 31st March, 2025 (both days inclusive) and perquisites and Performance Pay not exceeding 200% and 150% of the Annual Basic Salary respectively.

Taking into consideration the intrinsic growth and performance of the Company under the strategic guidance and leadership of Dr. Shah as Managing Director and Chief Executive Officer of the Company and based on the recommendation of Governance, Nomination and Remuneration Committee ("GNRC"), the Board of Directors of the Company at its Meeting held on 26th May, 2023, approved revision in the terms of remuneration of Dr. Anish Shah by increasing the scale of basic salary and performance pay, as follows:

Basic Salary Scale:

Rs. 30,00,000 to Rs. 55,00,000 per month with effect from 1st August, 2023 to 31st March, 2025.

Performance Pay:

Performance Pay based on his performance and performance of the Company to an amount not exceeding 235% of the Annual Basic Salary from the Financial Year 2022-23 to Financial Year 2024-25.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the Members remain unchanged and continue to be effective.

Profile:

Dr. Shah has completed 53 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 postgraduate diploma in Management from the Indian Institute of Management, Ahmedabad. He has received various scholarships, including the William Latimer Mellon Scholarship, Industry Scholarship at IIMA, National Talent Search and Sir Dorabji Tata Trust.

Dr. Shah is the Managing Director and CEO of Mahindra & Mahindra Limited. His role as Group CEO includes oversight of all Group businesses, which employ 260,000+ associates across 20 industries and 100+ countries. His primary focus is on nurturing a purpose-driven organization, establishing tech leadership in each industry and value creation across businesses.

Dr. Shah 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 2019, 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. Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. In his initial years with GE, Dr. 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."

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.

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, Additional Director of Tech Mahindra Foundation and Director and Senior 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 subsidiaries and associate(s) of the Company, in accordance with fulfilment of his role of having full oversight of all business sectors of the Mahindra 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

Sr. No.	Name of the Company	Name of the Committee	Position held
2.	Mahindra & Mahindra Financial Services Limited	Nomination & Remuneration Committee	Member
		Strategic Investment Committee	Member
3.	Mahindra Lifespace Developers Limited	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)	Executive Board	Member
		Organisation and Finance Committee	Member
		Audit Committee	Member
		Membership Screening Committee	Member
		Steering Committee	Member
		National Executive Committee	Member

Dr. Shah holds 1,88,882 Ordinary (Equity) Shares in the Company.

During the year 1st April, 2022 to 31st March, 2023, 9 Board Meetings of the Company were held, and Dr. Shah had attended all the Meetings.

The Board is of the view that Dr. Shah's knowledge and experience continues to be of immense benefit and value to the Company and based on the Company's performance and the individual performance, and pursuant to the recommendations of the GNRC, recommends the revision in the terms of remuneration of Dr. Anish Shah to the Members.

Members are requested to note that 50% of the Performance Pay annually, payable to Dr. Anish Shah, is based on the Group Corporate Office Scorecard comprising of Consolidated Sector Balance Scorecards, Return on Equity, Earnings Per Share, MCARES, Group Level ESG Performance Index and such other parameters as may be decided by the Company from time to time. ESG Performance Index has the following parameters:

- Greening ourselves (Carbon Neutral by 2040)
- Decarbonizing Our Industry
- Rejuvenating Nature
- Nanhi Kali
- Women Empowerment
- Diversity & Inclusion
- Governance

Pursuant to sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act, the revision in remuneration payable to Dr. Anish Shah is being placed before the Members at the Annual General Meeting for their approval by way of Special Resolution.

The additional information as required by Schedule V to the Act had been provided in the explanatory statement to Resolution No. 8 of the Notice of the 74th AGM and shall remain same, except to the extent being updated and as provided below:

I. General Information:

(i) **Financial performance based on given indicators - as per audited financial results for the year ended 31st March, 2023:**

Particulars	Rs. in crores
Gross Turnover & Other Income	87,505.43
Net profit as per Statement of Profit & Loss (After Tax)	6,548.64
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	6,095.26
Net Worth	42,858.80

II. Information about the appointee:

(i) **Past remuneration during the financial year ended 31st March, 2023:** Rs. 12.47 crores excluding the perquisite value of ESOPs exercised and Rs. 16.44 Crores including the perquisite value of ESOPs exercised.

(ii) **Remuneration proposed:**

Scale of Salary: Basic salary in the scale of Rs. 30,00,000 to Rs. 55,00,000 per month with effect from 1st August, 2023 till the remaining period of his tenure as Managing Director and Chief Executive Officer i.e. till 31st March, 2025.

Performance Pay: Performance Pay based on his performance and performance of the Company not exceeding 235% of the Annual Basic Salary from the Financial Year 2022-23 to Financial Year 2024-25.

It is proposed to authorise the Board (which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Dr. Shah, within the above-mentioned scale of salary and decide on the performance pay within 235% of the Annual Basic Salary as mentioned above. Notice period applicable to a Whole-time Director of the Company is six months. There is no separate provision for payment of Severance Fees.

(iii) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking into consideration the size of the Company, the profile of Dr. Shah, the responsibilities shouldered by him and the industry benchmarks, the revised

remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(iv) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to him, Dr. Shah does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Disclosures:

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, 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. Some of these details are also provided in the Corporate Governance Report forming part of the Annual Report.

The Explanatory Statement attached to Resolution No. 8 passed by the Members at the 74th Annual General Meeting of the Company held on 7th August, 2020 and further modified by the Explanatory Statement attached to Resolution No. 8 of this Annual General Meeting may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Dr. Anish Shah as Managing Director & CEO of the Company in terms of section 190 of the Act.

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. 8 of the Notice. Dr. Shah 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 NO. 9

Background & Proposal

The Members of the Company at the Seventy-Fourth Annual General Meeting of the Company held on 7th August, 2020 ("74th AGM"), had approved the appointment of Mr. Rajesh Jejurikar (DIN: 00046823) as Whole-time Director of the Company designated as Executive Director (Automotive and Farm Sectors) of the Company for a period of 5 years with effect from 1st April, 2020 to 31st March, 2025, and the terms and conditions of the remuneration payable to him.

The Members at the said meeting had approved basic salary to Mr. Rajesh Jejurikar in the scale of Rs. 12,00,000 to Rs. 26,00,000 per month with effect from 1st April, 2020 to 31st March, 2025 (both days inclusive) and perquisites and Performance Pay not exceeding 200% and 150% of the Annual Basic Salary respectively.

Taking into consideration the intrinsic growth and performance of the Company and specifically the Auto and Farm Sector since Mr. Jejurikar has taken over as the Executive Director of the Automotive and Farm sectors and based on the recommendation of Governance, Nomination and Remuneration Committee ("GNRC"), the Board of Directors of the Company at its Meeting held on 26th May, 2023, approved revision in the terms of remuneration of Mr. Rajesh Jejurikar by increasing the scale of basic salary and performance pay, as follows:

Basic Salary Scale:

Rs. 26,00,000 to Rs. 48,00,000 per month with effect from 1st August, 2023 to 31st March, 2025

Performance Pay:

Performance Pay based on his performance and performance of the Company to an amount not exceeding 235% of the Annual Basic Salary from the Financial Year 2022-23 to Financial Year 2024-25.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the Members remain unchanged and continue to be effective.

Based on the recommendation of GNRC, the Board of Directors at its Meeting held on 15th March, 2023, re-designated Mr. Rajesh Jejurikar as Executive Director and CEO (Auto and Farm Sector) of the Company with effect from 15th March, 2023 upto his current term i.e. 31st March, 2025.

Profile:

Mr. Jejurikar has completed 58 years of age. Mr. Jejurikar is an MBA from S.P. Jain Institute of Management and Research and had attended the Advanced Management Program at The Wharton School, University of Pennsylvania. He was awarded the British Chevening Scholarship to study at the Manchester Business School, UK.

Mr. Rajesh Jejurikar is Executive Director and CEO (Auto and Farm Sector) of the Company and serves on the Boards of other Mahindra Group companies in India as well as overseas.

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. He was then appointed Executive Vice President - Sales & Marketing and went to become the Managing Director of Mahindra Renault. Mr. Jejurikar became Chief of Operations of the Automotive Sector and in 2010 he was appointed Chief Executive for the Automotive Division and Member of the Group Executive Board.

Mr. Jejurikar became President of the Farm Equipment Sector in 2015.

Mr. Jejurikar serves on the Governing Council of S P Jain Institute of Management and Research. He has represented Tractor Manufacturers Association (TMA) in India as its President on the National Council of The Confederation of Indian Industry (CII) in 2016, 2017. He was also a Member of the CII National Council on Agriculture.

Mr. Jejurikar has been conferred with the prestigious 'Autocar Person of the Year - 2023' award. The award recognizes individuals who have contributed significantly to their company and the industry. Mr. Jejurikar was recognised for scripting the successful turnaround of the Mahindra Automotive business leading to gaining revenue

market leadership and charting the ambitious future-ready EV roadmap. He was also honoured by AsiaOne magazine as the "Global Indian of the Year 2020-21".

Directorships and Committee positions:

Mr. Jejurikar is the Chairman of Swaraj Engines Limited, 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 & CEO (Auto & Farm Sector) of Mahindra & Mahindra Limited, Director of Mahindra Electric Automobile Limited and Classic Legends Private Limited. He is also an Independent Director of Aliaxis SA.

Mr. Rajesh 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 Automobile Limited	Audit Committee	Chairman
		Risk Committee	Member
		Environmental, Social and Governance Matters Committee	Member

Mr. Jejurikar holds 78,595 Ordinary (Equity) Shares in the Company.

During the year 1st April, 2022 to 31st March, 2023, 9 Board Meetings of the Company were held, and Mr. Jejurikar attended 8 Board Meetings.

The Board is of the view that Mr. Jejurikar's knowledge and experience continues to be of immense benefit and value to the Company and based on the Company's performance and the individual performance, pursuant to the recommendations of the GNRC, recommends the revision in remuneration to the Members.

Members are requested to note that 50% of the Performance Pay annually, payable to Mr. Rajesh Jejurikar, is based on the Business Scorecard comprising of Consolidated Revenue, Consolidated Profit Before Tax, Consolidated Free Cash Flow, Return on Capital Employed, MCARES, MCAPS and such other parameters as may be decided by the Company from time to time.

Pursuant to sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act, the revision in remuneration payable to Mr. Rajesh Jejurikar is being placed before the Members at the Annual General Meeting for their approval by way of Special Resolution.

The additional information as required by Schedule V to the Act had been provided in the explanatory statement to Resolution No. 10 of the Notice of the 74th AGM and shall remain same, except to the extent being updated and as provided below:

I. General Information:

(i) **Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2023:**

Particulars	Rs. in crores
Gross Turnover & Other Income	87,505.43
Net profit as per Statement of Profit & Loss (After Tax)	6,548.64
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	6,095.26
Net Worth	42,858.80

II. Information about the appointee:

(i) **Past remuneration during the financial year ended 31st March, 2023:** Rs. 9.73 crores excluding the perquisite value of ESOPs exercised and Rs. 12.74 crores including the perquisite value of ESOPs exercised.

(ii) **Remuneration proposed:**

Basic Salary Scale:
Rs. 26,00,000 to Rs. 48,00,000 per month with effect from 1st August, 2023 to 31st March, 2025.

Performance Pay:
Performance Pay based on his performance and performance of the Company not exceeding 235% of the Annual Basic Salary from the Financial Year 2022-23 to Financial Year 2024-25.

It is proposed to authorise the Board (which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Mr. Jejurikar, within the above-mentioned scale of salary and decide on the performance pay within 235% of the Annual Basic Salary as mentioned above. Notice period applicable to a Whole-time Director of the Company is six months. There is no separate provision for payment of Severance Fees.

(iii) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking into consideration the size of the Company, the profile of Mr. Jejurikar, the responsibilities shouldered by him and the industry benchmarks, the revised remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(iv) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to him, Mr. Jejurikar does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Disclosures:

Brief resume of Mr. 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, 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. Some of these details are also provided in the Corporate Governance Report forming part of the Annual Report.

The Explanatory Statement attached to Resolution No. 10 passed by the Members at the 74th Annual General Meeting of the Company held on 7th August, 2020 and further modified by the Explanatory Statement attached to Resolution No. 9 of this Annual General Meeting may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Rajesh Jejurikar as Executive Director & CEO (Auto and Farm Sector) in terms of section 190 of the Act.

Save and except Mr. 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. 9 of the Notice. Mr. Jejurikar is not related to any other Director / KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

ITEM NO. 10

The Securities and Exchange Board of India ('SEBI') vide its Notification No. SEBI/LAD-NRO/GN/2023/119 dated 2nd February, 2023, has amended Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("Amendment Notification").

As per the Amendment Notification, an issuer company needs to ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors in case of default under Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 ("Amendment").

Further, Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulation, 1993, mandates that the Company as an issuer of non-convertible securities appoints the person nominated by the Debenture Trustee as a director on its Board of Directors in the event of:

a. Two consecutive defaults in payment of interest to the debenture holders; or

b. Default in creation of security for debentures; or

c. Default in redemption of debentures.

The said Amendment requires that the companies whose debt securities are listed as on the date of publication of the Amendment in the official gazette, shall amend their Articles of Association to comply with the above mentioned provision, on or before 30th September, 2023.

Therefore, in compliance with the above Amendment, and as the Company has listed its debt securities, the Board has considered and approved the amendment in Articles of Association ("AOA") of the Company subject to the approval of Shareholders of the Company, by substituting the existing Article 104 as under:

'In the event of any default committed by the Company as mentioned in clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the debenture trustee shall have the right, to appoint one or more Director or Directors [Nominee Director(s)] on the Board of Directors of the Company, and to remove from office any Nominee Director so appointed and to appoint another in his/her place or in the place a Director so appointed who resigns or otherwise vacates his office, in accordance with the provisions of the Companies Act, 2013 or any other applicable law, regulatory or listing requirements and terms and conditions of such debenture documents.

Any such appointment or removal shall be made in writing and shall be served at the registered office of the Company.

The Nominee Director(s) shall neither be required to hold any qualification share nor be liable to retire by rotation.

The Nominee Director(s) shall continue to hold office as long as the default in relation to the debt subsists.

The Nominee Director(s) may also be appointed as a member of any Committee of the Board and shall not be liable for any act or omission of the Company.

The Nominee Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.'

In terms of section 5, 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the amendment in the Articles of Association of the Company.

A copy of the amended AOA would be available electronically for inspection, without any fee, to the Members in accordance with Note No. 8 of the Notes attached to this Notice upto the date of the AGM of the Company.

None of the 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. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

ITEM NOS. 11, 12 AND 13

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 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 the 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)/ agreement(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 threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations 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.

Further, the Members of the Company at the Seventy-Sixth Annual General Meeting of the Company held on 5th August, 2022 ("76th AGM"), had approved Material Related Party Transactions of the Company with certain Related Parties viz. Swaraj Engines Limited, Classic Legends Private Limited and CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited), with the monetary limit not exceeding 2% of the annual consolidated turnover of the Company or Rs. 2,000 Crores whichever is higher, per annum for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e., five financial years. However, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the aforesaid Related Parties is anticipated to exceed the aforesaid monetary limit approved by the Members at the 76th AGM.

Members may please note that the Company and its subsidiaries and associates 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/ associates, as per the requirements of the applicable law.

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

SEBI, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 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 the aforesaid SEBI Circular 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. 11

Details of the Material Related Party Transactions entered / to be entered between the Company and its Subsidiaries/ Associate:

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 and Mahindra Financial Services Limited	Subsidiary	Not exceeding 4% of the Annual Consolidated Turnover of the Company# or Rs. 4,000 Crores, whichever is higher, per annum
	b.	Mahindra Electric Automobile Limited*	Subsidiary	Not exceeding 9.5% of the Annual Consolidated Turnover of the Company# or Rs. 9,500 Crores, whichever is higher, per annum
	c.	Mahindra Last Mile Mobility Limited**	Subsidiary	Not exceeding 6% of the Annual Consolidated Turnover of the Company# or Rs. 6,000 Crores, whichever is higher, per annum
	d.	Mahindra Susten Private Limited***	Subsidiary	Not exceeding 1.5% of the Annual Consolidated Turnover of the Company# or Rs. 1,500 Crores, whichever is higher, per annum
	e.	Sustainable Energy Infra Trust@	Associate	Not exceeding 2% of the Annual Consolidated Turnover of the Company# or Rs. 2,000 Crores, whichever is higher, per annum

* Will cease to be a wholly owned subsidiary upon investment by British International Investment PLC ("BII") in equity shares of Mahindra Electric Automobile Limited ("MEAL").

The above mentioned monetary value per annum covers transactions with MEAL as a non wholly-owned subsidiary.

** Mahindra Last Mile Mobility Limited or such other name as may be approved by the Registrar of Companies ("MLMML"), is in the process of being incorporated. MLMML will cease to be a wholly owned subsidiary upon investment by International Finance Corporation ("IFC") in Compulsorily Convertible Preference Shares of MLMML.

The above mentioned monetary value per annum covers transactions with MLMML as a non wholly-owned subsidiary.

*** Mahindra Susten Private Limited ("MSPL") is a subsidiary of Mahindra Holdings Limited ("MHL"). MHL is wholly-owned subsidiary of the Company and thus, MSPL is a subsidiary of the Company.

@ Sustainable Energy Infra Trust ("SEIT"), is a proposed Infrastructure Investment Trust ("InvIT") with MSPL and Ontario Teachers' as Sponsors, which is under the process of being registered with Securities and Exchange Board of India ("SEBI"). The Company directly is expected to hold up to 26% of the total unit holding of SEIT, after the primary and secondary transactions are completed, as part of listing of SEIT.

The Annual Consolidated Turnover shall be as per the last audited financial statements of the Company.

2. Type, Nature, material terms and particulars of the contract or arrangements

2a. Mahindra and Mahindra Financial Services Limited ("MMFSL"):	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
	Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
a) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	2,000	2.0%
b) Purchase / sale / transfer / exchange / lease of vehicles, including passenger and commercial vehicles, electric vehicles, tractors, implements, farm machinery etc., business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;	1,000	1.0%
c) Financial services income/expenses relating to vehicle financing, leasing & associated services, bill discounting, subvention, arrangement fees etc.	600	0.60%
d) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, receipt of royalty / brand usage, manpower, management and management support services, owned / third party services and reimbursements;	200	0.20%
e) Any transfer of resources, services or obligations to meet its objectives/requirements.	200	0.20%

Note: The value of corporate actions, if any, from MMFSL including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding, would be as approved by the Board of Directors / Shareholders of MMFSL. However, the total value of transactions between the Company and MMFSL including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2027-28 which is the higher of the monetary value of Rs. 4,000 crores and an amount which is 4% of the annual consolidated turnover as per the last audited financial statements of the Company.

2b. Mahindra Electric Automobile Limited ("MEAL"):	Maximum Amount in any Financial Year Higher of (A) and (B)	
	Monetary values p.a. Rs. in crores (A)	% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)
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, four-wheelers, spares, accessories and other related components/parts;	1,500	1.5%
b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	4,500	4.5%
c) Toll Manufacturing services, Product development services, Shared services & other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, Licensing of technology / intellectual property rights, receipt of royalty / brand usage, manpower, management and management support services, owned / third party services and reimbursements;	2,500	2.5%
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;	900	0.9%
e) Any transfer of resources, services or obligations to meet its objectives/ requirements.	100	0.1%
Note: The value of corporate actions, if any, from MEAL including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding, would be as approved by the Board of Directors / Shareholders of MEAL. However, the total value of transactions between the Company and MEAL including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2027-28 which is the higher of the monetary value of Rs. 9,500 crores and an amount which is 9.5% of the annual consolidated turnover as per the last audited financial statements of the Company.		

2c. Mahindra Last Mile Mobility Limited ("MLMML"):	Maximum Amount in any Financial Year Higher of (A) and (B)	
	Monetary values p.a. Rs. in crores (A)	% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)
a) Purchase / Sale of any goods and material including passenger / commercial vehicles, electric vehicles, electric kits, Battery pack, Power electronic pack, Drivetrain, assemblies, components, castings, forgings, sheet metal, engines, engine components, tractors, implements, four-wheelers, spares, accessories and other related components/parts;	3,000	3.0%
b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	1,000	1.0%
c) Purchase/sale of any services including Toll manufacturing services, Product development services, shared services, sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, Licensing of technology / intellectual property rights, receipt of royalty / brand usage, manpower, management and management support services, owned / third party services and other services, and reimbursements;	1,500	1.5%
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;	300	0.3%
e) Any transfer of resources, services or obligations to meet its objectives/requirements.	200	0.2%
Note: The value of corporate actions, if any, from MLMML including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding, would be as approved by the Board of Directors / Shareholders of MLMML. However, the total value of transactions between the Company and MLMML including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2027-28 which is the higher of the monetary value of Rs. 6,000 crores and an amount which is 6% of the annual consolidated turnover as per the last audited financial statements of the Company.		

	2d. Mahindra Susten Private Limited ("MSPL"):	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
		Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
	a) Purchase of power/EPC from MSPL and maintenance costs/charges for solar water pumps;	150	0.15%
	b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	1,200	1.20%
	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, receipt of royalty / brand usage, manpower, management and management support services, owned / third party services and reimbursements;	25	0.025%
	d) Any transfer of resources, services or obligations to meet its objectives/requirements.	125	0.125%
	Note: The value of corporate actions, if any, from MSPL including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding, would be as approved by the Board of Directors/ Shareholders of MSPL. However, the total value of transactions between the Company and MSPL including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2027-28 which is the higher of the monetary value of Rs. 1,500 crores and an amount which is 1.5% of the annual consolidated turnover as per the last audited financial statements of the Company.		
	2e. Sustainable Energy Infra Trust ("SEIT"):	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
		Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
	a) Sale/transfer of any security(ies) held by the Company in its subsidiaries i.e. equity, debt or otherwise to SEIT;	850	0.85%
	b) Infusion by way of primary investment in SEIT;	650	0.65%
	c) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	200	0.20%
	d) Any transfer/sharing of resources, services or obligations to meet its objectives/ requirements.	300	0.30%
	Note: The value of receipt of dividends or distribution, etc., if any, from SEIT by the Company that are uniformly offered/applicable to all unit holders in proportion to their unit holding, would be as approved by the Board of the Investment Manager of SEIT. However, the total value of transactions between the Company and SEIT including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2027-28 which is the higher of the monetary value of Rs. 2,000 crores and an amount which is 2% of the annual consolidated turnover as per the last audited financial statements of the Company.		
	The proposed transactions mentioned in point 2a to 2e 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.		
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 1st April, 2023) and new Contracts / arrangements / agreements / transactions for a period of 5 years i.e. upto 31st March, 2028.		
5.	**Justification for why the proposed transaction is in the interest of the Company**		
	5a. Mahindra and Mahindra Financial Services Limited ("MMFSL"):	**5b. Mahindra Electric Automobile Limited ("MEAL"):**	
	MMFSL is a leading non-banking finance company which provides loans including vehicle financing in the normal course of business and for the purpose and to meet its working capital requirements borrows funds through various sources including issue of non-convertible debentures ("NCDs"), availing term loans, bank loans, cash credit, fixed deposits and availing of inter-corporate deposits from the group companies. The total borrowings of MMFSL as on 31st March, 2023 aggregated to Rs. 74,945.86 Crores. The proposition is enabling which will help MMFSL to further augment its sources of funds. MMFSL has entered the leasing business, for which it needs to purchase vehicles from Original Equipment Manufacturers ("OEMs"), including the Company which has emerged as a significant player in the auto industry. Purchase of vehicles from the Company helps MMFSL to grow its leasing book. As an NBFC, MMFSL provides various financial services in the areas relating to vehicle financing, leasing & associated services, bill discounting, etc. MMFSL earns interest / fee based income from the Company. MMFSL is part of the larger Mahindra group. It benefits from availing high quality services from group resources and infrastructure instead of investing on its own. These transactions ensure consistent flow of desired services without interruptions, thus creating operational synergies, cost optimisation, optimal utilisation of resources and business efficiencies.	MEAL has been incorporated on 25th October, 2022 to undertake the 4 (Four) Wheel Passenger Electric Vehicles Business of the Company. British International Investment (BII), the UK's Development Finance Institution and impact investor and the Company had executed a binding agreement to invest up to Rs. 1,925 crores each into MEAL. BII will invest up to Rs 1,925 crores in the form of compulsory convertible instruments at a valuation of up to Rs. 70,070 crores, resulting in 2.75% to 4.76% ownership for BII in the MEAL. The total capital infusion for MEAL is envisaged to be approximately Rs. 11,000 crores/ USD 1.4 billion between FY24 and FY27 for the planned product portfolio. The Company and BII will work jointly to bring other like-minded investors in MEAL to match the funding requirement in a phased manner. BII's investment is designed to significantly accelerate the availability and adoption of electric vehicles in India and other markets served by the Company. The above transactions will enable MEAL to significantly leverage the broader manufacturing capabilities, product development, design organizations along with the ecosystem of suppliers, dealers, and financiers of the Company. The funds infused by the Company and BII will be utilized by MEAL primarily to create and market a world-class Electric SUV portfolio with advanced technologies. Onboarding BII as an investor will also help the Company to leverage their focus and expertise in ESG and Climate Change.	

	5c. Mahindra Last Mile Mobility Limited ("MLMML"):	**5d. Mahindra Susten Private Limited ("MSPL"):**	
	Mahindra Last Mile Mobility (LMM) has ended Financial Year 2022-23 as the No.1 electric 3-wheeler manufacturer. LMM recently, did the ground-breaking for a new manufacturing unit at its existing plant in Zaheerabad, Telangana. Electric 3-wheelers are one of the leading contributors in automobile electrification in the country with their unmatched Total Cost of Ownership, excellent savings, noiseless and pollution-free drive. These EVs will help accelerate India's emission goals of going carbon neutral by 2070. Being the market leaders in this segment, the Company through MLMML has an opportunity to drive higher EV penetration in this segment and provide a more sustainable as well as profitable option to micro-entrepreneurs. In view of the above, the Company had entered into a Subscription Agreement and Shareholders Agreement with International Finance Corporation ('IFC'), whereby IFC, in a bid to scale up electric three-wheelers and small commercial vehicles (SCVs) that are more affordable, has agreed to invest upto Rs. 600 Crores in the new company being incorporated as a wholly owned subsidiary of the Company under the name of Mahindra Last Mile Mobility Limited ('MLMML'), in one or more tranches in accordance with the terms and conditions as stipulated in the aforesaid Agreements, valuing the MLMML at upto Rs. 6,020 crores. MLMML will house the Last Mile Mobility Business of the Company. The Company will also sell/transfer assets and/or Business pertaining to the Last Mile Mobility Business of the Company to MLMML. MLMML will house the LMM division, including three wheelers (Alfa, Treo, Zor) and four-wheeler SCV (Jeeto). The above transactions and IFC's financing will help scale up electric mobility in last mile connectivity - passenger and cargo segments - while enabling the development and manufacturing of new generation products in this space. Electric Vehicles enable vibration and noise free operations, generate higher earnings for drivers and enable micro-entrepreneurship. The business will further generate employment for women, driving equality and inclusion while bolstering India's climate action agenda. The Company will be benefitted by using its manufacturing facility at Zaheerabad and Haridwar plant for three wheelers and SCVs. MLMML will be able to utilise the expertise of the Company for manufacturing, sourcing, etc. This in turn will contribute towards Mahindra Group synergy. Transactions with MLMML are expected to grow in future. Keeping in mind the potential quantum of transactions with MLMML over the next few years, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with MLMML as per the limits stated in point 1c. above.	MSPL is Mahindra Group's renewable energy platform, which includes one of the leading renewable engineering, procurement and construction ("EPC") businesses (capacity constructed of over 4.3 GWp over its tenure of 11+years), an independent power producer ("IPP") business with around 1.54 GWp of operational solar plants spread across several states in India, and plan to have a significant solar development pipeline. The IPP solar portfolio is spread across 5 key states in India and is backed by long-term power purchase agreements — Over 95% of assets are backed by central government or equivalent entities and the remaining with distribution companies backed by state governments. As part of the strategic plan to growth, the IPP business in future MSPL (along with its shareholders) has created a business plan to add over 5.5 GWP of Renewable Energy Assets over the next 5 years. The strategic direction would also be to sell such built assets after holding them for about 1 or 2 years post execution to an InvIT being created under MSPL and its shareholders sponsorship. During this phase of building Renewable assets, MSPL would need funding as part of its equity contribution towards these projects and also manage interim funding before an external funding is tied up for these projects. Transactions with MSPL are expected to grow in future. Keeping in mind the potential quantum of transactions with MSPL over the next few years, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with MSPL as per the limits stated in point 1d. above.	
	5e. Sustainable Energy Infra Trust ("SEIT"):		
	Setting up of the InvIT is part of the larger partnership between Mahindra Group and Ontario Teachers' in the renewables energy sector. The partnership will enable the Company, to unlock value in the Renewable Energy Business, significantly scale up the platform by continuing to invest along with Ontario Teachers' and achieve the twin objectives of accelerated growth and leadership in ESG. The InvIT also enables additional value unlocking by creating the InvIT platform for monetization to a wider set of like-minded investors. Further, the InvIT aids in deleveraging by reducing the consolidated debt of the Company.		
	Besides the specific company-wise justification stated above in point 5a to 5e, 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.		
6.	**If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**		
	i) details of the source of funds in connection with the proposed transaction;	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.	
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure	Not applicable, since the Company would not be incurring financial indebtedness specially for giving financial assistance or making investments.	
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Investments by way of subscription, purchase or otherwise in securities / debt instruments and / or providing of loans, advances, and guarantees in relation to above mentioned subsidiaries / SEIT would be in accordance with the provisions of the Companies Act, 2013. The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. 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:- i) The nature and tenor of loan/ICD, ii) The opportunity cost for the Company from investment in alternative options, and iii) The cost of availing funds for the Company and for the related party	
	iv) The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction	The funds shall be used for operational activities and other business requirements of the company/SEIT 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.	

<table>
<tr>
<td>7.</td>
<td>Details of the Valuation or other external party report (if any)</td>
<td>The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be 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.
In case of SEIT, the external non-related party investors shall determine the value and the quantum of the InvIT units and will be supported by the valuation report which shall be made available as per Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") at the time of filing of the final placement memorandum of SEIT with SEBI.</td>
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<tr>
<td>8.</td>
<td>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)</td>
<td>i. Rs. 4,000 crores constitutes 3.27% of the Consolidated Turnover* of the Company,
ii. Rs. 9,500 crores constitutes 7.76% of the Consolidated Turnover* of the Company,
iii. Rs. 6,000 crores constitutes 4.90% of the Consolidated Turnover* of the Company,
iv. Rs. 1,500 crores constitutes 1.22% of the Consolidated Turnover* of the Company and
v. Rs. 2,000 crores constitutes 1.63% of the Consolidated Turnover* of the Company for the financial year ended 31st March, 2023.
* Turnover includes Revenue from Operations and Other Income.
<table>
<tr><td>Name of the Subsidiary</td><td>Rs. 4,000 Crores as a % of Subsidiary's Annual Turnover^ on a Standalone Basis</td></tr>
<tr><td>Mahindra and Mahindra Financial Services Limited</td><td>36%</td></tr>
<tr><td>Name of the Subsidiary</td><td>Rs. 9,500 Crores as a % of the Subsidiary's Annual Turnover^ on a Standalone Basis</td></tr>
<tr><td>Mahindra Electric Automobile Limited^^</td><td>1,53,424%</td></tr>
<tr><td>Name of the Subsidiary</td><td>Rs. 6,000 Crores as a % of the Subsidiary's Annual Turnover^ on a Standalone Basis</td></tr>
<tr><td>Mahindra Last Mile Mobility Limited</td><td>Not Applicable</td></tr>
<tr><td>Name of the Subsidiary</td><td>Rs. 1,500 Crores as a % of the Subsidiary's Annual Turnover^ on a Standalone Basis</td></tr>
<tr><td>Mahindra Susten Private Limited</td><td>378%</td></tr>
</table>
^ Turnover includes Revenue from Operations and Other income. % of Subsidiary's Annual Turnover is not applicable for companies which are yet to generate Revenue from operations.
^^ Incorporated on 25th October, 2022.
Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2022-23 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 2023-24 to 2027-28.</td>
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</table>

9.	**Transactions undertaken in previous Financial Year ended 31st March 2023 and 31st March, 2022**				
					Rs. in crores
	Sr. No.	**Name of the Company**	**Nature of Transactions**	**FY22**	**FY23**
	a.	Mahindra and Mahindra Financial Services Limited ("MMFSL")*#	Purchase and sale of goods, property, plant & equipment, availing and rendering of services, trade advances, deputation / sharing of personnel, dividend received, interest income, royalty received for usage of 'Mahindra' Brand / Trade Name, other income and expenses, reimbursement received and paid, etc.	277.22	574.67
	b.	Mahindra Electric Automobile Limited ("MEAL")##	Sale of property, plant & equipment and other intangible assets, rendering of services, investments, reimbursement received, etc.	NA	2,340.93**
	c.	Mahindra Last Mile Mobility Limited ("MLMML")##	Not Applicable		
	d.	Mahindra Susten Private Limited ("MSPL")#	Availing and rendering of services, sale of goods, deputation of personnel, inter-corporate deposits given, interest income , royalty received for usage of 'Mahindra' Brand / Trade Name and other income, reimbursement received, etc.	602.48	311.68
	e.	Sustainable Energy Infra Trust	Not Applicable		
	*	MMFSL had not availed any borrowings from the Company in FY2022 and FY2023. However, MMFSL had availed ICDs from the Company aggregating to Rs. 1,200 crores from FY 2018 to FY 2020, ranging from 6 days to 1 year, at average interest rate of 8.21%, as per prevailing market rates. Besides, the Company had subscribed to NCDs issued by MMFSL on private placement basis aggregating to Rs. 195 Crores from FY 2020 to FY 2021. While MMFSL has been able to successfully raise funds from the market in the last few years, it may require the support of the Company in the coming years. MMFSL needs to have an enabling approval in place to resort to fund based support from the Company in the event of market / interest rate uncertainties. This would enable MMFSL to seamlessly source funds, as and when required in its normal course of business activities. Considering the above, the approval of Shareholders of the Company is being sought for transactions between the Company and MMFSL for an overall limit for each of the financial years from 2023-24 to 2027-28 which is the higher of the monetary value of Rs. 4,000 crores and an amount which is 4% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to sub-limits as stated in point no. 2a. above.			
	**	MEAL is a wholly-owned subsidiary of the Company.			
	#	The royalty received from MMFSL and MSPL for usage of 'Mahindra' Brand/ trade name was Rs. 1.12 lacs in FY22 and Rs. 0.89 lacs in FY23. The royalty received/ receivable from MMFSL and MSPL during each of the financial years 2024-2028, would be well below the permitted statutory ceiling as prescribed under Regulation 23 (1A) of Listing Regulations i.e. 5% of the annual consolidated turnover of the Company.			
	##	Royalty would be charged to MEAL and MLMML for usage of 'Mahindra' Brand/ trade name from FY24 onwards. The royalty receivable from MEAL and MLMML during each of the financial years 2024-2028, would be well below the permitted statutory ceiling as prescribed under Regulation 23 (1A) of Listing Regulations i.e. 5% of the annual consolidated turnover of the Company.			

2) For Item No. 12

Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:

Sr. No.	Particulars	Disclosures			
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**	**Name of the Subsidiary**	**Name of the Related Party**	**Nature of relationship**	**Monetary value p.a.**
		Mahindra Susten Private Limited ("MSPL")	Sustainable Energy Infra Trust ("SEIT")	MSPL is a subsidiary of Mahindra Holdings Limited ("MHL"). MHL is wholly-owned subsidiary of the Company and thus, MSPL is a subsidiary of the Company. Sustainable Energy Infra Trust ("SEIT") is a proposed Infrastructure Investment Trust ("InvIT") with MSPL and Ontario Teachers' as Sponsors, which is under the process of being registered with SEBI. MSPL is expected to hold approx. 15% of the total unitholding of SEIT.	Not exceeding 3.5% of the Annual Consolidated Turnover of the Company# or Rs. 3,500 Crores, whichever is higher, per annum
	# The Annual Consolidated Turnover shall be as per the last audited financial statements of the Company.				

2.	**Type/Nature, material terms and particulars of the contract or arrangements**		
	Particulars	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
		Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
	a) Sale/transfer of any security(ies) held by MSPL in its subsidiaries i.e. equity, debt or otherwise to SEIT;	2,700	2.7%
	b) Any transfer of resources, services or obligations to meet its objectives/ requirement including repayment of obligations by SEIT on behalf of its subsidiaries	800	0.8%
	Note: The value of receipt of dividends or distribution, etc. from SEIT to MSPL which is offered/applicable to all unitholders in proportion to their unit holding, cannot be ascertained by the Company. However, for each of the financial years from 2023-24 to 2027-28, the total value of transactions between MSPL and SEIT including dividend/distributions received will not breach the overall limit for a financial year which is the higher of the monetary value of Rs. 3,500 crores and an amount which is 3.5% of the annual consolidated turnover as per the last audited financial statements of the Company.		

<table>
<tr><td>3.</td><td colspan="2">Any advance paid or received for the contract or arrangement, if any</td><td>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.</td></tr>
<tr><td>4.</td><td colspan="2">Tenure</td><td>The tenure is 5 years i.e. upto 31st March, 2028.</td></tr>
<tr><td>5.</td><td colspan="2">Justification for why the proposed transaction is in the interest of the Company</td><td>Setting up of the InvIT is part of the larger partnership between Mahindra Group and Ontario Teachers' in the renewables energy sector. The partnership will enable the Company to unlock value in the Renewable Energy Business, significantly scale up the platform by continuing to invest along with Ontario Teachers' and achieve the twin objectives of accelerated growth and leadership in ESG. The InvIT also enables additional value unlocking by creating the InvIT platform for monetization to a wider set of like-minded investors. Further, the InvIT aids in deleveraging by reducing the consolidated debt of M&M.</td></tr>
<tr><td>6.</td><td colspan="3">If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</td></tr>
<tr><td></td><td>i)</td><td>details of the source of funds in connection with the proposed transaction;</td><td>MSPL has infused subordinate debt in certain subsidiaries for construction of solar power projects housed in the respective subsidiaries. This subordinate debt is part of the overall Equity contribution which MSPL is supposed to infuse in the Projects. MSPL has funded this subordinate debt partly via its internal accruals and partly via Loan from the Company.</td></tr>
<tr><td></td><td>ii)</td><td>where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,
• nature of indebtedness;
• cost of funds; and
• tenure</td><td>• MSPL has funded this subordinate debt partly via its internal accruals and partly via Loan from the Company;
• The loan from the Company is a combination of floating and fixed Rate, the current weighted average of loan is in the range of 6.75% per annum to 8.5% per annum;
• Tenure of the Company loans varies from 1 to 2 years.</td></tr>
<tr><td></td><td>iii)</td><td>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</td><td>Subordinate loans advanced by MSPL to its certain subsidiaries are unsecured loans and are considered subordinate to existing bank debt. There is no fixed tenure of these loans as repayment will depend on meeting of secured loan covenants and approvals of Project secured lenders. The ROI charged on the loan is 11.5% per annum.</td></tr>
<tr><td></td><td>iv)</td><td>The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction</td><td>MSPL has infused subordinate debt in certain subsidiaries for construction of solar power projects housed in the respective subsidiaries, this subordinate debt is part of the overall equity contribution which MSPL is supposed to infuse in the projects.</td></tr>
<tr><td>7.</td><td colspan="2">Details of the Valuation or other external party report (if any)</td><td>In case of SEIT, the external non-related party investors shall determine the value and the quantum of the InvIT units and will be supported by the valuation report which will be made available as per InvIT regulations at the time of filing of the final placement memorandum of SEIT with SEBI.</td></tr>
<tr><td>8.</td><td colspan="2">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)</td><td>Rs. 3,500 crores constitute 2.86% of the Consolidated Turnover* of the Company for the financial year ended 31st March, 2023.
<table>
<tr><th>Name of the Subsidiary</th><th>Value of the proposed transaction p.a. as a % of the annual turnover* of the Subsidiary on standalone basis</th></tr>
<tr><td>MSPL</td><td>883%</td></tr>
</table>
* Turnover includes Revenue from Operations and Other Income.
Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2022-23 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 2023-24 to 2027-28 if the transaction is completed in such year.</td></tr>
<tr><td>9.</td><td colspan="2">Transactions undertaken in previous 2 years with certain related parties</td><td>Not Applicable</td></tr>
</table>

3) For Item No. 13

Material Modification in earlier approved Material Related Party Transactions between the Company and its Subsidiaries/Associate

The Members of the Company at the Seventy-Sixth Annual General Meeting of the Company held on 5th August, 2022 ("76th AGM"), had approved Material Related Party Transactions of the Company with certain Related Parties viz. Swaraj Engines Limited, Classic Legends Private Limited and CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited), on such material terms and conditions as mentioned in the explanatory statement attached to Resolution No. 9 of the Notice of Seventy-Sixth AGM and at monetary value not exceeding 2% of the Annual Consolidated Turnover of the Company or Rs. 2,000 Crores whichever is higher, per annum for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e., five financial years. However, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the aforesaid Related Parties is anticipated to exceed the aforesaid monetary limit approved by the Members at the 76th AGM.

Considering the Company's current transactions with the above mentioned Related Parties and future business projections, it is now proposed to increase the monetary value of related party transactions with the said Related Parties. This increment in the monetary value of related party transactions with Related Parties will be on same material terms and conditions as approved earlier by the Members at the 76th AGM.

The approval of Members is sought as per the requirement of Regulation 23(4) of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, for revision in the monetary limit of the 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:

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.	Swaraj Engines Limited	Subsidiary	Not exceeding 5% of the Annual Consolidated Turnover of the Company# or Rs. 5,000 Crores, whichever is higher, per annum
	b.	Classic Legends Private Limited	Subsidiary	Not exceeding 3% of the Annual Consolidated Turnover of the Company# or Rs. 3,000 Crores, whichever is higher, per annum
	c.	CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited)@	Associate	
	# The Annual Consolidated Turnover shall be as per the last audited financial statements of the Company.			
	@ Mahindra CIE Automotive Limited has on 16th May, 2023 informed the Stock Exchanges that its application for change of name from Mahindra CIE Automotive Limited to CIE Automotive India Limited has been approved by the Central Government on 15th May, 2023. As on the date of this Notice, the Master Data on the website of the Ministry of Corporate Affairs www.mca.gov.in carries the new name of the company and that the 'fresh certificate of Incorporation pursuant to change in name' as per Section 13(3) of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014 was awaited.			

2.	Type, Nature, material terms and particulars of the contract or arrangements		
	2a. Swaraj Engines Limited ("SEL"):	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
		Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
	a) Purchase of goods primarily including engines, engine components and other related parts/components, 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;	4,700	4.7%
	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 and management support services, owned / third party services and reimbursements;	50	0.05%
	c) 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;	50	0.05%
	d) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	100	0.10%
	e) Any transfer of resources, services or obligations to meet its objectives/requirements.	100	0.10%
	Note: The value of corporate actions, if any, from SEL including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding, would be as approved by the Board of Directors / Shareholders of SEL. However, the total value of transactions between the Company and SEL including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2026-27 which is the higher of the monetary value of Rs. 5,000 crores and an amount which is 5% of the annual consolidated turnover as per the last audited financial statements of the Company.		
	2b. Classic Legends Private Limited ("CLPL"):	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
		Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
	a) Purchase / Sale of any goods and material primarily including two wheelers, spares & components;	2,250	2.25%
	b) Rendering/availing of services including R&D technical testing, etc;	100	0.10%
	c) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses;	500	0.50%
	d) 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 and management support services, owned / third party services and reimbursements;	100	0.10%
	e) 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;	25	0.025%
	f) Any transfer of resources, services or obligations to meet its objectives/ requirements.	25	0.025%
	Note: The value of corporate actions, if any, from CLPL including receipt of dividends, tendering securities as a part of buyback offer, receipt of bonus securities, subscribing to rights issue, etc. by the Company that are uniformly offered/applicable to all shareholders in proportion to their shareholding, would be as approved by the Board of Directors/ Shareholders of CLPL. However, the total value of transactions between the Company and CLPL including dividend received will not breach the overall limit for each of the financial years from 2023-24 to 2026-27 which is the higher of the monetary value of Rs. 3,000 crores and an amount which is 3% of the annual consolidated turnover as per the last audited financial statements of the Company.		

	2c. CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited) ("CIE")	**Maximum Amount in any Financial Year Higher of (A) and (B)**	
		Monetary values p.a. Rs. in crores (A)	**% of Consolidated Turnover as per the last audited financial statements of the Company for the relevant financial year (B)**
	a) Purchase of goods primarily including castings, forgings, sheet metal, and other components/parts; Sale of any goods and material including passenger / commercial vehicles, electric vehicles and other related components/parts;	2,850	2.85%
	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, receipt of royalty / brand usage, manpower, management and management support services, owned / third party services, professional services, technical support and reimbursements;	50	0.05%
	c) 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;	50	0.05%
	d) Any transfer of resources, services or obligations to meet its objectives/ requirements.	50	0.05%
	The proposed transactions as mentioned in point 2a to 2c 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.		
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 1st April, 2022) and new Contracts / arrangements / agreements / transactions for remaining period of 4 years i.e. upto 31st March, 2027.		
5.	**Justification for why the proposed transaction is in the interest of the Company**		
	5a. Swaraj Engines Limited ("SEL"):		
	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. In the Financial Year 2022-23, the Company sold 4,07,545 tractors (under the Mahindra, Swaraj and Trakstar brands, a growth of 14.9% over the previous year). This is the highest ever vehicle sales and tractor sales in any year by Mahindra's Farm Equipment Sector. Your Company's F23 market share at 41.2% continues to position it as the domestic market leader for the 40th 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. 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. As it prepares to open its new manufacturing facility in Mohali, Swaraj Tractors produced its two millionth tractor. A further 17.41% of SEL was acquired by your Company from Kirloskar Industries Limited (KIL). As a result, the Company now own 52.13% of Swaraj Engines Limited (SEL), making SEL a subsidiary of the Company. 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.		
	5b. Classic Legends Private Limited ("CLPL"):		
	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, Yezdi and BSA. 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. 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. During FY23, 42 Bobber motorcycle was introduced in Indian market and in addition CLPL forayed into UK and European market by introducing iconic British brand BSA. This in turn will contribute towards Mahindra Group synergy. 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.		
	5c. CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited) ("CIE")		
	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 CIE has resulted in operational synergies and cost optimisation besides assurance of product quality. 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 CIE. Other transactions with CIE are also linked to or are relevant for ensuring smooth supply of products to the Company. Transactions with CIE are expected to grow in future. Keeping in mind the potential quantum of transactions with 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 CIE as per the limits stated in point 1.		
	Besides the specific company-wise justification stated above in point 5a to 5c, 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.		

6.	**If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**		
	i)	details of the source of funds in connection with the proposed transaction;	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.
	ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure	Not applicable, since the Company would not be incurring financial indebtedness specially for giving financial assistance or making investments.
	iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Investments by way of subscription, purchase or otherwise in securities / debt instruments and / or providing of loans, advances, and guarantees in relation to above mentioned subsidiaries/associate would be in accordance with the provisions of the Companies Act, 2013. The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. 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:- i) The nature and tenor of loan/ICD, ii) The opportunity cost for the Company from investment in alternative options, and iii) The cost of availing funds for the Company and for the related party.
	iv)	The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction	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.
7.	**Details of the Valuation or other external party report (if any)**		The related party transactions will be in line with the Company's Policy on Materiality of 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.
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 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)**		Rs. 5,000 crores constitute 4.08% of the Consolidated Turnover* of the Company and Rs. 3,000 crores constitute 2.45% of the Consolidated Turnover* of the Company for the financial year ended 31st March, 2023.

Name of the Subsidiary	**Rs. 5,000 Crores as a % of Subsidiary's Annual Turnover* on a Standalone Basis**
Swaraj Engines Limited	349%
Name of the Subsidiary	**Rs. 3,000 Crores as a % of the Subsidiary's Annual Turnover* on a Standalone Basis**
Classic Legends Private Limited	422%

* Turnover includes Revenue from Operations and Other Income.

Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2022-23 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 2023-24 to 2026-27.

9. Transactions undertaken in previous Financial Year ended 31st March 2023 and 31st March, 2022

Rs. in crores

Sr. No.	Name of the Company	Nature of Transactions	FY22	FY23
a.	Swaraj Engines Limited	Purchase and Sale of goods, Sale of property, plant and equipment, availing and rendering of services, dividend income, deputation of personnel, reimbursements paid and received, other income and expenses, etc.	1,380.14	1,751.98
b.	Classic Legends Private Limited	Purchase and sale of goods, rendering and availing of services, inter-corporate deposits given, interest and other income, investments, deputation / sharing of personnel, reimbursements paid and received, etc.	1,010.51	1,227.51
c.	CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited)("CIE")[&]	Purchase of goods, property, plant & equipment and other intangible assets, sale of goods, other income and expenses, royalty received for usage of 'Mahindra' Brand / Trade Name, availing and rendering of services, dividend received, reimbursement paid, etc.	1,389.26	1,998.81

& The royalty received from CIE for usage of 'Mahindra' Brand/ trade name was Rs. 1.12 lacs in FY22 and Rs. 0.89 lacs in FY23. The royalty receivable from CIE during each of the financial years 2024-2027, would be well below the permitted statutory ceiling as prescribed under Regulation 23 (1A) of Listing Regulations i.e. 5% of the annual consolidated turnover of the Company.

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 of 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. 11, 12 and 13 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. 11		
1.	Mahindra and Mahindra Financial Services Limited	Dr. Anish Shah - Chairperson and Non-Executive Director
2.	Mahindra Electric Automobile Limited	Mr. Rajesh Jejurikar - Non-Executive Director
3.	Mahindra Last Mile Mobility Limited*	Not Applicable
4.	Mahindra Susten Private Limited	Mr. Manoj Bhat - Non-Executive Director
5.	Sustainable Energy Infra Trust**	Not Applicable
* in the process of being incorporated ** in the process of being registered		

Sr. No.	Company	Directors or Key Managerial Personnel of the Company holding Directorships in the concerned Related Party(ies)
Item No. 12		
1.	Mahindra Susten Private Limited	Mr. Manoj Bhat - Non-Executive Director
2.	Sustainable Energy Infra Trust **	Not Applicable
** in the process of being registered		
Item No. 13		
1.	Swaraj Engines Limited	Mr. Rajesh Jejurikar - Non-Executive Chairman
2.	Classic Legends Private Limited	Mr. Anand G. Mahindra - Non-Executive Director Mr. Rajesh Jejurikar - Non-Executive Director Mr. Manoj Bhat - Non-Executive Director
3.	CIE Automotive India Limited (formerly known as Mahindra CIE Automotive Limited)	--

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 11, 12 and 13 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. 11, 12 and 13 of the Notice for approval of the Members by way of Ordinary Resolutions.

By Order of the Board

NARAYAN SHANKAR
Company Secretary
ACS No. 8666

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, 26th May, 2023

Information at a glance

Sr. No.	Particulars	Details
1.	**Day, Date and Time of AGM**	Friday, 4th August, 2023, 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**	Questions/queries shall be submitted 48 hours before the time fixed for AGM i.e. by 3:00 p.m. (IST) on Wednesday, 2nd August, 2023, by any of the following processes: • 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, 28th July, 2023, 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. 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.
6.	**Speaker Registration Before AGM**	Visit https://emeetings.kfintech.com and click on "Speaker Registration" during the period from Monday, 24th July, 2023 (9:00 a.m. IST) upto Wednesday, 26th July, 2023 (5:00 p.m. IST).
7.	**Recorded transcript**	Will be made available post AGM at https://www.mahindra.com/investor-relations/regulatory-filings
8.	**Dividend for FY23 recommended by Board**	Rs. 16.25 (325%) per Ordinary (Equity) Share of the face value of Rs. 5 each
9.	**Dividend Book Closure dates**	Saturday, 15th July, 2023 to Friday, 4th August, 2023 (both days inclusive)
10.	**Dividend payment date**	After Friday, 4th August, 2023
11.	**Information of tax on Dividend 2022-23**	https://www.mahindra.com/investor-relations/regulatory-filings
12.	**Cut-off date for e-voting**	Friday, 28th July, 2023
13.	**Remote E-voting start time and date**	Monday, 31st July, 2023 (9:00 a.m. IST)
14.	**Remote E-voting end time and date**	Thursday, 3rd August, 2023 (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**	KFin Technologies Limited (earlier known as KFin Technologies Private Limited) Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032 **Contact detail:** Phone No.: 040-6716 1509 or KFintech's toll free No.: 1800-3094-001
17.	**Email Registration & Contact Updation Process**	**Demat shareholders:** Contact respective Depository Participant.
		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, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com