DRAFT RED HERRING PROSPECTUS
Dated August 3, 2017
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

MAHINDRA LOGISTICS LIMITED

Mahindra Logistics Limited (our "**Company**" or the "**Company**" or the "**Issuer**") was incorporated under its present name as a public limited company under the Companies Act, 1956 pursuant to the certificate of incorporation on August 24, 2007 granted by the Registrar of Companies, Mumbai. Our Company was granted the certificate for commencement of business on October 15, 2007 by the Registrar of Companies, Mumbai. For more information regarding our Company's corporate history, see "*History and Certain Corporate Matters*" on page 160.

Corporate Identity Number: U63000MH2007PLC173466
Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018. **Tel:** +91 22 2490 1441, **Fax**: +91 22 2490 0833
Corporate Office: 1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai – 400062, **Tel**: +91 22 2871 6800
Contact Person: Nikhil Nayak, Chief Financial Officer and Compliance Officer **Tel:** +91 22 2871 5500
E-mail: cfo.mll@mahindra.com; **Website**: www.mahindralogistics.com

OUR PROMOTER: MAHINDRA & MAHINDRA LIMITED

INITIAL PUBLIC OFFERING OF UP TO 19,332,346 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION THROUGH AN OFFER FOR SALE OF (i) UP TO 9,666,173 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY MAHINDRA & MAHINDRA LIMITED (OUR PROMOTER); (ii) UP TO 9,271,180 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY NORMANDY HOLDINGS LIMITED; AND (iii) UP TO 394,993 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY KEDAARA CAPITAL ALTERNATIVE INVESTMENT FUND – KEDAARA CAPITAL AIF 1, (THE "OFFER FOR SALE" OR THE "OFFER' AND SUCH SHAREHOLDERS OFFERING THEIR RESPECTIVE EQUITY SHARES IN THE OFFER FOR SALE ARE COLLECTIVELY HEREINAFTER REFERRED TO AS THE "SELLING SHAREHOLDERS" AND INDIVIDUALLY AS A "SELLING SHAREHOLDER"). THE OFFER INCLUDES A RESERVATION OF UP TO 125,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER" AND SUCH NET OFFER AGGREGATES UP TO 19,207,346 EQUITY SHARES. THE OFFER AND THE NET OFFER SHALL CONSTITUTE 27.49% AND 27.31%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND, DISCOUNT, IF ANY, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, AND WILL BE ADVERTISED IN [●] EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS SITUATED), AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES

In case of a revision to the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the BRLMs, and at the terminals of the members of the Syndicate.

In terms of Rule 19(2)(b)(ii) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), this is an Offer for at least such percentage of the post-Offer paid-up Equity Share capital of our Company which will be equivalent to ₹ 4,000.00 million calculated at the Offer Price and the post-Offer capital of our Company calculated at the Offer Price is more than ₹16,000 million but less than or equal to ₹ 40,000 million. The Offer is being made through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Category**"), provided that our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Category shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process, and shall provide details of their respective bank account in which the Bid amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 304.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹ 10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Offer Price (as determined and justified by our Company and the Selling Shareholders in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and as stated in "*Basis for Offer Price*" on page 111) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 20.

OUR COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each Selling Shareholder severally and not jointly accepts responsibility for and confirms only the statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to such Selling Shareholder and the Equity Shares offered by it in the Offer for Sale are true and correct in all material aspects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to the Company or the other Selling Shareholders in this Draft Red Herring Prospectus.

LISTING

The Equity Shares proposed to be issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of this Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: mll.ipo@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: http://investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	**Axis Capital Limited** 1st Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025 Tel: + 91 22 4325 2183 Fax: +91 22 4325 3000 E-mail: mll.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact person: Simran Gadh SEBI Registration No.: INM000012029	**Link Intime India Private Limited** C-101, 1 st floor, 247 Park L B S Marg Vikhroli West Mumbai 400 083 Tel: +91 22 4918 6200 Fax: +91 22 4918 6195 E-mail: mahindralogistics.ipo@linkintime.co.in Investor grievance e-mail: mahindralogistics.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

BID/OFFER PERIOD*

BID/OFFER OPENS ON*	[●]	BID/OFFER CLOSES ON **	[●]

** Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Selling Shareholders, in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date.*

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this section, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given in this section shall prevail. Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Tax Benefits", "Industry Overview", "Regulations and Policies in India", "Financial Information", "Outstanding Litigation and Material Developments" and "Part B" of "Offer Procedure", will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
"our Company", "the Company" or "the Issuer",	Mahindra Logistics Limited, a public company incorporated under the Companies Act, 1956 and having its Registered Office at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018 and Corporate Office at 1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai 400 062.
"we", "us" or "our"	Our Company and Subsidiaries, on a consolidated basis.

Company related terms

Term	Description
2X2 Logistics	2X2 Logistics Private Limited, one the Subsidiaries of our Company.
AoA/Articles of Association or Articles	The articles of association of our Company, as amended.
Audit Committee	Audit committee of our Company, constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, described in "*Our Management*" on page 168.
Auditors/ Statutory Auditors	The statutory auditors of our Company, being B. K. Khare & Co., Chartered Accountants.
Board/ Board of Directors	The board of directors of our Company.
CCPS	0.001% fully paid non – cumulative compulsorily convertible preference shares allotted to the Investor Selling Shareholders in accordance with the Investment Agreement.
Chief Executive Officer/ CEO	Chief executive officer of our Company.
Chief Financial Officer/ CFO	Chief financial officer of our Company.
Client Retention Rate	The number of clients retained (i.e., clients who renewed a majority of their annual service contracts with the Company) over a given period, and expressed as a percentage.
Company Secretary	Company secretary of our Company.
Compliance Officer	Compliance officer of our Company appointed in accordance with the requirements of the SEBI ICDR Regulations.
Corporate Office	The corporate office of our Company, situated at 1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai 400 062.
CRISIL Report	A report dated July 31, 2017, titled "Report of supply chain and 3PL potential in India, freight forwarding and corporate people transportation services" that has been prepared by CRISIL Research.
CRISIL Research	A division of CRISIL Limited.
Director(s)	The director(s) on our Board.
Equity Shares	The equity shares of our Company of face value of ₹ 10 each.
FTSCSF	Fixed Term Strategic Consulting Services Fees
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board,

Term	Description
	if any, in accordance with the Materiality Policy. For details, see "*Group Companies*" of page 198.
Independent Directors	Independent directors of our Company
Investment Agreement	Investment agreement dated February 5, 2014 entered into among our Company, our Promoter, Normandy and Kedaara AIF, as amended by amendment agreements dated March 5, 2015 and August 3, 2017.
Investor Selling Shareholders	Normandy and Kedaara AIF, collectively.
IPO Committee	The IPO committee of our Company, constituted to facilitate the process of the Offer, described in "*Our Management*" on page 168.
IVC	IVC Logistics Limited, a public limited company under the Companies Act, 1956 (formerly known as Indian Vehicle Carrier Private Limited).
Kedaara AIF	Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1.
KMP/ Key Managerial Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as described in "*Our Management*" on page 168.
Lords	Lords Freight (India) Private Limited, one of the Subsidiaries of our Company.
Mahindra Group	M&M, together with its subsidiaries, joint ventures, associates and other consolidated entities.
Mahindra License Agreement/ Trademark Agreement	An agreement dated April 2, 2008, as amended by an addendum dated June 12, 2015 between our Company and our Promoter, in relation to the grant of license of certain trademarks including for 'Mahindra', corporate logo and certain other logos and labels, by our Promoter to our Company on a non-exclusive and a royalty free basis.
Mahindra Partners	A division of M&M which manages certain of its investments.
MILES	Mahindra Integrated Logistics Execution System, a transport management system.
MWMS	Mahindra Warehouse Management System, an internally designed, developed and supported IT solution that we deploy to manage our logistics and warehousing operations.
Materiality Policy	The policy adopted by our Board on July 25, 2017 for identification of Group Companies, outstanding material litigation and outstanding dues to creditors in respect of our Company, pursuant to the requirements of the SEBI ICDR Regulations.
MLL ESOP	The employee stock option scheme, namely MLL Key Executives Stock Option Scheme – 2012, instituted by our Company and last amended pursuant to a resolution of our Board of Directors dated July 10, 2017 and shareholders' resolution dated 11 July 2017. Under the MLL ESOP, up to a maximum of 5,770,000 Equity Shares may be issued pursuant to the options granted to eligible employees. For further details, see "*Capital Structure*" on page 88.
MoA/Memorandum of Association	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, described in "*Our Management*" on page 168.
Non-Executive Directors	Non-executive directors of our Company
Normandy	Normandy Holdings Limited, a wholly owned subsidiary of Kedaara Capital I Limited.
Promoter/ M&M/ Parent	The Promoter of our Company, Mahindra & Mahindra Limited. For details, see "*Our Promoter and Promoter Group*" on page 187.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations and as disclosed in "*Our Promoter and Promoter Group*" on page 187.
Promoter Selling Shareholder	Mahindra & Mahindra Limited.
Registered Office	The registered office of our Company, situated at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400018.

Term	Description
Restated Consolidated Financial Statements	Restated consolidated statement of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and the related restated consolidated statement of profit and loss and restated consolidated statement of cash flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 for our Company and its Subsidiaries, on a consolidated basis, during the relevant periods, read along with all the schedules and notes thereto and included in "*Financial Statements*" on page 224.
Restated Financial Statements	Collectively, the Restated Consolidated Financial Statements and Restated Standalone Financial Statements.
Restated Standalone Financial Statements	Restated standalone statement of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and the related restated standalone statement of profit and loss and restated standalone statement of cash flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 for our Company, read along with all the schedules and notes thereto and included in "*Financial Statements*" on page 224.
RoC or Registrar of Companies	The Registrar of Companies, Mumbai.
Selling Shareholders	Promoter Selling Shareholders and the Investor Selling Shareholders, collectively. For details of the Equity Shares offered by each Selling Shareholder, see "*Other Regulatory and Statutory Information*" on page 282.
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Company, constituted in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, described in "*Our Management*" on page 168.
Subsidiaries	The subsidiaries of our Company, identified in accordance with the relevant provisions of the Companies Act, 2013, as on date of this Draft Red Herring Prospectus and as disclosed in "*Our Subsidiaries*" on page 166.
TMW	The Mahindra Way, a business excellence model designed to promote excellence in pursuit of the Company's business goals.

Offer related terms

Term	Description
Acknowledgment Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allotted/Allotment/Allot	The transfer of the Equity Shares to successful Bidders pursuant to the Offer.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Anchor Escrow Account	Account opened with the Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Anchor Investor	A QIB who applies under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" on page 304.
Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be a price equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs.
Anchor Investor Portion	Up to 60% of the QIB Category, which may be allocated by our Company and the Selling Shareholders, in consultation with the BRLMs, to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR

Term	Description
	Regulations. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors.
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by a Bidder (other than Anchor Investors) to make a Bid authorizing the relevant SCSB to block the Bid Amount in the relevant ASBA Account.
ASBA Account	A bank account maintained with an SCSB and specified in the Bid cum Application Form which will be blocked by such SCSB to the extent of the appropriate Bid Amount in relation to a Bid by a Bidder (other than a Bid by an Anchor Investor).
ASBA Form	An application form, whether physical or electronic, used by Bidders bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Axis	Axis Capital Limited.
Banker(s) to the Offer	Escrow Bank(s), Refund Banks(s) and Public Offer Account Bank(s).
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 304.
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than an Anchor Investor), or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of a Bid cum Application Form, to purchase our Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
Bid Amount	The highest value of the optional Bids as indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer.
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment pursuant to the terms of the Red Herring Prospectus and the Prospectus.
Bid Lot	[●] Equity Shares.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bid/Offer Closing Date	Except in relation to Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper**,** Marathi being the regional language of Maharashtra, where our Registered Office is located**)** and in case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders, in consultation with the BRLMs, may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, subject to the conditions imposed by the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper**,** Marathi being the regional language of Maharshtra where our Registered Office is located).
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days during which prospective Bidders (excluding Anchor Investors) can submit their Bids,

Term	Description
	including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, being the Designated Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated CRTA Locations for CRTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process as described in Part A of Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer Price shall be determined and the Offer is being made.
Book Running Lead Managers/BRLMs	Kotak Mahindra Capital Company Limited and Axis Capital Limited, the book running lead managers to the Offer.
Broker Centres	Broker centres of the Registered Brokers, where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges.
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band i.e. ₹ [●] above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted, including any revisions thereof.
Client ID	Client identification number maintained with one of the Depsoitories in relation to a demat account.
Collecting Depository Participants/CDPs	A depository participant, as defined under the Depositories Act, 1996 and registered under Section 12 (1A) of the SEBI Act and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Cut-off Price	The Offer Price, finalized by our Company and the Selling Shareholders, in consultation with the BRLMs, which may be any price within the Price Band. Only Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The details of the Bidders including the Bidders' address, names of the Bidders' father/husband, investor status, occupation and bank account details.
Designated Branches	Such branches of the SCSBs which shall collect the Bid cum Application Form used by Bidders (other than Anchor Investors), a list of which is available at the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time.
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the respective websites of the Stock Exchanges and updated from time to time.
Designated Date	The date on which the funds from the Anchor Escrow Accounts are transferred to the Public Offer Account or the Refund Account(s), as appropriate, and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, to the Public Offer Account or Refund Account, as applicable, in terms of the Red Herring Prospectus, after the Prospectus is filed with the RoC.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorized to collect Bid

Term	Description
	cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer.
Designated CRTA Locations	Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) and updated from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated August 3, 2017, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
Eligible Employee	A permanent and full time employee of our Company, (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company until the submission of the Bid cum Application Form, and is based, working in India as on the date of submission of the Bid cum Application Form. An employee, who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a 'permanent and a full time employee'. The maximum Bid Amount under the Employees Reservation Portion by an Eligible Employee cannot exceed ₹500,000.
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer, being up to 125,000 Equity Shares, aggregating up to ₹[●] million, available for allocation to Eligible Employees, on a proportionate basis.
Escrow Agreement	Agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Bank and Refund Bank for collection of the Bid Amounts and where applicable remitting refunds, if any, on the terms and conditions thereof.
Escrow Bank	A bank, which is a clearing member and registered with SEBI as a banker to an offer and with whom the Anchor Escrow Account has been opened, in this case being [●].
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, and any revisions thereof, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by SEBI and included in "*Offer Procedure*" on page 304.
Kotak	Kotak Mahindra Capital Company Limited.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.

Term	Description
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter that shall be locked-in for a period of three years from the date of Allotment.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the QIB Category (excluding the Anchor Investor Portion) or 192,074 Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Net Offer or 2,881,102 Equity Shares, available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price.
Non-Institutional Investors/NIIs	All Bidders, including Category III FPIs that are not QIBs (including Anchor Investors) or Retail Individual Investors, or Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs).
Offer/Offer for Sale	Public offer of up to 19,332,346 Equity Shares of face value ₹10 each for cash at a price of ₹ [●] each by the Selling Shareholders in terms of the Red Herring Prospectus and the Prospectus. The Offer, aggregating up to ₹[●] million, comprises a Net Offer to the public of up to 19,207,346 Equity Shares and an Employee Reservation Portion of up to 125,000 Equity Shares for subscription by Eligible Employees. The Offer and the Net Offer shall constitute 27.49% and 27.31% of the post-Offer paid up Equity Share capital of our Company, respectively.
Offer Agreement	The agreement dated August 3, 2017 entered into among our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Price	The final price at which Equity Shares will be Allotted to the successful Bidders (except Anchor Investors), as determined in accordance with the Book Building Process and determined by our Company and the Selling Shareholders, in consultation with the BRLMs, in terms of the Red Herring Prospectus on the Pricing Date.
Offered Shares	Equity Shares held by the Selling Shareholders and offered for sale in the Offer.
Price Band	Price band of the Floor Price of ₹[●] and a Cap Price of ₹ [●], including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper**,** Marathi being the regional language of Maharshtra where our Registered Office is located**)** at least five Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price and shall be made available to the Stock Exchanges for the purpose of uploading on their websites.
Pricing Date	The date on which our Company and the Selling Shareholders, in consultation with the BRLMs, shall finalize the Offer Price.
Prospectus	The Prospectus to be filed with the RoC in relation to this Offer, on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, containing the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The account(s) to be opened with the Banker(s) to the Offer under Section 40(3) of the Companies Act, 2013 to receive monies from the Anchor Escrow Account(s) and the ASBA Accounts on the Designated Date.

Term	Description
Public Offer Account Bank	The banks with whom the Public Offer Account is opened for collection of Bid Amounts from Anchor Escrow Account and ASBA Account on the Designated Date.
QIB Category	The portion of the Offer, being not more than 50% of the Net Offer or 9,603,672 Equity Shares to be Allotted to QIBs on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company and the Selling Shareholders, in consultation with the BRLMs).
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares shall be Allotted and which shall be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
Refund Account(s)	Account(s) opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors.
Refund Bank(s)	The bank(s) with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issued by SEBI.
Registrar Agreement	The agreement dated August 3, 2017 entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer	Link Intime India Private Limited
Retail Category	The portion of the Offer, being not less than 35% of the Net Offer or 6,722,572 Equity Shares, available for allocation to Retail Individual Investors, which shall not be less than the minimum Bid lot, subject to availability in the Retail Category.
Retail Individual Investors/ RIIs	Bidders other than Eligible Employees Bidding in the Employee Reservation Portion, whose Bid Amount for Equity Shares in the Offer is not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Self Certified Syndicate Banks or SCSBs	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The agreement to be entered into among the Selling Shareholders, our Company and a share escrow agent in connection with the transfer of the respective portion of Equity Shares offered by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form.
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.

Term	Description
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to the Registered Brokers at the Broker Centers).
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●].
Syndicate or members of the Syndicate	Collectively, the BRLMs and the Syndicate Members.
Systematically Important Non-Banking Financial Company	A non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements.
Underwriters	[●].
Underwriting Agreement	The agreement to be entered among our Company, the Selling Shareholders and the Underwriters, to be entered into on or after the Pricing Date.
Working Day(s)	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, days on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, "Working Day" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Conventional and General Terms and Abbreviations

Term	Description
Adjusted ROE	Adjusted Profit after Tax divided by the average equity, and expressed as a percentage.
Adjusted Profit after Tax	Profit after tax in a given period, after excluding FTSCSF (post tax) from the legal and professional fees (post tax).
Adjusted Profit before Tax	Profit before tax in a given period, after excluding FTSCSF from the legal and professional fees.
Adjusted ROE (excluding Surplus Funds)	Profit after tax divided by the average equity, and expressed as a percentage. The profit after tax, as employed for calculating Adjusted ROE (excluding Surplus Funds), excludes FTSCSF (post tax) from the legal and professional fees (post tax), interest on income tax refund, as well as the income generated from average Surplus Funds (post tax).
AIF(s)	Alternative Investment Funds.
Ind AS 24	Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India.
BSE	BSE Limited.
CAGR	Compounded Annual Growth Rate.
Category III FPIs	FPIs who are registered as "Category III Foreign Porfolio Investors" under the SEBI FPI Regulations.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Companies Act	Companies Act, 1956 and the Companies Act, 2013.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) read with the rules, regulations, clarifications and modifications thereunder.
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder, as the context requires.
Competition Act	Competition Act, 2002.

Term	Description
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CSR	Corporate Social Responsibility.
CST	Central Sales Tax.
Currency Group	U.S. dollar, Euro, Singapore dollar, British pound, Hong Kong dollar and Japanese yen.
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
Depositories Act	The Depositories Act, 1996.
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI.
DP ID	Depository Participant’s identity number.
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization.
EPA	Environment Protection Act, 1986.
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952.
EPS	Earnings per share.
ESI Act	Employees’ State Insurance Act, 1948.
ESIC	Employees’ State Insurance Corporation.
ESOP	Employee stock option plan.
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA.
FDI	Foreign direct investment.
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
Financial Year/Fiscal/ Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
GAAR	General Anti-Avoidance Rules.
GDP	Gross Domestic Product.
GoI	The Government of India.
GST	Goods and services tax.
HUF(s)	Hindu Undivided Family(ies).
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015.
ICAI	Institute of Chartered Accountants of India.
ICDS	Income Computation and Disclosure Standards.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
IFSC	Indian Financial System Code.
Income Tax Act	Income Tax Act, 1961.
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015.
Ind AS 101	First-Time Adoption of Indian Accounting Standards issued under the IAS Rules.
Indian GAAP	Generally Accepted Accounting Principles in India.
Indian Railways	A railway owned and operated by the Ministry of Railways, GoI.
INR or Rupee or ₹or Rs.	Indian Rupee, the official currency of the Republic of India.
IRDA Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016.
IT	Information Technology.
KYC	Know Your Customer
MAT	Minimum Alternate Tax.
MCA	The Ministry of Corporate Affairs, GoI.
MERS	Middle East Respiratory Syndrome.
Mn	Million.

Term	Description
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect.
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI.
NRI	Non-Resident Indian as defined under the FEMA Regulations.
NSDL	National Securities Depository Limited.
NSE	The National Stock Exchange of India Limited.
P/E Ratio	Price/Earnings Ratio.
PAN	Permanent account number.
PAT	Profit after tax.
Payment of Bonus Act	Payment of Bonus Act, 1965.
Payment of Gratuity Act	Payment of Gratuity Act, 1972.
PIB	Press Information Bureau.
PRCI	Public Relations Council of India.
RBI	The Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
ROE	Profit after tax divided by the average equity, and expressed as a percentage.
Rule 144A	Rule 144A under the U.S. Securities Act.
SCRA	Securities Contract (Regulation) Act, 1956.
SCRR	The Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	The Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SEBI Ind AS Transition Circular	The SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016.
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Surplus Funds	Includes cash and cash equivalents, bank deposits with more than 12 months maturity, investments in mutual funds and loans and advances to certain related parties.
STT	Securities Transaction Tax.
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Trademarks Act	Trademarks Act, 1999.
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America.
USA/ U.S./ US	United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia.
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America.
U.S. Securities Act	U.S. Securities Act of 1933.
VAT	Value Added Tax.
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be.

Industry Related Terms

Term	Description
2PL	Two party logistics.
3PL	Third party logistics.
Automotive	The automobile industry (which comprises of cars and UVs, commercial vehicles, tractors, two wheelers and three wheelers), along with the autmomotive component industry.
Non-Automotive	Industries other than the Automotive industry.
BE	Business excellence.
BS-VI	Bharat stage VI emission standards instituted by the GoI.
CD&E	Consumer durables and electronics.
CFA	Carrying and forwarding agents.
CFS	Container freight stations.
CV	Commercial vehicle.
DFC	Dedicated freight corridors.
ERP	Enterprise resource management.
FMCG	Fast moving consumer goods.
ICD	Inland container depots.
IT	Information Technology.
ITeS	Information technology-enabled services.
JIT	Just-in-time.
KPI	Key performance indicators.
LCL	Less than container load.
LCVs	Light commercial vehicles.
MMLP	Multi-modal logistics parks.
OEM	Original equipment manufacturers in the Automotive industry.
PTS	People transport solutions.
SCM	Supply chain management
TMS	Transport management system.
UV	Utility vehicles.
VAS	Value added services

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 1956, as superseded and substituted by notified provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "US", the "U.S." or the "United States" are to the United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia.

Unless indicated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial Data

The GoI has adopted the Indian accounting standards ("**Ind AS**") which are converged with the International Financial Reporting Standards of the International Accounting Standards Board ("**IFRS**") under the Companies (Indian Accounting Standards) Rules, 2015 (the "**IAS Rules**"). In accordance with Ind AS, we are classified as a joint venture of M&M. We are required to prepare our financial statements in accordance with Ind AS with effect from April 1, 2016 under the IAS Rules.

In terms of:

(i) the IAS Rules, our Company is required to prepare its financial statements in accordance with Ind AS for periods beginning on or after April 1, 2017, and

(ii) the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (the "**SEBI Ind AS Transition Circular**"), for the purposes of disclosure in this Draft Red Herring Prospectus, our Company is required to prepare and present its standalone and consolidated financial statements for the latest three Fiscals (in this case, for Fiscals 2017, 2016 and 2015) in accordance with Ind AS and present its standalone and consolidated financial statements for the earliest two Fiscals (in this case, Fiscals 2014 and 2013) in accordance with the previously applicable generally accepted accounting principles followed in India ("**Indian GAAP**").

We have transitioned to the Ind AS accounting principles with effect from April 1, 2015 and have prepared our Restated Standalone Financial Statements and the Restated Consolidated Financial Statements for:

(a) Fiscals 2017, 2016 and 2015 in accordance with Ind AS and the Companies Act, 2013; and

(b) Fiscals 2014 and 2013 in accordance with Indian GAAP and the Companies Act, 2013.

The Restated Financial Statements have been presented in accordance with the SEBI Ind AS Transition Circular and restated in accordance with the SEBI ICDR Regulations.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, we have presented reconciliation from Indian GAAP to Ind AS in "*Management's Discussion and Analysis of Financial Conditional and Results of Operations—Important Note on Transition from Indian GAAP to Ind AS and its Impact on the Preparation and Presentation of the Restated Financial Statements*" on page 230.

However, India has adopted the accounting standards converged or synchronized with IFRS, and not IFRS. Ind AS, therefore, differs in certain significant respects from IFRS and other accounting principles and standards with which investors may be more familiar. We have not made any attempt to quantify the impact of IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. The significant accounting policies applied in the preparation of our historical Indian GAAP and Ind AS financial statements are set forth in the section "*Financial Statements*" included in this Draft Red Herring Prospectus.

Prospective investors should review the Indian GAAP and Ind AS accounting policies applied in the preparation of our financial statements summarized in the section "*Financial Statements*" on page 224 and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

Also see "*Risk Factors—Significant differences exist between Ind AS used to prepare our Restated Financial Statements for the Fiscals 2017, 2016 and 2015 and other accounting principles, such as Indian GAAP and IFRS, with which investors may be more familiar.*" and "*Risk Factors—The transition to Ind AS and the ICDS in India is very recent. Although we have transitioned to Ind AS, there is insufficient clarity on the impact of such transition on our Company in future financial periods.*" on pages 42 and 42, respectively.

Unless indicated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year or fiscal are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless indicated otherwise, all refrences to a year in this Draft Red Herring Prospectus are to a calendar year.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in the sections "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditional and Results of Operations*" on pages 20, 136 and 225, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements unless otherwise stated.

Non-GAAP financial measures

We use a variety of financial and operational performance indicators to measure and analyze our financial performance and financial condition from period to period and to manage our business. These financial and operational performance indicators and ratios, such as Adjusted Profit before Tax, Adjusted Profit after Tax, ROE, Adjusted ROE and Adjusted ROE (excluding Surplus Funds), Client Retention Rate and Surplus Funds with respect to our businesses are presented in this Draft Red Herring Prospectus and are defined below, along with a brief explanation.

- "Adjusted Profit before Tax" refers to profit before tax in a given period, after excluding the fees we paid to a reputable strategic consultancy firm (the "**Fixed Term Strategic Consulting Services Fees**" or "**FTSCSF**") amounting to ₹205.69 million, ₹61.57 million and ₹25.28 million in Fiscals 2017, 2016 and 2015, respectively, in connection with a business transformation exercise we commenced in Fiscal 2015, from the legal and professional fees.

- "Adjusted Profit after Tax" refers to profit after tax in a given period, after excluding FTSCSF (post tax) from the legal and professional fees (post tax).

- "ROE" is equal to profit after tax divided by the average equity, and is expressed as a percentage.

- "Adjusted ROE" is equal to Adjusted Profit after Tax divided by the average equity, and is expressed as a percentage.

- "Adjusted ROE (excluding Surplus Funds)" is equal to profit after tax divided by the average equity, and is expressed as a percentage. The profit after tax, as employed for calculating Adjusted ROE (excluding Surplus Funds), excludes FTSCSF (post tax) from the legal and professional fees (post tax), interest on income tax refund as well as the income generated from average Surplus Funds (post tax).

- "Surplus Funds" includes cash and cash equivalents, bank deposits with more than 12 months maturity, investments in mutual funds and loans and advances to certain related parties.

- "Client Retention Rate" refers to the number of clients retained (i.e., clients who renewed their annual service contracts with us) over a given period, and expressed as a percentage.

While these financial and operational performance indicators may be used by other companies operating in the logistics industry in India, they may not be comparable to similar financial or performance indicators used by other companies. Other companies may use different financial or performance indicators or calculate these ratios differently, and similarly titled measures published by them may therefore not be comparable to those used by us. Several of these financial or performance indicators are not defined under Ind AS, and therefore, should not be viewed as substitutes for measures derived to calculate operational performance or profitability under Ind AS. Further, these financial or performance indicators have limitations as analytical tools, and should not be considered in isolation from, or as a substitute for, analysis of our historical financial performance, as reported and presented in our Restated Consolidated Financial Statements and Restated Standalone Financial Statements included in this Draft Red Herring Prospectus.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained from various government publications and industry sources, such as a report dated July 31, 2017 and titled "Report of supply chain and 3PL potential in India, freight forwarding and corporate people transportation services" (the "**CRISIL Report**") that has been prepared by CRISIL Research, a division of CRISIL Limited ("**CRISIL**"). Industry publications generally state that the information contained in such publications has been obtained from sources generally believed to be reliable, but their accuracy, adequacy, completeness or underlying assumptions are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us, the Selling Shareholders, the BRLMs, or any of our or their respective affiliates or advisors, and none of these parties makes any representation as to the accuracy of this information. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors—We are not able to guarantee the accuracy of third party information included in this Draft Red Herring Prospectus.*" on page 37.

CRISIL has issued the following disclaimer for inclusion of the information in the CRISIL Report in this Draft Red Herring Prospectus:

*CRISIL Research, a division of CRISIL, has taken due care and caution in preparing the CRISIL Report based on the Information obtained by CRISIL from sources which it considers reliable (the "**Data**"). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data or the CRISIL Report and is not responsible for any errors or omissions or for the results obtained from the use of the Data or the CRISIL Report. The CRISIL Report is not a recommendation to invest or disinvest in any entity covered in the CRISIL Report and no part of the CRISIL Report should be construed as expert advice or investment advice or any form of investment banking activity (within the meaning of any law or regulation). CRISIL especially states that it has no liability whatsoever to the subscribers, users, transmitters or distributors of the CRISIL Report. Without limiting the generality of the foregoing, nothing in the CRISIL Report will be construed as CRISIL providing, or intending to provide, any services in jurisdictions where CRISIL does not have the necessary permission or registration to carry out its business activities in this regard. Mahindra Logistics Limited will be responsible for ensuring compliances and consequences of non-complainces for use of the CRISIL Report or part thereof outside India. CRISIL Research, a division of CRISIL, operates independently of, and does not have access to information obtained by CRISIL's*

*Ratings Division or CRISIL Risk and Infrastructure Solutions Limited ("**CRIS**"), which may, in their regular operations, obtain information of a confidential nature. The views expressed in the CRISIL Report are that of CRISIL Research and not of CRISIL's Ratings Division or CRIS. No part of the CRISIL Report may be published or reproduced in any form without CRISIL's prior written approval.*

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" are to Indian Rupees, the official currency of the Republic of India.

All references to "**U.S.$**", "**U.S. Dollar**", "**USD**" or "**U.S. Dollars**" are to United States Dollars, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in millions. One million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of USD into Indian Rupees for the periods indicated are provided below.

(in ₹)

Currency	Exchange rate as on March 31, 2017	Exchange rate as on March 31, 2016	Exchange rate as on March 31, 2015
1 USD	64.84	66.33	62.59

Source: RBI Reference Rate

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "will continue", "seek to", "will achieve", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that would cause actual results to differ materially include, including, but not limited to the following:

- trends in the Indian logistics industry, and particularly, the Indian 3PL logistics industry;
- performance of the automotive industry, engineering, consumer, pharmaceutical, e-commerce and bulk industries;
- performance of our key clients and our relationship with the Mahindra Group;
- our efforts to increase business from non-Mahindra Group clients;
- the effects of implementation of the GST regime;
- adverse effect of competition on our market share and profits;
- changes in technology and our ability to manage any disruption or failure of our technology systems;
- unionization of our employees or personnel employed by our business partners;
- our ability to:
    - acquire warehouses and other logistics facilities at desirable locations in India;
    - manage our growth effectively;
    - manage our credit risk;
    - manage the quality of services provided by our business partners;
    - hire and retain senior management personnel and other skilled manpower;
    - manage cost of compliance with labor laws or other regulatory developments;
    - manage our operating costs;
    - manage breakdown or failure of equipment, power supply or processes, natural disasters and accidents;
    - successfully implement our business strategies and expansion plans;
    - undertake and integrate strategic acquisitions or investments;
    - maintain effective internal controls;
- adequate and timely supply of assets necessary for our operations such as vehicles and equipment;
- state of road and other transportation infrastructure in India;
- changes in general, political, social and economic conditions in India and elsewhere;
- general levels of GDP growth, and growth in employment and personal disposable income; and
- economic uncertainties, fiscal crises or instability in India.

For a further discussion of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 136 and 225, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

Neither our Company, nor the Selling Shareholders, nor the Syndicate, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with regulatory requirements, our Company, the Selling Shareholders and the BRLMs will ensure that investors in India are informed of material developments until the receipt of final listing and trading approvals for the Equity Shares Allotted pursuant to the Offer.

SECTION II — RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described below are not the only ones relevant to us or the Equity Shares, the transportation and logistics industry or India. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business, results of operations, financial condition and prospects. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer, including the merits and the risks involved. If any of the risks described below or other risks that are currently not known actually occur, our business, results of operations, financial condition and prospects could be adversely affected, the trading price of the Equity Shares could decline and prospective investors may lose all or part of their investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, the effects of certain risks may not be quantifiable, and hence, have not been disclosed in the applicable risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

Prospective investors should read this section in conjunction with the other sections of this Draft Red Herring Prospectus, in particular the sections "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 136, 117 and 225, respectively, as well as the financial information included in the section "Financial Information" on page 224.

This section also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further details, see "Forward Looking Statements" on page 18.

1. We depend significantly on clients in the automotive industry and are highly dependent on the performance of the automotive industry. A loss of, or a significant decrease in business from clients in the automotive industry could adversely affect our business and profitability.

We depend significantly on clients operating in the automotive industry in India. Our clients operating in the automotive industry contributed 60.84%, 67.94% and 73.97% to our total revenue from operations in Fiscals 2017, 2016 and 2015, respectively. As a result of our dependence on these clients, any loss of business from, or any significant reduction in the volume of business with, any of these clients, if not replaced, could materially and adversely affect our business, financial condition and results of operations.

The Automotive industry tends to be affected directly by trends in the general economy. The Automotive industry is sensitive to general economic conditions and factors such as consumer demand, consumer confidence, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes, increasing environmental, health and safety regulations, government policies, political instability and fuel prices which may negatively affect the demand for our services. In particular, any technology driven disruption may change the way the automotive industry operates and could adversely affect certain of our existing clients if they are unable to anticipate and act upon these changes. Any significant reduction in vehicle sales and production by our clients, such as the substantial deterioration in vehicle production that followed the global financial crisis in 2008-2009, could have a significant negative effect on the demand for our services. Automotive production and demand are also subject to seasonal variations in revenue. In addition, we are particularly affected by adverse developments in India that affect the sale of automobiles. For instance, certain states in India experienced below average rainfall in 2014 and 2015 which negatively impacted the rural economy. As a result, the sales of vehicles such as motorcycles, light commercial vehicles and tractors were adversely affected. Furthermore, some of the OEMs may also perceive the Mahindra Group as a competitor and may, therefore, not work with us. If one or a combination of the foregoing factors were to arise, our business, financial condition, results of operations and prospects could be materially and adversely affected.

2. We depend on a limited number of clients, which exposes us to a high risk of client concentration. Fluctuations in the performance of the industries in which our clients operate may result in a loss of clients, a decrease in the volume of work we undertake or the price at which we offer our services.

In Fiscals 2017, 2016 and 2015, our top 20 non-Mahindra Group clients contributed 70.65%, 63.11% and 56.46%, respectively, to the total revenue from operations that we derived from non-Mahindra Group clients. Our revenues may be adversely affected if there is an adverse change in any of our clients' supply chain strategies or a reduction in their outsourcing of logistics operations, or if our clients decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such clients.

A decline in our clients' business performance may lead to a corresponding decrease in demand for our services. Furthermore, the volume of work performed for these clients may vary from period to period and we may not be the exclusive external logistics service provider for our clients. Our service contracts with our clients are generally subject to periodic renewal and related negotiations. Our reliance on a select group of clients may also constrain our ability to negotiate these agreements.

We are also exposed to fluctuations in the performance of the industries in which our significant clients operate. For example, we depend on the performance of the automotive, engineering, consumer goods, pharmaceutical, e-commerce and bulk industries for our supply chain management ("**SCM**") business. Similarly, we depend on the performance of the IT, ITeS and telecom industries for our people transport solutions ("**PTS**") business. Our clients may also decide to reduce spending on services due to a changing economic environment and other factors relating to the industry in which they operate. For instance, new entrants or a consolidation in any industry in which our clients operate or a loss of market share by any of our existing clients may prompt them to cease using our services. Furthermore, employee retrenchment and consequent reduction in employee transportation requirements will negatively impact our PTS business.

A loss of any of our significant clients, a decrease in the volume of work our clients outsource to us or a decline in our prices may materially and adversely affect our business, operations, financial condition, results of operations and prospects.

3. Our business and operations depend significantly on our parent and Promoter, Mahindra & Mahindra Limited and the other Mahindra Group entities.

We depend significantly on M&M, its subsidiaries, joint ventures and other consolidated entities (together, the "**Mahindra Group**") for our business. Entities within the Mahindra Group together constituted our largest clients and contributed 53.96%, 63.24% and 70.14% to our total revenue from operations in Fiscals 2017, 2016 and 2015, respectively. We believe that our relationship with M&M has allowed us to develop our automobile and engineering industry verticals, and the experience we gained while working with M&M has resulted in several major global original equipment manufacturers in the automotive industry ("**OEMs**") becoming our clients. We also benefit from the Mahindra Group's strategic support, client relationships, as well as its technological expertise and resources. We believe that we benefit in reputational terms with clients throughout India, as well as in terms of access to capital, credit ratings and industry talent, as a result of being a part of the Mahindra Group. In Fiscals 2017, 2016 and 2015, the revenue from operations with the Mahindra Group entities amounted to ₹14,388.02 million, ₹13,052.89 million and ₹13,542.88 million, respectively. We expect to continue to depend on our relationship with the Mahindra Group entities.

We cannot assure you that we will continue to receive the same degree of support from the Mahindra Group entities in the future. Any adverse changes in the supply chain strategy of any of the Mahindra Group entities, any decision by any of the Mahindra Group entities to reduce their outsourcing of logistics operations or any unexpected diminution in our relationship with the Mahindra Group may materially and adversely affect our business, operations, financial condition, results of operations, cash flows and prospects.

4. We operate in a highly fragmented and competitive industry and increased competition may lead to a reduction in our revenues, reduced profit margins or a loss of market share.

We operate in a highly competitive industry, dominated by a large number of unorganized players. Many segments within the logistics industry are highly commoditized and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation. Increased competition from other organized and unorganized third party logistics or people transport providers (including our business partners) may lead to a reduction in our revenues, reduced profit margins or a loss of market share.

Our success depends on our ability to anticipate, understand and address the preferences of our existing and prospective clients as well as to understand evolving industry trends and our failure to adequately do so could adversely affect our business. Further, if our level of service deteriorates, or if we are unable to provide our services in a timely, reliable, safe and secure manner, our reputation and business may suffer. Our competitors may successfully attract our clients by matching or exceeding what we offer. Among other things, our competitors may:

- expand their transportation network or increase the frequency in their existing routes;
- reduce, or offer discounts on, their prices; while we may respond by matching their prices or by increasing our advertising and promotions, this may increase our costs and limit our ability to maintain our operating margins or growth rate; or
- benefit from greater economies of scale if they are larger than us and operating efficiencies such as a broader logistics network, a wider range of services, larger brand recognition or greater financial resources than we do, and may be able to devote greater resources to pricing and promotional programs.

In our PTS business, our clients may choose to reimburse their employees using competing modes of public transportation or car pooling services.

In areas of business or verticals where we are a new entrant, we may be unable to compete effectively with our competitors, some of whom may have more experience. Other factors that could affect our ability to maintain our levels of revenues and profitability include the development of an operational model similar or superior to ours by a competitor or the entry of global logistics companies in the client segments where we operate.
Our inability to compete effectively could affect our ability to retain our existing clients or attract new clients which may in turn materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

5. ***We may not be able to manage the growth of our business effectively or continue to grow our business at a rate similar to what we have experienced in the past.***

We have witnessed significant growth in our business and operations over the past few years. Our revenue from operations from our non-Mahindra Group clients grew at a CAGR of 45.92% to ₹12,277.85 million in Fiscal 2017 from ₹5,766.09 million in Fiscal 2015. A principal component of our strategy is to continue our pace of growth by expanding the size and scope of our businesses. We cannot assure you that our growth will continue at a rate similar to what we have experienced in the past. If we fail to expand at a sufficiently rapid pace, we may lose market share and potential clients to our competitors.

Our growth has placed, and continues to place, significant demands on our internal administrative infrastructure, our managerial, technical and operational capabilities as well as our financial, management and other internal risk control systems. In addition, continuous expansion increases the challenges involved with our ability to:

- maintain high levels of client satisfaction and quality standards;
- develop and maintain relationships with business partners;
- improve our operations and technology systems and maintain risk management standards;
- operate in geographies and regions where we have limited experience; and
- preserve a uniform culture, values and work ethic in our operations.

Our ability to execute our growth strategies will also depend, among other things, on our ability to identify key target segments correctly, diversify and differentiate our service offering and pricing to compete effectively, and scale up and grow our logistics network. We will also need to manage relationships with a greater number of clients, business partners and service providers as we expand. We cannot assure you that our current policies and systems will adequately address these challenges, or that new risks will not arise as a result of our growth which we have not anticipated. If one or a combination of the above-mentioned factors were to arise, we may not be able to continue to grow our business which could materially and adversely affect our business, financial condition and results of operations.

6. ***Our business is highly dependent on technology and any disruption or failure of our technology systems may affect our operations.***

We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. Our business is significantly dependent on the efficient and uninterrupted operation of our technology infrastructure and systems such as our transportation management system and control tower and our warehouse management system. For further details, see "*Our Business*" on page 136.

Our operations are vulnerable to interruption by events beyond our control such as fire, earthquake, power loss, telecommunications or internet failures, terrorist attacks and computer viruses. We are also subject to hacking or other attacks on our IT systems and we cannot assure you that we will be able to successfully block or prevent all such attacks. Any breaches of our IT systems may require us to incur further expenditure on repairs or more advanced security systems. A significant system failure could adversely affect our ability to manage overall operations, thereby affecting our ability to deliver our services to our clients, affecting our reputation and revenues. We may also be exposed to multiple claims for failed delivery of goods. If such interruption is prolonged, our business, operations, financial condition and results of operations may be materially and adversely affected.

We expect our clients to continue to demand more sophisticated and customized solutions. We may lose clients and our business could be affected if we fail to implement and maintain our technology systems or fail to upgrade or replace our technology systems to handle increased volumes, meet the demands of our clients and protect against disruptions of our operations. Our operating efficiency may decline and our growth may suffer if our technology systems are unable to handle additional volume of our operations as we grow. Some of our existing technologies and processes in the business may become obsolete or perform less efficiently compared to newer and better technologies and processes in the future. Certain of our competitors may have access to similar or superior technology or may have better adapted themselves to technological changes. The logistics industry could also experience unexpected disruptions from technology based start-ups. The cost of upgrading or implementing new technologies, upgrading our equipment or expanding their capacity could be significant and could adversely affect our business, operations, financial condition and results of operations.

7. ***Difficulties and uncertainties surrounding the implementation of a GST regime in India may adversely affect our business strategy.***

The GoI has recently implemented a comprehensive GST regime which has combined taxes and levies by the central and state governments into a unified indirect tax on the manufacture, sale and consumption of goods and services at a national level. We expect the GST regime to benefit the inter-state movement of goods which may lead to opportunities for growth of our business as we expect companies across several industries in India to make their storage and transportation decisions on the basis of logistical efficiencies instead of their tax efficiency and restructure and optimize their storage, logistics and supply chain systems. For further details, see "*Industry Overview*" and "*Our Business—Business Strategy—Leveraging on the changing logistics industry dynamics, particularly with implementation of the GST regime*" on pages 117 and 141, respectively.

We have investments towards consolidation and expansion of our warehousing infrastructure as well as expansion of our transportation network in anticipation of certain anticipated changes in the manner our clients organize their logistics and supply chain systems as a result of implementation of the GST regime. We may lose all or a portion of these investments if businesses in India decide not to rearrange, or appoint us to rearrange, their storage, logistics and supply chain systems as anticipated. Furthermore, we may not be retained by these clients to manage their plants and warehouses in the event that these plants and warehouses are set up at a new location where we are not present. If we are not able to realize the anticipated benefits from our business strategy or if we are unable to secure new contracts to manage our clients' plants and warehouses, our business, financial condition, results of operations and prospects may be materially and adversely affected. The GST regime may result in short-term disruptions to our clients' supply chain and operations that may in turn affect our revenues.

In addition, since the GST regime has been recently implemented, the impact, if any, that implementation of the GST regime will have on our tax liability and other related matters is uncertain. We cannot assure you that the GST regime will not result in levy of certain additional taxes. In the event GST increases our tax liability, our financial condition and results of operations could be adversely affected. In respect of our PTS business, we may experience an increase in our tax liabilities. If these additional taxation expenses are not reimbursed by our clients or if we are not able to obtain suitable relief from the tax authorities, our business, financial condition and results of operations may be adversely affected.

8. ***We are susceptible to risks relating to unionization of our employees or personnel employed by our business partners.***

None of our employees are currently represented by a recognized collective bargaining agreement. We cannot assure you that our employees will not unionize, or attempt to unionize in the future, that they will not otherwise seek higher wages and enhanced employee benefits. We also cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our workforce. Our business partners may also be susceptible to similar risks, which could in turn adversely affect our operations.

We also deploy a large number of workers at our in-factory stores and line-feed and warehouse operations, which may become affected as a result of labor unrest and strikes. Labor issues may also result in the closure and relocation of plants by our clients. The unionization of employees or drivers engaged by our business partners, strikes, work stoppages, industrial action or any other form of labor unrest or collective action by associations of their workforce which is directed against us or our business partners could, directly or indirectly, hinder our normal operating activities. If not resolved in a timely manner, these risks could limit our ability to provide our services to our clients, cause clients to limit their use of our services or result in an increase in our cost of employee benefits and other expenses.

If any of these risks materialize, our business, results of operations and financial condition could be materially and adversely affected.

9. We are susceptible to risks relating to compliance with labor laws.

We operate on the basis of an "asset-light" business model pursuant to which we outsource a portion of our operations to independent contractors for specific services. For certain operations and services, we or our independent contractors engage contract labor. Engagement of such labor is regulated by applicable labor laws in India and we may be held responsible in the event of any default by the independent contractor engaged by us in making payment of wages or providing benefits such as payment of, or contribution to, provident fund. While the Indian labor laws do not make service recipients liable for the wages or benefits of the personnel engaged by independent contractors, such arrangements may be reviewed suo motu by regulators or on a request from labor from time to time. Any adverse decision by a regulatory body or court requiring us to fund such payments or employ such contract labor may materially and adversely affect our business, operating margins, results of operations and cash flows.

Furthermore, amendments to labor laws could adversely affect our business, operating costs and margins. In the event the welfare requirements under labor laws and regulations applicable to us change in a manner that requires us to increase payment of employee benefits, we cannot assure you that we will be able to recover such increased labor and compliance costs from our clients, which may adversely affect our business, operations, operating margins, results of operations and cash flows.

10. Our contracts with our clients are generally time bound and contain termination provisions. Our business may be adversely affected if our contracts with our clients are not renewed within the anticipated timeframe, or at all. We may also incur losses as a result of excess capacity at our logistics facilities if contracts are not renewed as anticipated.

A majority of our client contracts typically have a tenure ranging from one to three years. Further, most of our contracts can be terminated by our clients with or without cause, by giving short notice and without compensation and our business may be adversely affected if our contracts with our clients are not renewed within the anticipated timeframe, or at all. Our inability to secure new contracts to offset the loss of these contracts or our inability to accurately forecast the renewal of client contracts may create uncertainties with respect of our revenues and earnings from our client contracts, any of which may in turn materially and adversely affect our business, financial condition and results of operations.

Further, we are typically required to provide warehousing capacity for our integrated logistics clients. In order to meet such client requirements, we lease or license properties from third parties for operating our logistics hubs, warehouses, stockyards, cross docks and other logistics facilities. We maintain or increase these logistics facilities on the basis of actual demand or our projections of future demand, which may involve uncertainties. In the event our clients decide to terminate, or not renew, their contracts with us and we are not able to use or sell our excess capacity, our business, operations, financial condition and results of operations may be materially and adversely affected.

11. Our failure to perform in accordance with the standards prescribed in our client contracts could result in loss of business or payment of liquidated damages.

We enter into various agreements with our clients. Certain of these agreements may require us to comply with the code of conduct and rules and regulations prescribed by our clients, which may increase our compliance costs. We may be unable to effectively address capacity constraints or accurately predict capacity requirements, as a result of which our clients may experience service shortfalls. Any disruptions to our businesses, including as a result of actions outside of our control, could significantly impact the continued performance of our contractual obligations to meet the quality or performance standards set out in our client contracts which may in-turn harm our reputation, cause clients to terminate their contracts with us, impair our ability to obtain renewal of our contracts from existing clients and impair our ability to grow our client base, any of which could adversely affect our business, financial condition and results of operations. In the event that we are unable to meet the prescribed obligations, we may also be required to pay compensation or liquidated damages to our clients on the terms set out in our contracts. In certain instances, we may also be required to bear consequential liability. Certain contracts may also require us to provide indemnities to our clients with respect of any negligent act or omission by or misconduct of our employees. In the event there is an increase in claims against us for which we are not insured, our business, financial condition and results of operations may be adversely affected.

12. ***We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.***

We are exposed to counterparty credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. As at March 31, 2017, 2016 and 2015, there were outstanding trade receivables of ₹4,120.78 million, ₹2,452.27 million and ₹1,993.94 million, respectively, of which ₹1,431.28 million, ₹1,037.87 million and ₹767.86 million, respectively, had been past due but not impaired, and constituted 5.37%, 5.03% and 3.98%, respectively, of our total revenue from operations. We also provide advances to our business partners and suppliers, of which ₹72.84 million remained outstanding as at March 31, 2017. Written-off advances and receivables of ₹18.59 million, ₹21.33 million and ₹41.68 million were recognized in Fiscals 2017, 2016 and 2015, respectively, which constituted 0.07%, 0.10% and 0.22%, respectively, of our total revenue from operations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could adversely affect our financial condition, results of operations and cash flows.

The credit period offered by our business partners and suppliers is generally lesser than what we generally grant our clients. The longer credit period granted to our clients compared to that offered by our suppliers may potentially result in certain cash flow mismatches. We cannot assure you that we will not experience any significant cash flow mismatches in the future or that our cash flow management measures will function properly, or at all. If we fail to properly manage the possible cash flow mismatches, our financial condition, results of operations and cash flows could be materially and adversely affected.

13. ***Any disruptions which affect our ability to utilize our transportation network in an uninterrupted manner could result in delays, additional costs or a loss of reputation or profitability.***

With a significant portion of the goods in India being transported by road, our business operations are dependent on the road network in India. Certain factors which could adversely affect road transport and result in delays, additional costs or unreliability include bad weather conditions, natural calamities, time-consuming and complex inter-state travel, political unrest, regional disturbances, fatigue or improper conduct of drivers, accidents and third party negligence. We cannot assure you that these factors and conditions will not affect our supply chain and logistics schedules or our ability to operate without disruption. Any such interruptions or disruptions could cause delays in the delivery of our clients' consignments to their destination, or cause damage to the transported goods, or in the case of our PTS business, cause delays in transporting our clients' employees to their work sites. Any of these consequences may result in claims for compensation from our clients. Moreover, if the goods to be delivered have a short shelf life, any delay in the delivery of such goods could also expose us to additional losses and claims. Further, such delays or damages may cause a loss of reputation which, over a period of time, could lead to a decline in both our SCM and PTS businesses. Any prolonged or significant downtime of, or damage to, our business partners' fleet of vehicles or other related equipment operated for us may cause disruptions to our operations. If any of these risks materialize, our business, operations, financial condition and results of operations may be materially and adversely affected.

14. We depend on our business partners for the adequate and timely supply of assets necessary for our operations such as vehicles and equipment. Any shortage of vehicles for use in our business may also result in additional costs.

The assets necessary for our operations such as vehicles and moving equipment, warehouses and manpower are owned or arranged by our business partners. We cannot assure you that our business partners will continue to supply these assets to us in a timely manner or in quantities or prices that are commercially acceptable to us, or at all. Events beyond our control or that of our business partners may also affect the cost or availability of vehicles and related equipment. We or our business partners may be required to make significant expenditure and investments in the event of changes in applicable laws and regulations, particularly any changes which impact the vehicles we operate for our businesses. For instance, vehicle manufacturers in India agreed in August 2016 to the GoI's demand to meet the "BS-VI" emission norms by 2020. OEMs and oil refiners may increase vehicle and fuel prices to meet the BS-VI emission norms which may lead to increased costs for our business partners.

We may, under certain circumstances, be required to hire vehicles on an ad-hoc basis. Hiring ad-hoc third party vehicles also significantly increases our operational expenses, which could adversely affect our cost structure. In addition, availability of third party vehicles may be uncertain during periods of high demand. In addition, we may not have any control over the servicing and maintenance of these vehicles. Any non-availability or delays in obtaining hired vehicles or breakdowns, on-road repairs or service interruptions may result in loss of orders or delays in delivery of goods, any of which could lead to client dissatisfaction and loss of business. In addition, as we are expanding our business into other geographical locations in India, there may be a shortage of business partners that meet our quality standards and other selection criteria and, as a result, we may not be able to engage a sufficient number of high quality business partners in a timely manner.

If any of the foregoing risks materialize, our business, operations, reputation, financial condition and results of operations may be adversely affected.

15. We may not be able to exercise complete control over our business partners. Any lapse by our business partners may adversely affect our business and reputation.

We are exposed to the risk that our business partners may be unable to fulfil their contractual obligations to us or will be subject to the risk of fraud or operational errors by their respective employees, and to the risk that their business continuity systems prove to be inadequate. Further, we do not have complete control over the quality of service offered by our business partners and they may fail to provide services at the desired level of quality or within the timeline required by us or our clients. We deploy a wide range of technology systems to manage, track and monitor the performance and service reliability of our business partners and their assets. For further details, see "*Our Business—Technology*" on page 155. We cannot assure you that our technology systems will continue to be reliable or adequate in predicting defaults or lapses by our business partners. We may be held liable as a result for the acts of our business partners, including any penalties or liquidated damages that may be imposed by our clients.

Our agreements with our business partners generally require our business partners to fully indemnify us for any losses arising from or relating to any deficient services as well as for payment of all statutory dues, levies or penalties imposed by any statutory authority. However we may not be fully indemnified for any loss or damage that we may suffer as a result of the acts or omissions of our business partners that may not be excluded under law. If the performance of any business partner is not satisfactory, we may need to replace them or take other remedial actions. The loss of some of our key business partners, a significant decrease in business with our larger business partners or loss or liability incurred as a result of actions by our business partners could adversely affect our business, operations, reputation, financial condition and results of operations.

16. We depend on skilled personnel and if we are unable to recruit and retain skilled personnel, our ability to operate or grow our business could be adversely affected.

Our SCM and PTS businesses are manpower intensive and we engage a considerable number of skilled personnel every year to sustain our growth. For instance, our total employees grew by 17.73%, 20.58% and 7.10%, respectively, in Fiscals 2017, 2016 and 2015. Further, we spend significant time and resources in training the manpower we hire. Our success is substantially dependent on our and our business partners' ability to recruit, train and retain skilled manpower.

A significant number of skilled manpower that our business partners hire is experienced drivers. Due to various regulatory requirements that affect availability of skilled manpower in India, we and our business partners face significant competition in attracting, recruiting and retaining skilled and experienced manpower. A shortage of drivers for our business partners' operations could affect our ability to meet our delivery schedules or provide quality services. If our business partners do not have a sufficient number of experienced drivers, we may be forced to reduce our operations or limit our growth plans, any of which may materially and adversely affect our business, financial condition and results of operations.

Further, there is a relatively high rate of attrition in the logistics industry. Our attrition rate in Fiscals 2017, 2016 and 2015 was 14.23%, 10.64% and 12.51%, respectively. Higher attrition rates lead to an increase in our training and recruitment costs, which may adversely affect our business and profitability. High attrition and competition for manpower may limit our ability to attract and retain the skilled manpower necessary for our future growth requirements. We cannot assure you that skilled manpower will continue to be available in sufficient numbers and at wages suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may adversely affect our business, financial condition, results of operations and prospects.

17. We depend on our senior management team and a loss of any of our senior management may adversely affect our ability to operate or grow our business.

Our success depends to a large extent upon the continued services of our senior management team. For further details, see "*Our Business—Competitive Strengths—Experienced management team with strong domain expertise*" on page 139. Our senior management and executive officers are not bound by employment or non-competition agreements and we cannot assure you that we will be able to retain them or other executive officers. We could be adversely affected by the loss of any of our senior management or other executive officers. The market for such qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. Our success also depends, in part, on key client relationships forged by members of our senior management. If we were to lose these members of our senior management, we cannot assure you that we will be able to continue to maintain key client relationships or renew them. If we are unable to retain these members of our senior management, our business, results of operations and financial condition may be adversely affected.

18. We may not be able to acquire warehouses and other logistics facilities in desirable locations that are suitable for our expansion at commercially reasonable prices and our expansion plans may be delayed or affected by various factors.

While we generally enter into lease or license arrangements for ready-to-occupy warehouses, we also work with land owners in certain circumstance to assist them in constructing built-to-suit warehouses. The growth and success of our business significantly depend on our ability to lease or otherwise obtain rights to use warehouses and other logistics facilities at locations that are suitable for our operations and at commercially reasonable prices. In particular, the success of our SCM business depends significantly on the infrastructure support in the surrounding area such as access to public roads, highways, ports and airports. Also see "*Our Business—Business Strategy—Continue to establish new multi-user warehouses*" on page 142.

Our ability to obtain rights to use warehouses and other logistics facilities depends on a variety of factors that are beyond our control such as overall economic conditions, the availability of warehouses and logistics facilities, our ability to identify such properties and competition for such properties. In addition, properties in convenient locations or supported by quality infrastructure may command a premium, which may exceed our budget. The expansion of our warehouses and other logistics facilities may be adversely affected by certain other factors, including, but not limited to:

- delays in construction or improvements due to factors beyond our control;
- inability to obtain all necessary regulatory licenses, permits, approvals and authorizations;
- significant pre-operating costs or capital improvements, work stoppages, strikes or accidents; and
- inability to invest in equipment, manpower and related assets at our existing and proposed multi-user warehouses that are suitable for our expansion at commercially reasonable prices.

To the extent that we are unable to obtain rights to use or lease suitable warehouses and logistics facilities within the anticipated time frame or at commercially acceptable prices, our business, financial condition, results of operations and prospects may be materially and adversely affected.

19. Our diverse and complex multi-location operations subject us to various statutory, legal and regulatory risks.

Our future revenue growth depends upon the successful operation of our operating locations and warehouses, the efficiency of our delivery systems and the successful management of our sales, marketing, and support and service teams through direct and indirect channels in various states across India where our existing or potential clients are located. The expansion of our business may require that we establish new offices and warehouses and manage businesses in widely disparate states with different statutory, legal and regulatory framework. In addition, we may be affected by various factors inherent in carrying out business operations in several states in India, such as:

- coordinating and managing operations in several locations, including different political, economic and business conditions and labor laws and associated uncertainties;
- exposure to different legal standards and enforcement mechanisms and compliance with regulations; and
- difficulties in staffing and managing operations, including coordinating and interacting with our local representatives and business partners to fully understand local business and regulatory requirements.

Any of these factors, alone or in combination, could materially and adversely affect our business, results of operations and financial condition and prospects.

20. We may not be able to pass on any increase in costs levied by our business partners to our clients. Conversely, we may not be able to pass on any decline in prices we charge our clients to our business partners.

We typically pass on the charges we receive from our business partners to our clients in the pricing of services we offer. However, we may not be able to immediately pass on any short-term increases in these charges to our clients until our contracts are reviewed in accordance with the schedule agreed with our clients, or until we negotiate the renewal terms of our client contracts. For example, the GoI has deregulated fuel prices in India. As a result, oil marketing companies are now able to decide on the prices of fuel and have recently announced that fuel prices will be pegged to international crude oil prices on a daily basis. The cost of fuel has fluctuated significantly in recent periods due to various factors beyond our control, including international prices of crude oil and petroleum products, global and regional demand and supply conditions, geopolitical uncertainties, import cost of crude oil, government policies and regulations and the availability of alternative fuels. Fluctuations in fuel prices may increase volatility in charges we receive from our business partners.

We may be susceptible to indirect costs if our business partners or other suppliers decide to impose these additional costs on us in the interim period. Similarly, any fluctuations in the performance of the industries in which our clients operate or in the event of an economic slowdown in India, our clients may negotiate the prices at which we offer our services to them and we may not be able to pass on any decrease in our prices to our business partners. Disagreements on such costs may lead to a loss of clients and may also affect the reliability and quality of the services provided by our business partners and suppliers. We cannot assure you that we will be able to pass on any such increases in the future to our clients, either wholly or in part. If we suffer any long-term increase in costs, our inability to pass on such increases in costs to our clients or any decline in prices to our business partners may adversely affect our operating margins and consequentially, business, financial condition and results of operations.

21. We are susceptible to risks relating to interruptions and disruptions at our logistics and warehousing facilities.

The operations at our various logistics and warehousing facilities are also subject to various operating risks such as the breakdown or failure of equipment, power supply or processes, natural disasters and accidents. Any interruption of our operations at our various logistics and warehousing facilities could significantly reduce our ability to manage and carry out our business operations. If prolonged, such interruption could impact our ability to service our clients and our business, financial condition and results of operations may be materially and adversely affected.

22. Our business strategies and expansion plans may be subject to various unfamiliar risks and may not be successful.

Our business strategies include the diversification of our revenue streams by addition of new non-Mahindra Group clients, strengthening our relationships with our existing clients, focus on large transactions and providing integrated, end-to-end solutions, focus on increasing our revenues from new and existing industry verticals and taking advantage of the changing logistics industry dynamics, particularly with implementation of the GST regime. For further details, see "*Our Business—Business Strategy*" on page 140.

These strategies require us to expand our operations to other geographical areas and in new industry verticals. Risks that we may face in implementing our business strategy in these markets may substantially differ from those previously experienced, thereby exposing us to risks related to new markets, industry verticals and clients. The commencement of operations beyond our current markets and industry verticals is subject to various risks including unfamiliarity with pricing dynamics, competition, service and operational issues as well as our ability to retain key management and employees. There can also be no assurance that we will not experience issues such as capital constraints, difficulties in expanding our existing operations and challenges in training an increasing number of personnel to manage and operate our expanded business, or that we will be able to successfully manage the impact of our growth on our operational and managerial resources and control systems. We may not be able to successfully manage some or all of the risks associated with such an expansion into new geographical areas and new industry verticals, which may place us at a competitive disadvantage, limit our growth opportunities and materially and adversely affect our business, results of operations and financial condition. Furthermore, our participating in industry verticals such as e-commerce and bulk has increased in recent financial periods. We cannot guarantee that our business in these industry verticals will continue to perform in a manner consistent with its performance in prior periods.

Going forward, we plan to make further investments or undertake transactions to enhance our operations and technological capabilities in the markets where we currently operate. However, it is possible that we may not be able to identify suitable investment opportunities in the future and if we do identify suitable opportunities, we cannot assure you that we will be able to achieve the strategic purpose of these investments and generate the expected benefits. Our management's attention and resources may also be diverted from our operations as a result of these investment transactions. If any of the foregoing risks materialize, it could adversely affect our business, financial condition, results of operations and prospects.

23. We may undertake strategic acquisitions or investments, which may prove to be difficult to integrate and manage or may not be successful.

We may consider making strategic acquisitions of other companies whose resources, capabilities and strategies are complementary, and are likely, to enhance our business operations. We cannot assure you that we will identify suitable acquisition or investment opportunities or that if we do identify suitable opportunities, that we will complete those transactions on terms commercially acceptable to us or at all, which may adversely affect our competitiveness and growth prospects. If we complete such an acquisition, we could encounter difficulties and risks in integrating the acquired operations such as:

- difficulty in assimilating the operations and personnel of the acquired businesses;
- inability of our management to focus on our routine business operations or to realize the projected operational and financial benefits from the acquisition;
- difficulty in maintaining uniform standards, controls, procedures and policies; and
- impairment of relationships with employees and clients as a result of any integration of new management personnel.

We cannot assure you that we will be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment. If an entity we acquire is not efficiently or completely integrated with us, our business, financial condition and results of operations could be adversely affected.

24. Misconduct or errors by manpower engaged by us could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.

Misconduct or errors by manpower engaged by us could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such misconduct includes breach of security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. We have a large workforce deployed across India. In Fiscal 2017, we deployed over 13,000 personnel across over 470 operating locations in India. Consequently, our ability to control the workplace environment in such circumstances is limited. The risks associated with the deployment of manpower engaged by us across several locations include, among others, possible claims relating to:

- actions or inactions, including matters for which we may have to indemnify our clients;
- our failure to adequately verify personnel backgrounds and qualifications resulting in deficient services;
- failure of manpower engaged by us to adequately perform their duties or absenteeism;
- errors or malicious acts or violation of security, privacy, health and safety regulations; and
- damage to our clients' facilities or property due to negligence or criminal acts.

These claims may give rise to litigation and claims for damages, which could be time-consuming. These claims may also result in negative publicity and adversely impact our reputation and brand name. Further, as per the terms of certain client contracts, we indemnify our clients against losses or damages suffered by our clients as a result of negligent acts of manpower engaged by us. We may also be affected in our operations by the acts of third parties, including sub-contractors and service providers. Any claims and proceedings for alleged negligence as well as regulatory actions may in turn materially and adversely affect our brand and our reputation, and consequently, our business, financial condition, results of operations and prospects.

25. Our PTS business is exposed to a reputational and safety risk in the event incidences of passenger or driver safety violations occur.

Our PTS business operates on a model where we work with our business partners who provide us with vehicles and drivers. These drivers are not our employees. Our PTS business offers odd-hour transportation and the drivers engaged by our business partners as well as the passengers may be exposed to circumstantial risks such as robbery, theft, violence or other forms of criminal act against them. In the event such an incident occurs, we may be exposed to reputational damage, tortious claims or other liabilities from clients, passengers or drivers. In the event such risks to our clients, passengers or drivers materialize, our reputation, and as a result, our business, operations, financial condition and results of operations may be materially and adversely affected.

26. We may face claims relating to loss or damage to cargo, personal injury claims or other operating risks that are not adequately insured.

Our business is subject to various risks inherent in the logistics industry, including potential liability to our clients which could result from, among other circumstances, personal injury to passengers or damage to property arising from accidents or incidents involving vehicles operated by us. In our SCM business, we may be exposed to claims from our clients arising from theft, damage or loss of the materials that we manage movement of. We may, in certain circumstances, be required to compensate our clients in the event of any damage or loss of goods even though we may have secured insurance coverage for the goods transported by us. Air and sea freight forwarding services involves many risks and hazards, including mechanical breakdowns; however, insurance cover may be expensive, or may not be available, for certain of these risks. We may become subject to liability for hazards which we cannot, or may not elect to, insure because of high premium costs or other reasons, or for occurrences which exceed maximum coverage under our policies. In our PTS business, our business partners' drivers and passengers as well as other users are subject to the risk of accident, injury or death. Should such an event materialize, we may be exposed to multiple claims for negligence, or other civil and criminal sanctions.

While we maintain insurance coverage at levels and for risks that we believe are customary in the goods and passenger logistics industry in India, we cannot assure you that there will not be any claims relating to loss or damage to goods, personal injury claims or other operating risks that are not adequately insured. We cannot assure you that the terms of our insurance policies will be adequate to cover any such damage or loss suffered or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Furthermore, any accident or incident involving vehicles operated by our business partners, even if these vehicles are fully insured or we are held not to be liable, could negatively affect our reputation among clients and the public, thereby making it more difficult for us to compete effectively, and could significantly affect the cost and availability of insurance in the future. To the extent that any such uninsured risks materialize, our business, financial condition and results of operations may be materially and adversely affected.

27. If we are not able to sell container space that we purchase from sea shipping lines, capacity that we charter from our air carriers and utilize our truck capacity, we will not be able to recover our costs and our profitability may suffer.

We operate a freight forwarding business through our subsidiary, Lords Freight (India) Pvt Ltd (“**Lords**”). As a less than container load (“**LCL**”) consolidator, we contract with shipping lines to obtain transportation for a fixed number of containers between various points during a specified time period at variable rates. As an air freight forwarder, we also charter aircraft capacity to meet peak season volume increases for our clients. We then solicit freight from our clients to fill the containers and air charter capacity. When we contract with shipping lines and air carriers, we become obligated to pay for the container space or charter aircraft capacity that we purchase. If we are not able to sell all of our purchased container space or charter aircraft capacity, we will not be able to recover our costs for such purchase of container space or charter aircraft capacity and our business, financial condition and results of operations could be adversely affected. We also lease or own a number of specialized carriers which are utilized in our automotive outbound logistics business. If we are unable to efficiently utilize capacity within these specialized carriers, we will not be able to recover all of our expenses associated with operating these specialized carriers and our business, financial condition and results of operations could be adversely affected.

28. We do not verify the contents of the goods transported by us, thereby exposing us to the risks associated with the transportation of goods in violation of applicable regulations.

We transport various goods as part of our SCM business. While we obtain a declaration from the client regarding the contents of the parcel and its value, we do not independently verify its contents. We also do not have any equipment to enable us to verify all our consignments prior to loading such consignments on our vehicles. Accordingly, we are unable to guarantee that these parcels do not contain any hazardous or illegal goods. In such circumstances, our business partners’ vehicles may be confiscated, which could in turn, adversely affect our business, operations and reputation. In addition, our business could involve movement of confidential documents and information, and unauthorized disclosure of such confidential and sensitive information may result in liability for us. Further, we are subject to a broad range of national, state and local safety laws and regulations. In the course of our operations, we may store, transport or arrange for the storage or transportation of substances defined as hazardous under applicable laws. If any damage or injury occurs as a result of our storage or transportation of hazardous, explosive or illegal materials, we may be subject to claims from third parties, and bear liability, for such damage or injury even if we were unaware of the presence of the hazardous, explosive or illegal materials, which could materially and adversely affect our business, operations, reputation, financial condition and results of operations.

29. We use the name “Mahindra” of our Promoter, M&M and the associated logo. We are exposed to the risk that the “Mahindra” brand may be affected by events beyond our control and that M&M may prevent us from using it in the future.

We use, among others, the name, brand and trademark “Mahindra Logistics” and the associated logo Mahindra LOGISTICS in the ordinary course of our business and in our corporate name. The trademark “Mahindra” and the associated logo is owned by, and is registered in favor of, our Parent. Pursuant to an agreement dated April 2, 2008, as amended by an addendum dated June 12, 2015 (the “**Mahindra License Agreement**”), our Parent granted us the worldwide royalty-free, non-exclusive right to use the trademark “Mahindra” and the associated logo until termination of the Mahindra License Agreement. The Mahindra License Agreement shall automatically terminate if there is change in control of our Company, or if there is a sale or transfer of substantially all of our Company’s assets without M&M’s prior approval, or if our Company undergoes liquidation, or if a winding up order is passed against it, or if our Company files a petition for a re-organization arrangement or compromise.

Under the terms of the Mahindra License Agreement, M&M will have the right to terminate the license if there is a material breach of the Mahindra License Agreement by our Company or any other breach which remains uncured for a period beyond 30 days from receipt of written notice of such breach from M&M. M&M may also consider charging a royalty for use of the “Mahindra” trademark in the future which may adversely affect our results of operations. We cannot assure you that M&M will not exercise its right to terminate the license under the terms of the Mahindra License Agreement in the event of such a breach. If M&M were to exercise this right or if the Mahindra License Agreement terminates automatically, we would be required to change our name and brand, which could require us to expend significant resources to establish new branding and name recognition in the market as well as undertake efforts to rebrand our branches and our digital presence, which could materially and adversely affect our reputation, business, operations, financial condition and results of operations.

Furthermore, we cannot assure you that our Promoter’s “Mahindra” brand, which we believe is a well-recognized brand in India due to its long presence in the Indian market and the diversified businesses in which the Mahindra Group operates, will not be adversely affected in the future by events or actions that are beyond our control, including complaints from clients, developments in other businesses that use this brand or adverse publicity from any other source. Any damage to this brand name, if not immediately and sufficiently remedied, could adversely affect our business, financial condition and results of operations.

30. We are exposed to certain risks relating to asset ownership in respect of the specialized carriers operated by our subsidiary, 2X2 Logistics, for our automotive outbound logistics business.

Our subsidiary, 2X2 Logistics, requires specialized vehicles to carry finished automobiles from the manufacturing locations of the OEMs and other players in this industry to stockyards or directly to the distributors. As at May 31, 2017, none of the 127 specialized carriers that 2X2 Logistics owned were over three years old. As the age of 2X2 Logistics' fleet increases, we expect maintenance costs related to the fleet to also increase. Unless we continue to expand and upgrade the fleet and acquire such vehicles on commercially favorable terms, the aging fleet may result in increased operating and maintenance costs. We intend to expand and increase 2X2 Logistics' fleet strength in order to meet our business expansion targets. If the prices of new specialized carriers increase, we will incur additional expenses to acquire these vehicles and may also incur increased depreciation expenses, any of which may adversely affect our business, financial condition and results of operations. In addition, due to the fixed costs associated with acquisition and maintenance of the specialized carriers operated by our subsidiary, 2X2 Logistics, any prolonged or significant downtime of these vehicles, or the related maintenance and other operating equipment, may adversely affect our financial performance and profitability.

31. We are subject to risks associated with operating a joint venture, 2X2 Logistics.

In 2014, we entered into a joint venture with IVC pursuant to shareholders' agreement dated August 28, 2014 (the "**2X2 Logistics SHA**") to form 2X2 Logistics, in which we currently own 55.00% of the total paid-up equity share capital. 2X2 Logistics offers pan-India transportation services for finished automobiles. The 2X2 Logistics SHA provides our Company and IVC with certain contractual rights relating to the business and operations of 2X2 Logistics. These include a right to veto certain decisions that affect our Company's and IVC's rights as shareholders or their respective investments, and each of them have the right to determine certain matters such as potential acquisitions, indebtedness, liquidation and the business plan and they have the right to appoint certain directors on the board of directors of 2X2 Logistics.

Any disputes resulting from our Company's and IVC's exercise of such rights or leading to deadlock could cause delays or curtail the business or operations of 2X2 Logistics while the matter is being resolved. Our Company has also provided a non-compete undertaking in the 2X2 Logistics SHA, a restriction on the shareholding of our Company in 2X2 Logistics and certain representations and warranties and consequent indemnities in the 2X2 Logistics SHA. We could be liable to make payment of certain liquidated damages or indemnity payments in the event of a breach of our representations or undertakings. We may not always be successful at managing our relationships with IVC. In addition, IVC may:

- have economic or business interests or goals that are inconsistent with our interests and goals;
- be unable or unwilling to fulfil their obligations under the 2X2 Logistics SHA and have disputes with us or terminate the 2X2 Logistics SHA; or
- take actions contrary to our instructions or requests or contrary to 2X2 Logistics' policies and objectives.

In the event any of the foregoing risks materialize, our business, financial condition, results of operations and prospects may be materially and adversely affected.

32. We, our Directors, our Promoter and our Group Companies are involved in certain legal proceedings, which if determined unfavorably, may adversely affect our reputation, business, financial condition and results of operations.

We, our Directors, our Promoter and our Promoter Group entities are involved in certain legal proceedings. These proceedings are pending at different levels of adjudication before various courts and tribunals. We, our Directors, our Promoter and our Promoter Group entities may be required to devote management and financial resources towards enforcing our and their rights under such actions. However, we cannot assure you that these matters will be settled in our favor or in favor of our Directors, Promoter or Group Companies, or that no further liability will arise out of these claims.

A summary of outstanding litigation in relation to criminal matters, direct tax matters, indirect tax matters and actions by regulatory or statutory authorities against us, our Directors, our Promoter and our Group Companies, as applicable, as at the date of this Draft Red Herring Prospectus is set out below. Further, the summary of the outstanding matters set out below also includes: (i) other material outstanding civil matters (as determined in accordance with the Materiality Policy) pending as at the date of this Draft Red Herring Prospectus against us, our Promoter and our Group Companies; and (ii) any other outstanding litigation involving us, our Directors, our Promoter and our Group Companies.

An unfavorable outcome in the aforesaid proceedings, individually or in the aggregate, involving us, Directors, Promoter and our Group Companies could materially and adversely affect our business, reputation, operations, financial position or results of operations.

Litigation against our Company

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable** *(₹ million)*
Civil	2	23.82
Regulatory/ statutory action	-	-
Criminal	1	-
Tax	23	347.14

Litigation by our Company

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable** *(₹ million)*
Civil	-	-
Criminal	4	-

Litigation against our Promoter

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable** *(₹ million)*
Civil	4	2,922.50
Regulatory/ statutory action	18	-
Criminal	18	-
Tax	340	43,581.12

Litigation by our Promoter

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable** *(₹ million)*
Civil	-	-
Criminal	118	-

Litigation against our Group Companies

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable** *(₹ million)*
Civil	42	-
Regulatory/ statutory action	9	-
Criminal	274	-
Tax	416	71,977.66

Litigation by our Group Companies

Type of proceeding	**Number of cases**	**Amount, to the extent quantifiable** *(₹ million)*
Civil	-	-
Criminal	16,423	-

Note: The amounts indicated above (wherever quantifiable) are approximate amounts. Further details provided above are as per Litigation Materiality Policy adopted by our Board on July 25, 2017.

For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 257.

33. We are susceptible to risks relating to fluctuations in currency exchange rates.

Our subsidiary, Lords, provides international freight forwarding services and derives a portion of its revenue from international operations. Therefore, through Lords, our exposure to foreign currency risk arises in respect of our non-Indian Rupee-denominated trade and other receivables, trade payables, and cash and cash equivalents. While our presentation and functional currency is the Indian Rupee, we undertake transactions in various currencies including the U.S. dollar, Euro, Singapore dollar, British pound, Hong Kong dollar and Japanese yen (the "**Currency Group**"). Any fluctuation in the value of the Indian Rupee against any currency in the Currency Group will affect our results of operations. Further, we currently do not use any foreign exchange hedging contracts to manage our exchange rate risk. Although we may, in the future, enter into such foreign exchange hedging contracts, we cannot assure you that such hedges will be available or commercially viable or effective to hedge our exposure to foreign currency risks. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may adversely affect our reported revenues and financial results. We cannot guarantee that we will not experience foreign exchange losses going forward and that such losses will not adversely affect our business, financial condition or results of operations. For further details, see "*Exchange Rates*" on page 17.

34. We have certain contingent liabilities and our financial condition and profitability may be adversely affected if any of these contingent liabilities materialize.

As at March 31, 2017, our contingent liabilities as indicated in our consolidated financial statements were as follows:

Particulars	Number of Cases	Amount demanded/ in dispute (₹ million)
Income Tax	6	248.51
Service Tax	3	39.95
VAT	14	75.96
Other Matters	22	47.75
Total	**45**	**412.17**

If any of these contingent liabilities materialize, our business, financial condition and results of operations may be materially and adversely affected. For further information, see note 36 of the Restated Consolidated Financial Statements for the Fiscals 2017, 2016 and 2015 in the section "*Financial Statements*" on page 224.

35. We are subject to the risk of failure of, or a material weakness in, our internal control systems.

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. In addition, several of our collection related processes are yet to be fully automated, which may increase the risk that human error, tampering or manipulation will result in losses that may be difficult to detect. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material adverse effect on our business, reputation, financial condition and results of operations.

36. All of our offices and operating locations, including our warehouses, stockyards, cross-dock facilities and hubs as well as our Registered and Corporate Office, are located at leased or licensed premises and we may not be able to continue to utilize any of these key offices and operating locations.

Our business and operations are significantly dependent on our transportation network and other logistics and warehousing facilities. All of these facilities are located at leased or licensed premises. Any of these lease or license agreements can be terminated, and any such termination could result in any of these offices being shifted or shut down. There can be no assurance that we will, in the future, be able to retain and renew the leases or licenses for the existing locations on same or similar terms, or will be able to find alternate locations for the existing offices and operating locations on similar terms favorable to us, or at all. If we are unable to continue to use our offices, operating locations, our Registered and Corporate Office and other logistics and warehousing facilities during the period of the relevant lease or license, be able to extend such lease or license arrangements on their expiry on commercially acceptable terms, or at all, or are unable to find suitable premises for relocation of existing offices and operating locations, in time or at all, we may suffer a disruption in our operations which could materially and adversely affect our business, financial condition and results of operations. Furthermore, the terms of the lease or license arrangements we enter into for our warehouses may limit our flexibility in operating our warehouses. In addition, certain of these properties may have one or more irregularities of title, such as non-registration of lease or license arrangements, which may affect the evidentiary value of the relevant lease or license agreements in specific performance or other injunctive procedures in a court of law, and could impair our operations.

37. We have entered into, and will continue to enter into, related party transactions, and we cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.

We have entered into certain transactions with related parties, including our Promoters and Group Companies and may continue to do so in the future. These transactions entered into with, among others, our Promoters and Group Companies typically relate to, among others, the provision of our supply chain logistics and people transportation services to various Group Companies, the use of certain properties and equipment. The transactions we have entered into have involved, and any future transactions with our related parties could potentially involve, conflicts of interest. We will continue to enter into such transactions and we cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Certain decisions concerning our operations or financial structure may present conflicts of interest among our Promoter, other shareholders, directors and executive officers. Our shareholders, directors, and executive officers may have an interest in pursuing transactions that, in their judgment, enhance the value of their equity investment, even though such transactions may involve risks to our shareholders. We cannot assure you that our directors and executive officers will be able to address these or other conflicts of interests in an impartial manner, or at all. We also cannot assure you that such transactions, individually or in the aggregate, will not materially and adversely affect our financial condition and results of operations. For more information see "*Related Party Transactions*" on page 222.

38. Our Promoters will continue to retain majority shareholding in our Company after this Offer which will allow it to exercise significant influence over us.

M&M, our parent company, has control over our Company in terms of their shareholding, through our Board of Directors and through operational control. Accordingly, M&M and our other significant shareholders will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board of Directors, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditure. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make the completion of certain transactions more difficult or impossible without the support of these shareholders. We also cannot control the actions of our Promoter, M&M or other Group Companies, including any non-performance, default by or bankruptcy of our Group Companies. In order to establish or preserve relationships with our Promoter and our Group Companies, we may agree to assume risks and contribute resources that are proportionately greater than the returns we expect to receive in such transactions. Such agreements may reduce our income and returns on these investments compared to what we would have received if our assumed risks and contributed resources were proportionate to our returns. Any of these factors could potentially materially and adversely affect our operations and profitability.

39. We may face conflicts of interest relating to our Promoter and certain Promoter Group entities.

We, our Promoter and our Promoter Group entities are a part of the Mahindra Group, which is one of India's leading corporate groups and has operations across several industries and countries. Our Promoter is a large commercial and passenger vehicle manufacturer in India and has better access to capital and other resources. The Mahindra Group has a strong presence in the utility vehicles, farm equipment, information technology, financial services, aerospace, real estate, hospitality and logistics sectors. Our Company and some of our Promoter Group entities, such as Bristlecone India Limited, Orizonte Business Solutions Limited and Tech Mahindra Limited, have common pursuits, i.e., supply chain logistics services and/ or people transportation services. We have no agreements with our Promoter or any other Mahindra Group entity that restricts us or them from offering similar products and services. As a result, our relationship with our Promoter and other entities forming a part of the Mahindra Group may cause certain conflicts of interest and we may compete with one of more of our Promoter

Group entities while undertaking our businesses in the future. We may also compete with our Promoter Group entities for capital as well as for the services of our business partners and other suppliers.

We cannot assure you that we will be able to successfully compete with such Promoter Group entities, if and when such conflict arises. Further, our relationship with M&M may effectively prevent us from taking advantage of certain business opportunities. For instance, M&M may, select a Promoter Group entity instead of us to pursue certain business opportunities that arise within the Mahindra Group. If we forego certain business opportunities because of our relationship with our Promoter or the Mahindra Group, it could adversely affect our reputation, business, financial condition and results of operations.

40. Our subsidiaries, 2X2 Logistics and LORDS Freight (India) Private Limited ("Lords") have incurred losses and have had negative cash flows in the last three years.

Our subsidiaries, 2X2 Logistics and Lords have incurred losses in the last three Fiscals and have also had negative net worth in those periods, the details of which are set forth below.

Particulars		**Lords**			**2X2 Logistics**	
	Fiscal 2017	**Fiscal 2016**	**Fiscal 2015**	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**
	(₹ *million*)	(₹ *million*)	(₹ *million*)	(₹ *million*)	(₹ *million*)	(₹ *million*)
Profit/(Loss)	20.27	(13.68)	(19.47)	(7.34)	(0.67)	0.93
Net Worth	48.71	27.91	41.57	63.09	40.44	41.10
Net Cash Flow	1.42	(6.04)	3.11	(3.37)	(30.03)	35.48

For financial information in relation to our subsidiaries, see "*Financial Statements*" on page 224.

41. We or our business partners require certain approvals and licenses in the ordinary course of business, and any failure to obtain or retain such approvals in a timely manner, or comply with applicable laws, may materially and adversely affect our business, financial condition, results of operations and prospects.

We require certain approvals, licenses, registrations and permissions for operating our business in India, some of which may have expired and for which we may have either made, or are in the process of making, an application for obtaining the approval for its renewal. If we fail to apply, obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, our business may be adversely affected. For further details, see "*Government and Other Approvals*" beginning on page 279.

In relation to certain of our facilities and operating locations, applications for certain approvals and licenses have been made. We cannot assure you that we will receive all the required certifications or that we will able to maintain the validity of the quality certifications that have previously been awarded. Certain stockyards that we lease or license from third parties are subject to land-use restrictions, approvals and other conditions under applicable laws. Our lessors in most cases are required to comply with such restrictions and maintain requisite approvals. In the event, our lessors are unable to comply with such restrictions or apply for or obtain approvals, we may be required to discontinue our use of such stockyards and seek alternative sites. Our business partners who provide the fleet for our PTS business operations are required to ensure that all necessary approvals are obtained and maintained for operation of the fleet. We may be required to substitute business partners who are unable to obtain or maintain such approvals. Any inability of our lessors or our business partners to comply with restrictions or apply for or obtain and maintain the requisite approvals under applicable law could disrupt our business and adversely affect our results of operations.

Further, government approvals and licenses are subject to numerous conditions, of which some may be onerous and may require us to undertake substantial compliance-related expenditure. In certain locations, regulatory authorities may exercise considerable discretion in matters of enforcement and interpretation of applicable laws, regulations and standards. The growth in size or scope of our business, expansion of our footprint in existing regions in which we operate and entry into new geographies will also expose us to regulatory regimes with which we have no prior direct experience and expansion into new product areas could lead to our becoming subject to additional or different laws and regulations. Changes in laws and regulations, more stringent enforcement or alternative interpretation of existing laws and regulations in geographies in which we currently operate may make compliance with all applicable laws and regulations more challenging and could affect us adversely by tightening restrictions, reducing our freedom to do business, increasing our costs of doing business, or reducing our profitability.

In addition to the above, there have been certain non-compliances and / or discrepancies in the past, in relation to secretarial filings and corporate records. Failure to comply with applicable laws or regulations, obtain and maintain any licenses, permits and approvals necessary to operate our business or non-compliance with any conditions imposed thereunder can lead to civil, administrative or criminal penalties, including but not limited to fines or the revocation of permits and licenses that may be necessary for our business activities. We could also be required to pay damages in respect of third party claims, including those relating to personal injury or property damage, any of which could materially and adversely affect our business, financial condition, results of operations and prospects.

42. ***Certain of our quoted investments may be subject to market risk and we have not made any provisions for a decline of the value of such investments.***

We have made certain quoted investments such as investments in mutual funds. As at March 31, 2017, the fair value of these investments was ₹580.39 million which constituted 16.47% of our total net worth. The value of these investments depends on several factors beyond our control, including the domestic and international economic and political scenario, inflationary expectations and the RBI's monetary policies. We have not made any provision for any decline value of these investments. Any decline in the value of these investments could adversely affect our business, financial condition and results of operations.

43. ***Our consolidated financial results are partly dependent on the performance of our Subsidiaries and any negative impact on their performance could adversely affect our financial condition and results of operations.***

Our Company has two Subsidiaries and its revenue is partly dependent on the performance of our Subsidiaries and their ability to pay dividends which may be constrained by applicable corporate laws, regulations and restrictions under borrowing arrangements.

44. ***The success of our businesses depends on the infrastructure support and facilities in the areas we currently operate in or intend to operate in the near future.***

Infrastructure support and facilities, particularly public roads and highways, is critical to the success of our businesses and our prospects. While we conduct research with regard to development plans for transportation infrastructure such as highways, railways, ports and airports before we establish a logistics facility at a location, we cannot assure you that such plans will be executed in a timely manner, or at all. If the transportation infrastructure necessary to support our businesses is not established in time, or at all, we may not be able to fulfil our services to our clients. Failure to fulfil our service obligations may materially and adversely affect our business, operations, results of operations and prospects. Furthermore, as India's economy and urban areas continue to develop, existing transportation infrastructure and traffic conditions necessary to support our businesses may deteriorate, which in turn may render the location of our warehouses and other logistics facilities inadequate to support our businesses. Any such occurrence may materially and adversely affect our business, financial condition and results of operations.

45. ***Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and any restrictive covenants in our financing arrangements.***

The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. We cannot assure you that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on various factors. Accordingly, realization of a gain on shareholder investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

46. ***We are not able to guarantee the accuracy of third party information included in this Draft Red Herring Prospectus.***

Market information, statistics and data applied and relied upon by us are derived from data reports compiled by government bodies, professional organizations and analysts, information from government publications or other external industry sources such as CRISIL, from whom we have commissioned the CRISIL Report. While we have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by us and the Book Running Lead Managers, and, therefore, we make no representation as to the accuracy, adequacy or completeness of such facts and statistics. Further, industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Due to ineffective information collection methods and other problems, the facts and statistics herein may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. We cannot assure you that the facts and statistics are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. For further details, see "*Industry Overview*" and "*Industry and Market Data*" on pages 117 and 16, respectively.

47. We have issued Equity Shares during the last one year at a price that will be below the Offer Price.

We have allotted 7,843,036 Equity Shares to Normandy and 334,148 Equity Shares to Kedaara AIF on February 5, 2017. Such allotment was made consequent to conversion of the Cumulative Convertible Preference Shares ("**CCPS**") that were allotted pursuant to the terms of the Investment Agreement. The consideration was paid at the time of allotment of the CCPS and no further consideration was paid at the time of allotment of these Equity Shares and as such, the conversion price would be lower than the Offer Price. In addition, ESOPs granted to our employees may have been exercised at a price lower than the Offer Price. For further details, see "*Capital Structure*" on page 88.

48. Some of our Group Companies have incurred losses in Fiscals 2017, 2016 and 2015.

Some of our Group Companies have incurred losses in Fiscals 2017, 2016 and 2015. The profit / (loss) figures for the preceding three financial years of such Group Companies are as follows:

	Profit/(loss) for the Fiscal		
	2017^	**2016***	**2015***
Name of the Group Company	(₹ *million*)	(₹ *million*)	(₹ *million*)
Defence Land Systems India Limited	(87.4)	(93.3)	(91.98)
Mahindra Aerostructures Private Limited	(525.34)	(526.07)	(437.63)
Mahindra Agri Solutions Limited	(506.2)	(268.3)	49.9
Mahindra Defence Naval Systems Private Limited	(75.33)	(33.00)	5.34
Mahindra Electric Mobility Limited	(1,131.85)	(910.51)	(940.83)
Mahindra First Choice Services Limited	(454.50)	(716.21)	(540.52)
Mahindra Greenyard Private Limited	(37.19)	(18.81)	(3.76)
Mahindra Gujarat Tractor Limited	(53.30)	(7.99)	45.03
Mahindra Sanyo Special Steel Private Limited	(460.77)	(496.32)	(632.75)
Mahindra Two Wheelers Limited	(4,709.78)	(6,157.62)	(5,288.74)
NBS International Limited	(49.90)	(24.23)	(33.19)
Orizonte Business Solutions Limited	(91.06)	(17.69)	(0.03)

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

We cannot assure you that our Group Companies will not incur losses in the future. For further details of our Group Companies, see, "*Group Companies*" on page 198.

49. Our Company, our Subsidiaries, our Promoter and some of our Group Companies have availed of debt facilities that can be recalled by lenders at any time.

Our Company, our Subsidiaries, our Promoter and some of our Group Companies have availed of debt facilities the terms of which allows the lender to recall the loan at any point in time. If our Company, our Subsidiaries, our Promoter and such Group Companies are unable to repay such loans at the time they are recalled for any reason whatsoever, an event of default could occur under the respective loan agreements, which could adversely affect the business, reputation, financial condition and results of operation of such companies.

50. Our key management personnel have interests in our Company other than reimbursement of expenses and normal remuneration.

Our key management personnel have interests in our Company that are in addition to reimbursement of expenses and normal remuneration payable to them. Such interests may affect our business operation. For further details of such interests, see "*Our Management*" on page 168.

51. Our intellectual property rights may not be adequately protected against third party infringement and our business may be adversely affected if our brand or reputation is damaged by third parties.

We may not be able to protect our intellectual property rights obtained pursuant to arrangements with our Promoter, M&M, against third party infringement or unauthorized use, including by our competitors. We may also be subject to claims by third parties if we use their trademark in breach of any intellectual property rights registered by such third parties. Any legal proceedings pursuant to such claims, or settlements thereunder, may divert management attention and require us to pay financial compensation to such third parties. Our inability to obtain or maintain the relevant registrations for intellectual property may adversely affect our brand and our business.

52. We will not receive any proceeds from the Offer.

The Offer is an offer for sale by the Selling Shareholders. Accordingly, we will not receive any of the Offer proceeds, which will be remitted to the Selling Shareholders. For further details, see "*Objects of the Offer*" on page 109. Further, Sunish Sharma is the managing partner of Kedaara Capital Advisors LLP, the sponsor of the Kedaara AIF, which is one of the selling shareholders in the Offer, and would therefore have an interest in the proceeds of the Offer received by Kedaara AIF.

EXTERNAL RISK FACTORS

53. Our business and operations may be affected by fluctuations in performance of the Indian economy and general economic activity in India.

We serve the supply chain logistics and people transportation requirements for our clients in India. The demand for our services is highly dependent on the general level of commercial activity and economic conditions in India. India has experienced a slowdown in economic growth in prior periods due to a variety of factors, including disruption in global financial and credit markets, global demand and supply patterns, a high current account deficit, capital outflows, exchange rate pressures and escalation in prices of fuel and other commodities. During periods of economic downturn, many companies reduce their use of outsourced logistics services. We may also experience increased competitive pricing pressure during periods of economic downturn. Any significant economic downturns, such as those in 2008 and 2009, in India or in the global markets could materially and adversely affect our business, clients and contractual counterparties, especially if such a slowdown were to be continued and prolonged. In periods of high rates of inflation, our operating expenses may increase. Conversely, periods of low inflation may result in lower demand for our services. The occurrence of one or a combination of the above-mentioned factors could materially and adversely affect our business, financial condition, results of operations and prospects.

54. Financial instability in other countries may cause increased volatility in Indian financial markets. In the event that the current difficult conditions in the global credit markets continue or if there are any significant financial disruption, such conditions could materially and adversely affect our business, future financial performance and the trading price of the Equity Shares.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the U.S. Dollar owing to amongst other reasons, the announcement by the U.S. government reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, future financial performance and the prices of the Equity Shares.

In recent years, the global financial, credit and equity markets, including India, have experienced substantial dislocations, liquidity disruptions and market corrections. In the past, liquidity and credit concerns and volatility in the global credit and financial markets were experienced by major U.S. and European financial institutions. These and other related events may have a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads, diminished liquidity, rating downgrades, declining valuations of certain investments and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects, and therefore, if such liquidity and credit concerns, financial volatility or disruptions occur again, our business, our future financial performance and the prices of the Equity Shares could be adversely affected. Further, in the event that the current difficult conditions in the global credit markets continue or if there are any significant financial disruption, our lenders may implement new credit policies, adopt new pre-qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs. Such conditions could material and adversely affect our business, future financial performance and the trading price of the Equity Shares.

55. Any further downgrading of our debt ratings or of India's sovereign debt rating could adversely affect our business.

Any downgrading of our credit ratings may increase interest rates on our outstanding debt, increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and materially and adversely affect our ability to raise new capital on a competitive basis, which may adversely affect our profitability and future growth. In addition, any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available. This could materially and adversely affect our capital expenditure plans, business and future financial performance and our ability to fund our growth in future.

56. Trade deficits could have a negative impact on our business. If India's trade deficits increase or become unmanageable, the Indian economy, and therefore our business, future financial performance and the trading price of the Equity Shares could be adversely affected.

India's trade relationships with other countries can influence India economic conditions. According to the Ministry of Commerce and Industry, GoI, India's trade deficit in Fiscal 2017 was estimated to be U.S.$105,722.55 million. The large trade deficit neutralizes the surpluses in India's invisibles, which are primarily international trade in services, income from financial assets, labor and property and cross border transfers of workers' remittances in the current account, resulting in a current account deficit. If India's trade deficits and current account deficits increase or become unmanageable, or if the funding of such deficits becomes a challenge, the Indian economy, and therefore our business, future financial performance and the trading price of the Equity Shares could be materially and adversely affected.

57. Political instability or a significant change in the Government's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.

Our business and clients are located in India and we currently derive all of our revenues from operations in India and all of our assets are located in India. Consequently, our performance, market price and liquidity of our Equity Shares may be affected by changes in control, government policies, taxation, social and ethnic instability, social/civil unrest and other political and economic developments affecting India. The Indian Government has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Government policies could adversely affect business and economic conditions in India, as well as our ability to implement our strategy and our future financial performance. Our business is also impacted by regulations and conditions in the various states in India where we operate. Since 1991, successive Indian Governments have pursued policies of economic liberalization. The current Government has announced that its general intention is to continue India's current economic and financial sector liberalization and deregulation policies, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, there can be no assurance that such policies will be continued. A significant change in the Government's policies, in particular, those relating to the implementation of GST in India and logistics sector in India, could result in an adverse effect on our business, financial condition and results of operations. The rate of economic liberalization could change and specific laws and policies affecting finance companies, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

58. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business, financial condition and financial performance.

Our business is subject to a significant number of state tax regimes. The applicable categories of taxes and tax rates also vary significantly from state to state, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each country as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditure incurred. Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business or the regulator enforcing them in any one of those countries may adversely affect our results of operations.

To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. See "*Statement of Tax Benefits"* on page 114 for details in relation to possible tax benefits available to our Company. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government or State Governments that affect our industry include income tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time and any adverse changes in any of the taxes levied by the GoI may adversely affect our competitive position and profitability. We cannot assure you that the GoI may not implement new regulations and policies which will require us to obtain approvals and licenses from the GoI and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the countries in which we operate may materially and adversely affect our business, results of operations and financial condition. In addition, we may have to incur expenditure to comply with the requirements of any new regulations, which may also materially harm our results of operations. We are also subject to these risks in all our overseas operations depending on each specific country. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities. As a result, any such changes or interpretations may adversely affect our business, financial condition and financial performance. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns.

59. Our business and the price of the Equity Shares may be adversely affected by the implementation of GAAR.

The GoI has also proposed provisions relating to GAAR which came into effect from April 1, 2017. The GAAR provisions intend to catch arrangements declared as "impermissible avoidance arrangements", which is any arrangement the main purpose or one of the main purposes of which is to obtain a tax benefit and which satisfy at least one of the following tests:

(i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length;
(ii) results, in misuse, or abuse, of the provisions of the tax laws;
(iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or
(iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes.

The onus to prove that the transaction is not an "impermissible avoidance agreement" is on the assessee, i.e., an arrangement shall be presumed, unless it is proved to the contrary by the assessee, to have been entered into, or carried out, for the main purpose of obtaining a tax benefit, if the main purpose of a step in, or a part of, the arrangement is to obtain a tax benefit, notwithstanding the fact that the main purpose of the whole arrangement is not to obtain a tax benefit. If GAAR provisions are invoked, then the tax authorities will have wide powers, including denial of tax benefit or a benefit under a tax treaty.

60. Significant differences exist between Ind AS used to prepare our Restated Financial Statements for the Fiscals 2017, 2016 and 2015 and other accounting principles, such as Indian GAAP and IFRS, with which investors may be more familiar.

On February 16, 2015, the Ministry of Corporate Affairs, GoI (the "**MCA**") issued the IAS Rules for the purpose of enacting changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. The IAS Rules provide that the financial statements of the companies to which they apply shall be prepared and audited in accordance with Ind AS converged with IFRS, although any company may voluntarily implement Ind AS for the accounting period beginning from April 1, 2015.

In accordance with Ind AS, we are classified as a joint venture of M&M. We are required to prepare our financial statements in accordance with Ind AS with effect from April 1, 2016 under the IAS Rules. In terms of:

(i) the IAS Rules, our Company is required to prepare its financial statements in accordance with Ind AS for periods beginning on or after April 1, 2017, and

(ii) the SEBI Ind AS Transition Circular, for the purposes of disclosure in this Draft Red Herring Prospectus, we are required to prepare and present our standalone and consolidated financial statements for the latest three Fiscals (in this case, for Fiscals 2017, 2016 and 2015) in accordance with Ind AS and present our standalone and consolidated financial statements for the earliest two Fiscals (in this case, Fiscals 2014 and 2013) in accordance with the previously applicable Indian GAAP.

As a result, we transitioned to the Ind AS accounting principles with effect from April 1, 2015 and our Restated Standalone Financial Statements and our Restated Consolidated Financial Statements have been prepared in accordance with Ind AS for Fiscals 2017, 2016 and 2015, and in accordance with the previously applicable Indian GAAP for Fiscals 2014 and 2013.

However, India has adopted the IFRS-converged or IFRS synchronized accounting standards and not IFRS. Ind AS, therefore, differs in certain significant respects from IFRS and other accounting principles and standards with which investors may be more familiar. We have not made any attempt to quantify the impact of IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. The significant accounting policies applied in the preparation of our historical Indian GAAP and Ind AS financial statements are set forth in the section titled "*Financial Statements*" included in this Draft Red Herring Prospectus. Prospective investors should review the Indian GAAP and Ind AS accounting policies applied in the preparation of our financial statements summarized in the section "*Financial Statements*" on page 224 and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, we have presented reconciliation from Indian GAAP to Ind AS. For further details in relation to the changes to our accounting policies as well as the manner in which we prepare and present our financial statements, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Important Note on Transition from Indian GAAP to Ind AS and its Impact on the Preparation and Presentation of the Restated Financial Statements*" on page 230. No attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base the information on any other standards. Accordingly, the degree to which our financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on your level of familiarity with Indian accounting practices under Indian GAAP and Ind AS. Any reliance by persons not familiar with these accounting practices on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

61. The transition to Ind AS and the ICDS in India is very recent. Although we have transitioned to Ind AS, there is insufficient clarity on the impact of such transition on our Company in future financial periods.

The transition to Ind AS in India is very recent. There is not yet a significant body of established practice such as interpretations of the new accounting standards on which to draw in forming judgments regarding the new system's implementation and application. As a result, although we have transitioned to Ind AS, there is insufficient clarity on the impact that such transition will have on us and our financial reporting policies and practices. While we have applied the Ind AS transitional provisions included in Ind AS 101, First-Time Adoption of Indian Accounting Standards issued under the IAS Rules, we cannot assure you that there will not be further changes in the manner in which we apply our accounting policies or in the preparation and presentation of our financial statements in the future. Moreover, there is increasing competition for the small number of Ind AS experienced accounting personnel available as more Indian companies begin to prepare Ind AS financial statements. We may encounter further difficulties in the ongoing process of implementing and enhancing our management information systems under Ind AS reporting.

Further, the Ministry of Finance, GoI, through a notification dated March 31, 2015, required all income tax assessments in India to follow the Income Computation and Disclosure Standards (the "**ICDS**"). Subsequently, the Ministry of Finance, through press releases dated September 29, 2016, deferred the applicability of ICDS to Assessment Year 2017-2018. As a result, ICDS will have impact on computation of taxable income for Fiscals 2017 and 2018. ICDS are required to be applied in computing taxable income and payment of income taxes thereon and apply to all taxpayers following an accrual system of accounting for the purpose of computation of income under the heads of "*Profits and gains of business/profession*" and "*Income from other sources*." ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. This is the first time such specific standards have been issued for income taxes in India, and the impact of the ICDS on our tax incidence is uncertain. We cannot assure you that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

62. Our business and activities are regulated by the Competition Act.

The Competition Act, 2002 (the "**Competition Act**") was enacted for the purpose of preventing practices having an adverse effect on competition in India and has mandated the Competition Commission of India (the "**CCI**") to regulate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to adversely affect competition in India is void and may result in substantial penalties. Any agreement among competitors which directly or indirectly determines purchase or sale prices, directly or indirectly results in bid rigging or collusive bidding, limits or controls production, supply, markets, technical development, investment or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or types of goods or services or number of clients in the relevant market or any other similar way, is presumed to adversely affect competition in the relevant market in India and shall be void. The Competition Act also prohibits the abuse of dominant position by any enterprise. Further, if it is proved that any contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished.

Consequently, all agreements entered into by us may fall within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination adversely affects competition in India. The applicability of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, may adversely affect our business, results of operations and prospects.

63. Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving may adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the markets on which our Equity Shares trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, and adversely affect our business. Some of the locations we operate in have witnessed civil unrest including communal disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events may have a negative impact on us. Such incidents may also create a greater perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on our business and the price of our Equity Shares.

Further, we cannot predict the effects on our business of heightened security measures, threatened terrorist attacks, efforts to combat terrorism, military action against a foreign state or other similar events. It is possible that one or more of these events could be directed at Indian or foreign ports, borders, railroads or highways. Heightened security measures or other events are likely to slow the movement of freight, within or across Indian States and could adversely affect our business and results of operations. Any of these events could also negatively affect the economy and consumer confidence, which could cause a downturn in the transportation industry. In addition, any deterioration in the relations between India and its neighboring countries might result in investor concern about stability in the region, which could materially and adversely affect the price of our Equity Shares.

64. The occurrence of natural or man-made disasters may adversely affect our business, results of operations and financial condition.

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. We are particularly susceptible to accidents, system failures, adverse geological, ecological or weather conditions, natural disasters, demographic and population changes and other unforeseen events and circumstances across India. While we are covered by our insurance policies for such contingencies, any disruptions, damage or destruction of our facilities may temporarily affect our ability to meet our clients' demand and the loss of any one of our key clients or a significant reduction in demand from clients located in these locations may adversely affect our business, results of operations and financial condition.

The potential impact of a natural disaster such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, MERS (Middle East Respiratory Syndrome), Zika, the mosquito virus, on our results of operations and financial position is speculative, and would depend on numerous factors. Although the long-term effect of such diseases cannot currently be predicted, previous occurrences of avian flu, swine flu, MERS and Zika had an adverse effect on the economies of those countries in which they were most prevalent. In the case of any of such diseases, should the virus mutate and lead to human-to-human transmission of the disease, the consequence for our business could be severe. An outbreak of a communicable disease in the particular region in which we have or may have operations in the future may adversely affect our business and financial condition and the result of operations. We cannot assure you that such events will not occur in the future or that our business, results of operations and financial condition will not be adversely affected.

65. The requirements of being a public listed company may strain our resources and impose additional requirements.

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a quarterly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, our management's attention may be diverted from other business concerns, which could materially and adversely affect our business and operations. We cannot assure you that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

66. There may be less company information available in Indian securities markets compared to securities markets in other countries.

There is a difference between the level of regulation, disclosure and monitoring of the Indian securities market and the activities of investors, brokers and other participants and that of markets in the United States and other more developed economies. SEBI received statutory powers in 1992 to assist it in carrying out its responsibilities for improving disclosure and other regulatory standards for the Indian securities market. Subsequently, SEBI has prescribed certain regulations and guidelines in relation to disclosure requirements, insider dealing and other matters relevant to the Indian securities markets. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in other countries. As a result, prospective investors may have access to less information about our business, results of operations and financial condition, and those of our competitors that are listed on the BSE and the NSE and other stock exchanges in India on an on-going basis compared to companies subject to reporting requirements of other countries.

67. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities may differ from those that would apply to a company in another jurisdiction. Investors may have more difficulty in asserting their rights as shareholders in an Indian company than as shareholder of a corporation in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other jurisdictions. Under the Companies Act, prior to issuance of any new equity shares, a public limited company incorporated under Indian law must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain existing ownership, unless such preemptive rights are waived by a special resolution by a three-fourths majority of the equity shareholders voting on such resolution. If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interest in our Company would decline.

68. Foreign investors are subject to foreign investment restrictions under Indian law that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. Additionally, the GoI may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the GoI experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the GoI's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. We cannot assure you that any required approval from the RBI or any other GoI agency can be obtained on any particular terms, or at all.

69. The ability of Indian companies to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under the Foreign Exchange Management Act (the "**FEMA**") and the rules thereunder. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

70. It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.

Our Company is incorporated as a public limited company under the laws of India and our directors and executive officers reside in India. A substantial portion of our assets and the assets of our executive officers and directors, are located primarily in India. As a result, it may be difficult to effect service of process outside India upon us and our executive officers and directors or to enforce judgments obtained in courts outside India against us or our executive officers and directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908, or the Civil Code. The Civil Code only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favor such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment.

We have been advised by our Indian counsel that the United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States within three years from the date of the judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of the judgment.

71. Any future issuance of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.

Any future equity issuances by us, including a primary offering or an exercise of options by any of our employees who have been granted employee stock ownership plans ("**ESOPs**"), may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other significant shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt or equity financing. In addition, any perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares. We cannot assure you that we will not offer Equity Shares or that our shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

72. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax ("**STT**") has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realized on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own countries on gains arising from a sale of the Equity Shares. However, capital gains on the sale of our Equity Shares purchased in the Offer by residents of certain countries will not be taxable in India by virtue of the provisions contained in the taxation treaties between India and such countries.

73. The trading price of our Equity Shares may be subject to volatility and you may not be able to sell your Equity Shares at or above the Offer Price.

The trading prices of publicly traded securities may be highly volatile. The trading price of the Equity Shares may fluctuate as a result of several factors, including:

- volatility in the Indian and global securities markets or any developments in the Indian and global 3PL logistics industry and the changing perceptions in the market about economic prospects in the Indian automobile, automotive component, engineering component, consumer, pharmaceutical and bulk and heavy sectors in general and our Company in particular;

- increases and decreases in our client base or announcements of new services, strategic alliances or agreements by us or by our competitors;
- speculation in the press or investment community about, or actual changes in, our business, strategic position, market share, organizational structure, operations, financial condition, financial reporting and results, prospects, or executive team;
- changes in estimates of our performance by financial or securities analysts that elect to research and report on the Equity Shares or guidance provided by us, and variations between actual and estimated financial results;
- significant developments in India's economic liberalization and deregulation policies or significant developments in India's fiscal regulations or adoption or modification of regulations, policies, procedures or programs applicable to our businesses; or
- adverse media reports on us or the Indian logistics sector.

General or industry-specific market conditions or stock market performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance also may affect the price of our Equity Shares. If the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. Each of these factors, among others, may adversely affect the trading price of our Equity Shares.

74. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a bookbuilding process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

75. We may not receive final listing and trading approvals from the Stock Exchanges and you will not be able to sell immediately on an Indian Stock Exchange any of the Equity Shares you are allotted in the Offer.

Under the SEBI ICDR Regulations, we are permitted to list the Equity Shares within six working days of the Bid/Offer Closing Date. Consequently, the Equity Shares you purchase in the Offer may not be credited to your dematerialized electronic account with Depository Participants until approximately six working days after the Bid/Offer Closing Date. You can start trading in the Equity Shares only after they have been credited to your dematerialized electronic account and final listing and trading approvals are received from the Stock Exchanges.

In accordance with Indian law and practice, final listing and trading approval of our Equity Shares will not be applied for, or granted until after those Equity Shares have been offered and allotted. Approval will require all other relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. There can be no assurance that final listing and trading approvals will be obtained from the Stock Exchanges on time or at all. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares.

Further, there can be no assurance that the Equity Shares allocated to you will be credited to your dematerialized electronic account, or that trading in the Equity Shares will commence within the specified time periods. In addition, pursuant to India regulations, certain actions are required to be completed before the Equity Shares can be listed and trading may commence. Investors' book entry or dematerialized electronic accounts with Depository Participants in India are expected to be credited only after the date on which the offer and allotment is approved by our Board of Directors. There can be no assurance that the Equity Shares allocated to prospective Investors will be credited to their dematerialized electronic accounts, or that trading will commence on time after allotment has been approved by our Board of Directors, or at all.

76. ***Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.***

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the US dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

Prominent Notes:

1. Initial public offer of up to 19,332,346 Equity Shares of face value of ₹ 10 each, at an Offer Price of ₹ [●] per Equity Share for cash, aggregating up to ₹ [●] million and is being made through the Book Building Process, through an Offer for Sale by the Selling Shareholders, which includes up to 9,666,173 Equity Shares aggregating to ₹ [●] million by Mahindra & Mahindra Limited, up to 9,271,180 Equity Shares aggregating to ₹ [●] million by Normandy and up to 394,993 Equity Shares aggregating to ₹ [●] million by Kedaara AIF. The Offer comprises a Net Offer to the public of up to 19,207,346 Equity Shares and an Employee Reservation Portion of up to 125,000 Equity Shares. In terms of Rule 19(2)(b)(ii) of SCRR, this is an Offer for at least such percentage of the post-Offer paid-up Equity Share capital of our Company which will be equivalent to ₹ 4,000.00 million calculated at the Offer Price and the post-Offer capital of our Company calculated at the Offer Price is more than ₹16,000 million but less than or equal to ₹ 40,000 million.

2. The Offer is being made through the Book Building Process, wherein not more than 50% of the Net Offer shall be available for allocation, on a proportionate basis, to QIBs. Our Company and the Selling Shareholders may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price.

3. Our net worth as on March 31, 2017 was ₹3,487.88 million and ₹3,524.43 million, as per our Restated Standalone Financial Statements and Restated Consolidated Financial Statements, respectively. Our book value per Equity Share was ₹51.29 and ₹51.83 as at March 31, 2017, as per our Restated Standalone Financial Statements and Restated Consolidated Financial Statements, respectively. For details, see "*Financial Statements*" on page 224.

4. The average cost of acquisition of Equity Shares by our Promoter is ₹10 per Equity Share. The average cost of acquisition of Equity Shares by our Investor Selling Shareholders is ₹ 122.29 per Equity Share. For details, see "*Capital Structure*" on page 88.

5. Except as disclosed in "*Group Companies*" and "*Related Party Transactions*" on pages 198 and 222 respectively, none of our Group Companies have business interests or other interests in our Company.

6. For details of related party transactions entered into by our Company with the Group Companies *during the last Fiscal, the nature of transactions and the cumulative value of transactions, see "Financial Statements*" on page 224.

7. There has been no change in our Company's name since incorporation.

8. There has been no financing arrangement whereby our Promoter Group, the Directors of our Promoters, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of this Red Herring Prospectus with SEBI.

9. Investors may contact any of the Book Running Lead Managers as well as the Registrar to the Offer for any complaint pertaining to the Offer. For details of the Book Running Lead Managers and the Registrar to the Offer, see "*General Information*" on page 80.

10. All grievances, in relation to the Bids through ASBA process, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. Further, all grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from certain government publications and industry sources, including a report dated July 31, 2017 and titled "Report of supply chain and 3PL potential in India, freight forwarding and corporate people transportation services" (the "**CRISIL Report**") that has been prepared by CRISIL Research, a division of CRISIL Limited ("**CRISIL**"). Neither we nor the Book Running Lead Managers nor any of our or their respective affiliates or advisors has independently verified this information, and none of these parties makes any representation as to the accuracy of this information. The data may have been re-classified by us for the purposes of presentation. The information in this section may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state, and CRISIL has stated in respect of the CRISIL Report, that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. Figures used in this section are as presented in the original sources and have not been adjusted, restated or rounded off for presentation.*

Statements in this section that are not statements of historical fact constitute "forward-looking statements", which are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially. For further details, see "Forward-Looking Statements" on page 18.

Overview of the Indian economy

India's GDP grew at 7.60% in Fiscal 2016, up from 5.60% in Fiscal 2013. India is expected to remain the fastest growing major economy and become the fifth largest economy in the world by Fiscal 2020. *(Source: Ministry of Statistics & Programme Implementation, GoI and International Monetary Fund ("**IMF**").)*

Strong economic fundamentals, a narrow current account deficit, development in the manufacturing sector and steady private consumption have allowed India to become one of the fastest growing economies in the world. This growth is likely to be supported by an ease in inflationary pressures as a result of the recent fall in global commodity prices and supply-side reforms, among other factors. The economic climate in India has further been characterized by increased public sector spending that has increased at a CAGR of 8.30% during the period between Fiscal 2012 to Fiscal 2016.

Salient trends in the Indian logistics industry

Indian logistics industry to grow at a CAGR of approximately 13.0% to ₹9.2 trillion in Fiscal 2020

According to Press Information Bureau ("**PIB**"), as at May 2017, India's logistics cost as a percentage of GDP is 13-14%. According to the CRISIL Report, the Indian logistics industry comprising segments such as road freight, rail freight, coastal freight, warehousing, cold chain and container freight stations and inland container depots ("**CFS/ ICD**") is estimated at ₹6.4 trillion in Fiscal 2017. This is expected to grow at a CAGR of approximately 13.0% to ₹9.2 trillion by Fiscal 2020. The industry is dominated by transportation, which accounts for approximately 88%, and its share is expected to remain high over the next 3-4 years.

The Indian Government's increased focus on infrastructure

The CRISIL Report estimates investments of approximately ₹10.3 trillion in roads (national highways, state roads and rural roads) between Fiscals 2018 and 2022. In case of railways, the investment numbers are estimated at ₹6.7 trillion between Fiscals 2016 and 2020. Significant investments by the Indian Government to improve rail and road infrastructure are expected to improve the overall logistics scenario across India.

Integrated network development will promote use of multi-modal transportation

The Indian Government is working towards developing an integrated, multi-modal logistics and transport policy for optimum and efficient utilization of all modes of transport and is also promoting schemes such as *Sagarmala* and inland waterways.

Multi-modal transportation is the combination of different means of transport such as roads, railways, waterways and aviation. Therefore, the Indian Government's move to shift traffic from road to rail and ships through dedicated freight corridors ("**DFCs**"), inland waterways and the *Sagarmala Project*, would help in development of infrastructure in other networks, leading to traffic movement towards more cost-efficient modes.

A simplified tax regime to lower costs and provide an opportunity for outsourcing

The Indian Government implemented a centralized goods and services tax ("**GST**") in July 2017, to replace the existing tax regime (excise, service and value-added taxes). The implementation of GST is important for growth in road freight, because tax efficiency was a company's primary concern while setting up its distribution network, instead of logistics costs or customer service. The result was the creation of multiple inefficient stocking and distribution locations in each state. The GST enables companies to aggregate state-based warehouses into one large, regional warehouse that would offer cost and operational efficiency in large markets. As logistical inefficiency and primary transport costs decline, the hub-and-spoke model is expected to proliferate, which results in improved serviced levels.

GST implementation to provide opportunity for organized service providers

It is anticipated that implementation of GST will result in most business decisions being focused on supply chain efficiency and not on state-wise tax benefits. This in turn, may lead to an increase in business opportunities for organized service providers operating large sized warehouses in key geographies. The sector may also witness emergence of other warehousing hubs which will prove effective for pan-India logistic service providers.

CRISIL expects the implementation of GST to lead more organized logistics service providers to provide end-to-end logistics solutions and have a pan-India presence. Better efficiency achieved through the use of organized logistics partners will lead to lower freight costs and timely delivery of goods.

3PL service providers: One stop shop for logistics end-users

In view of the diversity in geographic conditions, consumer habits, and infrastructure across India, Indian companies need to enhance the efficiency of their supply chain operations. A 3PL capable of offering end-to-end services may then become a single vendor for complete outsourcing by companies who choose to focus on their core activities of production, sale and marketing, while all logistics services can be provided by a 3PL.

Future trend in 3PL industry is an asset-light model

A majority of the 3PL service providers in India follow an "asset-heavy" model, wherein the assets involved are owned by the 3PL service provider resulting in significant capital investments. However, it is anticipated that the ownership patterns are expected to become consistent over a period of time with global trend of an "asset-light" model wherein the assets involved are leased. An "asset-light" structure offers considerable benefits of improved scalability and flexibility of offerings to suit varied sectors and customers.

3PL market in India to grow at a CAGR of 19-21% by Fiscal 2020

The CRISIL Report has estimated the 3PL market in India at ₹325-335 billion in Fiscal 2017, which is expected to grow at a CAGR of 19-21% to reach ₹570-580 billion by Fiscal 2020.

The share of 3PL in the overall logistics spend of the segments stated below is expected to increase from approximately 21% in Fiscal 2017 to approximately 25% in Fiscal 2020.

Sector	3PL market size in Fiscal 2017	3PL market size in Fiscal 2020	CAGR between Fiscals 2017 to 2020
	(₹ billion)	*(₹ billion)*	*(%)*

Automotive components	108 - 112	165 – 170	14 - 16
Cars and UVs	66 – 68	119 – 121	20 - 22
Commercial vehicles and tractors	25 - 27	33 – 35	8 -10
Two and three wheelers	54 - 56	81 – 83	13 – 15
Engineering	3-5	6-8	20 - 22
E-commerce	59 - 62	135-140	30 – 32
Consumer durables and FMCG	20 - 22	39 – 43	24 – 26
Pharmaceuticals	22 - 24	29 – 31	8 – 10
Bulk	8 - 10	10 – 12	6 – 8
Organized retail	27 - 29	60 – 62	29 – 31
Telecom	0.2 – 0.4	0.2 – 0.4	-

It is anticipated that sectors such as automobiles, e-commerce, consumer goods, organized retail and engineering are expected to have high 3PL growth potential.

In the area of automobiles, despite the current higher share, especially in in-bound logistics, the 3PL market still has a sizeable opportunity to increase its share in outbound and in-factory logistics.

In the area of e-commerce and organized retail, the strong growth prospects of the end-user industries represent a significant opportunity for 3PL service providers.

The CRISIL Report expects the GST regime to bring about consolidation of warehouses in India, thereby providing opportunities for organized 3PL logistics service providers to manage complex distribution channels for companies operating in India in industry verticals such as consumer goods and pharmaceuticals which could result, in the long run, in changes for these industry verticals.

CRISIL expects companies in the engineering industry vertical to increasingly prefer 3PL service providers due to their in-bound and in-factory logistics services as well as high levels of time-bound service and quality.

PTS industry to reach a market size of ₹85-95 billion in Fiscal 2020

PTS businesses have been gradually increasing over the past few years and have gained significance, driven by the growth in information technology ("**IT**") and information technology-enabled services ("**ITeS**") sectors.

The CRISIL Report projects the PTS industry to grow at a CAGR of 8.5-9.5% to ₹85-95 billion in Fiscal 2020, driven by the IT and ITeS sectors. The industry was estimated to have grown to ₹65-75 billion in Fiscal 2017.

Freight forwarding market to increase at a CAGR of 8-9%

The freight forwarding market in India is dependent on the volume of exports and imports. The CRISIL Report estimates the freight forwarding market to be ₹710 billion in Fiscal 2017. Over the next three years, the CRISIL Report expects the freight forwarding market to grow at a CAGR of 8-9% to ₹890-900 billion in Fiscal 2020.

Road freight to continue to occupy a significant share

The CRISIL Report expects road-freight traffic to increase at a CAGR of 7-9% in billion tonnes per kilometer terms, trailing the rail-freight traffic growth which is expected to be at a CAGR of 9-11% between Fiscals 2016 and 2021.

Key drivers for growth of 3PL service providers in India

GST implementation to drive 3PL growth

The unified tax will replace most indirect taxes, including the excise duty and service tax at the central level and VAT and local levies at the state level. Tax optimization-based warehouse locations will no longer be relevant and a realignment of warehouses will reduce logistics costs, which will facilitate growth of the 3PL industry in India.

Focus on core business results in increased outsourcing trend

Demand volatility, necessity to control costs and the increasing need to focus on core competencies are driving more and more companies to look for outsourcing options. By outsourcing logistics services, companies can focus on their core competencies and can save on capital investments, and thus, reduce financial risks. By using 3PL services, companies can reduce their asset base and deploy the capital for other productive purposes.

Increased flexibility and scalability

Due to their scale of operations, large, organized 3PL service providers are better positioned to offer higher flexibility and scalability of solutions to their clients as compared to their smaller, unorganized counterparts.

Offer value added services

Large organized 3PL service providers who typically provide value added services such as packing, kitting, labelling, in-factory logistics, inventory and order management, dedicated help desks, IT-enabled warehouse and transport management systems, among others are better positioned to cater to these requirements than the smaller unorganized service providers, thus improving their growth prospects in the long run.

Increasing global presence in India to further 3PL growth

The CRISIL Report expects increasing number of service providers across sectors to adopt the 3PL model on seeing the advantages experienced by these multinational companies.

Large, organized 3PL service providers to enjoy a distinctive edge over smaller, unorganized service providers

With GST implementation and an increasing trend to outsource logistics, larger organized 3PL service providers are expected to enjoy a distinctive edge over their smaller, unorganized counterparts as set out below:

- Pan-India presence.
- Better scalability and flexibility.
- Solution driven capability.
- Technology driven implementation.
- Cost-effective solutions.
- Professional management and brand.

Deterrents to 3PL growth in India

Customers limit outsourcing contracts to more routine, commoditized services, instead of more innovative, strategic services due to, among others, the following factors:

- The logistics industry in India is highly fragmented.
- Companies may be reluctant to outsource business functions such as logistics due to the critical role of logistics to a company’s business activities.
- Companies may lack awareness of how a 3PL can add value in the overall supply chain.

SUMMARY OF BUSINESS

This section should be read in conjunction with the sections titled "Risk Factors", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 20, 117 and 225, respectively, as well as the financial information included in the section titled "Financial Information" on page 224. Unless otherwise stated, the financial information used in this section is derived from the Restated Financial Statements.

OVERVIEW

We are one of India's largest* 3PL solutions providers in the Indian logistics industry which was estimated at ₹6.40 trillion in Fiscal 2017, according to the CRISIL Report. We believe that our competitive advantage is our "asset-light" business model pursuant to which assets necessary for our operations such as vehicles and warehouses are owned or provided by a large network of business partners. Our technology enabled, "asset-light" business model allows for scalability of services as well as the flexibility to develop and offer customized logistics solutions across a diverse set of industries. We operate in two distinct business segments, supply chain management ("**SCM**") and corporate people transport solutions ("**PTS**").

***Our SCM business**:* We offer customized and end-to-end logistics solutions and services including transportation and distribution, warehousing, in-factory logistics and value added services to our clients. We operate our SCM business through a pan-India network comprising 24 city offices and over 350 client and operating locations as at May 31, 2017. We have a large network of over 1,000 business partners providing us vehicles, warehouses and the other assets and services for our SCM business. As at that date, we managed over 10.0 million square feet of warehousing space spread across our pan-India network of multi-user warehouses, built-to-suit warehouses, stockyards, network hubs and cross-docks. As at May 31, 2017, we operated in-factory stores and line-feed at over 35 manufacturing locations. Our "asset-light" business model along with our solutions design capabilities enables us to serve over 200 domestic and multinational companies operating in several industry verticals in India, including automobile, engineering, consumer goods, pharmaceuticals, e-commerce and bulk. We have sourced or developed our customized technology systems in order to provide innovative and cost-efficient solutions and to improve transparency and visibility for our clients.

Certain key clients for our SCM business include Volkswagen India Private Limited, Vodafone India Limited, Thermax Limited, JSW Steel Limited, Ashok Leyland Limited, Siemens Limited, Bosch Limited, BMW India Private Limited, 3M India Limited, and Mercedes-Benz India Private Limited.

In Fiscals 2017 and 2016, our SCM business won several prestigious awards including the "3PL Achiever of the Year 2017" award by Global Logistics Excellence Awards, the "CII Supply Chain and Logistics Excellence (SCALE) Award 2017" and the "3PL Company of the Year 2016" award by Logistics Asia Awards.

Our PTS business: We provide technology-enabled people transportation solutions and services across India to over 100 domestic and multinational companies operating in the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. We offer our services through a fleet of vehicles provided by a large network of over 500 business partners. As at May 31, 2017, we operated our PTS business in 12 cities and over 120 client operating locations across India.

Certain key clients in India for our PTS business include Tech Mahindra Limited, AXISCADES Engineering Technologies Limited and ANZ Support Services India Private Limited**.**

Our subsidiary, 2X2 Logistics, provides logistics and transportation services to OEMs to carry finished automobiles from the manufacturing locations to stockyards or directly to the distributors through specially designed vehicles. Our other subsidiary, Lords, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters.

In Fiscals 2017, 2016 and 2015, our consolidated total revenue was ₹26,762.52 million, ₹20,771.25 million and ₹19,395.55 million, respectively. Our SCM and PTS businesses contributed 88.94% and 11.06%, respectively, to our total revenue from operations in Fiscal 2017. The revenues from operations of our SCM business attributable

* *On the basis of annual revenues.*

to non-Mahindra Group clients increased by a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015. Our Adjusted Profit after Tax increased by a CAGR of 22.26% to ₹600.41 million in Fiscal 2017 from ₹401.68 million in Fiscal 2015. In Fiscals 2017, 2016 and 2015, our profit after tax was ₹460.69 million, ₹359.68 million and ₹385.24 million, respectively and our Adjusted ROE (excluding Surplus Funds) was 33.77%, 39.95% and 89.55%, respectively. As at March 31, 2017, our long-term borrowings were ₹260.88 million and our Surplus Funds were ₹1,412.16 million (including cash and cash equivalents of ₹501.69 million). For definitions of Adjusted Profit after Tax, Adjusted ROE (excluding Surplus Funds) and Surplus Funds, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 14.

The Mahindra Group is one of India's leading corporate groups and has operations across several industries and countries. The Mahindra Group has a strong presence in the utility vehicles, farm equipment, information technology, financial services, aerospace, real estate, hospitality and logistics sectors. The Mahindra Group's consolidated revenue and profits in Fiscal 2017 were ₹897.13 billion and ₹40.51 billion, respectively. As at May 31, 2017, M&M had a market capitalization of ₹879.68 billion. M&M is included by the Forbes magazine in its list of the "World's Biggest Public Companies (Global 2000 list)" for the year 2017. *(Source: Forbes magazine, as available on http://www.forbes.com/global2000/list/ as at July 31, 2017.)* In addition to being our anchor client, entities within the Mahindra Group have provided us access to their quality systems and corporate governance practices.

Prior to 2008, our business was operated as a division of M&M serving the transportation and distribution, warehousing and in-factory logistics requirements of M&M. Subsequently, this business was transferred to Mahindra Logistics Limited in 2008. In Fiscal 2014, we received investment from private equity firms Kedaara AIF and Normandy.

COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strengths:

An "asset-light" business model which allows flexibility and scalability in operations and high capital efficiency

We operate our business primarily on the basis of an "asset-light" business model which enables us to offer a variety of flexible, scalable, solutions and services based on our client's requirements and handle complexities that are unique to the Indian logistics industry. This business model also allows us to manage any fluctuations in demand more efficiently and minimize any adverse effects resulting from cyclical movements. The Mahindra brand and our experience in the logistics industry have enabled us to build long-standing relationships with a large number of our business partners who provide us the operating assets we use for our SCM and PTS businesses. The scale, flexibility and efficiency we are able to achieve as a result enable us to serve the requirements of a diverse set of industry verticals. For example, for a large steel producer, we were able to increase deployment of additional vehicles required on a short notice to meet the increased demand for the launch of their new products, without any additional costs. Similarly, we were able to reduce deployed capacity, when the steel producer had fewer dispatches due to a cyclical downturn in its business.

An "asset-light" business model also helps us reduce our capital expenditure requirements, mitigate the effects of operational risks relating to direct fuel costs, maintenance costs and depreciation in addition to reducing the effect of any risks emanating from changes in laws and regulations. This also enables us to deploy and utilize capital more efficiently, as reflected in our Adjusted ROE (excluding Surplus Funds) which was 33.77%, 39.95% and 89.55% in Fiscals 2017, 2016 and 2015, respectively.

Customized, technology driven logistics solutions

Technology is integral to our business and operations. We have focused significantly on technologies which have enabled us to offer cost-efficient and customized logistics solutions to our clients. On several occasions, we have developed innovative solutions to address complex challenges which are unique to our clients' industries. Our technology systems have also enabled us to control and command operations, undertake real-time tracking of vehicles, provide end-to-end visibility of operations and make timely corrective interventions.

Our investments in technology have allowed us to:

- study, model, design and optimize supply chain and logistics solutions for our clients;
- manage inventory as well as connect and exchange information with our clients' systems allowing them to control any supply chain gaps; and
- plan and optimize routes, transportation networks and consignment loads which has resulted in adherence to committed transit time and cost optimization for clients.

For example, we have developed two distinct transport management systems ("**TMS**"). One is the Mahindra Integrated Logistics Execution System ("**MILES**") which we use exclusively for transportation of finished automobiles. We have also developed "MyCargo360", which is a flexible and scalable TMS and is deployed across all industry verticals we serve. Our technology solutions have allowed us to reduce transit time significantly for many of our clients. For example, we were able to leverage our MyCargo360 and control tower capabilities for a large e-commerce client to significantly reduce transit time on the Delhi-Mumbai route.

We have also automated the end-to-end solutions we provide to our clients for our PTS business, from route planning and route allocation to operational tracking of trips, safety and emergency response and finally, billing and collections. For further details regarding the technology systems we use in our operations, see "—*Technology*" on page 155.

Integrated, end-to-end logistics services and solutions

Our integrated, end-to-end logistics services focus on creating solutions that address the requirements of our clients across our SCM and PTS businesses. Use of integrated, end-to-end solutions from a single 3PL logistics service provider such as us results in enhanced cost efficiencies for our clients, which encourages them to use our services. As part of our SCM business, we offer a wide range of solutions including transportation and distribution, warehousing, in-factory logistics and other value added services. In domestic transportation, we offer short, medium and long haul transportation as well as in-city distribution services. We offer international freight forwarding services through our subsidiary, Lords. We offer multi-user warehousing services as well as built-to-suit, customized warehousing solutions. We provide our clients with value added services such as packaging, bundling and quality checks. Our in-factory logistics solutions usually involve the storage and management of input materials and semi-finished goods, the building of kits and their arrangement in sequence and the movement of such materials to our clients' production line.

Our business development and solutions design functions are dedicated to, and specialize in, designing customized integrated logistics solutions for our clients, which have helped improve service levels, cost, quality, scalability and visibility of our clients' supply chain. This, along with a combination of our pan-India logistics and transportation network and diversified service portfolio, has made it possible for us to attract and retain clients across various industry segments. For instance, we began our relationship with a large automotive multinational company in the year 2014 by offering them our in-factory logistics services. We have since expanded our relationship with them and are now also managing warehouses to support the production line at their factory, managing "just in time" and "just in sequence" transportation of automotive parts to their factory, and the storage of finished automobiles.

In our PTS business, we fulfil the end-to-end people transportation requirements for select clients through management of their transportation desks. We believe that this service offering not only delivers better control and quality, but also ensures safety and generates cost advantages for our clients.

The Mahindra brand and support from the Mahindra Group

We are a part of the Mahindra Group, which is a well diversified group with operations across several industries and countries. M&M is included by the Forbes magazine in its list of the "World's Biggest Public Companies (Global 2000 list)" for the year 2017. *(Source: Forbes magazine, as available on http://www.forbes.com/global2000/list/ as at July 31, 2017.)* We are managed by Mahindra Partners, which is a division of M&M and manages certain of its investments. As a part of the Mahindra Group, we adhere to high levels of professionalism and corporate governance standards. Our association with the Mahindra Group lends us the credibility which has assisted us in building long-standing relationships with a large number of our clients and business partners as well as hire and retain industry talent. We believe that we benefit in reputational terms with clients throughout India, as well as in terms of access to capital and credit ratings, as a result of being a company associated with the Mahindra Group. We believe that our clients associate the "Mahindra" brand name with quality, reliability, trust and value.

Entities within the Mahindra Group together constituted our largest client group and contributed 53.96%, 63.24% and 70.14% to our total revenue from operations in Fiscals 2017, 2016 and 2015, respectively. For example, for M&M's automotive and farm sectors, we provide inbound transportation solutions using our network of cross-docks and consolidation centers, distribute finished vehicles and also provide in-factory logistics services. The experience we have gained in working with the Mahindra Group clients operating across different industry verticals has enabled us to understand the requirements and preferences of our non-Mahindra Group clients. It has also helped us design, operate, scale up and improve the quality of our service to our other clients. For example, our experience with managing in-factory logistics for the Mahindra Group gave us the necessary know how and expertise to provide those services for other clients in the automobile industry vertical. As a result, several major OEMs such as Volkswagen, BMW and Ashok Leyland are our clients. Over a period of time, we were able to extend our services to the clients operating in other industries as well.

Presence across diverse industry verticals with long-standing client relationships

We provide our SCM services to clients across various industry sectors such as automotive, engineering, consumer goods, pharmaceuticals, e-commerce and bulk. In our PTS business, we primarily serve the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. Our large client-base of over 300 clients across various industry verticals has enabled us to cross-leverage the know-how and best practices that we have acquired from our experience with a set of clients across a wider spectrum of clients. For instance, we have been able to apply some of the learnings from our automotive industry vertical to our e-commerce industry vertical. We adopted the "milk run" operation principles (i.e., a round trip that facilitates collection from different sellers of an e-commerce marketplace to a hub and from a hub to fulfillment centers) in our e-commerce industry vertical.

This approach has also helped us gain increased business from existing clients and expand our relationship with them. For example, we started our relationship with one of India's leading e-commerce companies by offering our line-haul transportation services. We have since expanded our relationship with the client, and our service offerings include an innovative last-mile distribution service, transportation services for large appliances and management of fulfillment centers. Our revenues from clients operating in the e-commerce industry have increased at a CAGR of 110.67% to ₹2,127.49 million in Fiscal 2017 from ₹479.38 million in Fiscal 2015.

Our growing presence across several industry verticals has helped us reduce our dependence on the Mahindra Group as well as on the automotive industry. The revenue that we derived from clients in the automotive industry has reduced to 60.84% of the total revenue from operations in Fiscal 2017 from 73.97% in Fiscal 2015. Similarly, the revenue that we derived from non-Mahindra Group clients has increased to 46.04% of our total revenue from operations in Fiscal 2017 from 29.86% in Fiscal 2015, representing a 112.93% growth during this period. The revenues from our SCM business attributable to non-Mahindra Group clients increased at a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015.

We believe that our execution capabilities and service quality standards has resulted in long-term relationships with our key, reputable clients. For example, we have a decade long relationship with a large, multinational consumer and pharmaceutical company. We started our relationship with this client by providing transportation and warehousing services. Over the years, we have expanded our relationship by providing services in new geographies, and by adding services such as in-factory logistics. Between Fiscals 2017 and 2015, the Client Retention Rate for our top 25 non-Mahindra Group clients in our SCM business remained at 92.0%. For definition of Client Retention Rate, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 14.

Experienced management team with strong domain expertise

We have an experienced and qualified senior management team, which has fostered a culture of innovation, entrepreneurship and teamwork. Many members of our management have several years of experience across diverse industries, including logistics and supply chain management. Our management team is led by our chief executive officer, Pirojshaw Sarkari, who has over 25 years of experience in logistics and aviation. Members of our management team are well-recognized in the logistics industry and have received awards for their contributions to the logistics business. For further details, see "*Our Management—Key Management Personnel*" and "*History and Certain Corporate Matters*" on pages 183 and 160, respectively.

In addition to experience in the transportation and logistics industry, several members of our senior management team have backgrounds in a variety of disciplines such as finance, operations, IT and consulting. We believe that our management team's comprehensive industry experience and diverse expertise assists us with detailed planning and management of our operations, effective quality control, implementation of our growth strategies and allows us to take advantage of current and future market opportunities. This has also helped us understand the requirements and preferences of, and develop strong relationships with, our clients as well as develop our large pan-India network of business partners. We also believe that this has contributed to the development of our brand over the years. The growth in our business and financial performance in the last few years demonstrates the effectiveness of our management team.

BUSINESS STRATEGY

We intend to continue to focus on the strategies set out below that we have developed with the help of one of the leading global management consulting firms.

Continue to grow share of our business from non-Mahindra Group clients

Over the years, we have capitalized on our expertise and experience and have expanded our operations to add non-Mahindra Group clients. We believe that this has contributed in reducing our dependence on business from the Mahindra Group clients. The revenues from our SCM business attributable to non-Mahindra Group clients increased by a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015. The revenue that we derived from non-Mahindra Group clients has increased to 46.04% of our total revenue from operations in Fiscal 2017 from 29.86% in Fiscal 2015, representing a 112.93% growth during this period. We plan to continue to focus on increasing share of our business from non-Mahindra Group clients by offering our services to a higher number of new clients and leveraging our relationships with our existing clients.

According to the CRISIL Report, it is an increasingly visible trend for businesses in India to outsource their logistics related operations in favor of large and organized 3PL service providers who provide long-term, strategic solutions in preference over 2PL or other smaller, unorganized players who offer limited transportation and warehousing services. CRISIL estimates that the size of the Indian logistics industry will grow at a CAGR of approximately 13.0% to ₹9.2 trillion in Fiscal 2020 from ₹6.4 trillion in Fiscal 2017. CRISIL Research has estimated that the size of the 3PL market in India will grow at a CAGR of approximately 19-21% by Fiscal 2020 on the basis of the current market share of 3PL service providers in various sectors. CRISIL expects the share of 3PL in the overall logistics market to increase from approximately 5.00% in Fiscal 2017 to approximately 7.00% by Fiscal 2020. We believe that our business growth would be further accelerated by these industry trends.

Focus on large revenue clients by providing integrated, end-to-end solutions and continue to provide additional services to existing clients

We intend to continue using our asset light model to acquire large revenue clients and provide them with integrated, end-to-end solutions to address all their logistics requirements. This gives our clients flexibility and scalability in their operations along with cost efficiencies. We expect that focusing on a few clients will allow us to manage and allocate our resources efficiently and enhance our ability to provide customized solutions. We also believe that this approach will result in increased revenues and a higher rate of renewal of contracts and will allow us to continue to grow our business. However, this approach may result in certain dependence on a limited number of clients in certain industry verticals.

Additionally, we will also continue to expand our relationships with our existing clients by offering additional logistics services to them. For instance, we enhanced our relationship with a large engineering multinational company by providing multi-modal transportation for their after-market business. Subsequently, we serviced their medical equipment distribution on a pan-India basis.

Continue to diversify our revenues from industry verticals such as consumer, pharmaceuticals, e-commerce and bulk

One of our key business strategies is to diversify our presence across industry verticals such as e-commerce, consumer, engineering and pharmaceuticals which have experienced significant growth in recent periods, and are expected to continue to grow significantly in the future. According to the CRISIL Report, the size of the 3PL market in India for the e-commerce, consumer, engineering and pharmaceuticals industries are expected to grow at rates of approximately 30-32%, 24-26%, 20-22% and 8-10%, respectively, between Fiscals 2017 and 2020.

We believe that our presence in other industry verticals has helped us, and will continue to help us, diversify our operations beyond the automotive industry. For instance, commensurate with the growth in our revenues from clients operating in industry verticals such as e-commerce, the revenue that we derived from clients in the automotive industry has reduced to 60.84% of the total revenue from operations in Fiscal 2017 from 73.97% in Fiscal 2015. We are one of the largest 3PL service partners to a leading e-commerce company and our revenues from clients operating in the e-commerce industry have increased at a CAGR of 110.67% to ₹2,127.49 million in Fiscal 2017 from ₹479.38 million in Fiscal 2015. Going forward, we intend to continue to enhance our competitiveness in these high growth industry verticals and further grow our revenues.

Continue to focus on enhancements in technology

We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. We have made consistent investments in technology over the past several years. In addition to investments in software systems, we have invested in building the capabilities of our technology team, which now has experts in domains such as usability engineering, solution consulting and architecture, solution design and development, descriptive and predictive data modeling, product management and infrastructure management.

We intend to continue to develop our technology systems to increase asset productivity, improve operating efficiencies, and strengthen our competitive position. We will continue to automate major processes in our business to improve process efficiency, reduce costs, and offer a differentiated value proposition to our clients. Going forward, we will focus on the areas set out below, which we could operate, among other ways, as "software as a service offering" on a cloud based platform.

- Advanced transportation management system with an integrated ecosystem involving real-time exchange of information with diverse client and service provider systems.
- Real-time and seamless supply chain visibility across the entire logistics value chain.
- Advanced warehouse management service for faster accessibility to the markets.
- Implementation of "internet of things" projects in certain operations.
- Advanced employee transportation management service for enhanced user experience.
- Using analytics to support real time decision making and operations support.

We may develop these technologies ourselves or source some of these from third party vendors. We may also pursue strategic alliances or acquisition opportunities in order to gain access to some of these technologies.

Leveraging on the changing logistics industry dynamics, particularly with implementation of the GST regime

The GST regime is expected to significantly change the Indian logistics industry and the manner in which it conducts business. The GST regime is expected to benefit the inter-state movement of goods. Businesses across several industries in India are expected to make their storage and transportation decisions on the basis of logistical efficiencies instead of their tax efficiency, which is likely to result in significant business opportunities for large, integrated logistics solutions providers who could gain larger volumes and nationwide contracts from clients. Furthermore, efficiencies achieved through the use of organized logistics partners will lead to lower freight costs and timely delivery of goods. A complete removal of check posts is likely to speed up transportation. According to the CRISIL Report, as logistical inefficiency and primary transport costs decline, the hub-and-spoke model is expected to proliferate and service levels will improve. This change in dynamics of the Indian logistics industry would enable us to aggregate state-based warehouses into one large, regional warehouse that would offer cost and operational efficiency in large markets.

We believe that aligning our business strategy with the implementation of the GST regime will be a significant factor for growth and profitability of our business in the near future. CRISIL anticipates that unorganized operators will not be able to provide the required services and this may result in consolidation of the Indian logistics industry. The GST regime will provide large organized 3PL players an opportunity to offer value-added services, especially in the field of supply chain design and consultancy, by working in coordination with their clients to restructure and optimize their storage, logistics and supply chain systems.

We intend to work in close coordination with certain existing clients who intend to rearrange their storage, logistics and related arrangements. In this regard we have recently designed and launched a GST solution for our existing and new clients. This solution will carry out network redesign and optimization, identify strategic warehouse locations, provide transportation and distribution solutions to meet market imperatives and increase data visibility and exchange. For example, we redesigned the network and operations of a leading multinational telecom service provider by assisting it to transition to a hub-and-spoke distribution model that improved service levels in addition to reducing costs.

Continue to establish new multi-user warehouses

In order to take advantage of the business expansion opportunities offered by the GST regime, we intend to obtain leasehold or license rights over large, multi-user, integrated warehouses in certain specific well-connected and central locations in each region in India which can be termed as "logistically suitable locations". An example of a warehouse which will embody this new strategy is our recently set up warehouse in Gurugram which is well connected to several manufacturing and consumption clusters in India and has an aggregate warehousing space of 191,000 square feet. We are also in the process of setting up additional large format, multi-user warehouses in certain strategic locations on a long-term lease basis. The locations for these multi-user warehouses take into consideration the post-GST demand patterns likely to emerge and how we intend to position ourselves to ideally serve our clients' needs. The warehouses will be constructed to industry standards of quality, safety, design and scalability. We will have the capability to provide a wide variety of warehousing and value added services from these multi-user warehouses. We will continue to focus on increasing the utilization rates of our new warehouses by continuing to attract new clients.

Continue to explore new business opportunities in new industry verticals and business segments

We will also explore opportunities for entry into certain other new industry verticals and business segments that we anticipate will experience growth in the near future, while maintaining our "asset-light" business model. These business opportunities include cold chain solutions in pharmaceuticals, logistics centers in industrial parks, project logistics, over dimensional cargo (i.e., where the length, breadth or height of the consignment is more than the standard container dimensions), coastal shipping and inland waterways and multi-modal logistics (i.e., the combination of different means of transport such as roads, railways, waterways and aviation) in our SCM business.

A significant portion of total freight movement is currently routed largely through roads as other networks are still not well developed. However, the GoI's move to shift traffic from road to rail and ships through development of infrastructure in dedicated freight corridors ("**DFCs**"), coastal shipping (i.e., the GoI's *Sagarmala Project*) and inland waterways is expected to move a portion of the freight traffic towards more cost-efficient modes. Through an integrated policy, the Indian Government is also working towards construction of over 50 economic corridors and upgrading key feeder and inter-corridor routes to improve overall efficiency of freight movement. The GoI also plans to develop 35 multi-modal logistics parks ("**MMLPs**") in India that are expected to cater to approximately 50% of freight movement. *(Source: CRISIL Report.)*

The CRISIL Report estimates that the 3PL market size for the consumer and pharmaceutical industry is expected to increase at a CAGR of 24-26% and 8-10%, respectively, by Fiscal 2020, as consumer and pharmaceutical companies will consider realignment of their distribution network according to supply chain requirements in view of the GST regime and will prefer to have large warehouses to address demands from various nearby states, which are served by a 3PL logistics services provider with a pan-India presence.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Financial Statements. The summary financial information presented below has been prepared in accordance with Ind AS for Fiscals 2017, 2016 and 2015 and in accordance with the Indian GAAP for Fiscals 2014 and 2013 as well as the Companies Act and restated in accordance with the SEBI ICDR Regulations and are presented in the section "Financial Statements" on page 224. The summary financial information presented below may differ in certain significant respects from generally accepted accounting principles in other countries, including IFRS. The summary financial information presented below should be read in conjunction with our Restated Financial Statements, the notes and annexures thereto and the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 224.

Restated consolidated summary statement of assets and liabilities

(₹ in million)

Particulars		As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Ind AS)	As at March 31, 2015 (Ind AS)
ASSETS				
NON-CURRENT ASSETS				
(a)	Property, Plant and Equipment	559.46	447.25	209.40
(b)	Capital Work-in-Progress	6.95	24.24	0.18
(c)	Goodwill on consolidation	43.28	43.28	43.28
(d)	Intangible Assets	12.29	4.62	6.65
(e)	Intangible Assets Under Development	-	4.21	-
(f)	Financial Assets			
	(i) Investments	0.19	0.18	0.19
	(ii) Other Financial Assets	103.29	164.39	59.31
(g)	Deferred Tax Assets (Net)	128.37	87.60	71.42
(h)	Other Assets	10.16	17.87	15.60
SUB-TOTAL		**863.99**	**793.64**	**406.03**
CURRENT ASSETS				
(a)	Financial Assets			
	(i) Investments	580.42	680.88	1,103.26
	(ii) Trade Receivables	4,120.78	2,452.27	1,993.94
	(iii) Cash and Bank Balance	501.69	236.28	520.96
	(iv) Bank Balances other than (iii) above	-	600.00	500.00
	(v) Loans	250.00	270.00	100.00
	(vi) Other Financial Assets	614.17	154.41	127.52
(b)	Current Tax Assets (Net)	544.23	276.40	110.74
(c)	Other Assets	672.80	431.70	306.93
SUB-TOTAL		**7,284.09**	**5,101.94**	**4,763.35**
	Non-Current Assets Classified as Held for Sale	19.09	19.09	19.09
TOTAL ASSETS		**8,167.17**	**5,914.67**	**5,188.47**
EQUITY AND LIABILITIES				
EQUITY				
(a)	Equity Share Capital	679.99	598.22	598.22
(b)	Other Equity	2,844.44	2,449.09	2,083.27
SUB-TOTAL		**3,524.43**	**3,047.31**	**2,681.49**
LIABILITIES				
NON-CURRENT LIABILITIES				
(a)	Financial Liabilities			
	(i) Borrowings	197.74	201.09	1.08
	(ii) Other financial Liabilities	0.20	17.75	17.22
(b)	Provisions	130.74	120.00	90.10
(c)	Other Liabilities	-	2.27	3.64
SUB-TOTAL		**328.68**	**341.11**	**112.04**
CURRENT LIABILITIES				

Particulars		As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Ind AS)	As at March 31, 2015 (Ind AS)
(a)	Financial Liabilities			
	(i) Borrowings	82.33	34.78	38.86
	(ii) Trade Payables			
	Due to micro and small enterprises	-	-	-
	Due to others	3,858.32	2,228.61	2,191.20
	(iii) Other Financial Liabilities	244.16	168.58	108.23
(b)	Provisions	61.43	44.69	25.08
(c)	Current Tax Liabilities (Net)	-	-	0.07
(d)	Other Liabilities	67.82	49.59	31.50
SUB-TOTAL		**4,314.06**	**2,526.25**	**2,394.94**
TOTAL		**8,167.17**	**5,914.67**	**5,188.47**

Restated consolidated summary statement of assets and liabilities

(₹ in million)

Particulars	As at March 31, 2014 (Indian GAAP)	As at March 31, 2013 (Indian GAAP)
EQUITY AND LIABILITIES:		
(1) Shareholder's Fund		
(a) Share Capital	590.60	577.00
(b) Reserves and Surplus	652.81	282.30
(2) Minority Interest	-	-
(3) Non Current Liabilities		
(a) Other Long Term Liabilities	20.34	24.89
(b) Long Term Provisions	61.53	47.25
(4) Current Liabilities		
(a) Trade Payables		
Due to micro and small enterprises	-	-
Due to others	1,890.77	1,586.27
(b) Other Current Liabilities	119.99	83.83
(c) Short Term Provisions	14.20	10.42
Total	**3,350.25**	**2,611.95**
ASSETS:		
(1) Non Current Assets		
(a) Fixed Assets		
(i) Tangible Assets	143.18	83.64
(ii) Intangible Assets	12.80	17.38
(iii) Capital Work-In Progress	1.77	3.66
(b) Goodwill on Consolidation	-	-
(c) Non Current Investments	0.12	0.12
(d) Deferred Tax Assets (Net)	52.70	33.65
(e) Long Term Loans and Advances	96.82	63.84
(2) Current Assets		
(a) Current Investments	0.02	0.02
(b) Inventories	15.11	-
(c) Trade Receivables	1,530.43	1,284.01
(d) Cash and Bank Balance	871.74	407.06
(e) Short-Term Loans and Advances	596.56	698.05
(f) Other Current Assets	29.00	20.52
Total	**3,350.26**	**2,611.95**

Restated consolidated summary information of profit and losses

(₹ in million)

Particulars			Fiscal 2017 (Ind AS)	Fiscal 2016 (Ind AS)	Fiscal 2015 (Proforma Ind AS)
I		Revenue from operations	**26,665.87**	20,639.33	19,308.96
II		Other Income	**96.65**	131.92	86.59
III		**Total Revenue (I + II)**	**26,762.52**	**20,771.25**	**19,395.55**
IV		**EXPENSES**			
	(a)	Employee benefit expense	**1,882.98**	1,508.85	1,228.34
	(b)	Finance costs	**34.88**	13.19	3.65
	(c)	Depreciation and amortisation expense	**146.07**	82.64	60.37
	(d)	Other expenses	**24,020.40**	18,607.09	17,510.86
		Total Expenses (IV)	**26,084.33**	**20,211.77**	**18,803.22**
V		**Profit/(loss) before tax (III - IV)**	**678.19**	**559.48**	**592.33**
VI		**Tax Expense**			
	(1)	Current tax	**261.07**	215.98	224.44
	(2)	Deferred tax	**(40.64)**	(16.18)	(17.32)
	(3)	MAT Credit Entitlement	**(2.93)**	-	(0.03)
		Total Tax Expense	**217.50**	**199.80**	**207.09**
VII		**Profit/(loss) After Tax (V - VI)**	**460.69**	**359.68**	**385.24**
VIII		**Profit/(loss) for the period**	**460.69**	**359.68**	**385.24**
IX		**Profit/(Loss) for the period attributable to:**			
		Owners of the company	**455.89**	**365.45**	**392.60**
		Non Controlling Interests	**4.80**	**(5.77)**	**(7.36)**
X		**Other comprehensive income**			
		Items that will not be reclassified to profit or loss			
	(i)	Remeasurement of the defined benefit plans - Gains/(Losses)	**(6.77)**	(4.15)	(1.48)
	(ii)	Income tax relating to items that will not be reclassified to profit or loss	**2.61**	1.44	0.44
		Total Other comprehensive income / (loss)	**(4.16)**	(2.71)	(1.04)

Restated consolidated summary information of profit and losses

(₹ in million)

Particulars		Fiscal 2014 (Indian GAAP)	Fiscal 2013 (Indian GAAP)
I	Revenue from Operation	17,506.96	15,320.50
II	Other Income	62.70	34.65
III	Total Revenue (I+II)	**17,569.66**	15,355.15
IV	Expenses:		
	Purchase of Stock in Trade	27.05	**-**
	Change in Inventories of Stock in Trade	(15.11)	**-**
	Operating, Administrative & Other Expenses	16,099.96	14,268.18
	Employee Benefit Expenses	882.01	687.67
	Finance Cost	0.55	6.96
	Depreciation and Amortization	32.22	30.70
	Total Expenses	**17,026.68**	14,993.51
V	Profit Before Tax (III-IV)	**542.98**	361.64
VI	Tax Expenses		
	(i) Current Tax	195.87	114.95
	(ii) Deferred Tax	(19.05)	2.44
VII	Profit/(Loss) After Tax before Minority Interest (V-VI)	**366.16**	244.25
VIII	Profit attributable to Minority Interest	**-**	-
IX	Profit/(Loss) After Tax & Minority Interest (VII-VIII)	**366.16**	**244.25**

Restated consolidated summary information of cash flow

(₹ in million)

	Particulars	Fiscal 2017 (Ind AS)	Fiscal 2016 (Ind AS)	Fiscal 2015 (Proforma Ind AS)
A	**Cash flows from operating activities**			
	Profit before tax for the year	**678.19**	**559.48**	**592.33**
	Adjustments for:			
	Loss on disposal of property, plant and equipment	1.08	0.64	3.99
	Provision for expected credit loss (Net)	29.90	14.50	1.25
	Provision for doubtful advances	6.23	(7.18)	3.92
	Depreciation and amortisation of non-current assets	146.07	82.64	60.37
	Finance Charges	33.37	11.79	2.26
	Dividend Income	(5.30)	(15.32)	(4.85)
	Interest Income	(65.52)	(88.86)	(68.77)
	Profit on sale of mutual funds	(5.67)	(17.49)	(0.03)
	Employees Compensation Expenses (ESOP FV-Intrinsic Value)	7.09	8.84	1.77
	(Profit)/loss on fair valuation of mutual funds	0.31	1.35	(2.00)
	Actuarial Gain/(Loss)	(6.77)	(4.15)	(1.48)
	Operating profit before working capital changes	**818.98**	**546.24**	**588.76**
	Movements in working capital:			
	Increase in trade and other receivables	(2,319.71)	(809.58)	(428.38)
	Decrease in trade and other payables	1,731.17	164.55	257.44
	Cash generated from operations	230.44	(98.79)	417.82
	Income taxes paid	(523.49)	(380.21)	(149.98)
	Net cash generated/(used in)by operating activities	**(293.05)**	**(479.00)**	**267.84**
B	**Cash flows from investing activities**			
	Net proceeds from investments in mutual funds and others	700.14	241.01	(1,601.21)
	Purchase Consideration paid on acquisition of holding interest in subsidiaries	-	-	(12.09)
	Profit on sale of mutual funds	5.67	17.49	0.03
	Dividend Income	5.30	15.32	4.85
	Interest income	65.52	88.86	68.77
	Payments for property, plant and equipment	(243.26)	(353.77)	(110.25)
	Proceeds from disposal of property, plant and equipment	0.76	1.27	2.11
	Net cash generated/(used in)by investing activities	**534.13**	**10.18**	**(1,647.79)**
C	**Cash flows from financing activities**			
	Proceeds from issue of shares	13.50	-	416.48
	Share premium received			595.24
	Proceeds from borrowings	44.20	195.93	21.23
	Repayment of Borrowings			(1.50)
	Interest paid	(33.37)	(11.79)	(2.26)
	Net cash generated by/(used in) financing activities	**24.33**	**184.14**	**1,029.19**
	Net increase in cash and cash equivalents (A+B+C)	265.41	(284.68)	(350.76)
	Cash and cash equivalents at the beginning of the year	**236.28**	**520.96**	**871.72**

	Particulars	Fiscal 2017 (Ind AS)	Fiscal 2016 (Ind AS)	Fiscal 2015 (Proforma Ind AS)
	Cash and cash equivalents at the end of the year	**501.69**	**236.28**	**520.96**
	Components of cash and cash equivalents			
	Cash / Cheques on hand	**8.92**	**1.96**	**12.03**
	With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts	**492.77**	**234.32**	**508.93**
		501.69	**236.28**	**520.96**

Restated consolidated summary information of cash flow

(₹ in million)

	Particulars	Fiscal 2014 (Indian GAAP)		Fiscal 2013 (Indian GAAP)	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before tax		**542.98**		361.64
	ADJUSTMENTS FOR:				
	Depreciation	**15.69**		11.85	
	Amortisation	**16.53**		18.85	
	Provision for Doubtful Debts/Advances	**16.30**		(5.83)	
	Loss on sale of Fixed Assets/disposal (Net)	**1.60**		2.86	
	Finance Charges	**0.55**		6.96	
	Dividend Income	**(0.02)**		(0.02)	
	Interest Income	**(59.96)**		(34.32)	
			(9.31)		0.35
	Operating Profit/ (Loss) before working capital changes		**533.67**		361.99
	ADJUSTMENTS FOR WORKING CAPITAL CHANGES:				
	(Increase)/Decrease in Trade and Other Receivables	**(272.71)**		(232.72)	
	(Increase)/Decrease in Inventories	**(15.11)**		-	
	Increase/(Decrease) in Trade Payables and Other Liabilities	**351.63**		439.69	
			63.81		206.97
	Cash flow used in operations		**597.48**		568.96
	Less: Taxes paid and refund (Income Tax)		**(110.81)**		(84.60)
	Net cash flow from / (used in) operating activities		**486.67**		484.36
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Fixed Assets (including Capital WIP and Capital Advances)		**(102.13)**		(58.23)
	Sale of Fixed Assets		**2.76**		6.15
	Dividend Income		**0.02**		0.01
	Interest Income		**59.96**		34.32
	Net cash used in investing activities		**(39.39)**		(17.76)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Issue of Share Capital		**13.60**		-
	Share Premium		**4.35**		-
	Proceeds from Borrowings		**-**		(56.75)
	Interest Paid		**(0.55)**		(6.96)
	Net cash from financing activities		**17.40**		(63.71)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		**464.68**		402.89
	Cash and cash equivalents - Opening balance		**407.04**		4.15
	Cash and cash equivalents - Closing balance		**871.72**		407.04
	Net increase/(decrease) as disclosed above		**464.68**		402.89
	Components of cash and cash equivalents				
	Cash / Cheques on hand		**14.13**		2.69
	With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts		**857.59**		404.35
			871.72		407.04

Restated standalone summary information of assets and liabilities

(₹ in million)

	Particulars	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Ind AS)	As at March 31, 2015 (Ind AS)
	ASSETS			
	NON-CURRENT ASSETS			
(a)	Property, Plant and Equipment	267.80	207.92	195.22
(b)	Capital Work-in-Progress	6.95	0.10	0.18
(c)	Intangible Assets	11.62	3.82	5.76
(d)	Intangible Assets Under Development	-	4.21	-
(e)	Financial Assets			
	(i) Investments	118.68	102.18	102.19
	(ii) Other Financial Assets	102.08	163.06	57.92
(f)	Deferred Tax Assets (Net)	114.94	85.78	70.71
(g)	Other Assets	10.17	10.66	13.69
	SUB-TOTAL	**632.24**	**577.73**	**445.67**
	CURRENT ASSETS			
(a)	Financial Assets			
	(i) Investments	580.42	680.88	1,103.26
	(ii) Trade Receivables	4,002.60	2,348.46	1,871.50
	(iii) Cash and Bank Balance	493.14	225.79	474.40
	(iv) Bank Balances other than (iii) above	-	600.00	500.00
	(v) Loans	250.00	270.00	100.00
	(vi) Other Financial Assets	590.03	150.53	124.48
(b)	Current Tax Assets (Net)	521.01	246.92	87.69
(c)	Other Assets	601.33	413.83	298.42
	SUB-TOTAL	**7,038.53**	**4,936.41**	**4,559.75**
	Non-Current Assets Classified as Held for Sale	19.09	19.09	19.09
	TOTAL ASSETS	**7,689.86**	**5,533.23**	**5,024.51**
	EQUITY AND LIABILITIES			
	EQUITY			
(a)	Equity Share Capital	679.99	598.22	598.22
(b)	Other Equity	2,807.89	2,439.50	2,059.37
	SUB-TOTAL	**3,487.88**	**3,037.72**	**2,657.59**
	LIABILITIES			
	NON-CURRENT LIABILITIES			
(a)	Other Financial Liabilities	0.20	17.75	17.22
(b)	Provisions	127.06	116.62	87.56
(c)	Other Liabilities	-	2.27	3.64
	SUB-TOTAL	**127.26**	**136.64**	**108.42**
	CURRENT LIABILITIES			
(a)	Financial Liabilities			
	(i) Trade Payables			
	Due to micro and small enterprises	-	-	-
	Due to others	3,771.77	2,149.53	2,102.09
	(ii) Other Financial Liabilities	175.90	118.39	102.59
(b)	Provisions	60.57	44.33	24.79

Particulars		As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Ind AS)	As at March 31, 2015 (Ind AS)
(c)	Current Tax Liabilities (Net)	-	-	0.06
(d)	Other Liabilities	66.48	46.62	28.97
	SUB-TOTAL	**4,074.72**	**2,358.87**	**2,258.50**
	TOTAL	**7,689.86**	**5,533.23**	**5,024.51**

Restated standalone summary information of assets and liabilities

(₹ in million)

	Particulars	As at March 31, 2014 (Indian GAAP)	As at March 31, 2013 (Indian GAAP)
I	**EQUITY AND LIABILITIES:**		
	(1) Shareholder's Fund		
	(a) Share Capital	**590.61**	577.00
	(b) Reserves and Surplus	**652.74**	282.33
	(2) Non-Current Liabilities		
	(a) Other Non Current Liabilities	**20.34**	24.89
	(b) Long Term Provisions	**61.53**	47.25
	(3) Current Liabilities		
	(a) Trade Payables		
	Due to micro and small enterprises	**-**	-
	Due to others	**1,890.35**	1,586.00
	(b) Other Current Liabilities	**119.93**	83.81
	(c) Short-Term Provisions	**14.19**	10.41
	Total	**3,349.69**	2,611.69
II	**ASSETS:**		
	(1) Non-Current Assets		
	(a) Fixed Assets		
	(i) Tangible Assets	**143.16**	83.63
	(ii) Intangible Assets	**12.80**	17.37
	(iii) Capital Work-In Progress	**1.77**	3.66
	(b) Non-Current Investment	**0.22**	0.22
	(c) Long Term Loans and Advances	**96.82**	63.84
	(d) Deferred Tax Assets (Net)	**52.70**	33.65
	(2) Current Assets		
	(a) Current Investments	**0.02**	0.02
	(b) Inventories	**15.11**	-
	(c) Trade Receivables	**1,530.46**	1,283.75
	(d) Cash and Bank Balance	**871.07**	406.98
	(e) Short-Term Loans and Advances	**596.56**	698.05
	(f) Other Current Assets	**29.00**	20.52
	Total	**3,349.69**	2,611.69

Restated standalone summary information of profit and losses

(₹ in million)

Particulars			Fiscal 2017 (Ind AS)	Fiscal 2016 (Ind AS)	Fiscal 2015 (Proforma Ind AS)
I		Revenue from operations	**25,886.87**	19,949.62	18,830.24
II		Other Income	**89.64**	128.48	81.41
III		**Total Revenue (I + II)**	**25,976.51**	**20,078.10**	**18,911.65**
IV		**EXPENSES**			
	(a)	Employee benefit expense	**1,822.81**	1,448.97	1,182.07
	(b)	Finance costs	**2.59**	1.45	1.61
	(c)	Depreciation and amortisation expense	**89.14**	64.76	59.63
	(d)	Other expenses	**23,385.23**	17,987.99	17,057.24
		Total Expenses	**25,299.77**	**19,503.17**	**18,300.55**
V		**Profit/(Loss) before tax (III - IV)**	**676.74**	**574.93**	**611.10**
VI		**Tax Expense**			
	(1)	Current tax	**258.14**	215.97	224.19
	(2)	Deferred tax	**(29.16)**	(15.06)	(16.89)
		Total Tax Expense	**228.98**	**200.91**	**207.30**
VII		**Profit/(Loss) After Tax (V - VI)**	**447.76**	**374.02**	**403.80**
VIII		**Other comprehensive income**			
A		Items that will not be reclassified to profit or loss			
	(i)	Remeasurements of the defined benefit plans- Gains/(Losses)	**(7.17)**	(4.17)	(1.38)
	(ii)	Income tax relating to items that will not be reclassified to profit or loss	**2.48**	1.44	0.47
B	(i)	Items that may be reclassified to profit or loss	**-**	-	-
	(ii)	Income tax on items that may be reclassified to profit or loss	**-**	-	-
		Total Other Comprehensive Income	**(4.69)**	**(2.73)**	**(0.91)**
IX		**Total comprehensive income for the period (VII + VIII)**	**443.07**	**371.29**	**402.89**

Restated standalone summary information of profit and losses

(₹ in million)

Particulars		Fiscal 2014 (Indian GAAP)	Fiscal 2013 (Indian GAAP)
I	Revenue from Operation	**17,503.37**	15,320.21
II	Other Income	**62.74**	34.66
III	Total Revenue (I+II)	**17,566.11**	15,354.87
IV	Expenses:		
	Purchase of Stock in Trade	**27.05**	-
	Change in Inventories of Stock in Trade	**(15.11)**	-
	Operating, Administrative & Other Expenses	**16,096.55**	14,267.89
	Personnel Cost	**882.00**	687.67
	Finance Costs	**0.55**	6.96
	Depreciation and Amortization	**32.22**	30.71
	Total Expenses	**17,023.26**	14,993.23
V	Restated Profit Before Tax (III-IV)	**542.85**	361.64
VI	Tax Expenses		
	(i) Current Tax	**195.84**	114.95
	(ii) Deferred Tax	**(19.05)**	2.43
VII	Restated Profit/(Loss) After Tax (V-VI)	**366.06**	244.26

Restated standalone summary information of cash flow

(₹ in million)

	Particulars	Fiscal 2017 (Ind AS)	Fiscal 2016 (Ind AS)	Fiscal 2015 (Proforma Ind AS)
A	**Cash flows from operating activities**			
	Profit before tax for the year	**676.74**	**574.93**	**611.10**
	Adjustments for:			
	Loss on disposal of property, plant and equipment	1.07	0.16	2.94
	Expected credit loss recognised on trade receivables	24.47	13.92	0.26
	Provision for doubtful advances	6.23	(7.18)	3.92
	Depreciation and amortisation of non-current assets	89.14	64.76	59.63
	Finance Charges	1.08	0.06	0.23
	Dividend Income	(5.31)	(15.32)	(4.85)
	Interest Income	(63.77)	(87.10)	(67.47)
	Profit on sale of mutual funds	(5.67)	(17.49)	(0.03)
	Employees Compensation expense (ESOP FV-Intrinsic Value)	7.09	8.84	1.78
	(Profit)/Loss on fair valuation of mutual funds	0.31	1.35	(2.00)
	Actuarial Gain/(Loss)	(7.17)	(4.17)	(1.38)
	Operating profit before working capital changes	**724.21**	**532.76**	**604.13**
	Movements in working capital:			
	Increase in trade and other receivables	(2,226.16)	(817.51)	(421.86)
	Decrease in trade and other payables	1,706.46	128.67	279.59
	Cash generated from operations	204.51	(156.08)	461.86
	Income taxes paid	(529.74)	(373.77)	(142.33)
	Net cash generated by/(used in) operating activities	**(325.23)**	**(529.85)**	**319.53**
B	**Cash flows from investing activities**			
	Net proceeds from investments in mutual funds & others	700.12	241.04	(1,601.32)
	Investment in subsidiary	(16.50)	-	(101.95)
	Profit on sale of mutual funds	5.67	17.49	0.03
	Dividend Income	5.30	15.32	4.85
	Interest income	63.77	87.10	67.47
	Payments for property, plant and equipment	(165.46)	(80.85)	(98.88)
	Proceeds from disposal of property, plant and equipment	0.76	1.20	2.11
	Net cash generated by/(used in) investing activities	**593.66**	**281.30**	**(1,727.69)**
C	**Cash flows from financing activities**			
	Interest paid	(1.08)	(0.06)	(0.22)
	Issue of Share Capital	-	-	416.48
	Share premium received	-	-	595.24
	Net cash generated by/(used in) financing activities	**(1.08)**	**(0.06)**	**1,011.50**

Particulars		Fiscal 2017 (Ind AS)	Fiscal 2016 (Ind AS)	Fiscal 2015 (Proforma Ind AS)
	Net increase in cash and cash equivalents (A+B+C)	267.35	(248.61)	(396.66)
	Cash and cash equivalents at the beginning of the year	**225.79**	**474.40**	**871.06**
	Cash and cash equivalents at the end of the year	**493.14**	**225.79**	**474.40**
	Components of cash and cash equivalents			
	Cash / Cheques on hand	**5.35**	**0.77**	**6.64**
	With Banks - on Current account/Balance in Cash Credit Accounts	**487.79**	**225.02**	**467.76**
		493.14	**225.79**	**474.40**

Restated standalone summary information of cash flow

(₹ in million)

	Particulars	Fiscal 2014 (Indian GAAP)		Fiscal 2013 (Indian GAAP)	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before tax		**542.85**		361.64
	ADJUSTMENTS FOR:				
	Depreciation	15.69		11.85	
	Amortisation	16.53		18.86	
	Provision for Doubtful Debts/Advances	16.30		(5.83)	
	Loss on sale of Fixed Assets/disposal (Net)	1.60		2.86	
	Finance Charges	0.55		6.96	
	Dividend Income	(0.01)		(0.02)	
	Interest Income	(59.96)		(34.32)	
			(9.30)		0.36
	Operating Profit/ (Loss) before working capital changes		**533.55**		362.00
	ADJUSTMENTS FOR WORKING CAPITAL CHANGES:				
	(Increase)/Decrease in Trade and Other Receivables	(272.97)		(232.45)	
	(Increase)/Decrease in Inventories	(15.11)		-	
	Increase/(Decrease) in Trade Payables and Other Liabilities	351.37		439.41	
			63.29		206.96
	Cash flow used in operations		**596.85**		568.96
	Less: Taxes paid and refund (Income Tax, Fringe Benefit Tax and Wealth Tax)		**(110.78)**		(84.60)
	Net cash flow from / (used in) operating activities		**486.07**		484.36
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Fixed Assets (including Capital WIP and Capital Advances)		(102.13)		(58.23)
	Sale of Fixed Assets		2.76		6.15
	Investment in Equity/Government Securities		**-**		(0.10)
	Dividend Income		0.02		0.02
	Interest Income		59.96		34.32
	Net cash used in investing activities		**(39.39)**		(17.84)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Issue of Share Capital		13.61		-
	Share Premium		4.35		-
	Proceeds from Borrowings		**-**		(56.75)
	Interest Paid		**(0.55)**		(6.96)
	Net cash from financing activities		**17.41**		(63.71)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		**464.09**		402.81
	Cash and cash equivalents - Opening balance		**406.96**		4.15
	Cash and cash equivalents - Closing balance		**871.05**		406.96

	Particulars	Fiscal 2014 (Indian GAAP)		Fiscal 2013 (Indian GAAP)	
	Net increase/(decrease) as disclosed above		**464.09**		402.81
	Components of cash and cash equivalents				
	Cash / Cheques on hand		**14.13**		2.69
	With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts		**856.92**		404.27
			871.05		406.96

THE OFFER

The following table summarizes details of the Offer:

Offer*	**Up to 19,332,346 Equity Shares of ₹ 10 each aggregating up to ₹ [●] million**
Of which	
Employee Reservation Portion	**Up to 125,000 Equity Shares of ₹ 10 each**
Accordingly,	
The Net Offer	**Up to 19,207,346 Equity Shares of ₹ 10 each**
Of which	
QIB Category##	**Not more than 9,603,672 Equity Shares of ₹ 10 each**
Of which:	
Anchor Investor Portion	**Up to 5,762,203 Equity Shares of ₹ 10 each**
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	**3,841,469 Equity Shares of ₹ 10 each**
Of which:	
- Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion)	**Up to 192,074 Equity Shares of ₹ 10 each**
- Balance for all QIBs including Mutual Funds	**3,649,395 Equity Shares of ₹ 10 each**
Non-Institutional Category	**Not less than 2,881,102 Equity Shares of ₹ 10 each**
Retail Category	**Not less than 6,722,572 Equity Shares of ₹ 10 each**
Equity Shares outstanding prior to the Offer	**70,334,137 Equity Shares of ₹ 10 each**
Equity Shares outstanding after the Offer	**70,334,137 Equity Shares of ₹ 10 each**
Use of proceeds of the Offer	As the Offer comprises of only an Offer for Sale (without any fresh issue of Equity Shares by our Company), our Company will not receive any proceeds from the Offer. For details, see "*Objects of the Offer" on page 109*.

** The Offer has been authorised by a resolution by our Board of Directors dated June 13, 2017. Each of the Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale. The Selling Shareholders, severally and not jointly, confirm that the portion of the Offered Shares by each of them is eligible for inclusion in the Offer in accordance with the SEBI ICDR Regulations. For details see "Other Regulatory and Statutory Disclosures" on page 282.*

Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors in the Offer. In case of under-subscription in the Anchor Investor Portion, the remaining Equity Shares will be added to the QIB Category. For more information, see "Offer Procedure" on page 304.

Notes:

1. Allocation to all categories, except Anchor Investors, if any and Retail Individual Bidders, shall be made on a proportionate basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For details, see "*Offer Procedure*" on page 304.

2. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or a combination of categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law.

3. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure*"and "*Offer Procedure*" on page 296 and 304, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 300.

GENERAL INFORMATION

Our Company was incorporated under its present name as a public limited company under the Companies Act, 1956 pursuant to the certificate of incorporation on August 24, 2007 granted by the RoC. Our Company was granted the certificate for commencement of business on October 15, 2007 by the RoC. For more information regarding our Company's corporate history, see "*History and Certain Corporate Matters*" on page 160.

Registered Office of our Company

The address and certain other details of our Registered Office is as follows:

Mahindra Logistics Limited
Mahindra Towers
P. K. Kurne Chowk, Worli
Mumbai 400 018
Tel: +91 22 2490 1441
Website: www.mahindralogistics.com

The Registered Office has not changed since incorporation.

Corporate Office of our Company

The address and certain other details of our Corporate Office is as follows:

Mahindra Logistics Limited
1A & 1B, 4th Floor
Techniplex 1, Techniplex Complex
Veer Savarkar Flyover
Goregaon West
Mumbai 400 062
Tel: +91 22 2871 6800

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

a. Registration number: 173466
b. Corporate identity number: U63000MH2007PLC173466

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Mumbai, which is situated at the following address:

100, Everest, Marine Drive
Mumbai 400 002
Tel: +91 22 2281 2627
Fax: +91 22 2281 1977

Board of Directors

The following table sets out the brief details of our Board as on the date of this Draft Red Herring Prospectus:

Name and designation	Age (years)	DIN	Address
Zhooben Bhiwandiwala, Chairman and Non-Executive Director	57	00110373	S-13, Cusrow Baug, Shahid Bhagat Singh Road, Colaba, Mumbai 400 039, India
Parag Shah Non-Executive Director	41	00374944	7 Kailas, 50 Peddar Road, Mumbai, 400 026, India

Name and designation	Age (years)	DIN	Address
K. Chandrasekar Non-Executive Director	63	01084215	D-53, Mahindra Park, LBS Marg, Narayan Nagar, Ghatkopar (West), Mumbai 400 086, India
Sunish Sharma Non-Executive Director	42	00274432	Flat number 1902, 19th floor, the Imperial Building, South Tower, BB Nakashe Marg, Tardeo, Mumbai 400 034, India
Neelam Deo Independent Director	68	02817083	Flat number 4, Fourth Floor, Scherezade CHS, Arthur Bunder Road, Colaba, Mumbai, 400005, India
Darius Pandole Independent Director	51	00727320	6, Rajab Mahal, 144 Maharshi Karve Road, Churchgate, Mumbai – 4000 20, India
Ranu Vohra Independent Director	45	00153547	701-A, 7th Floor, Lodha Bellossimo Building, A-Wing, N M Joshi Marg, Mahalakshmi, Mumbai – 4000 011, India
Ajay Mehta Independent Director	56	07102804	104, Vijay CHS Ltd., S.V. Road, Borivali (West), Mumbai 400 092, India

For further details of our Board of Directors, see "Our Management" on page 168.

Chief Financial Officer and Compliance Officer

Nikhil Nayak is the Chief Financial Officer and Compliance Officer of our Company. His contact details are as follows:

Nikhil Nayak
1A & 1B, 4th Floor
Techniplex 1, Techniplex Complex
Veer Savarkar Flyover
Goregaon West
Mumbai 400 062
Tel: +91 22 2871 5500
E-mail: cfo.mll@mahindra.com

Company Secretary

Brijbala Batwal is the Company Secretary our Company. Her contact details are as follows:

Brijbala Batwal
1A & 1B, 4th Floor
Techniplex 1, Techniplex Complex
Veer Savarkar Flyover
Goregaon West
Mumbai 400 062
Tel: +91 22 2490 1441
E-mail: cs.mll@mahindra.com

Investor Grievances

Investors can contact the Chief Financial Offer and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs or the Registrar to Offer, in the manner provided below.

All grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the

Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, G Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Tel: +91 22 4336 0000 Fax: +91 22 6713 2447 E-mail: mll.ipo@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: http://investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	**Axis Capital Limited** 1st Floor, Axis House C-2, Wadia International Centre, P.B. Marg, Worli Mumbai 400 025 Tel: +91 22 4325 2183 Fax: +91 22 4325 3000 Email: mll.ipo@axiscap.in Investor Grievance E-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Simran Gadh SEBI Registration No: INM000012029

Syndicate Members

[●]

Statement of inter-se allocation of responsibilities among the Book Running Lead Managers

The responsibilities and coordination by the BRLMs for various activities in the Offer are as follows:

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	Kotak, Axis	Kotak
2.	Drafting and approval of all statutory advertisement and filing of media compliance report	Kotak, Axis	Kotak
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc.	Kotak, Axis	Axis
4.	Appointment of Intermediaries - Registrar to the Offer, Advertising Agency, Printers and Banker(s) to the Offer	Kotak, Axis	Kotak
5.	Marketing and road-show presentation and preparation of frequently asked questions for the road show team	Kotak, Axis	Kotak
6.	Non-institutional and Retail marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy; • Finalising centres for holding conferences for brokers, etc; • Follow-up on distribution of publicity and Offer material including form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	Kotak, Axis	Axis

S. No.	Activity	Responsibility	Co-ordinator
7.	Domestic Institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	Kotak, Axis	Axis
8.	International Institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	Kotak, Axis	Kotak
9.	Coordination with Stock-Exchanges for book building software, bidding terminals and mock trading.	Kotak, Axis	Axis
10.	Managing the book and finalization of pricing in consultation with the Company and the Selling Shareholders.	Kotak, Axis	Kotak
11.	Post-Bidding activities including management of escrow accounts, co-ordinating, underwriting, co-ordination of non-institutional allocation, intimation of allocation and dispatch of refunds to Bidders, etc. The post-Offer activities will involve essential follow up steps, including the finalization Basis of Allotment, dispatch of refunds, demat and delivery of shares, finalisation of listing and trading of instruments with the various agencies connected with the work such as the Registrar(s) to the Offer and Escrow Collection and Refund Banks. The BRLMs shall be responsible for ensuring that these agencies fulfill their functions and enable it to discharge this responsibility through suitable agreements with the Company. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.	Kotak, Axis	Axis

Legal Counsel to the Company and the Promoter Selling Shareholder as to Indian Law

Khaitan & Co
One Indiabulls Centre
13th Floor, Tower 1
841 Senapati Bapat Marg
Mumbai 400 013
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Legal Counsel to the BRLMs as to Indian Law

AZB & Partners
AZB House
Peninsula Corporate Park
Ganapatrao Kadam Marg
Lower Parel West, Lower Parel
Mumbai, 400 013
Tel: +91 22 4072 9999
Fax: +91 22 6639 6888

International Legal Counsel to the BRLMs

Baker & McKenzie.Wong & Leow
8 Marina Boulevard
#05-01 Marina BayFinancial Centre, Tower 1
Singapore 018981
Tel: +65 65 6338 1888
Fax: +65 6337 5100

Legal Counsel to Investor Selling Shareholders as to Indian Law

Platinum Partners
902, Tower B
Peninsula Business Park
Ganapatrao Kadam Marg
Lower Parel
Mumbai 400013
Tel: +91 6111 1900
Fax: +91 6111 1906

Registrar to the Offer

Link Intime India Private Limited
C-101, 1 st floor, 247 Park
L B S Marg
Vikhroli West
Mumbai 400 083
Tel: +91 22 4918 6200
Fax: +91 22 4918 6195
E-mail: mahindralogistics.ipo@linkintime.co.in
Investor grievance e-mail: mahindralogistics.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Escrow Bank

[●]

Public Offer Account Bank

[●]

Refund Bank

[●]

Self –Certified Syndicate Banks

The list of SCSBs is available at- http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which a Bidder (other than an Anchor Investor), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries on the SEBI website, or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries).

Registered Brokers

Bidders can submit Bid cum ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, *i.e.* through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the ASBA Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Collecting Registrar and Share Transfer Agents

The list of the CRTAs eligible to accept ASBA Forms at the Collection Centres, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Collection Centres, including details such as name and contact details, are provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Auditors to our Company

B. K. Khare & Co.
Chartered Accountants
706/ 708, Sharda Chambers
New Marine Lines
Mumbai 400 020
Tel: +91 22 2200 0607
Fax: +91 22 2200 3476
E-mail: hpmahajani@bkkhareco.com
Firm registration number: 105102W
Peer review no. FRN105102W

Bankers to our Company

HDFC Bank Limited Tower B, 4th floor Peninisula Business Park Lower Parel Mumbai 400 013 Tel.: +91 22 3395 8000 Fax: +91 22 3078 8579 Email: Niharika.mehta@hdfcbank.com Website: www.hdfcbank.com	**The Zoroastrian Co-operative Bank Limited** Nirlon House, 5th floor Dr. Annie Besant Road, Worli Mumbai 400 030 Tel: +91 22 6172 7612 Fax: +91 22 666 1810 Email: aprabhu@zcbl.in Website: aprabhu@zcbl.com Contact Person: Ajay S Prabhu

Contact Person: Niharika Mehta	
State Bank of India 2nd floor, Shagun Arcade Film City Road Malad East Mumbai 400 097 Tel: +91 22 2842 0660 Fax: +91 22 2842 1925 Email: sbi.06055@sbi.co.in Website: www.sbi.co.in Contact Person: Manoj Roy	**Kotak Mahindra Bank Limited** 27 BKC, 3rd floor, Plot No – C- 27 G Block, Bandra kurla Complex (BKC) Bandra (East) Mumbai 400 051 Tel: +91 22 6166 1366 Fax: +91 22 6713 2416 Email: chiragi.kothari@kotak.com Website: www.kotak.com Contact Person: Chiragi Kothari

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Appraising Entity

The Offer being an Offer for Sale, the objects of the Offer have not been appraised.

Monitoring Agency

The Offer being an offer for sale, our Company will not receive any proceeds from the Offer and is not required to appoint a monitoring agency for the Offer.

Expert

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received the written consent from the Auditor, B. K. Khare & Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include its name in this Draft Red Herring Prospectus as required under Section 26(1)(a)(v) of the Companies Act, 2013 and as an “expert” as defined under Section 2 (38) read with Section 26(5) of the Companies Act, 2013 to the extent and in their capacity as the statutory auditor of our Company and in respect of their examination reports dated July 25, 2017 on the Restated Financial Statements, and for the statement of tax benefits, dated August 1, 2017 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term “expert” and consent thereof does not represent an “expert” or consent within the meaning ascribed to these terms under the U.S. Securities Act.

Credit Rating

As the Offer is of Equity Shares, credit rating is not required.

Trustees

As the Offer is of Equity Shares, the appointment of trustees not required.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms. The Price Band will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and advertised in [●] editions of [●] (a widely circulated English national daily newspaper), [●] editions of a Hindi national daily newspaper and [●] editions of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharshtra where our Registered and Corporate Office is located), at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholders, in consultation with the BRLMs after the Bid/Offer Closing Date.

All Investors (except Anchor Investors) can participate in this Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. For further details on method and process of Bidding, see "*Offer Structure*" on page 296.

Investors should note the Offer is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure – Part B – Basis of Allocation – Illustration of the Book Building Process and Price Discovery Process*" on page 343.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, address, telephone, fax and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten *(₹ in million)*
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscriptions for/subscribe to Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and our Company intends to enter into the Underwriting Agreement with the Underwriters after determination of the Offer Price and allocation of Equity Shares, but prior to filing the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below.

	Particulars	Aggregate nominal value *(in ₹)*	Aggregate value at Offer Price *(in ₹)*
A)	**AUTHORISED SHARE CAPITAL***		
	105,000,000 Equity Shares of ₹10 each	1,050,000,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	70,334,137 Equity Shares of ₹10 each	703,341,370	-
C)	**OFFER**		
	Offer of up to 19,332,346 Equity Shares of ₹10 each **	193,323,460	[●]
	Of which		
	Employee Reservation Portion of up to 125,000 Equity Shares of ₹10 each	1,250,000	[●]
D)	Net Offer of up to 19,207,346 Equity Shares of ₹10 each aggregating up to ₹[●] million	192,073,460	[●]
	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	70,334,137 Equity Shares of ₹10 each	703,341,370	-
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	952,952,242.14	
	After the Offer	952,952,242.14	

* *For details of the changes in the authorized share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 160.*

** *The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on June 13, 2017. Each of the Selling Shareholders have confirmed and authorized their respective participation in the Offer for Sale in the following manner:*

S. No.	Name of the Selling Shareholder	Date of corporate authorisation	Number of Equity Shares offered for sale
1.	Mahindra & Mahindra Limited	June 13, 2017 and August 3, 2017	9,666,173
2.	Normandy	July 21, 2017	9,271,180
3.	Kedaara AIF	July 28, 2017	394,993
	Total		**19,332,346**

Notes to Capital Structure

1. **Share Capital History**

(a) The following table sets forth the history of the Equity Share capital of our Company.

Date of allotment	Number of equity shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
September 13, 2007	50,000(1)	10	10	Cash	Subscription to the MoA	50,000	500,000
October 20, 2008	32,000,000(2)	10	-	Consideration other than cash	Consideration for the acquisition of the logistic services business division of Mahindra &	32,050,000	320,500,000

Date of allotment	Number of equity shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
					Mahindra Limited		
March 18, 2009	17,000,000(3)	10	10	Cash	Rights issue	49,050,000	490,500,000
March 31, 2011	8,650,000(4)	10	10	Cash	Rights issue	57,700,000	577,000,000
February 20, 2014	1,112,493(5)	10	13.90	Cash	Allotment in accordance with the MLL ESOP	58,812,493	588,124,930
February 20, 2014	448,517(6)*	10	13.90	Cash	Allotment in accordance with the MLL ESOP	59,261,010	589,021,964*
February 20, 2014	1,581,273(7)*	10	13.90	Cash	Allotment in accordance with the MLL ESOP	60,842,283	590,603,237*
March 19, 2014	100(8)	10	122.29	Cash	Preferential allotment	60,842,383	590,604,237
March 5, 2015	87,062(9)	10	23.38	Cash	Allotment in accordance with the MLL ESOP	60,929,445	591,474,857
March 5, 2015	348,415(10)	10	13.90	Cash	Allotment in accordance with the MLL ESOP	61,277,860	594,959,007^
February 5, 2017	8,177,184(11)	10	-	-	Conversion of CCPS into Equity Shares	69,455,044	679,992,791
July 19, 2017	31,221(12)	10	13.90	Cash	Allotment in accordance with the MLL ESOP	69,486,265	694,862,650^^
July 19, 2017	26,129(13)	10	23.38	Cash	Allotment in accordance with the MLL ESOP	69,512,394	695,123,940
July 19, 2017	12,146(14)	10	44.30	Cash	Allotment in accordance with the MLL ESOP	69,524,540	695,245,400
July 29, 2017	604,822(15)	10	13.90	Cash	Allotment in accordance with the MLL ESOP	70,129,362	701,293,620
July 29, 2017	72,881(16)	10	23.38	Cash	Allotment in accordance with the MLL ESOP	70,202,243	702,022,430
July 29, 2017	131,894(17)	10	44.30	Cash	Allotment in accordance	70,334,137	703,341,370

Date of allotment	Number of equity shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)
					with the MLL ESOP		
Total						**70,334,137**	**703,341,370**

* *These Equity Shares were partly paid -up at the time of allotment.*

^ *407,743 Equity Shares, which were partly paid up to the extent of ₹2 per share, were made fully paid up pursuant to a call of ₹8 per share made vide board resolution dated February 17, 2015, for which our Company received nominal amount of ₹3,261,944.*

^^ *40,774 Equity Shares, which were partly paid up to the extent of ₹2 per share and 1,581,273 Equity Shares, which were partly paid up to the extent of ₹1 per share, were made fully paid up pursuant to a call of ₹8 per share and ₹9 per share, respectively, made vide board resolution dated June 13, 2017, in respect of which our Company received nominal amount of ₹14,557,649.*

1. *49,994 Equity Shares allotted to Nikhilesh Panchal and one Equity Share allotted each to Arindam Ghosh, Joy Jacob, Chakrapani Misra, Nilanjan Ghose, Bhavik Narsana and Madhur Kohli.*

2. *32,000,000 Equity Shares allotted to Mahindra & Mahindra Limited pursuant to the business transfer agreement dated September 11, 2008 ("**Agreement**") between Mahindra & Mahindra Limited and our Company. Pursuant to the terms of the Agreement, the logistics services business division of Mahindra & Mahindra Limited was transferred to our Company and our Company allotted 32,000,000 Equity Shares at face value to Mahindra & Mahindra Limited as consideration for such transfer. For further details, see "History and Certain Corporate Matters" on page 160.*

3. *17,000,000 Equity Shares allotted to Mahindra & Mahindra Limited.*

4. *8,650,000 Equity Shares allotted to Mahindra & Mahindra Limited.*

5. *85,977 Equity Shares allotted to Pirojshaw Aspi Sarkari, 42,585 Equity Shares allotted to Nikhil Shantilal Nayak, 50,942 Equity Shares allotted to Dasaraj Senthamil Selvan, 42,318 Equity Shares allotted to Ravi Prakash Begur, 38,718 Equity Shares Equity Shares allotted to Rajendra Walekar, 14,878 Equity Shares allotted to Rajesh Shrikrishna Shidore, 16,022 Equity Shares allotted to Vidyadhar Atmaram Abhyankar, 13,058 Equity Shares allotted to Pramod Madhav Joshi, 15,991 Equity Shares allotted to Prashanta Kumar Bhowmik, 13,860 Equity Shares allotted to Prakash Sirumal Chhugani, 16,403 Equity Shares allotted to Somarajan Kannan Nambiar, 15,684 Equity Shares allotted to Mahindra Leenakrishnamurty Malladi, 12,372 Equity Shares allotted to I. Asfak, 15,034 Equity Shares allotted to Seema Bhaskar, 16,521 Equity Shares allotted to Rajesh Susai Selvam, 6,487 Equity Shares allotted to Harsha Adarkar, 5,920 Equity Shares allotted to Gautam Nath, 3,750 Equity Shares allotted to Yoginder Singh Rawat, 5,920 Equity Shares allotted to Kishore nanaji Fiske, 11,911 Equity Shares allotted to Huafreed Farrokh Nasarwanji, 577,901 Equity Shares allotted to Partners' Enterprise, 20,377 Equity Shares allotted to Sushil Damodardas Rathi, 15,511 Equity Shares allotted to Chelli Jonathan, 12,172 Equity Shares allotted to Jayaraj Govindarajan, 28,812 Equity Shares allotted to Pareshkumar Jhaverchand Shah and 13,369 Equity Shares allotted to Pankaj Venilal Joshi.*

6. *448,517 Equity Shares allotted to Partners' Enterprise.*

7. *1,581,273 Equity Shares allotted to Partners' Enterprise.*

8. *96 Equity Shares allotted to Normandy pursuant to the terms of the Investment Agreement and 4 Equity Shares allotted to Kedaara AIF pursuant to the terms of the Investment Agreement.*

9. *10,935 Equity Shares allotted to Deepak Acharya, 28,729 Equity Shares allotted to Sutanu Chowdhury, 28,331 Equity Shares allotted to Sanjay Randive, 8,731 Equity Shares allotted to Vivek Shetty and 10,336 Equity Shares to Pramod Nair.*

10. *48,523 Equity Shares allotted to Pirojshaw Sarkari, 39,045 Equity Shares allotted to Sushi Rathi, 24,033 Equity Shares allotted to Nikhil Nayak, 28,750 Equity Shares allotted to Selvan Dasraj, 23,883 Equity Shares allotted to Ravi Prakash Begur, 21,851 Equity Shares allotted to Rajendra Walekar, 28,508 Equity Shares allotted to Rajesh Shrikrishna Shidore, 9,042 Equity Shares allotted to V. A. Abhyankar, 7,369 Equity Shares allotted to Promod Madhav Joshi, 9,024 Equity Shares allotted to Prasanta Kumar Bhowmik, 7,822 Equity Shares allotted to Prakash Sirumal Chugani, 9,258 Equity Shares allotted to Somarajan Kannan Nambiar, 8,851 Equity Shares allotted to Mahindra Malladi, 8,754 Equity Shares allotted to Chelli Jonathan, 8,484 Equity Shares allotted to Seema Bhaskar, 9,324 Equity Shares allotted to Rajesh Selvam, 6,869 Equity Shares allotted to Jayaraj Govindrajan, 12,430 Equity Shares allotted to Harsha Adarkar, 11,344 Equity Shares allotted to Gautan Nath, 7,185 Equity Shares allotted to Yoginder Singh Rawat, 11,344 Equity Shares allotted to Kishore Fiske and 6,722 Equity Shares allotted to Huafreed Nasarwanji.*

11. *Our Company had allotted 8,177,184 CCPS in terms of the Investment Agreement dated February 5, 2014. Pursuant to the conversion of these CCPS, 7,843,036 Equity Shares were allotted to Normandy and 334,148 Equity Shares were allotted to Kedaara AIF.*

12. *19,901 Equity Shares allotted to Rajendra Walekar and 11,320 Equity Shares allotted to Harsha Adarkar.*

13. *26,129 Equity Shares allotted to Sutanu Chowdhury.*

14. *12,146 Equity Shares allotted to Sanjay Gupta.*

15. *193,029 Equity Shares allotted to Pirojshaw Sarkari, 31,596 Equity Shares allotted to Prashanta Kumar Bhowmik, 1,55,326 Equity Shares allotted to Sushil Rathi, 32,410 Equity Shares allotted to Somarajan Kannan Nambiar, 25,152 Equity Shares allotted to Yoginder Singh*

Rawat, 30,989 Equity Shares allotted to Mahindra Malladi, 95,607 Equity Shares allotted to Nikhil Nayak, 26,743 Equity Shares allotted to Nasarwanji Huafreed and 13,970 Equity Shares allotted to V. A. Abhyankar.

16. *38,395 Equity Shares allotted to Deepak Acharya and 34,486 Equity Shares allotted to Vivek Shetty.*

17. *59,962 Equity Shares allotted to Amit Kamat, 13,530 Equity Shares allotted to Mukesh Kapoor, 12,137 Equity Shares allotted to Ashok Kumar Kohli, 21,582 Equity Shares allotted to R. Chandramouli, 12,176 Equity Shares allotted to Rishika Mehrotra, 3,937 Equity Shares allotted to Bana Bihari Nayak, 3,869 Equity Shares allotted to Bela Gajjar, 4,701 Equity Shares allotted to Sailesh Unnithan.*

2. Equity Shares issued for consideration other than cash

Except as set forth below, our Company has not issued any Equity Shares for consideration other than cash:

Date of allotment	Number of equity shares	Face value (₹)	Issue price per Equity Share (₹)	Reason/ Nature of allotment
October 20, 2008	32,000,000(1)	10	-	Consideration for the acquisition of the logistic services business division of Mahindra & Mahindra Limited

1. *32,000,000 Equity Shares allotted to Mahindra & Mahindra Limited pursuant to the business transfer agreement dated September 11, 2008 ("**Agreement**") between Mahindra & Mahindra Limited and our Company. Pursuant to the terms of the Agreement, the logistics services business division of Mahindra & Mahindra Limited was transferred to our Company and our Company allotted 32,000,000 Equity Shares at face value to Mahindra & Mahindra Limited as consideration for such transfer.*

3. Issue of Equity Shares in the last one year

Except as set forth below, our Company has not issued Equity Shares in one year immediately preceding the date of this Draft Red Herring Prospectus.

Date of allotment	Number of Equity Shares issued	Face value (₹)	Issue price per Equity Share (₹)	Names of allotees	Reasons for allotment and benefits accrued to our Company
February 5, 2017	8,177,184	10	-	7,843,036 Equity Shares allotted to Normandy and 334,148 Equity Shares allotted to Kedaara AIF.	Conversion of CCPS into Equity Shares in accordance with the terms of the Investment Agreement. The Company had received consideration at the time of allotment of the CCPS and no further consideration was received at the time of conversion.
July 19, 2017	31,221	10	13.90	19,901 Equity Shares allotted to Rajendra Walekar and 11,320 Equity Shares allotted to Harsha Adarkar.	Allotment in accordance with the MLL ESOP
July 19, 2017	26,129	10	23.38	26,129 Equity Shares allotted to Sutanu Chowdhury.	Allotment in accordance with the MLL ESOP
July 19, 2017	12,146	10	44.30	12,146 Equity Shares allotted to Sanjay Gupta.	Allotment in accordance with the MLL ESOP
July 29, 2017	604,822	10	13.90	193,029 Equity Shares allotted to Pirojshaw Sarkari, 31,596 Equity Shares allotted to Prashanta Kumar Bhowmik, 1,55,326 Equity Shares allotted to Sushil Rathi, 32,410	Allotment in accordance with the MLL ESOP

Date of allotment	Number of Equity Shares issued	Face value (₹)	Issue price per Equity Share (₹)	Names of allotees	Reasons for allotment and benefits accrued to our Company
				Equity Shares allotted to Somarajan Kannan Nambiar, 25,152 Equity Shares allotted to Yoginder Singh Rawat, 30,989 Equity Shares allotted to Mahindra Malladi, 95,607 Equity Shares allotted to Nikhil Nayak, 26,743 Equity Shares allotted to Nasarwanji Huafreed and 13,970 Equity Shares allotted to V. A. Abhyankar.	
July 29, 2017	72,881	10	23.38	38,395 Equity Shares allotted to Deepak Acharya and 34,486 Equity Shares allotted to Vivek Shetty.	Allotment in accordance with the MLL ESOP
July 29, 2017	131,894	10	44.30	59,962 Equity Shares allotted to Amit Kamat, 13,530 Equity Shares allotted to Mukesh Kapoor, 12,137 Equity Shares allotted to Ashok Kumar Kohli, 21,582 Equity Shares allotted to R. Chandramouli, 12,176 Equity Shares allotted to Rishika Mehrotra, 3,937 Equity Shares allotted to Bana Bihari Nayak, 3,869 Equity Shares allotted to Bela Gajjar, 4,701 Equity Shares allotted to Sailesh Unnithan.	Allotment in accordance with the MLL ESOP

Other than as stated above, no Equity Shares have been issued by the Company at a price lower than the Offer Price during the preceding one year.

4. **Issue of shares in the last two preceding years**

For details of issue of Equity Shares and preference shares by our Company in the last two preceding years, see "*Capital Structure – Share Capital History of our Company*" from page 88.

5. **Employee stock option scheme**

Pursuant to a resolution of our Board of Directors dated April 27, 2012 and Shareholders' resolution dated June 25, 2012, our Company instituted the MLL ESOP. The terms of the MLL ESOP were last amended pursuant to an approval of the Shareholders on July 11, 2017. Pursuant to the terms of the MLL ESOP, up to a maximum of 5,770,000 Equity Shares may be issued pursuant to exercise of options granted. The Nomination and Remuneration Committee may determine their exercise price subject to conforming to the accounting policies specified in regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014; provided however, that the exercise price shall not be less than the face value/ par value of the Equity Shares.

The following table sets out particulars of the options granted under the MLL Key Executives Stock Option Scheme – 2012 as on the date of this Draft Red Herring Prospectus.

Particulars	Details for the Fiscal			During the period April 1, 2017 to July 31, 2017
	2015	2016	2017	
Options granted	Nil	5,45,866	73,608	4,59,360
	Total options granted as on July 31, 2017: 57,24,000 (Net of options forfeited / cancelled)			
Pricing formula	Fair market value as determined by Category 1 Merchant Banker registered under the SEBI Merchant Bankers Regulations, 1992			
Vesting of options	N. A.	Options vested between October 2015 to July 2017*	Option vested between July 2016 to July 2017*	Options vest in July 2018
Options vested	4,42,459	3,78,257	3,74,260	9,34,363
	Total options vested as on July 31, 2017: 52,64,640			
Options exercised	4,35,477	Nil	Nil	8,79,093
	Total options exercised as on July 31, 2017: 44,56,853			
Total number of Equity Shares arising as a result of exercise of options	4,35,477	Nil	Nil	8,79,093
	Total number of Equity Shares arising as a result of exercise of options as on July 31, 2017: 44,56,853			
Options forfeited/ lapsed/ cancelled	1,42,148	1,60,140	2,06,116	1,10,501
	Total number of options forfeited/ lapsed/ cancelled as on July 31, 2017: 8,88,577			
Variation of terms of options	Nil	Change in vesting period*	Change in vesting period*	Nil
Money realised by exercise of options (in ₹)	₹ 11,730,619.76	Nil	Nil	₹ 17,536,823.50
	Total money realised by exercise of options as on July 31, 2017: ₹ 47,209,402.96			
Total number of options in force	15,44,163	19,29,889	17,97,381	12,67,147
Employee-wise details of options granted to:				
(i) Senior managerial personnel	For details, refer Note 1 below			
(ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year	Nil			
(iii) Identified employees who were granted options during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil			
Fully diluted EPS pursuant to the issue of Equity Shares upon exercise of options in accordance with IND AS 33 'Earnings Per Share'	6.83	5.50	6.58	N. A.
Impact on profit and on EPS of the last three years if the accounting policies as specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits)	Nil	Nil	Nil	N. A.

Particulars	Details for the Fiscal			During the period April 1, 2017 to July 31, 2017
	2015	2016	2017	
Regulations, 2014 has been followed in respect of options granted in the last year three fiscal years				
Difference, if any, between employee compensation cost calculated using the intrinsic value of the stock options and the employee compensation cost calculated on the basis of fair value of stock options and impact on profits of the Company and Earnings per share	Our Company follows the Fair Market Value (based on Black Scholes valuation model) of the stock options as on the date of grant for calculating employee compensation cost			
Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	Not applicable			
Intention of the holders of equity shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer.	Except as stated above in "- *Details of Equity Shares locked-in for one year*", the employees may sell the Equity Shares received on exercise of options within three months of listing of the Equity Shares on the Stock Exchanges.			
Intention to sell equity shares arising out of the exercise of shares granted under MLL ESOP within three months after the listing of equity shares by directors, senior managerial personnel and employees amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NA			

**The terms of the vesting period were amended to enable accelerated vesting of stock options in July 2017, which were earlier eligible for vesting in June 2018.*

A description of the method and significant assumptions used during the following years to estimate the fair values of options, including weighted average information, namely:

Grant Date	Grant 1 - (Date: June 25, 2012)			Grant 2 - (Date: November 2, 2012)		
Particulars	**2017**	**2016**	**2015**	**2017**	**2016**	**2015**
Risk-free interest rate (based on government bonds)	8.12%	8.12%	8.12%	8.54%	8.54%	7.95% - 7.96%
Expected life / Option Life (weighted-average)	9.02	9.02	1.60 - 4.94	8.66	8.66	1.25 - 4.58
Expected volatility (weighted-average)	38.88%	38.88%	35.35%	38.88%	38.88%	35.35%
Expected dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Price of underlying share in the market at the time of grant of option (₹)	13.90	13.90	13.90	13.90	13.90	13.90
Exercise price (₹)	13.90	13.90	13.90	13.90	13.90	13.90
Grant Date	**Grant 3 - (Date: October 14, 2013)**			**Grant 4 - (Date: October 27, 2015)**	**Grant 5 - (Date: August 3, 2016)**	**Grant 6 - (Date: July 10, 2017)**
Particulars	**2017**	**2016**	**2015**	**2017**	**2017**	**2018***
Risk-free interest rate (based on government bonds)	9.14%	9.14%	8.68%	8.19%	7.26%	6.72%
Expected life / Option Life (weighted-average)	7.69	7.69	1.30 - 3.63	5.83	4.91	4
Expected volatility (weighted-average)	52.62%	52.62%	52.62%	54.03%	76.78%	58.27%
Expected dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Price of underlying share in the market at the time of grant of option (₹)	23.38	23.38	23.38	44.30	52.76	87.28
Exercise price (₹)	23.38	23.38	23.38	44.30	52.76	87.28

**As of the date of the Draft Red Herring Prospectus.*

The details of the impact for the previous three years on profits and earnings per share on account of accounting policies specified in the SEBI (Share Based Employee Benefit) Regulations, 2014 are as follows:

	For Fiscal		
	2015	**2016**	**2017**
Impact on profits of the Company (₹)	Nil	Nil	Nil
Impact on basic EPS (₹)	Nil	Nil	Nil
Impact on diluted EPS (₹)	Nil	Nil	Nil

The details of the Equity Shares issued under ESOS 2012 aggregated on a quarterly basis is as follows:

Sr. No.	**Quarter/ period ended**	**Number of Equity Shares issued**	**Price range (in ₹)**
1.	March 2014	31,42,283	13.90
2.	March 2015	3,48,415	13.90
		87,062	23.38
3.	July 2017	6,36,043	13.90
		99,010	23.38
		1,44,040	44.30

Note 1

Sr. No.	**Name**	**Designation**	**Number of options granted**	**Number of options vested**	**Number of options exercised**	**Number of options forfeited/ exercised**	**Number of options outstanding**
1	Pirojshaw Sarkari (Granted in June'12)	Chief Executive Officer	3,27,529	3,27,529	3,27,529	-	-

Sr. No.	Name	Designation	Number of options granted	Number of options vested	Number of options exercised	Number of options forfeited/ exercised	Number of options outstanding
2	Pirojshaw Sarkari (Granted in July'17)	Chief Executive Officer	26,851	-	-	-	26,851
3	Sushil Rathi (Granted in June'12)	Chief Operating Officer	2,14,748	2,14,748	2,14,748	-	-
4	Sushil Rathi (Granted in July'17)	Chief Operating Officer	11,370	-	-	-	11,370
5	Nikhil Nayak (Granted in June'12)	Chief Financial Officer	1,62,225	1,62,225	1,62,225	-	-
6	Nikhil Nayak (Granted in July'17)	Chief Financial Officer	18,533	-	-	-	18,533
7	Ravi Prakash Begur (Granted in June'12)	General Manager	1,61,211	1,61,211	66,201	-	-
8	Ravi Prakash Begur (Granted in July'17)	General Manager	18,606	-	-	-	18,606
9	Rajesh Shrikrishna Shidore	Vice President	1,56,792	1,53,191	43,386	3,601	-
10	Prashanta Kumar Bhowmik	General Manager	60,915	56,611	56,611	4,304	-
11	Somarajan Kannan Nambiar	Deputy General Manager	62,489	58,071	58,071	4,418	-
12	Mahindra Malladi	Deputy General Manager	59,748	55,524	55,524	4,224	-
13	Chelli Jonathan	Deputy General Manager	59,089	54,913	24,265	4,176	-
14	Seema Bhaskar	General Manager	57,269	53,222	23,518	4,047	-
15	Rajesh Selvam	Deputy General Manager	62,936	58,486	25,845	4,450	-
16	Jayaraj Govindarajan	Deputy General Manager	46,369	43,092	19,041	3,277	-
17	Yoginder Singh Rawat	Deputy General Manager	39,515	36,087	36,087	3,428	-
18	Kishore Fiske	General Manager	62,392	56,979	17,264	5,413	-
19	Nasarwanji Huafreed (Granted in Oct'12)	General Manager	45,376	45,376	45,376	-	-
20	Nasarwanji Huafreed (Granted in July'17)	General Manager	26,792	-	-	-	26,792
21	Deepak Acharya	General Manager	54,128	49,330	49,330	4,798	-
22	Vivek Shetty (Granted in Oct'13)	Deputy General Manager	43,217	43,217	43,217	-	-
23	Vivek Shetty (Granted in July'17)	Deputy General Manager	6,196	-	-	-	6,196

Sr. No.	Name	Designation	Number of options granted	Number of options vested	Number of options exercised	Number of options forfeited/ exercised	Number of options outstanding
24	Pramod Nair (Granted in Oct'13)	General Manager	51,161	51,161	10,336	-	-
25	Pramod Nair (Granted in July'17)	General Manager	5,472	-	-	-	5,472
26	Ramkumar Vasudev (Granted in Oct'15)	Deputy General Manager	19,810	19,810	-	-	-
27	Ramkumar Vasudev (Granted in July'17)	Deputy General Manager	8,154	-	-	-	8,154
28	Satish Mahadeo Parab	Deputy General Manager	18,354	16,643	-	1,711	-
29	Shrikant Tukaram Nikam (Granted in Oct'15)	General Manager	19,654	19,654	-	-	-
30	Shrikant Tukaram Nikam (Granted in July'17)	General Manager	28,170	-	-	-	28,170
31	Edwin Lobo (Granted in Oct'15)	General Manager	20,943	20,943	-	-	-
32	Edwin Lobo (Granted in July'17)	General Manager	8,050	-	-	-	8,050
33	Gulam Taha Khalid	Deputy General Manager	29,786	27,013	-	2,773	-
34	Ankur Singhai (Granted in Oct'15)	General Manager	27,191	27,191	-	-	-
35	Ankur Singhai (Granted in July'17)	General Manager	27,468	-	-	-	27,468
36	R. Chandramouli	General Manager	23,799	21,582	21,582	2,217	-
37	Ashok Kohli	Deputy General Manager	13,530	12,137	12,137	1,393	-
38	Ricky Walter	Deputy General Manager	19,627	17,800	-	1,827	-
39	Rishika Mehrotra	Deputy General Manager	13,573	12,176	12,176	1,397	-
40	Neeraj Balani (Granted in Oct'15)	Vice President	58,979	58,979	-	-	-
41	Neeraj Balani (Granted in July'17)	Vice President	23,925	-	-	-	23,925
42	Jayant Chitnis	General Manager	32,919	29,526	-	3,393	-
43	Amit Kamat (Granted in Oct'15)	General Manager	59,962	59,962	59,962	-	-
44	Amit Kamat (Granted in July'17)	General Manager	23,824	-	-	-	23,824
45	Rakesh Mittal	Deputy General Manager	13,840	12,415	-	1,425	-

Sr. No.	Name	Designation	Number of options granted	Number of options vested	Number of options exercised	Number of options forfeited/ exercised	Number of options outstanding
46	Lovinder Saggu (Granted in Oct'15)	Deputy General Manager	17,621	17,621	-	-	-
47	Lovinder Saggu (Granted in July'17)	Deputy General Manager	8,184	-	-	-	8,184
48	Amit Bohra (Granted in Oct'15)	Deputy General Manager	16,371	16,371	-	-	-
49	Amit Bohra (Granted in July'17)	Deputy General Manager	8,315	-	-	-	8,315
50	Rakesh Gandhi	Deputy General Manager	18,459	16,557	-	1,902	-
51	Vivek Sharma	Deputy General Manager	15,848	14,215	-	1,633	-
52	Mukesh Kapoor (Granted in Oct'15)	Deputy General Manager	13,530	13,530	13,530	-	-
53	Mukesh Kapoor (Granted in July'17)	Deputy General Manager	8,607	-	-	-	8,607
54	Rama Malik (Granted in July'16)	Vice President	31,436	31,436	-	-	-
55	Rama Malik (Granted in July'17)	Vice President	27,142	-	-	-	27,142
56	Shantanu Roy (Granted in July'16)	General Manager	20,892	20,892	-	-	-
57	Shantanu Roy (Granted in July'17)	General Manager	28,102	-	-	-	28,102
58	Kamal Kapoor (Granted in July'16)	Vice President	21,280	21,280	-	-	-
59	Kamal Kapoor (Granted in July'17)	Vice President	28,066	-	-	-	28,066
60	Amrendra Pratap Singh	Deputy General Manager	18,999	17,042	-	1,957	-
61	Mehernosh Mehta	Vice President	53,825	-	-	-	53,825
62	Sumit Roy	General Manager	13,530	-	-	-	13,530
63	Ashwani Kumar Pandey	General Manager	11,895	-	-	-	11,895
64	K S Ramesh	Deputy General Manager	4,620	-	-	-	4,620
65	Shashank Sinha	Deputy General Manager	3,705	-	-	-	3,705
66	Swarup R Negi	Deputy General Manager	6,446	-	-	-	6,446
67	Sanjay Thakor	Deputy General Manager	3,493	-	-	-	3,493

Sr. No.	Name	Designation	Number of options granted	Number of options vested	Number of options exercised	Number of options forfeited/ exercised	Number of options outstanding
68	Tejas Shah	Deputy General Manager	3,147	-	-	-	3,147
69	Sarang Phatak	Deputy General Manager	4,187	-	-	-	4,187
70	Biswajit Bhattacharya	Deputy General Manager	7,400	-	-	-	7,400
71	Avinash Banga	Deputy General Manager	5,285	-	-	-	5,285
72	Rajendra Walekar**	Head – Industrial Relations	1,47,496	80,470	80,470	67,026	-
73	V A Abhyankar**	Head - Fleet Management	41,143	39,034	39,034	2,109	-
74	Harsha Adarkar**	Head - Learning & Development	68,364	30,237	30,237	38,127	-
75	Sutanu Chowdhury**	Vice President	1,42,207	54,858	54,858	87,349	-
76	Bela Gajjar**	Deputy General Manager	16,532	3,869	3,869	12,663	-
77	Sanjay Kumar Gupta**	Deputy General Manager	26,853	12,146	12,146	14,707	-
78	Bana Bihari Nayak**	Deputy General Manager	13,530	3,937	3,937	9,593	-
79	Sailesh Unnithan**	Deputy General Manager	16,156	4,701	4,701	11,455	-
80	Selvan Dasraj**	Vice President	1,94,063	79,692	79,692	1,14,371	-
81	Preshkumar Shah**	Head - Accounts	1,09,759	28,812	28,812	80,947	-
82	Santosh Kanran**	Head - Operations	61,170	-	-	61,170	-
83	Promod Madhav Joshi**	Nt. Mg Procurement & Warehouse Design	21,371	20,427	20,427	944	-
84	Prakash Sirumal Chugani**	Deputy General Manager	22,684	21,682	21,682	1,002	-
85	I Asfak**	Zonal Head	47,131	12,372	12,372	34,759	-
86	Pankaj Venilal Joshi**	Deputy General Manager	72,192	13,369	13,369	58,823	-
87	Sylvester D'Mello**	Head - Sales	68,732	-	-	68,732	-
88	Gautan Nath**	Head - Business Development	62,392	17,264	17,264	45,128	-
89	Sanjay Randive**	Senior General Manager	1,40,239	28,331	28,331	1,11,908	-
Total			40,04,886	26,56,949	18,49,162	8,88,577	4,59,360

** *Ex-employees*

6. **History of Build up, Contribution and Lock-in of Promoter's Shareholding**

(a) Build-up of Promoter's shareholding in our Company

As on the date of this Draft Red Herring Prospectus, our Promoter holds, in aggregate together with its nominees, 51,478,330 Equity Shares, which constitutes 73.19% of the issued, subscribed and paid-up Equity Share capital of our Company. Of such Equity Shares, our Promoter is offering to sell up to

9,666,173 Equity Shares as part of the Offer for Sale, after which our Promoter shall continue to hold up to 59.45% of our post-Offer paid-up Equity Share capital.

Set forth below is the build-up of the equity shareholding of our Promoter since incorporation of our Company.

Date of allotment/ transfer	Number of Equity Shares	Face value (₹)	Issue/ purchase/selling price per equity share (₹)	Consideration	Nature of acquisition/ Transfer	Percentage of pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
December 12, 2007	50,000^	10	10	Cash	Transferred by all the initial subscribers to the Memorandum (1)	0.07	0.07
October 20, 2008	32,000,000	10	-	Consideration other than cash	Consideration for the acquisition of the logistic services business division of Mahindra & Mahindra Limited(2)	45.50	45.50
March 18, 2009	17,000,000	10	10	Cash	Rights issue	24.17	24.17
March 30, 2009	(100)	10	10	Cash	Transferred to Mahindra Engineering and Chemical Products Limited	(0.00)*	(0.00)*
March 31, 2011	8,650,000	10	10	Cash	Rights issue	12.30	12.30
March 19, 2014	(3,788,896)	10	122.29	Cash	Transferred to Normandy (3)	(5.39)	(5.39)
March 19, 2014	(4,881)	10	122.29	Cash	Transferred to Kedaara AIF (3)	(0.01)	(0.01)
March 16, 2015	(2,422,834)	10	122.29	Cash	Transferred to Normandy (4)	(3.44)	(3.44)
March 16, 2015	(4,959)	10	122.29	Cash	Transferred to Kedaara AIF (4)	(0.01)	(0.01)
Total number of Equity Shares			**51,478,330**				

** Negligible.*

^ Includes six Equity Shares jointly held with nominee holders, which were subsequently transferred to the Promoter by the respective nominee holders on July 20, 2017.

(1) Such Equity Shares have been transferred to Mahindra & Mahindra Limited, in their sole capacity, and to Mahindra & Mahindra Limited along with joint holders of such Equity Shares.

(2) 32,000,000 Equity Shares allotted to Mahindra & Mahindra Limited pursuant to the business transfer agreement dated September 11, 2008 ("Agreement") between Mahindra & Mahindra Limited and our Company. Pursuant to the terms of the Agreement, the logistics services business division of Mahindra & Mahindra Limited was transferred to our Company and our Company allotted 32,000,000 Equity Shares at face value to Mahindra & Mahindra Limited as consideration for such transfer.

(3) Transferred to the Investor Selling Shareholders pursuant to the Investment Agreement.

(4) Transferred to the Investor Selling Shareholders pursuant to the Investment Agreement.

Source of Promoter's contribution

The Equity Shares that are proposed to be locked-in as part of the Minimum Promoter's Contribution (defined herein below) has been acquired by the Promoter on October 20, 2008 for consideration other than cash.

(b) Shareholding of our Promoter, directors of Promoter and Promoter Group

Set forth below is the shareholding of our Promoter and Promoter Group in our Company as on the date of this Draft Red Herring Prospectus:

Name of shareholder	Pre-Offer		Post-Offer*	
	Number of Equity Shares	Percentage of Equity Share capital (%)	Number of Equity Shares	Percentage of Equity Share capital (%)
(A) Promoter				
Mahindra & Mahindra Limited	51,478,330	73.19	41,812,157	59.45
Total	**51,478,330**	**73.19**	**41,812,157**	**59.45**
(B) Promoter Group				
Partners' Enterprise	1,622,047	2.31	1,622,047	2.31
Mahindra Engineering and Chemical Products Limited	100	0.00^	100	0.00
Total	**1,622,147**	**2.31**	**1,622,147**	**2.31**

* *Assuming that all the Equity Shares offered by the Promoter as part of the Offer for Sale are transferred pursuant to this Offer.*
^ *Negligible*

All Equity Shares held by our Promoter and Promoter Group are in dematerialized form as on the date of this Draft Red Herring Prospectus.

None of the directors of our Promoter hold any Equity Shares.

(c) Share capital build up of the Selling Shareholders

The following table sets forth the build – up of the Equity Shareholding of the Investor Selling Shareholders in our Company.

Normandy

Date of allotment/ Transfer	Nature of allotment/ transfer/ conversion	No. of Equity Shares	Nature of consideration	Face value of Equity Shares (₹)	Issue/ Transfer/ Conversion Price per Equity Share (₹)
March 19, 2014	Preferential allotment	96	Cash	10	122.29
March 19, 2014	Transfer from Mahindra & Mahindra Limited	3,788,896	Cash	10	122.29
March 19, 2014	Transfer from shareholders of our Company who were allotted Equity Shares under the MLL ESOP	916,887	Cash	10	122.29
March 16, 2015	Transfer from Mahindra & Mahindra Limited	2,422,834	Cash	10	122.29
March 16, 2015	Transfer from Partners' Enterprise	407,743	Cash	10	122.29
March 16, 2015	Transfer from employees of our Company who were	306,771	Cash	10	122.29

Date of allotment/ Transfer	Nature of allotment/ transfer/ conversion	No. of Equity Shares	Nature of consideration	Face value of Equity Shares (₹)	Issue/ Transfer/ Conversion Price per Equity Share (₹)
	allotted Equity Shares under the MLL ESOP				
February 5, 2017	Conversion of CCPS	7,843,036	-	10	-
Total number of Equity Shares held		**15,686,263**			

Kedaara AIF

Date of allotment/ Transfer	Nature of allotment/ transfer/ conversion	No. of Equity Shares	Nature of consideration	Face value of Equity Shares (₹)	Issue/ transfer/ conversion price per Equity Share (₹)
March 19, 2014	Preferential allotment	4	Cash	10	122.29
March 19, 2014	Transfer from Mahindra & Mahindra Limited	4,881	Cash	10	122.29
March 19, 2014	Transfer from shareholders of our Company who were allotted Equity Shares under the MLL ESOP	195,606	Cash	10	122.29
March 16, 2015	Transfer from Mahindra & Mahindra Limited	4,959	Cash	10	122.29
March 16, 2015	Transfer from employees of our Company who were allotted Equity Shares under the MLL ESOP	128,706	Cash	10	122.29
February 5, 2017	Conversion of CCPS	334,148	-	10	-
Total number of Equity Shares held		**668,304**			

(d) Details of Promoter's contribution and lock-in for three years

Pursuant to Regulations 32 and 36 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter shall be provided towards minimum promoter's contribution and locked-in for a period of three years from the date of Allotment ("**Minimum Promoter's Contribution**"). All Equity Shares held by our Promoter are eligible for inclusion as Minimum Promoter's Contribution, in terms of Regulation 33 of the SEBI ICDR Regulations.

Set forth below are the details of the Equity Shares that will be locked up as Minimum Promoter's Contribution for a period of three years from the date of Allotment of Equity Shares in the Offer.

Name of the Promoter	No. of Equity Shares to be locked-in	Date of allotment/ acquisition	Allotment/ acquisition price	Nature of transaction	Face value (₹)	% of pre-Offer Equity Share capital	% of the fully diluted post- Offer Equity Share capital
Mahindra & Mahindra Limited	14,228,385*	October 20, 2008	-	Consideration for the acquisition of	10	20.23	20.00

Name of the Promoter	No. of Equity Shares to be locked-in	Date of allotment/ acquisition	Allotment/ acquisition price	Nature of transaction	Face value (₹)	% of pre-Offer Equity Share capital	% of the fully diluted post- Offer Equity Share capital
				the logistic services business division of Mahindra & Mahindra Limited			

** Computed on the basis of the fully diluted post-Offer Equity Share capital assuming exercise of all vested options pursuant to the MLL ESOP.*

For details on the build-up of the Equity Share capital held by our Promoter, see "- *Build-up of our Promoter's shareholding in our Company*" on page 99.

Our Promoter has given consent to include the Equity Shares held by them as stated below which constitutes 20% of the fully diluted post-Offer Equity Share capital of our Company as Minimum Promoter's Contribution. Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter's Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The minimum Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from person identified as 'promoter' under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoter's Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard, our Company confirms that:

(i) the Equity Shares offered as part of the Minimum Promoter's Contribution do not comprise Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and where revaluation of assets or capitalisation of intangible assets was involved or bonus issue out of revaluations reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Minimum Promoter's Contribution;

(ii) the Minimum Promoter's Contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by conversion of a partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion of a partnership firm; and

(iv) the Equity Shares held by our Promoter and offered as part of the Minimum Promoter's Contribution are not subject to any pledge.

(e) Details of Equity Shares locked-in for one year

In terms of Regulation 37 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital will be locked-in for a period of one year from the date of Allotment in the Offer, except (a) the Minimum Promoter's Contribution which shall be locked in as above; (b) Equity Shares which are successfully transferred as part of the Offer for Sale; and (c) Equity Shares held by the employees of our Company (who continue to be employees of our Company as on the date of Allotment) which may be allotted to them under the MLL ESOP prior to the Offer. Notwithstanding anything stated in point (c) above, certain employees who were allotted or may be allotted Equity Shares under the MLL ESOP will be locked-in for a period of one year from the date of Allotment of Equity Shares in the Offer.

The aforesaid lock-in arrangement shall be subject to any subsequent amendments to the lock-in requirements under applicable provisions of the SEBI ICDR Regulations. Any unsubscribed portion of the Equity Shares being offered by the Selling Shareholders in the Offer for Sale would also be locked in as required under the SEBI ICDR Regulations.

(f) Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(g) Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in for one year may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Minimum Promoter’s Contribution for three years can be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by our Promoter may be transferred between our Promoter and Promoter Group or a new promoter or persons in control of our Company, subject to continuation of lock-in applicable to the transferee for the remaining period and compliance with provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”).

Further, in terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoter prior to the Offer and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in applicable to the transferee and compliance with the provisions of the Takeover Regulations.

7. **Our shareholding pattern**

Set forth below is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of voting rights held in each class of securities (IX)				No. of shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XI)=(VII)+(X) as a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized from (XIV)
								No. of voting rights			Total as a % of total voting rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	3	53,100,477	-	-	53,100,477	75.50	53,100,477	-	53,100,477	75.50	-	-	-	-	-	-	53,100,477
(B)	**Public**	25	17,233,660	-	-	17,233,660	24.50	17,233,660		17,233,660	24.50	-	-	-	-	-	-	16,354,567^
(C)	**Non Promoter-Non Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	**Shares underlying Custodian/Depository Receipts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	28	70,334,137	-	-	70,334,137	100	70,334,137	-	70,334,137	100	-	-	-	-	-	-	69,455,044

^The Company had made the allotment of (i) 69,496 Equity Shares on July 19, 2017; and (ii) 8,09,597 Equity Shares on July 29, 2017 pursuant to MLL ESOP (the "ESOP Allotments"). Coprorate actions in respect of the ESOP Allotments for issuing Equity Shares in dematerialised form/ issuance of Equity Share certificates is in process.

8. The BRLMs and their respective associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiaries, for which they may in the future receive customary compensation.

9. **Shareholding of our Directors and Key Managerial Personnel in our Company**

Except as stated in "Our Management" on page 168**,** as on date, none of the Directors or Key Managerial Personnel of our Company hold any Equity Shares.

10. As on the date of this Draft Red Herring Prospectus, our Company has 28 Shareholders.

11. **10 largest shareholders of our Company**

(a) Our Company has 28 shareholders as on the date of this Draft Red Herring Prospectus and the number of Equity Shares held by top ten Shareholders are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Mahindra & Mahindra Limited	51,478,330	73.19
2.	Normandy	15,686,263	22.30
3.	Partners' Enterprise	1,622,047	2.31
4.	Kedaara AIF	668,304	0.95
5.	Pirojshaw Sarkari	193,029	0.27
6.	Sushil Rathi	155,326	0.22
7.	Nikhil Nayak	95,607	0.14
8.	Amit Kamat	59,962	0.09
9.	Deepak Acharya	38,395	0.05
10.	Vivek Shetty	34,486	0.05
	Total	**70,031,749**	**99.57**

(b) Our Company had nine shareholders ten days prior to the date of this Draft Red Herring Prospectus (i.e., July 24, 2017) and the number of Equity Shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares held	Percentage of Equity Share capital (%)
1.	Mahindra & Mahindra Limited^	51,478,330	74.04
2.	Normandy	15,686,263	22.56
3.	Partners' Enterprise	1,622,047	2.33
4.	Kedaara AIF	668,304	0.96
5.	Sutanu Chowdhury	26,129	0.04
6.	Rajendra Walekar	19,901	0.03
7.	Sanjay Gupta	12,146	0.02
8.	Harsha Adarkar	11,320	0.02
9.	Mahindra Engineering and Chemical Products Limited	100	0.00*
	Total	**69,524,540**	**100.00**

^ Includes six Equity Shares jointly held with nominee holders, which were subsequently transferred to the Promoter by the respective nominee holders on July 20, 2017.
** Negligible.*

(c) Our Company had 11 equity shareholders two years prior to the date of this Draft Red Herring Prospectus (i.e., August 3, 2015), and the number of equity shares held by them are as set forth below.

S. No.	Shareholder	Number of Equity Shares	Percentage of Equity Share capital (%)
1.	Mahindra & Mahindra Limited ^	51,478,330	84.01
2.	Normandy	7,843,227	12.80
3.	Partners' Enterprise	1,622,047	2.65
4.	Kedaara AIF	334,156	0.55
5.	Mahindra Engineering and Chemical Products Limited	100	0.00*
	Total	**61,277,860**	**100.00**

^Includes six Equity Shares jointly held with nominee holders, which were subsequently transferred to the Promoter by the respective nominee holders on July 20, 2017.
** Negligible.*

For details relating to the cost of acquisition of Equity Shares by our Promoter, see "*Risk Factors – Prominent Notes*" on page 48.

12. Of the Offer of up to 19,332,346 Equity Shares, up to 125,000 Equity Shares shall be reserved for allocation to Eligible Employees on a proportionate basis, subject to valid Bids being received at or above the Offer Price. Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion. Bids by Eligible Employees can also be made in the Net Offer and such Bids shall not be treated as multiple Bids. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000 each. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.

13. Our Promoter, members of our Promoter Group or our Directors or their immediate relatives have not sold or purchased, or financed the sale or purchase of, Equity Shares by any other person during the six months immediately preceding the date of this Draft Red Herring Prospectus.

14. Our Company, the Selling Shareholders, our Promoter, members of our Promoter Group, our Directors and the BRLMs have not entered into any buy-back and/or standby arrangements for the purchase of Equity Shares being offered through this Offer from any person.

15. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Directors, our Promoter or the members of our Promoter Group, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid. Further, no payment, direct or indirect benefit in the nature of discount, commission and allowance or otherwise shall be offered or paid either by our Company or our Promoter to any person in connection with making an application for or receiving any Equity Shares pursuant to this Offer.

16. None of the Equity Shares being offered through the Offer are pledged or otherwise encumbered.

17. Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. In case of under-subscription in the Net Offer, spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Offer.

18. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

19. Our Company has not issued any Equity Shares out of revaluation reserves since incorporation. Our Company has not revalued its assets since incorporation.

20. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus. However, our Company has instituted the MLL ESOP, pursuant to which, stock options granted to eligible employees may vest or be exercised in accordance with the terms of the MLL ESOP from time to time. For details, see "*– Employee Stock Option Scheme*" on page 93.

21. Except for any Equity Shares issued pursuant to exercise of options granted pursuant to the MLL ESOP, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

22. Except for the issue of Equity Shares under the MLL ESOP, our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified institutions placement. However, if our Company enters into arrangements for acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity through issue of further Equity Shares.

23. Except for participation by our Promoter in the Offer for Sale as a Selling Shareholder, our Promoter or the members of our Promoter Group will not participate in the Offer.

24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

25. There has been no financing arrangement whereby our Promoter or its directors, members of our Promoter Group, our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

26. Our Company shall ensure that any transactions in the Equity Shares by our Promoter and the Promoter Group during the period between the date of registering the Red Herring Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

27. A Bidder cannot make a Bid exceeding the number of Equity Shares offered through this Offer and subject to the investment limits or maximum number of Equity Shares that can be held by them under applicable law. For more information see "Offer Procedure" on page 304.

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and for the Offer for Sale. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity to our Shareholders. The listing will also provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer and all the proceeds will be received by the Selling Shareholders, in proportion to the Equity Shares offered by the respective Selling Shareholders as part of the Offer. For details of Offered Shares by each Selling Shareholder, see *"Other Regulatory and Statutory Disclsoures*" on page 282.

Offer related expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses consist of listing fees, selling commission and brokerage, fees payable to the BRLMs, legal counsels, Registrar to the Offer, Banker to the Offer including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, SCSCBs, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges.. The break-up for the estimated Offer expenses are as follows:

Activity	Amount (1) (₹ in million)	As a % of total estimated Offer related expenses(1)	As a % of Offer size(1)
Fees payable to the BRLMs and brokerage and selling commission for members of the Syndicate, SCSBs, RTAs and CDPs (2)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the Syndicate, Sub-Syndicate, Registered Brokers, RTAs or CDPs and submitted with the SCSBs; and Bidding Charges to members of the Syndicate, RTAs and CDPs (3)	[●]	[●]	[●]
Selling commission for Registered Brokers (4)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Printing and stationery expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others: i. Listing fees; ii. SEBI, BSE and NSE processing fees; iii. Fees payable to Legal Counsels; and iv. Miscellaneous.	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) The Offer expenses will be incorporated in the Prospectus on finalization of Offer Price.

(2) Selling commission payable to the SCSBs, members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs, on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by them would be as follows: [●]

(3) SCSBs will be entitled to a processing fee of ₹ [●] (plus applicable taxes) per valid Bid cum Application Form, for processing the Bid cum Application Form procured by the members of the Syndicate, the Registered Brokers, CRTAs or CDPs from Retail Individual Bidders and Non-Institutional Bidders and submitted to the SCSBs for blocking.

Bidding Charges: ₹ [●] (plus applicable taxes), per valid application bid by the Syndicate, RTAs and CDPs

Registered Brokers will be entitled to a commission of ₹ [●] (plus applicable taxes) per valid ASBA Form directly procured by the Registered Brokers from Retail Individual Bidders and Non-Institutional Bidders and submitted to the SCSBs for processing.

Other than listing fees, which will be borne by the Company, all costs, fees and expenses with respect to the Offer will be shared between the Selling Shareholders, in proportion to their respective Offered Shares sold pursuant to the Offer, upon successful completion of the Offer. Upon the successful completion of the Offer, each of the Selling Shareholders agree that they shall severally and not jointly reimburse our Company, on a pro-rata basis, in proportion to their respective Offered Shares sold pursuant to the Offer, for any expenses (other than listing fees) incurred by our Company on behalf of the Selling Shareholders.

Monitoring of Utilization of Funds

As the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to "*Our Business", "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 136, 20, 224 and 225, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

1. An "asset-light" business model which allows flexibility and scalability in operations and high capital efficiency;
2. Customized, technology driven logistics solutions;
3. Integrated, end-to-end logistics services and solutions;
4. The Mahindra brand and support from the Mahindra Group;
5. Presence across diverse industry verticals with long-standing client relationships; and
6. Experienced management team with strong domain expertise.

For further details, see "*Our Business –Our Competitive Strengths*" on page 137.

Quantitative factors

The information presented below relating to our Company is based on the Restated Financial Statements.

Subsequent to March 31, 2017, 1,581,273 partly paid-up Equity Shares of ₹ 1 each and 40,774 partly paid-up Equity Shares of ₹ 2 each were made fully paid-up on July 7, 2017. This led to an increase in Equity Share capital from ₹ 679.99 million as on March 31, 2017 to ₹ 694.55 million as on July 7, 2017 and in securities premium reserve from ₹ 926.68 million as on March 31, 2017 to ₹ 933.01 million as on July 7, 2017. Further, there have been some allotments pursuant to the MLL ESOP post March 31, 2017, the effect of which has not been considered in calculating the ratios stated below. For further details, see "*Capital Structure – Employee stock option scheme*" on page 93.

For further details, see "Financial Statements" on page 224.

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

I. Basic and diluted earnings per share ("EPS")

On a standalone basis:

Financial Year ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2017	6.58	6.58	3
March 31, 2016	5.50	5.50	2
March 31, 2015	6.83	6.83	1
Weighted Average	6.26	6.26	

On a consolidated basis:

Financial Year ended	Basic EPS ₹)	Diluted EPS (₹)	Weight
March 31, 2017	6.70	6.70	3
March 31, 2016	5.37	5.37	2
March 31, 2015	6.60	6.60	1
Weighted Average	6.24	6.24	

Basic earnings per share (₹) = Profit/(loss) after tax, as restated / weighted average number of equity shares outstanding during the year.

Diluted earnings per share (₹) = Profit/(loss) after tax, as restated after adjustments for diluted / weighted average number of potential equity shares outstanding during the year.

Notes:

1. *Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Financial Statements.*

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (number of times)	P/E at the higher end of the Price Band (number of times)
Based on basic EPS for the year ended March 31,2017 on a standalone basis	[●]	[●]
Based on basic EPS for the year ended March 31, 2017 on a consolidated basis	[●]	[●]
Based on diluted EPS for the year ended March 31, 2017 on a standalone basis	[●]	[●]
Based on diluted EPS for the year ended March 31, 2017 on a consolidated basis	[●]	[●]

III. Average Return on Net Worth ("RoNW")

As per Restated Standalone Financial Statements:

Financial Year ended	RoNW (%)	Weight
March 31, 2017	12.84	3
March 31, 2016	12.31	2
March 31, 2015	15.19	1
Weighted Average	13.06	

As per Restated Consolidated Financial Statements:

Financial Year ended	RoNW (%)	Weight
March 31, 2017	13.07	3
March 31, 2016	11.80	2
March 31, 2015	14.37	1
Weighted Average	12.86	

Return on net worth (%) = Profit/(loss) after tax, as restated / net worth as restated as at year end.

IV. Minimum return on total net worth after the Offer, required for maintaining pre-Offer EPS as at March 31, 2017:

To maintain pre-Offer basic EPS:

1. Based on Restated Standalone Financial Statements:

   (i) At the Floor Price - [●]%

   (ii) At the Cap Price - [●]%

2. Based on Restated Consolidated Financial Statements:

   (i) At the Floor Price - [●]%

   (ii) At the Cap Price - [●]%

To maintain pre-Offer diluted EPS:

1. Based on Restated Standalone Financial Statements:

   (i) At the Floor Price - [●]%

   (ii) At the Cap Price - [●]%

2. Based on Restated Consolidated Financial Statements:

   (i) At the Floor Price - [●]%

   (ii) At the Cap Price - [●]%

V. Net asset value per Equity Share (face value of ₹ 10 each)

NAV per Equity Share	Restated Standalone Financial Statements	Restated Consolidated Financial Statements
As on March 31, 2017	51.29	51.83
At Floor Price	[●]	[●]
At Cap Price	[●]	[●]
At Issue Price	[●]	[●]

Net asset value per Equity Share = Net worth at the end of the year / total number of Equity Shares outstanding at the end of year.

VI. Comparison with listed industry peers

Our Company believes that none of the listed companies in India have a business model and asset structure similar to ours.

VII. The Offer price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders in consultation with the BRLMs, on the basis of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", *Management Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 20, 136, 225 and 224, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS

August 1, 2017

To
The Board of Directors
Mahindra Logistics Limited
Mahindra Towers, P.K. Kurne Chowk,
Worli, Mumbai – 400 018

Dear Sirs,

Sub: Statement of Possible Special Tax Benefits available to Mahindra Logistics Limited ("the Company") and its shareholders prepared in accordance with the requirement of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ('the regulations')

This Report is issued in accordance with the terms of our engagement letter dated June 1, 2017.

We hereby certify that the enclosed Annexure: I, prepared by Mahindra Logistics Limited (hereinafter referred to as "the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the provisions of the Income-tax IT Act, 1961 ('the IT Act' or 'the Tax Laws'), (i.e. including amendments made by Finance Act 2017, i.e. applicable for the financial year 2017-18, relevant to the assessment year 2018-2019) presently in force in India as on signing date for inclusion in the Draft Red Herring Prospectus ("**DRHP**"), the Red Herring Prospectus ("**RHP**") (collectively the "**Offer Document**s"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the possible special tax benefits, is dependent upon the Company or its shareholders fulfilling such conditions, which based on the business imperatives, the Company may face in the future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure: I cover only the special tax benefits available to the Company and its shareholders and do not cover general tax benefits. Special tax benefits are benefits which are generally not available for all companies. Further, the preparation of the contents stated is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the nature of individual tax consequences and the changing tax laws, each of the investor is advised to consult his or her or their own tax consultant with respect to the specific tax implications arising out of their participation in the offer for sale of equity shares of the Company.

We do not express any opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable, have been/would be met with;

The contents of the enclosed Annexure: I are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct.

We hereby consent to the use of our name and other details, including reference to our firm as auditors to the Company. We further consent to be named as an expert in the Offer Documents, as defined under the provisions of the Companies Act, 2013 and the rules framed thereunder.

The enclosed annexure is intended for your information and for inclusion in the Offer Documents in connection with the Offer of equity shares by the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For B. K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

H.P. Mahajani
Partner
Membership No. 030168

Place: Mumbai

NOTE ON POSSIBLE TAX BENEFITS AVAILABLE TO MAHINDRA LOGISTICS LIMITED AND ITS SHAREHOLDERS

UNDER THE INCOME TAX ACT 1961 ("the IT Act")

Mahindra Logistics Limited **("the Company")** is an Indian Company, subject to tax in India. The Company is taxed on its profits. Profits are computed after allowing all reasonable business expenditure, laid out wholly and exclusively for the purpose of the business, including depreciation.

The Minister of Finance of the Government of India has presented the Union Budget for the financial year 2017-18 in Lok Sabha on February 01, 2017. The Union Budget has proposed certain amendments to the Income-tax Act, 1961 through the Finance Bill, 2017. The proposed amendments have been passed by Lok Sabha and Rajya Sabha and have received the assent of the President of India on March 31, 2017.

The proposed amendment to the Income Tax 1961 as assented to by the President of India have been duly considered while determining the tax benefits as enjoyed by the Company.

Considering the activities and the business of the Company, the following benefits may be available to them.

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special benefits available to the Company under the provisions of the Income Tax Act, 1961.

II. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS (in relation to the business of the Company)

There are no special benefits available to the Shareholders under the provisions of the Income Tax Act, 1961.

Notes:

a. *This Statement of Direct Tax Benefits sets out the possible tax benefits available to the Company and its Shareholders under the current tax laws presently in force in India.*

b. *This Statement is only intended to provide general information to the investors and is neither designed nor intended to be substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.*

c. *We have not commented on the taxation aspect under any law for the time being in force, as applicable of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.*

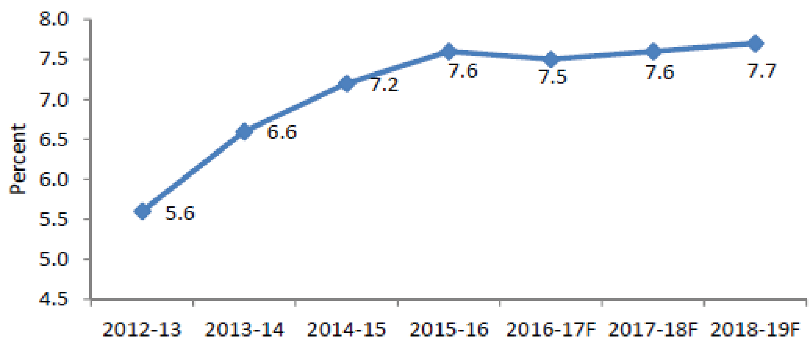
SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from certain government publications and industry sources, including the CRISIL Report that has been prepared by CRISIL. Neither we nor the Book Running Lead Managers nor any of our or their respective affiliates or advisors has independently verified this information, and none of these parties makes any representation as to the accuracy of this information. The data may have been re-classified by us for the purposes of presentation. The information in this section may not be consistent with other information compiled by third parties. Industry sources and publications generally state, and CRISIL has stated in respect of the CRISIL Report, that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. Figures used in this section are as presented in the original sources and have not been adjusted, restated or rounded off for presentation. Statements in this section that are not statements of historical fact constitute "forward-looking statements", which are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially. For further details, see "Forward-Looking Statements" on page 18.

Overview of the Indian economy

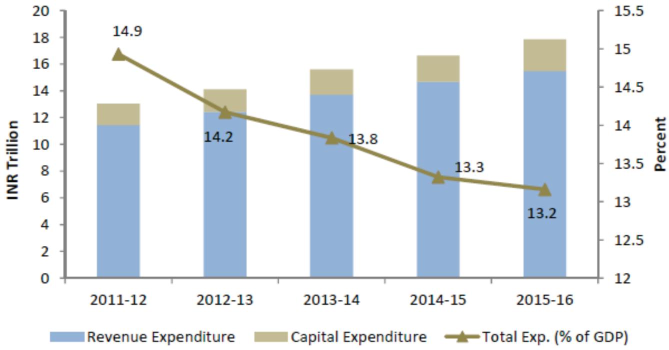
India's GDP grew at 7.60% in Fiscal 2016, up from 5.60% in Fiscal 2013. India is expected to remain the fastest growing major economy and become the fifth largest economy in the world by Fiscal 2020. The following graph depicts the percentage of annual real GDP growth between Fiscals 2013 and 2016, and forecast of growth up until Fiscal 2019:



Note: F- Forecasts
(Source: Ministry of Statistics & Programme Implementation, GoI and ***IMF****.)*

Strong economic fundamentals, a narrow current account deficit, development in the manufacturing sector and steady private consumption have allowed India to become one of the fastest growing economies in the world. This growth is likely to be supported by an ease in inflationary pressures as a result of the recent fall in global commodity prices and supply-side reforms, among other factors. The economic climate in India has further been characterized by increased public sector spending that has increased at a CAGR of 8.30% during the period between Fiscal 2012 to Fiscal 2016.

The following graph depicts annual government expenditure in India as a percentage of GDP over the years:



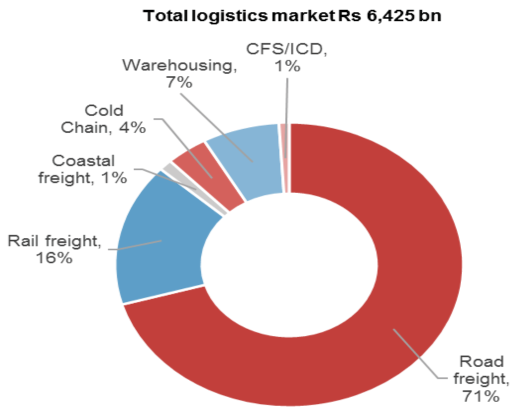
Salient trends in the Indian logistics industry

Indian logistics industry to grow at a CAGR of approximately 13.0% to ₹9.2 trillion in Fiscal 2020

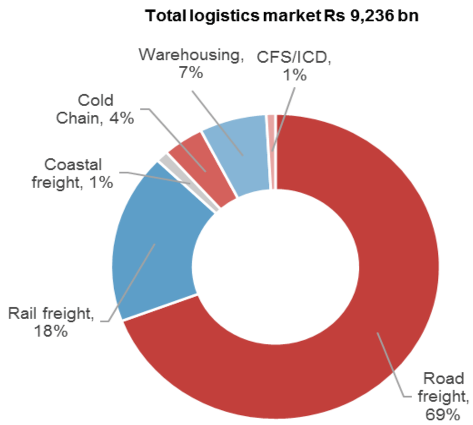
According to Press Information Bureau ("**PIB**"), as at May 2017, India's logistics cost as a percentage of GDP is 13-14%. According to the CRISIL Report, the Indian logistics industry comprising segments such as road freight, rail freight, coastal freight, warehousing, cold chain and container freight stations and inland container depots ("**CFS/ ICD**") is estimated at ₹6.4 trillion in Fiscal 2017. This is expected to grow at a CAGR of approximately 13.0% to ₹9.2 trillion by Fiscal 2020. The industry is dominated by transportation, which accounts for approximately 88%, and its share is expected to remain high over the next 3-4 years. Road transportation in India is highly fragmented with low average fleet ownership by transporters. In warehousing, there is also high scarcity of quality warehouses and competence to provide value added services.

Components of the Indian logistics industry

In Fiscal 2017 (estimated)



In Fiscal 2020 (planned)



(Source: CRISIL Report.)

The Indian Government's increased focus on infrastructure

The CRISIL Report estimates investments of approximately ₹10.3 trillion in roads (national highways, state roads and rural roads) between Fiscals 2018 and 2022. In case of railways, the investment numbers are estimated at ₹6.7 trillion between Fiscals 2016 and 2020. Significant investments by the GoI to improve rail and road infrastructure are expected to improve the overall logistics scenario across India.

Integrated network development will promote use of multi-modal transportation

Multi-modal transportation is the combination of different means of transport such as roads, railways, waterways and aviation. The cost to transport goods through inland waterways and coastal shipping is cheaper than by rail, whereas transportation by rail is cheaper than by road. Therefore, the Indian Government's move to shift traffic from road to rail and ships through DFCs and inland waterways, would make transportation more cost-efficient. *(Source: CRISIL Report.)*

The Ministry of Road Transport and Highways, GoI is developing an integrated, multi-modal logistics and transport policy intended to reduce logistics costs in India to match globally comparable rates and thereby increase the competitiveness of Indian products. The policy is intended to include, among other things, the construction and integration of a network of transport routes, including freight corridors, the development of logistics parks to serve as storage and distribution centers, and the development of stations to facilitate inter-modal transport. *(Source: PIB, as available on http://pib.nic.in/newsite/PrintRelease.aspx?relid=159271 as at July 31, 2017.)*

In the current scenario, freight movement is largely routed through roads as other networks are still not well developed. Hence, road freight accounts for a significant portion of total freight cost. However, the expected commissioning of DFCs, development of inland waterways and the *Sagarmala Project*, would help in development of infrastructure in other networks, leading to traffic movement towards more cost-efficient modes. *(Source: CRISIL Report.)*

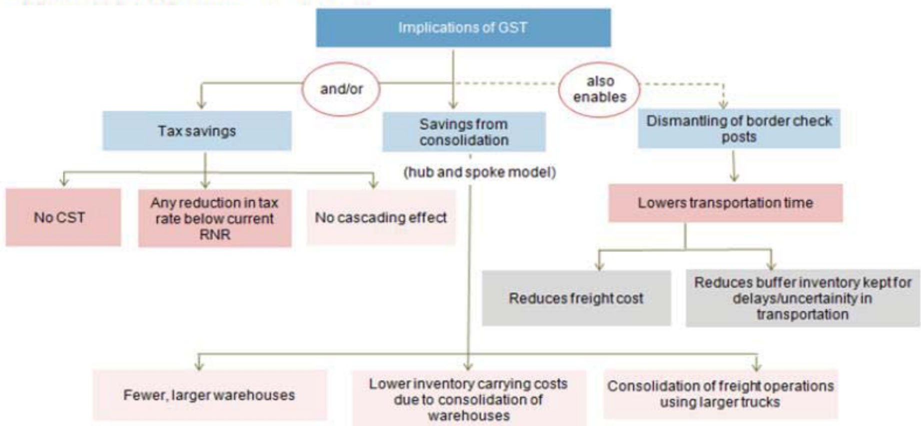
Through the integrated policy, the Indian Government is also working towards construction of over 50 economic corridors and upgrading key feeder and inter-corridor routes to improve overall efficiency of freight movement. The Indian Government plans to develop 35 MMLPs in India that will cater to approximately 50% of freight movement. *(Source: PIB, as available on http://pib.nic.in/newsite/PrintRelease.aspx?relid=161554 as at July 31, 2017.)*

A simplified tax regime to lower costs and provide an opportunity for outsourcing

India's multi-layered and complex tax regime and infrastructure issues have been the primary reasons for the increased logistics costs in the country. Under the previous tax structure, Central Sales Tax ("**CST**") was levied on inter-state sales. Due to this, companies had to maintain small warehouses in every state to avoid paying CST on inter-state sales. These multiple warehouses resulted in increased inventory costs and other overheads. *(Source: CRISIL Report.)*

The GoI implemented a centralized goods and services tax ("**GST**") in July 2017, to replace the existing tax regime (excise, service and value-added taxes). The implementation of GST is important for growth in road freight, because tax efficiency was a company's primary concern while setting up its distribution network, instead of logistics costs or customer service. The result was the creation of multiple inefficient stocking and distribution locations in each state. GST enables companies to aggregate state-based warehouses into one large, regional warehouse that would offer cost and operational efficiency in large markets. As logistical inefficiency and primary transport costs decline, the hub-and-spoke model is expected to proliferate which results in improved serviced levels. *(Source: CRISIL Report.)*

The manifold benefits that the GST brings in



Note: Dotted line denotes indirect impact

(Source: CRISIL Report.)

GST implementation to provide opportunity for organized service providers

It is anticipated that implementation of GST will result in most business decisions being focused on supply chain efficiency and not on state-wise tax benefits. Many businesses have already started considering a complete redesign of their supply chain network. Other businesses may do so once the full impact of GST is apparent. This may benefit the logistics industry across India. This in turn, may lead to an increase in business opportunities for organized service providers operating large sized warehouses in key geographies. At present, most warehousing clusters are situated near major demand regions such as National Capital Region, Mumbai Metropolitan Region, Kolkata, Bengaluru and Chennai. While these clusters will continue to remain major warehousing hubs, the sector may also witness emergence of other warehousing hubs which will prove effective for pan-India logistic service providers. For example, Nagpur has been witnessing an increase in the number of warehouses in the past few years. *(Source: CRISIL Report.)*

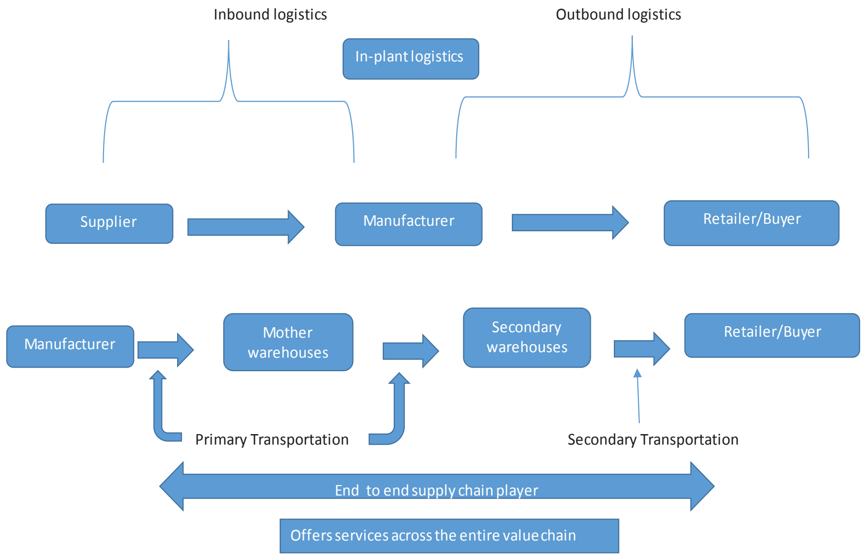
CRISIL expects the implementation of GST to lead more organized logistics service providers to provide end-to-end logistics solutions and have a pan-India presence. Unorganized service providers will not be able to provide the required services unless they invest and transform themselves into organized service providers. The GST implementation facilitates either a complete removal of check posts or at least speed up clearance at check posts (if they remain to keep a tap on revenue losses for states). This will lead to faster travelling time, adding to efficiency. Better efficiency achieved through the use of organized logistics partners will lead to lower freight costs and timely delivery of goods. *(Source: CRISIL Report.)*

Third party logistics service providers gaining traction in India

The CRISIL Report has defined a 3PL company as an end-to-end supply chain management provider who is able to provide supply chain design and consulting, access to multi-modal transportation as well as infrastructure services such as warehousing, cold storage, CFS/ICD among others, and relevant value added services including, repackaging, reverse logistics among others. In contrast, the CRISIL Report has defined 1PL logistics services as logistics services which are carried out in-house by a company, while a 2PL company is defined as a company which specializes in providing either transport and/or warehousing services to companies. 1PL logistics services and 2PL companies offer limited or no value-added services.

A 3PL service provider represents a single vendor for all logistics requirements including supply chain design and consultancy and value added services, as compared to a 2PL company. *(Source: CRISIL Report.)*

Typical supply chain management model



(Source: CRISIL Report.)

3PL service providers: One stop shop for logistics end-users

In view of the diversity in geographic conditions, consumer habits, and infrastructure across India, Indian companies need to enhance the efficiency of their supply chain operations in order to cut their logistics spend and simultaneously improve efficiency. Supply chain management needs to transform from being an activity-based function to a service-oriented one. A 3PL capable of offering end-to-end services may then become a single vendor for complete outsourcing by companies who choose to focus on their core activities of production, sale and marketing, while all logistics services can be provided by a 3PL. *(Source: CRISIL Report.)*

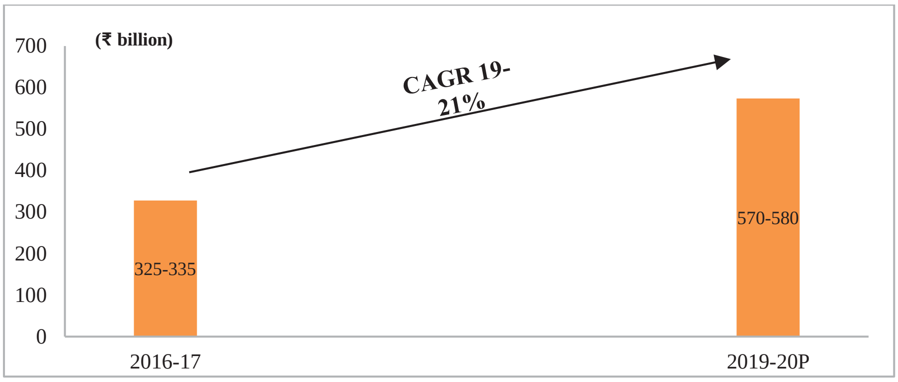
Future trend in 3PL industry is an asset-light model

A majority of the 3PL service providers in India follow an "asset-heavy" model, wherein the assets involved are owned by the 3PL service provider resulting in significant capital investments. However, it is anticipated that the ownership patterns are expected to become consistent over a period of time with global trend of an "asset-light" model wherein the assets involved are leased. An "asset-light" structure offers considerable benefits of improved scalability and flexibility of offerings to suit varied sectors and customers. However, the benefits of an "asset-light" model are expected to be commensurate with the scale of operations. Thus, large organized service providers with an "asset-light" model will be better positioned to acquire a larger share of the logistics market in the long term. *(Source: CRISIL Report.)*

3PL market in India to grow at a CAGR of 19-21% by Fiscal 2020

The CRISIL Report has estimated the 3PL market in India at ₹325-335 billion in Fiscal 2017, which is expected to grow at a CAGR of 19-21% to reach ₹570-580 billion by Fiscal 2020. CRISIL Research has considered the segments listed in the table below to estimate the 3PL market size in India.

3PL Market Size to grow swiftly



(Source: CRISIL Report.)

The share of 3PL in the overall logistics spend of the segments stated below is expected to increase from approximately 21% in Fiscal 2017 to approximately 25% in Fiscal 2020. *(Source: CRISIL Report.)*

Sector	**3PL market size in Fiscal 2017**	**3PL market size in Fiscal 2020**	**CAGR between Fiscals 2017 to 2020**
	(₹ billion)	*(₹ billion)*	*(%)*
Automotive components	108 - 112	165 – 170	14 - 16
Cars and UVs	66 – 68	119 – 121	20 - 22
Commercial vehicles and tractors	25 - 27	33 – 35	8 -10
Two and three wheelers	54 - 56	81 – 83	13 – 15
Engineering	3-5	6-8	20 - 22
E-commerce	59 - 62	135-140	30 – 32
Consumer durables and FMCG	20 - 22	39 – 43	24 – 26
Pharmaceuticals	22 - 24	29 – 31	8 – 10
Bulk	8 - 10	10 – 12	6 – 8
Organized retail	27 - 29	60 – 62	29 – 31
Telecom	0.2 – 0.4	0.2 – 0.4	-

It is anticipated that sectors such as automobiles, e-commerce, consumer goods, organized retail and engineering are expected to have high 3PL growth potential. In the area of automobiles, despite the current higher share, especially in in-bound logistics, the 3PL market still has a sizeable opportunity to increase its share in outbound and in-factory logistics. In the area of e-commerce and organized retail, the strong growth prospects of the end-user industries represent a significant opportunity for 3PL service providers. *(Source: CRISIL Report.)*

The CRISIL Report expects the GST regime to bring about consolidation of warehouses in India, thereby providing opportunities for organized 3PL logistics service providers to manage complex distribution channels for companies operating in India in industry verticals such as consumer goods and pharmaceuticals which could result, in the long run, in changes for these industry verticals. CRISIL expects companies in the engineering industry vertical to increasingly prefer 3PL service providers due to their in-bound and in-factory logistics services as well as high levels of time-bound service and quality.

PTS industry to reach a market size of ₹85-95 billion in Fiscal 2020

The CRISIL Report has defined PTS as transport services provided by corporates for the exclusive use of their employees. Such services are usually outsourced to third-party vendors or specialized companies and its cost is borne by the company. These services are distinct from the ad-hoc transport services, typically provided by private bus vendors or taxi aggregators, where the cost is always borne by the user. PTS businesses have been gradually increasing over the past few years and have gained significance, driven by the growth in information technology ("**IT**") and information technology-enabled services ("**ITeS**") sectors. The CRISIL Report expects the PTS industry to grow at a CAGR of 8.5-9.5% to ₹85-95 billion in Fiscal 2020, driven by the IT and ITeS sectors. The industry was estimated to have grown to ₹65-75 billion in Fiscal 2017. Growth in the PTS industry will continue to be led by the IT and ITeS sectors. *(Source: CRISIL Report.)*

Freight forwarding market to increase at a CAGR of 8-9%

The freight forwarding market in India is dependent on the volume of exports and imports. Air freight accounts for about half of the overall freight market by value. The CRISIL Report estimates the freight forwarding market to be ₹710 billion in Fiscal 2017. Over the next three years, the CRISIL Report expects the freight forwarding market to grow at a CAGR of 8-9% to ₹890-900 billion in Fiscal 2020. The growth will be driven by increase in trade, investments in support infrastructure such as airports and ports and export growth from small and medium enterprises.

Road freight to continue to occupy a significant share

The CRISIL Report expects road-freight traffic to increase at a CAGR of 7-9% in billion tonnes per kilometer terms, trailing the rail-freight traffic growth which is expected to be at a CAGR of 9-11% between Fiscals 2016 and 2021. The rise in rail traffic will be largely due to the commissioning of dedicated freight corridors, freight rationalization and network rationalization by the Indian Railways. Over the next two to three years, capacity constraints will play a role in limiting rail-freight growth.

The Indian Government to also focus on new transportation avenues

As of March, 2017, India's railways and roadways collectively accounted for approximately 87% of the total freight movement. Weighed down by the sheer load, the rail and road networks have been grappling with severe congestion. This has led the GoI to identify other alternatives to reduce congestion. Inland waterways and coastal shipping are both fuel and cost efficient, thereby reducing cost of logistics. The GoI is, therefore, promoting schemes such as *Sagarmala* and inland waterways as well as working towards developing an integrated, multi-modal logistics and transport policy for optimum and efficient utilization of all modes of transport. *(Source: CRISIL Report.)*

Key drivers for growth of 3PL service providers in India

(Source: CRISIL Report.)

GST implementation to drive 3PL growth

The implementation of GST will benefit the Indian economy by reducing high tax incidence and logistics costs. The unified tax will replace most indirect taxes, including the excise duty and service tax at the central level and VAT and local levies at the state level. Tax optimization-based warehouse locations will no longer be relevant and a realignment of warehouses will reduce logistics costs, which will facilitate growth of the 3PL industry in India. *(Source: CRISIL Report.)*

Focus on core business results in increased outsourcing trend

Demand volatility, necessity to control costs and the increasing need to focus on core competencies are driving more and more companies to look for outsourcing options. As companies opt to run leaner operating systems, the reasons for outsourcing become more compelling. By outsourcing logistics services, companies can focus on their core competencies and can save on capital investments, and thus, reduce financial risks. Logistics assets, such as warehouses or IT platforms, usually require large and lump sum investments, which would be managed by the service provider in a 3PL engagement. Thus, cost savings derived can be utilized towards the company's main operations. By using 3PL services, companies can reduce their asset base and deploy the capital for other productive purposes. *(Source: CRISIL Report.)*

Increased flexibility and scalability

Due to their scale of operations, large, organized 3PL service providers are better positioned to offer higher flexibility and scalability of solutions to their clients as compared to their smaller, unorganized counterparts. They also enjoy better bargaining power with their vendors and are able to offer cost-effective solutions to their clients as compared to smaller service providers. *(Source: CRISIL Report.)*

Offer value added services

Increasingly, companies are looking to outsource their entire logistics function instead of just transport and/or warehousing needs. Large organized 3PL service providers who typically provide value added services such as packing, kitting, labelling, in-factory logistics, inventory and order management, dedicated help desks, IT-enabled warehouse and transport management systems, among others are better positioned to cater to these requirements than the smaller unorganized service providers, thus improving their growth prospects in the long run. *(Source: CRISIL Report.)*

Increasing global presence in India to further 3PL growth

Multinational companies across industries have been predominant users of 3PL services for some time now, and domestic companies have also begun to follow their footsteps. The CRISIL Report expects increasing number of service providers across sectors to adopt the 3PL model on seeing the advantages experienced by these multinational companies. *(Source: CRISIL Report.)*

Large, organized 3PL service providers to enjoy a distinctive edge over smaller, unorganized service providers

With GST implementation and an increasing trend to outsource logistics, larger organized 3PL service providers are expected to enjoy certain distinctive advantages over their smaller, unorganized counterparts as set out in the CRISIL Report and which are summarized below.

Pan-India presence: Large, organized service providers typically enjoy a pan-India presence on account of their scale. Thus, they enjoy an edge over the smaller unorganized service providers in terms of their offerings.

Better scalability and flexibility: Given the scale of their operations, large organized 3PL service providers are able to offer increased flexibility and scalability options to their clients as compared to their smaller unorganized counterparts.

Solution driven capability: Large organized 3PL service providers typically operate with the mind-set to provide long-term customized solutions to their clients in order to reduce their overall logistics spend. Thus, they tend to act as strategic partners providing solution-driven capabilities, in contrast to the smaller unorganized service providers who tend to act as mere service providers.

Technology driven implementation: Large organized service providers also have the capability to invest in technologies while offering logistics solutions, whereas smaller unorganized service providers may not have the financial wherewithal to do so. This is typically reflected in their value added offerings such as real-time tracking, data analytics, customer helpdesk, among others, which smaller unorganized service providers are unable to offer.

Cost-effective solutions: On account of their scale of operations, the large organized service providers are able to negotiate better terms and conditions with their associated vendors, thereby leading to cost-effective solutions.

Professional management and brand: Another key differentiator is the levels of professionalism associated with an established brand name. Large organized service providers typically pay a lot of attention towards the service aspect of their business such as customer satisfaction and complaint resolution, among others and hence operate with high levels of professionalism.

Deterrents to 3PL growth in India

3PL has gained wide acceptance in developed countries, as the companies in these nations have wide and complex distribution networks, and more importantly, do not consider logistics as a core competency. However, this scenario has yet to be replicated in a substantial way in India, resulting in lower market entry by 3PL players. Customers limit outsourcing contracts to more routine, commoditized services, instead of more innovative, strategic services due to, among others, the following factors set out in the CRISIL Report.

- The logistics industry in India is highly fragmented. While the transportation segment is dominated by small trucking companies and individual truckers, the freight forwarding segment is represented by small customs brokers and CFAs. Similarly, there are a huge number of participants in the warehousing segment. "Last mile" connectivity across all small towns and cities may pose a challenge even to 3PL players.

- Companies may be reluctant to outsource business functions such as logistics due to the critical role of logistics to a company's business activities, which would result in considerable losses in the event of disruption to the logistics chain.

- Companies may lack awareness of how a 3PL can add value in the overall supply chain.

Market size and outlook for 3PL in automotive components sector

Effective logistics management crucial for fragmented industry

The automotive component market in India, which is highly fragmented in nature, has largely grown in clusters, being linked to concentration of OEM assembly plants, in and around Pune and Aurangabad (West), Chennai (South) and Manesar, Gurgaon (North). *(Source: CRISIL Report.)*

Typically, large OEMs apply the just-in-time ("**JIT**") approach to inventory management. Hence, the assembly lines require well-coordinated scheduling of parts and sub-assemblies, ensuring the supply of automotive components in line with the production schedule. Any delays therefore, have a direct impact on the OEM's output in a highly competitive market. *(Source: CRISIL Report.)*

Logistics cost comprises 5.0-5.5% of total revenue for automotive components industry

Manufacturing of automotive components depends on end-user offtake such as OEMs, replacement market and exports. However, to correctly estimate logistics cost for the automotive components sector, the CRISIL Report has also considered imports. *(Source: CRISIL Report.)*

Industry interactions reveal that the overall logistics costs for the automotive components industry comprises 5.0-5.5% of their total revenue, with outbound logistics contributing the most significant part of this cost. *(Source: CRISIL Report.)*

The level of in-factory logistics cost for automotive component service providers depends upon the level of sub-contracting employed by them. Similarly, the inbound component of cost is dictated by where materials and parts are sourced from. *(Source: CRISIL Report.)*

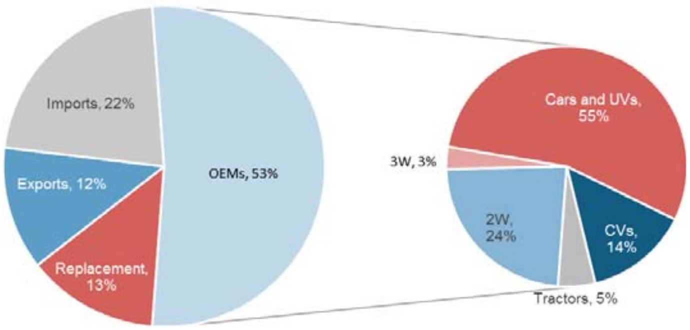
Auto-components industry expected to grow between 9-10% over three years

The CRISIL Report expects the automotive components industry to grow between 9-10% to ₹4,550-4,700 billion by Fiscal 2020. During this period, the OEM and exports segments are expected to grow at 10-12% CAGR.

Within the OEM segment, demand will primarily flow from cars, UVs and commercial vehicles. Tractors are also expected to see steady growth, provided the monsoons are normal. In respect of exports, domestic companies are starting to manufacture components that are on par with global standards with the help of joint ventures and technical collaborations, owing to changing regulatory standards. Furthermore, there has been an increase in exports as a result of India's competitive advantage as a low cost manufacturer. *(Source: CRISIL Report.)*

Simultaneously, rising investments in research and development by domestic service providers and stricter regulatory standards will restrict competition from imports. Imports are expected to grow at a CAGR of between 8-10%. The proportion of domestic replacement market is expected to remain consistent with historic levels. *(Source: CRISIL Report.)*

OEMs dominant customers of automotive components



(Source: CRISIL Report.)

"Just-in-time" inventory management for out-bound logistics results in increased 3PL share. Further, additional scope for expansion in inbound logistics activities exists

The automotive components industry has a 3PL share of 60-65%, which is contributed largely by out-bound logistics. This is a result of the JIT approach to inventory management and a large part of the supply being to OEMs. However, its share in in-bound logistics is comparatively lower. *(Source: CRISIL Report.)*

The overall logistics cost of the automotive components industry, as a per cent of revenue, is expected to be along similar lines over the next three years. Implementation of GST is not expected to result in significant cost savings in logistics for the sector. *(Source: CRISIL Report.)*

3PL share will continue to remain at these levels over the next three years. While the industry enjoys a fairly good level of 3PL share, especially in the out-bound logistics segment, there is potential in the in-bound logistics segment. Factors such as a comprehensive regional presence and an ability to offer value added services such as re-packaging will play a key role in improving the reach of 3PL service providers within the in-bound segment. *(Source: CRISIL Report.)*

Consequently, the CRISIL Report estimates the 3PL market size in the automotive component industry to increase at a three-year CAGR of 14-16% to ₹165-170 billion in Fiscal 2020.

Market size and outlook for 3PL in automobiles sector

The automobiles OEM sector broadly comprises of cars and utility vehicles ("**UVs**"), commercial vehicles, tractors, two wheelers and three wheelers. Among these segments, cars and UVs dominates the automobile sector with 45% of the total sales by value. *(Source: CRISIL Report.)*

Transportation dominates supply chain management in automobile

Among the various segments of the supply chain, transportation accounts for about 75-80% of the total supply chain management market for automobiles. Transportation is used in both inbound as well as outbound part of the supply chain, as the vehicles as well as the components are required to be transported to and from several locations. However, warehousing (including VAS and in-factory logistics) which accounts for about 20-25% of the total supply chain management market for automobiles is majorly required in the inbound part of the supply chain rather than on the outbound. *(Source: CRISIL Report.)*

3PL service providers increasingly provide services such as in-factory logistics and value added services to the sector. These services include stores management, line feed, sub-assemblies and inspection, among others. *(Source: CRISIL Report.)*

3PL has significant share in inbound logistics for automobiles; underlying sector growth to drive 3PL market

The logistics spend by automobile sector towards logistics accounts for about 4.5-5% of the turnover. Among the supply chain management market for automobile; inbound and outbound logistics have a similar share. The CRISIL Report estimates the 3PL market for automobile sector at approximately ₹145-150 billion in Fiscal 2017.

There is high 3PL presence especially for inbound logistics in automobiles because of the high potential for value addition in such logistics thereby ensuring the proper management and on time supply of automotive components (which are housed in various clusters) is in line with the production schedule.

The CRISIL Report expects 3PL share growth to be driven by the underlying growth of the automobile sector. Hence, 3PL market size is anticipated to be ₹235-240 billion in Fiscal 2020.

According to the Department of Heavy and Public Enterprises, GoI ("**DHPE**"), the GoI is undertaking an initiative under the National Electric Mobility Mission Plan 2020 for the promotion of increased usage of the hybrid and electric vehicles, and the research and development and the creation of infrastructure in relation to the hybrid and electric vehicle technology. *(Source: DHPE, as available on http://dhi.nic.in/UserView/index?mid=1347 as at July 31, 2017.)*

Market size and outlook for 3PL in cars and UVs industry

The industry can be broadly categorized into two segments: cars, and UVs. Both segments are dominated by certain select manufacturers, which together account for 80-90% share of the overall market. *(Source: CRISIL Report.)*

Transportation dominates supply chain management in cars and UVs industry

Passenger vehicles are primarily transported by road, as are parts and components for their manufacture. Other modes such as coastal shipping and railways are still developing. Hence, transportation by road remains the preferred mode. In-factory logistics is an emerging area of 3PL adoption in automotive. *(Source: CRISIL Report.)*

Improved incomes, stable cost of ownership to support long-term demand for cars and UVs

Domestic market

During the past three years, cars and UVs sales have grown at a CAGR of about 7% between Fiscals 2014 and 2017. Over the next three years, the CRISIL Report expects growth to accelerate at a CAGR of about 12-13%.

Exports

Between Fiscals 2014 to 2017, exports of cars and UVs grew at a CAGR of about 8%. Over the next three years, the CRISIL Report expects exports of cars and UVs to grow at a CAGR of 9-10%.

Increased 3PL share as participants adapt global practices; sector growth to drive 3PL market ahead

Total logistics costs account for about 4% of the industry's turnover. Increased share of 3PLs in cars and UVs industry resulted in a 3PL market size of ₹66-68 billion in Fiscal 2017. The CRISIL Report estimates 3PL market size in cars and UVs to increase at a CAGR of 20-22% to reach ₹119-121 billion in Fiscal 2020.

There is an increase in share in inbound logistics because automobile manufacturers need to maintain effective control over inventory. Components for cars and UVs are sourced from various locations. Hence, inbound logistics typically involve transportation and warehousing as compared to direct delivery of the finished product to a dealer in outbound logistics. *(Source: CRISIL Report.)*

The cars and UV industry has witnessed a few instances of outsourcing in-factory logistics to 3PL to reduce costs and improve efficiency. These services include storage and movement of raw materials, components and sub-assemblies to the production lines. However, this can result in scope for expansion. In the long term, manufacturers are expected to outsource their requirements for in-factory logistics and value added services to 3PL service providers. *(Source: CRISIL Report.)*

Market size and outlook for 3PL in commercial vehicles and tractors sector

Commercial vehicles comprise intermediate commercial vehicles, medium commercial vehicles, light commercial vehicles, multi-axle vehicles, tractor trailers and tippers. Commercial vehicles represented 75% of the market size for commercial vehicles and tractors in Fiscal 2017. *(Source: CRISIL Report.)*

Supply chain for the industry follows a hub-and-spoke model

Tractor and commercial vehicle manufacturers typically follow a hub-and-spoke model, under which the company has a large central warehouse attached to manufacturing plants which distribute goods to strategically located secondary warehouses, based on demand centres. *(Source: CRISIL Report.)*

Since transporting commercial vehicles ("**CVs**") through long trailers are difficult, a majority of such vehicles are transported by own-power method, i.e., they are driven on their own power. On the other hand, tractors are transported through trailers. *(Source: CRISIL Report.)*

Commercial vehicle industry to grow moderately

Sales of CVs (domestic and exports) have grown at a CAGR of 5% between Fiscals 2014 and 2017. Domestic market accounted for about 87% of sales and expanded at 6% CAGR in the same period. *(Source: CRISIL Report.)*

Between Fiscals 2017 and 2020, the CRISIL Report expects domestic sales to grow at a CAGR of 8%.

Tractor sales to step up steadily

Tractor sales (domestic and exports) decreased at a CAGR of 2% between Fiscals 2014 and 2017, where domestic market accounted for about 88% of total sales and decreased at a CAGR of 3% in the same period. Between Fiscals 2017 and 2020, the CRISIL Report expects domestic sales to rise at a CAGR of 10%.

3PL share is moderate, in-factory logistics can unlock further opportunities

Total logistics cost account for about 4-5% of the industry's turnover. The CRISIL Report estimates the share of 3PLs service providers in the industry to be moderate, and a 3PL market size of ₹25-27 billion in Fiscal 2017.

In commercial vehicles and tractors, transportation and warehousing are involved in both inbound as well as outbound logistics. However, due to the bulky nature of commercial vehicles and tractors, outbound logistics has a slightly higher share compared to inbound logistics. *(Source: CRISIL Report.)*

The CRISIL Report estimates 3PL market size to increase at a CAGR of 8-10% to ₹33-35 billion in Fiscal 2020. Over the long term, in-factory logistics can lead to further opportunities for the 3PL industry.

Market size and outlook for 3PL in two wheelers and three wheelers sector

The two-and three-wheeler industry comprises motorcycles, scooters, mopeds and three-wheelers. Manufacturers in the industry can be segregated into high volume (more than 1 million), mid-volume (between 0.1-1.0 million) and low volume (less than 0.1 million), depending on annual volume sales. *(Source: CRISIL Report.)*

Supply chain model for the participants broadly depends on their volume

As in the case of passenger vehicles, a centralized distribution model is followed, with vehicles transported directly from factory warehouse to the dealers. This leads to greater economies of scale (largely for high volume companies) and typically large trailers and double-floored multi-axle trucks are used to transport vehicles. Mid-sized companies generally follow a state warehouse model as the cost economics do not support direct transportation to dealers, for example, it is not possible to achieve a full truck load, which results in increased transportation cost. The warehouses also act as distribution centres for dealers within the state. Depending on the requirement, the vehicles are transported to state warehouses, and onwards to dealers. *(Source: CRISIL Report.)*

Two wheeler sales to grow faster driven by the Seventh Pay Commission payouts and rural demand

The CRISIL Report projects two- and three-wheeler sales to accelerate at a CAGR of about 9% between Fiscals 2017 to 2020 from a CAGR of about 6% between Fiscals 2014 and 2017.

Exports to pick up over next three years

The CRISIL Report forecasts two- and three-wheeler exports to grow steadily at a CAGR of about 4% between Fiscals 2017 and 2020. Between Fiscals 2014 and 2017, the growth of two- and three-wheeler sales stood at about 4%.

Medium to high 3PL share in two-wheeler and three-wheeler industry

Total logistics costs account for 5-6% of the industry's turnover. In Fiscal 2017, the 3PL market experienced a medium to high share which represented a 3PL market size of ₹54-56 billion. The CRISIL Report estimates 3PL market size to increase at a CAGR of 13-15% to ₹81-83 billion in Fiscal 2020.

Market size and outlook for 3PL in the pharmaceutical industry

The pharmaceuticals industry can be broadly categorized into two segments: formulations and bulk drugs.

Carrying and forwarding agents dominate the supply chain

Manufacturing Plant → **CFA** → **Stockist** → **Retailer** → **Consumer**

(Source: CRISIL Report.)

Pharmaceutical service providers have an extensive distribution setup across India, with multiple layers comprising CFAs, distributors and retailers. Goods from the primary warehouse or regional warehouse of companies are moved to CFAs across states. Along with distribution, traditionally CFAs facilitate the stock-transfer mechanism to save on CST and aid collection of payments from the retailer. Pharmaceutical companies have one or two CFAs per state depending on the size of the state. However, post GST, pharmaceutical companies are likely to consolidate their supply chains. Hence pharmaceutical companies may employ 2-3 C&F agents for serving 4-5 states compared to current 1-2 C&F agents per state. As a result, consolidation of warehouses and removal of CFAs will be accomplished in a phased manner. *(Source: CRISIL Report.)*

Drugs are generally transported by road through temperature-controlled vehicles as per the United States Food and Drug Administration's regulations. Transportation cost constitutes a major share of logistics cost across the supply chain, as transportation through temperature-controlled vehicles is costlier than normal transportation. Further, exports constitute a major share of the industry, thereby leading to higher transportation cost, as transportation cost for exports is higher than domestic transport cost. Warehousing cost for the sector is comparatively less as goods are stocked in warehouses only for a short period and continuously replenished. *(Source: CRISIL Report.)*

Domestic formulations market to lead growth

Domestic formulations grew at a CAGR of 12% between Fiscals 2014 to 2017. Between Fiscals 2017 to 2020, the CRISIL Report expects domestic formulations to grow at a CAGR of about 12-13%. As per World Health Organization data, India's per capita expenditure on health is among the lowest among developing countries, which indicates significant potential for growth. *Currently low 3PL market share; GST a game changer over the long term*

Total logistics cost accounts for 2.5% of the industry's turnover. The CRISIL Report estimates the share of 3PLs in pharmaceutical industry to be low translating into 3PL market size at ₹22-24 billion in Fiscal 2017.

3PL service providers currently have a low market share in the pharmaceutical industry. The CRISIL Report estimates 3PL market size for the pharmaceutical industry to grow at a CAGR of about 8-10% to ₹29-31 billion in Fiscal 2020. 3PLs in the pharma industry are preferred to other logistics service providers for carrying specialized products such as drug samples and bio pharma products because of the increased value of drugs involved. Although 3PL service providers charge a premium compared with CFAs, the savings derived offset the increase in cost.

Further, potential for 3PL service providers exists in the market over the long term due to following factors set out in the CRISIL Report:

- Pharmaceutical service providers have employed CFAs in every state to maintain the average transit of two or three days for goods to reach stockists and also to save on CST. CFAs usually hold buffer inventory of 45-60 days and make goods available to stockists on demand. Currently, pharmaceutical companies have one or two C&F agents per state depending on the size of the state. Post GST, pharmaceutical companies may employ either single or 2-3 service providers to serve four to five states depending on scale of operations. Hence, over the long term, companies are likely to realign their network according to supply chain requirements in view of implementation of GST.

- Further, the companies may also prefer a logistics service provider with a pan-India presence to have large mother warehouses to address demands from various nearby states.

- Bulk drug and formulation exports follow a complex distribution chain. When routed through different layers, for example, CFAs may be utilized until airports or seaports and then freight forwarders and customs clearance agents take over, the quality of goods could be affected due to various intermediaries at different levels. 3PL service providers can leverage these opportunities in order to provide end-to-end integrated services.

Market size and outlook for 3PL in the bulk industry

Bulk represents commodities shipped in large, unpackaged amounts. The CRISIL Report has focused on steel and cement to represent the bulk industry. Furthermore, for bulk, only outbound logistics costs has been taken into consideration for estimating 3PL market size.

Logistics cost for cement industry is significantly high; while it is vice-versa for steel

Logistics cost for cement industry is significantly higher at 20-22% of the total cost of sales as cement is a low-value, high-volume commodity. Transportation accounts for a majority of logistics cost in the cement industry. Presently, almost equal proportions of cement are dispatched by rail and road. *(Source: CRISIL Report.)*

As steel is a high-value, low-volume commodity, freight cost is low (compared to other bulk material), at 5-7% of the total cost of sales. Transportation accounts for 90-95% of logistics cost, primarily because steel products are generally transported only once the demand is raised by the client. *(Source: CRISIL Report.)*

As per the Vision 2020 document of the Indian Railways, approximately 50-60% of domestically produced steel will be transported by rail. However, the availability of wagons and the extent of last-mile connectivity will need to be taken into consideration. *(Source: CRISIL Report.)*

3PL share is low and there is scope to improve in the long term

Total outbound logistics cost is 20-22% of the cement industry’s turnover and 5-7% of the steel industry’s turnover. CRISIL Research estimates the 3PL market size for bulk sector to increase from ₹8-10 billion in Fiscal 2017 to ₹10-12 billion in Fiscal 2020.

Presently, there are no 3PL service providers present in the cement logistics industry, whereas 3PL service providers account for 3-5% of the steel industry.

Opportunities for 3PL service providers exist, especially for supply chain optimization in the bulk industry.

Market size and outlook for 3PL in e-commerce

To ensure short delivery times, proximity to customers is important. Hence, major e-retailers prefer to set up warehouses close to demand centers. However, last mile delivery accounts for a considerable share in the total logistics expense and hence transportation cost comprises approximately 65-70% of an e-retailers supply chain management cost.

Increasing participation and lucrative offers set pace for e-retail’s rapid growth

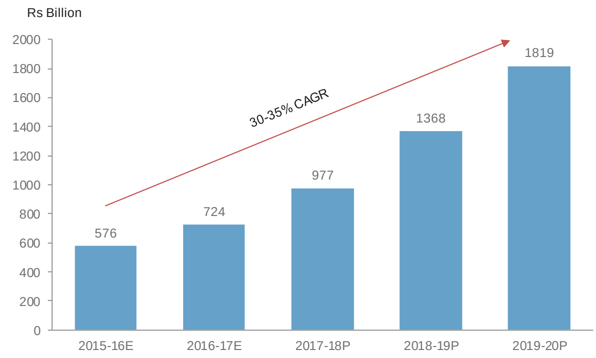
India’s e-retail industry, comprising inventory and marketplace models, gained prominence with the launch of Flipkart in 2007 and Amazon in 2013. High early-stage and venture-capital funding increased e-retail market share across retail product segments, enabling the industry to expand at a CAGR of 56% between Fiscals 2013 and 2016 to reach ₹576 billion. *(Source: CRISIL Report.)*

Increasing internet penetration, higher disposable income and rising urbanization are the primary growth drivers of e-retail. User-friendly portals, ease of shopping, growing awareness, high pricing discounts (in comparison with brick-and-mortar stores), easy delivery, and innovation are the other key factors that have increased growth. *(Source: CRISIL Report.)*

E-retail to post healthy growth, albeit slower than earlier

The CRISIL Report estimates that the Indian e-retail sector will grow at a CAGR of 30-35% between Fiscals 2016 and 2020, which is slower than the past three years' CAGR of 56%.

E-retail growth trajectory



(Source: CRISIL Report.)

Higher 3PL share; end-user growth to drive 3PL e-retail market

Total logistics cost accounts for 9% of the industry's turnover. The CRISIL Report estimates the market share of 3PLs as growing, with a market size of ₹59-62 billion. The reason for the increased 3PL market share is that scaling up in-house logistics service is challenging and time-consuming, given that infrastructure in India is still developing. Over the past few years, 3PL service providers have developed solutions to cater specifically to the e-retail industry in order to achieve shorter delivery times. *(Source: CRISIL Report.)*

The CRISIL Report anticipates that a three-year CAGR of about 30-35% between Fiscals 2016 and 2020 in the e-retail industry will result in the 3PL market size expanding to ₹135-140 billion.

Market size and outlook for 3PL in consumer durables, consumer electronics and FMCG

The consumer durables and electronics ("**CD&E**") industry includes goods and appliances such as televisions, washing machines, refrigerators, air conditioners and mobile phones. The fast-moving consumer goods ("**FMCG**") industry comprises consumer foods, beverages, and home and personal care products. *(Source: CRISIL Report.)*

C&F agents dominate logistics space for CD&E and FMCG industries

In a typical supply chain in the CD&E industry, raw materials are sourced from multiple locations, as companies usually have more than one manufacturing facility, or are imported. Post manufacturing, the supply chain follows a hub-and-spoke model, in which the company has a large central warehouse attached to its manufacturing plant, which distributes the goods to several state warehouses. Depending on the demand and requirement, the goods from the state warehouses are dispatched to dealers and distributors. *(Source: CRISIL Report.)*

In the FMCG industry, raw materials are typically sourced from the vicinity of manufacturing plants. The post manufacturing supply chain for FMCGs (for example, dispatch from the central warehouse to the dealers and distributors) is similar to that of the CD&E industry. *(Source: CRISIL Report.)*

Both industries have a large presence of C&F agents. C&F agents are responsible for managing the warehouse and loading goods for delivery to the dealer and distributor. Furthermore, the service providers for each component (e.g., primary transportation, warehousing and secondary transportation) are mostly different, while a few service providers offer both warehousing and secondary transportation. *(Source: CRISIL Report.)*

CD&E industry to grow at a CAGR of about 12-13% over three years

The CRISIL Report expects the CD&E industry to grow at a CAGR of about 12-13% to ₹2,750-2,800 billion in Fiscal 2020.

FMCG market to grow at a CAGR of approximately 11-12% over three years

The CRISIL Report expects the FMCG market to grow at a CAGR of about 11-12% to ₹4.6-4.65 trillion in Fiscal 2020. Consumer foods, which account for 33-35% of the industry, is expected to grow at a CAGR of about 14-16%.

3PL share to rise, logistics cost to decline

Total logistics costs account for 5-7% of industry turnover. The CRISIL Report estimates the market share of 3PL service providers in CD&E and FMCG to be low, and estimated at a market size of ₹20-22 billion.

The 3PL service providers have a low share in the industry, in turn, due to the significant presence of C&F agents. To gain the advantages of CST, service providers in the industry have leased warehouses from C&F agents in almost all states across India. *(Source: CRISIL Report.)*

The overall logistics cost of the CD&E industry, as a percentage of revenue, is expected to decline over the next three years. As a result of the implementation of GST, the CRISIL Report expects warehousing costs for both industries to decrease, as consolidation of warehouses that have been set up earlier for tax incentives is now expected. GST is also expected to increase share of 3PL service providers, owing to warehouse consolidation and need for reliable, organized service providers in transportation. Hence, the CRISIL Report expects the market for 3PL service providers to expand at a CAGR of approximately 25% to ₹39-43 billion.

Factors such as comprehensive regional presence and other value added services such as end-to-end management of transportation, consolidation of warehousing, outsourcing of in-factory logistics and distribution related value added services will play a key role in improving the reach of 3PL service providers in these sectors, over the long term. *(Source: CRISIL Report.)*

Market size and outlook for 3PL in engineering

The engineering industry can be broadly categorized into two segments: heavy engineering and light engineering.

Project logistics is a key driver for timely delivery

Project logistics involves transportation of heavy machinery, equipment and other capital goods from the manufacturer to the project site. It is a crucial aspect of any project, as a delay in transportation of any equipment can delay the entire project, leading to losses for the customer. *(Source: CRISIL Report.)*

As the cargo involved is usually heavy machinery and equipment that is oversized and complex, the transporters are expected to possess expertise in transporting over-dimensional cargo. Hence, transportation requires a fleet of special-purpose vehicles, such as trailer beds, crawlers and pullers, among others, as well as vehicles with a dedicated loading-unloading mechanism. *(Source: CRISIL Report.)*

3PL service providers have recently entered the project logistics space by providing services such as scheduling, tracking and control of the entire flow of materials, along with transportation services. In addition, value added services, such as on-site logistics and inventory management, have enhanced the value proposition for end-customers. *(Source: CRISIL Report.)*

As a result, 3PL service providers have started gaining a foothold in this segment, largely due to greater accountability and integrated cargo solutions, as opposed to the fragmented transportation model of individual transporters. *(Source: CRISIL Report.)*

Share of transportation is higher in total supply chain management of engineering

The cost of logistics largely depends on the size of goods, varying 3-6% across heavy and light engineering goods. The share of outbound logistics is higher compared with inbound logistics, as the end product is generally very heavy which requires large trucks and trailers. *(Source: CRISIL Report.)*

Potential for in-factory logistics is high, as the manufacturing plants are generally spread over large areas with multiple processing units, and heavy goods are to be transported across these processing units. Goods are moved across these processing units through trucks, trailers and cranes. *(Source: CRISIL Report.)*

Engineering goods demand to be propelled by infrastructure investments

The heavy engineering industry grew at a low 2-4% in Fiscal 2016, due to slow growth in demand from end-users, such as power and infrastructure. The industry is expected to grow at a CAGR of about 5-7%, due to an increase in demand, driven by investments in the power segment and the railways. *(Source: CRISIL Report.)*

In case of light engineering, the CRISIL Report expects the industry revenue to grow marginally between Fiscals 2017 to 2019, provided demand recovers in the end-user industries.

3PL share is low; potential for growth in inbound and in-factory logistics

Total logistics cost accounts for 4% of the industry's turnover. The CRISIL Report estimates the share of 3PL in the engineering industry to be low, translating into a 3PL market size of ₹3-5 billion in Fiscal 2017.

Typically, 3PL service providers are present in inbound and in-factory logistics for the industry, as outbound logistics is outsourced to transporters. However, there is a growing preference for 3PLs in the engineering industry, especially when the delivery is time-bound, because of the greater value of capital goods involved. *(Source: CRISIL Report.)*

The CRISIL Report estimates further 3PL potential exists in inbound, and in-factory logistics, translating into 3PL market size increasing at a CAGR of about 20-22% in Fiscal 2020.

Market size and outlook for 3PL in telecom and retail

Organized Retail

The total logistics cost accounts for 5-6% of organized retail industry's turnover. While outsourcing of logistics functions is a standard practice, the market share of 3PL services in the industry is relatively lower, translating into 3PL market size of ₹27-29 billion in Fiscal 2017. Typically, the outbound logistics costs are higher than in-bound logistics costs, considering last mile delivery of final products to various stores and outlets and high replenishment cycles as compared to other sectors. For the same reason, transportation costs are typically higher than warehousing costs for the sector. *(Source: CRISIL Report.)*

The CRISIL Report estimates the organized retail industry at approximately ₹3,483 billion in Fiscal 2017. Over the past 5 years, organized retail grew at a CAGR of about 13-14% due to under-penetration, expansions by existing domestic and global retailers and the entry of new players. In the long term, organized retail is expected to grow at a CAGR of about 22-23% from ₹3,483 billion in Fiscal 2017 to ₹6,300 billion to ₹6,500 billion in Fiscal 2020. Accordingly, organized retail market share is likely to increase to approximately 10% in Fiscal 2020, mainly due to reasons such as increasing urbanizations, rising number of working families, increased demand for better buying experiences and service quality as compared to local retail outlets, among others. *(Source: CRISIL Report.)*

Over the next three years, the CRISIL Report expects 3PL share to improve further and thereby estimates 3PL market size to reach ₹60-62 billion in Fiscal 2020. The CRISIL Report estimates that there is significant scope for increased 3PL usage within the sector as organized retail service providers are increasingly demanding better supply chain management and exceptional logistics practices to compete effectively. The potential for value-added services is also high as activities such as packaging, labeling, quality control, among others, are increasingly outsourced in order to focus on core business activities of procurement and sales. *(Source: CRISIL Report.)*

Telecom

The telecommunications industry comprises of telecom services and telecom infrastructure. While the logistics requirements in telecom services is minimal, telecom infrastructure companies are estimated to spend about 4-5% of their investments in logistics. *(Source: CRISIL Report.)*

In Fiscal 2017, the CRISIL Report expects investments of ₹108 billion in telecom infrastructure. This translates into a 3PL market size of about ₹0.2-0.4 billion in Fiscal 2017. Going forward, investments in telecom infrastructure are expected to moderate to ₹90 billion in Fiscal 2020 due to a decrease in site additions and moderate increase in towers. Hence, the 3PL market size in telecom will remain low.

Market size and outlook for freight forwarding industry in India

Freight forwarders act as a single window for international shipments

International trade across the world happens through shipping lines and airlines, with shipping lines accounting for majority of the trade volume. *(Source: CRISIL Report.)*

Freight forwarders organize storage and shipping of merchandise on behalf of consignors. They act as an intermediary between consignors and various transportation services such as cargo ships, trucks and airlines. They have business arrangements with various carriers, which help shippers in planning the best routes and mode of transport for their shipments depending on the nature of the cargo and the timeline. Freight forwarders also provide integrated services that include container handling, clearing and forwarding, transportation, warehousing and customs house agency activities. *(Source: CRISIL Report.)*

Freight forwarding market is driven by volume of exports and imports

The freight forwarding market in India is dependent on the volume of exports and imports. Air freight accounts for about half of the overall freight market by value. The CRISIL Report estimates the freight forwarding market to be approximately ₹710 billion in Fiscal 2017.

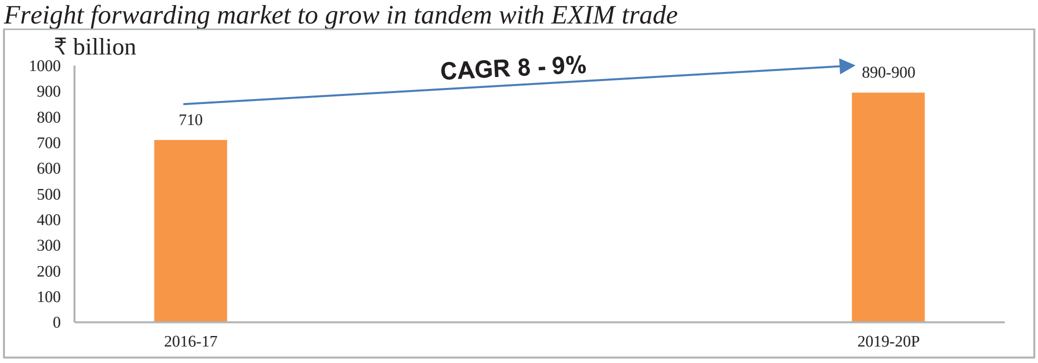
The CRISIL Report anticipates that the freight forwarding market will grow at a CAGR of about 8-9% to ₹ 890-900 billion in Fiscal 2020. *(Source: CRISIL Report.)*

The growth will be driven by:

- Increase in trade;
- Investments in support infrastructure such as airports and ports; and
- Export growth from small and medium enterprises.

Between Fiscals 2017 and 2022, the CRISIL Report anticipates that investments in airports will amount to ₹250-275 billion and investments in ports for infrastructure development will amount to ₹325-375 billion. These developments will reduce the congestion in ports and airports and thus support freight traffic growth. *(Source: CRISIL Report.)*

Freight forwarding market to grow in tandem with EXIM trade



(Source: CRISIL Report.)

Market Size and Outlook for PTS in India

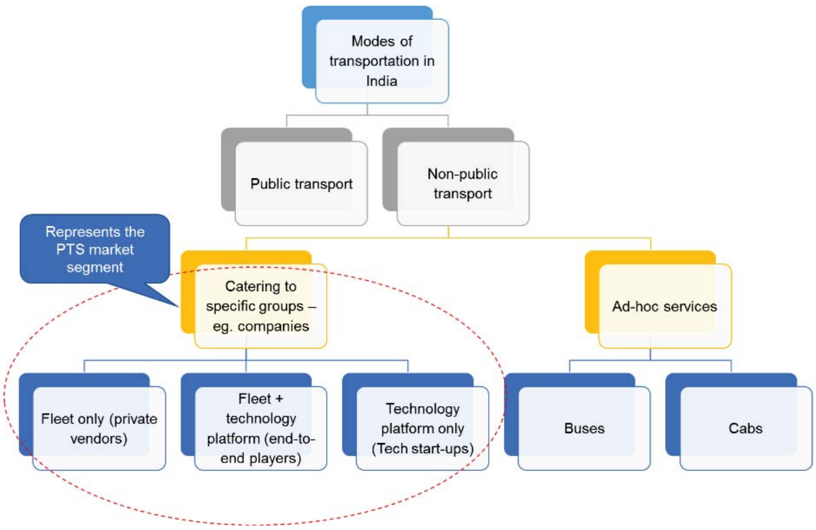
Overview

The CRISIL Report has defined PTS as transport services provided by corporates for the exclusive use of their employees. Such services are usually outsourced to third-party vendors or specialized companies and its cost is borne by the company. These services are distinct from the ad-hoc transport services, typically provided by private bus vendors or taxi aggregators, where the cost is always borne by the user. *(Source: CRISIL Report.)*

Increasing significance of PTS

Although the concept of PTS is not new to India, its significance has increased rapidly over the past few years, driven by the IT and ITeS sectors. *(Source: CRISIL Report.)*

Structure of transportation in India



(Source: CRISIL Report.)

Factors such as "24x7" operations and the need to support global clients as per their respective local time has led companies to enter contracts with third-party transport vendors to help employees commute from home to the workplace and back, usually at odd hours. Another factor which contributed to the growth of the PTS segment was that the applicable regulations required companies to provide adequate and safe transport facilities, especially to their female employees and for those working at night. *(Source: CRISIL Report.)*

Even within the broad manufacturing and service industries set-up, companies often provide transportation services to its employees, especially in situations where factories or plants are located in the peripheral areas of the city. *(Source: CRISIL Report.)*

Industry evolves to fleet with technology platform

In an effort to provide safe and convenient transport facilities to their employees, many companies have faced challenges relating to efficient routing, driver-background verifications, accident protocol, among others, apart from the cost of managing their own fleet of buses and cars. This has led to outsourcing of people transport related activities to specialized service providers. *(Source: CRISIL Report.)*

Due to technological advancements made in the transportation space, the PTS industry has seen an increasing number of start-up companies that provide transport management technology platforms. Those service providers who provide both fleet as well as technology platforms will be able to service a company's end-to-end transportation requirement. The role of technology is gaining importance, not only from the point of view of route optimization and reduced travel time, but also on account of safety and compliance (for example, tracking of employees and drivers, among others). Increasingly, companies are looking to outsource their entire PTS activities to service providers who are able to provide an optimal combination of technology and operations. *(Source: CRISIL Report.)*

PTS industry to reach market size of ₹85-95 billion in Fiscal 2020

The CRISIL Report projects the PTS industry to grow at a CAGR of 8.5-9.5% to ₹85-95 billion in Fiscal 2020, driven by the IT and ITeS sectors. The industry was estimated to have grown to ₹65-75 billion in Fiscal 2017.

The IT and ITeS sectors, with an estimated employee base of approximately 3.8 million in Fiscal 2017 are the biggest users of the PTS industry in India. *(Source: CRISIL Report.)*

Going forward, growth in the PTS industry will continue to be led by IT and ITeS sectors. Large organized service providers who are able to provide both technology and fleet services are expected to grow at a faster rate than only fleet providers as companies are increasingly moving towards the trend of outsourcing their entire PTS function to a third party provider. In order to estimate the market size for PTS industry in India, the CRISIL Report have relied on industry interactions and estimates to determine the pan-India employee base; typical per employee spend on transportation; as well as current levels of utilization within the IT, ITeS and the banking and financial services industries. *(Source: CRISIL Report.)*

Growth of PTS linked to increasing employee base

Increasing share of services sector in overall GDP: The share of services sector in the overall GDP, which increased from approximately 49% in Fiscal 2011 to approximately 54% in Fiscal 2017, indicates a growing employee base which may require transportation services. This translates in the long-term positive outlook for the PTS industry. *(Source: CRISIL Report.)*

Shift of office locations to peripheral areas

Increasingly, in an attempt to reduce real estate costs, companies are shifting their back-offices to peripheral areas of the city. This may necessitate the need to provide transportation services to employees based in the heart of the city, thereby leading to the growth of the PTS industry. *(Source: CRISIL Report.)*

Efficient routing remains a challenge

Efficient routing and reduced travel time remains one of the key challenges for the PTS industry. In large companies, the sheer scale of employees may make it difficult to plan for efficient routing. Additionally, the use of large vehicles, such as buses, may not allow for point-to-point drop facilities. *(Source: CRISIL Report.)*

Corporate shuttle buses – an emerging trend

Recent headwinds faced by the IT and ITeS industry in the form of commoditization of traditional services, ramp-downs and uncertainties in international arena, among others, has driven companies to explore various cost-cutting measures to stay competitive in the current market scenario. An emerging trend in the PTS industry is the corporate shuttle bus service, which presents companies with an opportunity to provide transportation to their employees without deploying dedicated resources, thereby eventually reducing overall costs. This is clearly evident in companies which operate largely during the day. *(Source: CRISIL Report.)*

Corporate shuttle bus services may be arranged by a consortium of companies operating within the same geographical vicinity. In such cases, scheduled transportation services are made available exclusively to employees of the companies participating in such an arrangement. Shuttle bus services providers act as an aggregator between companies and third-party transporters who own the buses, thus operating on an "asset-light" model. *(Source: CRISIL Report.)*

Using a digital interface, the employees are able to prove their identity and book their seats on such shuttles. A key difference between shuttle bus services and regular scheduled bus or cab services is that in the former, the cost of transportation is borne by the employee while the company only acts as a facilitator. *(Source: CRISIL Report.)*

OUR BUSINESS

This section should be read in conjunction with the sections titled "Risk Factors", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 20, 117 and 225, respectively, as well as the financial information included in the section titled "Financial Information" on page 224. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

OVERVIEW

We are one of India's largest[1*] 3PL solutions providers in the Indian logistics industry which was estimated at ₹6.40 trillion in Fiscal 2017, according to the CRISIL Report. We believe that our competitive advantage is our "asset-light" business model pursuant to which assets necessary for our operations such as vehicles and warehouses are owned or provided by a large network of business partners. Our technology enabled, "asset-light" business model allows for scalability of services as well as the flexibility to develop and offer customized logistics solutions across a diverse set of industries. We operate in two distinct business segments, SCM and corporate PTS.

***Our SCM business**:* We offer customized and end-to-end logistics solutions and services including transportation and distribution, warehousing, in-factory logistics and value added services to our clients. We operate our SCM business through a pan-India network comprising 24 city offices and over 350 client and operating locations as at May 31, 2017. We have a large network of over 1,000 business partners providing us vehicles, warehouses and the other assets and services for our SCM business. As at that date, we managed over 10.0 million square feet of warehousing space spread across our pan-India network of multi-user warehouses, built-to-suit warehouses, stockyards, network hubs and cross-docks. As at May 31, 2017, we operated in-factory stores and line-feed at over 35 manufacturing locations. Our "asset-light" business model along with our solutions design capabilities enables us to serve over 200 domestic and multinational companies operating in several industry verticals in India, including automobile, engineering, consumer goods, pharmaceuticals, e-commerce and bulk. We have sourced or developed our customized technology systems in order to provide innovative and cost-efficient solutions and to improve transparency and visibility for our clients.

Certain key clients for our SCM business include Volkswagen India Private Limited, Vodafone India Limited, Thermax Limited, JSW Steel Limited, Ashok Leyland Limited, Siemens Limited, Bosch Limited, BMW India Private Limited, 3M India Limited, and Mercedes-Benz India Private Limited.

In Fiscals 2017 and 2016, our SCM business won several prestigious awards including the "3PL Achiever of the Year 2017" award by Global Logistics Excellence Awards, the "CII Supply Chain and Logistics Excellence (SCALE) Award 2017" and the "3PL Company of the Year 2016" award by Logistics Asia Awards.

Our PTS business: We provide technology-enabled people transportation solutions and services across India to over 100 domestic and multinational companies operating in the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. We offer our services through a fleet of vehicles provided by a large network of over 500 business partners. As at May 31, 2017, we operated our PTS business in 12 cities and over 120 client and operating locations across India.

Certain key clients in India for our PTS business include Tech Mahindra Limited, AXISCADES Engineering Technologies Limited and ANZ Support Services India Private Limited**.**

Our subsidiary, 2X2 Logistics, provides logistics and transportation services to OEMs to carry finished automobiles from the manufacturing locations to stockyards or directly to the distributors through specially designed vehicles. Our other subsidiary, Lords, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters.

In Fiscals 2017, 2016 and 2015, our total consolidated revenue was ₹26,762.52 million, ₹20,771.25 million and ₹19,395.55 million, respectively. Our SCM and PTS businesses contributed 88.94% and 11.06%, respectively, to our total revenue from operations in Fiscal 2017. The revenues from operations of our SCM business attributable to non-Mahindra Group clients increased by a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from

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[*] *On the basis of annual revenues.*

₹3,523.06 million in Fiscal 2015. Our Adjusted Profit after Tax increased by a CAGR of 22.26% to ₹600.41 million in Fiscal 2017 from ₹401.68 million in Fiscal 2015. In Fiscals 2017, 2016 and 2015, our profit after tax was ₹460.69 million, ₹359.68 million and ₹385.24 million, respectively and our Adjusted ROE (excluding Surplus Funds) was 33.77%, 39.95% and 89.55%, respectively. As at March 31, 2017, our long-term borrowings were ₹260.88 million and our Surplus Funds were ₹1,412.16 million (including cash and cash equivalents of ₹501.69 million). For definitions of Adjusted Profit after Tax, Adjusted ROE (excluding Surplus Funds) and Surplus Funds, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 14.

The Mahindra Group is one of India's leading corporate groups and has operations across several industries and countries. The Mahindra Group has a strong presence in the utility vehicles, farm equipment, information technology, financial services, aerospace, real estate, hospitality and logistics sectors. The Mahindra Group's consolidated revenue and profits in Fiscal 2017 were ₹897.13 billion and ₹40.51 billion, respectively. As at May 31, 2017, M&M had a market capitalization of ₹879.68 billion. M&M is included by the Forbes magazine in its list of the "World's Biggest Public Companies (Global 2000 list)" for the year 2017. *(Source: Forbes magazine, as available on http://www.forbes.com/global2000/list/ as at July 31, 2017.)* In addition to being our anchor client, entities within the Mahindra Group have provided us access to their quality systems and corporate governance practices.

Prior to 2008, our business was operated as a division of M&M serving the transportation and distribution, warehousing and in-factory logistics requirements of M&M. Subsequently, this business was transferred to Mahindra Logistics Limited in 2008. In Fiscal 2014, we received investment from private equity firms Kedaara AIF and Normandy.

COMPETITIVE STRENGTHS

We believe that the following are our primary competitive strengths:

An "asset-light" business model which allows flexibility and scalability in operations and high capital efficiency

We operate our business primarily on the basis of an "asset-light" business model which enables us to offer a variety of flexible, scalable, solutions and services based on our client's requirements and handle complexities that are unique to the Indian logistics industry. This business model also allows us to manage any fluctuations in demand more efficiently and minimize any adverse effects resulting from cyclical movements. The Mahindra brand and our experience in the logistics industry have enabled us to build long-standing relationships with a large number of our business partners who provide us the operating assets we use for our SCM and PTS businesses. The scale, flexibility and efficiency we are able to achieve as a result enable us to serve the requirements of a diverse set of industry verticals. For example, for a large steel producer, we were able to increase deployment of additional vehicles required on a short notice to meet the increased demand for the launch of their new products, without any additional costs. Similarly, we were able to reduce deployed capacity, when the steel producer had fewer dispatches due to a cyclical downturn in its business.

An "asset-light" business model also helps us reduce our capital expenditure requirements, mitigate the effects of operational risks relating to direct fuel costs, maintenance costs and depreciation in addition to reducing the effect of any risks emanating from changes in laws and regulations. This also enables us to deploy and utilize capital more efficiently, as reflected in our Adjusted ROE (excluding Surplus Funds) which was 33.77%, 39.95% and 89.55% in Fiscals 2017, 2016 and 2015, respectively.

Customized, technology driven logistics solutions

Technology is integral to our business and operations. We have focused significantly on technologies which have enabled us to offer cost-efficient and customized logistics solutions to our clients. On several occasions, we have developed innovative solutions to address complex challenges which are unique to our clients' industries. Our technology systems have also enabled us to control and command operations, undertake real-time tracking of vehicles, provide end-to-end visibility of operations and make timely corrective interventions.

Our investments in technology have allowed us to:

- study, model, design and optimize supply chain and logistics solutions for our clients;

- manage inventory as well as connect and exchange information with our clients' systems allowing them to control any supply chain gaps; and
- plan and optimize routes, transportation networks and consignment loads which has resulted in adherence to committed transit time and cost optimization for clients.

For example, we have developed two distinct TMS. One is the MILES which we use exclusively for transportation of finished automobiles. We have also developed "MyCargo360", which is a flexible and scalable TMS and is deployed across all industry verticals we serve. Our technology solutions have allowed us to reduce transit time significantly for many of our clients. For example, we were able to leverage our MyCargo360 and control tower capabilities for a large e-commerce client to significantly reduce transit time on the Delhi-Mumbai route.

We have also automated the end-to-end solutions we provide to our clients for our PTS business, from route planning and route allocation to operational tracking of trips, safety and emergency response and finally, billing and collections. For further details regarding the technology systems we use in our operations, see "—*Technology*" on page 155.

Integrated, end-to-end logistics services and solutions

Our integrated, end-to-end logistics services focus on creating solutions that address the requirements of our clients across our SCM and PTS businesses. Use of integrated, end-to-end solutions from a single 3PL logistics service provider such as us results in enhanced time and cost efficiencies for our clients, which encourages them to use our services. As part of our SCM business, we offer a wide range of solutions including transportation and distribution, warehousing, in-factory logistics and other value added services. In domestic transportation, we offer short, medium and long haul transportation as well as in-city distribution services. We offer international freight forwarding services through our subsidiary, Lords. We offer multi-user warehousing services as well as built-to-suit, customized warehousing solutions. We provide our clients with value added services such as packaging, bundling and quality checks. Our in-factory logistics solutions usually involve the storage and management of input materials and semi-finished goods, the building of kits and their arrangement in sequence and the movement of such materials to our clients' production line.

Our business development and solutions design functions are dedicated to, and specialize in, designing customized integrated logistics solutions for our clients, which have helped improve service levels, cost, quality, scalability and visibility of our clients' supply chain. This, along with a combination of our pan-India logistics and transportation network and diversified service portfolio, has made it possible for us to attract and retain clients across various industry segments. For instance, we began our relationship with a large automotive multinational company in the year 2014 by offering them our in-factory logistics services. We have since expanded our relationship with them and are now also managing warehouses to support the production line at their factory, managing "just in time" and "just in sequence" transportation of automotive parts to their factory, and the storage of finished automobiles.

In our PTS business, we fulfil the end-to-end people transportation requirements for select clients through management of their transportation desks. We believe that this service offering not only delivers better control and quality, but also ensures safety and generates cost advantages for our clients.

The Mahindra brand and support from the Mahindra Group

We are a part of the Mahindra Group, which is a well diversified group with operations across several industries and countries. M&M is included by the Forbes magazine in its list of the "World's Biggest Public Companies (Global 2000 list)" for the year 2017. *(Source: Forbes magazine, as available on http://www.forbes.com/global2000/list/ as at July 31, 2017.)* We are managed by Mahindra Partners, which is a division of M&M and manages certain of its investments. As a part of the Mahindra Group, we adhere to high levels of professionalism and corporate governance standards. Our association with the Mahindra Group lends us the credibility which has assisted us in building long-standing relationships with a large number of our clients and business partners as well as hire and retain industry talent. We believe that we benefit in reputational terms with clients throughout India, as well as in terms of access to capital and credit ratings, as a result of being a company associated with the Mahindra Group. We believe that our clients associate the "Mahindra" brand name with quality, reliability, trust and value.

Entities within the Mahindra Group together constituted our largest client group and contributed 53.96%, 63.24% and 70.14% to our total revenue from operations in Fiscals 2017, 2016 and 2015, respectively. For example, for

M&M's automotive and farm sectors, we provide inbound transportation solutions using our network of cross-docks and consolidation centers, distribute finished vehicles and also provide in-factory logistics services. The experience we have gained in working with the Mahindra Group clients operating across different industry verticals has enabled us to understand the requirements and preferences of our non-Mahindra Group clients. It has also helped us design, operate, scale up and improve the quality of our service to our other clients. For example, our experience with managing in-factory logistics for the Mahindra Group gave us the necessary know how and expertise to provide those services for other clients in the automobile industry vertical. As a result, several major OEMs such as Volkswagen, BMW and Ashok Leyland are our clients. Over a period of time, we were able to extend our services to the clients operating in other industries as well.

Presence across diverse industry verticals with long-standing client relationships

We provide our SCM services to clients across various industry sectors such as automotive, engineering, consumer goods, pharmaceuticals, e-commerce and bulk. In our PTS business, we primarily serve the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. Our large client-base of over 300 clients across various industry verticals has enabled us to cross-leverage the know-how and best practices that we have acquired from our experience with a set of clients across a wider spectrum of clients. For instance, we have been able to apply some of the learnings from our automotive industry vertical to our e-commerce industry vertical. We adopted the "milk run" operation principles (i.e., a round trip that facilitates collection from different sellers of an e-commerce marketplace to a hub and from a hub to fulfillment centers) in our e-commerce industry vertical.

This approach has also helped us gain increased business from existing clients and expand our relationship with them. For example, we started our relationship with one of India's leading e-commerce companies by offering our line-haul transportation services. We have since expanded our relationship with the client, and our service offerings include an innovative last-mile distribution service, transportation services for large appliances and management of fulfillment centers. Our revenues from clients operating in the e-commerce industry have increased at a CAGR of 110.67% to ₹2,127.49 million in Fiscal 2017 from ₹479.38 million in Fiscal 2015.

Our growing presence across several industry verticals has helped us reduce our dependence on the Mahindra Group as well as on the automotive industry. The revenue that we derived from clients in the automotive industry has reduced to 60.84% of the total revenue from operations in Fiscal 2017 from 73.97% in Fiscal 2015. Similarly, the revenue that we derived from non-Mahindra Group clients has increased to 46.04% of our total revenue from operations in Fiscal 2017 from 29.86% in Fiscal 2015, representing a 112.93% growth during this period. The revenues from our SCM business attributable to non-Mahindra Group clients increased at a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015.

We believe that our execution capabilities and service quality standards has resulted in long-term relationships with our key, reputable clients. For example, we have a decade long relationship with a large, multinational consumer and pharmaceutical company. We started our relationship with this client by providing transportation and warehousing services. Over the years, we have expanded our relationship by providing services in new geographies, and by adding services such as in-factory logistics. Between Fiscals 2017 and 2015, the Client Retention Rate for our top 25 non-Mahindra Group clients in our SCM business remained at 92.0%. For definition of Client Retention Rate, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 14.

Experienced management team with strong domain expertise

We have an experienced and qualified senior management team, which has fostered a culture of innovation, entrepreneurship and teamwork. Many members of our management have several years of experience across diverse industries, including logistics and supply chain management. Our management team is led by our chief executive officer, Pirojshaw Sarkari, who has over 25 years of experience in logistics and aviation. Members of our management team are well-recognized in the logistics industry and have received awards for their contributions to the logistics business. For further details, see "*Our Management—Key Management Personnel*" and "*History and Certain Corporate Matters*" on pages 183 and 160, respectively.

In addition to experience in the transportation and logistics industry, several members of our senior management team have backgrounds in a variety of disciplines such as finance, operations, IT and consulting. We believe that our management team's comprehensive industry experience and diverse expertise assists us with detailed planning and management of our operations, effective quality control, implementation of our growth strategies and allows us to take advantage of current and future market opportunities. This has also helped us understand the requirements and preferences of, and develop strong relationships with, our clients as well as develop our large pan-India network of business partners. We also believe that this has contributed to the development of our brand over the years. The growth in our business and financial performance in the last few years demonstrates the effectiveness of our management team.

BUSINESS STRATEGY

We intend to continue to focus on the strategies set out below that we have developed with the help of one of the leading global management consulting firms.

Continue to grow share of our business from non-Mahindra Group clients

Over the years, we have capitalized on our expertise and experience and have expanded our operations to add non-Mahindra Group clients. We believe that this has contributed in reducing our dependence on business from the Mahindra Group clients. The revenues from our SCM business attributable to non-Mahindra Group clients increased by a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015. The revenue that we derived from non-Mahindra Group clients has increased to 46.04% of our total revenue from operations in Fiscal 2017 from 29.86% in Fiscal 2015, representing a 112.93% growth during this period. We plan to continue to focus on increasing share of our business from non-Mahindra Group clients by offering our services to a higher number of new clients and leveraging our relationships with our existing clients.

According to the CRISIL Report, it is an increasingly visible trend for businesses in India to outsource their logistics related operations in favor of large and organized 3PL service providers who provide long-term, strategic solutions in preference over 2PL or other smaller, unorganized players who offer limited transportation and warehousing services. CRISIL estimates that the size of the Indian logistics industry will grow at a CAGR of approximately 13.0% to ₹9.2 trillion in Fiscal 2020 from ₹6.4 trillion in Fiscal 2017. CRISIL Research has estimated that the size of the 3PL market in India will grow at a CAGR of approximately 19-21% by Fiscal 2020 on the basis of the current market share of 3PL service providers in various sectors. CRISIL expects the share of 3PL in the overall logistics market to increase from approximately 5.00% in Fiscal 2017 to approximately 7.00% by Fiscal 2020. We believe that our business growth would be further accelerated by these industry trends.

Focus on large revenue clients by providing integrated, end-to-end solutions and continue to provide additional services to existing clients

We intend to continue using our asset light model to acquire large revenue clients and provide them with integrated, end-to-end solutions to address all their logistics requirements. This gives our clients flexibility and scalability in their operations along with cost efficiencies. We expect that focusing on a few clients will allow us to manage and allocate our resources efficiently and enhance our ability to provide customized solutions. We also believe that this approach will result in increased revenues and a higher rate of renewal of contracts and will allow us to continue to grow our business. However, this approach may result in certain dependence on a limited number of clients in certain industry verticals.

Additionally, we will also continue to expand our relationships with our existing clients by offering additional logistics services to them. For instance, we enhanced our relationship with a large engineering multinational company by providing multi-modal transportation for their after-market business. Subsequently, we serviced their medical equipment distribution on a pan-India basis.

Continue to diversify our revenues from industry verticals such as consumer, pharmaceuticals, e-commerce and bulk

One of our key business strategies is to diversify our presence across industry verticals such as e-commerce, consumer, engineering and pharmaceuticals which have experienced significant growth in recent periods, and are expected to continue to grow significantly in the future. According to the CRISIL Report, the size of the 3PL market in India for the e-commerce, consumer, engineering and pharmaceuticals industries are expected to grow at rates of approximately 30-32%, 24-26%, 20-22% and 8-10%, respectively, between Fiscals 2017 and 2020.

We believe that our presence in other industry verticals has helped us, and will continue to help us, diversify our operations beyond the automotive industry. For instance, commensurate with the growth in our revenues from clients operating in industry verticals such as e-commerce, the revenue that we derived from clients in the automotive industry has reduced to 60.84% of the total revenue from operations in Fiscal 2017 from 73.97% in Fiscal 2015. We are one of the largest 3PL service partners to a leading e-commerce company and our revenues from clients operating in the e-commerce industry have increased at a CAGR of 110.67% to ₹2,127.49 million in Fiscal 2017 from ₹479.38 million in Fiscal 2015. Going forward, we intend to continue to enhance our competitiveness in these high growth industry verticals and further grow our revenues.

Continue to focus on enhancements in technology

We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. We have made consistent investments in technology over the past several years. In addition to investments in software systems, we have invested in building the capabilities of our technology team, which now has experts in domains such as usability engineering, solution consulting and architecture, solution design and development, descriptive and predictive data modeling, product management and infrastructure management.

We intend to continue to develop our technology systems to increase asset productivity, improve operating efficiencies, and strengthen our competitive position. We will continue to automate major processes in our business to improve process efficiency, reduce costs, and offer a differentiated value proposition to our clients. Going forward, we will focus on the areas set out below, which we could operate, among other ways, as "software as a service offering" on a cloud based platform.

- Advanced transportation management system with an integrated ecosystem involving real-time exchange of information with diverse client and service provider systems.
- Real-time and seamless supply chain visibility across the entire logistics value chain.
- Advanced warehouse management service for faster accessibility to the markets.
- Implementation of "internet of things" projects in certain operations.
- Advanced employee transportation management service for enhanced user experience.
- Using analytics to support real time decision making and operations support.

We may develop these technologies ourselves or source some of these from third party vendors. We may also pursue strategic alliances or acquisition opportunities in order to gain access to some of these technologies.

Leveraging on the changing logistics industry dynamics, particularly with implementation of the GST regime

The GST regime is expected to significantly change the Indian logistics industry and the manner in which it conducts business. The GST regime is expected to benefit the inter-state movement of goods. Businesses across several industries in India are expected to make their storage and transportation decisions on the basis of logistical efficiencies instead of their tax efficiency, which is likely to result in significant business opportunities for large, integrated logistics solutions providers who could gain larger volumes and nationwide contracts from clients. Furthermore, efficiencies achieved through the use of organized logistics partners will lead to lower freight costs and timely delivery of goods. A complete removal of check posts is likely to speed up transportation. According to the CRISIL Report, as logistical inefficiency and primary transport costs decline, the hub-and-spoke model is expected to proliferate and service levels will improve. This change in dynamics of the Indian logistics industry would enable us to aggregate state-based warehouses into one large, regional warehouse that would offer cost and operational efficiency in large markets.

We believe that aligning our business strategy with the implementation of the GST regime will be a significant factor for growth and profitability of our business in the near future. CRISIL anticipates that unorganized operators will not be able to provide the required services and this may result in consolidation of the Indian logistics industry. The GST regime will provide large organized 3PL players an opportunity to offer value-added services, especially in the field of supply chain design and consultancy, by working in coordination with their clients to restructure and optimize their storage, logistics and supply chain systems.

We intend to work in close coordination with certain existing clients who intend to rearrange their storage, logistics and related arrangements. In this regard we have recently designed and launched a GST solution for our existing and new clients. This solution will carry out network redesign and optimization, identify strategic warehouse locations, provide transportation and distribution solutions to meet market imperatives and increase data visibility and exchange. For example, we redesigned the network and operations of a leading multinational telecom service provider by assisting it to transition to a hub-and-spoke distribution model that improved service levels in addition to reducing costs.

Continue to establish new multi-user warehouses

In order to take advantage of the business expansion opportunities offered by the GST regime, we intend to obtain leasehold or license rights over large, multi-user, integrated warehouses in certain specific well-connected and central locations in each region in India which can be termed as "logistically suitable locations". An example of a warehouse which will embody this new strategy is our recently set up warehouse in Gurugram which is well connected to several manufacturing and consumption clusters in India and has an aggregate warehousing space of 191,000 square feet. We are also in the process of setting up additional large format, multi-user warehouses in certain strategic locations on a long-term lease basis. The locations for these multi-user warehouses take into consideration the post-GST demand patterns likely to emerge and how we intend to position ourselves to ideally serve our clients' needs. The warehouses will be constructed to industry standards of quality, safety, design and scalability. We will have the capability to provide a wide variety of warehousing and value added services from these multi-user warehouses. We will continue to focus on increasing the utilization rates of our new warehouses by continuing to attract new clients.

Continue to explore new business opportunities in new industry verticals and business segments

We will also explore opportunities for entry into certain other new industry verticals and business segments that we anticipate will experience growth in the near future, while maintaining our "asset-light" business model. These business opportunities include cold chain solutions in pharmaceuticals, logistics centers in industrial parks, project logistics, over dimensional cargo (i.e., where the length, breadth or height of the consignment is more than the standard container dimensions), coastal shipping and inland waterways and multi-modal logistics (i.e., the combination of different means of transport such as roads, railways, waterways and aviation) in our SCM business.

A significant portion of total freight movement is currently routed largely through roads as other networks are still not well developed. However, the GoI's move to shift traffic from road to rail and ships through development of infrastructure in DFCs, coastal shipping (i.e., the GoI's *Sagarmala Project*) and inland waterways is expected to move a portion of the freight traffic towards more cost-efficient modes. Through an integrated policy, the Indian Government is also working towards construction of over 50 economic corridors and upgrading key feeder and inter-corridor routes to improve overall efficiency of freight movement. The GoI also plans to develop 35 MMLPs in India that are expected to cater to approximately 50% of freight movement. *(Source: CRISIL Report.)*

The CRISIL Report estimates that the 3PL market size for the consumer and pharmaceutical industry is expected to increase at a CAGR of 24-26% and 8-10%, respectively, by Fiscal 2020, as consumer and pharmaceutical companies will consider realignment of their distribution network according to supply chain requirements in view of the GST regime and will prefer to have large warehouses to address demands from various nearby states, which are served by a 3PL logistics services provider with a pan-India presence.

BUSINESS OPERATIONS

We operate on the basis of an "asset-light" business model where we work with our business partners who provide us with the assets necessary for our operations such as vehicles, warehouses and other equipment as well as manpower.

Our services portfolio is diverse and spans various logistics activities, such as supply chain design and consulting to transportation, distribution and warehousing, in-factory logistics, freight forwarding and various value added services. Our end-to-end solutions and services can be bundled, customized and integrated in order to meet different needs of our clients, across a diverse set of industries.

Our services offerings can be classified primarily into two segments, SCM and PTS. Set forth below is a breakdown of our revenue from rendering of services, across the business segments that we operate in, for the periods indicated.

	Fiscal 2017		Fiscal 2016		Fiscal 2015	
	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations	Amount	Percentage of total revenue from operations
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Revenue from operations						
SCM business	23,715.37	88.94	18,138.52	87.88	16,789.49	86.95
PTS business	2,950.50	11.06	2,500.81	12.12	2,519.47	13.05
Revenue from operations (A)	**26,665.87**	**100.00**	**20,639.33**	**100.00**	**19,308.96**	**100.00**
Direct costs						
SCM business	21,897.18	82.12	16,825.36	81.52	15,601.04	80.80
PTS business	2,653.23	9.95	2,268.17	10.99	2,291.31	11.87
Total direct costs (B)	**24,550.41**	**92.07**	**19,093.53**	**92.51**	**17,892.35**	**92.66**
Gross margins (C= A – B)	**2,115.46**	**7.93**	**1,545.80**	**7.49**	**1,416.62**	**7.34**

Supply Chain Management Business

Our principal business is the SCM business which generated revenues of ₹23,715.37 million, ₹18,138.52 million, and ₹16,789.49 million in Fiscals 2017, 2016 and 2015, respectively, and which constituted 88.94%, 87.88% and 86.95% of our revenues from operations, respectively, in those periods.

As part of our SCM business, we consult with, and design supply chain solutions for our clients' which range from transportation (which may be network-based or a bespoke operation), warehousing (including multi-user as well as built-to-suit facilities), in-factory logistics (in order to effectively manage the movement and storage within a manufacturing facility), international freight forwarding and certain value added services (such as packaging, bundling, quality checks and kit-building).

Set out below is a graphical representation of our SCM services as well as our integrated, end-to-end solutions.

A diverse service portfolio allows us to meet the needs of our existing and potential clients across multiple industry verticals. In our SCM business, we serve over 200 clients, such as Volkswagen India Private Limited, Vodafone India Limited, Thermax Limited, JSW Steel Limited, Ashok Leyland Limited, Siemens Limited, Bosch Limited, BMW India Private Limited, 3M India Limited, and Mercedes-Benz India Private Limited in the automotive, engineering, consumer goods, pharmaceuticals, e-commerce and bulk industry verticals. We operate our SCM business through a pan-India network which comprised 24 city offices and over 350 client and operating locations as at May 31, 2017.

We offer customized logistics solutions developed by a group of solutions design engineers (the "**Solutions Design Team**") who have experience with supply chain optimization in the industries we serve. The solutions created by our Solutions Design Team help improve a variety of supply chain elements for our clients, including but not limited to service levels, cost, quality, scalability and visibility. Our Solutions Design team helps our clients in planning and designing transportation networks and can also re-model storage layouts to bring efficiency in our and our clients' warehousing or in-factory logistics operations.

We use technology-enabled tools that we have developed, or helped develop, in conjunction with processes and software to design transportation, warehousing and in-factory solutions across the industry verticals we serve. These tools, we believe, help us in optimizing sourcing, operations and utilization of assets sourced by us and results in operational and cost efficiencies for us and our clients.

Supply chain consulting services

We provide supply chain consulting services, where we work along with client teams to design, optimize or otherwise create optimal supply chain networks. This type of design and optimization service also seeks to embed technology, improving the overall performance of, and visibility in, the supply chain of our clients.

Our consulting services span both in-bound, to a client's manufacturing or processing operation as well as outbound and in-factory logistics. We use tools and software, both proprietary and licensed, in such assignments. For example, we redesigned the network and operations of a leading multinational telecommunications service provider by assisting it to transition to a hub-and-spoke distribution model that improved service levels in addition to reducing costs.

Transportation services

Our transportation services may be primarily categorized as:
- *in-bound solutions*, i.e., the transportation of goods, raw materials or semi-finished inventory to a client's factory, manufacturing or processing facility;
- *outbound solutions*, i.e., the transportation and distribution of finished products originating from a client's facility;
- *primary and secondary distribution*, i.e., the movement of finished products from the factory to stocking locations;
- *secondary distribution*, i.e., the movement of goods from stocking locations to the market; and
- *network-based distribution*, i.e., the operation of a dedicated business to business surface distribution network.

Types of transportation

Our transportation services may be further categorized in the manner set out below.

- *By mode*: road, rail and air for domestic transportation as well as through air and sea-freight in the case of international freight forwarding.
- *By vehicle size and capacity*: From 1-tonne up to 40-tonnes in capacity, tractor trailers and specially modified trucks.
- *By truck load*:
  - *full truck load*, where the contract with the client is for the capacity of an entire truck load; and
  - *part truck load*, where the contract is for less than a truck load and is consolidated with other loads and transported.
- *By delivery time*: express services; by road or air (which provide time definite delivery with proactive notifications).

Salient features of our transportation solutions

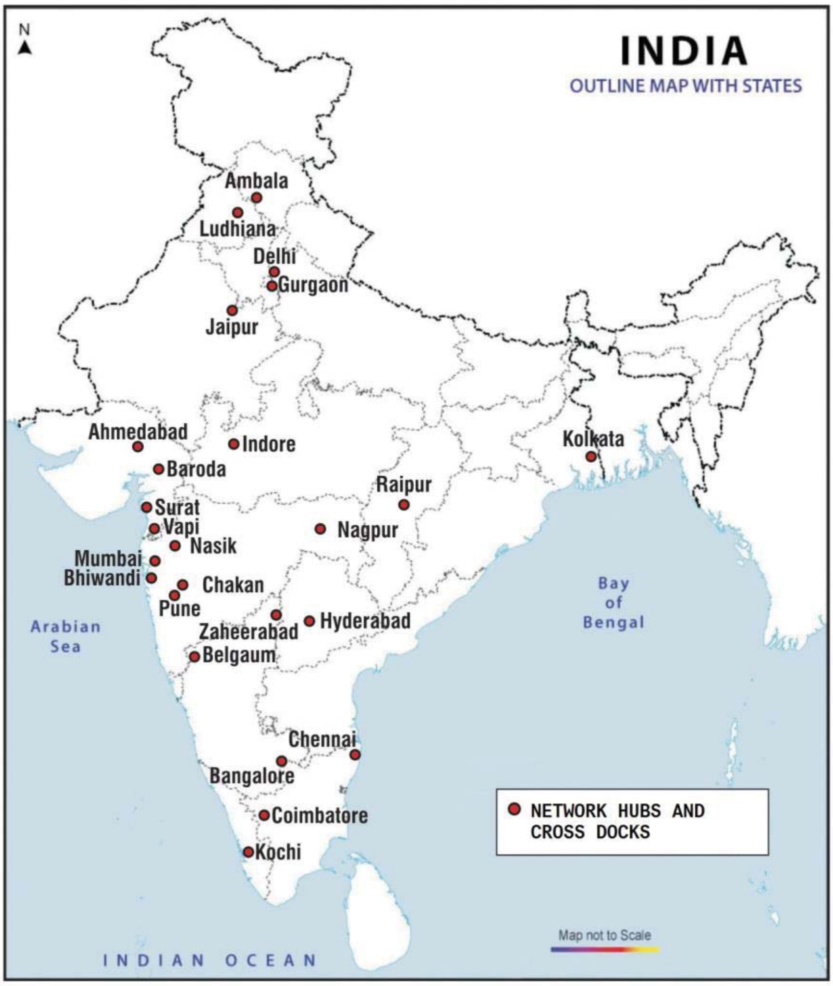
In-bound network

We operated an in-bound transportation network specifically designed and tailored to meet the needs of our clients in industries such as automotive and engineering, through a network of cross-docks, or consolidation and de-consolidation points, across India. We offer our clients the ability to have parts or components collected from a cluster of suppliers through a "milk run" operation (i.e., a round trip that facilitates collection from different suppliers within a particular cluster to a cross dock and from a cross dock to a manufacturing location). This cross-dock network has been specifically implemented to feed component and parts into manufacturing plants situated across India. For example, various parts can be collected from different component manufacturers through a milk run in north India, consolidated together at a cross-dock located at Delhi and then transported in one large truck to the client's manufacturing facility in south India. We are also in the process of expanding our cross-dock facilities.

Outbound express network

We have developed a dedicated business-to-business express delivery network which is technology enabled with track and trace and proactive notification abilities. We operate on a pan-India basis with a presence across 15 hubs serving over 14,000 postal codes as at May 31, 2017. Our network is built and operated by us on an exclusive basis for our clients. We believe that the quality of our network and our operating key performance indicators ("**KPIs**") help us deliver satisfactory transit times, visibility and traceability and lower damage ratios which result in client satisfaction and cost efficiencies. For example, through our express network, we provide a large, multinational engineering firm the ability to distribute certain spare parts across India, while simultaneously improving KPIs, and in the process, reducing cost for our client and enhancing client satisfaction.

The key highlights of our transportation network include intra-city and inter-city transportation, network hubs at 15 locations as at May 31, 2017 and dedicated daily vehicles movement between certain key metro cities. Set out below is a graphical representation illustrating our cross-docks and network hubs across India.



Specialized automotive outbound services

We also provide special transportation and logistics services to the automotive industry, pursuant to which finished vehicles are transported from the manufacturing locations of the OEMs and other players in the automotive industry to stockyards or directly to the distributors in specialized carriers. These carriers include dedicated car carriers, two-wheeler carriers, commercial vehicle carriers and flatbed trailers. We source a majority of these carriers from our large network of business partners.

We offer not only transportation but also quality check and storage facilities to our automotive clients, in conjunction with our stockyard management services. For further details in relation to stockyard management, please see "—*Warehousing services— Stockyard management*" on page 148.

We have also invested in a joint venture with IVC, 2X2 Logistics, which owns and operates our specialized car carriers. 2X2 Logistics generated revenues of ₹377.78 million and ₹159.99 million in Fiscals 2017 and 2016, respectively and recorded a loss after tax of ₹7.34 million and ₹0.67 million, respectively, in these periods. As at May 31, 2017, 2X2 Logistics had 27 employees and operated 127 specialized carriers.

Value addition in transportation, through our control tower

We require, and utilize, our technology infrastructure to support our operations. The control tower is an operations command center providing us the ability to control and optimize our varied transportation operations. Our control tower employed 44 personnel as at May 31, 2017. The activities performed by the control tower include track and trace, management of certain exceptional situations, real-time assistance to clients and business partners, data analytics and real time decision support. The control tower provides benefits such as improved service levels and client satisfaction, reduced idle time resulting in optimum vehicle utilization, increased capacity and cost optimization through dispatch planning and increased tracking of our business partners' performance. For further details, see "—*Technology*" on page 155.

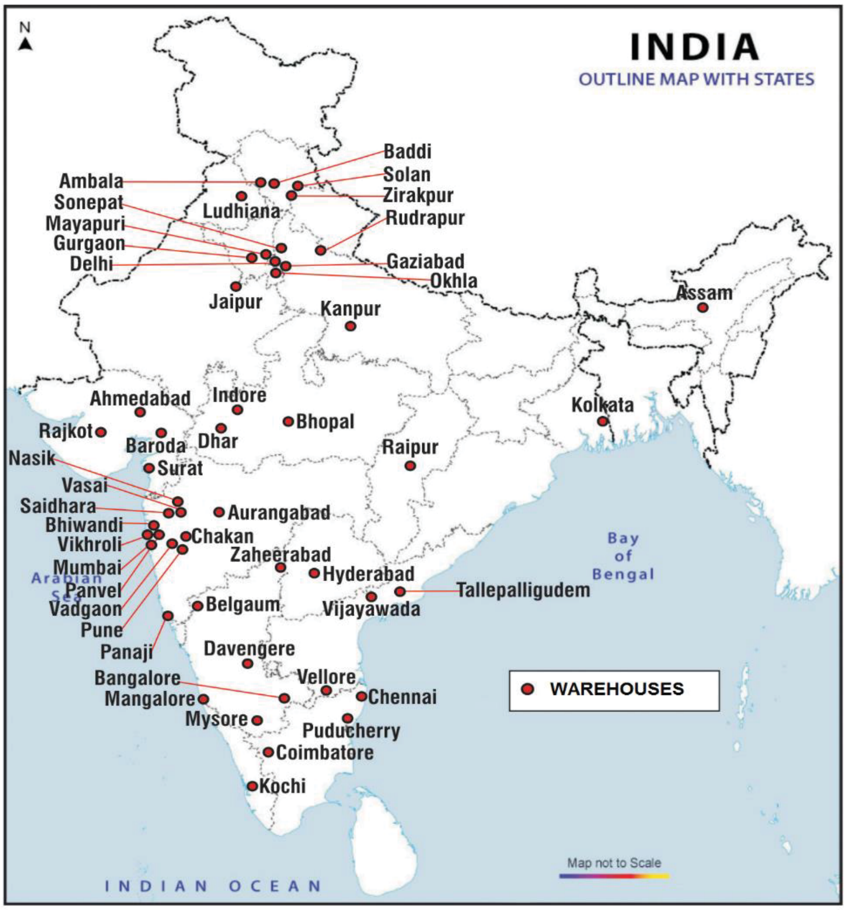
Our data analytics provides data such as distance travelled per vehicle or distance travelled per driver, including speed reporting and notification of delays through e-mail, SMS and through mobile applications. We maintain a "24 hours a day, 7 days a week" operation where client queries are resolved in a time bound manner. We also have an escalation matrix to address our clients' complaints and concerns, which can be escalated through a few levels within our organization, and at the highest level, to our chief executive officer ("**CEO**"). Finally, our control tower also serves as a road safety monitoring system (e.g., in the event any vehicle breaches defined speed limits) and serves as a central emergency response center in case of any incidents or accidents.

Warehousing services

We offer our warehousing services to clients as a separate service offering as well as part of our integrated logistics solutions. We operate our warehouses of various capacities throughout India. We also manage our clients' warehouses. We provide customized billing models tailored according to the business operations and preferences of our clients. All of our warehousing facilities have been obtained through lease or license arrangements with independent third parties. We enter into three to five year contracts with our clients. The lease or license periods usually match the lease or license arrangements that we have entered into for use of the warehousing facilities. As at May 31, 2017, we managed over 10.0 million square feet of warehousing space across India spread across multi-user warehouses, built-to-suit warehouses, stockyards, network hubs and cross-docks.

Our warehouse operations use certain technologies for improving productivity and increasing efficiency. We track our operating metrics through a structured process flow for each sub-operation and use practices such as the "warehouse optimization tool kit" for planning and optimizing manpower deployed in warehouse operations, a "layout optimizer" for optimizing layouts, and various other technology-enabled tools for optimal storage and retrieval analysis and operations management. In addition, we also utilize customized material handling equipment. For further details, see "—*Technology*" on page 155.

Set out below is a graphical representation illustrating our multi-user and built-to-suit warehousing facilities across India.



Built-to-suit warehousing services

Our built-to-suit warehouses are specially designed, built or outfitted based on our clients' needs. Our built-to-suit warehouses are typically used as central distribution centers or regional distribution centers which facilitate the customization and mechanization process. The resulting economies of scale allow consolidation synergies, which are further enhanced by our transportation services capabilities. We designed and operated a built-to-suit warehouse for a large automotive client in west India and assisted it in transitioning its operations to a "just-in-time and sequence" model, and which, we believe, has resulted in certain efficiencies in its in-bound transportation.

Multi-user warehousing services

Our multi-user warehouses are designed and built to cater to the needs of multiple users from different industry verticals. This allows us to offer the benefit of scalability and flexibility depending on volumes. Certain key highlights of our multi-user warehousing include the ability to allot space to multiple users, using tailored commercial models, addressing different types of demand, ensuring optimum utilization of resources and also allowing for a "per pallet position" model.

We operate on a variable cost model with a fixed minimum price for our services, which provides us with the flexibility of "upscaling" or "downscaling" our operations based on demand. Multi-user warehousing is typically used for regional distribution centers and satellite warehouses.
In order to take advantage of the business expansion opportunities offered by the GST regime, we have leased and plan to lease or otherwise obtain rights to use additional modern, large format warehouses in certain specific well-connected and central locations in each region in India.

Operations within a warehouse

We operate some or all of the following processes to suit our client requirements such as:

- managing of unloading of materials and provision of customized material handling equipment;
- managing put-away process (i.e., logistics processes from receipt of a load until it is stocked in its final destination within a warehouse) involving scientific, planned storage
- managing purchase orders, quality checks or inspection of goods;
- carrying out order processing, grouping of orders;
- packaging, re-labelling, promotion packaging, creating product kits; and
- managing sequence of shipping.

We also provide inventory management services such as inventory replenishment, counting of disbursement cycles by location, zone, item or item category and auto replenishment based on stock levels in these locations.

Stockyard management

Our stockyard management comprises the leasing, design and management of vehicle stockyards, used for the storage and further transportation of finished vehicles in the two wheeler, commercial vehicle and tractor segments. As at May 31, 2017, we operated over 50 stockyards. Certain key highlights of our stockyards include open and closed storage spaces, management of quality checks, as well as loading and unloading of finished automobiles on vehicles. We also provide document and inventory management services, supporting the optimization of stock or inventory and tracking and improving space utilization.

Value added services for our warehousing operations

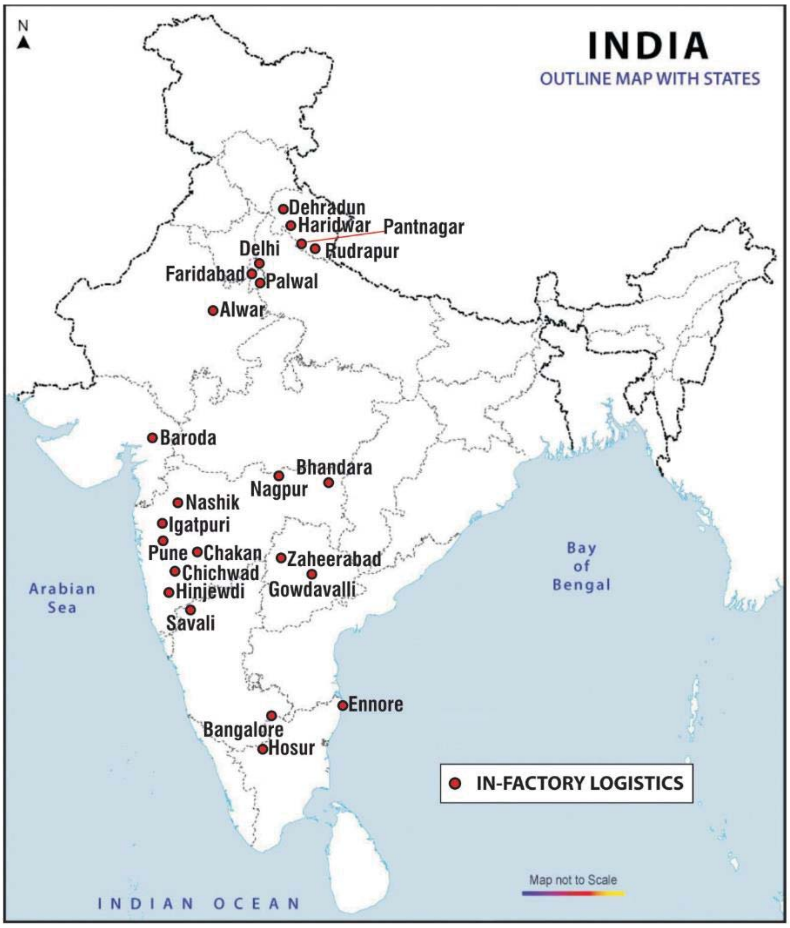
We also provide other value added services in connection with our warehousing operations which include, among others, quality checking, un-packaging, kit-building or bundling, re-packaging, labelling, promotional bundling and assembling goods, products or materials. Our value added services also include return management which involves handling reverse logistics (i.e., receiving, processing, storage and dispatch of client returns and the grading and refurbishment of returned materials).

The technology used by us in our warehouses allows for the control, visibility and audit of all material and inventory entering, stored in and leaving the warehouse. It also allows control over storage of a product, its retrieval and dispatch. Application of radio-frequency technology such as hand held scanners and integration of Mahindra Warehouse Management System ("**MWMS**") with our clients' enterprise resource management ("**ERP**") systems allows us to manage the flow of not only goods but also real time information on inventory and orders processed. See "—*Technology*" on page 155 for further details.

In-factory logistics services

Our in-factory logistics services are specialized services provided to manufacturers, pursuant to which we manage all logistics activities within a manufacturing or production facility. Our in-factory logistics processes work in close coordination with our clients' production line schedules and play an important role in overall supply chain of our clients. We undertake sequencing, kit building and trolley loading according to our clients' requirements. Our in-factory logistics processes also take care of warehouse management and inventory control within our clients' manufacturing facilities along with the allied information flow management. We undertake allied functions such as active inventory tracking, triggering re-order flags, providing receipt and performing physical verification of materials, creating kits, trolley filling and managing high value parts.

As at May 31, 2017, we operated in-factory stores and line-feed at over 35 manufacturing locations. Set out below is a graphical representation of the cities in which we have our in-factory stores and line-feed operations.



Stores management

We provide stores management services involving the receiving, quality checking, un-packing and storage of all inventory, sub-assemblies, parts and material which enters into a manufacturing facility. Our services include storage in racks and pallets with a locator system (where we provide optimized travel path, optimized storage space, segregation and storage of items based on various parameters), inventory control and dispatch of materials as per plan or trigger.

Kit-building and sequencing

Kit-building and sequencing involves the retrieval or picking of appropriate inventory or parts from the warehouse located in the factory and then arranging such parts and inventory into 'kits' or in sequence on trolleys or special fixtures.

Line-feeding

Line-feeding is the supply of kits, pre-sequenced parts or trolleys or fixtures containing inventory or parts to the clients' production lines. Such supply is done as per the requirement of inventory on production lines and is achieved through planning, coordination and application of technology to the process.

Freight forwarding services

We acquired our subsidiary, Lords, in 2014. Lords specializes in international freight forwarding and has offices in 9 cities in India. Lords' service offerings include air freight and sea freight forwarding operations for exports and imports, customs brokerage operations, project cargo services, and charters. Lords is a member of world-wide partner alliance (WPA) and world cargo association (WCA) freight forwarding networks. Our connections with a wide range of freight forwarders across the world enhance our ability to meet our clients' needs.

Air freight imports and exports
Our export shipment services include cargo pick up, cargo space booking and management, document preparation and destination customs clearance and delivery. We obtain cargo space from the airlines or their appointed agents directly. Our import shipment services include the checking of the estimated date of arrival and preparing of the documentation for customs clearance upon receiving the pre-alert notification from overseas freight forwarders or clients. We also provide air charter services, pursuant to which we charter freight aircrafts for our clients.

Sea freight imports and exports

Our sea freight forwarding services include the receipt of cargo or containers from clients, document preparation, obtaining cargo space from shipping agents or from shipping lines directly, customs clearance and delivery of cargo or containers.

Lords generated revenues of ₹667.73 million and ₹750.16 million in Fiscals 2017 and 2016, respectively and recorded a profit / (loss) after tax of ₹20.27 million and ₹(13.68) million, respectively, in these periods.

People Transport Solutions Business

We provide technology-enabled people transportation solutions and services as part of our PTS business to our clients, such as Tech Mahindra Limited, AXISCADES Engineering Technologies Limited and ANZ Support Services India Private Limited in the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. We offer our services through a fleet of vehicles provided by our business partners, which include small and mid-sized vehicles, sports utility vehicles, electric vehicles and buses. Our technology-enabled solutions offer application based interactions that provide optimized routes and vehicle utilization, which result in cost efficiencies for our clients.

In Fiscals 2017 and 2016, our PTS business generated revenues of ₹2,950.50 million and ₹2,500.81 million, respectively, constituting 11.06% and 12.12%, respectively, of our total revenue from operations in those periods.

As at May 31, 2017, we had a presence at over 120 client and operating locations in certain major cities in India, including Delhi, Gurugram and NOIDA in the NCR, Jaipur, Patna, Lucknow, Kanpur, Ahmedabad, Mumbai, Pune, Goa, Kolkata, Hyderabad, Bengaluru, Chennai, Kochi, Trivendrum and Coimbatore. These cities are operating locations for several companies in the IT and ITeS industries and having a presence in these cities allows us to offer services in all locations of our key clients across India. Our "asset-light" model provides us the flexibility and scalability while allowing us to focus on our core competence of integrating resources and providing a one-stop solution to our clients' people transport needs.

We emphasize on quality of service and safety in our PTS business operations. Our business partners' drivers are well trained and registered with us. These drivers are provided with a uniform pursuant to the applicable local laws and regulations and our clients' requirements. We pay attention to the well-being of these drivers and business partners through multiple programs around loyalty, health and overall wellness. We require the vehicles managed by us to follow stringent guidelines on age and maintenance. We also verify the cleanliness and safety of these vehicles through regular inspections.

We deploy technology in the form of applications for trip tracking and to assist supervisors in preparing the daily roster for allocation of vehicles. In addition, we have strict quality controls which we track using our technology systems. We also make use of our trip and fleet performance dashboards which help us monitor various performance metrics and provide us regular alerts of any non-compliance. Our vehicles are tracked and controlled through our control towers, specially designed and customized for our PTS business and located in each city where we operate our PTS business for optimal control and management.

We also operate shuttle bus services and also have commenced operating electric vehicles on a pilot basis at certain locations.

PLUS 5

With an aim to improve our service quality, we introduced a service excellence program under the name "PLUS 5". The PLUS 5 program is an incentive driven, rewards and recognition, and motivational program for our business partners' drivers that focusses on engaging and recognizing our business partners' drivers and site teams for better performance. The program improves driver turnout, vehicle quality, service quality, safety and on time performance.

Our Clients

So as to be able to more effectively target clients and develop customized solutions which rely on domain knowledge, we classify clients into two broad categories: automotive and non-automotive, and further into the following specific segments for sales and solutions design purposes:

(a). Automotive and engineering;
(b). Automotive outbound;
(c). consumer (including FMCG, consumer durables and electronics) and pharmaceuticals;
(d). e-commerce; and
(e). bulk.

Our PTS clients operate in the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries.

Set forth below is a table providing a breakdown of the total revenue from our SCM business across two broad categories of client segments that we operate in, for the periods indicated.

	Fiscal 2017		Fiscal 2016		Fiscal 2015	
	Amount	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**
Revenue from operations	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Automotive	16,222.51	60.84	14,022.49	67.94	14,283.20	73.97
Non-automotive	10,443.36	39.16	6,616.84	32.06	5,025.76	26.03
Revenue from operations	**26,665.87**	**100.00**	**20,639.33**	**100.00**	**19,308.96**	**100.00**

Contracts with clients

We work with clients to develop logistics solutions that meet their requirements.

- In respect of transportation services, we typically enter into annual service contracts with our clients, which are renewed every year on or prior to their anniversary. We offer flexibility in our contracts and our transportation contracts are usually customized according to certain terms, which may vary depending on whether we quote our prices on the basis of per truck (dedicated vehicles), per trip, per tonne, per tonne-per kilometer, per kilogram, overall project-based (optimization based or cost savings based), cost-plus management fees and per unit transported, among others.
- In respect of warehousing services, we typically enter into three to five year overall project based contracts and customized according to the certain terms, which may vary depending on whether we quote our prices on the basis of per square foot, per headcount of manpower (cost plus), overall project cost plus margin and savings based and output based (per piece), among others.
- In respect of in-factory services, we typically enter into annual contracts and customized the same according to terms such as per manpower, cost plus and per vehicle produced, among others.
- In respect of freight forwarding services, our contracts comprise a composite of rate, handling charges, and other charges.
- In respect of people transportation solutions, we typically enter into annual contracts, customized according to terms such as per trip, per kilometer, per employee or a dedicated per vehicle charge.

Significant variations in the scope of services required by our clients often results in a wide price range for our services.

- For transportation services, price differences are mainly due to the shipment origin and destination, the weight or volume of goods, the type of transportation service and the type of value added services provided.
- For warehousing services and in-factory logistics, supply chain design and bundling of value added services and the complexity and variability of the components of the solutions prevent the standardization of price ranges.
- For freight forwarding services, notwithstanding whether the transaction is export or import, the weight or volume of goods and the shipment origin and destination are the key determinants of the price charged per transaction.
- For PTS services, prices may vary depending on the number of trips, the distance travelled and the number of passengers transported.

Our relationship with the Mahindra Group

The Mahindra Group constituted our largest client group in Fiscals 2017, 2016 and 2015. Set out below are details of our revenue in Fiscals 2017, 2016 and 2015 which was attributable to services provided to the Mahindra Group and other clients, respectively.

	Fiscal 2017		**Fiscal 2016**		**Fiscal 2015**	
	Amount	**Percentage of total revenue from operations**	**Amount**	**Percentage of total revenue from operations**	**Amount**	**Percentage of total revenue from operations**
Revenue	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Mahindra Group clients	14,388.02	53.96	13,052.89	63.24	13,542.88	70.14
Non-Mahindra Group clients	12,277.85	46.04	7,586.44	36.76	5766.09	29.86
Total	**26,665.87**	**100.00**	**20,639.33**	**100.00**	**19,308.96**	**100.00**

Non-Mahindra Group clients

In Fiscals 2017, 2016 and 2015, our 20 largest non-Mahindra Group clients accounted for approximately 32.53%, 23.20% and 16.86%, respectively, of our total revenue from operations.

Client Service

We recognize that good client service is integral to our reputation in the 3PL industry and to client loyalty. We have a dedicated sales team which carries out sales calls to potential clients.

In order to evaluate potential clients and to comply with internal controls and risk management process, we also place emphasis on carrying out background checks on potential clients. For example, we will request potential clients for relevant documents to understand their credit position, clients or end-consumers and ownership. Our sales and commercial teams participate in the process of assessing whether to accept a new client.

We believe that we have strong business development capabilities and a sales tracking technology, which has enabled us to add significant new clients in the past two years.

Our Business Partners and Suppliers

Our suppliers are mainly business partners who provide us vehicles, warehouses and manpower. As at May 31, 2017, we worked closely with over 1,500 business partners across our SCM and PTS businesses. Our truck owners, truck and fleet aggregators, passenger vehicle owners and aggregators, warehouse owners and manpower service providers enter into contracts with us and we generally have long term business relationships with them. A number of our business partners have grown and developed their businesses with us.

Our network of business partner provides us access to large fleets and variety of transportation vehicles, from less than 1-tonne capacity to more than 40-tonne capacity. We believe that our access to a large fleet of vehicles allows us to provide flexibility, scalability and coverage of a large number of routes. While we use the truck assets of our business partners, the scheduling, routing, storing, and delivery of goods are managed by us. Control tower team members leverage our technology infrastructure and transport management system to maintain service levels and deliver shipments on time.

We believe that such subcontracting arrangements typically increase flexibility and cost effectiveness in carrying out our services and eliminate fixed overhead costs such as depreciation and maintenance costs related to ownership of assets.

We have defined and applied certain standards of service and quality of assets for our business partners across all our transportation and warehousing operations. We also require our business partners to carry out periodic preventive maintenance to ensure longer vehicle life, performance reliability and standard warehouse quality and safety. We select our business partners based on factors such as past experience, financial condition, service commitment and track record of performance on KPIs. Business partners are only allowed to operate once they pass defined selection criteria. In periods of high or exceptional demand, we invite and evaluate new business partners through a mix of online and offline methods.

Typically, our business partners discuss and seek advice on our growth plans and the various types of services we are likely to require, and then provide pricing proposals for different types of services required by us, which are subject to renewal on a periodic basis. Should business expansion opportunities arise, we allow our business partners to participate in an online tendering process to be allocated a share of the new business, based on the competiveness of their pricing and service level agreements.

We have set up a business partner development and loyalty program to expand our existing network of business partners as well as to incentivize our existing business partners to contribute more assets while improving service quality and performance. We train our business partners and their employees on topics such as customer service skills, communication skills, and etiquette. We conduct periodic reviews with all business partners where quality, compliance, reliability and their business expansion plans are discussed. Our business partners' engagement program seeks to develop and maintain strong ties with all business partners. We also recognize our business partners through annual awards.

In our PTS business, we have also focused on multiple initiatives to incentivize drivers of our business partners. One such initiative is our focus on developing driver-cum-owner ("**DCO**") business partners in order to meet our future needs. Such DCOs own and maintain their own vehicles, which they make available to us to support our operations. The induction, operation and control of DCOs is facilitated and automated through the use of technology. All drivers we work with, excluding DCOs, are on the payrolls of our business partners. Recognizing the pivotal role drivers play in our business, we regularly conduct initiatives such as road safety trainings, scholarships for the children of drivers, and health check-up camps across our operating locations for the benefit of drivers.

As at March 31, 2017, 2016 and 2015, there were outstanding trade payables of ₹3,858.32 million, ₹2,228.61 million and ₹2,191.20 million, respectively, which constituted 14.47%, 10.80% and 11.35%, respectively, of our total revenue from operations.

Employees

As at March 31, 2017, we managed a workforce of 13,525, including third party contracted manpower. We employed 4,704 full-time employees as at March 31, 2017. Set forth below are details of our employees by function as at March 31, 2017.

Function	**Number of employees**
Key management personnel	9
Control tower, solutions design academy and Others	105
Sales and marketing	73
Human resources and administration	85
Finance, accounts, commercial, taxation, procurement and legal	247
Technology	31
Operations	4,154
Total number of employees	**4,704**

Human capital is one of the key pillars of our success. We have established a safety and health policy for our employees to follow. In addition, we provide occupational safety education and trainings, conducted by internal and external trainers, to raise employees' awareness of safety issues.

We encourage equality, impartiality and diversity in our talent acquisition and recruitment policy. We provide employees with a defined growth track and support their growth ambitions. We maintain industry standards in our compensation. The scope and limits of reimbursements we provide to our employees are well defined. We regularly review and update our compensation and reimbursement policy to meet the evolving needs of the industry. We provide for medical benefits and insurance covers to our employees.

We focus on development of our employees by periodically evaluating their performance to create measurable improvements and actions. All evaluations are conducted objectively, fairly and with a constructive outlook to people development. We focus on learning not only through training sessions and workshops, but also through continuous, informal (or on the job) training, evaluation and guidance provided by our supervisors or managers to their team members. We promote self-development and follow various programs focused on employee development, knowledge enhancement and skill development. Our endeavor is to provide the framework within which all our employees receive opportunities to grow and achieve their aspirations for self-development, skill enhancement, learning and career growth.

Environment, Health and Safety

Due to the nature of our business, we do not directly generate industrial pollutants and did not incur any cost of compliance with applicable environmental protection rules and regulations as at May 31, 2017. As of the date of this Draft Red Herring Prospectus, we did not have any material non-compliance issues in respect of any applicable laws and regulations on environmental protection. We follow the health and safety-related rules and regulations set out in applicable central, state and local laws and regulations. As of the date of this Draft Red Herring Prospectus, we did not experience any significant incidents or accidents in relation to employees' safety or any non-compliance with the applicable laws and regulations relevant to the health and work safety issues.

Quality Management

As a part of the Mahindra Group, we have adopted The Mahindra Way ("**TMW**"), which is a business excellence model designed to promote excellence in pursuit of our business goals. TMW is a complete quality management system and is proprietary to the Mahindra Group.

TMW includes all the common policies, practices, and processes which are specific to the Mahindra Group's way of running its businesses. TMW influences how we create and provide solutions for our clients, spanning not just operations, but technology and information flow as well. We undergo an annual TMW assessment of our business by experienced assessors from the Mahindra Group. This provides us with regular feedback on our progress, achievements, and opportunities for further improvement.

Our quality management function is managed by our business excellence ("**BE**") team and they are responsible for the following:

- formulating and implementing systematic and standardized quality management policies and standard operating procedures for our operational processes in order to maximize the overall quality and consistency of our services;
- cross implementation of best practices;
- running quality recognition and awards for all departments and employees;
- overseeing compliance of our quality management policies and procedures by our different departments; and
- carrying out internal audits to identify areas for improvements.

Our operating solutions for clients are constantly enhanced by our dedicated BE team. BE team members possess specialized knowledge of TMW, lean six sigma, operations, supply chain, sales, process audit and safety. They work closely with our operations, sales and solutions design teams, designing improvements to existing processes and operations, implementing them, and ensuring quality and performance in our operations. The BE team leverages the Mahindra Institute of Quality, which is a recognized institute for manufacturing and service programs, to provide customized education and training to our employees in topics ranging from comprehensive quality management, operational excellence and six sigma. As at May 31, 2017, there was no incident of failure of our quality management which had a material impact on our business operations.

Competition

The logistics industry in India is highly competitive, dominated by a large number of unorganized players. Many segments within the logistics industry are highly commoditized and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation.

We believe that the principal competitive factors include service quality, reliability, price and the ability to understand evolving industry trends as well as the ability to anticipate, understand and address client requirements. The availability and configuration of vehicles and other facilities that are able to comprehensively address varying requirements of different industry segments and specific client needs is also another factor. We believe that our ability to compete effectively is primarily dependent on ensuring consistent service quality and timely services at competitive prices.

In the logistics industry, we compete with a variety of local, regional and global logistics service providers of varying sizes, operations and financial resources.

Our competitors include the DHL Group and its subsidiary in India - Blue Dart Express Limited, Gati Limited, Transport Corporation of India Limited and TVS Logistics Services Limited.

Technology

Technology is an important aspect of our "asset-light" business model. All our hubs, offices and operating locations are connected to our control tower that facilitates real time monitoring of our operations and consignment deliveries. This enables effective coordination and tracking of any consignment. We have introduced bespoke, innovative and incremental technological improvements in our operating procedures to ensure effective operational and fiscal controls. Our investments in technology include, among others:

- a TMS, which is used to control, optimize and recognize revenue from all transportation operations and offer benefits such as planning, vehicle allocation, vehicle traceability and route and freight optimization and has also allowed a reduction in billing cycles for our clients. We have developed and deployed two distinct TMS. One is the MILES, which is used exclusively for the transportation of finished automobiles. We have also developed "MyCargo360", which is a flexible and scalable TMS and is deployed across all industry verticals we serve.

- the central control tower ("**CT**") system and process, which is used in conjunction with the TMS and allows real time visibility, adherence with transit time, active intervention, traceability and vehicle journey planning and audit. Our CT system is a key differentiator and has enabled us to offer 'managed transportation solutions' to our clients, where we manage an entire segment of logistics activities, for example multi-modal outbound transportation from production plant or central storage location. In addition to tracking movement of the vehicles, it also tracks stoppage time and location of such stops, thereby encouraging drivers to strictly follow route and schedule instructions.

- the MWMS, which is an internally designed, developed and supported IT solution that we deploy to manage our logistics and warehousing operations. MWMS is configurable and able to account for complexity, scalability and flexibility of operations. Furthermore, MWMS can interface with our clients' ERP systems and helps us support multiple users in a single warehouse as well as a single user in multiple warehouses. We are also implementing the "Oracle Logfire" warehouse management system.

In addition to the above, we use solutions design systems which allow us to study, model and optimize supply chain solutions for our clients. Network optimization, route optimization, asset choice, warehouse space planning and allocation, and manpower and cost optimization are the key outcomes of these solutions design systems and processes. We also use a PTS platform system which automates the end-to-end solutions we provide to our clients, from route planning and route allocation, to operational tracking of trips, safety and emergency response and finally, commercial billing and collections.

We have also implemented an e-auction platform for use of our business partners' vehicles. In addition, we have made investments in an advanced last mile route and load optimization engine which we have developed in-house. We have developed and implemented a lane rate discovery platform (which extracts information across databases) for transportation pricing and procurement.

Intellectual Property Rights

We use, among others, the trademark "Mahindra Logistics" and the associated logo in the ordinary course of our business and in our corporate name. The name and trademark "Mahindra" and the associated logo is owned by, and is registered in favor of M&M. Pursuant to the Mahindra License Agreement, M&M has granted us the royalty-free, non-exclusive right to use the name, brand and trademark "Mahindra" and the associated logo until termination of the Mahindra License Agreement in accordance with the terms thereof.

For further details, see "*Risk Factors—We use the name "Mahindra" of our Promoter, M&M and the associated logo. We are exposed to the risk that the "Mahindra" brand may be affected by events beyond our control and that M&M may prevent us from using it in the future.*" on page 31.

We also own certain domain names, which include: www.mahindralogistics.com, www.mahindralogistics.in www.mahindralogistics.co.in and www.2x2logistics.com. We have filed applications for registration of certain trademarks including our corporate logo, under the Trademarks Act, which is currently pending approval from the Registrar of Trademarks. For further details, see "*Governmental and Other Approvals*" on page 279.

Properties

Our registered office is located at Mahindra Tower, P.K. Kurne chowk, Worli Mumbai 400 018, India.

Our corporate headquarters are located within two premises located at Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai 400 062, India where we have taken approximately 22,500 square feet of space on license basis.

We operate through 24 offices located in cities such as Delhi, NOIDA, Mumbai, Pune, Ahmedabad, Jaipur, Patna, Kolkata, Bengaluru, Chennai, Vishakhapatnam, Coimbatore and Hyderabad.

Owned properties

As at May 31, 2017, we did not own any property other than a piece of land measuring 2 acres and 90 cents and constructed property measuring 12,916 sq. ft. which is equivalent to 0.30 acres, aggregating to 3,20 acres of total land, located at Sembiya Manali Village, Ponneri Taluk, Thiruvallur District in Tamil Nadu. We are currently considering a potential sale of this property.

Leased or licensed properties

As at May 31, 2017, all of our city offices, operating locations, warehouses, stockyards, network hubs and cross-docks were operated on premises obtained on the basis of lease and license arrangements.

Insurance

Our operations are subject to hazards such as accidents, fires, riots, political disturbances, floods and other force majeure events, acts of terrorism and explosions, including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment.

Insurance for risks relating to loss and theft of, and damage to, certain goods we transport is usually obtained by our clients. However, we carry insurance for similar risks in cases where our clients specifically requested for it, such as for cash in transit. We have also obtained marine insurance in cases where our clients specifically requested for it. We also carry insurance for loss and damage due to negligent acts, errors and omissions while rendering services to our clients. We obtain policies for all our vehicles to cover third party liabilities.

We generally maintain insurance covering certain assets and operations at levels that we believe to be appropriate. We maintain standard insurance policies for fire and special perils such as accidents for assets of our Company. In respect of our equipment within warehouses and cross docks, we obtain insurance for burglary or theft.

We also carry health insurance for our employees. In addition, we have also obtained key-man insurance policies for Pirojshaw Sarkari (Chief Executive Officer) and Sushil Rathi (Chief Operating Officer).

Also see "*Risk Factors—We may face claims relating to loss or damage to cargo, personal injury claims or other operating risks that are not adequately insured.*" on page 30.

Awards

We believe the awards received by us demonstrate our competence and quality standards in our integrated logistics business. Set out below are details of our major awards in recent periods.

Date of award	Certification/award	Awarding organisation or authority
2017	"3PL Achiever of the Year" award	Global Logistics Excellence Awards
2017	"CII Supply Chain and Logistics Excellence (SCALE)" award in the 3PL category	Confederation of Indian Industry (CII) through its Institute of Logistics
2016	"3PL Company of the Year" award	Logistics Asia Awards, 2016
2016	"Emerging Service Provider" award (to Lords)	Indian Chamber of Commerce Supply Chain and Logistics Excellence Awards 2016
2015	"Manufacturing Supply Chain Provider of the Year - Engineering" award	4th Asia Manufacturing Supply Chain Awards 2015
2015	Six PRCI Corporate Collateral Awards 2015	Public Relations Council of India ("**PRCI**")
2015	"Best Warehousing Practices Award" for innovative techniques and practices	Indian Institute of Materials Management
2014	"3PL Company of the Year - automotive"	8th Express Logistics Supply Chain Awards 2014
2014	Porter Prize 2014 for "Leveraging Unique Activities"	Porter Prize 2014 at the Conference on Competitiveness and Porter Prize, New Delhi
2013	"Best 3PL Company of the Year"- 2013 Award	7th Annual Express, Logistics and Supply Chain Awards

Corporate Social Responsibility

We incurred an aggregate expenditure of ₹11.60 million in Fiscal 2017 on various corporate social responsibility (the "**CSR**") activities pursuant to the requirements of Section 135 of the Companies Act. This includes our contributions and donations made to trusts which are engaged in activities prescribed under Section 135 of the Companies Act read with Schedule VII to the Companies Act and certain CSR activities undertaken by us as per the requirements of the Companies Act. Set out below are the key CSR programs that we have invested in.

Nanhi Kali: Project Nanhi Kalhi is an initiative of the K.C. Mahindra Education Trust. The objective is to provide primary education to underprivileged girl children in India. Through Nanhi Kali, MLL sponsored the education of nearly 1,700 girl students in Fiscal 2017.

Building communities: We create and execute various driver welfare initiatives including safety and driver training, healthcare, children's scholarships, restrooms and other infrastructure facilities along highways and at major loading or unloading points.

Employees social options program: We encouraged our employees to volunteer for various CSR projects in the areas of education, health and environment through this program in Fiscal 2017. Our employees have volunteered in various projects such as developing the educational skills of adolescents, increasing awareness of HIV/AIDS, conducting health camps to provide basic medical check-ups as well as donating to orphanages and old-aged homes in Fiscal 2017.

Village adoption: We adopted Aware, Kambare and Punadhe villages including villages under the "Group Gram Panchayat Aware" in Shahapur block, Thane District as at May 31, 2017. We continue to undertake village development activities including school infrastructure development.

REGULATIONS AND POLICIES IN INDIA

The following is an overview of the relevant sector specific regulations and policies which are applicable to our business and operations in India. The information detailed below has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

The Multimodal Transportation of Goods Act, 1993 (the "Multimodal Transportation Act")

The Multimodal Transportation Act regulates the transportation of goods from any place in India to a place outside India and defines "multimodal transport" as the carriage of goods by at least two different modes of transport, under the same contract, from a place of acceptance of goods in India to a place of delivery of such goods outside India. A multimodal transport is governed by a transport contract which, *inter alia*, sets out the liability of a multimodal transport operator to perform, or procure the performance of, multimodal transportation against payment of freight. The Multimodal Transportation Act allows a person to provide multimodal transportation services on obtaining a certificate of registration, which is valid for a period of three years. A multimodal transport operator is liable for losses resulting from (a) any loss of, or damage to, the consignment or delay in delivery of the consignment and (b) any consequential loss or damage arising from such delay, where such loss, damage or delay in delivery took place while the consignment was in the charge of the multimodal transport operator.

Motor Vehicles Act, 1988 (the "Motor Vehicles Act")

The Motor Vehicles Act and the rules prescribed thereunder regulate all aspects of motor vehicles in India, including licensing of drivers, registration of motor vehicles, control of motor vehicles through permits, special provisions relating to state transport undertakings, insurance, liabilities, offences and penalties. Accordingly, the Motor Vehicles Act places a liability on every owner of, or person responsible for, a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Further, the Motor Vehicles Act requires that an owner of a motor vehicle bears the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act and that the certificate of registration of the vehicle has not been suspended or cancelled. Further, the Motor Vehicles Act prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorising him to use the vehicle for transportation purposes.

The Central Motor Vehicles Rules, 1989, a rule prescribed under the Motor Vehicles Act, sets out the procedures for licensing of drivers, driving schools, registration of motor vehicles and control of transport vehicles through issue of tourist and national permits. It also lays down rules concerning the construction, equipment and maintenance of motor vehicles and insurance of motor vehicles against third party risks.

The Carriage by Road Act, 2007 (the "Road Carriage Act")

The Road Carriage Act, and the rules framed thereunder, have been enacted for regulating common carriers, limiting their liability and declaration of value of goods delivered in order to determine their liability for loss of, or damage to, such goods occasioned by the negligence or criminal acts by such carriers, their servants or agents and for incidental matters. The Road Carriage Act defines a "common carrier" as a person engaged in the business of collecting, storing, forwarding or distributing goods to be carried by goods carriages under a goods receipt or transporting for hire of goods from place to place by motorised transport on road, and includes a goods booking company, contractor, agent, broker, and courier agency engaged in the door-to-door transportation of documents, goods or articles utilising the services of a person, either directly or indirectly, to carry or accompany such documents, goods or articles, but does not include the Government. No person can engage in the business of a common carrier unless he has a valid certificate of registration. As per the Carriage by Road Rules, 2011, the liability of a common carrier for loss or damage to any consignment is limited to 10 times of the freight paid, or payable, provided such amount shall not exceed the value of the goods declared in the goods forwarding note.

The Carriage by Air Act, 1972 (the "Air Carriage Act")

The Air Carriage Act, and the rules framed thereunder, were enacted to regulate domestic and international carriage of passengers and goods by air. The Air Carriage Act *inter alia* sets out the liability of a consignor for all damages suffered by the carrier or the cargo freight on account of misstatements relating to the freight made by the consignor. The Air Carriage Act requires every consignor to provide accurate statements relating to the weight, dimensions, and packaging of goods while transporting a consignment by air.

The Food Safety and Standards Act, 2006 (the "FSS Act")

The FSS Act consolidates the laws relating to food and to establish the Food Safety and Standards Authority of India (the "**Food Authority**") for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The Food Authority is required to provide scientific advice and technical support to the GoI and the state governments in framing the policy and rules relating to food safety and nutrition. The FSS Act also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication process. The Food Safety and Standard Regulations, 2011 lays down the procedure for registration and licensing process for food business and detailed standards for various food products.

Labour laws

Our Company is subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of our Company.

The Motor Transport Workers Act, 1961 ("**MTW Act**") regulates the welfare of motor transport workers and the conditions of their work. Every motor transport undertaking employing five or more motor transport workers are required to comply with the provisions of the MTW Act. Among other provisions, the Motor Transport Workers Act stipulates compliances pertaining to working hours, payment of wages and protection of the welfare and health of employees. Any contravention of a provision regarding employment of motor transport workers is punishable with imprisonment or with fine.

The provisions of shops and establishments legislations, as may be applicable in a state in which establishments are set up, regulate the conditions of work and employment and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

The Industrial Disputes Act, 1947, as amended, provides for statutory mechanism of settlement of all industrial disputes, a term which primarily refers to a dispute or difference between employers and workmen concerning employment or the terms of employment or with the conditions of labour of any person.

Our Company is subject to other laws concerning condition of working, benefit and welfare of our labourers and employees such as, the Industrial Employment (Standing Orders) Act, 1946, the Employees State Insurance Act 1948, the Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, the Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, the Minimum Wages Act, 1948, the Workmen's Compensation Act, 1923, the Payment of Wages Act, 1936, the Equal Remuneration Act, 1976, the Child Labour (Protection Regulation) act, 1986, the Maternity Benefit Act, 1961, Apprentices Act, 1961 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations. Our Company is also amenable to various central and state tax laws.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated under its present name as a public limited company under the Companies Act, 1956 pursuant to the certificate of incorporation dated August 24, 2007 granted by the RoC. Our Company was granted the certificate for commencement of business dated October 15, 2007 by the RoC.

Our Promoter, Mahindra & Mahindra Limited, through its logistics division, Mahindra Logistics - undertook the business of providing logistics solutions, warehousing, freight forwarding and supply chain services (the "**Logistics Business**"). Pursuant to a business transfer agreement dated September 11, 2008 between our Promoter and our Company, the entire Logistics Business was transferred to our Company. Subsequently, the Logistics Business has since then been undertaken by our Company and our Subsidiaries. For further details, see "*– Details of acquisition*" on page 164.

Business and management

For a description of our business activities, services offered, technology used, market and geographical segments, the growth of our business , exports and details of foreign operations, the standing of our Company with reference to prominent competitors in connection with our services, management and managerial competence, major suppliers and customers, environmental issues, if any, etc., see "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", *"Risk Factors"* and *"Management"* on pages 136, 225, 20 and 168, respectively.

As on the date of this Draft Red Herring Prospectus, our Company has 28 Shareholders. For more details on the shareholding pattern, see "*Capital Structure*" on page 88.

Change in the Registered Office

There has been no change in the address of our Registered Office since the incorporation of our Company.

Main Objects of our Company

The main objects contained in the Memorandum of Association include the following:

To carry on the businesses of provider of transportation logistics services to any person, firm, company, body corporate or association of persons in India or abroad in relation to transport of persons and goods, of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc, management of warehouses and logistics centres, undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology / communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company.

To carry on the business of buying, selling, importing, exporting, trading and otherwise dealing in all types of goods, merchandise and materials including but not limited to machinery components, automobile parts and accessories including tyres, food & provisions, textiles and textile products, household goods, personal products, consumer durables, electric and electronic goods, home improvement products, footwear, luggage, books, periodicals, newsprint and stationery, office equipment, health care and beauty products, toys, gift articles, music, computers & accessories, telecom products, agri input products, furniture and furnishings, and software and generally to carry on the business as trader in India and/or overseas.

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently. No new activities are proposed to be undertaken pursuant to the objects of the Offer, as the Offer solely comprises of the Offer for Sale and our Company shall not receive any proceeds from the Offer.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholders' Resolution	Particulars
September 10, 2008	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 500,000 comprising of 50,000 Equity Shares of ₹ 10 each to ₹ 350,000,000 comprising of 35,000,000 Equity Shares of ₹ 10 each.
December 19, 2008	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 350,000,000 comprising of 35,000,000 Equity Shares of ₹ 10 each to ₹ 750,000,000 comprising of into 75,000,000 Equity Shares of ₹ 10 each.
July 30, 2012	The object clause of the Memorandum of Association was altered by inserting a new sub-clause 161 to reflect the following – *"To carry on business of buying, selling, importing, exporting, trading and otherwise dealing in all types of goods, merchandise and materials including but not limited to machinery components, automobile parts and accessories including tyres, food & provisions textiles and textile products, household goods, personal products, consumer durables, electric and electronic goods, home improvement products, footwear, luggage, books, periodicals, newsprint and stationery, office equipment, health care and beauty products, toys, gift articles, music, computers & accessories, telecom products, agri input products, furniture and furnishings, and software and generally to carry on the business as trader in India and/or overseas"*
February 5, 2014	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 750,000,000 comprising of 75,000,000 Equity Shares of ₹ 10 each to ₹ 1,050,000,000 comprising of 64,000,000 Equity Shares of ₹ 10 each and 8,200,000 Preference Shares of ₹ 50 each.
February 4, 2017	The capital clause of the Memorandum of Association was substituted to reflect the reclassification of the authorised capital of our Company from ₹ 1,050,000,000 comprising of 64,00,000 Equity Shares of ₹ 10 each and 8,200,000 Preference Shares of ₹ 50 each to ₹ 1,050,000,000 comprising of 105,000,000 Equity Shares of ₹ 10 each.
June 27, 2017	The object clause and liability clause of the Memorandum of Association was amended to make it in compliance with the Companies Act, 2013.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Financial year	Particulars
2000	Logistics business was set up as a separate division of Mahindra & Mahindra Limited
2008	Logistics Business of Mahindra & Mahindra Limited was transferred to our Company
2011	Achieved ₹ 10,000 million of revenue from operations
2014	• Investment by Normandy and Kedaara AIF in our Company • Entered e-commerce sector by starting operations for one of India's leading e-commerce companies

Financial year	Particulars
2015	• Appointed a reputed strategic consultancy firm to help with a business transformation exercise • Acquisition of Lords by our Company • Entered into a joint venture with Indian Vehicle Carriers Private Limited to form 2X2 Logistics
2016	Entered into business contract with one of the largest steel producers in India
2017	Achieved ₹ 25,000 million of revenue from operations

Awards, achievements and certifications

Our Company has received the following awards:

Sr. No.	Award	Category	Year of award
1.	'Best 3PL Company of the Year' - 2013 at the 7th Annual Express, Logistics & Supply Chain (ELSC) Awards	Logistics Company of the Year	2014
2.	MLL won the IT Synergy for Sustainability Award, at the Mahindra Rise Awards	Innovation	2014
3.	'Brand Excellence in Supply Chain & Logistics' Award at the 4th Annual CMO Asia Awards	Marketing Excellence	2014
4.	'Manufacturing 3PL Service Provider of the Year 2014' at the 3rd Asia Manufacturing Supply Chain Summit	Logistics services in Manufacturing	2014
5.	Two silver awards for its Public Service Campaign "Begin your courtesy with a glass of water" & "H2OLI – Save Water Celebrate Dry Holi" at the 8th Global Communication Conclave 2014 organized by the Public Relations Council of India on 15th February 2014	Marketing Communication	2014
6.	Customer Award from Renault - Nissan Automotive India Pvt. Ltd.	Appreciation for maximum value of the month	2014
7.	Customer Award from Renault - Nissan Automotive India Pvt. Ltd.	'Best Performer Award Highest volume supporter-Domestic"	2014
8.	Customer Awards - GSK	Best Warehousing Service Provider in South Region	2014
9.	SCALE (Supply Chain and Logistics Excellence) award by CII Institute of Logistics	'Best 3PL	2015
10.	'Leading Woman in Transportation' at the 5th Annual Women Leaders in India Awards held on 12th June at Mumbai	Leading Women in Logistics	2015
11.	'3PL Company of the Year - Automotive' at 8th Express Logistics Supply Chain Awards 2014	3PL company of the year	2015
12.	Porter Prize 2014 for Leveraging Unique activities	Innovation	2015
13.	'Manufacturing Supply Chain Provider of the Year – Engineering' award at the 4th Asia Manufacturing Supply Chain Awards	Logistics Company of the Year	2015
14.	Six awards at the PRCI Corporate Collateral Awards 2015	Marketing Communication	2015
15.	SCALE award	Excellent Position in Supply chain & Logistics 3PL	2016
16.	"Best Warehousing Practices Award" by IIMM (Indian Institute of Materials Management)	Warehousing Practices	2016
17.	Lords won "Emerging Service Provider" at Indian Chamber of Commerce Supply Chain & Logistics Excellence Awards	Freight Forwarding	2016

Sr. No.	Award	Category	Year of award
18.	"CSR Initiative of the Year" award by ELSC awards	Corporate Social Responsibility	2017
19.	3PL Company of the Year' award at Logistics Asia Awards, 2016	Logistics Company of the Year	2017
20.	Customer Award - Honda Motorcycle and Scooter India Pvt. Ltd.	Central Region- Best Logistics Partner	2017
21.	SCALE award	Logistics Company of the Year	2017
22.	Outstanding Women Leadership Award at the World Women Leadership Congress & Awards	Leading Women in Business	2017
23.	Women Leadership Award for Excellence in Logistics and Supply Chain at the World Women Leadership Congress & Awards	Leading Women in Logistics & Supply Chain	2017
24.	2x2 Logistics - Customer Award - Honda Cars India Ltd.	'Emerging New Transporter' 2016	2017
25.	'3PL Achiever of the Year' at Global Logistics Excellence Awards 2017	Logistics Company of the Year	2017

Our Holding Company

Mahindra & Mahindra Limited, the Promoter of our Company, is our holding company as on date of this Draft Red Herring Prospectus.

Our Subsidiaries

As of the date of this Draft Red Herring Prospectus, the subsidiaries of our Company are Lords and 2X2 Logistics. For details, see "*Subsidiaries*" on page 166.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity, see "*Capital Structure*" on page 88. For details regarding our capital raising activities through debt instruments, see "*Financial Indebtedness*" on page 256.

Injunctions or restraining order against our Company

As of the date of this Draft Red Herring Prospectus, there are no injunctions or restraining orders against our Company.

Strike and lock-outs

Except as disclosed in this Draft Red Herring Prospectus, our Company has not experienced any strikes, lock-outs or labour unrest in the past.

Changes in activities of our Company during the last five years

There has been no change in the activities of our Company during last five years, which may have had a material effect on the profits of our Company.

Time/cost overrun

There have been no time/cost overruns pertaining to our business operations since incorporation.

Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by our Company

(i) Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions;

(ii) The tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled; and

(iii) No loan availed by our Company has been converted into Equity Shares.

Details of acquisition

Business Transfer Agreement dated September 11, 2008 executed between our Company and our Promoter

Our Promoter, through its logistics division, Mahindra Logistics, undertook the business of providing logistics solutions, warehousing, freight forwarding and supply chain services. Our Company had entered into a business transfer agreement dated September 11, 2008 with our Promoter for the transfer of the Logistics Business to our Company. The consideration for such transfer was ₹ 320 million, which was paid through the issuance of 32,000,000 Equity Shares at face value to our Promoter. The transfer of the Logistics Business included the transfer of, *inter alia,* relevant movable and immovable assets, licenses and permits, current assets, rights over movable and immovable properties and debts and liabilities. Presently, the Logistics Business is undertaken by our Company and Subsidiaries.

Details of shareholders' agreements

Investment agreement dated February 5, 2014 executed between our Company, Mahindra & Mahindra Limited, Normandy and Kedaara AIF, as amended by amendment agreement dated March 5, 2015 and August 3, 2017.

Our Company, our Promoter, Normandy and Kedaara AIF have entered into an investment agreement dated February 5, 2014, as amended by amendent agreements dated March 5, 2015 and August 3, 2017 (the "**Investment Agreement**") to (i) subscribe for 100 Equity Shares from our Company; (ii) subscribe for 8,177,184 0.001% fully paid non-cumulative compulsorily convertible preference shares of the Company ("**CCPS**") from our Company; (iii) purchase 6,129,573 Equity Shares from Mahindra & Mahindra; and (iv) purchase 2,047,710 Equity Shares from certain employees of our Company and other persons holding Equity Shares of our Company. The CCPS were converted into 8,177,184 Equity Shares on February 5, 2017 and as on date, there are no outstanding CCPS. For details of Equity Shares subscribed and purchased by Kedaara AIF and Normandy pursuant to the Investment Agreement, see "*Capital Structure*" on page 88.

Further, the Investment Agreement grants Kedaara AIF and Normandy certain rights in our Company , such as: (i) right to appoint nominee directors on our Board and on the board of our Subsidiaries; (ii) affirmative voting rights in relation to reserved matters such as creation of joint ventures, mergers, declaration of dividend beyond a stipulated limit, appointment or removal and determination of terms of employment of the chief executive officer of our Company, incurring of indebtedness beyond a stipulated limit, winding-up or dissolution of our Company, change in statutory and internal auditors, change in registered office of our Company and entering into any contracts with a financial liability beyond a stipulated limit; and (iii) restriction on our Company to issue Equity Shares to third parties without the prior consent of Normandy and Kedaara AIF.

The Investment Agreement shall terminate upon Kedaara AIF, Normandy and Mahindra & Mahindra Limited ceasing to hold Equity Shares or upon completion of the Offer, whichever is earlier.

Notwithstanding the termination of the Investment Agreement, so long as the Investor Selling Shareholders collectively hold at least 5% of the total paid-up Equity Share capital of our Company, they shall retain the right to nominate one Director on our Board, provided that this right shall be subject to the approval of the Shareholders subsequent to the consummation of the Offer, through a special resolution. The appointment of such nominee shall be subject to the approval of the Shareholders in accordance with applicable laws.

Further, the Investor Selling Shareholders shall have a tag-along right in respect of transfers (whether individual or in series of transactions) proposed to be executed by our Promoter and/ or its affiliates, by way of private arrangements and/ or as a block trade on the Stock Exchanges, except in case of sales where the Company and/ or our Promoter has not and do not provide any rights to third party purchasers. Such tag-along right shall continue for as long as the Investor Selling Shareholders collectively hold at least 1% of the Equity Shares of the Company.

Other material agreements

Trademark licensing agreement dated April 2, 2008 and addendum agreement dated June 12, 2015 executed between our Promoter, Mahindra and Mahndra Limited and the Company.

Our Company has entered into a trademark licensing agreement dated April 2, 2008 and addendum agreement dated June 12, 2015 (together the "**Trademark Agreement**") for grant of license of certain trademarks including for 'Mahindra', the corporate logo and certain other logos and labels, by our Promoter to our Company on a non-exclusive and a royalty free basis. The Trademark Agreement is valid unless terminated. The Trademark Agreement shall terminate upon our Company ceasing to be a subsidiary of our Promoter and immediately upon such termination, our Company shall be required to change its corporate name, which should not include the terms or characters such as 'Mahindra' or 'M&M' or likewise.

Other than as stated above, our Company has not entered into any material agreements in the last two years from the date of this Draft Red Herring Prospectus, which are not in the ordinary course of its business.

Financial and Strategic Partners

Our Company does not have any financial and strategic partners as of the date of filing this Draft Red Herring Prospectus.

Guarantees given by our Promoter

The Promoter Selling Shareholder has not provided any guarantees in favour of any third party in relation to contractual performance of obligation of our Company.

OUR SUBSIDIARIES

As of the date of this Draft Red Herring Prospectus, our Company has the following Subsidiaries:

1. 2X2 Logistics Private Limited ("2X2 Logistics"); and

2. Lords Freight (India) Private Limited ("Lords").

As on date of this Draft Red Herring Prospectus, our Company has no associate companies.

The details of our Subsidiaries are as follows:

1. 2X2 Logistics Private Limited

Corporate information

2X2 Logistics was incorporated under its present name as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated October 22, 2012 granted by the RoC. Its CIN is U63000MH2012PTC237062 and its registered office is situated at Mahindra Towers, P. K. Kurne Chowk, Dr. G. M. Bhosale Marg, Worli, Mumbai 400 018.

Nature of business

The memorandum of association of 2X2 Logistics enables it to carry on the business of, *inter alia*, transportation logistics services, in relation to transport of persons and goods by all means of transportation, warehousing and freight forwarding. 2X2 Logistics is currently engaged in the business of providing automotive outbound logistics solutions to four-wheeler manufacturing industries.

Capital structure and shareholding

The authorised share capital of 2X2 Logistics is ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital of 2X2 Logistics is ₹ 90,100,000 divided into 9,010,000 equity shares of ₹ 10 each.

Our Company holds 4,955,500 equity shares (including one equity share held by a nominee on behalf of our Company) of ₹ 10 each in 2X2 Logistics, which is 55% of its total issued and paid-up capital.

2. Lords Freight (India) Private Limited

Corporate information

Lords was incorporated under its present name as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated April 25, 2011 granted by the RoC. Its CIN is U63030MH2011PTC216628 and its registered office is situated at Unit no. 511, 5th Floor, Crescent Business Park, Sumitha Complex, Safedpul, Sakinaka, Andheri (East), Mumbai 400 072. Our Company acquired Lords in 2014.

Nature of business

The memorandum of association of Lords enables it to carry on the business of, *inter alia*, transportaion, warehousing and agency business of all kinds, including to act as freight and freight forwarding agents. Lords is currently engaged in the business of freight forwarding and warehousing logistics services.

Capital structure and shareholding

The authorised share capital of Lords is ₹ 25,000,000 divided into 2,500,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital of Lords is ₹ 23,625,090 divided into 2,362,509 equity shares of ₹ 10 each.

Our Company holds 1,417,509 equity shares of ₹ 10 each in Lords, which is 60% of its total issued and paid-up capital. For financial performance of our Subsidiaries, see "*Financial Statements*" on page 224.

None of our Subsidiaries is a 'material subsidiary' in terms of the SEBI Listing Regulations and accordingly none of our Independent Directors are on the board of our Subsidiaries.

Significant sale or purchase between our Company and Subsidiaries

Except as disclosed in the "*Related Party Transactions*" on page 222, none of our Subsidiaries are involved in any sales or purchase transaction with our Company where such transaction exceeds in value in the aggregate of 10% of the total sales or purchases of our Company, during last five fiscals.

Common pursuits

Our Subsidiaries undertake the businesses that are similar to that undertaken by our Company and accordingly, there are certain common pursuits amongst our Subsidiaries and our Company.

Related Business Transactions within our Subsidiaries and significance on the financial performance of our Company

For details of transactions between our Company and Subsidiaries, see "*Related Party Transactions*" on page 222, during last five fiscals.

Business interest between our Company and our Subsidiaries

Except in the ordinary course of business and as stated in "*Our Business*" and "*Related Party Transactions*" on pages 136 and 222, respectively, during last five fiscals, none of our Subsidiaries have any business interest in our Company.

Other confirmations

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad.

Accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiaries that has not been accounted for by our Company in its consolidated financial statements.

Sale or purchase of shares of our Subsidiaries during the last six months

Neither our Promoters, nor the members of our Promoter Group nor our Directors nor their relatives have sold or purchased securities of our Subsidiaries during the six months preceding the date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board of Directors shall comprise of not less than three Directors and not more than 11 Directors. As on the date of filing this Draft Red Herring Prospectus, we have eight Directors on our Board, of whom four are Independent Directors. Of such Independent Directors, one Director is a woman Director.

The following table sets forth the details of our Board as of the date of filing of this Draft Red Herring Prospectus with SEBI:

Name, designation, address, occupation, nationality, date of appointment, term and DIN	Age (years)	Other directorships and partnerships
Zhooben Bhiwandiwala *Designation:* Chairman and Non-Executive Director *Address:* S-13, Cusrow Baug, Shahid Bhagat Singh Road, Colaba, Mumbai 400 039, India *Occupation:* Service *Nationality:* Indian *Date of appointment/re-appointment:* August 4, 2015 *Term:* Liable to retire by rotation *DIN:* 00110373	57	*Indian companies* 1. Mahindra Intertrade Limited 2. Mumbai Mantra Media Limited 3. Mahindra Holdings Limited 4. Mahindra Defence Systems Limited 5. Mahindra Telephonics Integrated Systems Limited 6. Mahindra CIE Automotive Limited 7. Mahindra Retail Private Limited 8. Mahindra Defence Naval Systems Private Limited 9. Mahindra Auto Steel Private Limited 10. Mahindra Marine Private Limited 11. Mahindra Tsubaki Conveyor Systems Private Limited 12. Ekatra Hospitality Ventures Private Limited 13. Epic Television Networks Private Limited 14. Script Stories Media Private Limited 15. Cinestaan Digital Private Limited 16. Cinestaan Entertainment Private Limited 17. Brainbees Solutions Private Limited 18. The Indian and Eastern Engineering Company Private Limited *Foreign companies* 1. Mahindra Middle East Electrical Steel Service Centre (FZC), UAE 2. Mahindra Emirates Vehicle Armouring, FZ-LLC, UAE 3. The East India Company Group Limited BVI

Name, designation, address, occupation, nationality, date of appointment, term and DIN	Age (years)	Other directorships and partnerships
		4. East India Company GIN Limited (UK) 5. East India Company Fine Foods Limited (UK) 6. Mahindra Finance USA, LLC, USA 7. Mahindra Tractor Assembly Inc., USA 8. Mahindra Overseas Investment (Mauritius) Limited, Mauritius 9. The Mahindra Foundation, UK 10. Scoot Networks Incorporated (USA)
Parag Shah *Designation:* Non-Executive Director *Address:* 7 Kailas, 50 Peddar Road, Mumbai, 400 026, India *Occupation:* Service *Nationality:* Indian *Date of appointment/re-appointment:* August 4, 2015 *Term:* Liable to retire by rotation *DIN:* 00374944	41	*Indian companies* 1. Mahindra Intertrade Limited 2. PSL Media and Communications Limited 3. Mahindra Namaste Limited 4. Mahindra Consulting Engineers Limited 5. Retail Initiative Holdings Limited 6. Mahindra Vehicle Manufacturers Limited 7. The Indian and Eastern Engineer Company Private Limited 8. Mahindra Suryapraksh Private Limited 9. Mahindra Retail Private Limited 10. Lords Freight (India) Private Limited 11. Mahindra Susten Private Limited 12. Mahindra Solar One Private Limited 13. Mahindra Marine Private Limited 14. C J Industries Private Limited
K. Chandrasekar *Designation:* Non-Executive Director *Address:* D-53, Mahindra Park, LBS Marg, Narayan Nagar, Ghatkopar (West), Mumbai 400 086, India *Occupation:* Service *Nationality:* Indian *Date of appointment/re-appointment:* July 29, 2016	63	*Indian companies* 1. Mahindra Agri Solutions Limited 2. Bristlecone India Limited 3. Mahindra Gujarat Tractor Limited 4. Mahindra Holdings Limited 5. Mahindra First Choice Services Limited 6. Mahindra Airways Limited 7. Mahindra Rural Housing Finance Limited 8. Mahindra Susten Private Limited *Foreign Companies*

Name, designation, address, occupation, nationality, date of appointment, term and DIN	Age (years)	Other directorships and partnerships
Term: Liable to retire by rotation *DIN:* 01084215		1. Mahindra Middle East Electrical Service Centre 2. Mahindra Emirates Vehicle Armouring FZ-LLC 3. Mahindra and Mahindra South Africa (Pty) Limited 4. Mahindra Overseas Investment Company (Mauritius) Limited
Sunish Sharma *Designation:* Non-executive and Nominee Director *Address:* Flat number 1902, 19th floor, the Imperial Building, South Tower, BB Nakashe Marg, Tardeo, Mumbai 400 034, India *Occupation:* Business *Nationality:* Indian *Date of appointment/re-appointment:* March 19, 2014 *Term:* Not liable to retire by rotation *DIN:* 00274432	42	*Indian companies* 1. Manjushree Technopark Limited 2. Spandana Sphoorty Financial Limited *Partnerships/ Limited Liability Partnerships* 1. Kedaara Capital Advisors LLP 2. Nish Capital Advisors LLP 3. Kedaara Capital Fund II LLP
Neelam Deo *Designation:* Independent Director *Address:* Flat number 4, Fourth Floor, Scherezade CHS, Arthur Bunder Road, Colaba, Mumbai, 400025, India *Occupation:* Director of Gateway House: Indian Council on Global Relations *Nationality:* Indian *Date of appointment/re-appointment:* March 27, 2015 *Date of commencement of current tenure*: *Term:* 3 years with effect from March 27, 2015 upto March 26, 2018 *DIN:* 02817083	68	*Indian companies* 1. Mahindra CIE Automotive Limited 2. Indian Council on Global Relations 3. Oxfam India 4. Defence Land Systems India Limited 5. Mahindra Defence Systems Limited

Name, designation, address, occupation, nationality, date of appointment, term and DIN	Age (years)	Other directorships and partnerships
Darius Pandole *Designation:* Independent Director *Address:* 6, Rajab Mahal, 144 Maharshi Karve Road, Churchgate, Mumbai – 4000 20, India *Occupation:* Service *Nationality:* Indian *Date of appointment/re-appointment:* July 25, 2017 *Term:* Five years with effect from July 25, 2017 upto July 24, 2022 *DIN:* 00727320	51	*Indian companies* 1. J M Financial Asset Management Limited 2. Spandana Sphoorty Financial Limited 3. Credibility Financial Services Private Limited 4. J M Financial Investment Managers Limited
Ranu Vohra *Designation:* Independent Director *Address:* 701-A, 7th Floor, Lodha Bellossimo Building, A-Wing, N M Joshi Marg, Mahalakshmi, Mumbai – 400 011, India *Occupation:* Service *Nationality:* Indian *Date of appointment:* July 25, 2017 *Term:* Five years with effect from July 25, 2017 upto July 24, 2022 *DIN:* 00153547	45	*Indian companies* 1. Avendus Capital Alternate Strategies Private Limited 2. Avendus PE Investment Advisors Private Limited 3. Avendus Finance Private Limited 4. Avezo Advisors Private Limited 5. Avendus Wealth Management Private Limited 6. Avendus Capital Private Limited *Foreign Companies* 1. Spectrum Investment Advisors Private Limited *Partnerships/ Limited Liability Partnerships* 1. Avendus Capital Public Markets Alternate Strategies LLP *2.* Iranta Advisors
Ajay Mehta *Designation:* Independent Director *Address:* 104, Vijay CHS Ltd., S.V. Road, Borivali (West), Mumbai 400 092, India *Occupation:* Professional *Nationality:* Indian	56	*Indian companies* 1. Retail Initiative Holdings Limited 2. Mahindra Engineering and Chemical Products Limited 3. Mahindra Steel Service Centre Limited 4. Mahindra Retail Private Limited

Name, designation, address, occupation, nationality, date of appointment, term and DIN	Age (years)	Other directorships and partnerships
Date of appointment/re-appointment: March 27, 2015 *Term:* 3 years from March 27, 2015 upto March 26, 2018 *DIN:* 07102804		*Partnerships/ Limited Liability Partnerships* 1. Rajendra Shah and Associates

Brief profile of our Directors

Zhooben Bhiwandiwala is the Chairman and Non-Executive Director of our Company. He holds a Bachelor's degree in Commerce from University of Bombay. He is a qualified Chartered Accountant. He joined the Mahindra Group in 1985. He has over 31 years of experience in the finance, legal, significant cross border M&A, HR, marketing, strategy and other commercial functions. He had been involved with international operations, investments in new businesses, start-ups, joint ventures and mergers and acquisitions during his deputation to international assignments in Mahindra Group. He is the chairman of the HR Academy at the Mahindra Leadership University. He is currently the President - Mahindra Partners and Group Legal and a member of the Mahindra Group Executive Board. He currently heads the Mahindra Partners division. He is also a member of the global advisory board of i-Probono, UK, and Safe Kids Foundation, India. He is on Boards of several Mahindra & Mahindra Group Companies. He has been on the board of our Company since April 28, 2009.

Parag Shah is a Non-Executive Director of our Company. He holds a Bachelor's degree in Science (Computer Engineering) from the Illinois Institute of Technology. He is also a graduate of the General Management Program of the Harvard Business School. He joined the Mahindra Group as the Chief Executive Officer of Officemartindia Limited in 2000 and has held various positions within the Mahindra Group including directorships across several companies. He is currently the Managing Partner and Co-Head of Mahindra Partners Division. He has extensive experience in building new businesses, start-ups, turn arounds, joint ventures and mergers and acquisitions across the Mahindra Group. He is also affiliated with various non-governmental organizations such as Sabarkanta Relief Samiti and S&G Charitable Trust. He was also a founder director of "Executives Without Borders", an NGO based in USA. He has been recognized by the Economic Times and Spencer Stuart as India's Top 40 Business Leaders under the age of 40 years. He has also been featured by India Today as 'Leaders of Tomorrow'. He is on the Executive Committee of several industry bodies such as CII - National Committee on Solar, TiE-Mumbai. He has also been a member of FICCI - Solar Energy Task Force Committee, the India Israel forum and CII National Committee on Private Equity & Venture Capital. He has been on our board since April 28, 2009.

K. Chandrasekar is a Non-Executive Director of our Company. He holds a Master's degree in Arts from University of Madras. He is also a Certified Associate of the Indian Institute of Bankers. He has over 38 years of work experience in banking, treasury, corporate finance investor relations. He is on the Economics Subject Board of KJ Somaiya Institute of Management Studies and Research for the academic year 2017-2018. He has previously been associated with State Bank of India. He is serving as Executive Vice President at Mahindra & Mahindra Limited. He has been conferred the CFO India award for Risk Management, Finance and Treasury Management in 2012, 2013 and 2014, respectively. He is also a recipient of the Adam Smith Award for Best Financing Solution – Asia 2014 by Treasury Today. He is on Boards of several Mahindra & Mahindra Group Companies. He has been on our board since October 3, 2007.

Sunish Sharma is a Non-Executive Director of our Company. He is the investor director for Kedaara AIF and Normandy. He holds a Bachelor's degree in Commerce from Delhi University and has an MBA from Indian Institute of Management, Calcutta, where he was a gold medalist. He is also a qualified cost accountant. He currently also serves as a director on the boards of Manjushree Technopack Limited and Spandana Sphoorty Financial Limited. He is also the managing partner and co-founder of Kedaara Capital Advisors LLP, a private equity investment advisory firm focused on India. Prior to co-founding Kedaara Capital Advisors LLP in late 2011, he was a managing director at General Atlantic, global private equity firm where he played a lead advisory role in several of General Atlantic's investments in India. He worked at McKinsey for over six years before joining General Atlantic in February 2004. He co-authored the NASSCOM - McKinsey report on strategies to achieve the Indian Information Technology Industry's aspiration while at Mckinsey. He has extensive private equity investment experience in business services and technology, healthcare, financial services and consumer sectors. He is one of the founders of Ashoka University, a philanthropic initiative to provide a liberal education on par with the best universities around the world. He is one of the founders of Young India Fellowship, which was launched in 2011 in collaboration with University of Pennsylvania's School of Engineering and Applied Sciences. He has been recognised by Business Today as one of India's top 25 young executives below the age of 40 years in 2011. He has been on our board since March 19, 2014.

Neelam Deo is an Independent Director of our Company. She holds a Master's degree in Economics from Delhi School of Economics, University of Delhi. Prior to joining our Company, she was the Indian ambassador to Copenhagen (Denmark) and Abidjan (Ivory Coast) and the Consul General of India in New York. She has also served at the Indian embassy in Washington D.C, USA, Bangkok and Rome. During the course of her assignments in the Ministry of External Affairs, Government of India, she served as the Joint Secretary for Bangladesh, Sri Lanka, Myanmar and Maldives. She serves on the boards of Oxfam India and Breakthrough, a human rights organization. She has been on our board since March 27, 2015.

Darius Pandole is an Independent Director of our Company. He holds a Bachelor's degree in Economics from Harvard University and a Master's degree in Business Management from the University of Chicago. He is presently the managing director and chief executive officer of JM Financial Investment Managers Limited. He has over 25 years of experience in private equity. Prior to this, he was a Partner at New Silk Route Advisors, a private equity advisory firm primarily focused on India. He was also an executive director with IDFC Asset Management Company Limited that managed the India Development Fund, an infrastructure focused private equity fund. He has been on our board since July 25, 2017.

Ranu Vohra is an Independent Director of our Company. He holds a Master's degree in Business Management from Faculty of Management Studies, University of Delhi and a Bachelor's degree in Technology (Mechanical Engineering) from the Indian Institute of Technology, Delhi. He is a Managing Director & CEO and co-founder Avendus Capital Private Limited. He has 18 years of experience in the Indian financial services industry, and has been a part of several transactions in investment banking and private equity. Prior to co-founding Avendus, he worked with a Communications Equity Associates, Tampa (USA) based technology and media investment bank and also with Hinduja Finance Corporation Limited. He has been on our board since July 25, 2017.

Ajay Mehta is an Independent Director in our Company. He is a fellow member of the Institute of Chartered Accountants of India. He holds a Bachelor's degree in Law from Government Law College, University of Mumbai and a Bachelor's degree in Commerce from the University of Mumbai. He has 33 years of experience and practices in the fields of taxation, auditing, accounting and finance. He is a Partner in Rajendra Shah and Associates, Chartered Accountants which provides consultancy services to the Government of Maharashtra for its information technology company Maharashtra Information Technology Corporation Limited. His firm is also on the panel of the Maharashtra Cooperative Societies Audit Panel. He is also the proprietor of Ajay Mehta & Company, Chartered Accountants. He has audited several nationalized banks and companies. He also provides services to various non-governmental organizations. He has been on our board since March 27, 2015.

Confirmations

None of our Directors is or was a director of any company listed on the Stock Exchanges, whose shares are or were suspended from being traded during the last five years prior to the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

None of our directors are related to one another.

None of our Directors have been or were identified as "wilful defaulters", as defined under the SEBI ICDR Regulations.

None of our Directors have committed any violation of securities laws in the past and no such proceedings (initiated by SEBI or otherwise) are pending against any of our Directors.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help them qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Appointment of relatives of our Directors to any office or place of profit

As on the date of this Draft Red Herring Prospectus, no relatives of any of our Directors have been appointed to a place or office of profit in our Company.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except as stated below, none of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others:

Sunish Sharma has been appointed by the Investor Selling Shareholders pursuant to the terms of the Investment Agreement February 5, 2014, as amended, entered into between the Company, our Promoter, Normandy and Kedaara AIF.

Service contracts with Directors

Our Company has not entered into any service contracts with any Directors, which provide for benefits upon termination of employment.

Payments or benefits to Directors

The sitting fees/other remuneration paid to our Directors in Fiscal 2017 and the current Fiscal are as follows:

1. **Non-Executive Directors**

Except for sitting fees and commission paid as detailed below, no other payments have been made to our non-executive Directors in Fiscal 2017 and the current Fiscal 2017 (i.e. from April 1, 2017 to May 31, 2017):

(*in ₹ million*)

Name of Director	Designation	Fiscal 2017		Fiscal 2018 (up to May 31, 2017)	
		Sitting Fees	Commission*	Sitting Fees	Commission
Zhooben Bhiwandiwala	Non-Executive Director	Nil	Nil	Nil	Nil
Parag Shah	Non- Executive Director	Nil	Nil	Nil	Nil
K. Chandrasekar	Non- Executive Director	Nil	Nil	Nil	Nil
Sunish Sharma	Non- Executive and Nominee Director	Nil	Nil	Nil	Nil
Neelam Deo	Independent Director	0.07	0.54	0.04	0.9
Darius Pandole	Independent Director	Nil	Nil	Nil	Nil
Ranu Vohra	Independent Director	Nil	Nil	Nil	Nil
Ajay Mehta	Independent Director	0.17	0.54	0.05	0.9

** Commission payable to directors are inclusive of service tax (as applicable).*

Shareholding of Directors in our Company

Our Directors do not hold any shares Equity Shares in our Company.

None of our Directors hold any equity shares in our Subsidiaries. For details, refer to the section titled "*Our Subsidiaries*" on page 166.

Except as stated below, neither the Directors of the Company nor any of their relatives, or entities in which they are associated as promoter, director, partner, proprietor or trustee hold any equity shares, preference shares, warrants, employee stock options or other convertible instruments in the Company or its subsidiaries:

1. Partners Enterprise, of which Zhooben Bhiwandiwala and Parag Shah, Directors, are Trustees, hold Equity shares in the Company.
2. Sunish Sharma, is the Managing Partner of Kedaara Capital Advisors LLP, the sponsor of the Kedaara AIF, hold equity shares in the Company.

Borrowing Powers

Pursuant to our Articles of Association, the applicable provisions of the Companies Act, 2013, and a resolution passed by our Board on February 3, 2017, our Board has been authorised to borrow any sum or sums of moneys whether term loans, working capital loans, inter corporate deposit, against various debt instruments excluding debentures or any other credit facilities whether in foreign or in Indian currency or any type of borrowings upto the permissible limits laid down under the Companies Act, 2013, that is upto an amount of its paid-up share capital and free reserves.

Loans to Directors

Our Company and Subsidiaries have not provided any loans to any of our Directors that are outstanding as on the date of this Draft Red Herring Prospectus.

Bonus or profit sharing plan for our Directors

Except as disclosed in this section and in "Related Party Transactions" on page 222, during last five fiscals, our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Interest of Directors

All the Directors, including Independent Directors, may be deemed to be interested to the extent of fees and commission, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them.

The Directors, including Independent Directors, may also be regarded as interested in the Equity Shares, if any, held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. The Directors, including Independent Directors, may also be regarded as interested in Equity Shares held by or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners and trustees. For the shareholding of the Directors, please see the sub-section titled *"Shareholding of Directors in our Company"* on page 174.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity.

Except as disclosed below, there is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer:

Sunish Sharma is the managing partner of Kedaara Capital Advisors LLP, the sponsor of the Kedaara AIF, which is one of the selling shareholders in the Offer, and would therefore have an interest in the proceeds of the Offer received by Kedaara AIF.

Interest of Directors in the promotion of our Company

None of our Directors are interested in the promotion of our Company.

Interest of Directors in the properties of our Company

Our Directors do not have any interest in any property acquired in the preceding two years or proposed to be acquired by our Company within the two years from the date of filing of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Changes in the Board in the last three years

Name	Date of appointment/ change of designation/ cessation	Reason
Neelam Deo	March 27, 2015	Appointment as an Independent Director
Ajay Mehta	March 27, 2015	Appointment as an Independent Director
Ranu Vohra	July 25, 2017	Appointment as an Independent Director
Darius Pandole	July 25, 2017	Appointment as an Independent Director
Anjanikumar Choudhari	July 25, 2017	Cessation of directorship
Ruzbeh Irani	July 25, 2017	Cessation of directorship
Sanjeev Aga	July 25, 2017	Cessation of directorship

Note: Certain Directors currently on the Board who were liable to retire by rotation have been re-appointed in the last three years pursuant to relevant Shareholders' resolution approving their appointment.

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof.

As on the date of filing this Draft Red Herring Prospectus, we have eight Directors on our Board, of whom four are Independent Directors. Of such Independent Directors, one Director is a woman Director.

The Board functions either as a full board or through various committees constituted to oversee specific operational areas. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Board-level committees

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

Audit committee

The Audit committee was re-constituted by a resolution of our Board dated July 25, 2017. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Ajay Mehta	Chaiman	Independent Director
K. Chandrasekar	Member	Non-Executive Director
Darius Pandole	Member	Independent Director
Ranu Vohra	Member	Independent Director

Our Company Secretary is the secretary of the Audit committee.

The scope and function of the Audit committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

Scope and terms of reference:

The roles and responsibilities of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, the financial statements with respect to its unlisted subsidiary(ies), in particular investments made by such subsidiary(ies);

5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
   (b) Changes, if any, in accounting policies and practices and reasons for the same;
   (c) Major accounting entries involving estimates based on the exercise of judgment by management;
   (d) Significant adjustments made in the financial statements arising out of audit findings;
   (e) Compliance with listing and other legal requirements relating to financial statements;
   (f) Disclosure of any related party transactions; and
   (g) Modified opinion(s) in the draft audit report.

6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

9. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

   Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2 (Zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

10. Scrutiny of inter-corporate loans and investments;

11. Valuation of undertakings or assets of the Company, wherever it is necessary;

12. Evaluation of internal financial controls and risk management systems;

13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

15. Discussion with internal auditors of any significant findings and follow up there on;

16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

19. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

20. Reviewing the functioning of the vigil mechanism;

21. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

22. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and

23. Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses;

5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and

6. Statement of deviations in terms of the SEBI Listing Regulations:

   (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations;
   (b) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

The Audit Committee is required to meet at least four times in a year under Regulation 18 (2)(a) of the SEBI Listing Regulations.

The quorum of the Audit Committee shall be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present

The Audit Committee shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary;

A. *Nomination and Remuneration Committee*

The Nomination and Remuneration committee was constituted by a resolution of our Board dated July 25, 2017. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Darius Pandole	Chaiman	Independent Director
Ajay Mehta	Member	Independent Director
Zhooben Bhiwandiwala	Member	Chairman and Non-Executive Director
Parag Shah	Member	Non-Executive Director
K. Chandrasekar	Member	Non-Executive Director
Ranu Vohra	Member	Independent Director

The Company Secretary is the secretary of the Nomination and Remuneration Committee.

The quorum of the Nomination and Remuneration Committee shall be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater.

The scope and function of the Nomination and Remuneration committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of reference of the Nomination and Remuneration Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that
   - the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
   - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

2. Formulation of criteria for evaluation of independent directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director’s performance (including independent director);

5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors; and

6. Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law.

B. *Corporate Social Responsibility Committee*

The Corporate Social Responsibility Committee was re-constituted by a resolution of our Board dated July 25, 2017. The current constitution of the Corporate Social Responsibilitycommittee is as follows:

Name of Director	Position in the Committee	Designation
Parag Shah	Chairman	Non-executive Director
Ranu Vohra	Member	Independent Director
Neelam Deo	Member	Independent Director

The terms of reference Corporate Social Responsibility Committee are as follows:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Compay as specified in Schedule VII of the Companies Act 2013 and any amendments thereto;

2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

3. Monitor the Corporate Social Responsibility Policy of the company from time to time.

C. *Stakeholder Relationship Committee ("SR Committee")*

The SR Committee was constituted by a resolution of our Board dated July 25, 2017. The current constitution of the Stakeholder Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
K. Chandrasekar	Chairman	Non-Executive Director
Parag Shah	Member	Non-Executive Director
Darius Pandole	Member	Independent Director

The scope and functions of the SR Committee and its terms of reference are as follows:

1. Considering and resolving grievances of shareholders', debenture holders and other security holders;

2. Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.;

3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

4. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and

5. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law."

The quorum of the Stakeholders Relationship Committee shall be either two members or one third of the members of the Stakeholders Relationship Committee, whichever is greater;

The Company Secretary of the Company shall act as secretary to the Stakeholders Relationship Committee.

D. IPO Committee

The IPO Committee was constituted by a resolution of our Board dated June 13, 2017. The current constitution of the the IPO Committee is as follows:

Name of Director	Position in the Committee	Designation
Zhooben Bhiwandiwala	Member	Non-Executive Director
K. Chandrasekar	Member	Non-Executive Director
Parag Shah	Member	Non-Executive Director

Name of Director	Position in the Committee	Designation
Sunish Sharma	Member	Non-Executive and Nominee Director

Scope and terms of reference of the IPO Committee

This Committee is responsible for taking all decisions and approving, negotiating, finalising and carry out all activities relating to the Offer, without requiring any further approval of the Board, including the following:

1. To take on record the number of Equity Shares proposed to be offered by the Selling Shareholders respectively, and to decide along with the Selling Shareholders, in consultation with the BRLMs, the actual size of the Offer, constituting the Offer for Sale by the promoter of the Company and other shareholders of the Company, and/or reservation on a competitive basis, and/or Green Shoe Option and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;

2. To appoint, instruct and enter into agreements with the BRLMs, and in consultation with BRLMs appoint and enter into agreements with other intermediaries, underwriters, syndicate members, brokers, escrow collection bankers, refund bankers, public offer account bank, independent chartered accountants, registrar to the Offer, Offer grading agency, monitoring agency, legal counsels, printers, advertising agencies and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalise the terms of their appointment, including but not limited to execution of the mandate letters, agreements, and in particular, offer agreement with the BRLMs and the Selling Shareholders;

3. To finalise, settle, approve, adopt and arrange for submission of the DRHP, the RHP, the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, the Stock Exchanges, RoC, institutions or bodies;

4. To issue advertisements in such newspapers and other media as it may deem fit and proper in accordance with the SEBI ICDR Regulations, the Companies Act and other applicable laws;

5. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders of the Company to sell any Equity Shares held by them;

6. To open separate escrow accounts to receive application monies from anchor investors/underwriters in respect of the bid amounts and refund account in respect of which a refund, if any will be made;

7. To open account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013;

8. To negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

9. The opening of a bank account of the Company for the handling of refunds for the Offer;

10. To make any applications to the Stock Exchanges, SEBI, RBI, and such other statutory and governmental authorities in connection with the Offer, as required by applicable laws;

11. To make applications for listing of the Equity Shares on one or more stock exchange(s) having nationwide trading terminals, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the concerned stock exchange(s) and to take all such other actions as may be necessary in connection with obtaining such listing;

12. To determine and finalise the price band for the Offer and to finalise the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws;

13. To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the share capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the above stated documents;

14. To do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid document;

15. To approve the code of conduct, suitable insider trading policy, whistle blower/ vigil mechanism policy, risk management policy and other policies and corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law;

16. To seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the applicable laws;

17. To determine, along with the Selling Shareholders, the price at which the Equity Shares are offered, allocated and/or transferred to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;

18. To provide access to relevant documents, information and data which are in possession of the Company to such persons as may be necessary, including BRLMs and legal counsels, for the purposes of verification and due diligence as may be required under applicable law for the purposes of the Offer;

19. To settle all questions, difficulties or doubts that may arise in relation to the Offer, as it may in its absolute discretion deem fit;

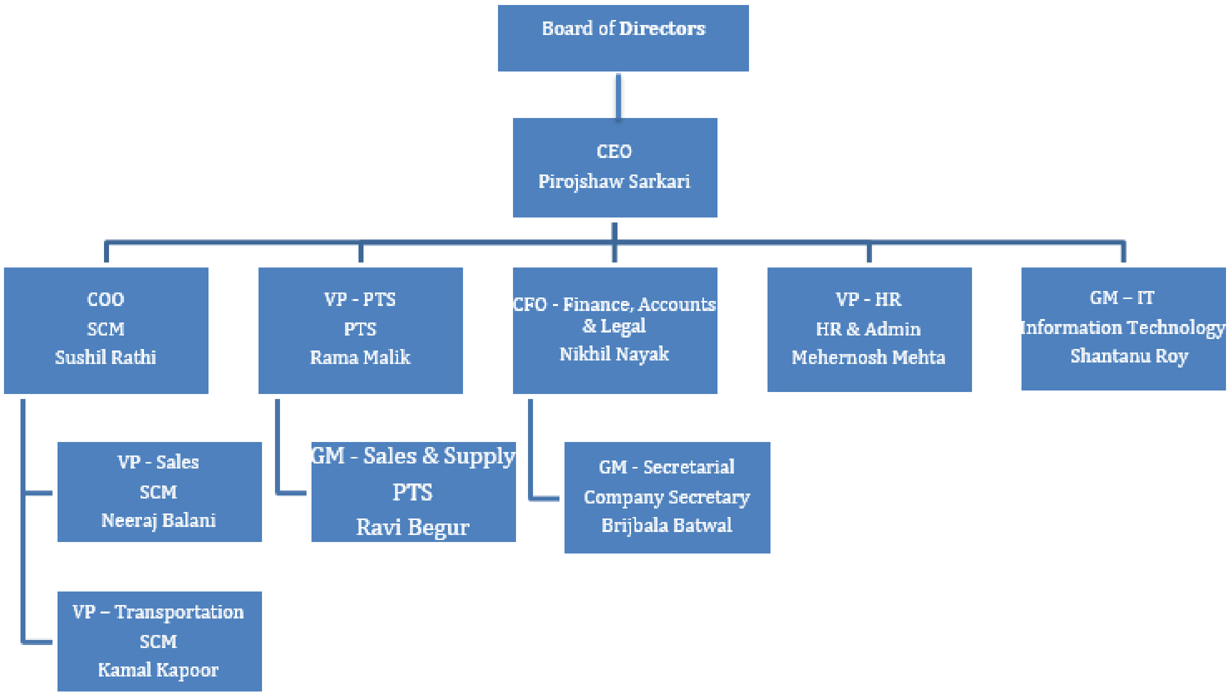
20. To do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer;

21. To authorise and approve the incurring of expenditure and payment of fees, commissions and remuneration in connection with the Offer;

22. To submit undertaking/certificates or provide clarifications to the SEBI, RoC and the Stock Exchanges; and

23. To authorise and empower officers of the Company (each, an "**Authorised Officer**"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorised Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar's agreement and memorandum of understanding, the depositories agreements, the offer agreement, the underwriting agreement, the syndicate agreement, the stabilisation agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, with the BRLMs, syndicate members, placement agents, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be applicable and involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorised Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorised Officer shall be conclusive evidence of the authority of the Authorised Officer and the Company in so doing.

Management organisation chart



Key Managerial Personnel

Pirojshaw Sarkari, 51 years, is the Chief Executive Officer of our Company. He graduated from the University of Mumbai in 1987 with a Bachelor's Degree in Commerce and he is a qualified Chartered Accountant. He has also completed a course on Mahindra Universe from Harvard Business School, Boston. Prior to joining our Company, he has served as a managing director in UPS Jetair Express Private Limited and UPS International Incorporated, Philippines. He joined our Company on April 1, 2010 and during Fiscal 2017, he received gross remuneration of ₹ 16.65 million.

Nikhil Nayak, 57, is the Chief Financial Officer and Compliance Officer of our Company. He graduated from the University of Mumbai in 1980 with a Bachelor's degree in Commerce and is a qualified Chartered Accountant. He has received an award by Committee for Members in Industry, ICAI, for his contribution to financial management level in the industry. Prior to joining our Company, he has served as a senior management personnel in Bristlecone India Limited, Pidilite Industries Limited, Bombay Dyeing Manufacturing Company Limited and ATIC Industries Limited. He was selected to be amongst CFO India's 5th annual CFO 100 roll of honour. He joined our Company on October 21, 2009 and during Fiscal 2017, he received gross remuneration of ₹ 6.70 million.

Brijbala Batwal, 42 years, is the Company Secretary of our Company. She is an employee of Mahindra & Mahindra Limited and has been deputed to our Company. She graduated from the University of Mumbai in 1995 with a Bachelor's degree in Commerce, is a qualified Company Secretary and a fellow member of the Institute of the Company Secretaries of India. She holds a post-graduate diploma in Intellectual Property Rights from National Law School of India University and is also a Law graduate from University of Mumbai. She holds a Diploma in Financial Management from University of Mumbai and she has also been a member of Institute of Chartered Secretaries and Administrators, UK. She has over 17 years of experience in the corporate secretarial compliance functions. Prior to joining our Company, she has worked with Cleartrip Private Limited, Firstsource Solutions Limited, Pidilite Industries Limited and Sterlite Industries (India) Limited. She is a Director on the Board of

Brijjay Technologies Private Limited. She joined the Mahindra & Mahindra Limited on March 9, 2016 and was appointed as the Company Secretary of our Company on July 29, 2016. Our Company contributed ₹ 0.13 million towards her remuneration for Fiscal 2017.

Sushil Rathi, 54, is the Chief Operating Officer of our Company and he currently manages our supply chain management business. He graduated from the Bhopal University in 1983 with a Bachelor's degree in Mechanical Engineering from Maulana Azad College of Technology, Bhopal University and a Post-Graduate Diploma in Industrial Engineering from National Institute for Training Industrial Engineering. Prior to joining our Company, he has worked with Anantara Solutions Private Limited, the Premier Automobiles Limited and Satyam Computer Services Limited. He was awarded with supply chain visionary of the year award by Kami Kaze. He joined our Company on March 21, 2011 and in Fiscal 2017, he received a gross remuneration of ₹ 10.78 million.

Shantanu Roy, 41**,** is the General Manager of our Company. He graduated from the National Institute of Technology, Warangal, Andhra Pradesh (formerly known as Kakatia University), in 1997 with Bachelor of Technology in Metallurgical Engineering. He has also completed an executive program in Management from Center for Executive Education, UC Berkeley. Prior to joining our Company, he has worked with Infosys Limited, i2 Technologies India Private Limited, Stragure Software Technologies Limited, Aditi Technologies Private Limited and Citicorp Information Technology Industries Limited (now known as Oracle Financial Services). He joined our Company on November 2, 2015 and during Fiscal 2017, he received a gross remuneration of ₹ 4.80 million.

Neeraj Balani, 41, is the Vice President – Business Development of our Company. He holds a Bachelor's in Chemical Engineering from University of Mumbai. He graduated from University of Georgia in 2008 with a Master's degree in Business Administration. He has previously worked with Capgemini India Private Limited, HCL Technologies Limited, Saora Incorporated and Unidyne Energy. He has completed a program on Mahindra Universe from Harvard Business School, Boston. He joined our Company on February 16, 2015 and during Fiscal 2017, he received gross remuneration of ₹ 7.49 million.

Rama Malik, 46, is the Vice President – People Transport Solutions of our Company. She holds a Bachelor's degree in Arts from University of Mumbai. She graduated from University of Pune in 1994 with a Master's degree in Business Administration. She has previously worked with Hindustan Unilever (formerly known as International Bestfoods), Kodak India Limited and Writer Relocations, India. She joined our company on November 2, 2015 and during Fiscal 2017, she received gross remuneration of ₹ 7.41 million.

Mehernosh Mehta, 42, is the Vice President and Head of the Human Resources function of our Company. He holds a Bachelor's Degree in Arts from Jai Hind College, University of Mumbai and he graduated from Tata Institute of Social Sciences, Mumbai in 2002 with a Master's degree in Personnel Management and Industrial Relations. He has previously worked with Tata Services Limited, Sanofi India Limited and Asian Paints Limited. He joined our Company on June 20, 2016 and in fiscal 2017, he received gross remuneration of ₹ 5.59 million.

Kamal Kapoor, 55, is the Vice President - Transportation of our Company. He graduated University of Mumbai in 1986 with a Bachelor's degree in Commerce. He has previously worked with Dangote Industries Limited, Indian Roadways Corporation, Hindustan Zinc Limited, Saurashtra Clearing Agency, Sterlite Industries (India) Limited, VSK Logistics Private Limited and Reliance Industries Limited. He joined our Company on March 1, 2016 and during Fiscal 2017, he received gross remuneration of ₹ 4.13 million from our Company.

Ravi Prakash Begur, 50, is General Manager – Sales and Supply for People Transport Solutions of our Company. He holds a Bachelor's degree in Mechanical Engineering from Osmania University. He graduated from Sri Krishnandevraya Institute of Management in 1994 with a Master's degree in Business Administration. He also holds a Post-Graduate Diploma in Computer Application from Institute of Public Enterprise, Hyderabad. He has previously worked with Andhra Pradesh Rayons Limited, Satyam Computer Services Limited, Dell International Services Limited, G.E. Plastics India Limited and Sadolin Paints (Oman) Limited. He joined our Company on April 10, 2008 and during Fiscal 2017, he received gross remuneration of ₹ 5.66 million.

Other than Brijbala Batwal who is a permanent employee of Mahindra & Mahindra Limited and deputed to our Company, all other Key Managerial Personnel are permanent employees of our Company.

Retirement and termination benefits

None of our Key Managerial Personnel would receive any benefits on their retirement or on termination of their employment with our Company.

Family relationships of Directors with Key Managerial Personnel

None of our Key Managerial Personnel are related to each other or the Directors of our Company.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel

Other than as specified below, none of our Key Managerial Personnel hold any Equity Shares in our Company:

Name of Key Managerial Personnel	Number of Equity Shares held	Percentage of pre-Offer Capital (%)
Pirojshaw Sarkari	1,93,029	0.27
Nikhil Nayak	95,607	0.14
Sushil Rathi	1,55,326	0.22

Service Contracts with Key Managerial Personnel

Our Key Managerial Personnel have not entered into any service contracts with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel

Other than performance linked incentive, there is no contingent or deferred compensation payable to Key Managerial Personnel, which does not form part of their remuneration.

Bonus or profit sharing plan of the Key Managerial Personnel

Other than as disclosed in this section, our Company does not have any formal bonus or profit sharing plan.

Interest of Key Managerial Personnel

Except as stated below, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. The Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them or Equity Shares to be held by them pursuant to the MLL ESOP, in our Company, Subsidiaries or Group Companies.

- Our Chief Financial Officer and Compliance Officer, Nikhil Nayak, is a director on the board of our subsidiary, 2X2 Logistics Private Limited, which is also a business associate of our Company and which receives regular payments for the services rendered by it, in normal course of business.

- Our Chief Executive Officer, Pirojshaw Sarkari, holds 30,000 equity shares in Orizonte Business Solutions Limited, which is a part of the Mahindra Group. Orizonte Business Solutions Limited is also one of our business associates and payments have been made to it in normal course of business. He is also a director in Lords Freight (India) Private Limited which is our Subsidiary.

- Our Chief Operating Officer, Sushil Rathi, is a Director in Lords Freight (India) Private Limited and 2X2 Logistics Private Limited which are our Subsidiaries and are also service providers to our Company.

Changes in the Key Managerial Personnel in last three years

Name	Designation	Date of Change	Reason
Sushil Rathi	Chief Operating Officer	August 1, 2015	Promotion to the designation of Chief Operating Officer from Senior Vice President – Supply Chain Management
Neeraj Balani	Vice President – Sales and Business Development	February 16, 2015	Appointment as Vice President – Sales and Business Development
Ravi Begur	General Manager – Sales and Supply	November 1, 2015	Change in designation from General Manager – Information Technology and Chief Information Officer to General Manager – Sales and Supply
Shantanu Roy	General Manager – Information Technology and Chief Information Officer	November 2, 2015	Appointment as General Manager – Information Technology and Chief Information Officer
Rama Malik	Vice President – People Transport Solutions	November 2, 2015	Appointment as Vice President – People Transport Solutions
Kamal Kapoor	Vice President – Supply Chain Management Transportation	March 1, 2016	Appointment as Vice President – Supply Chain Management Transportation
Mehernosh Mehta	Vice President – Human Resource and Administration	June 20, 2016	Appointment as Vice President – Human Resource and Administration
Brijbala Batwal	Company Secretary	July 29, 2016	Appointment as the Company Secretary

Employee Stock Option Plan

For details of the ESOP of our Company, see the sub-section titled "*Capital Structure – Employee Stock Option Plan*" on page 93.

Loans to Key Managerial Personnel

Our Company and Subsidiaries have not provided loans to our Key Managerial Personnel.

Payment or Benefit to officers of our Company (non-salary related)

Except as disclosed in this section and in the sub-section titled "*Capital Structure – Employee Stock Option Plan*" on page 93 in relation to the ESOP, no amount or benefit has been paid or given within the two preceding years or intended to be paid or given to any officer of the Company, including our directors and Key Managerial Personnel.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

The Promoter of our Company is Mahindra & Mahindra Limited.

As on date of this Draft Red Herring Prospectus, our Promoter holds 51,478,330 Equity Shares, representing 73.19% of the subscribed and paid-up Equity Share capital of our Company. Further, Mahindra Engineering and Chemical Products Limited, a subsidiary of Mahindra & Mahindra Limited holds 100 Equity Shares in our Company.

History and other details of our Promoter

Our Promoter was incorporated and registered in India under the Indian Companies Act, 1913 on October 2, 1945 as Mahindra & Mohammed Limited. The name of our Promoter was changed to Mahindra & Mahindra Limited on January 13, 1948. There has been no change in the control or management of our Promoter in the three years preceding the date of this Draft Red Herring Prospectus.

The registered office of our Promoter is situated at Gateway Building, Apollo Bunder, Mumbai 400 001. Our Company confirms that the permanent account number, bank account number, the company registration number of our Promoter and the address of the registrar of companies where our Promoter is registered shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

The equity shares of our Promoter are currently listed on BSE and NSE. The global depository receipts of our Promoter are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book of the London Stock Exchange.

Our Promoter is engaged in the automotive, tractor and farm mechanisation sectors. Our Promoter's automotive portfolio includes two wheelers, passenger vehicles, light and heavy commercial vehicles and electronic vehicles. In addition to this, our Promoter manufactures tractors and develops farm mechanisation solutions which help enhance farm productivity. Our Promoter is part of the Mahindra Group.

Shareholding Pattern

Pursuant to Regulation 31 of the SEBI Listing Regulations, the holding of specified securities is divided into the following three categories:

(a) Promoter and Promoter Group;
(b) Public; and
(c) Non Promoter - Non Public.

Summary statement holding of Eligible Equity Shareholders as at June 30, 2017 is as follows:

Category	Category of shareholder	Nos. Of shareholders	No. Of fully paid up equity shares held	No. Of shares underlying depository receipts	Total nos. Shares held	Shareholding as a % of total no. Of shares (calculated as per SCRR, 1957) as a % of (A+B+C2)	Number of voting rights held in each class of securities			Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) as a % of (A+B+C2)	Number of shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
(I)	(II)	(III)	(IV)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)	(IX)			(XI)= (VII)+(X)	(XIII)		(XIV)
							No of Voting Rights		Total as a % of (A+B+C		No	As a % of total Shares held	
							Class X	Total			(a)	(b)	
A	Promoter & Promoter Group*	27	156,844,967	-	156,844,967	26.73	156,844,967	156,844,967	25.25	26.73	7,309,815	4.66	156,844,967
B	Public	188,332	429,838,559	-	429,838,559	73.27	429,838,559	429838559	69.21	73.27	-	-	424,493,444
C	Non Promoter-Non Public	1	0	34,408,858	34,408,858	0	34,408,858	34,408,858	5.54	0	-	0	34,408,858
C1	Shares underlying DRs	1	0	34,408,858	34,408,858	NA	34,408,858	34,408,858	5.54	0	-	-	34,408,858
C2	Shares held by Employee Trusts*	0	0	0	0	0	0	0	0	0	-	-	0
	Total	188360	586,683,526	34,408,858	621,092,384	100	621,092,384	621,092,384	100	100	7,309,815	1.18	615,747,269

* *2,73,59,029 shares representing 4.40% of the share capital of the company held by Mahindra & Mahindra Employees Stock Option Trust and 20,30,870 shares representing 0.33% of the share capital of the company held by Employees Welfare Trust are shown under the category "Promoter & Promoter Group.*

Board of Directors

The board of directors of our Promoter comprises of eleven directors out of which two are whole-time directors including an executive chairman and a managing director.

Name of Director	Designation
Anand G. Mahindra	Executive chairman
Dr. Pawan Goenka	Managing director
Deepak S. Parekh	Independent director
Nadir B. Godrej	Independent director
M. M. Murugappan	Independent director
R. K. Kulkarni	Independent director
Anupam Puri	Independent director
Vishakha N. Desai	Independent director
Vikram Singh Mehta	Independent director
T. N. Manoharan	Independent director
S. B Mainak (nominee of Life Insurance Corporation of India)	Nominee director

Financial Performance

The summary audited consolidated financial results of our Promoter for the last three Fiscals are as follows:

(in ₹ millions except amounts per share which are ₹ per share)

Particulars	Fiscal 2017^	Fiscal 2016^	Fiscal 2015^
Equity share capital (face value ₹ 5 per equity share)	2,708.90	2,704.00	2,957.00
Reserves and surplus (excluding revaluation reserve, if any)	294,671.00	262,222.50	255,470.10
Total income	897,131.30	809,829.20	719,730.30
Profit/ (loss) after tax*	40,505.30	35,545.00	31,374.70
Basic earnings per share (₹)	68.33	56.77	53.12
Diluted earnings per share (₹)	67.95	56.49	50.69
NAV per equity share (₹)	548.90	489.88	436.98

** Profit / (loss) after tax for the year ended March 31, 2015 is after share of minority interest*

^ Figures for the year ended March 31, 2017 and March 31, 2016 are in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 and other relevant provisions of the Companies Act, 2013, whereas figures for the year ended March 31, 2015 are in accordance with the Standards as per Companies (Accounting Standards) Rules, 2006, notified under Section 133 and other relevant provisions of the Companies Act, 2013 which was the previous Indian GAAP.

Mahindra & Mahindra Limited has filed a scheme of arrangement before the National Company Law Tribunal, Mumbai in relation to demerger of two-wheeler business of its subsidiary, Mahindra Two Wheelers Limited (the "**Scheme**"). For details, see "*Group Companies*" on page 198.

There are no significant notes of the auditors of Mahindra & Mahindra Limited in their audit report in relation to the aforementioned financial statements.

Share price Information

The details of highest and lowest price on NSE during the preceding six months are as follows:

(in ₹)

Month, Year	Monthly High	Monthly Low
January, 2017	1,269.85	1,170.25
February, 2017	1,329.85	1,213.80
March, 2017	1,361.00	1,257.65
April, 2017	1,363.70	1,253.00
May, 2017	1,448.50	1,300.00
June, 2017	1,458.95	1,345.10

Source: www.nseindia.com

The details of highest and lowest price on BSE during the preceding six months are as follows:

(in ₹)

Month, Year	Monthly High	Monthly Low
January, 2017	1,269.00	1,171.10
February, 2017	1,326.65	1,227.50
March, 2017	1,361.70	1,257.50
April, 2017	1,363.00	1,253.80
May, 2017	1,449.00	1,300.60
June, 2017	1,459.50	1,344.40

Source: www.bseindia.com

The closing share prices of our Promoter as on June 30, 2017 on BSE and NSE were ₹ 1,347.65 and ₹ 1,348.60, respectively.

The market capitalization of our Promoter as on June 30, 2017 as per the closing price on BSE and NSE was ₹ 837,015.15 million and ₹ 837,605.19 million, respectively.

Promise vis-à-vis Objects

Our Promoter has not made any public or rights issue in 10 years preceding the date of this Draft Red Herring Prospectus.

Mechanism for redressal of investor grievance

Karvy Computershare Private Limited is the registrar and share transfer agent of our Promoter. Further, the board of directors of our Promoter have constituted a stakeholders' relationship committee to, *inter alia*, deal with matters relating to transfer / transmission of shares, request for issue of duplicate share certificates and monitor redressal of grievances of the security holders relating to transfers, non-receipt of annual report, non-receipt of dividends declared, etc. The status of the complaints received and redressed during the respective quarters is placed before the board of directors of our Promoter.

For Fiscal 2017, 17 investor complaints were received from the shareholders / investors through SEBI / Stock Exchanges and other statutory bodies, which pertained to matters like non-receipt of dividend, annual report, etc. and all the complaints have been resolved.

For quarter ended June 2017, six investor complaints were received from the shareholders / investors through SEBI / Stock Exchanges and other statutory bodies, which pertained to matters like non-receipt of share certificate, dividend, annual report, etc. and out of that five complaints were resolved and one complaint for which action taken report has been submitted to SCORES is yet to be closed by SEBI on the SCORES website.

Interests of our Promoter in our Company

Our Promoter is interested in our Company to the extent that it is the Promoter of our Company and to the extent of its shareholding in our Company, dividend payable by the Company, other distributions in respect of their Equity Shares. For details of Equity Shares held by our Promoter, see "*Capital Structure*" on page 88.

Our Promoter has licensed certain trademarks to our Company on a non-exclusive and royalty free basis. For details, see "*History and Certain Corporate Matters*" on page 160.

Except in the normal course of business and as stated in the *"Financial Statements" on page 224*, our Company has not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested and no payments have been made to our Promoter in respect of the contracts, agreements or arrangements which are proposed to be made with them.

Except in the normal course of business and as stated in the *"Financial Statements" on page 224* and as given below, our Promoter is not interested in the properties acquired or proposed to be acquired by our Company.

(a) ***In promotion of our Company***

Mahindra & Mahindra Limited exercises control over our Company pursuant to the Equity Shares held by it in our Company.

(b) ***In the properties acquired by our Company in the past two years preceding the filing of this Draft Red Herring Prospectus with SEBI or proposed to be acquired by our Company***

Mahindra & Mahindra Limited is not interested in the properties acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus with SEBI or, any property which is proposed to be acquired by our Company.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery, etc.***

Mahindra & Mahindra Limited is not interested in any transactions for the acquisition of land, construction of building or supply of machinery etc.

Further, our Promoter is not interested as a member of any company and no sum has been paid or agreed to be paid to our Promoter or to such company in cash or shares or otherwise by any person for services rendered by our Promoter or such company, in connection with the promotion or formation of our Company.

Payment or benefits to our Promoter or Promoter Group in the last two years

Except in the ordinary course of business and as stated in *"Financial Statements" on page 224*, there has been no payment or benefits to our Promoter and Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Other confirmations

Other than as mentioned in "*Related Party Transactions*" on page 222, our Promoters are not related to any sundry debtors of our Company.

Our Promoter has confirmed that it has not been identified as a wilful defaulter as defined under the SEBI ICDR Regulations.

Neither our Promoter nor members of our Promoter Group or any persons in control of our Company have been debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other regulatory or governmental authorities. Our Promoter is not, nor has it been a promoter, director or person in control of any company which has been debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other authorities.

Except as disclosed in this Draft Red Herring Prospectus, our Promoter is not interested in any intellectual property rights which are used by our Company, or the entities owning or licensing such intellectual property rights to the Company.

Our Promoter has availed certain unsecured credit facilities aggregating to ₹ 3,050.00 million and an unsecured foreign currency credit facility of USD 15.50 million, which may be recalled by the lenders at any time.

Companies with which our Promoter has disassociated in the last three years

Our Promoter has disassociated with the following companies in the last three years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Company	Reasons for Disassociation	Date
1.	Kiinteistö Oy Lappeenrannan Saimaan Kreivi	Kiinteistö Oy Lappeenrannan Saimaan Kreivi ceased to be a subsidiary of Holiday Club Resorts Oy ("**HCR**"), a subsidiary of Mahindra Holidays & Resorts India Limited ("**MHRIL**") and in turn of our Promoter due to disinvestment of entire stake by HCR.	September 15, 2015
2.	Oü Holiday Club Tallinn	Oü Holiday Club Tallinn ceased to be Subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to liquidation of the said Company.	September 1, 2015
3.	Swaraj Automotives Limited	Swaraj Automotives Limited ceased to be a subsidiary of our Promoter due to sale of shares held by our Promoter in the said Company.	February 1, 2016
4.	Kiinteistö Oy Jalomella	Kiinteistö Oy Jalomella ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to disinvestment of entire stake by HCR.	March 31, 2016
5.	Kiinteistö Oy Outapalas	Kiinteistö Oy Outapalas ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to disinvestment of entire stake by HCR.	March 31, 2016
6.	Kiinteistö Oy Ulkuvuoma	Kiinteistö Oy Ulkuvuoma ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to disinvestment of entire stake by HCR.	March 31, 2016
7.	Caribia Service Oy	Caribia Service Oy ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to liquidation of the said company.	July 4, 2016
8.	Are Semesterby A AB	Are Semesterby A AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
9.	Are Semesterby B AB	Are Semesterby B AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
10.	Are Semesterby C AB	Are Semesterby C AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
11.	Are Semesterby D AB	Are Semesterby D AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
12.	Mahindra Sona Limited	Mahindra Sona Limited ("**MSona**") ceased to be a Joint Venture company of our Promoter due to sale of entire stake held by our Promoter in MSona.	December 16, 2016
13.	Mahindra Internet Commerce Private Limited	Mahindra Internet Commerce Private Limited ceased to be a subsidiary of Mahindra Retail Private Limited ("**MRPL**") and in turn of our Promoter due to sale of entire stake in the said company by MRPL.	March 22, 2017

Promoters of our Promoter

The promoters of our Promoter are Keshub Mahindra and Anand Mahindra.

Promoter Group

In addition to our Promoter, the following entities form a part of our Promoter Group:

1. 2 x 2 Logistics Private Limited
2. Aerostaff Australia Pty. Ltd
3. Airvan Flight Services Pty. Limited
4. Airvan10 Pty Ltd
5. Anthurium Developers Limited
6. Are Villas AB 1
7. Are Villas AB 2
8. Astra Solren Private Limited
9. Auto Digitech Private Limited
10. Brightsolar Renewable Energy Private Limited
11. Bristlecone (Malaysia) SDN.BHD
12. Bristlecone (Singapore) Pte. Limited
13. Bristlecone (UK) Limited
14. Bristlecone Consulting Limited
15. Bristlecone GmbH
16. Bristlecone Inc.
17. Bristlecone India Limited
18. Bristlecone International AG
19. Bristlecone Limited
20. Bristlecone Middle East DMCC
21. BSA Company Limited
22. Classic Legends Private Limited
23. Cleansolar Renewable Energy Private Limited
24. Covington S.ar.l.
25. Defence Land Systems India Limited
26. Divine Solren Private Limited
27. EPC Industrie Limited
28. GA200 Pty. Limited
29. GA8 Airvan Pty. Limited
30. Gables Promoters Private Limited
31. Gateway Housing Company Limited
32. Gipp Aero Investments Pty. Limited
33. Gippsaero Pty. Limited
34. Hadoti Krishi Vihar Private Limited
35. Harsolia Agri Sales and Services Private Limited
36. HCR Management Oy
37. Heritage Bird (M) Sdn Bhd

38. Hisarlar İthalat İhracat Pazarlama Anonim Şirketi
39. Hisarlar Makina Sanayi ve Ticaret Anonim Şirketi
40. Holiday Club Canarias Investments S.L.
41. Holiday Club Canarias Resort Management S.L.
42. Holiday Club Canarias Sales & Marketing S.L.
43. Holiday Club Resorts Oy
44. Holiday Club Rus LLC
45. Holiday Club Sport and Spa AB
46. Holiday Club Sweden Ab Åre
47. IndianNGOs.com Private Limited
48. Industrial Cluster Private Limited
49. Industrial Township (Maharashtra) Limited
50. Infinity Hospitality Group Company Limited
51. Kiinteistö Oy Himoksen Tähti 2
52. Kiinteistö Oy Himos Gardens
53. Kiinteistö Oy Katinnurkka
54. Kiinteistö Oy Kuusamon Pulkkajärvi 1
55. Kiinteistö Oy Kylpyläntorni 1
56. Kiinteistö Oy Mällösniemi
57. Kiinteistö Oy Rauhan Liikekiinteistöt 1
58. Kiinteistö Oy Rauhan Ranta 1
59. Kiinteistö Oy Rauhan Ranta 2
60. Kiinteistö Oy Spa Lofts 2
61. Kiinteistö Oy Spa Lofts 3
62. Kiinteistö Oy Tenetinlahti
63. Kiinteistö Oy Tiurunniemi
64. Kiinteistö Oy Vanha Ykköstii
65. Knowledge Township Limited
66. Kota Farm Services Limited
67. Lords Freight (India) Private Limited
68. MachinePulse Tech Private Limited
69. Mahindra & Mahindra Contech Limited
70. Mahindra & Mahindra Financial Services Limited
71. Mahindra ‘Electoral Trust’ Company
72. Mahindra Aerospace Australia Pty. Limited
73. Mahindra Aerospace Private Limited
74. Mahindra Aerostructures Private Limited
75. Mahindra Agri Solutions Limited
76. Mahindra Airways Limited
77. Mahindra and Mahindra South Africa (Proprietary) Limited

78. Mahindra Asset Management Company Private Limited
79. Mahindra Auto Steel Private Limited
80. Mahindra Automobile Distributor Private Limited
81. Mahindra Automotive Australia Pty. Ltd.
82. Mahindra Automotive North America Inc.
83. Mahindra Bebanco Developers Limited
84. Mahindra Construction Company Limited
85. Mahindra Consulting Engineers Limited
86. Mahindra Defence Naval Systems Private Limited
87. Mahindra Defence Systems Limited
88. Mahindra do Brasil Industrial Ltda.
89. Mahindra Electric Mobility Limited
90. Mahindra Electrical Steel Private Limited
91. Mahindra eMarket Limited
92. Mahindra Emirates Vehicle Armouring FZ-LLC
93. Mahindra Engineering and Chemical Products Limited
94. Mahindra Europe s.r.l.
95. Mahindra First Choice Services Limited
96. Mahindra First Choice Wheels Limited
97. Mahindra Graphic Research Design srl
98. Mahindra Greenyard Private Limited
99. Mahindra Gujarat Tractor Limited
100. Mahindra Heavy Engines Limited
101. Mahindra Holdings Limited
102. Mahindra Holidays & Resorts India Limited
103. Mahindra Homes Private Limited
104. Mahindra Hotels and Residences India Limited
105. Mahindra HZPC Private Limited
106. Mahindra Industrial Park Chennai Limited
107. Mahindra Infrastructure Developers Limited
108. Mahindra Insurance Brokers Limited
109. Mahindra Integrated Business Solutions Private Limited
110. Mahindra Integrated Township Limited
111. Mahindra International UK Ltd.
112. Mahindra Intertrade Limited
113. Mahindra Lifespace Developers Limited
114. Mahindra Mexico S. de. R. L.
115. Mahindra MiddleEast Electrical Steel Service Centre (FZC)
116. Mahindra MSTC Recycling Private Limited
117. Mahindra Namaste Limited

118. Mahindra North American Technical Center, Inc
119. Mahindra Overseas Investment Company (Mauritius) Limited
120. Mahindra Racing S.P.A
121. Mahindra Racing UK Limited
122. Mahindra Renewables Private Limited
123. Mahindra Residential Developers Limited
124. Mahindra Retail Private Limited
125. Mahindra Rural Housing Finance Limited
126. Mahindra Sanyo Special Steel Private Limited
127. Mahindra Steel Service Centre Limited
128. Mahindra Suryaurja Private Limited
129. Mahindra Susten Private Limited
130. Mahindra Telecom Energy Management Services Limited
131. Mahindra Telecommunications Investment Private Limited
132. Mahindra Telephonics Integrated Systems Limited
133. Mahindra Tractor Assembly Inc.
134. Mahindra Trucks and Buses Limited
135. Mahindra Trustee Company Private Limited
136. Mahindra Two Wheelers Europe Holdings S.a.r.l
137. Mahindra Two Wheelers Limited
138. Mahindra USA, Inc.
139. Mahindra Vehicle Manufacturers Limited
140. Mahindra Vehicle Sales and Service Inc.
141. Mahindra Waste Energy Solutions Limited
142. Mahindra Water Utilities Limited
143. Mahindra West Africa Ltd
144. Mahindra World City (Jaipur) Limited
145. Mahindra World City (Maharashtra) Limited
146. Mahindra World City Developers Limited
147. Mahindra Yueda (Yancheng) Tractor Company Limited
148. Mahindra-BT Investment Company (Mauritius) Limited
149. Manjara Agri Tech Private Limited
150. Marvel Solren Private Limited
151. Merakisan Private Limited
152. MH Boutique Hospitality Limited
153. MHR Holdings (Mauritius) Limited
154. Mitsubishi Mahindra Agricultural Machinery co., Ltd.
155. NBS International Limited
156. Neo Solren Private limited
157. Nomad TC Pty. Limited

158. OFD Holding BV
159. Officemartindia.com Limited.
160. Origin Direct Asia (Shanghai) Trading Co. Ltd.
161. Origin Direct Asia Ltd
162. Origin Fruit Direct B.V.
163. Origin Fruit Services South America SpA
164. Orizonte Business Solutions Limited
165. Ownership Services Ab
166. Partners' Enterprise
167. Peugeot Motocycles Deutschland GmbH
168. Peugeot Motocycles Italia S.P.A
169. Peugeot Motocycles S.A.S.
170. PF Holdings B.V.
171. Prudential Management & Services Private Limited
172. PSL Media & Communications Limited
173. Raigad Industrial & Business Park Limited
174. Retail Initiative Holdings Limited
175. Sampo Rosenlew Oy, Finland
176. Ssangyong European Parts Center B.V
177. Ssangyong Motor (Shanghai) Company Limited
178. Ssangyong Motor Company
179. Suomen Vapaa-aikakiinteistöt Oy LKV
180. Supermarket Capri Oy
181. Swaraj Engines Limited
182. SY Auto Capital Co., LTD
183. Tech Mahindra Limited
184. Triton Overwater Transport Agency Limited (under liquidation)
185. Trringo.com Limited

GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered companies covered under the applicable accounting standard, i.e., Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India ("**Ind AS 24**") as per the Restated Consolidated Financial Statements, and other companies as per the materiality policy adopted by the Board pursuant to its resolution dated July 25, 2017 (the "**Group Companies Materiality Policy**"). It is hereby clarified that our Promoter, Subsidiaries and the Investor Selling Shareholders have not been considered as Group Companies.

In terms of the Group Companies Materiality Policy apart from companies covered under Ind AS 24, a company is considered to be material to be a Group Company if it is member of the Promoter Group and has entered into one or more transactions with our Company during the last completed financial year, which individually or cumulatively in value exceeds 10% of the consolidated revenue of our Company for that financial year as per the Restated Consolidated Financial Statements. Accordingly, the Board has determined that there is no such material company which is a Group Company.

Set forth below are our Group Companies as on the date of this Draft Red Herring Prospectus:

1. Bristlecone India Limited;
2. Defence Land Systems India Limited;
3. EPC Industrie Limited;
4. Mahindra Aerostructures Private Limited;
5. Mahindra Agri Solutions Limited;
6. Mahindra Auto Steel Private Limited;
7. Mahindra CIE Automotive Limited;
8. Mahindra Defence Naval Systems Private Limited;
9. Mahindra Defence Systems Limited;
10. Mahindra Engineering and Chemical Products Limited;
11. Mahindra Electric Mobility Limited;
12. Mahindra First Choice Services Limited;
13. Mahindra Greenyard Private Limited;
14. Mahindra Gujarat Tractor Limited;
15. Mahindra Heavy Engines Limited;
16. Mahindra Holidays & Resorts India Limited;
17. Mahindra Insurance Brokers Limited;
18. Mahindra Integrated Business Solutions Private Limited;
19. Mahindra Intertrade Limited;
20. Mahindra Integrated Township Limited;
21. Mahindra and Mahindra Financial Services Limited;
22. Mahindra Retail Private Limited;
23. Mahindra Susten Private Limited;
24. Mahindra Steel Service Centre Limited;
25. Mahindra Sanyo Special Steel Private Limited;
26. Mahindra Trucks and Buses Limited;
27. Mahindra Tsubaki Conveyor Systems Private Limited;

28. Mahindra Two Wheelers Limited;

29. Mahindra Vehicle Manufacturers Limited;

30. NBS International Limited;

31. Orizonte Business Solutions Limited, and

32. Tech Mahindra Limited.

Top five listed Group Companies

As on date of this Draft Red Herring Prospectus, amongst our Group Companies, five companies are listed. The details of such listed Group Companies are provided below:

1. ***Tech Mahindra Limited***

Corporate Information

Tech Mahindra Limited was originally incorporated as Mahindra - British Telecom Limited on October 24, 1986 under the Companies Act, 1956 as a public limited company. The name of the company was changed to Tech Mahindra Limited on February 3, 2006. The registered office of Tech Mahindra Limited is located at Gateway Building, Apollo Bunder, Mumbai 400 001.

Nature of business

Tech Mahindra Limited is engaged in the business of providing information technology and information technology enabled services, engineering services to customers across aerospace, automotive and telecom sector, business process outsourcing contracts for operating and management processes.

Interest of our Promoter

As on June 30, 2017, our Promoter directly holds 256,248,704 equity shares of Tech Mahindra Limited constituting 26.27% of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the consolidated audited financial statements of Tech Mahindra Limited for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	**For the Fiscals**		
	2017^	**2016^**	**2015***
Equity capital	4,388	4,355	4,320
Sales	291,408	264,942	226,213
Profit/(loss) after tax	28,509	30,266	26,277
Reserves (excluding revaluation reserves) and surplus	159,984	141,554	112,541
Basic earnings per share (face value of ₹ 5)	32.14	34.51	27.46
Diluted earnings per share (face value of ₹ 5)	31.64	33.71	26.74
Net asset value per share	206.62	183.84	151.33

** As per audited financial statements in accordance with Indian GAAP.*

^ As per audited financial statements in accordance with Ind AS

Share price information

The equity shares of Tech Mahindra Limited are listed on NSE and BSE.

The details of the highest and lowest price on NSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	507.00	425.50
February, 2017	515.25	436.45
March, 2017	507.25	451.20
April, 2017	459.00	412.45
May, 2017	446.90	356.65
June, 2017	414.85	380.00

(Source: https://www.nseindia.com/)

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	507.00	426.00
February, 2017	515.30	436.50
March, 2017	509.90	451.45
April, 2017	458.50	412.80
May, 2017	446.75	357.60
June, 2017	414.65	380.05

(Source: www.bseindia.com)

The closing share price of Tech Mahindra Limited as on June 30, 2017 on BSE was ₹ 381.35 and the market capitalization as on June 30, 2017 as per the closing price on the BSE was ₹ 371,990 million.

The closing share price of Tech Mahindra Limited as on June 30, 2017 on NSE was ₹ 382.00 and the market capitalization as on June 30, 2017 as per the closing price on NSE was ₹ 373,600 million.

Except as stated below, there are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years.

Significant notes of the auditors on Consolidated Financial Statements for the financial year ended 31 March 2017

EXTRACT FROM THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Emphasis of Matters

We draw attention to the following notes to the consolidated Ind AS financial statements:

a) Note 43 in respect of certain matters relating to erstwhile Satyam Computer Services Limited (erstwhile Satyam), amalgamated with the Parent with effect from April 1, 2011 which are discussed below:

Certain non-compliances and breaches of various laws and regulations by the erstwhile Satyam under the former Management (prior to Government nominated Board) identified by the various agencies have been responded to/appropriately addressed in earlier years and no further communication has been received by the Parent on these matters and with the passage of time, the Parent does not expect any further proceedings in this regard.

The Parent's management on the basis of current legal status and external legal opinion, as more fully described in note 43 to the consolidated Ind AS financial statements, has concluded that (i) claims made by 37 companies in the City Civil Court for alleged advances amounting to ₹ 12,304 Million made by these companies to erstwhile Satyam, and presented separately under 'Suspense account (net) and (ii) the claims to these advances filed by Enforcement Directorate under the Prevention of Money Laundering Act in the High Court of Andhra Pradesh will not sustain on ultimate resolution by the respective Courts as explained in the note.

b) Note 48 in respect of one of the subsidiary of the Parent whose financial statements / financial information reflect total assets of ₹ 2,438 Million as at 31st March, 2017 and total revenues of ₹ 3,553 Million and cash (outflows) amounting to ₹ 10 Million for the year ended on that date as considered in the consolidated financial results, the other auditors have drawn attention to the possible charge that may arise in respect of the on-going dispute, which is currently sub judice, between the promoters of the subsidiary on various issues relating to the shareholders agreement, the outcome of which is not determinable at this stage.

Further, the auditors have drawn attention to the fact that the annual financial statements for the years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 have not been adopted by the members of that subsidiary in their respective annual general meetings in the absence of unanimous consent of both the shareholders in terms of the Articles of Association of the subsidiary company. The financial statements as at and for the year ended 31st March, 2017 have been drawn up incorporating the opening balances based on the above mentioned financial statements which have not been adopted by the shareholders of the subsidiary company. Adjustments to the opening balances, if any, will be made in the financial statements as and when determined.

Our opinion is not qualified in respect of these matters.

Significant notes of the auditors on Consolidated Financial Statements for the financial year ended 31 March 2016

EXTRACT FROM THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the 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 and its associates as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters:

a) Note 32 in respect of certain matters relating to erstwhile Satyam Computer Services Limited (erstwhile Satyam), amalgamated with the Company with effect from April 1, 2011 which are discussed below:

During the year the Additional Chief Metropolitan Magistrate cum Special Sessions Court, Hyderabad vide common judgement on April 9, 2015 convicted the accused persons in 3 separate complaints instituted by the Central Bureau of Investigation (CBI), which also covered the matters investigated by the Serious Fraud Investigation Office (SFIO). The Company was not named as an accused in the proceedings and in the said judgment. The Management does not believe there will be any further proceedings against the Company in this respect. The Company Law Board vide its further Order dated March 1, 2016 has also struck off the name of the Company from the array of respondent in the petition filed by the Ministry of Company Affairs (MCA).

Further, as explained in note 32 to the financial statements, certain non-compliances and breaches of various laws and regulations by the erstwhile Satyam under the former Management (prior to Government nominated Board) identified by the various agencies have been responded to/appropriately addressed in earlier years and no further communication has been received by the Company on these matters and with the passage of time, the Company does not expect any further proceedings in this regard.

The Company's management on the basis of current legal status and external legal opinion, as more fully described in note 32 to the financial statements, has concluded that (i) claims made by 37 *companies in the City Civil Court for alleged advances amounting to ` 12,304 million made by these companies to erstwhile Satyam, and presented separately under 'Suspense account (net) and (ii) the claims to these advances filed by Enforcement Directorate under the Prevention of Money Laundering Act in the High Court of Andhra Pradesh will not sustain on ultimate resolution by the respective Courts as explained in the note.*

b) Note 38 in respect of one of the subsidiary of the Company whose financial statements / financial information reflect total assets (net) of ₹ 1,811 Million as at March 31, 2016 and total revenues of ₹ 2,024 Million and net cash outflow amounting to ₹ 44 Million for the year ended on that date as considered in the consolidated financial results, the other auditors have drawn attention to the possible charge that may arise in respect of the on-going dispute, which is currently sub judice, between the promoters of the subsidiary on various issues relating to the shareholders agreement, the outcome of which is not determinable at this stage.

Further, the auditors have drawn attention to the fact that the annual financial statements for the years ended March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 have not been adopted by the members of that subsidiary in their respective annual general meetings in the absence of unanimous consent of both the shareholders in terms of the Articles of Association of the subsidiary company. The financial statements as at and for the year ended March 31, 2016 have been drawn up incorporating the opening balances based on the above mentioned financial statements which have not been adopted by the shareholders of the subsidiary company. Adjustments to the opening balances, if any, will be made in the financial statements as and when determined.

Our opinion is not qualified in respect of these matters.

Significant notes of the auditors on Consolidated Financial Statements for the financial year ended 31 March 2015

EXTRACT FROM THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matter described in the Basis for Qualified Opinion in paragraph above, the consequential effects, if any, of which are not quantifiable, the aforesaid consolidated financial statements give the information required by the 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 and its associates as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters:

(a) Notes 33.1 and 33.2 - In respect of the financial irregularities in the erstwhile Satyam relating to prior years identified consequent to the letter dated January 7, 2009 of the then Chairman of erstwhile Satyam, various regulators/investigating agencies initiated their investigations and legal proceedings, which are ongoing.

The Company's Management is of the view that the above investigations / proceedings would not result in any additional material provisions / write-offs / adjustments (other than those already provided for / written off or disclosed) in the financial statements of the Company.

(b) In respect of the non-compliances / breaches in the erstwhile Satyam relating to certain provisions of the Companies Act, 1956, certain employee stock option guidelines issued by the Securities Exchange Board of India and certain matters under the provisions of FEMA, observed in the prior years under its erstwhile management (prior to the appointment of Government nominated Board).

As per the Company's Management, any adjustments, if required, in the financial statements of the Company would be made as and when the outcomes of the above matters are concluded.

(c) Note 31.5 - Appeals against the order by the single judge of the Honourable High Court of Andhra Pradesh approving the Scheme of merger have been filed by 37 companies before the Division Bench of the Honorable High Court of Andhra Pradesh. No interim orders have been passed and the appeals are pending hearing.

(d) As stated in Note 37.2.2.v, erstwhile Satyam was carrying a total amount of ₹ 4,989 Million (net of taxes paid) as at March 31, 2013 (that is, before giving effect to its amalgamation with the Company) towards provision for taxation, including for the prior years for which the assessments are under dispute. Subsequent to the amalgamation, duly considering the professional advice obtained in the matter, the Company's Management has re-evaluated the effects of the possible outcomes of the tax matters in dispute relating to erstwhile Satyam and the estimated excess tax provision amounting to ₹ 2,266 Million determined based on such evaluation in respect of the prior years has been written back during the year ended March 31, 2014. The Company's Management is of the view that the balance provision for taxation carried in the books with respect to the prior year disputes relating to erstwhile Satyam is adequate.

(e) In the case of one of the subsidiary of the Company whose financial statements / financial information reflect total assets (net) of ₹ 1,315 Million as at March 31, 2015 and total revenues of ₹ 1,438 Million and net cash outflows amounting to ₹ 25 Million for the year ended on that date as considered in the consolidated financial results, the other auditors have drawn attention to the possible charge that may arise in respect of the on-going dispute, which is currently sub judice, between the promoters of the subsidiary on various issues relating to the shareholders agreement, the outcome of which is not determinable at this stage.

Further, the auditors have drawn attention to the fact that the annual financial statements for the years ended March 31, 2012, March 31, 2013 and March 31, 2014 have not been adopted by the members of that subsidiary in their respective annual general meetings in the absence of unanimous consent of both the shareholders in terms of the Articles of Association of the subsidiary company. The financial statements as at and for the year ended March 31, 2015 have been drawn up incorporating the opening balances based on the above mentioned financial statements which have not been adopted by the shareholders of the subsidiary company. Adjustments to the opening balances, if any, will be made in the financial statements as and when determined.

Our opinion is not modified in respect of these matters.

Further, there has not been any change in capital structure during the preceding six months.

2. ***Mahindra and Mahindra Financial Services Limited***

Corporate Information

Mahindra and Mahindra Financial Services Limited ("**Mahindra Finance**") was originally incorporated as Maxi Motors Financial Services Limited on January 1, 1991 under the Companies Act, 1956 as a public limited company. The name of the company was changed to Mahindra and Mahindra Financial Services Limited on November 3, 1992. The registered office of Mahindra Finance is located at Gateway Building, Apollo Bunder, Mumbai 400 001.

Nature of business

Mahindra Finance is primarily engaged in the business of providing financing for new and pre-owned auto and utility vehicles, tractors, cars and commercial vehicles to customers in rural and semi-urban markets. Mahindra Finance also provides housing finance, personal loans, financing to small and medium enterprises, insurance broking and mutual fund distribution services.

Interest of our Promoter

As on June 30, 2017, our Promoter directly holds 29,12,07,660 equity shares of Mahindra Finance constituting 51.20 % of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the consolidated audited financial statements of Mahindra Finance for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017	2016	2015
Equity capital	1130.08	1129.20	1128.28
Sales	72006.51	65974.50	60609.06
Profit/(loss) after tax	5116.37	7722.94	9129.05
Reserves (excluding revaluation reserves) and surplus	68471.47	63564.78	58298.89
Basic earnings per share (face value of ₹ 5)	9.06	13.69	16.19
Diluted earnings per share (face value of ₹ 5)	9.00	13.58	16.05
Net asset value per share	122.37	113.74	104.48

Share price information

The equity shares of Mahindra Finance are listed on NSE and BSE.

The details of the highest and lowest price on NSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	301.30	263.30
February, 2017	309.85	264.05
March, 2017	338.70	274.10
April, 2017	352.10	315.60
May, 2017	360.85	289.95
June, 2017	392.80	321.65

(Source: https://www.nseindia.com/)

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	301.05	263.65
February, 2017	309.5	265
March, 2017	338.50	274.1
April, 2017	352.10	315.90
May, 2017	360.80	290.30
June, 2017	392.30	321.80

(Source: www.bseindia.com)

The closing share price of Mahindra Finance as on June 30, 2017 on BSE was ₹ 345.15 and the market capitalization as on June 30, 2017 as per the closing price on the BSE was ₹ 196,309.23 million.

The closing share price of Mahindra Finance as on June 30, 2017 on NSE was ₹ 344.95 and the market capitalization as on June 30, 2017 as per the closing price on NSE was ₹ 196,195.47 million.

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years. Further, there has not been any change in capital structure during the preceding six months.

3. ***Mahindra Holidays & Resorts India Limited***

Corporate Information

Mahindra Holidays & Resorts India Limited ("**MHRIL**") was originally incorporated as Mahindra Holidays & Resorts India Private Limited on September 20, 1996 under the Companies Act, 1956 as a private limited company. The name of the company was changed to Mahindra Holidays & Resorts India Limited on April 17, 1998 pursuant to its conversion to a public limited company. The registered office of MHRIL at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai 600 002.

Nature of business

MHRIL is enaged in the business of selling of vacation ownership products and other related services.

Interest of our Promoter

As on July 12, 2017, our Promoter directly holds 8,98,90,615 equity shares of MHRIL constituting 67.46% of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the consolidated audited financial statements of MHRIL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017^	**2016^**	**2015***
Equity capital	882.35	880.58	880.26
Sales	23099.88	16129.70	8296.41
Profit/(loss) after tax	1455.53	900.97	812.27
Reserves (excluding revaluation reserves) and surplus	5091.52	4180.87	4912.42
Basic earnings per share (face value of ₹ 10)	16.86	9.86	9.23
Diluted earnings per share (face value of ₹ 10)	16.78	9.83	9.23
Net asset value per share	67.70	57.48	65.81

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

Share price information

The equity shares of MHRIL are listed on NSE and BSE.

The details of the highest and lowest price on NSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	425.00	388.00
February, 2017	461.00	411.70
March, 2017	444.00	403.00
April, 2017	468.00	427.50
May, 2017	510.75	440.40
June, 2017	628.60	496.40

(Source: https://www.nseindia.com/)

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	425.20	388.00
February, 2017	461.50	410.00
March, 2017	444.00	403.15

Month	Monthly high	Monthly low
April, 2017	466.70	428.50
May, 2017	509.50	440.10
June, 2017	627.45	498.00

(Source: www.bseindia.com)

The closing share price of MHRIL as on June 30, 2017 on BSE was ₹ 583.60 and the market capitalization as on June 30, 2017 as per the closing price on the BSE was ₹ 51,844.60 million.

The closing share price of MHRIL as on June 30, 2017 on NSE was ₹ 585.10 and the market capitalization as on June 30, 2017 as per the closing price on NSE was ₹ 51,977.86 million.

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years. Further, other than allotment of 55,000 equity shares of MHRIL pursuant to exercise of options granted under its employee's stock option scheme and allotment of 4,44,17,928 equity shares of MHRIL on July 12, 2017 pursuant a bonus issue, there has not been any change in capital structure during the preceding six months.

4. ***Mahindra CIE Automotive Limited***

Corporate Information

Mahindra CIE Automotive Limited ("**MCIE**") was originally incorporated as Mahindra Automotive Steels Limited on August 13, 1999 under the Companies Act, 1956, as a public limited company. Pursuant to the order of the Government of India dated January 13, 2003, the company was converted from a public limited company to a private limited company and its name was changed to Mahindra Automotive Steels Private Limited on January 15, 2003. Further, pursuant to a scheme of arrangement between MCIE and Amforge Industries Limited, the company was converted into a public limited company on April 4, 2006. The name of the company was changed to Mahindra Forgings Limited on September 26, 2006. The name of the company was further changed to its present name on November 27, 2013. MCIE's registered office is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai Maharashtra 400 018.

Nature of business

MCIE is engaged in the business of manufacture and supply of automotive components and offers a large, diversified portfolio of products with presence across multiple production technologies such as forgings, castings, stampings, magnetic products and composites.

Interest of our Promoter

As on June 30, 2017, our Promoter does not directly hold any equity shares in MCIE.

Financial Information

The following information has been derived from the consolidated audited financial statements of MCIE for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	Financial year ended December 31, 2016^	Nine months ended December 31, 2015^	For the Fiscal 2015*
Equity capital	3,780.9	3,233.4	3,229.8
Sales	55,559.4	40,294.6	56,128.1
Profit/(loss) after tax	1,506.2	1,210.3	(780.7)
Reserves (excluding revaluation reserves) and surplus	28,881.7	16,832.5	15,635.4
Basic earnings per share (face value of ₹ 10)	5.01	2.37	(2.42)
Diluted earnings per share (face value of ₹ 10)	4.99	2.37	(2.42)

Particulars	Financial year ended December 31, 2016^	Nine months ended December 31, 2015^	For the Fiscal 2015*
Net asset value per share	86.4	62.1	58.1

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

Share price information

The equity shares of MCIE are listed on NSE and BSE.

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The details of the highest and lowest price on NSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	208.80	180.05
February, 2017	219.00	189.00
March, 2017	214.90	197.75
April, 2017	255.00	211.10
May, 2017	257.00	225.30
June, 2017	256.90	228.00

(Source: https://www.nseindia.com/)

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	208.85	181.10
February, 2017	215.00	188.50
March, 2017	214.50	198.00
April, 2017	255.00	212.15
May, 2017	258.00	226.00
June, 2017	259.70	227.55

(Source: www.bseindia.com)

The closing share price of MCIE as on June 30, 2017 on BSE was ₹ 243.8 and the market capitalization as on June 30, 2017 as per the closing price on the BSE was ₹ 92,185.23 million.

The closing share price of MCIE as on June 30, 2017 on NSE was ₹ 243.8 and the market capitalization as on June 30, 2017 as per the closing price on NSE was ₹ ₹ 92,185.23 million.

Except as stated below, there are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years.

Emphasis of Matter

(a) For financial year ended December 31, 2016

I. Goodwill of the Consolidated Financial Statement and the reasons detailed therein, we have relied on the representation of management of the Company that it does not perceive any impairment in the value of goodwill of ₹ 7,443.58 million arising on consolidation of Mahindra Forgings Global Limited and Mahindra Forging International Limited and its subsidiary companies based on the management forecasts of future earnings of the businesses of these entities. We have relied on these management forecasts.

II. The emphasis of matter paragraphs by the auditors of the following subsidiaries of the Company in their audit of the consolidated financial information of those subsidiaries as at and for the year ended December 31, 2016

(i) *Stokes Group Limited has net liabilities at December 31, 2016 and has incurred losses for the year ended December 31, 2016*

(ii) *The consolidated net worth of Mahindra Forgings Europe AG is negative at December 31, 2016 and*

(iii) *That these subsidiaries have prepared their respective financial information on a going concern basis in view of the support from CIE Automotive S.A. to meet the liabilities of these subsidiaries as they become due.*

Our Opinion is not modified in respect of these matters.

(b) For financial period April 1, 2015 to December 31, 2015

The consolidated financial statements and for the reasons detailed therein, the management of holding Company does not perceive any impairment in the value of Goodwill of ₹ 7,512 million arising on consolidation of the subsidiarie in view of the measures for improving financial performance being taken by the management of the Holding Company.

Our opinion is not modified in respect of this matter.

(c) For financial year ended on March 31, 2015

The consolidated financial statements and for the reasons detailed therein, the management of the Holding Company does not perceive any impairment in the value of Goodwill of ₹ 7,020 million arising on consolidation of the subsidiaries in view of the measures for improving financial performance being taken by the management of the Holding Company.

Our opinion is not modified in respect of this matter.

Further, other than allotment of 30,000 equity shares of MCIE pursuant to exercise of options granted under its Employee's Stock Option Scheme, 2007 during the period January 1, 2017 to June 30, 2017, there has not been any change in capital structure during the preceding six months.

5. ***EPC Industrie Limited***

Corporate Information

EPC Industrie Limited ("**EPCIL**") was incorporated on November 28, 1981 under the Companies Act, 1956 as a public limited company. The registered office of EPCIL is at Plot No. H-109, MIDC, Ambad, Nashik 422 010.

Nature of business

EPCIL is enaged in the business of drip and sprinklers, agricultural pumps, greenhouses and landscape products.

Interest of our Promoter

As on June 30, 2017, our Promoter directly holds 1,51,44,433 equity shares of EPCIL constituting 54.73% of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the audited financial statements of EPCIL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017^	2016^	2015*
Equity capital	276.74	276.60	276.46
Sales	2,014.18	2,029.57	1,657.50
Profit/(loss) after tax	99.04	87.44	17.93
Reserves (excluding revaluation reserves) and surplus	1,065.07	961.47	869.37
Basic earnings per share (face value of ₹ 10)	3.58	3.16	0.65
Diluted earnings per share (face value of ₹ 10)	3.56	3.15	0.65
Net asset value per share	48.49	44.76	41.31

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

Share price information

The equity shares of EPCIL are listed on BSE.

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

(in ₹)

Month	Monthly high	Monthly low
January, 2017	154.90	135.60
February, 2017	164.00	139.80
March, 2017	155.95	131.55
April, 2017	175.75	144.00
May, 2017	177.00	156.10
June, 2017	205.00	161.50

(Source: www.bseindia.com)

The closing share price of EPCIL as on June 30, 2017 on BSE was ₹ 185.40 and the market capitalization as on June 30, 2017 as per the closing price on the BSE was ₹ 5,130.49 million.

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years. Further, other than allotment of 2,212 equity shares of EPCIL pursuant to exercise of options granted under its employee's stock option scheme on January 31, 2017, there has not been any change in capital structure during the preceding six months.

Performance vis-à-vis objects

None of the abovementioned top five listed Group Companies have made any public or rights issue in 10 years preceding the date of this Draft Red Herring Prospectus. Except EPCIL, MHRIL and MMFSL none of our listed Group Companies have undertaken any public or rights issue in the ten years preceding the date of this Draft Red Herring Prospectus. The objects mentioned in the respective offer document(s) filed by EPCIL, undertaking a rights issue and MHRIL, undertaking an institutional placement program, were met. Further, during the Fiscal 2018, MMFSL undertook a public issue of unsecured subordinated redeemable non-convertible debentures of the face value of ₹ 1,000 each, for an amount of ₹2,500 million, with an option to retain oversubscription upto ₹ 17,500 million, aggregating up to ₹20,000 million through the tranche 1 prospectus ("**NCD Prospectus**"). The objects mentioned in NCD Prospectus filed by MMFSL shall be met.

All other Group Companies (apart from the top five listed Group Companies)

1. ***Bristlecone India Limited***

Corporate Information

Bristlecone India Limited was originally incorporated as Mahindra Consulting Limited on December 10, 1991 under the Companies Act, 1956 as a public limited company. The name of the company was changed to Bristlecone India Limited on August 12, 2004. The registered office of Bristlecone India Limited is located at Gateway Building, Apollo Bunder, Mumbai 400 001.

Nature of business

Bristlecone India Limited is engaged in the business of software implementation, business consultancy and related support activities.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in Bristlecone India Limited.

2. ***Defence Land Systems India Limited***

Corporate Information

Defence Land Systems India Limited ("**DLSI**") was originally incorporated as Mahindra Defence Land Systems Private Limited on March 4, 2009 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on November 24, 2014 pursuant to its conversion to a public limited company. The registered office of DLSI is located at Mahindra Towers, P. K Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

DLSI is engaged in the business of manufacturing and selling of bulletproof vehicles and spare parts meant for defence purposes which are primarily used by defence forces, state police forces and other security forces.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in DLSI.

3. ***Mahindra Aerostructures Private Limited***

Corporate Information

Mahindra Aerostructures Private Limited ("**MAPL**") was incorporated on January 27, 2011 under the Companies Act, 1956 as a private limited company. The registered office of MAPL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MAPL is engaged in the business of manufacture of aerospace components and assemblies.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MAPL.

4. ***Mahindra Agri Solutions Limited***

Corporate Information

Mahindra Agri Solutions Limited ("**MASL**") was originally incorporated as Mahindra Shubhlabh Services Limited on April 11, 2000 under the Companies Act, 1956 as a public limited company. The name of the company was changed to its present name on February 25, 2016. The registered office of MASL is located at Mahindra Towers, P. K Kurne Chowk, Dr. G. M. Bhosle Marg, Worli, Mumbai 400 018.

Nature of business

MASL is engaged in the business of wholesale and retail trading of various agricultural inputs and output.

Interest of our Promoter

Our Promoter directly holds 6,81,63,987 equity shares of MASL constituting 98.40% of its issued and paid up equity share capital.

Negative net worth

MASL had negative networth in the Fiscal 2016. The following information has been derived from the audited financial statements of MASL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	**For the Fiscals**		
	2017^	**2016^**	**2015***
Equity capital	692.7	134.1	134.1
Sales	4849.1	4837.5	1584.9
Profit/(loss) after tax	(506.2)	-268.3	49.9
Reserves (excluding revaluation reserves) and surplus	808.4	-187.3	78.7
Basic earnings per share (face value of ₹ 10)	(9.4)	(20.0)	4.3
Diluted earnings per share (face value of ₹ 10)	(9.4)	(20.0)	4.3
Net asset value per share	21.7	(4.0)	15.87

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

5. ***Mahindra Auto Steel Private Limited***

Corporate Information

Mahindra Auto Steel Private Limited ("**MASPL**") was incorporated on December 12, 2013 under the Companies Act, 1956 as a private limited company. The registered office of MASPL is located at Mahindra Towers, P. K Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MASPL is engaged in the business of manufacturing, processing and trading of non-ferrous/ferrous materials including various grades of steel.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MASPL.

6. ***Mahindra Defence Naval Systems Private Limited***

Corporate Information

Mahindra Defence Naval Systems Private Limited ("**MDNS**") was incorporated on May 18, 2012 under the Companies Act, 1956 as a private limited company. The registered office of MDNS is located at Mahindra Towers, P. K Kurne Chowk, Dr. G. M. Bhosle Marg, Worli, Mumbai 400 018.

Nature of business

MDNS is engaged in the business of manufacturing, repairing, designing of launchers, bomb body, various products for naval application made of composite material.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MDNS.

7. ***Mahindra Defence Systems Limited***

Corporate Information

Mahindra Defence Systems Limited ("**MDSL**") was incorporated on July 30, 2012 under the Companies Act, 1956 as a public limited company. The registered office of MDSL is located at Mahindra Towers, P. K. Kurne Chowk, Dr. G. M. Bhosle Marg, Worli, Mumbai 400 018.

Nature of business

MDSL is engaged in the business of supporting offset obligations of international companies doing business in India by providing simulation and training services. It is also engaged in the business of risk/threat assessment, security analyses, develop design and implements strategies that protect key personnel, organisations, assets and brands and homeland security business.

Interest of our Promoter

Our Promoter holds, jointly with nominee holders, 14,933,248 equity shares of MDSL constituting 100% of its issued and paid up equity share capital.

8. ***Mahindra Engineering and Chemical Products Limited***

Corporate Information

Mahindra Engineering and Chemical Products Limited ("**MECPL**") was originally incorporated as The Indian National Diesel Engine Company on June 7, 1954 under the Companies Act, 1913. The name of the company was changed to its present name on November 25, 1981. The registered office of MECPL is located at Gateway Building, Apollo Bunder, Colaba, Mumbai 400 001.

Nature of business

MECPL is engaged in the business of offering services, trading / distribution of engines of boats and yachts of all kinds and investment in group companies.

Interest of our Promoter

Our Promoter directly holds, jointly with nominee shareholders, 87,450,924 equity shares of MECPL constituting 99.99% of its issued and paid up equity share capital.

9. ***Mahindra Electric Mobility Limited***

Corporate Information

Mahindra Electric Mobility Limited ("**MEML**") was originally incorporated as Maini-Amerigon Car Company Private Limited on April 2, 1996 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on February 15, 2017. The registered office of MEML is located at Plot No. 66 to 69 & 72 to 76, Bommasandra Industrial Area, 4th Phase, Jigani Link Road, Anekal Taluk, Bengaluru 560 099, Karnataka.

Nature of business

MEML is engaged in the business of manufacture and sale of battery operated car and spares and accessories there on.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MEML.

10. ***Mahindra First Choice Services Limited***

Corporate Information

Mahindra First Choice Services Limited ("**MFCSL**") was incorporated on March 24, 2008 under the Companies Act, 1956 as a public limited company. The registered office of MFCS is located at Mahindra Towers, P. K Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MFCSL is engaged in the business of servicing of multi brand cars and distribution of 'MFC' branded spares.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MFCSL.

Negative net worth

MFCSL had negative networth in the Fiscal 2017. The following information has been derived from the audited financial statements of MFCSL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017^	**2016^**	**2015***
Equity capital	2640.00	2343.00	1919.00
Sales	791.47	608.25	502.55
Profit/(loss) after tax	(454.50)	(716.21)	(540.52)
Reserves (excluding revaluation reserves) and surplus	(2761.21)	(2305.81)	(1585.51)
Basic earnings per share (face value of ₹ 10)	(1.80)	(3.43)	(3.36)
Diluted earnings per share (face value of ₹ 10)	(1.80)	(3.43)	(3.36)
Net asset value per share	(0.48)	0.18	2.07

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

11. ***Mahindra Greenyard Private Limited***

Corporate Information

Mahindra Greenyard Private Limited ("**MGPL**") was originally incorporated as Mahindra Univeg Private Limited on July 9, 2014 under the Companies Act, 2013 as a private limited company. The name of the company was changed to its present name on January 13, 2017. The registered office of MGPL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MGPL is engaged in the business of whole-sale and retail trading of fruits.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MGPL.

12. ***Mahindra Gujarat Tractor Limited***

Corporate Information

Mahindra Gujarat Tractor Limited ("**MGTL**") was originally incorporated as Gujarat Tractor Corporation Limited on March 31, 1978 under the Companies Act, 1956 as a public limited company. The name of the company was changed to its present name on June 16, 2000. The registered office of MGTL is located at Vishwamitri, Vadodara 390 011, Gujarat.

Nature of business

MGTL is engaged in the business of manufacturing and selling of tractors and its parts.

Interest of our Promoter

Our Promoter directly holds 59,73,218 equity shares of MGTL constituting 11% of its issued and paid up equity share capital.

Negative net worth

MGTL had negative networth in the Fiscal 2016 and Fiscal 2015. The following information has been derived from the audited financial statements of MGTL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017^	2016^	2015*
Equity capital	543.02	153.02	153.02
Sales	719.32	851.48	1111.37
Profit/(loss) after tax	(53.30)	7.99	45.03
Reserves (excluding revaluation reserves) and surplus^^	(281.00)	(227.70)	(235.70)
Basic earnings per share (face value of ₹ 10)	(0.98)	0.52	2.75
Diluted earnings per share (face value of ₹ 10)	(0.98)	0.52	2.75
Net asset value per share	4.83	(4.88)	(5.40)

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

^^ Reserves and surplus for the year ended on March 31, 2017 includes ₹67.00million provided for accumulated dividend on redeemable preference shares not declared and paid on 8.5% cumulative redeemable preference shares issues to Government of Gujarat.

13. ***Mahindra Heavy Engines Limited***

Corporate Information

Mahindra Heavy Engines Limited ("**MHEL**") was originally incorporated as MIM Engines India Private Limited on April 9, 2007 under the Companies Act, 1956 as a private limited company. The name of the company was changed to Mahindra Navistar Engines Private Limited on March 24, 2008. The name of the company was further changed to Mahindra Heavy Engines Private Limited on June 4, 2013. The name of the company was changed to its present name on December 14, 2015 pursuant to its conversion to a public limited company. The registered office of MHEL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Dr. G. M. Bhosle Marg, Mumbai 400 018.

Nature of business

MHEL is engaged in the business of manufacture and sale of engines and related spares.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MHEL.

14. ***Mahindra Insurance Brokers Limited***

Corporate Information

Mahindra Insurance Brokers Limited ("**MIBL**") was originally incorporated as Mahipar Investments Private Limited on February 18, 1987 under the Companies Act, 1956 as a private limited company. The name of the company was changed to Mahipar Investments Limited on May 10, 1990. The name of the company was further changed to Mahindra Allied Investments Limited on November 1, 1995. The name of the company was further changed to its present name on April 28, 2004. The registered office of MIBL is located at Mahindra Towers, 4th Floor, Dr. G. M. Bhosle Marg, Worli, Mumbai 400 018.

Nature of business

MIBL is engaged in the business of insurance and reinsurance broking business as permitted by the Insurance Regulatory and Development Authority of India.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MIBL.

15. ***Mahindra Intertrade Limited***

Corporate Information

Mahindra Intertrade Limited ("**MIL**") was originally incorporated as Mahindra Exports Limited on March 20, 1978 under the Companies Act, 1956 as a public limited company. The name of the company was changed to its present name on August 5, 1999. The registered office of MIL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MIL is engaged in the business of processing, trading and indenting business in steel, steel purlins and scrap, imports, indenting & marketing of machine tools and technical equipments, exports of processed steel and lamination core.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MIL.

16. ***Mahindra Integrated Business Solutions Private Limited***

Corporate Information

Mahindra Integrated Business Solutions Private Limited ("**MIBSPL**") was originally incorporated as Mahindra BPO Services Private Limited on January 18, 2011 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on January 4, 2013. The registered office of MIBSPL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MIBSPL is engaged in the business of rendering back office accounting and payroll services, rendering new activities in customer retention, renewal and verification, KYC fulfilment, setting up and re-organising and customer inward call-centre.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MIBSPL.

17. ***Mahindra Integrated Township Limited***

Corporate Information

Mahindra Integrated Township Limited ("**MITL**") was originally incorporated as Mahindra Intermodel Private Limited on June 24, 1996 under the Companies Act, 1956 as a private limited company. The name of the company was changed to Mahindra Integrated Township Private Limited on July 13, 2006. The name of the company was changed to its present name on August 24, 2006 pursuant to its conversion to a public limited company. The registered office of MITL is located at Administrative Block, Central Avenue, Mahindra World City, Natham Sub (PO), Chengelpet, Kancheepuram, Tamil Nadu 603 002.

Nature of business

MITL is engaged in the business of development of township including residential infrastructure in Mahindra World City SEZ and giving it on perpetual lease.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MITL.

18. ***Mahindra Retail Private Limited***

Corporate Information

Mahindra Retail Private Limited ("**MRPL**") was incorporated on September 3, 2007 under the Companies Act, 1956 as a private limited company. The registered office of MRPL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MRPL is engaged in the business of operation of retail stores in mother and baby segment.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MRPL.

Negative net worth

MRPL had negative networth in the Fiscal 2015. The following information has been derived from the audited financial statements of MRPL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017^	**2016^**	**2015***
Equity capital	7,484.63	6,884.63	5,334.63
Sales	1,814.62	2,039.75	2,105.33
Profit/(loss) after tax	1,750.79	(930.72)	(1,188.90)
Reserves (excluding revaluation reserves) and surplus^^	(4,991.59)	(6,752.74)	(5,822.02)
Basic earnings per share (face value of ₹ 10)	2.50	(1.51)	(2.15)
Diluted earnings per share (face value of ₹ 10)	2.50	(1.51)	(2.15)
Net asset value per share	3.33	0.19	0.12

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

19. ***Mahindra Susten Private Limited***

Corporate Information

Mahindra Susten Private Limited (**"MSPL"**) was incorporated as Mahindra EPC Services Private Limited on September 19, 2010 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on May 18, 2015. The registered office of MSPL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MSPL is engaged in the business of engineering, procurement and construction of power plants in renewable energy, operations and maintenance, energy management services, and production and distribution of solar power.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MSPL.

20. ***Mahindra Steel Service Centre Limited***

Corporate Information

Mahindra Steel Service Centre Limited (**"MSSCL"**) was incorporated on January 15, 1993 under the Companies Act, 1956 as a public limited company. The registered office of MSSCL is located at Mahindra Towers, P.K Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MSSCL is engaged in the business of processing of steel for the requirements of automobile, electric power and home appliances industries.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MSSCL.

21. ***Mahindra Sanyo Special Steel Private Limited***

Corporate Information

Mahindra Sanyo Special Steel Private Limited ("**MSSSPL**") was originally incorporated as Navyug Special Steel Private Limited on November 8, 2011 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on September 18, 2012. The registered office of MSSSPL is located at 74, Ganesh Apartment, opposite Sitaladevi Temple, L.J. Road, Mahim (West), Mumbai 400 016.

Nature of business

MSSSPL is engaged in the business of manufacturing and sales of alloy steel and bearings races (rings) products of various grades.

Interest of our Promoter

Our Promoter directly holds, jointly with nominee holders, 61,11,665 equity shares of MSSSPL constituting 51% of its issued and paid up equity share capital.

22. ***Mahindra Trucks and Buses Limited***

Corporate Information

Mahindra Trucks and Buses Limited ("**MTBL**") was originally incorporated as Mahindra International Limited on June 20, 1994 under the Companies Act, 1956 as a public limited company. The name of the company was changed to Mahindra International Private Limited on December 13, 2002 pursuant to its conversion to a private limited company. The name of the company was changed to Mahindra International Limited on January 9, 2006 purusant to its conversion to a public limited company. The name of the company was further changed to Mahindra Navistar Automotives Limited on June 6, 2008. The name of the company was changed to its present name on June 4, 2013. The registered office of MTBL is located at Gateway Building, Apollo Bunder, Mumbai 400 001.

Nature of business

MTBL is engaged in the business of trading in spare parts and accessories of heavy and light commercial vehicles and buses.

Interest of our Promoter

Our Promoter holds, jointly with nominee holders, 4,40,04,80,600 equity shares of MTBL constituting 100% of its issued and paid up equity share capital.

23. ***Mahindra Tsubaki Conveyor Systems Private Limited***

Corporate Information

Mahindra Tsubaki Conveyor Systems Private Limited (**“MTCSPL”**) was originally incorporated as Mahindra Conveyor Systems Private Limited on January 4, 2010 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on September 19, 2014. The registered office of MTCSPL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400018.

Nature of business

MTCSPL is engaged in the business of manufacturing and sale of materials handling systems.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MTCSPL.

24. ***Mahindra Two Wheelers Limited***

Corporate Information

Mahindra Two Wheelers Limited (**“MTWL”**) was originally incorporated as Mahindra Two Wheelers Private Limited on August 5, 2008 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on December 1, 2008 pursuant to its conversion to a public limited company. The registered office of MTWL is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400018.

Nature of business

MTWL is engaged in the business of manufacturing and selling motorised two wheelers and its spare parts.

Interest of our Promoter

Our Promoter does not directly hold any equity shares in MTWL.

Our Promoter and MTWL have filed a scheme of arrangement under section 230 to 232 read with section 52 of the Companies Act, 2013 and rule 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 (the “**Scheme**”) before the National Company Law Tribunal, Mumbai (“**NCLT**”), pursuant to which the entire undertaking, business, activities, and operations pertaining to the two wheelers business of MTWL is proposed to be demerged and transferred as a going concern to our Promoter with effect from October 1, 2016 or such other date as may be directed by the NCLT. The Scheme is currently pending approval.

25. ***Mahindra Vehicle Manufacturers Limited***

Corporate Information

Mahindra Vehicle Manufacturers Limited (**“MVML”**) was originally incorporated as Mahindra Automotive Limited on May 25, 2007 under the Companies Act, 1956 as a public limited company. The name of the company was changed to its present name on December 19, 2008. The registered office of MVML is located at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400 018.

Nature of business

MVML is engaged in the business of designing, developing, and manufacture of automotive vehicles including but not limited to passenger vehicles, commercial vehicles, medium and heavy commercial vehicle, construction equipment and related parts and accessories including but not limited to engines, transmissions, axles, and other various spares parts, accessories and replacement parts.

Interest of our Promoter

Our Promoter holds, jointly with nominee holders, 3,966,946,331 equity shares of MVML constituting 100% of its issued and paid up equity share capital.

26. ***NBS International Limited***

Corporate Information

NBS International Limited (**"NBS"**) was originally incorporated as NBS International Private Limited on December 19, 1995 under the Companies Act, 1956 as a private limited company. The name of the company was changed to its present name on September 14, 2001. The registered office of NBS is located at 10 Stone Building, Shop No. 1, opposite Chowpatty Sea Face, Mumbai 400 007.

Nature of business

NBS is engaged in the business of sale and service of 'Mahindra' branded vehicles.

Interest of our Promoter

Our Promoter directly holds, jointly with nominee holders, 95,50,490 equity shares of NBS constituting 99.98% of its issued and paid up equity share capital.

Negative net worth

NBS had negative networth in the Fiscal 2017. The following information has been derived from the audited financial statements of NBS for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	**For the Fiscals**		
	2017^	**2016^**	**2015***
Equity capital	95.505	95.505	0.505
Sales	1,331.511	1,888.629	1823.69
Profit/(loss) after tax	(49.899)	(24.227)	(33.190)
Reserves (excluding revaluation reserves) and surplus	(1,69.397)	(1,19.498)	(95.271)
Basic earnings per share (face value of ₹ 10)	(5.00)	(3.00)	(657)
Diluted earnings per share (face value of ₹ 10)	(5.00)	(3.00)	(657)
Net asset value per share	(7.74)	(3.28)	(1876.57)

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

27. ***Orizonte Business Solutions Limited***

Corporate Information

Orizonte Business Solutions Limited ("**OBSL**") was originally incorporated as Mega One Stop Farm Services Limited on September 18, 2000 under the Companies Act, 1956 as a public limited company. The name of the company was changed to its present name on October 27, 2015. The registered office of OBSL is located at Mahindra Towers, P. K. Kurne Chowk, Dr. G. M. Bhosale Marg, Worli, Mumbai 400 018.

Nature of business

OBSL is engaged in the business of digital aggregator in logistic space.

Interest of our Promoter

Our Promoter directly holds 1,47,80,000 equity shares of OBSL constituting 98.14% of its issued and paid up equity share capital.

Negative net worth

OBSL had negative networth in the Fiscal 2017. The following information has been derived from the audited financial statements of OBSL for the last three Fiscals:

(in ₹ million, except per share data)

Particulars	For the Fiscals		
	2017^	**2016^**	**2015***
Equity capital	150.60	57.80	7.80
Sales	28.75	0.01	-
Profit/(loss) after tax	(91.06)	(17.69)	(0.03)
Reserves (excluding revaluation reserves) and surplus	(122.03)	(30.9)	(13.28)
Basic earnings per share (face value of ₹ 10)	(8.48)	(10.42)	(0.04)
Diluted earnings per share (face value of ₹ 10)	(8.48)	(10.42)	(0.04)
Net asset value per share	1.90	4.64	(7.03)

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

Nature and extent of interest of Group Companies

1. ***In the promotion of our Company***

   None of our Group Companies have any interest in the promotion of our Company.

2. ***In the properties acquired by our Company in the past two years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company***

   None of our Group Companies are interested in the properties acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

3. ***In transactions for acquisition of land, construction of building and supply of machinery, etc.***

   None of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among the Group Companies and our Company

Our Company is engaged in supply chain logistics services and people transportation services. There are common pursuits amongst Bristlecone India Limited, Orizonte Business Solutions Limited, Tech Mahindra Limited and our Company. However, as of date of this Draft Red Herring Prospectus, there is not conflict of interest with our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

For details of related business transactions, see "Related Party Transactions" on page 222, during last five fiscals.

Significant sale / purchase between Group Companies and our Company

None of our Group Companies are involved in any sales or purchase transaction with our Company where such transaction exceeds in value in the aggregate of 10% of the total sales or purchases of our Company.

Business interest of Group Companies

Except in the ordinary course of business and as stated in "*Our Business*" and "*Related Party Transactions*" on pages 136 and 222, respectively, during last five fiscals, none of our Group Companies have any business interest in our Company.

Defunct Group Companies

None of our Group Companies remain defunct and no application has been made to the RoC for striking off the name of any of our Group Companies during the five years preceding the date of this Draft Red Herring Prospectus.

Sick company and winding up

None of our Group Companies fall under the definition of sick companies under the erstwhile SICA and none of them are under winding up. Further, there are no pending proceedings under the Insolvency and Bankruptcy Code, 2016 in respect of any Group Company.

Negative net worth

Other than as disclosed in this Draft Red Herring Prospectus, none of our Group Companies had a negative net worth in the last three Fiscals.

Loss making Group Companies

Except as below, none of our Group Companies have incurred losses in the last Fiscal:

(in ₹ million)

Name of the Group Company	Profit/(loss) for the Fiscal		
	March 31, 2017^	March 31, 2016*	March 31, 2015*
Defence Land Systems India Limited	(87.4)	(93.3)	(91.98)
Mahindra Aerostructures Private Limited	(525.34)	(526.07)	(437.63)
Mahindra Agri Solutions Limited	(506.2)	(268.3)	49.9
Mahindra Defence Naval Systems Private Limited	(75.33)	(33.00)	5.34
Mahindra Electric Mobility Limited	(1,131.85)	(910.51)	(940.83)
Mahindra First Choice Services Limited	(454.50)	(716.21)	(540.52)
Mahindra Greenyard Private Limited	(37.19)	(18.81)	(3.76)
Mahindra Gujarat Tractor Limited	(53.30)	(7.99)	45.03
Mahindra Sanyo Special Steel Private Limited	(460.77)	(496.32)	(632.75)
Mahindra Two Wheelers Limited	(4,709.78)	(6,157.62)	(5,288.74)
NBS International Limited	(49.90)	(24.23)	(33.19)
Orizonte Business Solutions Limited	(91.06)	(17.69)	(0.03)

** As per audited financial statements in accordance with Indian GAAP*

^ As per audited financial statements in accordance with Ind AS

Confirmations

None of the securities of our Group Companies, except for Tech Mahindra Limited, Mahindra Finance, MHRIL, MCIE and EPCIL are listed on any stock exchange. Other than MMFSL, none of our listed Group Companies have made any public or rights issue of securities in the preceding three years. During the Fiscal 2018, MMFSL undertook a public issue of unsecured subordinated redeemable non-convertible debentures of the face value of ₹ 1,000 each, for an amount of ₹ 2,500 million, with an option to retain oversubscription upto ₹ 17,500 million, aggregating up to ₹ 20,000 million through the tranche 1 prospectus ("**NCD Prospectus**"). The objects mentioned in NCD Prospectus filed by MMFSL shall be met.

Further, our Group Companies have confirmed that they have not been identified as a wilful defaulter as defined under the SEBI ICDR Regulations.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the last five financial years, see "*Financial Statements –Restated Consolidated Financial Statements*" and "*Financial Statements – Restated Standalone Financial Statements*" on page 224.

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder) and will depend on a number of factors, including but not limited to our profits, capital requirements, contractual obligations and the overall financial condition of our Company. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deem relevant, including among others, our results of operations, financial condition, revenues, profits, cash flow, cash requirements, capital requirements, business prospects and any other financing arrangements. The Board may also declare interim dividend.

Our Company has not declared any dividend during the last five Fiscals.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Auditors' Report on the Restated Consolidated Financial Information in connection with the Initial Public Offering of Mahindra Logistics Limited

To
The Board of Directors
Mahindra Logistics Limited
Mahindra Towers
P. K. Kurne Chowk, Worli
Mumbai 400 018
Maharashtra, India

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Mahindra Logistics Limited (the "Company") and its subsidiaries (collectively known as "Group") which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at March 31, 2013 and March 31, 2014 ((Annexure I), the Restated Consolidated Summary Statement of Profit and Loss (Annexure II) and the Restated Consolidated Summary Statement of Cash Flows (Annexure III) for the years then ended alongwith the Summary of Significant Accounting Policies, prepared by the Company in terms of the legacy Indian GAAP for the purpose of inclusion in the draft red herring prospectus ("DRHP") in connection with its proposed Initial Public Offer ("IPO").

2. We have examined the attached Restated Consolidated Proforma Ind AS Financial Information of the Company, which comprise of the Restated Consolidated Proforma Summary Statement of Assets and Liabilities as at March 31, 2015 (Annexure I), the Restated Consolidated Proforma Summary Statement of Profit and Loss (including Other Comprehensive Income) (Annexure II), the Restated Statement of Changes in Equity (Annexure III) and the Restated Consolidated Proforma Summary Statement of Cash Flows (Annexure IV) for the years then ended alongwith the Summary of Significant Accounting Policies (Annexure V), prepared by the Company in terms of the Ind AS principles for the purpose of inclusion in the DRHP in connection with its IPO.

3. We have examined the attached Restated Consolidated Ind AS Financial Information of the Company, which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at March 31, 2016 and March 31, 2017 (Annexure I), the Restated Consolidated Summary Statement of Profit and Loss (including Other Comprehensive Income) (Annexure II), the Restated statement of Changes in Equity (Annexure IV) and the Restated Consolidated Summary Statement of Cash Flows (Annexure V) for the years then ended alongwith the Summary of Significant Accounting Policies, prepared by the Company in terms of the Ind AS principles for the purpose of inclusion in the DRHP in connection with its IPO.

4. The Restated Consolidated Financial information as mentioned in point 1, the Restated Consolidated Proforma Ind AS Financial Information as mentioned in point 2 and the Restated Consolidated Ind AS Financial Information as mentioned in point 3 is together referred to as "Restated Consolidated Financial Information" of the Company and have been approved by the Board of Directors of the Company in their meeting held on July 25, 2017.

5. The Restated Consolidated Financial Information is prepared in terms of the requirements of:
   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and
   b. Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") issued by the Securities and Exchange Board of India on August 26, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992.

Managements' Responsibility for the Restated Consolidated Financial Information

6. The preparation of the Restated Consolidated Financial Information to be included in the DRHP being filed in connection with the IPO and as mentioned in para 4 above is the responsibility of the Management of the Company for the purpose set out in para 17 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company/Group complies with the requirements of the Act, the Rules and ICDR Regulations.

Auditors' Responsibilities

7. We have examined such Restated Consolidated Financial Information taking into consideration:

   a. the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 31, 2017 in connection with the proposed issue of equity shares of the Company;
   b. the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note");
   c. the requirements of Section 26 of the Act read with applicable provisions within Rule 4 to 6 of the Rules and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR regulations in connection with the IPO.

Restated Consolidated Financial Information

8. These Restated Consolidated Financial Information have been compiled by the management from the Audited Consolidated Financial Statements as at March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with accounting principles generally accepted in India and which have been approved by Board of directors at their respective meetings held on 28th April, 2017, 29th April, 2016, 30th April, 2015, 25th July, 2017, and 25th July, 2017 respectively.

9. For the purpose of our examination, we have relied on the Auditor's reports issued by us dated 28th April, 2017, 29th April, 2016, 30th April, 2015, 25th July, 2017, and 25th July, 2017 on the Consolidated Financial Statements as at and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 respectively, as referred to in paragraph 8 above.

10. Also, such Restated Consolidated Financial Information:
    a. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    b. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
    c. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.

11. At the Company's request, we have also examined the following restated Consolidated financial information proposed to be included in the DRHP, prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company/Group as at and for each of the years ended March 31, 2017, 2016 and 2015:

    a. Restated Consolidated Statement of Property, Plant and Equipment, as Note 4 to Annexure V
    b. Restated Consolidated Statement of Intangible Assets, as Note 5 to Annexure V
    c. Restated Consolidated Statement of Investments, as Note 6 to Annexure V
    d. Restated Consolidated Statement of Trade Receivables, as Note 7 to Annexure V
    e. Restated Consolidated Statement of Loans given, as Note 8 to Annexure V
    f. Restated Consolidated Statement of Other Financial Assets, as Note 9 to Annexure V
    g. Restated Consolidated Statement of Deferred Tax Assets, as Note 10 to Annexure V
    h. Restated Consolidated Statement of Other Assets, as Note 11 to Annexure V
    i. Restated Consolidated Statement of Cash and Bank Balances, as Note 12 to Annexure V
    j. Restated Consolidated Statement of Current Tax Assets, as Note 13 to Annexure V
    k. Restated Consolidated Statement of Non Current Assets classified as held for sale, as Note 14 to Annexure V
    l. Restated Consolidated Statement of Equity Share Capital, as Note 15 to Annexure V
    m. Restated Consolidated Statement of Other Equity, as Note 16 to Annexure V
    n. Restated Consolidated Statement of Borrowings, as Note 17 to Annexure V
    o. Restated Consolidated Statement of Other Financial Liabilities, as Note 18 to Annexure V
    p. Restated Consolidated Statement of Provisions, as Note 19 to Annexure V
    q. Restated Consolidated Statement of Other Liabilities, as Note 20 to Annexure V
    r. Restated Consolidated Statement of Trade Payables, as Note 21 to Annexure V
    s. Restated Consolidated Statement of Revenue from Operations, as Note 22 to Annexure V
    t. Restated Consolidated Statement of Other Income, as Note 23 to Annexure V
    u. Restated Consolidated Statement of Employee Benefit Expense, as Note 24 to Annexure V
    v. Restated Consolidated Statement of Finance Costs, as Note 25 to Annexure V
    w. Restated Consolidated Statement of Other Expenses, as Note 26 to Annexure V
    x. Restated Consolidated Statement of Current Tax and Deferred Tax, as Note 27 to Annexure V
    y. Restated Consolidated Statement of Earnings per Share, as Note 28 to Annexure V
    z. Restated Consolidated Statement of Financial Instruments, as Note 29 to Annexure V
    aa. Restated Consolidated Statement of Fair Value Measurement, as Note 30 to Annexure V
    bb. Restated Consolidated Statement of Segment Information, as Note 31 to Annexure V
    cc. Restated Consolidated Statement of Leases, as Note 32 to Annexure V
    dd. Restated Consolidated Statement of Employee Benefits, as Note 33 to Annexure V
    ee. Restated Consolidated Statement of related Party Transactions, as Note 34 to Annexure V
    ff. First Time Adoption of Ind AS , as Note 35 to Annexure V
    gg. Restated Consolidated Statement of Contingent Liabilities and Commitments, as Note 36 to Annexure V

hh. Details of Specified Bank Notes (SBNs) held and transacted during the specified period, as Note 37 to Annexure V
ii. Disclosure of interest in Subsidiaries and interest of non-controlling interest, as Note 38 to Annexure V
jj. Statement of Adjustments to Consolidated Financial Statements – Annexure VI
kk. Consolidated Accounting Ratios – Annexure VII
ll. Consolidated Statement of Capitalisation – Annexure VIII
mm. Annexure IX – kept intentionally blank
nn. Details of changes in accounting policy in last 5 year - Annexure X

12. At the Company's request, we have also examined the following restated Consolidated financial information proposed to be included in the DRHP, prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company/Group as at and for each of the years ended March 31, 2014 and 2013:

a. Restated Consolidated Statement of Share Capital, as Note I to Annexure IV
b. Restated Consolidated Statement of Reserves and Surplus, as Note II to Annexure IV
c. Restated Consolidated Statement of Other Non Current Liabilities , as Note III to Annexure IV
d. Restated Consolidated Statement of Long Term Provisions, as Note IV to Annexure IV
e. Restated Consolidated Statement of Trade payables, as Note V to Annexure IV
f. Restated Consolidated Statement of Other Current Liabilities, as Note VI to Annexure IV
g. Restated Consolidated Statement of Short Term Provisions, as Note VII to Annexure IV
h. Restated Consolidated Statement of Fixed Assets, as Note VIII to Annexure IV
i. Restated Consolidated Statement of Non Current Investment, as Note IX to Annexure IV
j. Restated Consolidated Statement of Long Term Loans and Advances, as Note X to Annexure IV
k. Restated Consolidated Statement of Current Investments, as Note XI to Annexure IV
l. Restated Consolidated Statement of Inventories, as Note XII to Annexure IV
m. Restated Consolidated Statement of Trade Receivables, as Note XIII to Annexure IV
n. Restated Consolidated Statement of Cash and Bank Balances, as Note XIV to Annexure IV
o. Restated Consolidated Statement of Short Term Loans and Advances, as Note XV to Annexure IV
p. Restated Consolidated Statement of Other Current Assets, as Note XVI to Annexure IV
q. Restated Consolidated Statement of Revenue from Operations, as Note XVII to Annexure IV
r. Restated Consolidated Statement of Other Income, as Note XVIII to Annexure IV
s. Restated Consolidated Statement of Changes in Inventories of Stock in Trade, as Note XIX to Annexure IV
t. Restated Consolidated Statement of Operating, Administrative & Other Expenses, as Note XX to Annexure IV
u. Restated Consolidated Statement of Employee Benefit Expenses, as Note XXI to Annexure IV
v. Restated Consolidated Statement of Finance Costs, as Note XXII to Annexure IV
w. Restated Consolidated Statement of Depreciation and Amortization, as Note XXIII to Annexure IV
x. Restated Consolidated Notes to Restated Consolidated Financial Statements, as Note XXIV to Annexure IV
y. Annexure V – kept intentionally blank
z. Statement of Adjustments to Consolidated Financial Statements – Annexure VI
aa. Consolidated Accounting Ratios – Annexure VII
bb. Consolidated Statement of Capitalisation – Annexure VIII
cc. Annexure IX – kept intentionally blank
dd. Details of changes in accounting policy in last 5 year - Annexure X

13. According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Information as mentioned in paragraph 4 above for the year(s) ended March 31, 2017, 2016, 2015, 2014 and 2013 read with Summary of Significant Accounting Policies is prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

Other matters

14. We have not audited or reviewed any standalone or consolidated financial statements of the Company/Group as of any date or for any period subsequent to March 31, 2017. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company/Group as of any date or for any period subsequent to March 31, 2017.

15. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

16. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

17. Our report is intended solely for use of the management for inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Maharashtra in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For B.K.Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

H. P. Mahajani
Partner
Membership No.: 030168

Place: Mumbai
Date: July 25, 2017

Annexure I **MAHINDRA LOGISTICS LIMITED**

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

Particulars	Note No. of Annexure IV	As at 31st Mar'14 (Rs. in Millions)	As at 31st Mar'13 (Rs. in Millions)
I EQUITY AND LIABILITIES:			
(1) Shareholder's Fund			
(a) Share Capital	I	**590.60**	577.00
(b) Reserves and Surplus	II	**652.83**	282.30
(2) Minority Interest		**-**	-
(3) Non Current Liabilities			
(a) Other Long Term Liabilities	III	**20.34**	24.89
(b) Long Term Provisions	IV	**61.53**	47.25
(4) Current Liabilities			
(a) Trade Payables			
Due to micro and small enterprises		**-**	-
Due to others	V	**1,890.77**	1,586.26
(b) Other Current Liabilities	VI	**119.99**	83.83
(c) Short Term Provisions	VII	**14.20**	10.42
Total		**3,350.26**	2,611.95
II ASSETS:			
(1) Non Current Assets			
(a) Fixed Assets	VIII		
(i) Tangible Assets		**143.18**	83.64
(ii) Intangible Assets		**12.80**	17.38
(iii) Capital Work-In Progress		**1.77**	3.66
(b) Goodwill on Consolidation		-	-
(c) Non Current Investments	IX	**0.12**	0.11
(d) Deferred Tax Assets (Net)		**52.71**	33.65
(e) Long Term Loans and Advances	X	**96.82**	63.85
(2) Current Assets			
(a) Current Investments	XI	**0.02**	0.02
(b) Inventories	XII	**15.11**	-
(c) Trade Receivables	XIII	**1,530.43**	1,284.01
(d) Cash and Bank Balance	XIV	**871.74**	407.06
(e) Short-Term Loans and Advances	XV	**596.56**	698.05
(f) Other Current Assets	XVI	**29.00**	20.52
Total		**3,350.26**	2,611.95
Summary of Significant accounting policies & Notes to financial statement	XXIV		

The above statement should be read with Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Financial Information (Annexure IV), and Statement on Adjustments to Audited Financial Statements (Annexure VI).

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July,2017

Brijbala Batwal
Company Secretary

RESTATED CONSOLIDATED STATEMENT OF PROFIT & LOSS

	Particulars	Note No. of Annexure IV	For the year ended March 31st, 2014 (Rs. in Millions)	For the year ended March 31st, 2013 (Rs. in Millions)
I	Revenue from Operation	XVII	**17,506.96**	15,320.50
II	Other Income	XVIII	**62.70**	34.65
III	Total Revenue (I+II)		**17,569.66**	15,355.15
IV	Expenses:			
	Purchase of Stock in Trade		**27.05**	-
	Change in Inventories of Stock in Trade	XIX	**(15.11)**	-
	Operating, Administrative & Other Expenses	XX	**16,099.96**	14,268.18
	Employee Benefit Expenses	XXI	**882.01**	687.67
	Finance Cost	XXII	**0.55**	6.96
	Depreciation and Amortization	XXIII	**32.22**	30.70
	Total Expenses		**17,026.68**	14,993.51
V	Profit Before Tax (III-IV)		**542.98**	361.64
VI	Tax Expenses			
	(i) Current Tax		**195.87**	114.95
	(ii) Deferred Tax		**(19.05)**	2.44
VII	Profit/(Loss) After Tax before Minority Interest (V-VI)		**366.16**	244.25
VIII	Profit attributable to Minority Interest		**-**	-
IX	Profit/(Loss) After Tax & Minority Interest (VII-VIII)		**366.16**	**244.25**
X	Earning Per Equity Share:			
	(i) Basic (Rs.)		**6.33**	**4.23**
	(ii) Diluted (Rs.)		**5.85**	**4.03**
	Summary of Significant accounting policies & Notes to financial statement	XXIV		

The above statement should be read with Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Financial Information (Annexure IV), and Statement on Adjustments to Audited Financial Statements (Annexure VI).
"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July,2017

Brijbala Batwal
Company Secretary

MAHINDRA LOGISTICS LIMITED
ANNEXURE III
RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Rs. in Millions)

	Particulars	31-Mar-14		31-Mar-13	
		Rs.	Rs.	Rs.	Rs.
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before tax		542.98		361.64
	ADJUSTMENTS FOR:				
	Depreciation	15.69		11.85	
	Amortisation	16.53		18.85	
	Provision for Doubtful Debts/Advances	16.30		(5.83)	
	Loss on sale of Fixed Assets/disposal (Net)	1.60		2.86	
	Finance Charges	0.55		6.96	
	Dividend Income	(0.02)		(0.02)	
	Interest Income	(59.96)		(34.32)	
			(9.31)		0.35
	Operating Profit/ (Loss) before working capital changes		533.67		361.99
	ADJUSTMENTS FOR WORKING CAPITAL CHANGES:				
	(Increase)/Decrease in Trade and Other Receivables	(272.71)		(232.72)	
	(Increase)/Decrease in Inventories	(15.11)		-	
	Increase/(Decrease) in Trade Payables and Other Liabilities	351.63		439.69	
			63.81		206.97
	Cash flow used in operations		597.48		568.96
	Less: Taxes paid and refund (Income Tax)		(110.81)		(84.60)
	Net cash flow from / (used in) operating activities		486.67		484.36
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Fixed Assets (including Capital WIP and Capital Advances)		(102.13)		(58.23)
	Sale of Fixed Assets		2.76		6.15
	Dividend Income		0.02		0.01
	Interest Income		59.96		34.32
	Net cash used in investing activities		(39.39)		(17.76)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Issue of Share Capital		13.60		-
	Share Premium		4.35		-
	Proceeds from Borrowings		-		(56.75)
	Interest Paid		(0.55)		(6.96)
	Net cash from financing activities		17.40		(63.71)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		464.68		402.89
	Cash and cash equivalents - Opening balance		407.04		4.15
	Cash and cash equivalents - Closing balance		871.72		407.04
	Net increase/(decrease) as disclosed above		464.68		402.89
	Components of cash and cash equivalents				
	Cash / Cheques on hand		14.13		2.69
	With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts		857.59		404.35
			871.72		407.04

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method setout in Accounting Standard 3.
2 Figures in bracket indicates cash outgo.

Accounting Policies and notes forming part of the accounts are given in Notes

The above statement should be read with Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Financial Information (Annexure IV), and Statement on Adjustments to Audited Financial Statements (Annexure VI).

"As per our Report of Even Date attached"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

H.P Mahajani
Partner
M.No. 030168

For and on behalf of Board of Directors
Mahindra Logistics Limited

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July,2017

Brijbala Batwal
Company Secretary

Annexure IV
Note: I
Share Capital :

A) Details of Authorised , Issued, Subscribed and Paid up Shares

Particulars	As at March 31st, 2014		As at March 31st, 2013	
Equity Share of Rs. 10 each	**6,40,00,000**	**640.00**	7,50,00,000	750.00
0.001% Non Cumulative fully paid Compulsorily Convertible Preference Shares of Rs. 50 each	**82,00,000**	**410.00**		
Total…………	-	**1,050.00**	-	750.00
Issued:				
Equity Share of Rs. 10 each fully paid	**6,08,42,383**	**608.42**	5,77,00,000	577.00
Subscribed and Fully Paid up:				
Equity Share of Rs. 10 each fully paid	**5,88,12,593**	**588.13**	5,77,00,000	577.00
Subscribed but Not Fully Paid up:				
Equity Share of Rs. 10 each (Rs 2 paid up)	**4,48,517**	**0.90**	-	-
Equity Share of Rs. 10 each (Re 1 paid up)	**15,81,273**	**1.58**	-	-
Total…………	**6,08,42,383**	**590.60**	5,77,00,000	577.00

B) **Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

(i) Equity Shares

Particulars	As at March 31st, 2014		As at March 31st, 2013	
	Nos.	**Rs. In Millions**	Nos.	Rs. in Millions
Issued, Subscribed and Paid up				
Balance as at the beginning of the year	**5,77,00,000**	**577.00**	5,77,00,000	577.00
Add:- Issued during the year	**31,42,383**	**13.60**	-	-
Balance as at the end of the year	**6,08,42,383**	**590.60**	5,77,00,000	577.00

C) Shares held by Holding Company/Fellow Subsidiaries

Particulars	Shares held by	Numbers as at	
		March 31st, 2014	March 31st, 2013
Mahindra & Mahindra Limited	**Holding Company**	**5,39,06,123**	5,76,99,900
Mahindra Engineering & Chemical Products Limited	**Fellow Subsidiary Company**	**100**	100

D) Shareholders holding more than 5% of Share Capital

(i) Equity Shares

Particulars	As at March 31st, 2014		As at March 31st, 2013	
	No of Shares Held	**% of Holding**	No of Shares Held	% of Holding
Mahindra & Mahindra Limited	5,39,06,123	**88.60%**	5,76,99,900	100.00%
Normandy Holdings Limited	47,05,879	**7.73%**	-	-

Share Capital :

E) Shares reserved for issue under Stock Options (For details of shares issued under Key Executive Stock Option Scheme 2012, Refer Note XXIV (11)

F) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note: II

Reserves and Surplus :	**As at March 31st, 2014 (Rs. in Millions)**	As at March 31st, 2013 (Rs. in Millions)
(a) Securities Premium		
Opening Balance	**-**	-
Add: Additions during the year	**4.35**	
Total..............	**4.35**	-
(b) Surplus in Profit & Loss Statement		
Opening Balance	**282.30**	38.04
Add:- Profit for the Current Year	**366.18**	244.26
Total..............	**648.48**	282.30
Grand Total (a+b)	**652.83**	282.30

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: III		
Other Long Term Liabilities:		
Deposit Received from Customers / Vendors	**20.34**	24.89
Total..............	**20.34**	24.89
Note: IV		
Long Term Provisions:		
Provision for Employee Benefits	**61.53**	47.25
Total..............	**61.53**	47.25
Note: V		
Trade Payables:		
Total outstanding dues of creditors other than Micro and Small Enterprises	**1,890.77**	1,586.26
Total..............	**1,890.77**	1,586.26
Note: VI		
Other Current Liabilities:		
(a) Deposit Received from Vendors / Customers	**15.76**	7.80
(b) Employee Liabilities	**76.87**	67.33
(c) Statutory Liabilities	**19.13**	7.69
(d) Payable for Fixed Assets	**8.18**	-
(e) Others	**0.05**	1.01
Total..............	**119.99**	83.83
Note: VII		
Short Term Provision:		
(a) Provision for Income Tax	**0.02**	-
(b) Provision for Wealth Tax	**0.09**	0.10
(c) Provision for Employee Benefits	**14.09**	10.32
(d) Others	**-**	-
Total..............	**14.20**	10.42

Mahindra Logistics Limited
Annexure IV
Note: VIII
Fixed Assets :

(Rs. in Millions)

Description of Assets	COST				DEPRECIATION				NET BLOCK	
	As at 31st March, 2013	Additions during the year	Deductions and adjustments during the year	As at 31st March, 2014	As at 31st March, 2013	For the Year	Adjustments/ Deductions	As at 31st March, 2014	Net Balance as at 31st March, 2014	Net Balance as at 31st March, 2013
(A) Tangible Assets										
Land	-	-	-	-	-	-	-	-	-	-
Office equipment	34.17	20.43	2.02	52.58	9.09	5.08	1.13	13.04	39.54	25.08
Plant and Machinery	34.55	54.04	6.06	82.53	13.28	2.94	3.29	12.93	69.60	21.27
Furniture and Fittings	30.38	3.82	0.96	33.24	4.30	4.33	0.43	8.20	25.04	26.08
Vehicles, Cycles, etc.	22.45	1.30	0.84	22.91	11.24	3.34	0.65	13.93	8.98	11.21
TOTAL (A)	**121.56**	**79.59**	**9.88**	**191.26**	**37.91**	**15.69**	**5.50**	**48.10**	**143.16**	**83.64**
(B) Intangible Assets										
Goodwill	11.48	-	-	11.48	11.48	-	-	11.48	-	-
Computer Software	91.50	11.96	-	103.46	74.13	16.53	-	90.66	12.80	17.38
Congeries of Rights	91.20	-	-	91.20	91.20	-	-	91.20	-	-
TOTAL (B)	**194.18**	**11.96**	**-**	**206.14**	**176.81**	**16.53**	**-**	**193.34**	**12.80**	**17.38**
TOTAL (A+B)	**315.74**	**91.56**	**9.88**	**397.40**	**214.72**	**32.22**	**5.50**	**241.44**	**155.96**	**101.02**
Capital Work in Progress (C)	**3.66**	**1.77**	**3.66**	**1.77**		**-**	**-**	**-**	**1.77**	**3.66**
TOTAL (A+B+C)	**319.40**	**93.32**	**13.54**	**399.17**	**214.72**	**32.22**	**5.50**	**241.44**	**157.73**	**104.68**

Mahindra Logistics Limited
Annexure IV
Note: VIII
Fixed Assets :

(Rs. in Millions)

Description of Assets	COST				DEPRECIATION				NET BLOCK	
	As at 31st March, 2012	Additions during the year	Deductions and adjustments during the year	As at 31st March, 2013	As at 31st March, 2012	For the Year	Adjustments/ Deductions	As at 31st March, 2013	Net Balance as at 31st March, 2013	Net Balance as at 31st March, 2012
(A) Tangible Assets										
Land	-	-	-	-	-	-	-	-	-	-
Office equipment	23.01	14.38	3.22	34.17	6.59	3.76	1.25	9.09	25.08	16.42
Plant and Machinery	30.47	6.43	2.35	34.55	12.67	2.53	1.91	13.28	21.27	17.80
Furniture and Fittings	13.22	17.29	0.13	30.38	2.79	1.58	0.07	4.30	26.08	10.44
Vehicles, Cycles, etc.	45.18	0.05	22.78	22.45	23.51	3.98	16.25	11.24	11.21	21.66
TOTAL (A)	**111.88**	**38.15**	**28.48**	**121.55**	**45.56**	**11.85**	**19.48**	**37.91**	**83.64**	**66.32**
(B) Intangible Assets										
Goodwill	11.48	-	-	11.48	11.48	-	-	11.48	-	-
Computer Software	75.09	16.42	-	91.51	55.27	18.86	-	74.13	17.38	19.81
Congeries of Rights	91.20	-	-	91.20	91.20	-	-	91.20	-	-
TOTAL (B)	**177.77**	**16.42**	**-**	**194.19**	**157.95**	**18.86**	**-**	**176.81**	**17.38**	**19.81**
TOTAL (A+B)	**289.65**	**54.57**	**28.48**	**315.74**	**203.51**	**30.71**	**19.48**	**214.72**	**101.02**	**86.13**
Capital Work in Progress (C)		**49.22**	**45.56**	**3.66**		**-**	**-**	**-**	**3.66**	**-**
TOTAL (A+B+C)	**289.65**	**103.79**	**74.04**	**319.40**	**203.51**	**30.71**	**19.48**	**214.72**	**104.68**	**86.13**

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: IX		
Non Current Investments:		
(a) Investment in Equity Shares		
(i) Non Trade Investment		
The Zoroastrian Co-Operative Bank Limited (6520 Equity Share @ Rs. 25 each)	**0.10**	0.10
(b) Investment in Government Securities (lien to Sales Tax)		
National Saving Certificates	**0.02**	0.02
Total..............	**0.12**	0.12

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: X		
Long Term Loans and Advances:		
Unsecured, Considered Good		
(a) Capital Advance	**12.47**	8.41
(b) Security Deposit	**79.49**	53.15
(c) Prepaid Expenses	**4.86**	2.29
Total..............	**96.82**	63.85

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: XI		
Current Investments:		
Investment in Government Securities (lien to Sales Tax)	**0.02**	0.02
Total..............	**0.02**	0.02

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: XII		
Inventories:		
Stock in Trade	**15.11**	**-**
(At lower of Cost or Net Realisable Value)		
Total..............	**15.11**	**-**

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: XIII		
Trade Receivables:		
Outstanding for more than six months from the date they are due for payment		
Unsecured, Considered Good	**61.89**	69.25
Considered Doubtful	**48.36**	44.53
	110.25	113.78
Less : Provision for Doubtful Debts	**48.36**	44.53
	61.89	69.25
Outstanding for less than six months from the date they are due for payment	**-**	-
Unsecured, Considered Good	**1,468.54**	1,214.76
Total..............	**1,530.43**	1,284.01

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: XIV		
Cash and Bank Balance:		
i. Cash & Cash Equivalents:		
(a) Cash on Hand	**-**	-
(b) Cheques, Draft on Hand	**14.13**	2.69
(c) Balance With Banks		
(i) With Current Accounts	**2.67**	0.18
(ii) With Fixed Deposit Accounts	**560.00**	320.00
(iv) Balances in Cash Credit Accounts	**294.92**	84.17
Sub Total..............	**871.72**	407.04
ii. Other Bank Balances		
(a) Balance With Banks		
Fixed Deposit (lien to Sales Tax)*	**0.02**	0.02
Sub Total..............	**0.02**	0.02
Total..............	**871.74**	407.06

*In year 2013 Fixed Deposit has a maturity greater than 12 months from Balance Sheet date

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: XV		
Short Term Loans and Advances:		
Unsecured, Considered Good		
(a) Security Deposit	**56.08**	68.29
(b) Loans and Advances to Related party		
(i) Inter Corporate Deposit	**20.00**	150.00
(ii) Others	**5.18**	5.18
(c) Other Loans & Advances		
(i) Loans and Advances to Employees	**6.19**	5.28
(ii) Advance Income Tax/TDS Receivable	**169.07**	254.13
(iii) Service Tax/Vat Recoverable (Net)	**23.55**	11.95
(iv) Advances to Vendors	**292.34**	181.13
(v) Prepaid Expenses	**16.21**	11.82
(vi) Gratuity Fund (Net of Liability)	**3.92**	10.26
(vii) Others	**0.10**	-
Considered Doubtful		
(a) Security Deposit	**-**	1.04
(b) Others Loans and Advances	**32.43**	15.01
	625.07	714.09
Less:- Provision for Doubtful Advance	**28.51**	16.04
	596.56	698.05
Total..............	**596.56**	698.05

	As at March 31st, 2014 (Rs. in Millions)	As at March 31st, 2013 (Rs. in Millions)
Note: XVI		
Other Current Assets:		
(a) Land held for sale (Refer Notes No. XXIV (4))	**19.09**	19.09
(b) Accrued Interest	**2.96**	1.43
(c) Claim Receivable	**6.95**	-
Total..............	**29.00**	20.52

	For the year ended March 31st, 2014 (Rs. in Millions)	For the year ended March 31st, 2013 (Rs. in Millions)
Note: XVII		
Revenue from:		
Other Operating Revenue:	**12.79**	-
Rendering of Services:		
(a) Supply Chain Logistics	**14,818.32**	12,861.73
(b) People Logistics	**2,675.85**	2,458.77
Total..............	**17,506.96**	15,320.50

	For the year ended March 31st, 2014 (Rs. in Millions)	For the year ended March 31st, 2013 (Rs. in Millions)
Note: XVIII		
Other Income:		
Interest Income	**59.96**	34.32
Dividend Income	**0.02**	0.02
Miscellaneous Income	**2.72**	0.31
Total..............	**62.70**	34.65

		For the year ended March 31st, 2014 (Rs. in Millions)	For the year ended March 31st, 2013 (Rs. in Millions)
Note: XIX			
Change in inventories of Stock in Trade			
Stock in Trade at the end of the year		**15.11**	-
Stock in Trade at the beginning of the year		-	-
(Increase)/Decrease of the Traded Products		**(15.11)**	-
Note: XX			
Operating, Administrative & Other Expenses:			
Freight & Other Related Expenses		**14,862.49**	13,111.12
Labour & Other Related Expenses		**592.27**	583.59
Warehouse and related expenses		**102.36**	123.23
Power & Fuel		**18.68**	13.40
Rent including lease rentals		**228.21**	157.39
Hire and service charges		**73.15**	**82.33**
Rates and Taxes		**2.86**	2.09
Insurance		**3.07**	2.54
Repairs & Maintenance :			
Buildings		**2.96**	2.66
Machinery		**10.22**	13.60
Others		**12.56**	14.37
Legal & Professional Fees		**51.67**	35.46
Travelling Expenses		**45.73**	42.38
Provision for Doubtful Debts/Advances	**16.30**		(5.83)
Add:- Bad Debts/Advances written off during the year	**17.93**		39.81
Less:- Provision for Doubtful Debts/ Advances no loger required	-	**34.23**	-
Audit Fee		**1.31**	1.04
Loss on Sale of Fixed Assets (Net)		**1.60**	2.86
Miscellaneous Expenses		**56.59**	46.14
Total..............		**16,099.96**	14,268.18
Note: XXI			
Employee Benefit Expenses:			
Salaries, Wages, Bonus, etc.		**785.94**	608.56
Contribution to Provident and other funds		**43.07**	35.42
Gratuity (Refer Note No. XXIV(8))		**6.49**	6.11
Staff Welfare		**46.51**	37.58
Total..............		**882.01**	687.67
Note: XXII			
Finance Cost:			
Interest Expenses		**0.55**	6.96
Total..............		**0.55**	6.96
Note: XXIII			
Depreciation and Amortization:			
Depreciation		**15.69**	11.85
Amortisation of Intangible assets		**16.53**	18.85
Total..............		**32.22**	30.70

Annexure IV
Note XXIV –**Notes forming part of the Restated Consolidated Financial Statements for the year ended 31st March, 2013 and 31st March, 2014**

1. The Consolidated Financial Statements relate to Mahindra Logistics Limited (MLL, the Company) and its subsidiaries. The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS 21) "Consolidated Financial Statements" notified by the Companies (Accounting Standard) Rules, 2014. The Consolidated Financial Statements have been prepared on the following basis :

   (i) The financial statements of the Company and its subsidiary companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances, intra group transactions and unrealised profits or losses have been fully eliminated.
   (ii) The difference between the costs of investment in the subsidiaries and the Company's share of equity at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill on consolidation or Capital Reserve on consolidation.
   (iii) The difference between the proceeds from disposal of investment in a subsidiary and the carrying amount of its assets less liabilities as of date of disposal is recognised in the Statement of Profit and Loss as profit or loss on disposal of investment in subsidiaries.
   (iv) Minority Interest in the net assets of consolidated subsidiaries consists :
      (a) the amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and
      (b) minorities' share of movements in equity since the date the parent Subsidiary relationship comes into existence.
   (v) The financial statements of the subsidiaries are drawn up to reporting date.

The subsidiaries (which along with Mahindra Logistics Limited, the parent, constitute the group) considered in the presentation of these Consolidated Financial Statements are:

Name of the Subsidiary Company	Country of Incorporation	Proportion of ownership interest	
		31-3-2014	31-3-2013
2 x 2 Logistics Pvt Ltd	India	100.00%	100.00%

2. **Significant Accounting Policies:**

   A. **Basis for Preparation of Financial Statements:**

   The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis and in accordance with the provisions of the Companies Act, 2013 and the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

   Assets and Liabilities are classified as Current or Non-current as per the provisions of Schedule III to the Companies Act, 2013 and Company's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

   The financial statements are presented in Indian Rupees denominated in Millions.

B. Use of Estimates:

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (Including Contingent Liabilities) as on the date of financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Any revision to accounting estimates is recognized prospectively in current and future periods.

C. Fixed Assets:

i. All Fixed Assets are carried at their cost of acquisition less accumulated depreciation and impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use.

ii. When an assets is scrapped or otherwise disposed off, cost and related depreciation are removed from books of accounts and resultant profit/loss, if any, is reflected in the Statement of Profit and Loss.

iii. Intangible assets are stated at cost less accumulated amortization and impairment loss, if any.

D. Depreciation :

Depreciation on tangible assets is charged by the Straight Line Method (SLM) in accordance with the useful lives specified in Part – C of Schedule II of the Companies Act, 2013 on a pro-rata basis except in the case of:

i. Certain items of Plant & Machinery individually costing more than Rs. 5,000,- over their useful lives ranging from 5 years to 10 years as determined by the Company and also based on the contractual arrangements wherever applicable.
ii. Cars and Vehicles for Commercial Use - at 16.21% of cost and others-at 15% of Cost.
iii. Horse portion of a Vehicle is depreciated over five years based on the management experience of handling similar kind of asset.
iv. Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period. In case of an extension of a lease period, the remaining 25% will be depreciated over the extended period of lease (for change in accounting policy refer Annexure -X).

E. Intangible Assets:

All Intangible Assets are initially measured at cost /fair value and amortised so as to reflect the pattern in which the asset's economic benefits are consumed.

F. **Software Expenditure :**

The expenditure incurred is amortised over three to ten financial years equally commencing from the year in which the expenditure is incurred.

G. Congeries of Rights :

The expenditure incurred is amortised over the estimated period of benefit, not exceeding four financial years equally commencing from the year in which the expenditure is incurred.

H. **Goodwill** :
The expenditure incurred is amortised over the estimated period of benefit, not exceeding four financial years equally commencing from the year in which, the expenditure is incurred.

I. Inventories:
Inventories are valued at the lower of cost and net realisable value. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined by the First in First Out (F.I.F.O) method.

J. Revenue Recognition:
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from logistics services rendered are recognised on the completion of the services as per the terms of contract.

Sale of products are recognised when the products are despatched which coincides with the transfer of risk and rewards to the buyer of products. Sales are exclusive of sales tax & sales returns.

Revenue from freight forwarding income, warehousing and custom clearance is recognised as and when service is performed on contractual terms.

Interest income is accounted on accrual basis at the contracted rate. Dividend income is recognised when right to receive is established.

K. Investments:
All long-term investments are valued at cost .However provision for diminution in value is made to recognise a decline, other than temporary in the value of investments. Current investments are valued at the lower of cost and fair value, determined by category of investment.

L. Foreign exchange transactions and translations:

i. Initial recognition:
Transactions in foreign currencies are recognised at the exchange rate between the reporting currency and the foreign currency prevailing on the transaction dates.

ii. Conversion:

a. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
b. Non-monetary items, if any, are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in

a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences:

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

b. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

M. Employee Benefits:

i. Defined Contribution Plan :
Company's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Statement of Profit and Loss.

ii. Defined Benefits :
Company's liability towards gratuity and long term compensated absences are determined by independent actuaries, using the projected unit credit method. Past services are recognised on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted 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 defined benefit obligation.

N. Borrowing Cost :
Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

O. Segment Reporting :
Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Revenues and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated Corporate Expenses".

P. Operating Leases:
The Company's significant operating leasing arrangements are in respect of office premises, warehouse, warehouse equipment and IT related equipment. Lease rentals are recognised as per the terms of lease.

Q. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity and potential equity shareholders by the weighted average number of Equity Shares outstanding during the year.

R. Income Tax :

Income taxes are accounted for in accordance with the Accounting Standard 22 on " Accounting for Taxes on Income". Taxes comprises of Current tax and Deferred tax.

Current tax is determined as the amount of tax payable in respect of taxable income for the year using the applicable tax rates and tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using the tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets are not recognised unless in the management judgment, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized except in case of deferred tax assets arising from brought forward tax losses wherein deferred tax assets is only recognized when there is virtual certainty. Deferred tax assets are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

S. Impairment of Assets :

The Management of the Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

T. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements.

U. Employee Stock Options:
The Company follows Intrinsic Value Method of accounting for accruing compensation cost arising from issue of Employee Stock Options. Compensation cost is amortised over the vesting period of the option on a straight line basis.

V. Change in Accounting Policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16. (Annexure –X)

3. Loans:
Credit Facilities from Banks are secured by a *pari-passu* charge on the Company's entire present and future book debts, vehicles, outstanding monies, receivables, claims, and bills in terms of the Letter of hypothecation executed by the Company.

Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the reporting years are in range between 10.50%p.a. to 12.25% p.a.

4. Tangible Assets:
During the financial year 2011-2012 cost of land situated at Sembiya Manali Village, Ponneri taluka, Tiruvallore District, amounting to Rs.18.94 Million including related development costs of the land amounting to Rs. 0.15 Millions was transferred to Current Assets as it is held for sale.

5. Based on the information available with the Company, no trade payables have been registered as 'supplier' within the meaning of 'Micro Small & Medium Enterprises Development Act, 2006' as on the reporting date.

6. Trade Receivables, Loans and Advances and Trade Payables are subject to confirmation and Reconciliations. Provision is however made for doubtful debt based on decided policy.

7. Audit fees includes :

(Rs. In Million)

Particulars	***For the year ended March 31, 2014**	*For the year ended March 31, 2013
Statutory Audit Fees	**0.87**	0.63
Tax Audit Fees	**0.15**	0.11
Fees for Other services	**0.27**	0.30
Out of Pocket expenses	**0.02**	-
Total	**1.31**	1.04

* Including Service Tax

8. Employee Defined Benefits**:-**

Defined benefit plans – as per Actuarial valuation

Gratuity (Funded) **(Rs. In Million)**

	Particulars	**31st March 2014**	31st March 2013
I.	**Expense recognised in the Statement of Profit and Loss for the year ended.**		
	1. Current Service Cost	**10.78**	7.79
	2. Interest	**2.29**	1.59
	3. Expected Return on Plan Assets	**(3.14)**	(4.23)
	4. Actuarial (Gain)/ Loss	**(3.58)**	0.88
	5. Total expense	**6.35**	6.03
II.	**Net Asset/ (Liability) recognised in the Balance Sheet as at reporting date.**		
	1. Present value of Defined Benefit Obligation as at 31st March	**(33.10)**	27.79
	2. Fair value of plan assets as at 31st March	**37.01**	38.05
	3. Funded status [Surplus/(Deficit)] (2-1)	**3.92**	10.26
	4. Net Asset/ (Liability) as at 31st March	**3.92**	10.26
III.	**Change in the obligation during the year ended.**		
	1. Present value of Defined Benefit Obligation at the beginning of the year	27.78	18.75
	2. Current Service Cost	**10.78**	7.79
	3. Interest Cost	**2.29**	1.59
	4. Actuarial (Gain) / Loss	**(4.22)**	0.89
	5. Benefits Paid	**(3.52)**	1.24
	6. Present Value of Defined Benefit Obligation at the end of the year	33.10	27.79
IV.	**Change in Fair Value of Assets during the year ended.**		
	1. Fair Value of Plan assets at the beginning of the year	**38.05**	25.05

	Particulars	31st March 2014	31st March 2013
	2. Expected return on plan asset	3.13	2.13
	3. Actuarial (Gain) / Loss	**(**0.64)	2.11
	4. Contributions by employer	**-**	10.00
	5. Actual benefits paid	(3.52)	(1.24)
	6. Fair value of Plan assets at the end of the year	37.02	38.05
	7. Actual return on plan assets	**2.50**	4.24
V.	**The major categories of plan assets as a percentage of total plan**		
	Funded with Life Insurance Corporation of India	**100%**	100%
VI.	**Actuarial assumptions**		
	1. Discount Rate	**9.31%**	8.25%
	2. Expected rate of return on plan assets	**9.31%**	8.25%
	3. In service Mortality	**IALM (2006-08) Ultimate**	LIC (1994-96) Ultimate
	4. Turnover Rate	**2% depending on Age**	2% depending on Age
	5. Salary escalation	**8%**	8%

9. As per the Accounting Standard 17, "Segment Reporting" the Company has disclosed Segment Reporting as follows:

(Rs. In Million)

Particulars	**Supply Chain Management**	**People Logistics**	**Trading Activity**	**Total**
Income from Operations	14,818.32	2,675.85	12.79	17,506.96
	(12,861.73)	(2,458.77)	-	(15,320.50)
Direct Expenses of Operations	13,890.57	2,421.04	12.52	16,324.13
	(12,128.86)	(2,229.09)	-	(14,357.95)
SEGMENT RESULT	927.75	254.81	0.27	1,182.83
	(732.87)	(229.68)	-	(962.55)
Unallocated Corporate Expenses (net of other income)				639.85
				(600.91)
Operating Profit/(Loss)				542.98
				(361.64)
Provision for taxation –				
Current Tax				195.87
				(114.95)
Deferred Tax Expense/Income				(19.05)
				(2.44)
Profit after tax				366.16
				(244.25)
OTHER INFORMATION				

Segment Assets	1,701.11	934.21	15.11	2,650.43
	(1,289.59)	(806.49)	-	(2,096.08)
Unallocable Corporate Assets				699.83
				(515.87)
Total Assets				3,350.26
				(2,611.95)
Segment Liabilities	1,500.32	430.73	14.80	1,945.85
	(1,218.77)	(366.80)	-	(1,585.57)
Unallocable Corporate Liabilities				160.98
				(167.08)
Total Liabilities				2,106.83
				(1,752.65)

10. Related Party disclosure as per Accounting Standard 18

a. List of Related parties:

A	Holding Company	Mahindra & Mahindra Limited
B	Fellow Subsidiaries	Mahindra Gujarat Tractors Limited
		Mahindra Holidays & Resorts India Limited
		Defence Land Systems India Limited (Formerly Mahindra Defence Land Systems Private Limited)
		Mahindra CIE Automotive Limited
		Mahindra Intertrade Limited
		Mahindra Steel Service Centre Limited
		Mahindra Heavy Engines Limited (Formerly Mahindra Navistar Engines Private Limited)
		Mahindra Retail Private Limited
		Mahindra Vehicle Manufacturers Limited (Formerly Mahindra Automotive Limited)
		Mahindra Trucks & Buses Limited (Formerly Mahindra Navistar Automotives Limited)
		Mahindra & Mahindra Financial Services Limited
		Mahindra Greenyard Private Limited
		Mahindra Integrated Township Limited
		Mahindra Engineering & Chemical Products Limited
		Mahindra Two Wheelers Limited
		EPC Industrie Limited
		Mahindra Conveyor Systems Private Limited (upto 31st July 2014)
		Mahindra First Choice Services Limited
		Mahindra Integrated Business Solutions Private Limited (Formerly Mahindra BPO Services Private Limited)
		Mahindra Defence Naval Systems Private Limited
		Mahindra Susten Private Limited (Formerly Mahindra EPC Services Private Limited)

		Mahindra Electric Mobility Limited
		Mahindra Sanyo Special Steel Private Limited (Formerly Navyug Special Steel Private Limited)
		Mahindra Insurance Brokers Limited
		Mahindra Sona Limited (Ceased to be related party from 16th December 2016)
		Mahindra Agri Solutions Limited
		Mahindra Defence System Limited
C	Key management Personnel	Pirojshaw Sarkari (C.E.O)

b. The related party transactions are as under:

(Rs. In Million)

Sr. No.	Nature of Transactions	Holding Company	Fellow Subsidiary	Key Management Personnel
1.	**Finance:**			
	Issue of ESOP Share during the year.	- (-)	- (-)	**1.20** (-)
	Inter Corporate Deposits Given	- (-)	**20.00** (180.00)	**-** (-)
	Inter Corporate Deposits Refunded back	- (-)	**150.00** (30.00)	**-** (-)
	Interest Income on Inter-corporate deposit given	- (-)	**17.83** (10.27)	- (-)
2.	**Investment:**			
	Investment in Equity Shares	- (-)	- (-)	- (-)
3.	**Purchases :**			
	Tangible Assets / Intangible Assets	**1.67** (-)	**-** (-)	**-** (-)
	Services	**14.98** (-)	**3.51** (1.52)	**-** (-)
4.	**Sales:**			
	Tangible Assets	**-** (-)	**-** (-)	**-** (-)
	Services	**12,452.42** **(10,122.04)**	**1,116.18** (1,466.29)	**-** (-)
5.	**Other Transactions:**			
	Reimbursements made to Parties	**26.82** (29.88)	**0.23** (6.87)	**-** (-)
	Reimbursements received from Parties	**-** (-)	**2.98** (-)	**-** (-)
6.	**Outstanding:**			
	Payables	**18.93** (13.50)	**0.78** **(0.14)**	**-** (-)

Sr. No.	Nature of Transactions	Holding Company	Fellow Subsidiary	Key Management Personnel
1.	**Finance:**			
	Receivables	**4,23.26** (370.54)	**97.32** (161.82)	**-** (-)
	Inter Corporate Deposits	- (-)	**20** (150)	**-** (-)
7.	Managerial Remuneration (refer note 1 below)	**-** (-)	**-** (-)	**12.46** (8.78)

Notes:

1. Does not include the charge for gratuity and provision for leave en-cashable on separation as separate actuarial valuation figures are not available.
2. Previous year's figures are given in brackets.

11. The Company has introduced a MLL - Key Executives Stock Option Scheme, 2012 ("Plan") as approved at its Board Meeting held on 27th April 2012 and subsequently amended on 5th February 2014. The plan provides that eligible employees and the Mahindra Partners Employees Options Trust (the Trust) as defined in the Plan are granted options to acquire equity shares of the Company that vests in a graded manner. The vested options can be exercised within a specified period from the date on which the shares of the Company get listed on a recognized stock exchange or on happening of an event as specified in the Plan.

Under the plan, during the year 2013, 51,02,791 Options were granted at an exercise price of Rs 13.90 per option and during the year 2014, 4,30,952 Options were granted at an exercise price of Rs.23.88 per option to eligible employees during the previous years.

Since the exercise price is equal to fair value of shares based on valuation by an independent valuer as on the date of the grant, no compensation costs is recorded in the books of account.

Information in Respect of Option Outstanding:

Particulars	**2013-14**	**2012-13**
No. of Options outstanding at beginning	49,72,889	51,02,791
No. of Option Granted during the year	4,30,952	-
No. of Option fortified during the year	1,39,770	1,29,902
No. of Options exercised during the year	31,42,283	-
No. of Option outstanding at end	21,21,788	49,72,889

During the year 2014, the Company amended the Plan at its board meeting held on 5th February, 2014 allowing accelerated vesting of all the options granted to the Trust. Accordingly the Trust exercised all the options and the company issued 26,07,691 shares to the trust.

a. Fair value of options

The fair value of options used to compute proforma net profit and earnings per share have been estimated on the date of grant using the black-scholes model. The key assumptions used in black-scholes model for calculating fair value as on the date of grant are:

Grants covered under Scheme 2012 :

Variables	25-Jun-12	02-Nov-12	14-Oct-13
1) Risk free interest rate	8.12%	7.95 – 7.96%	8.68%
2) Expected life	1.6 - 4.94 years	1.25 - 4.58 years	1.30 – 3.63 years
3) Expected volatility	35.35%	35.35%	52.62%
4) Dividend yield	0.00%	0.00%	0.00%

b. Earnings Per Share

As per the Guidance Note on "Accounting for Employee Share Based Payments" issued by the Institute of Chartered Accountants of India the Company has calculated the compensation cost using intrinsic value method. Had the Company used fair value method, the net profit after tax and basic and diluted earnings per share would have been as follows:

Particulars		Intrinsic Value Method		Fair Value Method *	
		Mar.2014	Mar.2013	Mar.2014	Mar.2013
Net profit after tax (Rs. in Million)	Rs. In Million	366.16	244.25	357.64	237.53
Weighted average number of equity shares of Rs.10/- each – Basic	No. in Million	57.85	57.70	57.85	57.70
Weighted Average number of equity shares of Rs.10/- each – Diluted	No. in Million	62.57	60.63	62.57	60.63
Basic Earnings Per Share (Rs.)	in Rs.	6.33	4.23	6.18	4,12
Diluted Earnings Per Share # (Rs.)	in Rs.	5.85	4.03	5.72	3.92

Dilution in Earnings per share is on account of 52,64,071 options in 2014 and 49,72,889 options in 2013, outstanding under the Employees Stock Option Scheme.

* Earnings Per Share under Fair value method is computed on proforma net profit after tax after adjusting for employee compensation costs under fair value method. Employee compensation cost under fair value method as compared to intrinsic value method is higher by Rs.8.52 Million in 2014 and Rs. 6.72 Million in 2013.

12. Earnings Per Share:

Particulars		**Year Ended 31 March 2014**	Year Ended 31 March 2013
Basic Earnings Per Share			
Net Profit/(Loss) after Tax (A)	Rs. In Million	**366.16**	244.25
Weighted Average No. of Shares used for computing Basic EPS (B)	No. in Million	**57.84**	57.70
Basic Earnings Per Share (A/B)	In Rs.	6.33	4.23
Nominal value of equity share	In Rs.	10.00	10.00
Diluted Earnings per Share			
Net Profit/(Loss) after Tax (A)	Rs. In Million	**366.16**	244.25
Weighted Average No. of Shares used for computing Diluted EPS (C)	No. in Million	62.57	60.63
Diluted Earnings Per Share (A/C)	In Rs.	**5.85**	4.03
Nominal value of equity share	In Rs.	**10.00**	10.00

13. The Company's significant leasing arrangements are in respect of operating leases for commercial and residential premises:

a. Lease payment from operating lease is recognised on a straight line basis over the period of the lease. The particulars of the premises given under operating leases are as under:

(Rs. In Million)

	31 March 2014	31 March 2013
Particulars	**Amount**	Amount
Future minimum Lease payments		
- not later than one year	**103.63**	84.07
- later than one year and not later than 5 years	**219.61**	239.63
- later than 5 years	**Nil**	Nil

14. The components of Net Deferred Tax Assets as at the year-end are as under :

(Rs. In Million)

	31 March 2014	31 March 2013
Deferred Tax Assets :	**Amount**	Amount
On provision for doubtful debts	**16.44**	15.28
On provision for doubtful advances	**9.69**	5.42
On Provision for employee benefits	**25.71**	19.70
On Tax Loss	**Nil**	Nil

On Depreciation	**14.55**	6.55
Total (A)	**66.39**	46.95
Deferred Tax Liabilities :		
On VAT payment allowed u/s43B but not provided in books	**10.64**	10.47
On Provision for Post Retirement benefits	**-**	-
On Gratuity	**3.04**	2.83
Total (B)	**13.68**	13.30
Net Deferred Tax Asets (A-B)	**52.71**	33.65

15. Unhedged Forex Exposure:
The year-end foreign currency exposures that have not been hedged by a derivative Instrument or forward contracts are given below:

Particulars	**Currency**	**31-Mar-14**		31-Mar-13	
		Value in foreign currency	**Value in Rupees (Million)**	Value in foreign currency	Value in Rupees (Million)
Trade Receivables	USD	14,421.93	0.86	NIL	NIL
Trade Payables	USD	50,835.71	3.05	51210.71	2.79
	EUR	1213	0.10	2386.63	1.17

16. Contingent Liabilities not provided for:

(**Rs. In Million**)

Sr. No.	**Particulars :**	**2014**	2013
a.	**Guarantees given by the Bankers of the Company**	**4.75**	2.70
b.	**Claim against the Company not acknowledged by the Company**		
	VAT	**52.80**	52.80
	Service tax	**37.70**	34.16
	Income Tax	**18.49**	13.73
	Other matters (excluding claims where amount is not ascertainable)	**11.45**	9.85

17. The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March 2014 is **Rs. 36.63 Million** (2013: Rs.11.04 Million).

18. Additional information pursuant to the provisions of paragraph 5 (viii) (a), (b), (c), (d),(e) of Part II of Schedule III to the Companies Act, 2013 are as follows

a. Expenditure in Foreign Currencies:

(i)	For Travel	**Rs. 0.85 Million** (2013: Rs.1.42 Million)
(ii)	For Services	**Rs. 3.93 Million** (2013: Rs.4.47 Million)
(iii)	For Membership fee	**Rs. 0.21 Million** (2013: Rs. 0.19 Million)
(iv)	For Others	**Rs. 0.24 Million** (2013: Rs. 0.06 Million)

b. Earnings in Foreign Exchange:

(i)	Services Rendered	**Rs. 3.59 Million** (2013: Rs.4.73 Million)

19. Dividend:
The Company has not declared / paid any dividend on equity shares for the FY 2012-13, FY 2013-14.

For **B. K. Khare & Co.**
Chartered Accountants
FRN : 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H P Mahajani
Partner
M No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Place : Mumbai
Date: 25th July, 2017

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure V

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Mahindra Logistics Limited **Rs. in millions**

Annexure VI

STATEMENT ON ADJUSTMENTS TO CONSOLIDATED FINANCIAL STATEMENTS

The summary of results if restatements made in the financial statements for the respective years/period and its impact on the profit of the company is as follows:

Particulars	IND AS			IGAAP	
	For the year ended 31st March, 2017	**For the year ended 31st March, 2016**	**For the year ended 31st March, 2015**	**For the year ended 31st March, 2014**	**For the year ended 31st March, 2013**
(A) Net Profit as per audited financial statements	**460.98**	**358.72**	**392.20**	**366.53**	**244.35**
(B) Adjustments for:	-	1.47	(9.84)	(0.58)	(0.16)
1. Adjustment due to change in Accounting Policy	-	1.47	(0.68)	(0.58)	(0.16)
2. IND AS Adjustments for Proforma Period			(9.16)		
(C) Deferred Tax Impact:	(0.29)	(0.51)	2.88	0.20	0.05
1. on Adjustment due to Change in Accounting Policy	-	(0.51)	0.24	0.20	0.05
2. on IND AS Adjustment for Proforma Period			2.64		
3. on ESOP expenses	(0.29)	-	-	-	-
Total Adjustments	(0.29)	0.96	(6.96)	(0.38)	(0.11)
Restated profit for the years/Period (A+B+C)	**460.69**	**359.68**	**385.24**	**366.15**	**244.24**

Mahindra Logistics Limited

Reconciliation of Opening Reserve

Rs. in millions

Particulars	**Amount**
Net Surplus in Statement of Profit and Loss as at 1st April 2013 as per Audited Financial Statement	38.10
Adjustments:	
Adjustment of Change in Accounting Policy	(0.05)
Adjustment of Tax Impact on Change in Accounting Policy (Depreciation on on Non Movable assets attached to Lease Hold Premises	0.02
Net Surplus in Statement of restated Profit and Loss as at 1st April 2013	38.07

Mahindra Logistics Ltd
Annexure VII
Consolidated Accounting ratios

(Rs. In Millions)

	Particulars		IND AS			IGAAP	
			31-03-17	**31-03-16**	**31-03-15**	**31-03-14**	**31-03-13**
A.	**Earning Per Share (EPS) - Basic and Diluted**						
	Restated Net Profit / (Loss) as per Profit and loss for calculation of basic EPS		455.89	365.45	392.60	366.16	244.25
	Adjustment to Restated Net Profit / (Loss):						
	Effect of interim dividend on CCPS including dividend distribution tax		-	-	-	-	-
	Net Profit / (Loss) for calculation of basic EPS	A	455.89	365.45	392.60	366.16	244.25
	Weighted average number of equity shares for calculating basic EPS	B	6,79,99,279	6,79,99,279	5,94,71,644	5,78,49,080	5,77,00,000
	EPS (in Rupees) - Basic	**A/B**	6.70	5.37	6.60	6.33	4.23
	Restated Net Profit / (Loss) for calculation of diluted EPS	**C**	455.89	365.45	392.60	366.16	244.25
	Weighted average number of equity shares		6,79,99,279	6,79,99,279	5,94,71,644	5,78,49,080	5,77,00,000
	Effect of dilution		-	-	-	47,22,005	29,30,828
	Optionally convertible preference shares		-	-	-	-	-
	Compulsorily convertible preference shares		-	-	-	-	-
	Weighted average number of equity shares for calculating diluted EPS	**D**	6,79,99,279	6,79,99,279	5,94,71,644	6,25,71,085	6,06,30,828
	EPS (in Rupees) - Diluted	**C/D**	6.70	5.37	6.60	5.85	4.03
B.	**Return on Net Worth**						
	Restated Net Profit / (Loss) for the periods	E	460.69	359.68	385.24	366.16	244.25
	Net worth at the end of the periods	F	3,524.43	3,047.31	2,681.49	1,243.43	859.30
	Return on Net Worth (%)	**E/F*100**	13.07%	11.80%	14.37%	29.45%	28.42%
C.	**Net Asset Value Per Equity Share**						
	Net worth at the end of the periods	G	3,524.43	3,047.31	2,681.49	1,243.43	859.30
	Number of equity shares outstanding at the end of the periods inclusive of proportionate part of partly paid-up equity shares.	H	6,79,99,279	6,79,99,279	5,94,71,644	5,78,49,080	5,77,00,000
	Net Asset Value Per Equity Share (in Rupees)	**G/H*100**	51.83	44.81	45.09	21.49	14.89

Notes:

i) Formula:

Basic Earnings per share (Rupees) = $\frac{\text{Profit/Loss after tax (as restated) attributable to Owners}}{\text{Weighted average number of equity shares}}$

Diluted Earnings per share (Rupees) = $\frac{\text{Profit/Loss after tax (as restated after adjustments for diluted) attributable to owners}}{\text{Weighted average number of equity shares}}$

Return on net worth (%) = $\frac{\text{Profit/Loss after tax (as restated)}}{\text{Net worth at the end of the periods}}$ X 100

Net Asset Value per equity share (Rupees) = $\frac{\text{Net worth at the end of the periods}}{\text{Total number of equity shares outstanding at end of the periods}}$

ii) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number

iii) Net worth for ratios mentioned represents sum of Paid-up share capital, reserves and surplus (securities premium and surplus in the Statement of Profits and Losses).

iv) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Company.

Mahindra Logistics Limited
Annexure VIII
CONSOLIDATED STATEMENT OF CAPITALISATION (Rs. In Millions)

Particulars	Pre issue as at 31st March 2017	Post Issue*
Borrowings		
Long term borrowings	197.74	-
Current Maturity of Long term borrowings	63.14	-
Short term borrowings	82.33	-
Total (A)	**343.21**	**-**
Shareholder's funds:		
Equity Share Capital	679.99	-
Reserves and Surplus	2,844.44	-
Total (B)	**3,524.43**	**-**
Debt /Equity (A/B)	**0.10**	

Note:-
* The Company is proposing an initial public offering through offer for sale. Hence there will be no change in the shareholders' funds post issue.

The above ratios has been computed on the basis of the Restated Summary Statement of Assets and Liablities as of 31 March 2017 on consolidated basis.

Subsequent to March 31, 2017, 15,81,273 partly paid-up Equity Shares of Re. 1 each and 40,774 partly paid-up Equity Shares of Rs. 2 each were made fully paid-up on July 7, 2017. This led to an increase in Equity Share Capital from Rs. 679.99 Millions as on March 31, 2017 to Rs. 694.55 Millions as on July 7, 2017 and increase in Securities premium reserve from Rs. 926.68 Millions as on March 31, 2017 to Rs. 933.01 Millions as on July 7, 2017.

Mahindra Logistics Limited
Annexure IX

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Mahindra Logistics Limited
Annexure X
Details of Changes in accounting policy in last 5 years.

Change in accounting policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16.

(Rs. In Millions)

Particulars	**31-Mar-13**	**31-Mar-14**	**31-Mar-15**	**31-Mar-16**	**Adjustment to opening reserve FY 12-13**
Change in Accounting Policy					
Change in Method of Depreciation on Non Movable assets attached to Lease Hold Premises (A)	**0.16**	**0.58**	**0.68**	**(1.47)**	**0.06**
Furniture & Fittings	0.08	0.39	0.58	(1.05)	-
Plant & Machinery	0.08	0.19	0.14	(0.46)	0.06
Office & Factory Equipment	-	-	(0.04)	0.04	
Deferred Tax Impact on (A) above	0.05	0.20	0.24	(0.51)	0.02

Mahindra Logistics Limited
Annexure I
Restated Consolidated Statement of Assets and Liabilities

Rs. in Millions

	Particulars	Note No. of Annexure V	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
	ASSETS				
I	**NON-CURRENT ASSETS**				
	(a) Property, Plant and Equipment	4	559.46	447.25	209.40
	(b) Capital Work-in-Progress	4	6.95	24.24	0.18
	(c) Goodwill on consolidation		43.28	43.28	43.28
	(d) Intangible Assets	5	12.29	4.62	6.65
	(e) Intangible Assets Under Development	5	-	4.21	-
	(f) Financial Assets				
	(i) Investments	6	0.19	0.18	0.19
	(ii) Other Financial Assets	9	103.29	164.39	59.31
	(g) Deferred Tax Assets (Net)	10	128.37	87.60	71.42
	(h) Other Assets	11	10.16	17.87	15.60
	SUB-TOTAL		**863.99**	**793.64**	**406.03**
II	**CURRENT ASSETS**				
	(a) Financial Assets				
	(i) Investments	6	580.42	680.88	1,103.26
	(ii) Trade Receivables	7	4,120.78	2,452.27	1,993.94
	(iii) Cash and Bank Balance	12	501.69	236.28	520.96
	(iv) Bank Balances other than (iii) above	12	-	600.00	500.00
	(v) Loans	8	250.00	270.00	100.00
	(vi) Other Financial Assets	9	614.17	154.41	127.52
	(b) Current Tax Assets (Net)	13	544.23	276.40	110.74
	(c) Other Assets	11	672.80	431.70	306.93
	SUB-TOTAL		**7,284.09**	**5,101.94**	**4,763.35**
III	**Non-Current Assets Classified as Held for Sale**	14	19.09	19.09	19.09
	TOTAL ASSETS		**8,167.17**	**5,914.67**	**5,188.47**
	EQUITY AND LIABILITIES				
	EQUITY				
	(a) Equity Share Capital	15	679.99	598.22	598.22
	(b) Other Equity	16	2,844.44	2,449.09	2,083.27
	SUB-TOTAL		**3,524.43**	**3,047.31**	**2,681.49**
	LIABILITIES				
I	**NON-CURRENT LIABILITIES**				
	(a) Financial Liabilities				
	(i) Borrowings	17	197.74	201.09	1.08
	(ii) Other financial Liabilities	18	0.20	17.75	17.22
	(b) Provisions	19	130.74	120.00	90.10
	(c) Other Liabilities	20	-	2.27	3.64
	SUB-TOTAL		**328.68**	**341.11**	**112.04**
II	**CURRENT LIABILITIES**				
	(a) Financial Liabilities				
	(i) Borrowings	17	82.33	34.78	38.86
	(ii) Trade Payables				
	Due to micro and small enterprises		-	-	-
	Due to others	21	3,858.32	2,228.61	2,191.20
	(iii) Other Financial Liabilities	18	244.16	168.58	108.23
	(b) Provisions	19	61.43	44.69	25.08
	(c) Current Tax Liabilities (Net)		-	-	0.07
	(d) Other Liabilities	20	67.82	49.59	31.50
	SUB-TOTAL		**4,314.06**	**2,526.25**	**2,394.94**
	TOTAL		**8,167.17**	**5,914.67**	**5,188.47**

The above statement should be read with Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Financial Information (Annexure V), and Statement on Adjustments to Audited Financial Statements (Annexure VI).

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure II
Restated Consolidated Statement of Profit & Loss

Rs. in Millions

	Particulars	Note No. of Annexure V	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
I	Revenue from operations	22	**26,665.87**	20,639.33	19,308.96
II	Other Income	23	**96.65**	131.92	86.59
III	**Total Revenue (I + II)**		**26,762.52**	**20,771.25**	**19,395.55**
IV	**EXPENSES**				
	(a) Employee benefit expense	24	**1,882.98**	1,508.85	1,228.34
	(b) Finance costs	25	**34.88**	13.19	3.65
	(c) Depreciation and amortisation expense	4&5	**146.07**	82.64	60.37
	(d) Other expenses	26	**24,020.40**	18,607.09	17,510.86
	Total Expenses (IV)		**26,084.33**	**20,211.77**	**18,803.22**
V	**Profit/(loss) before tax (III - IV)**		**678.19**	**559.48**	**592.33**
VI	**Tax Expense**				
	(1) Current tax	27	**261.07**	215.98	224.44
	(2) Deferred tax	27	**(40.64)**	(16.18)	(17.32)
	(3) MAT Credit Entitlement		**(2.93)**	-	(0.03)
	Total Tax Expense		**217.50**	**199.80**	**207.09**
VII	**Profit/(loss) After Tax (V - VI)**		**460.69**	**359.68**	**385.24**
VIII	**Profit/(loss) for the period**		**460.69**	**359.68**	**385.24**
IX	**Profit/(Loss) for the period attributable to:**				
	Owners of the company		**455.89**	**365.45**	**392.60**
	Non Controlling Interests		**4.80**	**(5.77)**	**(7.36)**
X	**Other comprehensive income**				
	(i) Items that will not be reclassified to profit or loss Remeasurements of the defined benefit plans - Gains/(Losses)		**(6.77)**	(4.15)	(1.48)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		**2.61**	1.44	0.44
	Total Other comprehensive income / (loss)		**(4.16)**	(2.71)	(1.04)
XI	**Other comprehensive income for the period attributable to:**				
	Owners of the company		**(4.37)**	(2.72)	(0.99)
	Non Controlling Interests		**0.21**	0.01	(0.05)
	Total comprehensive income for the period (VIII + X)		**456.53**	**356.97**	**384.20**
XII	**Total comprehensive income for the period attributable to:**				
	Owners of the company		**451.52**	**362.73**	**391.61**
	Non Controlling Interests		**5.01**	**(5.76)**	**(7.41)**
XIII	**Earnings per equity share**				
	(1) Basic (in Rs.)	28	**6.70**	5.37	6.60
	(2) Diluted (in Rs.)	28	**6.70**	5.37	6.60

The above statement should be read with Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Financial Information (Annexure V), and Statement on Adjustments to Audited Financial Statements (Annexure VI).

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure III
Restated Consolidated Statement Of Changes In Equity

Rs. in Millions

(a) Equity Share Capital

Particulars	Number of Shares	Equity share capital
As at 1st April, 2014	6,08,42,383	590.60
Changes in equity share capital during the year	4,35,477	7.62
As at 31st March, 2015	**6,12,77,860**	**598.22**
As at 1st April, 2015	6,12,77,860	598.22
Changes in equity share capital during the year	-	-
As at 31st March, 2016	**6,12,77,860**	**598.22**
Changes in equity share capital during the year	81,77,184	81.77
As at 31st March, 2017	**6,94,55,044**	**679.99**

(b) Other Equity

Particulars	Equity component of compound financial instruments*	Reserves & Surplus			Total	Non-Controlling Interest	Total Other Equity
		Securities premium reserve	Equity-settled employee benefits reserve	Retained earnings			
Balance at 1st April, 2014	**-**	**4.35**	**6.95**	**641.32**	**652.62**	**-**	**652.62**
- Addition during the year	408.86	595.24			**1,004.10**	-	1,004.10
Total Comprehensive income for the year					**-**	-	-
- Addition to equity settled employee benefit reserve	-	-	1.77	-	**1.77**	42.53	44.30
- Transitional depreciation charge	-	-	-	(1.95)	**(1.95)**	-	(1.95)
- Profit for the year	-	-	-	392.60	**392.60**	(7.36)	385.24
- Actuarial gain/(loss) transferred to retained earnings	-	-	-	(0.99)	**(0.99)**	(0.05)	(1.04)
Balance at 31st March, 2015	**408.86**	**599.59**	**8.72**	**1,030.98**	**2,048.15**	**35.12**	**2,083.27**
Balance at 1st April, 2015	**408.86**	**599.59**	**8.72**	**1,030.98**	**2,048.15**	**35.12**	**2,083.27**
Total Comprehensive income for the year							-
- Addition to equity settled employee benefit reserve	-	-	8.84	-	**8.84**	-	8.84
- Profit for the year	-	-	-	365.45	**365.45**	(5.77)	359.68
- Actuarial gain/(loss) transferred to retained earnings	-	-	-	(2.71)	**(2.71)**	0.01	(2.70)
Balance at 31st March, 2016	**408.86**	**599.59**	**17.56**	**1,393.72**	**2,419.73**	**29.36**	**2,449.09**
Conversion of CCPS into Equity shares	(408.86)	327.09	-	-	**(81.77)**		(81.77)
- issue of shares to minority shareholder						13.50	13.50
Total Comprehensive income for the year					**-**		-
- Addition to equity settled employee benefit reserve	-	-	7.09	-	**7.09**		7.09
- Profit for the year	-	-	-	455.89	**455.89**	4.80	460.69
- Actuarial gain/(loss) transferred to retained earnings	-	-	-	(4.37)	**(4.37)**	0.21	(4.16)
Balance at 31st March, 2017	**-**	**926.68**	**24.65**	**1,845.24**	**2,796.57**	**47.87**	**2,844.44**

*Note: The equity component of compound financial instruments represents the 0.001% Compulsorily Convertible Preference Shares (CCPS). For details, please refer note 15.

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure IV
Restated Consolidated Statement of Cash Flows

Rs. in Millions

	Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended 31 March, 2015
A.	**Cash flows from operating activities**			
	Profit before tax for the year	**678.19**	**559.48**	**592.33**
	Adjustments for:			
	Loss on disposal of property, plant and equipment	1.08	0.64	3.99
	Provision for expected credit loss (Net)	29.90	14.50	1.25
	Provision for doubtful advances	6.23	(7.18)	3.92
	Depreciation and amortisation of non-current assets	146.07	82.64	60.37
	Finance Charges	33.37	11.79	2.26
	Dividend Income	(5.30)	(15.32)	(4.85)
	Interest Income	(65.52)	(88.86)	(68.77)
	Profit on sale of mutual funds	(5.67)	(17.49)	(0.03)
	Employees Compensation Exp {ESOP FV-Intrinsic Value}	7.09	8.84	1.77
	(Profit)/loss on fair valuation of mutual funds	0.31	1.35	(2.00)
	Actuarial Gain/(Loss)	(6.77)	(4.15)	(1.48)
	Operating profit before working capital changes	**818.98**	**546.24**	**588.76**
	Movements in working capital:			
	Increase in trade and other receivables	(2,319.71)	(809.58)	(428.38)
	Decrease in trade and other payables	1,731.17	164.55	257.44
	Cash generated from operations	230.44	(98.79)	417.82
	Income taxes paid	(523.49)	(380.21)	(149.98)
	Net cash generated/(used in)by operating activities	**(293.05)**	**(479.00)**	**267.84**
B.	**Cash flows from investing activities**			
	Net proceeds from investments in mutual funds and others	700.14	241.01	(1,601.21)
	Purchase Consideration paid on acquisition of holding interest in subsidiaries	-	-	(12.09)
	Profit on sale of mutual funds	5.67	17.49	0.03
	Dividend Income	5.30	15.32	4.85
	Interest income	65.52	88.86	68.77
	Payments for property, plant and equipment	(243.26)	(353.77)	(110.25)
	Proceeds from disposal of property, plant and equipment	0.76	1.27	2.11
	Net cash generated/(used in)by investing activities	**534.13**	**10.18**	**(1,647.79)**
C.	**Cash flows from financing activities**			
	Proceeds from issue of shares	13.50	-	416.48
	Share premium received			595.24
	Proceeds from borrowings	44.20	195.93	21.23
	Repayment of Borrowings			(1.50)
	Interest paid	(33.37)	(11.79)	(2.26)
	Net cash generated by/(used in) financing activities	**24.33**	**184.14**	**1,029.19**
	Net increase in cash and cash equivalents (A+B+C)	265.41	(284.68)	(350.76)
	Cash and cash equivalents at the beginning of the year	**236.28**	**520.96**	**871.72**
	Cash and cash equivalents at the end of the year	**501.69**	**236.28**	**520.96**
	Components of cash and cash equivalents			
	Cash / Cheques on hand	**8.92**	**1.96**	**12.03**
	With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts	**492.77**	**234.32**	**508.93**
		501.69	**236.28**	**520.96**

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7.
2 Figures in bracket indicates cash outgo.
3 Additions to property, plant and equipment and intangible assets includes movements in capital work-in-progress and intangible assets under development respectively during the year.

The above statement should be read with Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Financial Information (Annexure V), and Statement on Adjustments to Audited Financial Statements (Annexure VI).

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

Annexure V
Notes accompanying Consolidated Restated Financial Statements

1. Corporate information

Mahindra Logistics Limited is a public limited company incorporated on 24th August, 2007 under the Companies Act, 1956. The Company is a 3PL service provider mainly engaged in transportation warehousing, cargo logistics, supply chain solution and people logistics services.

2. Significant accounting policies

2.1. Statement of compliance

The financial statements have been prepared in accordance with the provisions of Companies Act, 2013 and the Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, specified under Section 133 of the Act.

Upto the year ended 31 March 2016, the Group prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. The financial statements for FY 2014-15, 2015-16 & 2016-17 are Ind AS financial statements. The date of transition to Ind AS is 1 April 2015. Refer Note 2.22 for the details of first-time adoption exemptions availed by the Group.

2.2. Basis of preparation and presentation

The financial statements have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this financial statement is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and Group's Normal Operating Cycle. Based on the nature of business, the Group has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

The financial statements are prepared in Indian Rupee(INR) and denominated in Millions.

The principal accounting policies are set out below.

2.3. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.4. Goodwill

Goodwill arising on an acquisition of a business is carried at cost, less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.5. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.6. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

2.6.1 Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

2.6.2 Dividend and interest income

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Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.6.3 Sale of Goods

Sale of products are recognised when the products are despatched which coincides with the transfer of risk and rewards to the buyer of products. Sales are exclusive of sales tax & sales returns.

2.7 Leasing

The Group's significant operating leasing arrangements are in respect of office premises, warehouse, warehouse equipments and IT related equipments. Lease rentals are recognised as per the terms of lease.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.8 Foreign currencies

i. Initial recognition

In preparing the financial statements of the Group, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

ii. Conversion

a. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
b. Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The Group accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

b. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.9. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.10. Employee benefits

2.10.1. Retirement benefit costs and termination benefits

i. **Defined Contribution Plan** :

Group's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Statement of Profit and Loss.

ii. **Defined Benefits** :

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
b. net interest expense or income; and
c. remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.10.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

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Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.11. Share-based payment arrangements

Equity-settled share-based payments to employees and others are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 24.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.12. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.12.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.12.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.12.3. Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.13. Property, plant and equipment

All Property, plant and equipments are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the assets carrying amount or recognised as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.All other repairs and maintenance are charged to Statement of profit and loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the Straight Line Method (SLM) in accordance with the useful lives specified in Part – C of Schedule II of the Companies Act, 2013 on a pro-rata basis except in the case of:

i. Certain items of Plant & Machinery individually costing more than Rs. 5,000 - over their useful lives ranging from 2 years to 10 years as determined by the Group and also based on the contractual arrangements wherever applicable.
ii. Mobile Phones in 2 years.
iii. Motor Cars in 5 years.
iv. Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period. In case of an extension of a lease period, the remaining 25% will be depreciated over the extended period of lease (for change in accounting policy refer Annexure -X).
v. Horse portion of a Vehicle is depreciated over five years based on the management experience of handling similar kind of asset.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.14. Intangible assets

2.14.1. Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.14.2. Useful lives of intangible assets

The expenditure incurred is amortised over three to ten financial years equally commencing from the year in which the expenditure is incurred.

2.15. Impairment of tangible and intangible assets other than goodwill

The management of the Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. A reversal of an impairment loss is recognised immediately in profit or loss.

2.16. Provisions, Contingent Liabilities & Contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.17. Financial instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.18. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.18.1. <u>Classification of financial assets</u>

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
ii. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer Note 2.18.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.18.2. Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.18.3. Financial assets at Fair value through Profit and Loss

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.18.4. Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.18.5. Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.18.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.19. Financial liabilities and equity instruments

2.19.1. Classification as debt or equity

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.19.2. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.19.3. Compound financial instruments

The component parts of compound financial instruments (convertible instruments) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group’s own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument’s maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2.19.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost or at FVTPL.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.20. Segment Accounting:

The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in financial statements.

2.20.1. Identification of Operating Segments:

The operating segments have been identified based on its services and has two reportable segments, as follows:

i. **Supply Chain Management**- Goods Transportation service, including warehouse management services, line feeding activity and freight forwarding etc.
ii. **People Logistics**- People Transportation service.

2.20.2. Accounting of Operating Segments:

Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Revenue and expenses have been identified to segments on the basis of their relationship to

the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and expenses, have been included under "Unallocated Corporate Expenses/Eliminations".

2.21. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as prescribed in IND AS 33 related to earning per share.

2.22. First-time adoption – mandatory exceptions, optional exemptions

2.22.1. Overall Principle

The Group has prepared the opening balance sheet as per Ind AS as of 1 April 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Group as detailed below.

2.22.2. Deemed cost for property, plant and equipment, investment property, and intangible assets

The Group has not opted the exemption of using previous GAAP carrying value of all its Property, Plant and Equipment, and Intangible Assets recognised as of 1 April 2015 (transition date) as deemed cost.

2.22.3. Determining whether an arrangement contains a lease

The Group has applied Appendix C of Ind AS 17 Determining whether an Arrangement contains a Lease to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.

2.22.4. Derecognition of financial assets and financial liabilities

The Group has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after 1 April 2015 (the transition date).

2.22.5. Impairment of financial assets

The entity has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the entity has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

2.22.6. Past business combinations

The Group has elected not to apply Ind AS 103 Business Combinations retrospectively to past business combinations that occurred before the transition date of 1 April 2015. Consequently, the Group has kept the same classification for the past business combinations as in its previous GAAP financial statements;

The Group has not recognised assets and liabilities that were not recognised in accordance with previous GAAP in the consolidated balance sheet of the acquirer and would also not qualify for recognition in accordance with Ind AS in the separate balance sheet of the acquiree;

The Group has excluded from its opening balance sheet those items recognised in accordance with previous GAAP that do not qualify for recognition as an asset or liability under Ind AS;

The Group has tested the goodwill for impairment at the transition date based on the conditions as of the transition date;

The effects of the above adjustments have been given to the measurement of non-controlling interests and deferred tax.

2.23. Change in accounting policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16. (Refer Annexure – X)

2.24. Dividend:

The Company / Group has not declared / paid any dividend on shares (both equity & preference) for the FY 2014-15, FY 2015-16, FY 2016-17.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

3.1 Useful lives of Property, Plant and Equipment:

As described in note 3 above, the Group reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period. During the FY 2016-17, the management determined that the useful lives of Global positioning system units (GPS units) needs to be revised from 5 years to 2 years based on the experience.

The financial effect of this reassessment, assuming the assets are held until the end of their estimated useful lives, is to increase/(decrease) the depreciation expense in the financial year ended 31st March, 2017 and for the subsequent 3 years, by the following amounts:

Annexure V
Notes accompanying Consolidated Restated Financial Statements

Year ending March 31,	Rs. Millions
2017	5.77
2018	1.26
2019	(1.31)
2020	(2.85)

3.2 Defined Benefit Plans:

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

For **B. K. Khare & Co.**
Chartered Accountants
FRN : 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H P Mahajani
Partner
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Place : Mumbai
Date: 25th July, 2017

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 4 - Property, Plant and Equipment

Rs. in Millions

For the year ended 31st March, 2017

Description of Assets	Plant and Machinery	Office Equipment	Furniture, Fixtures and Equipments	Vehicles	Total	CWIP
A. Gross Carrying Amount						
a) Balance as at 1st April, 2016	148.52	129.03	69.58	262.50	**609.63**	24.24
b) Additions	44.46	56.07	33.06	118.79	**252.38**	6.94
Less: Disposals / Reclassifications	11.28	(15.30)	(1.42)	(7.50)	**(12.94)**	(24.23)
Balance as at 31st March, 2017	**204.26**	**169.80**	**101.22**	**373.79**	**849.07**	**6.95**
B. Accumulated depreciation and impairment						
a) Balance as at 1st April, 2016	56.76	56.42	21.91	27.29	**162.38**	-
b) Depreciation expense for the year	32.22	36.42	13.59	56.10	**138.33**	-
Less: Eliminated on disposal / reclassifications	8.52	(11.61)	(0.88)	(7.13)	**(11.10)**	-
Balance as at 31st March, 2017	**97.50**	**81.23**	**34.62**	**76.26**	**289.61**	-
C. Net carrying amount (A-B)	**106.76**	**88.57**	**66.60**	**297.53**	**559.46**	**6.95**

For the year ended 31st March, 2016

Description of Assets	Plant and Equipment	Office Equipment	Furniture, Fixtures and Equipments	Vehicles	Total	CWIP
A. Gross Carrying Amount						
a) Balance as at 1st April, 2015	130.59	94.35	54.94	23.93	**303.81**	0.18
b) Additions	17.98	39.67	15.53	243.06	**316.24**	24.24
Less: Disposals / Reclassifications	(0.05)	(4.99)	(0.89)	(4.49)	**(10.42)**	(0.18)
Balance as at 31st March, 2016	**148.52**	**129.03**	**69.58**	**262.50**	**609.63**	**24.24**
B. Accumulated depreciation and impairment						
a) Balance as at 1st April, 2015	32.59	34.03	14.31	13.48	**94.41**	-
b) Depreciation expense for the year	24.19	26.54	8.05	17.70	**76.48**	-
Less: Eliminated on disposal / reclassifications	(0.02)	(4.15)	(0.45)	(3.89)	**(8.51)**	-
Balance as at 31st March, 2016	**56.76**	**56.42**	**21.91**	**27.29**	**162.38**	-
C. Net carrying amount (A-B)	**91.76**	**72.61**	**47.67**	**235.21**	**447.25**	**24.24**

For the year ended 31st March, 2015

Description of Assets	Plant and Equipment	Office Equipment	Furniture, Fixtures and Equipments	Vehicles	Total	CWIP
A. Gross Carrying Amount						
a) Balance as at 1st April, 2014	82.53	52.58	33.25	22.92	**191.28**	1.78
b) Additions	53.29	43.17	25.29	7.31	**129.06**	0.18
Less: Disposals / Reclassifications	(5.23)	(1.40)	(3.60)	(6.30)	**(16.53)**	(1.78)
Balance as at 31st March, 2015	**130.59**	**94.35**	**54.94**	**23.93**	**303.81**	**0.18**
B. Accumulated depreciation and impairment						
a) Balance as at 1st April, 2014	12.93	13.06	8.19	13.93	**48.11**	-
b) Depreciation expense for the year	21.91	18.87	5.28	3.85	**49.91**	-
Less: Eliminated on disposal / reclassifications	(2.25)	2.10	0.84	(4.30)	**(3.61)**	-
Balance as at 31st March, 2015	**32.59**	**34.03**	**14.31**	**13.48**	**94.41**	-
C. Net carrying amount (A-B)	**98.00**	**60.32**	**40.63**	**10.45**	**209.40**	**0.18**

Notes:

i) The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March 2017 is Rs. 13.96 Millions (2016: Rs. 8.76 Millions,2015: Rs. 176.97 Millions).

ii) Based on experience,during the year ended 31st March 2017, the estimated useful life of Global Positioning System (GPS) unit has been revised from 5 years to 2 years. The impact of change in estimate in current period and future periods is mentioned in note 3.1

iii) Company has capitalised Rs. 24.24 Millions in 2017, 2016:Rs. 0.18 Millions & 2015: NIL from capital work-in progress.

iv) Vehicles with the carrying amount of Rs. 283.31 Millions (31st March 2016 - Rs. 229.41 Millions) have been pledged to secure borrowings of the Company. Refer note 17.

v) Reclassification of GPS units from office equipment to Plant & Machinery has been shown under "Disposal/Reclassification".

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 5 - Intangible Assets

Rs. in Millions

For the year ended 31st March, 2017

Description of Assets	Computer Software	Intangible assets under development
A. Gross Carrying Amount		
a) Balance as at 1st April 2016	112.24	4.21
b) Additions	15.42	-
Less: Disposals / Reclassifications	-	(4.21)
Balance as at 31st March 2017	**127.66**	**-**
B. Accumulated depreciation and impairment		
a) Balance as at 1st April 2016	107.62	-
b) Amortisation expense for the year	7.75	-
Less: Eliminated on disposal / reclassifications	-	-
Balance as at 31st March 2017	**115.37**	**-**
C. Net carrying amount (A-B)	**12.29**	**-**

For the year ended 31st March, 2016

Description of Assets	Computer Software	Intangible assets under development
Intangible Assets		
A. Gross Carrying Amount		
a) Balance as at 1st April 2015	108.11	-
b) Additions	4.13	4.21
Less: Disposals / Reclassifications	-	-
Balance as at 31st March, 2016	**112.24**	**4.21**
B. Accumulated depreciation and impairment		
a) Balance as at 1st April 2015	101.46	-
b) Amortisation expense for the year	6.16	-
Less: Eliminated on disposal / reclassifications	-	-
Balance as at 31st March, 2016	**107.62**	**-**
C. Net carrying amount (A-B)	**4.62**	**4.21**

For the year ended 31st March, 2015

Description of Assets	Computer Software	Intangible assets under development
Intangible Assets		
A. Gross Carrying Amount		
a) Balance as at 1st April 2014	103.46	-
b) Additions	4.65	-
Less: Disposals / Reclassifications	-	-
Balance as at 31st March, 2015	**108.11**	**-**
B. Accumulated depreciation and impairment		
a) Balance as at 1st April 2014	91.00	-
b) Amortisation expense for the year	10.46	-
Less: Eliminated on disposal / reclassifications	-	-
Balance as at 31st March, 2015	**101.46**	**-**
C. Net carrying amount (A-B)	**6.65**	**-**

Note:

i) The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March 2017 is Rs. 0.12 Millions (2016: Rs. 2.65 Millions, 2015: Rs. 2.98 Millions).

iii) During the year 2017,Company has capitalised Rs. 4.21 Millions (2016: Rs. NIL, 2015: Rs. NIL) from Intangible assets under development.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V

Rs. in Millions

Note No. 6 - Investments

Particulars	As at 31st March, 2017			As at 31st March, 2016			As at 31st March, 2015		
	Quantity	Amount Current	Amount Non Current	Quantity	Amount Current	Amount Non Current	Quantity	Amount Current	Amount Non Current
I. COST									
TOTAL INVESTMENTS CARRIED AT COST [I]		-	-		-	-		-	-
I. AMORTISED COST									
Unquoted									
- National Saving Certificates (lien to Sales Tax Dept.)		0.03	0.03	-	0.03	0.02	-	0.02	0.03
Total Unquoted Investments		0.03	0.03	-	0.03	0.02	-	0.02	0.03
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [I]	**-**	**0.03**	**0.03**	**-**	**0.03**	**0.02**	**-**	**0.02**	**0.03**
II. FAIR VALUE THROUGH PROFIT AND LOSS									
A. Quoted Investments (fully paid)									
Investments in Mutual Funds	-	580.39	-	-	680.85	-	-	1,103.24	-
Total Quoted Investments	**-**	**580.39**	**-**	**-**	**680.85**	**-**	**-**	**1,103.24**	**-**
B. Unquoted Investments (fully paid)									
Investments in Equity Instruments									
- The Zoroastrian Co-Operative Bank Limited of Rs. 25 each	6,520	-	0.16	6,520	-	0.16	6,520	-	0.16
Total Unquoted Investments		-	0.16		-	0.16		-	0.16
TOTAL INVESTMENTS CARRIED AT FVTPL [II]		**580.39**	**0.16**		**680.85**	**0.16**		**1,103.24**	**0.16**
Of the above, investments designated at FVTPL	-	-	-	-	-	-	-	-	-
Of the above, investments held for trading	-	580.39	-	-	680.85	-	-	1,103.24	-
Other investments carried at FVTPL	-	-	0.16	-	-	0.16	-	-	0.16
TOTAL INVESTMENTS (I) + (II)		**580.42**	**0.19**		**680.88**	**0.18**		**1,103.26**	**0.19**
TOTAL IMPAIRMENT VALUE OF INVESTMENTS (III)		-	-		-	-		-	-
TOTAL INVESTMENTS CARRYING VALUE (I) + (II) - (III)		**580.42**	**0.19**		**680.88**	**0.18**		**1,103.26**	**0.19**
Other disclosures									
Aggregate amount of quoted investments		**580.39**	**-**	**-**	**680.85**	**-**		**1,103.24**	**-**
Aggregate amount of Market value of investments		**580.39**	**-**	**-**	**680.85**	**-**		**1,103.24**	**-**
Aggregate amount of unquoted investments		**0.03**	**0.19**	**-**	**0.03**	**0.18**		**0.02**	**0.19**
Aggregate amount of impairment in value of investments		-	-		-	-		-	-

(i) The major portion of investments represent investment in growth- oriented liquid mutual funds.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements Rs. in Millions
Annexure V
Note No. 7 - Trade receivables

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Trade receivables			
a) Secured, considered good	-	-	-
b) Unsecured, considered good	4,214.80	2,516.38	2,043.55
	4,214.80	2,516.38	2,043.55
Less: Allowance for Credit Losses	94.02	64.11	49.61
TOTAL	**4,120.78**	**2,452.27**	**1,993.94**

Notes:
i) Refer Note 29(iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.
ii) Trade Receivables are subject to confirmation and Reconciliations. Provision is however made for doubtful debt based on expected credit loss method under life time credit loss method as specified under simplied approach.
iii) Trade Receivables are hypothecated to banks against working capital facility of 580 million.
iv) Please refer Note No 34 for receivables outstanding from related parties.

Note No. 8 - Loans

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Loans to related parties			
a) Secured, considered good	-	-	-
b) Unsecured, considered good	250.00	270.00	100.00
c) Doubtful	-	-	-
Less: Allowance for Credit Losses	-	-	-
Total	**250.00**	**270.00**	**100.00**

Note:
i) Refer Note 29(iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

Note No. 9 - Other financial assets

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
Financial assets at amortised cost						
a) Bank Deposit with more than 12 months maturity	80.03	0.05	-	80.06	-	0.06
Total	80.03	**0.05**	**-**	**80.06**	**-**	**0.06**
b) Security Deposits						
i. Secured, considered good	-	-	-	-	-	-
ii. Unsecured, considered good	126.00	103.24	78.25	84.33	73.80	59.25
iii. Doubtful	-	-	1.39	-	-	-
Less: Allowance for Credit Losses	-	-	(1.39)	-	-	-
Total	**126.00**	**103.24**	**78.25**	**84.33**	**73.80**	**59.25**
c) Other items						
i. Interest Accrued	10.33	-	30.61	-	2.28	-
ii. Accrued Sales	397.19	-	45.55	-	51.44	-
ii. Recoverable others	0.62	-	-	-	-	-
Total	**408.14**	**-**	**76.16**	**-**	**53.72**	**-**
Total (a+b+c)	**614.17**	**103.29**	**154.41**	**164.39**	**127.52**	**59.31**

Note:
i) Refer Note 29(iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements Rs. in Millions
Annexure V
Note No. 10: Deferred Tax Assets

Movement in deferred tax balances

Particulars	For the Year ended 31st March 2017			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) VAT allowed u/s 43B of Indian Income tax act, 1961	10.83	-	-	10.83
b) Property, Plant and Equipment	11.62	11.10	-	22.72
c) Deposits received	0.11	(0.05)	-	0.06
d) MutualFunds	0.22	(0.11)	-	0.11
Total	22.78	10.94	-	33.72
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	17.81	3.26	-	21.07
b) Employee Benefits	49.74	6.50	0.13	56.37
c) Expected credit loss on financial assets and provision for doubtful advances	30.88	12.44	-	43.32
d) ESOP Expenses	-	8.53	-	8.53
e) Income tax Loss	11.72	20.46	-	32.18
f) MAT Credit	0.03	-	-	0.03
g) Others	0.20	0.39	-	0.59
Total	110.38	51.58	0.13	162.09
Net Tax Asset/(Liabilities) (B-A)	**87.60**	**40.64**	**0.13**	**128.37**

Particulars	For the Year ended 31st March 2016			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) Property, Plant and Equipment	0.43	11.05	-	11.48
b) VAT allowed u/s 43B of Indian Income tax act, 1961	10.83	-	-	10.83
c) Deposits received	0.12	(0.01)	-	0.11
d) MutualFunds	0.69	(0.47)	-	0.22
Total	12.07	10.57	-	22.64
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	17.48	0.19	-	17.67
b) Employee Benefits	37.45	12.29	-	49.74
c) Expected credit loss on financial assets and provision for doubtful advances	28.36	2.52	-	30.88
d) Income tax Loss	-	11.72	-	11.72
e) MAT Credit	0.03	-	-	0.03
f) Preliminary expenses	0.01	(0.01)	-	-
g) Others	0.16	0.04	-	0.20
Total	83.49	26.75	-	110.24
Net Tax Asset/(Liabilities) (B-A)	**71.42**	**16.18**	**-**	**87.60**

Particulars	For the Year ended 31st March 2015			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI /Retained earnings	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) Property, Plant and Equipment	0.30	0.13	-	0.43
b) VAT allowed u/s 43B of Indian Income tax act, 1961	10.64	0.19	-	10.83
c) Deposits received	0.09	0.03	-	0.12
d) MutualFunds	-	0.69	-	0.69
Total	11.03	1.04	-	12.07
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	14.55	1.90	1.03	17.48
b) Employee Benefits	23.23	14.25	(0.03)	37.45
c) Expected credit loss on financial assets and provision for doubtful advances	26.13	2.23	-	28.36
d) Income tax Loss	-	-	-	-
e) MAT Credit	-	0.03	-	0.03
f) Preliminary expenses	0.01	-	-	0.01
g) Others	0.18	(0.02)	-	0.16
Total	64.10	18.39	1.00	83.49
Net Tax Asset/(Liabilities) (B-A)	**53.07**	**17.35**	**1.00**	**71.42**

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 11 - Other assets

Rs. in Millions

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
A. Capital advances						
a) For Capital work in progress	-	3.88	-	7.30	-	2.11
b) For intangible asset under development	-	0.38	-	-	-	0.06
Total (A)	**-**	**4.26**	**-**	**7.30**	**-**	**2.17**
B. Advances other than capital advances						
a) Advances to suppliers - considered good	538.79	-	344.28	-	251.33	-
b) Advances to suppliers - considered doubtful	31.49	-	23.87	-	32.43	-
c) Advances to related parties	-	-	5.18	-	5.18	-
d) Balances with government authorities (service tax, VAT etc)	24.39	-	39.66	-	25.05	-
e) Prepaid Expenses	32.45	5.90	16.17	10.57	16.21	13.43
f) Advances to employees	11.06	-	9.74	-	8.23	-
g) Other advances	65.72	-	16.24	-	0.93	-
Total (B)	**703.90**	**5.90**	**455.14**	**10.57**	**339.36**	**13.43**
C. Consumables Tyres	0.39	-	0.43	-	-	-
TOTAL (A+B+C)	**704.29**	**10.16**	**455.57**	**17.87**	**339.36**	**15.60**
Less: Provision for doubtful advances	(31.49)	-	(23.87)	-	(32.43)	-
Total (D)	**(31.49)**	**-**	**(23.87)**	**-**	**(32.43)**	**-**
TOTAL (A+B+C+D)	**672.80**	**10.16**	**431.70**	**17.87**	**306.93**	**15.60**

Note No. 12 - Cash and Bank Balance

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
A. Cash and cash equivalents			
a) Balances with banks	222.78	234.32	179.43
b) Cheques, drafts on hand	6.85	1.02	11.32
c) Cash on hand	2.07	0.94	0.71
d) Bank deposits with maturity of less than 3 months	270.00	-	329.50
Total	**501.70**	**236.28**	**520.96**
B. Other Bank Balances			
Fixed Deposits with maturity greater than 3 months	-	600.00	500.00
Total	**-**	**600.00**	**500.00**

Reconciliation of Cash and Cash Equivalents

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Total Cash and Cash Equivalents as per Balance Sheet	501.70	236.28	520.96
Add: Bank Overdraft	-	-	-
Total Cash and Cash Equivalents as per Statement of Cashflow	**501.70**	**236.28**	**520.96**

Note:
i) Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the year ranged between 8.45 % p.a. to 12.25% p.a..

Note No. 13 - Current Tax Assets

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Advance Income Tax/TDS Receivable (Net off Provision for Tax)	544.23	276.40	110.74
Total	**544.23**	**276.40**	**110.74**

Note No. 14 - Assets classified as held for sale

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Land held for sale	19.09	19.09	19.09
Total	**19.09**	**19.09**	**19.09**
Liabilities associated with assets held for sale			

Notes:
i) During the financial year 2011-2012, cost of land situated at Sembiya Manali Village, Ponneri taluka, Tiruvallore District, amounting to Rs.18.94 Millions and related development costs of the land amounting to Rs. 0.15 Millions was classified as Non-Current Asset held for sale.

ii) Being a non-core asset, the management decided to sell the land. The company is looking for a prospective buyer through advertisements including print media. The property is available for immediate sale in its present condition.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 15 - Share Capital

Rs. in Millions

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
A. Authorised:						
a) Equity shares of Rs.10 each with voting rights	10,50,00,000	1,050.00	6,40,00,000	640.00	6,40,00,000	640.00
b) 0.001% Non Cumulative fully paid Compulsorily Convertible Preference shares of Rs. 50 each	-	-	82,00,000	410.00	82,00,000	410.00
Total		**1,050.00**		**1,050.00**		**1,050.00**
B. Issued, Subscribed and Fully Paid:						
a) Equity shares of Rs.10 each with voting rights	6,78,32,997	678.33	5,96,55,813	596.56	5,96,55,813	596.56
b) 0.001% Non Cumulative fully paid Compulsorily Convertible Preference shares of Rs. 50 each	-	-	81,77,184	408.86	81,77,184	408.86
Total		**678.33**		**1,005.42**		**1,005.42**
C. Issued, Subscribed and Partly Paid:						
a) Equity shares of Rs.10 each with voting rights Rs. 2 paid up	40,774	0.08	40,774	0.08	40,774	0.08
b) Equity shares of Rs.10 each with voting rights Rs. 1 paid up	15,81,273	1.58	15,81,273	1.58	15,81,273	1.58
Total		**1.66**		**1.66**		**1.66**
Total (B+C)		**679.99**		**1,007.08**		**1,007.08**

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars		Opening Balance	Fresh Issue	Other Changes*	Closing Balance
A. Equity Shares with Voting rights					
a) Year Ended 31st March 2017					
	No. of Shares	6,12,77,860	81,77,184	-	6,94,55,044
	Amount	598.22	81.77	-	679.99
b) Year Ended 31st March 2016					
	No. of Shares	6,12,77,860	-	-	6,12,77,860
	Amount	598.22	-	-	598.22
c) Year Ended 31st March 2015					
	No. of Shares	6,12,77,860	-	-	6,12,77,860
	Amount	598.22	-	-	598.22
B. 0.001% Non Cumulative fully paid Compulsorily Convertible Preference Shares of Rs.50 each					
a) Year Ended 31st March 2017					
	No. of Shares	81,77,184		(81,77,184)	-
	Amount	408.86		(408.86)	-
b) Year Ended 31st March 2016					
	No. of Shares	81,77,184			81,77,184
	Amount	408.86			408.86
c) Year Ended 31st March 2015					
	No. of Shares	81,77,184			81,77,184
	Amount	408.86			408.86

Notes:

i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ii) Rights, preferences and restrictions attached to preference shares

Each CCPS is issued at subscription price of Rs. 122.29 having a par value of Rs. 50 Each. Each CCPS shall convert into one equity share of Rs. 10/- each subject to the terms provided under the agreement with the holder of CCPS. CCPS shall be convertible into equity share (a) at any time at the option of the holders, or (b) at the option of the Company on and after completion of 5 (five) years from the date of investment by holder of CCPS i.e. 19th March 2014. Each CCPS shall be entitled to a preferred dividend of 0.001% (zero point zero zero one percent) per annum, in priority to the holders of the the equity shares. In any given financial year the Company may not declare any dividend or other distribution to its holders of equity shares unless it has first declared the preferential dividend of such financial year to the holders of the CCPS. If the Company declares any dividend or other distribution to its holders of equity shares, in cash or otherwise, each holder of the CCPS shall have right, in priority to the holders of the equity shares, to receive the aggregate amount of dividend or other distribution which such holder of CCPS would have received if, on the record date for each distribution made during the financial year during which the dividend or other distribution is made (including the record date for the dividend or distribution at stake), it were the holder of the maximum number of equity shares representing deemed shareholding into which its CCPS can be converted on the record date for such distribution.

*During the year ended 31st Mar'2017, 81,77,184 0.001% Non cumulative compulsory convertible preference shares have been converted into 81,77,184 fully paid up equity shares.

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
A. Equity shares with voting rights						
a) Mahindra & Mahindra Limited	5,14,78,330	74.12%	5,14,78,330	84.01%	5,14,78,330	84.01%
b) Normandy Holdings Limited	1,56,86,263	22.58%	78,43,227	12.80%	78,43,227	12.80%
B. 0.001% Non Cumulative fully paid Compulsorily Convertible Preference shares of Rs. 50 each						
a) Normandy Holdings Limited	-	-	78,43,036	95.91%	78,43,036	95.91%

Note:

i) For details of shares reserved or issuance under options, please refer note no 24.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 16 - Other Equity

Rs. in Millions

Paticulars	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**
Equity component of compound financial instruments	-	408.86	408.86
Securities premium reserve	926.68	599.59	599.59
Retained earnings	1,845.24	1,393.72	1,030.98
Equity-settled employee benefits reserve	24.65	17.56	8.72
Non Controlling Interest	47.87	29.36	35.12
Total	**2,844.44**	**2,449.09**	**2,083.27**

Other Reserves

Paticulars	**As at March 31, 2017**	**As at March 31, 2016**	**As at March 31, 2015**
(A) Retained Earnings			
Balance as at the beginning of the year	1,393.72	1,030.98	641.32
Add:Transfer from Surplus in Statement of Profit and Loss	455.89	365.45	390.65
Less: Actuarial gain/(loss) for the year	(4.37)	(2.71)	(0.99)
Balance as at the end of the year	**1,845.24**	**1,393.72**	**1,030.98**
(B) Securities Premium			
Balance as at the beginning of the year	599.59	599.59	599.59
Add: Additions during the year	327.09	-	-
Less: Deletion during the year	-	-	-
Balance as at the end of the year	**926.68**	**599.59**	**599.59**
(C) Equity-settled Employee benefits reserve			
Balance as at the beginning of the year	17.56	8.72	6.95
Add: Additions during the year	7.09	8.84	1.77
Less: Deletion during the year	-	-	-
Balance as at the end of the year	**24.65**	**17.56**	**8.72**

Nature and purpose of other reserves:

Retained earnings:

Retained earnings represents the surplus during the year to be retained in business and not for appropriation.

Securities Premium:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Act.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note - 17: Borrowings

Rs. in Millions

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Current	Non-Current	Current	Non-Current	Current	Non-Current
A. Secured Borrowings						
(a) Loans repayable on demand						
(1) from Banks	32.67	-	27.13	-	31.21	-
(2) from other parties	-	-	-	-	-	-
(b) Term Loan						
(1) from Banks	-	37.40	-	49.44	-	-
(2) from related party*	-	160.34	-	151.65	-	1.08
Total Secured Borrowings	**32.67**	**197.74**	**27.13**	**201.09**	**31.21**	**1.08**
B. Unsecured Borrowings						
(1) from Banks	44.01	-	-	-	-	-
(2) from other parties	5.65	-	7.65	-	7.65	-
Total Unsecured Borrowings	**49.66**	**-**	**7.65**	**-**	**7.65**	**-**
Total Borrowings	**82.33**	**197.74**	**34.78**	**201.09**	**38.86**	**1.08**

Notes:

i. Secured borrowing for working capital from banks is in the nature of Cash Credit facility agianst trade receivables.

ii. Unsecured borrowing for working capital from banks is in the nature of overdraft facility.

iii. Working capital facililties has been availed at the rate of interest ranging from 8.45% to 12.50% p.a.

iv. Term Loan has been secured by way of hypothecation of the related vehicle and to be paid in 57 equal monthly instalments.

v. Term Loan has been availed at the rate of interest ranging from 9.50% p.a to 9.80 % p.a.

* Secured borrowings from related party includes Term Loan from group company of INR 160.34 Million in 2017 (2016: INR 151.65 Million, 2015: 1.08 Million)

Rs. in Millions

Note No. 18 - Other Financial Liabilities

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
Other Financial Liabilities Measured at Amortised Cost						
(a) Security Deposits	33.63	0.20	20.69	17.75	14.16	17.22
(b) Current maturities of Long-term debts						
- From banks	12.04	-	10.87	-	-	-
- From related party*	51.11	-	34.86	-	0.24	-
(c) Other Liabilities						
- Creditors for Capital Supplies/Services	15.01	-	3.69	-	5.78	-
- Employee Dues	132.37	-	98.47	-	88.05	-
Total	**244.16**	**0.20**	**168.58**	**17.75**	**108.23**	**17.22**

* Current maturities of long term debts from related party includes Term Loan from group company of INR 51.11 Million in 2017 (2016: INR 34.86 Million, 2015: INR 0.24 Million)

Note No. 19 - Provisions

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
Provision for employee benefits						
a) Provision for Leave Encashment	32.98	130.62	24.43	120.00	18.68	90.10
b) Post- Employment Benefit -Gratuity Liability	28.45	0.12	20.26	-	6.40	-
Total	**61.43**	**130.74**	**44.69**	**120.00**	**25.08**	**90.10**

Notes:
The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity liability for the employees. For other disclosures, refer note 24 on employee benefit plans.

Note No. 20 - Other Liabilities

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
A. Advances received from customers	0.14	-	1.60	-	0.86	-
B. Unearned Income on Discounted Deposits	0.91	-	-	2.27	-	3.64
C. Statutory dues	-	-	-	-	-	-
a) Taxes Payable	47.26	-	34.22	-	19.85	-
b) Employee Liabilities	19.51	-	13.77	-	10.79	-
Total	**67.82**	**-**	**49.59**	**2.27**	**31.50**	**3.64**

Note No. 21 - Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at March 31, 2015
Trade payable - Other than Micro, Small and Medium Enterprises	3,858.32	2,228.61	2,191.20
Total	**3,858.32**	**2,228.61**	**2,191.20**

Notes:
i) Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.

ii) Based on the information available with the Company, no trade payables have been registered as 'supplier' within the meaning of 'Micro Small & Medium Enterprises Development Act, 2006.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 22 - Revenue from Operations

Rs. in Millions

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Revenue from rendering of services	26,661.61	20,628.65	19,287.85
b) Other operating revenue	4.26	10.68	21.11
Total	**26,665.87**	**20,639.33**	**19,308.96**

Note No. 23 - Other Income

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Interest Income	70.45	92.90	70.21
b) Dividend Income	5.30	15.32	4.85
c) Miscellaneous Income			
i. Net gain/(loss) arising on financial assets carried at FVTPL	5.36	16.13	2.03
ii. Net gain/(loss) arising on financial liabilities carried at amortised cost	1.36	1.36	1.46
iii. Gain on exchange fluctuation	2.95	-	3.42
iv. Other income	11.23	6.21	4.62
Total	**96.65**	**131.92**	**86.59**

Rs. in Millions

Note No. 24 - Employee Benefits Expense

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Salaries and wages, including bonus	1,595.53	1,284.92	1,049.96
b) Contribution to provident and other funds	93.48	67.69	60.67
c) Gratuity	22.19	17.07	11.10
d) Equity-settled share-based payments	7.09	8.84	1.77
e) Staff welfare expenses	164.69	130.33	104.84
Total Employee Benefit Expense	**1,882.98**	**1,508.85**	**1,228.34**

Notes:

i) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.

ii) Contribution to provident fund and other funds inludes contributions to other funds like superannuation fund, etc. pertaining to employees.

iii) Share based payment

The Company has introduced a MLL - Key Executives Stock Option Scheme, 2012 (“Plan”) as approved at its Board Meeting held on 27th April 2012 and subsequently amended on 5th February 2014, 27th October, 2015 and 3rd August, 2016. The plan provides that eligible emloyees and the Partners' Enterprise (Formerly Mahindra Partners Employees Options Trust (the Trust)) as defined in the Plan are granted options to acquire equity shares of the Company that vests in a graded manner. The vested options can be exercised within a specified period from the date on which the shares of the Company get listed on a recognized stock exchange or on happening of an event as specified in the Plan. The number of options granted is calculated in accordance with the performance- based formula approved by the Board As recommended by the ESOP committee.

iv) Information in respect of options outstanding in respect of year ended:

a) 31st March, 2017

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
Option 1	10,16,006	25-06-12	30-06-21	13.90	9.04
Option 2	29,931	02-11-12	30-06-21	13.90	8.84
Option 3	1,44,633	14-10-13	30-06-21	23.38	16.08
Option 4	5,33,203	27-10-15	30-06-21	44.30	26.83
Option 5	73,608	03-08-16	30-06-21	52.76	35.50

b) 31st March, 2016

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
Option 1	11,22,110	25-06-12	30-06-21	13.90	9.04
Option 2	29,931	02-11-12	30-06-21	13.90	8.84
Option 3	2,31,982	14-10-13	30-06-21	23.38	16.08
Option 4	5,45,866	27-10-15	30-06-21	44.30	26.83

c) 31st March, 2015

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
Option 1	11,70,342	25-06-12	30-06-21	13.90	9.04
Option 2	29,931	02-11-12	30-06-21	13.90	8.84
Option 3	3,43,890	14-10-13	30-06-21	23.38	16.08

v) Movement in Share Options

Particulars	F-17		F-16		F-15	
	Equity-settled share-based payments		Equity-settled share-based payments		Equity-settled share-based payments	
	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price
a) The number and weighted average exercise prices of share options outstanding at the beginning of Period	19,29,889	23.64	15,44,163	16.01	21,21,788	15.83
b) Granted during the period	73,608	52.76	5,45,866	44.30	-	
c) Forfeited during the period	2,06,116	19.79	1,60,140	20.52	1,42,148	13.90
d) Exercised during the period	-	-	-		4,35,477	15.80
e) Expired during the period	-	-	-		-	
f) Outstanding at the end of the period	17,97,381	25.27	19,29,889	23.64	15,44,163	16.01
g) Exercisable at the end of the period	17,97,381	25.27	19,29,889	23.64	15,44,163	16.01
h) Remaining contractual Life(No of Days)		1,552		1,917		2,282

vi) The inputs used in the measurement of the fair values at grant date of the employee stock option plans(ESOPs) were as follows.

Grant Date	25-06-12			02-11-12		
Particulars	2017	2016	2015	2017	2016	2015
Share price at grant date	13.90	13.90	13.90	13.90	13.90	13.90
Exercise price	13.90	13.90	13.90	13.90	13.90	13.90
Expected volatility (weighted-average)	38.88%	38.88%	35.35%	38.88%	38.88%	35.35%
Expected life / Option Life (weighted-average)	9.02	9.02	1.60 - 4.94	8.66	8.66	1.25- 4.58
Expected dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate (based on government bonds)	8.12%	8.12%	8.12%	8.54%	8.54%	7.95% - 7.96%

Grant Date	14-10-13			27-10-15		03-08-16
Particulars	2017	2016	2015	2017	2016	2017
Share price at grant date	23.38	23.38	23.38	44.30	44.30	52.76
Exercise price	23.38	23.38	23.38	44.30	44.30	52.76
Expected volatility (weighted-average)	52.62%	52.62%	52.62%	54.03%	54.03%	76.78%
Expected life / Option Life (weighted-average)	7.69	7.69	1.30 - 3.63	5.83	5.83	4.91
Expected dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate (based on government bonds)	9.14%	9.14%	8.68%	8.19%	8.19%	7.26%

vii) The fair value of the employee share options has been measured using the Black-Scholes formula . Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

viii) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V

Rs. in Millions

Note No. 25 - Finance Cost

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Interest expense on cash credit	5.51	4.53	2.26
b) Interest expense on Term loans	27.86	7.26	-
c) Interest expense on unwinding of deposits	1.51	1.40	1.39
Total	**34.88**	**13.19**	**3.65**

i) Analysis of Interest Expenses by Category

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
Interest Expenses			
a) On Financial Liability at Amortised Cost	34.88	13.19	3.65
b) On Financial Liabilities at FVTPL	-	-	-
Total	**34.88**	**13.19**	**3.65**

Note No. 26 - Other Expenses

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Freight & Other Related Expense	20,939.59	16,554.68	15,888.84
b) Labour & Other related Expense	1,421.25	966.51	775.16
c) Rent including lease rentals	399.14	336.71	294.85
d) Warehouse and related Expense	265.32	168.67	124.79
e) Legal and Other professional costs	284.76	137.20	77.85
f) Hire and Service Charges	108.03	92.39	80.95
g) Travelling and Conveyance Expenses	85.28	66.89	57.93
h) Vehicle running Expenses	96.78	31.56	-
i) Provision for expected credit loss on trade receivable	29.90	14.50	1.25
j) Provision for doubtful advance	6.23	(7.18)	3.92
k) Power & Fuel	161.03	52.85	21.67
l) Expenditure on Corporate Social Responsibilty (CSR)	11.60	10.27	7.28
m) Advertisement	6.41	3.62	4.75
n) Repairs and Maintenance:			
i) Buildings	4.47	3.05	3.81
ii) Machinery	36.97	21.04	12.77
iii) Others	24.26	22.16	18.08
o) Auditors remuneration and out-of-pocket Expenses	**2.31**	**2.35**	**1.53**
i) As Auditors	1.15	1.42	1.09
ii) For Taxation matters	0.25	0.50	0.22
iii) For Other services	0.89	0.37	0.20
iv) For reimbursement of expenses	0.02	0.06	0.02
p) Other Expenses	**137.07**	**129.82**	**135.43**
i) Miscellaneous Expenses	118.48	108.49	93.75
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off	18.59	21.33	41.68
Total	**24,020.40**	**18,607.09**	**17,510.86**

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements Rs. in Millions
Annexure V
Note No. 27 - Current Tax and Deferred Tax

(a) Income Tax recognised in Profit & Loss

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	For the year ended 31st March, 2015
A. Current Tax:			
a) In respect of current year	261.01	214.48	222.28
b) MAT Credit	(2.93)	-	(0.03)
c) In respect of prior years	0.06	1.50	2.16
Total	258.14	215.98	224.41
B. Deferred Tax:			
In respect of current year origination and reversal of temporary differences	(40.64)	(16.18)	(17.32)
Total	(40.64)	(16.18)	(17.32)
Total (A+B)	**217.50**	**199.80**	**207.09**

(b) Income tax recognised in Other Comprehensive Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	For the year ended 31st March, 2015
A. Current Tax:			
Remeasurement of defined benefit obligations	(2.48)	(1.44)	(0.47)
Total	(2.48)	(1.44)	(0.47)
B. Deferred Tax:	(0.13)	-	0.03
Total	**(0.13)**	**-**	**0.03**
Classification of income tax recognised in other comprehensive income			
Income taxes related to items that will not be reclassified to profit or loss	(2.48)	(1.44)	(0.47)
Income taxes related to items that will be reclassified to profit or loss	-	-	-
Total	**(2.48)**	**(1.44)**	**(0.47)**

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	For the year ended 31st March, 2015
a) Profit Before tax	**678.19**	**559.48**	**592.33**
b) Income Tax using the Company's domestic tax rate #	234.91	194.21	201.92
c) Change in Tax Rate	-	-	(1.24)
d) Expenses not allowed for tax purpose	(1.83)	6.63	5.10
e) Exempt Income for tax purpose	(1.83)	(5.30)	(1.64)
f) Deduction under Income tax	(1.07)	(0.89)	(0.61)
g) Tax impact on Business Loss	(12.30)	3.72	4.54
	217.88	**198.37**	**208.07**
h) Adjustments recognised in the current year in relation to the current tax of prior years	(0.51)	1.43	(0.95)
Income tax expense recognised In profit or loss	**217.37**	**199.80**	**207.12**

Notes:
#The tax rate used in reconciliations above is the corporate tax rate of 30% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961.

(d) Amounts on which deferred tax asset has not been created:
Deferred tax assets have not been recognised in respect of following items since it is not probable that future taxable profit will be available

Particulars	As at 31, March 2017	As at 31, March 2016	As at 31, March 2015
a) Deductible Temporary differences	-	-	-
b) Unused Tax losses (Revenue in nature)	-	37.20	23.23
c) Unused Tax losses (Capital in nature)	102.93	102.93	102.93
Total	**102.93**	**140.13**	**126.16**

Note:
The unrecognised tax losses carried forward will expire entirely in FY 2019-2020.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 28 - Earnings Per Share

Rs. in Millions

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
A. Basic Earnings Per Share	**6.70**	**5.37**	**6.60**
Total Basic Earnings Per Share	**6.70**	**5.37**	**6.60**
B. Diluted Earnings Per Share	**6.70**	**5.37**	**6.60**
Total Diluted Earnings Per Share	**6.70**	**5.37**	**6.60**

Notes:
i) Basic Earnings Per Share
The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Profit / (loss) for the year attributable to owners of the group	455.89	365.45	392.60
b) Less: Preference dividend and tax thereon	-	-	-
Profit / (loss) for the year used in the calculation of basic earnings per share	**455.89**	**365.45**	**392.60**
Weighted average number of equity shares	6,79,99,279	6,79,99,279	5,94,71,644
Earnings per share from continuing operations - Basic	6.70	5.37	6.60

ii) Diluted Earnings Per Share
The diluted earnings per share has been computed by dividing the Net profit after tax available for Equity shareholders by the weighted average number of equity shares, after giving the effect of the dilutive potential ordinary shares for the respective periods.

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Profit / (loss) for the year used in the calculation of basic earnings per share	455.89	365.45	392.60
b) Add: adjustments on account of dilutive potential equity shares	-	-	-
Profit / (loss) for the year used in the calculation of diluted earnings per share	**455.89**	**365.45**	**392.60**

iii) Reconciliation of weighted average number of equity shares
The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016	Proforma IND AS For the year ended March 31, 2015
a) Weighted average number of equity shares used in the calculation of Basic EPS	6,79,99,279	6,79,99,279	5,94,71,644
b) Add: Effect of ESOPs	-	-	-
Weighted average number of equity shares used in the calculation of Diluted EPS	**6,79,99,279**	**6,79,99,279**	**5,94,71,644**

iv) The shares outstanding under ESOP scheme are not taken into consideration for the calculation of diluted EPS because they are anti- dilutive in nature.

Mahindra Logistics Limited
Consolidated notes to the financial statements for the year ended 31st March 2017
Annexure V
Note No. 29 - Financial Instruments

Rs. in Millions

i) Capital management Policy

a) The Group's capital management objectives are:
- to ensure the Group's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

b) For the purpose of Group's capital management, capital includes issued share capital, equity as well as preference and all other equity reserves. The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

c) The following table shows the components of capital:

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Equity	3,524.43	3,047.31	2,681.49
Capital	**3,524.43**	**3,047.31**	**2,681.49**

Note:
The above capital management disclosures are based on the information provided internally to key management personnel.

ii) Categories of financial assets and financial liabilities

As at 31st March 2017

Particulars	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	0.03	0.16	-	0.19
b) Other Financial Assets	103.29	-	-	103.29
Total	**103.32**	**0.16**	**-**	**103.48**
B. Current Assets				-
a) Investments	0.03	580.39	-	580.42
b) Trade Receivables	4,120.78	-	-	4,120.78
c) Cash and Bank Balances	501.69	-	-	501.69
d) Loans	250.00	-	-	250.00
e) Other Financial Assets	614.17	-	-	614.17
Total	**5,486.67**	**580.39**	**-**	**6,067.06**
C. Non-current Liabilities				
a) Borrowings	197.74			197.74
b) Other Financial Liabilities				
Security Deposits	0.20	-	-	0.20
Total	**197.94**	**-**	**-**	**197.94**
D. Current Liabilities				
a) Borrowings	82.33			82.33
b) Trade Payables	3,858.32	-	-	3,858.32
c) Other Financial Liabilities	244.16	-	-	244.16
Total	**4,184.81**	**-**	**-**	**4,184.81**

As at 31st March 2016

Particulars	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	0.02	0.16	-	0.18
b) Other Financial Assets	164.39	-	-	164.39
Total	**164.41**	**0.16**	**-**	**164.57**
B. Current Assets				-
a) Investments	0.03	680.85	-	680.88
b) Trade Receivables	2,452.27	-	-	2,452.27
c) Cash and Bank Balances	836.28	-	-	836.28
c) Loans	270.00	-	-	270.00
e) Other Financial Assets	154.41	-	-	154.41
Total	**3,712.99**	**680.85**	**-**	**4,393.84**
C. Non-current Liabilities				
a) Borrowings	201.09	-	-	201.09
b) Other Financial Liabilities				
Security Deposits	17.75	-	-	17.75
Total	**218.84**	**-**	**-**	**218.84**
D. Current Liabilities				
a) Borrowings	34.78	-	-	34.78
b) Trade Payables	2,228.61	-	-	2,228.61
c) Other Financial Liabilities	168.58	-	-	168.58
Total	**2,431.97**	**-**	**-**	**2,431.97**

As at 31st March 2015

Particulars	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	0.03	0.16	-	0.19
b) Other Financial Assets	59.31	-	-	59.31
Total	**59.34**	**0.16**	**-**	**59.50**
B) Current Assets				
a) Investments	0.02	1,103.24	-	1,103.26
b) Trade Receivables	1,993.94	-	-	1,993.94
c) Cash and Bank Balances	1,020.96	-	-	1,020.96
d) Loans	100.00	-	-	100.00
e) Other Financial Assets	127.52	-	-	127.52
Total	**3,242.44**	**1,103.24**	**-**	**4,345.68**
C. Non-current Liabilities				
a) Borrowings	1.08	-	-	1.08
b) Other Financial Liabilities				
Security Deposits	17.22	-	-	17.22
Total	**18.30**	**-**	**-**	**18.30**
D. Current Liabilities				
a) Borrowings	38.86	-	-	38.86
b) Trade Payables	2,191.20	-	-	2,191.20
c) Other Financial Liabilities	108.23	-	-	108.23
Total	**2,338.29**	**-**	**-**	**2,338.29**

iii) Financial Risk Management Framework

The Group's activities expose it to a variety of financial risks: credit risk and liquidity risk. In order to manage the aforementioned risks, the Group operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

a) Credit risk management

Trade receivables and deposits

(i) Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Credit exposure is controlled by counterpaty credit period which is monitored through an approved policy.

(ii) Trade receivables consist of a large number of customers, spread across diverse industries and places across India.

(iii) Apart from one large customer of the company, the company does not have significant credit risk exposure to any single customer.Concentration of credit risk related to a single company did not exceed 25% of gross monetary assets at any time during the year.

(iv) The Group's applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Group's has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Group's and individual receivable specific provision where applicable. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

(v) There is no change in estimation techniques or significant assumptions during the reporting period.

(vi) The loss allowance provision is determined as follows:

As at 31st March 2017

Particulars	SCM				PTS			
	Not due	Less than 6 months past due	More than 6 months past due	Total	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	2,252.43	1,099.11	148.17	3,499.71	488.67	193.88	32.53	715.08
b) Loss allowance provision	35.30	18.49	13.02	66.81	16.31	6.47	4.43	27.21

As at 31st March 2016

Particulars	SCM				PTS			
	Not due	Less than 6 months past due	More than 6 months past due	Total	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	1,066.04	685.54	190.68	1,942.26	378.97	155.32	39.82	574.11
b) Loss allowance provision	16.71	10.68	12.71	40.10	13.92	5.71	4.39	24.02

As at 31st March 2015

Particulars	SCM				PTS			
	Not due	Less than 6 months past due	More than 6 months past due	Total	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	886.84	545.28	79.87	1,511.99	371.54	149.17	10.85	531.56
b) Loss allowance provision	16.23	8.94	1.44	26.61	16.08	6.46	0.47	23.01

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
a) Balance as at beginning of the year	64.12	49.61	48.36
b) Impairment losses recognised in the year based on lifetime expected credit			
- On receivables originated in the year	3.30	0.02	1.95
- Other receivables	45.10	40.23	39.92
c) Impairment losses reversed / written back	(18.50)	(25.74)	(40.62)
d) Balance at end of the year	**94.02**	**64.12**	**49.61**

(vii) Reconciliation of loss allowance provision for Deposit

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
a) Balance as at beginning of the year	1.39	-	-
b) Impairment losses recognised in the year based on lifetime expected credit			
- On receivables originated in the year			-
- Other receivables		1.39	-
c) Impairment losses reversed / written back	(1.39)	-	-
d) Balance at end of the year	**-**	**1.39**	**-**

(viii) The Group has made write off in 2017: Rs. 15.34 Millions (2016: Rs. 12.54 Millions,2015: Rs.35.04 MIllions) of trade receivables and 2017: Rs. 1.52 Millions (2016: Rs. 0.24 Millions,2015 : Rs.0.14 Millions) of deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Group has made investments in 2017: Rs. 580.39 Millions (2016 Rs. 680.85 Millions, 2015: Rs. 1,103.24 Millions) in growth oriented and diviend oriented mutual funds which have not been impaired till date.

Cash and Bank Balances

As at 31st March, 2017, the Group held cash and cash equivalents of Rs. 501.69 Millions (2016 Rs. 236.28 Millions,2015 Rs.520.96 Millions). The cash and Bank Balances are held with banks with good credit rating.

b) Liquidity risk management

(i) The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilites

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial liabilities				
As at 31st March 2017				
a) Trade Payables	3,858.32	-	-	-
b) Borrowings	82.33	147.46	50.28	
c) Security Deposits	34.71	0.20	-	-
d) Other Financial liabilities	210.53	-	-	-
Total	**4,185.89**	**147.66**	**50.28**	**-**
As at 31st March 2016				
a) Trade Payables	2,228.61	-	-	-
b) Borrowings	34.78	106.96	94.13	
c) Security Deposits	20.24	20.34	-	-
d) Other Financial liabilities	147.89	-	-	-
Total	**2,431.52**	**127.30**	**94.13**	**-**
As at 31st March 2015				
a) Trade Payables	2,191.20	-	-	-
b) Borrowings	38.86	0.55	0.53	
c) Security Deposits	13.67	21.20	-	-
d) Other Financial liabilities	94.07	-	-	-
Total	**2,337.80**	**21.75**	**0.53**	**-**

The above table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Company may be required to pay.

(iii) Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
a) Secured Cash credit facility			
- Expiring within one year	**547.33**	**532.87**	**530.00**
- Expiring beyond one year			
b) Secured Sales Invoice facility*			
- Expiring within one year	**-**	**250.00**	**250.00**
- Expiring beyond one year			
c) Bank Guarantees*			
- Expiring within one year			
- Expiring beyond one year	**45.65**	**42.33**	**40.58**
d) Unsecured Bank Overdraft facility			
- Expiring within one year	**5.99**	**-**	**-**
- Expiring beyond one year			

* These limits are as a sub-limit of secured cash credit facility.

(iv) Maturities of financial assets

Table showing maturity profile of financial assets

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
As at 31st March 2017				
Trade Receivables	4,120.78	-	-	-
Security Deposits	127.29	95.60	11.65	-
Loan to related parties	250.00	-	-	-
Others	488.17	0.05	-	-
Total	**4,986.24**	**95.65**	**11.65**	**-**
As at 31st March 2016				
Trade Receivables	2,452.27	-	-	-
Security Deposits	79.75	86.17	6.30	-
Loan to related parties	270.00	-	-	-
Others	76.16	80.06	-	-
Total	**2,878.18**	**166.23**	**6.30**	**-**
As at 31st March 2015				
Trade Receivables	1,993.94	-	-	-
Security Deposits	73.91	60.53	8.67	-
Loan to related parties	100.00	-	-	-
Others	53.72	0.06	-	-
Total	**2,221.57**	**60.59**	**8.67**	**-**

The above table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

c) Market Risk Management

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

There has been no significant changes to the Group's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's / Company's exposure to currency risk relates primarily to the Company's operating activities when transactions are denominated in a different currency from the Company's functional currency.

The Unhedged & carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		As at		
Particulars	**Currency**	**31-Mar-17**	**31-Mar-16**	**31-Mar-15**
Trade Receivables	USD	2,73,882	2,56,996	4,35,788
	EUR	48,169	36,001	8,906
	SGD	1,161	791	281
	GBP	1,484	2,882	160
Trade Payables	USD	2,35,738	3,60,327	5,64,346
	HKD	4,00,047	4,39,158	3,71,439
	EUR	51,486	1,71,820	1,95,847
	DKK	-	3,880	41,643
	GBP	27,408	41,444	23,417
	SGD	2,86,198	91,055	14,057
	CAD	186	1,627	4,812
	CHF	1,698	3,949	2,449
	AUD	7,942	32,029	1,741
	JPY	-	1,29,320	-
	MYR	-	60,674	-
	SEK	6,156	39,914	-
	NOK	2,822	-	-

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	**Currency**	**Change in rate**	**Effect on profit before tax**	**Effect on pre-tax equity**
31-Mar-17	USD	+10%	0.38	0.38
	USD	-10%	(0.38)	(0.38)
	SGD	+10%	(1.34)	(1.34)
	SGD	-10%	1.34	1.34
	GBP	+10%	(0.21)	(0.21)
	GBP	-10%	0.21	0.21
31-Mar-16	USD	+10%	(0.33)	(0.33)
	USD	-10%	0.33	0.33
	EURO	+10%	(1.03)	(1.03)
	EURO	-10%	1.03	1.03
	SGD	+10%	(0.45)	(0.45)
	SGD	-10%	0.45	0.45
31-Mar-15	USD	+10%	(0.50)	(0.50)
	USD	-10%	0.50	0.50
	EURO	+10%	(1.27)	(1.27)
	EURO	-10%	1.27	1.27
	HKD	+10%	(0.30)	(0.30)
	HKD	-10%	0.30	0.29

Interest Risk

The following tables demonstrate the sensitivity to a reasonably possible change in Interest rates, with all other variables held constant.

Particulars	**Name of borrowing**	**Type of Interest**	**Rate of interest**	**Loan amount outstanding as at year end**	**Increase in Base Rate**	**Sensitivity Impact on P&L (pre-tax)**	**Decrease in Base Rate**	**Sensitivity Impact on P&L (pre-tax)**
As at 31st March, 2017	Cash Credit	Floating	8.65%	32.67	1.00%	-0.33	1.00%	0.33
	Overdraft	Floating	8.45%	44.01	1.00%	-0.44	1.00%	0.44
As at 31st March, 2016	Cash Credit	Floating	12.50%	27.13	1.00%	-0.27	1.00%	0.27
As at 31st March, 2015	Cash Credit	Floating	12.50%	31.21	1.00%	-0.31	1.00%	0.31

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements
Annexure V
Note No. 30 - Fair Value Measurement

Rs. in Millions

a) Fair Valuation Techiques and Inputs used - recurring Items

Financial assets/ financial liabilities measured at Fair value	Fair value as at			Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	31st March 2017	31st March 2016	31st March 2015				
A) Financial assets							
a) Investments							
i) Mutual fund investments	580.39	680.85	1,103.24	Level 1	NA	NA	NA
Total financial assets	580.39	680.85	1,103.24				

As the reporting date, the Group does not have any financial liability measured at fair values

b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

Particulars	As at March 31, 2017		As at March 31, 2016		As at March 31, 2015	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets						
i) Loans to related parties	250.00	250.00	270.00	270.00	100.00	100.00
ii) Trade receivables	4,120.78	4,120.78	2,452.27	2,452.27	1,993.94	1,993.94
iii) Deposits given	229.24	231.44	162.58	164.21	133.05	133.20
iv) Cash and cash equivalents	501.69	501.69	236.28	236.28	520.96	520.96
v) Other bank balances	-	-	600.00	600.00	500.00	500.00
vi) Others	488.22	488.22	156.22	156.22	53.78	53.78
Total	5,589.93	5,592.13	3,877.35	3,878.98	3,301.73	3,301.88
B) Financial liabilities						
i) Borrowings	280.07	270.46	235.87	235.87	39.94	39.94
ii) Deposits received	33.83	34.38	38.44	38.27	31.38	30.90
iii) Trade and other payables	3,858.32	3,858.32	2,228.61	2,228.61	2,191.20	2,191.20
iii) Other financial liabilities	210.53	231.35	147.89	147.89	94.07	94.07
Total	4,382.75	4,394.51	2,650.81	2,650.64	2,356.59	2,356.11

c) Fair Value Hierarchy

Particulars	Fair value hierarchy as at 31st March 2017			
	Level 1	Level 2	Level 3	Total
A) Financial assets				
Financial assets carried at Amortised Cost				
i) Loans to related parties	-	250.00	-	250.00
ii) Trade and other receivables	-	4,120.78	-	4,120.78
iii) Deposits given	-	229.24	-	229.24
iv) Cash and cash equivalents	-	501.69	-	501.69
v) Other bank balances	-	-	-	-
vi) Others	-	488.22	-	488.22
Total	-	5,589.93	-	5,589.93
B) Financial liabilities				
Financial Instruments not carried at Fair Value				
i) Borrowings	-	280.07	-	280.07
ii) Deposits received	-	33.83	-	33.83
iii) Trade and other payables	-	3,858.32	-	3,858.32
Total	-	4,172.22	-	4,172.22

Particulars	Fair value hierarchy as at 31st March 2016			
	Level 1	Level 2	Level 3	Total
A) Financial assets				
Financial assets carried at Amortised Cost				
i) Loans to related parties	-	270.00	-	270.00
ii) Trade and other receivables	-	2,452.27	-	2,452.27
iii) Deposits given	-	162.58	-	162.58
iv) Cash and cash equivalents	-	236.28	-	236.28
v) Other bank balances	-	600.00	-	600.00
vi) Others	-	156.22	-	156.22
Total	-	3,877.35	-	3,877.35
B) Financial liabilities				
Financial Instruments not carried at Fair Value				
i) Borrowings	-	235.87	-	235.87
ii) Deposits received	-	38.44	-	38.44
iii) Trade and other payables	-	2,228.61	-	2,228.61
Total	-	2,502.92	-	2,502.92

Particulars	Fair value hierarchy as at 31st March 2015			
	Level 1	Level 2	Level 3	Total
A) Financial Assets				
Financial assets carried at Amortised Cost				
i) Loans to related parties	-	100.00	-	100.00
ii) Trade and other receivables	-	1,993.94	-	1,993.94
iii) Deposits given	-	133.05	-	133.05
iv) Cash and cash equivalents	-	520.96	-	520.96
v) Other bank balances	-	500.00	-	500.00
vi) Others	-	53.78	-	53.78
Total	-	3,301.73	-	3,301.73
B) Financial liabilities				
Financial Instruments not carried at Fair Value				
i) Borrowings	-	39.94	-	39.94
ii) Deposits received	-	31.38	-	31.38
iii) Trade and other payables	-	2,191.20	-	2,191.20
Total	-	2,262.52	-	2,262.52

Note:
i) The fair values of the financial assets and financial liabilities included in the level 2 and level 3 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements Rs. in Millions
Annexure V
Note No. 31 - Segment information

i) The management of the Group has chosen to organise the company on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the group.

ii) Specifically, the Group's reportable segments and the type of product or service from which they derive income are:

a) Supply Chain Management(SCM) - Goods Transportation service, including warehouse management service, freight forwarding and linefeeding activity etc
b) People Logistics Solutions(PTS) - People Transportation service

iii) The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.

iv) The segmental dislcosures are as follows :-

As at 31st March 2017

Particulars	SCM	PTS	Total Segments	Adjustment & Eliminations	Total
A. Revenue					
I. External customers	23,715.37	2,950.50	26,665.87	-	26,665.87
II. Inter segment Revenue	259.43	-	259.43	(259.43)	-
Total revenue	**23,974.80**	**2,950.50**	**26,925.30**	**(259.43)**	**26,665.87**
B. Expenses					
I. Direct Cost	22,156.61	2,653.23	24,809.84	(259.43)	24,550.41
II. Indirect Cost	87.17	-	87.17	1,265.82	1,352.99
III. Depreciation and amortisation	99.87	3.66	103.53	42.55	146.08
IV. Income tax expense or income	(11.48)	-	(11.48)	228.98	217.50
V. Interest income	(1.75)	-	(1.75)	(68.64)	(70.39)
VI. Interest expense	32.29	-	32.29	2.59	34.88
VII. Other income	(5.33)	-	(5.33)	(20.94)	(26.27)
C. Segment profit (A+B)	**1,617.42**	**293.61**	**1,911.03**	**(363.70)**	**460.67**
D. Total assets					-
I. Property, plant & equipment	429.54	2.13	431.67	127.78	559.45
II. Intangibles	6.45	3.45	9.90	2.38	12.28
III. Others	291.72	-	291.72	7,303.70	7,595.42
E. Total liabilities	472.21	**-**	472.21	**4,170.53**	**4,642.74**

As at 31st March 2016

Particulars	SCM	PTS	Total Segments	Adjustment & Eliminations	Total
A. Revenue					
I. External customers	18,138.52	2,500.81	20,639.33	-	20,639.33
II. Inter segment Revenue	216.82	-	216.82	(216.82)	-
Total revenue	**18,355.34**	**2,500.81**	**20,856.15**	**(216.82)**	**20,639.33**
B. Expenses					
I. Direct Cost	17,042.17	2,268.17	19,310.34	(216.82)	19,093.52
II. Indirect Cost	93.94	-	93.94	928.46	1,022.40
III. Depreciation and amortisation	46.82	1.87	48.69	33.96	82.65
IV. Income tax expense or income	(1.12)	-	(1.12)	200.91	199.79
V. Interest income	(1.77)	-	(1.77)	(91.25)	(93.02)
VI. Interest expense	11.87	-	11.87	1.32	13.19
VII. Other income	(1.86)	-	(1.86)	(37.04)	(38.90)
C. Segment profit (A+B)	**1,165.29**	**230.77**	**1,396.06**	**(1,036.36)**	**359.70**
D. Total assets					**-**
Property, plant & equipment	335.80	1.68	337.48	109.76	447.24
Intangibles	3.13	0.51	3.64	0.98	4.62
Others	216.06	-	216.06	5,246.76	5,462.82
E. Total liabilities	**387.81**	**-**	387.81	**2,479.57**	**2,867.38**

As at 31st March 2015

Particulars	SCM	PTS	Total Segments	Adjustment & Eliminations	Total
A. Revenue					
I. External customers	16,789.49	2,519.47	19,308.96	-	19,308.96
II. Inter segment Revenue	14.24	-	14.24	(14.24)	-
Total revenue	**16,803.73**	**2,519.47**	**19,323.20**	**(14.24)**	**19,308.96**
B. Expenses					
I. Direct Cost	15,615.28	2,291.31	17,906.59	(14.24)	17,892.35
II. Indirect Cost	73.91	-	73.91	772.92	846.83
III. Depreciation and amortisation	30.25	2.27	32.52	27.84	60.36
IV. Income tax expense or income	(0.20)	-	(0.20)	207.30	207.10
V. Interest income	(1.30)	-	(1.30)	(68.93)	(70.23)
VI. Interest expense	2.07	-	2.07	1.58	3.65
VII. Other income	(3.99)	-	(3.99)	(12.37)	(16.36)
C. Segment profit (A+B)	**1,087.71**	**225.89**	**1,313.60**	**(928.34)**	**385.26**
D. Total assets					**-**
Property, plant & equipment	115.73	1.80	117.53	91.85	209.38
Intangibles	3.70	1.03	4.73	1.93	6.66
Others	221.26	-	221.26	4,751.16	4,972.42
E. Total liabilities	**153.62**	**-**	153.62	**2,353.35**	**2,506.97**

Other disclosures :-

a) Inter-segment revenues are eliminated upon consolidation and reflected in the 'Adjustments and Eliminations' column.

b) Adjustments and Eliminations

(i) Finance income and costs, fair value gains and losses on financial assets and indirect expesnes are not allocated to individual segments as the underlying instruments are managed on a group basis.

(ii) Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

(iii) The accounting policies of the reportabe segments are the same as the Group's accountng Policies desribed in Note 2.

There is no difference between segment profit as reviewed by CEO and the profit before tax as appearing in the financials.

(v) Geographic information

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**Proforma IND AS For the year ended March 31, 2015**
Revenue from external customers			
India	26,568.83	20,445.91	19,262.96
Outside India	97.04	193.42	46.00
Revenue from operations as per statement of profit or loss	26,665.87	20,639.33	19,308.96

(vi) Non- current operating assets

Particulars	**As at 31st March 2017**	**As at 31st March 2016**	**As at 31st March 2015**
India	571.75	451.87	216.05
Outside India	-	-	-
Total	**571.75**	**451.87**	**216.05**

Non-current assets for this purpose consist of property, plant and equipment and intangible assets.

(vii) Revenue from major products and services :-

The following is an analysis of the Group's revenue from continuing operations from its major products and services:

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**	**Proforma IND AS For the year ended March 31, 2015**
Transportation	20,254.47	15,573.70	14,462.13
Warehousing & other related activities	3,299.49	2,408.69	2,059.54
People Logistics	2,950.50	2,500.81	2,519.47
Total	**26,504.46**	**20,483.20**	**19,041.14**

The revenues of the company from a group of customers under common control amounts to around 2017 - 53.93% (2016 - 63.19%. 2015 - 70.23%) of its total revenues.

Note No. 32 - Leases

Operating Lease

i) The Company has entered into operating lease arrangements for commercial premises. The leases are non-cancellable and are for period as specified in the agreement and may be renewed based on mutual agreement of the parties.

Particulars	**For the year ended 31st March 2017**	**For the year ended 31st March 2016**	**For the year ended 31st March 2015**
i). Future Non-Cancellable minimum lease commitments			
a) not later than one year	111.45	116.93	114.14
b) later than one year and not later than five years	32.37	82.20	159.56
c) later than five years	-	-	-
ii) Expenses recognised in the Statement of Profit and Loss			
a) Minimum Lease Payments	399.14	336.71	294.85

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements Rs. in Millions
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Note No. 33 - Employee benefits

i) Defined Contribution Plan
The Group's contribution to Provident Fund, superannuation Fund and other funds aggregating Rs. 93.49 Millions in 2017, 2016 : Rs. 67.61 Millions, 2015 : Rs. 60.67 MIllions) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

ii) Defined Benefit Plans:
Gratuity

a) The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

b) Though its defined benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

(i) Asset volatility
The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

(ii) Change in bond yields
A decrease in government bond yields will increase plan liabilities.

(iii) Inflation risk
Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, caps on the level of inflationary increases are in place to protect the plan against

(iii) Life expectancy
The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Group's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

(c) Significant Actuarial Assumptions
The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Funded Plan - Gratuity			Unfunded Plan - Gratuity		
	31st March 2017	31st March 2016	31st March 2015	31st March 2017	31st March 2016	31st March 2015
a) Discount rate(s)	6.82%	7.96%	8.03%	6.82% to 8%	8.00%	8.00%
b) Expected rate(s) of salary increase	8.00%	8.00%	8.00%	6% to 8%	6.00%	6.00%
c) Average Longevity	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate

(d) Defined benefit plans – as per actuarial valuation

Particulars	Funded Plan - Gratuity			Unfunded Plan - Gratuity		
	31st March 2017	31st March 2016	31st March 2015	31st March 2017	31st March 2016	31st March 2015
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:						
a) Service Cost	-	-		-	-	-
b) Current Service Cost	19.71	15.62	11.30	0.70	0.56	0.40
c) Past service cost and (gains)/losses from settlements	-	-	-	-	-	-
d) Net interest expense	1.61	0.51	(0.37)	0.16	0.10	0.06
Components of defined benefit costs recognised in profit or loss	**21.32**	**16.13**	**10.93**	**0.86**	**0.66**	**0.46**
Remeasurement on the net defined benefit liability	-	-		-	-	-
a) Return on plan assets (excluding amount included in net interest expense)	(0.32)	(0.23)	(0.95)	-	-	-
b) Actuarial (gains)/loss arising form changes in financial assumptions	8.13	2.63	5.89	0.15	-	0.10
c) Actuarial (gains)/loss arising form changes in demographic assumptions	(2.88)	-	-	-	0.04	-
d) Actuarial (gains)/loss arising form experience adjustments	2.25	1.77	(3.55)	(0.55)	(0.05)	-
Components of defined benefit costs recognised in other comprehensive income	**7.18**	**4.17**	**1.39**	**(0.40)**	**(0.01)**	**0.10**
Total	**28.50**	**20.30**	**12.32**	**0.46**	**0.65**	**0.56**
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March						
a) Present value of defined benefit obligation	(95.17)	(66.04)	(48.13)	(2.19)	(1.95)	(1.30)
b) Fair value of plan assets	66.72	45.79	41.73	-	-	-
c) Surplus/(Deficit)	**(28.45)**	**(20.25)**	**(6.40)**	**(2.19)**	**(1.95)**	**(1.30)**
d) Current portion of the above	(28.45)	(20.25)	**(6.40)**	(0.04)	(0.03)	-
e) Non current portion of the above	-	-	-	(2.15)	(1.92)	(1.30)
III. Change in the obligation during the year ended 31st March						
a) Present value of defined benefit obligation at the beginning of the year	66.04	48.13	33.10	1.95	1.30	0.74
b) Add/(Less) on account of Scheme of Arrangement/Business	-	-	-	-	-	-
c) Transfer	-	-	-	-	-	-
d) Expenses Recognised in Profit and Loss Account						
- Current Service Cost	19.71	15.62	11.30	0.70	0.56	0.40
- Past Service Cost	-	-	-	-	-	-
- Interest Expense (Income)	5.26	3.86	3.08	0.16	0.10	0.06
e) Recognised in Other Comprehensive Income						
Remeasurement gains / (losses)						
- Actuarial Gain (Loss) arising from:						
i. Financial Assumptions	8.13	2.63	5.89	0.15	-	0.10
ii. Demographic Assumptions	(2.88)	-	-	-	0.04	-
iii. Experience Adjustments	2.25	1.77	(3.55)	(0.55)	(0.05)	0.10
f) Benefit payments	(3.34)	(5.97)	(1.69)	(0.22)	-	(0.10)
g) Others (Specify)						
h) Present value of defined benefit obligation at the end of the year	**95.17**	**66.04**	**48.13**	**2.19**	**1.95**	**1.30**
IV. Change in fair value of assets during the year ended 31st March						
i) Fair value of plan assets at the beginning of the year	45.79	41.73	37.02			
ii) Add/(Less) on account of Scheme of Arrangement/Business Transfer	-	-	-			
iii) Expenses Recognised in Profit and Loss Account						
- Expected return on plan assets	3.64	3.35	3.45			
iv) Recognised in Other Comprehensive Income						
Remeasurement gains / (losses)						
- Actual Return on plan assets in excess of the expected return	0.32	0.23	0.95			
v) Contributions by employer (including benefit payments recoverable)	20.31	6.45	2.00			
vi). Benefit payments	(3.34)	(5.97)	(1.69)			
vii) Fair value of plan assets at the end of the year	**66.72**	**45.79**	**41.73**	**-**	**-**	**-**
V. The Major categories of plan assets						
- Insurance Funds	66.72	45.79	41.73	-	-	-
VI. Actuarial assumptions						
a) Discount rate	6.82%	7.96%	8.03%	6.82 to 7.34%	8.00%	8.00%
b) Expected rate of return on plan assets	6.82%	7.96%	8.03%	-	-	-
c) Attrition rate	2.00%	2.00%	2.00%	2% to 9%	2.00%	1.00%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption	Changes in assumption	Impact on defined benefit obligation	
		Increase in assumption	Decrease in assumption
a) Discount rate			
2017	1.00%	(7.33)	8.53
2016	1.00%	(8.76)	10.79
2015	1.00%	(6.23)	7.69
b) Salary growth rate			
2017	1.00%	7.84	(6.97)
2016	1.00%	9.92	(8.36)
2015	1.00%	7.18	(6.07)
c) Rate of employeee turnover			
2017	1.00%	(1.16)	1.24
2016	1.00%	(0.31)	0.28
2015	1.00%	(0.35)	0.33

i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous period.

iii) The Group expects to contribute Rs. 28.50 Millions to the gratuity trusts during the financial year 2016-17.

iv) The weighted average duration of the defined benefit obligation as at 31 March 2017 is 9 to 14 years (2016: 15 to 16 years & 2015: 15 to 16 years)

f) Plan Assets

The fair value of Group's plan asset of Funded Gratuity Plan by category are as follows:

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
Asset category:			
a) Cash and cash equivalents	-	-	-
b) Debt instruments (quoted)	-	-	-
c) Debt instruments (unquoted)	-	-	-
d) Equity instruments (quoted)	-	-	-
e) Deposits with Insurance companies	66.72	45.78	41.73
	100%	100%	100%

g) Maturity profile of defined benefit obligation:

The tables shown below include both discounted value as well as unwinding of interest.

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
Within 1 year	8.26	1.11	1.61
1 - 2 year	7.62	2.83	1.07
2 - 3 year	10.36	3.53	2.67
3 - 4 year	13.30	3.52	3.43
4 - 5 year	17.11	5.77	3.48
5 - 10 years	111.33	52.32	42.40

h). Experience Adjustments :

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
1. Defined Benefit Obligation	(97.36)	(67.99)	(49.43)	(33.10)	(27.79)
2. Fair value of plan assets	66.72	45.78	41.73	37.02	38.05
3. Surplus/(Deficit)	(30.64)	(22.21)	(7.70)	3.92	10.26
4. Experience adjustment on plan liabilities [(Gain)/Loss]	2.25	1.77	(3.55)	0.84	(0.01)
5. Experience adjustment on plan assets [Gain/(Loss)]	0.32	0.23	0.95	(0.65)	2.11

i) The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

j) The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

k) The current service cost and the net interest expense for the year are included in the employee benefits expense in profit orloss of the expense for the year.

Rs. in Millions

Annexure V

Note 34 - Related Party Transactions

i) List of Related Parties:

a) Name of the Entities having Joint Control (Investors):	
1	Mahindra & Mahindra Limited
2	Normandy Holdings Limited
3	Kedaara Altenate Investment Funds(AIF)
b) Other related parties:	
1	Bristlecone India Limited
2	EPC Industrie Limited
3	Defence Land Systems India Limited
4	Mahindra Aerostructures Private Limited
5	Mahindra Auto Steel Private Limited
6	Mahindra Defence Naval Systems Private Limited
7	Mahindra Defence Systems Limited
8	Mahindra Susten Private Limited
9	Mahindra First Choice Services Limited
10	Mahindra Gujarat Tractor Limited
11	Mahindra Holidays & Resorts India Limited
12	Mahindra Insurance Brokers Limited
13	Mahindra Intertrade Limited
14	Mahindra & Mahindra Financial Services Limited
15	Mahindra Trucks & Buses Limited
16	Mahindra Heavy Engines Limited
17	Mahindra Electric Mobility Limited
18	Mahindra Retail Private Limited
19	Mahindra Sona Limited (Ceased to be related party from 16th December, 2016)
20	Mahindra Steel Service Centre Limited
21	Mahindra Agri Solutions Limited
22	Mahindra Two Wheelers Limited
23	Mahindra Internet Commerce Private Limited (Ceased to be realted party from 22nd March 2017)
24	Mahindra Greenyard Private Limited
25	Mahindra Vehicle Manufacturers Limited
26	Mahindra Sanyo Special Steel Private Limited
27	Mahindra Integrated Township Limited
28	NBS International Limited
29	Mahindra Integrated Business Solutions Private Limited
30	Mahindra CIE Automotive Limited
31	Mahindra Tsubaki Conveyor Systems Private Limited
32	Tech Mahindra Limited
33	Orizonte Business Solutions Limited
34	Mahindra Engineering and Chemical Products Limited
c) Key management Personnel	
1	Pirojshaw Sarkari (C.E.O)
2	Ajay Mehta
3	Neelam Deo

ii) Details of transaction between the Company and its related parties are disclosed below:

Particulars		Entities having Joint Control (Investors)	Other related parties
Nature of transactions with Related Parties			
a) Purchase of PPE and other assets	31st March 2017	36.36	0.90
	31st March 2016	69.11	0.75
	31st March 2015	2.87	-
b) Rendering of services	31st March 2017	12,643.36	1,407.36
	31st March 2016	11,642.29	1,139.55
	31st March 2015	12,139.78	974.05
c) Receiving of services	31st March 2017	13.88	13.92
	31st March 2016	21.98	1.62
	31st March 2015	13.30	6.88
d) Reimbursements made to parties	31st March 2017	44.23	0.38
	31st March 2016	26.60	0.56
	31st March 2015	30.97	0.59
e) Reimbursements received from parties	31st March 2017	0.20	4.63
	31st March 2016	0.01	4.39
	31st March 2015	-	4.55
f) Loans/Deposits given	31st March 2017	-	100.00
	31st March 2016	-	270.00
	31st March 2015	-	250.00
g) Loans/Deposits refunded back	31st March 2017	-	120.00
	31st March 2016	-	100.00
	31st March 2015	-	170.00
h) Loans Taken	31st March 2017	-	67.40
	31st March 2016	-	195.29
	31st March 2015	-	1.36
i) Loans Repaid	31st March 2017	-	42.47
	31st March 2016	-	10.10
	31st March 2015	-	0.04
j) Interest Income on inter-corporate deposits	31st March 2017	-	24.70
	31st March 2016	-	19.02
	31st March 2015	-	5.42
k) Interest Paid on Loan	31st March 2017	-	22.20
	31st March 2016	-	6.21
	31st March 2015	-	0.02
l) Bad & doubtful debts recognised in respect of dues from related parties	31st March 2017	0.45	5.05
	31st March 2016	(0.12)	0.08
	31st March 2015	(2.03)	2.58
Balances Outstanding with Related Parties			
a) Trade payables	31st March 2017	49.58	3.31
	31st March 2016	33.09	2.73
	31st March 2015	18.25	5.48
b) Trade receivables	31st March 2017	501.85	222.00
	31st March 2016	497.93	188.10
	31st March 2015	415.31	169.36
d) Loans & advances given	31st March 2017	-	250.00
	31st March 2016	-	270.00
	31st March 2015	-	100.00
e) Loan taken	31st March 2017	-	211.45
	31st March 2016	-	186.51
	31st March 2015	-	1.32
f) Provision of bad & doubtful debts related to amout due from related parties	31st March 2017	1.44	4.80
	31st March 2016	1.00	3.90
	31st March 2015	1.15	5.05

Note:-

a) All the outstanding balances, whether receivables or payables are unsecured.

b) Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.

iii) Compensation of key managerial personnel

The remuneration of directors and other members of key managerial personnel during the year was as follows:

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015
Short-term employee benefits	16.65	14.29	12.65
Issue of ESOP Shares during the Year	-	-	0.67
Sitting fees /Commssion paid to directors	1.32	1.42	0.04

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personel.

Mahindra Logistics Limited
Notes to the Restated Consolidated Financial statements Rs. in Millions
Annexure V
Note No. 35 - First-time adoption of Ind-AS

First Time Ind AS Adoption reconciliations
(i) Reconciliation of Total Equity as at 31st March 2016 and 1st April 2015:

Particulars	Notes	As at 31st March 2016	As at 31st March 2015
Equity as reported under previous GAAP		**3,017.75**	**2,653.32**
Ind AS: Adjustments increase (decrease):			
Fair value of current investment	(a)	0.65	2.00
Discounting of deposits given	(b)	(0.47)	(0.47)
Discounting of deposits received	(c)	0.34	0.34
Employee future benefits – actuarial gains and losses	(d)	-	
Unvested ESOP Reserve		17.56	8.72
Effect of fair valuation of ESOP reserve		(17.56)	(8.72)
Unwinding interest income on discounting of deposits given	(b)	4.15	-
Rent expense on discounting of deposits given	(b)	(4.31)	-
Interest expense on discouting of deposits received	(c)	(1.39)	-
Rental income on discouting of deposits received	(c)	1.36	-
Expected Credit loss on trade receivables		-	(11.01)
Deferred income tax		(0.13)	3.16
Equity as reported under IND AS		**3,017.95**	**2,647.34**

Note:-

(a) As required by the provisions of para 5.1.1 and para 5.2.1 of Ind AS 109 'Financial Instruments', the Group has measured the current investments at fair value through profit or loss.

(b) As required by the provisions of para 4.1 of Ind AS 109 'Financial Instruments', the company has measured the deposits given at amortised cost and recognises interest revenue and rental expense on unwinding of the deposits.

(c) As required by the provisions of para 4.2.1 of Ind AS 109 'Financial Instruments', the company has measured the deposits received at amortised cost and recognises interest expense and rental income on unwinding of the deposits.

(d) As required by the provisions of para 120(c) read with 122 and 127 of Ind AS 19 'Employee Benefits", the actuarial gains/losses should be accounted as remeasurements of the net defined benefit liability(asset). The remeasurements will be recognised in other comprehensive income and shall not be reclassified to profit or loss in subsequent period but may be transferred within equity.

(ii) Reconciliation of Total comprehensive income for the year ended 31st March, 2016

PARTICULARS	For the year Ended 31 March 2016
Profit or Loss as per previous GAAP	**358.67**
Ind AS: Adjustments increase (decrease):	
Effect of fair valuation of ESOP reserve	(8.84)
Unwinding Interest income on Discounting of deposits	4.15
Rent Exp on discounting of deposits	(4.31)
Interest exp on discounting of deposits	(1.39)
Rental Income on discounting of deposits	1.36
Fair Value of Current Investment	(1.35)
Expected Credit loss on trade receivables	11.01
Acturial (Gain) /Loss	2.71
Others	(3.29)
Profit or Loss under Ind AS	358.72
Other comprehensive income	(2.71)
Total comprehensive income under Ind ASs	**356.01**

Note: No statement of comprehensive income was produced under previous GAAP. Therefore the reconciliation starts with profit under previous GAAP.

(iii) Material adjustments to the Statement of Cash Flows

PARTICULARS	For the year ended 31 March 2016		
	Previous GAAP	**Ind AS Adjustments**	**Ind AS**
Net cash flows from operating activities	(478.89)	(0.11)	(479.00)
Net cash flows from investing activities	190.09	(179.91)	10.18
Net cash flows from financing activities	184.13	0.01	184.14
Net increase (decrease) in cash and cash equivalents	(104.67)	(180.01)	(284.68)
Cash and cash equivalents at beginning of period	**1,021.03**	(500.07)	**520.96**
Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-	-
Cash and cash equivalents at end of period	**916.35**	**(680.07)**	**236.28**

Analysis of cash and cash equivalents as at 31st March 2016 and 1st April 2015 for the purpose of Statement of Cash flows under Ind AS

PARTICULARS	As at 31 March 2016	As at 31 March 2015
Cash and cash equivalents for the purpose of Statement of Cash flows as per Previous GAAP	916.35	1,021.03
Bank Overdrafts which forms integral part of cash management system	-	-
Reclassification of Fixed Deposits based on maturity period	(680.07)	(500.07)
Cash and cash equivalents for the purpose of Statement of Cash flows as per Ind AS	**236.28**	**520.96**

Note No. 36 - Contingent liabilities and commitments

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
Contingent liabilities (to the extent not provided for)			
Claims against the Company not acknowledged as debt			
a) VAT	75.96	52.81	52.81
b) Service Tax	39.95	37.93	34.90
c) Income Tax	248.51	228.70	130.89
d) Other matters	47.75	28.94	15.34

Note:-

i) The Group does not expect any reimbursement in respect of the above contingent liability.

ii) It is not practicable to estimate the timings of cash outflows, if any, in respect of maters at (a) to (d) above, pending resolution of appellate/court proceedings.

iii) The following table shows the amount of capital commitments given for property, plant and equipment.

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
Estimated amount of contracts remaining to be executed on capital account and not provided for	14.09	11.41	179.95

Note 37- Details of Specified Bank Notes held and transacted during the specified period:

Particulars	Specified Bank Notes	Other denomination notes	Total
a. Closing cash in hand as on 08.11.2016	0.89	0.64	1.53
b. Permitted receipts	-	7.30	7.30
c. Permitted payments	0.89	6.73	7.62
d. Amount deposited in Banks	-	-	-
e. Closing cash in hand as on 30.12.2016	-	1.21	1.21

Rs. in Millions

Annexure V
Note No. 38 - Disclosure of interest in Subsidiaries and interest of Non Controlling Interest

The entity has rights to variable returns from its involvement with the subsidiaries and has the ability to affect the amount of the investor's returns through its power over the investee.

(a) Details of the Group's material subsidiaries at the end of the reporting period are as follows:

Name of the Subsidiary	Principal Activity	Place of Incorporation and Place of	Proportion of Ownership Interest and Voting power held by the Group			Quoted (Y/N)
			31-Mar-17	31-Mar-16	31-Mar-15	
Lords Freight (India) Private Limited	Freight Forwarding via sea and air	Mumbai	60.00%	60.00%	60.00%	N
2*2 Logistics Private Limited	Transportation services	Mumbai	55.00%	55.00%	55.00%	N

(b) Details of Non-Wholly Owned Subsidiaries that have material Non Controlling Interest

Name of the Subsidiary	Place of Incorporation and Place of Operation	Proportion of Ownership Interest and voting rights held by non controlling interests		
		31-Mar-17	31-Mar-16	31-Mar-15
Lords Freight (India) Private Limited	Mumbai, India	40%	40%	40%
2*2 Logistics Private Limited	Mumbai, India	45%	45%	45%

Name of the Subsidiary	Profit / (Loss) allocated to non controlling interest			Accumulated non Controlling Interest		
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-17	31-Mar-16	31-Mar-15
Lords Freight (India) Private Limited	8.11	(5.46)	(7.79)	19.50	11.18	16.64
2*2 Logistics Private Limited	(3.31)	(0.30)	0.42	28.37	18.18	18.48

(c) Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Particulars	Lords Freight (India) Private Limited			2 X 2 Logistics Private Limited		
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-17	31-Mar-16	31-Mar-15
Current Assets	150.10	145.92	175.46	126.91	35.54	41.71
Non Current Assets	16.91	10.12	11.90	290.10	264.55	7.22
Current Liabilities	114.84	124.73	143.23	155.94	58.60	6.76
Non Current Liabilities	3.44	3.38	2.54	197.99	201.09	1.08
Equity Interest Attributable to the owners	12.49	(8.18)	(11.76)	(4.04)	(0.37)	0.52
Non Controlling Interest	8.32	(5.46)	(7.84)	(3.31)	(0.30)	0.42
Revenue	667.73	750.16	483.68	377.78	159.99	14.59
Expenses	647.45	763.81	503.15	385.13	160.66	13.65
Profit / (Loss) for the year	**20.28**	**(13.65)**	**(19.47)**	**(7.35)**	**(0.67)**	**0.94**
Profit / (Loss) attributable to the owners of the Company	12.17	(8.19)	(11.68)	(4.04)	(0.37)	0.52
Profit / (Loss) attributable to the non controlling interest	8.11	(5.46)	(7.79)	(3.31)	(0.30)	0.42
Profit / (Loss) for the year	**20.28**	**(13.65)**	**(19.47)**	**(7.35)**	**(0.67)**	**0.94**
Other Comprehensive Income attributable to the owners of the Company	**0.32**	**0.01**	**(0.08)**	**-**	**-**	**-**
Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	**0.21**	**-**	**(0.05)**	**-**	**-**	**-**
Other Comprehensive Income	**0.53**	**0.01**	**(0.13)**	**-**	**-**	**-**
Total Comprehensive Income attributable to the owners of the Company	**12.49**	**(8.18)**	**(11.76)**	**(4.04)**	**(0.37)**	**0.52**
Total Comprehensive Income Profit / (Loss) attributable to the non controlling interest	**8.32**	**(5.46)**	**(7.84)**	**(3.31)**	**(0.30)**	**0.42**
Total Comprehensive Income	**20.81**	**(13.64)**	**(19.60)**	**(7.35)**	**(0.67)**	**0.94**
Dividends paid to non controlling interest	-	-	-	-	-	-
Net Cash Flow from operating activities	**0.73**	**2.85**	**(67.09)**	**15.66**	**3.56**	**0.55**
Net Cash Flow from investing activities	**(0.21)**	**(0.21)**	**(4.34)**	**(77.45)**	**(271.82)**	**(6.35)**
Net Cash Flow from financing activities	**0.89**	**(8.69)**	**74.54**	**14.41**	**238.24**	**41.28**
Net Cash inflow (outflow)	**1.41**	**(6.05)**	**3.11**	**(47.38)**	**(30.02)**	**35.48**

Mahindra Logistics Limited Rs. in millions
Annexure VI
STATEMENT ON ADJUSTMENTS TO CONSOLIDATED FINANCIAL STATEMENTS

The summary of results if restatements made in the financial statements for the respective years/period and its impact on the profit of the company is as follows:

Particulars	IND AS			IGAAP	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016	For the year ended 31st March, 2015	For the year ended 31st March, 2014	For the year ended 31st March, 2013
(A) Net Profit as per audited financial statements	**460.98**	**358.72**	**392.20**	**366.53**	**244.35**
(B) Adjustments for:	-	1.47	(9.84)	(0.58)	(0.16)
1. Adjustment due to change in Accounting Policy	-	1.47	(0.68)	(0.58)	(0.16)
2. IND AS Adjustments for Proforma Period			(9.16)		
(C) Deferred Tax Impact:	(0.29)	(0.51)	2.88	0.20	0.05
1. on Adjustment due to Change in Accounting Policy	-	(0.51)	0.24	0.20	0.05
2. on IND AS Adjustment for Proforma Period			2.64		
3. on ESOP expenses	(0.29)	-	-	-	-
Total Adjustments	(0.29)	0.96	(6.96)	(0.38)	(0.11)
Restated profit for the years/Period (A+B+C)	**460.69**	**359.68**	**385.24**	**366.15**	**244.24**

Mahindra Logistics Ltd
Annexure VII
Consolidated Accounting ratios

	Particulars		IND AS			IGAAP	
			31-03-17	31-03-16	31-03-15	31-03-14	31-03-13
A.	**Earning Per Share (EPS) - Basic and Diluted**						
	Restated Net Profit / (Loss) as per Profit and loss for calculation of basic EPS (Rupees in million)		455.89	365.45	392.60	366.16	244.25
	Adjustment to Restated Net Profit / (Loss):						
	Effect of interim dividend on CCPS including dividend distribution tax (Rupees in million)		-	-	-	-	-
	Net Profit / (Loss) for calculation of basic EPS (Rupees in million)	A	455.89	365.45	392.60	366.16	244.25
	Weighted average number of equity shares for calculating basic EPS	B	6,79,99,279	6,79,99,279	5,94,71,644	5,78,49,080	5,77,00,000
	EPS (in Rupees) - Basic	**A/B**	6.70	5.37	6.60	6.33	4.23
	Restated Net Profit / (Loss) for calculation of diluted EPS (Rupees in million)	**C**	455.89	365.45	392.60	366.16	244.25
	Weighted average number of equity shares		6,79,99,279	6,79,99,279	5,94,71,644	5,78,49,080	5,77,00,000
	Effect of dilution		-	-	-	47,22,005	29,30,828
	Optionally convertible preference shares		-	-	-	-	-
	Compulsorily convertible preference shares		-	-	-	-	-
	Weighted average number of equity shares for calculating diluted EPS	**D**	6,79,99,279	6,79,99,279	5,94,71,644	6,25,71,085	6,06,30,828
	EPS (in Rupees) - Diluted	**C/D**	6.70	5.37	6.60	5.85	4.03
B.	**Return on Net Worth**						
	Restated Net Profit / (Loss) for the periods (Rupees in million)	E	460.69	359.68	385.24	366.16	244.25
	Net worth at the end of the periods (Rupees in million)	F	3,524.43	3,047.31	2,681.49	1,243.43	859.30
	Return on Net Worth (%)	**E/F*100**	13.07%	11.80%	14.37%	29.45%	28.42%
C.	**Net Asset Value Per Equity Share**						
	Net worth at the end of the periods (Rupees in million)	G	3,524.43	3,047.31	2,681.49	1,243.43	859.30
	Number of equity shares outstanding at the end of the periods inclusive of proportionate part of partly paid-up equity shares.	H	6,79,99,279	6,79,99,279	5,94,71,644	5,78,49,080	5,77,00,000
	Net Asset Value Per Equity Share (in Rupees)	**G/H*100**	51.83	44.81	45.09	21.49	14.89

Notes:
i) Formula:

Basic Earnings per share (Rupees) $= \frac{\text{Profit/Loss after tax (as restated) attributable to Owners}}{\text{Weighted average number of equity shares}}$

Diluted Earnings per share (Rupees) $= \frac{\text{Profit/Loss after tax (as restated after adjustments for diluted}}{\text{Weighted average number of equity shares}}$

Return on net worth (%) $= \frac{\text{Profit/Loss after tax (as restated)}}{\text{Net worth at the end of the periods}}$ X 100

Net Asset Value per equity share (Rupees) $= \frac{\text{Net worth at the end of the periods}}{\text{Total number of equity shares outstanding at end of the periods}}$

ii) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number.

iii) Net worth for ratios mentioned represents sum of Paid-up share capital, reserves and surplus (securities premium and surplus in the Statement of Profits and Losses).

iv) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Company.

Mahindra Logistics Limited
Annexure VIII
CONSOLIDATED STATEMENT OF CAPITALISATION (Rs. In Millions)

Particulars	Pre issue as at 31st March 2017	Post Issue*
Borrowings		
Long term borrowings	197.74	-
Current Maturity of Long term borrowings	63.14	-
Short term borrowings	82.33	-
Total (A)	**343.21**	**-**
Shareholder's funds:		
Equity Share Capital	679.99	-
Reserves and Surplus	2,844.44	-
Total (B)	**3,524.43**	**-**
Debt /Equity (A/B)	**0.10**	

Note:-
* The Company is proposing an initial public offering through offer for sale. Hence there will be no change in the shareholders' funds post issue.

The above ratios has been computed on the basis of the Restated Summary Statement of Assets and Liablities as of 31 March 2017 on consolidated basis.

Subsequent to March 31, 2017, 15,81,273 partly paid-up Equity Shares of Re. 1 each and 40,774 partly paid-up Equity Shares of Rs. 2 each were made fully paid-up on July 7, 2017. This led to an increase in Equity Share Capital from Rs. 679.99 Millions as on March 31, 2017 to Rs. 694.55 Millions as on July 7, 2017 and increase in Securities premium reserve from Rs. 926.68 Millions as on March 31, 2017 to Rs. 933.01 Millions as on July 7, 2017.

Mahindra Logistics Limited
Annexure IX

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Mahindra Logistics Limited
Annexure X
Details of Changes in accounting policy in last 5 years.

Change in accounting policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16.

(Rs. In Millions)

Particulars	**31-Mar-13**	**31-Mar-14**	**31-Mar-15**	**31-Mar-16**	**Adjustment to opening reserve FY 12-13**
Change in Accounting Policy					
Change in Method of Depreciation on Non Movable assets attached to Lease Hold Premises (A)	**0.16**	**0.58**	**0.68**	**(1.47)**	**0.06**
Furniture & Fittings	0.08	0.39	0.58	(1.05)	-
Plant & Machinery	0.08	0.19	0.14	(0.46)	0.06
Office & Factory Equipment	-	-	(0.04)	0.04	
Deferred Tax Impact on (A) above	0.05	0.20	0.24	(0.51)	0.02

Auditors' Report on the Restated Standalone Financial Information in connection with the Initial Public Offering of Mahindra Logistics Limited

To
The Board of Directors
Mahindra Logistics Limited
Mahindra Towers
P. K. Kurne Chowk, Worli
Mumbai 400 018
Maharashtra, India

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of Mahindra Logistics Limited ("the Company"), which comprise of the Restated Summary Statement of Assets and Liabilities as at March 31, 2013 and March 31, 2014(Annexure I), the Restated Summary Statement of Profit and Loss (Annexure II) and the Restated Summary Statement of Cash Flows (Annexure III) for the years then ended alongwith the Summary of Significant Accounting Policies, prepared by the Company in terms of the legacy Indian GAAP for the purpose of inclusion in the draft red herring prospectus ("DRHP") in connection with its proposed Initial Public Offer ("IPO").
2. We have examined the attached Restated Proforma Ind AS Standalone Financial Information of the Company, which comprise of the Restated Proforma Summary Statement of Assets and Liabilities as at March 31, 2015(Annexure I), the Restated Proforma Summary Statement of Profit and Loss (including Other Comprehensive Income) (Annexure II), the Restated Statement of Changes in Equity (Annexure III) and the Restated Proforma Summary Statement of Cash Flows (Annexure IV) for the years then ended alongwith the Summary of Significant Accounting Policies (Annexure V), prepared by the Company in terms of the Ind AS principles for the purpose of inclusion in the DRHP in connection with its IPO.
3. We have examined the attached Restated Ind AS Standalone Financial Information of the Company, which comprise of the Restated Summary Statement of Assets and Liabilities as at March 31, 2016 and March 31, 2017(Annexure I), the Restated Summary Statement of Profit and Loss (including Other Comprehensive Income)(Annexure II), the Restated Statement of Changes in Equity (Annexure III)and the Restated Summary Statement of Cash Flows (Annexure IV) for the years then ended alongwith the Summary of Significant Accounting Policies (Annexure V), prepared by the Company in terms of the Ind AS principles for the purpose of inclusion in the DRHP in connection with its IPO.
4. The Restated Standalone Financial information as mentioned in point 1, the Restated Proforma Ind AS Standalone Financial Information as mentioned in point 2 and the Restated Ind AS Standalone Financial Information as mentioned in point 3 is together referred to as "Restated Standalone Financial Information" of the Company and have been approved by the Board of Directors of the Company in their meeting held on July 25, 2017.

5. The Restated Standalone Financial Information is prepared in terms of the requirements of:
   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"); and
   b. Relevant provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") issued by the Securities and Exchange Board of India on August 26, 2009, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992.

Managements' Responsibility for the Restated Standalone Financial Information

6. The preparation of the Restated Standalone Financial Information to be included in the offer document being filed in connection with the IPO and as mentioned in para 4 above is the responsibility of the Management of the Company for the purpose set out in para 17 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the requirements of the Act, the Rules and ICDR Regulations.

Auditors' Responsibilities

7. We have examined such Restated Standalone Financial Information taking into consideration:

   a. the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 31, 2017 in connection with the proposed issue of equity shares of the Company; and
   b. the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note").
   c. the requirements of Section 26 of the Act read with applicable provisions within Rule 4 to 6 of the Rules and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR regulations in connection with the IPO.

Restated Standalone Financial Information

8. These Restated Standalone Financial Information have been compiled by the management from the Audited Standalone Financial Statements as at March 31, 2017, 2016, 2015, 2014 and 2013 prepared in accordance with accounting principles generally accepted in India and which have been approved by Board of directors at their respective meetings held on 28th April, 2017, 29th April, 2016, 30th April, 2015, 5th May, 2014, and 30th April, 2013 respectively.

9. For the purpose of our examination, we have relied on the Auditor's reports issued by us dated 28th April, 2017, 29th April, 2016, 30th April, 2015, 5th May, 2014, and 30th April, 2013 on the Standalone Financial Statements as at and for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 respectively, as referred to in paragraph 8 above.

10. Also, such Restated Standalone Financial Information:
    a. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
    b. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
    c. do not contain any extra-ordinary items that need to be disclosed separately and do not contain any qualification requiring adjustments.

11. At the Company's request, we have also examined the following restated standalone financial information proposed to be included in the DRHP, prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for each of the years ended March 31, 2017, 2016 and 2015:

    a. Restated Standalone Statement of Property, Plant and Equipment, as Note 4 to Annexure V
    b. Restated Standalone Statement of Intangible Assets, as Note 5 to Annexure V
    c. Restated Standalone Statement of Investments, as Note 6 to Annexure V
    d. Restated Standalone Statement of Trade Receivables, as Note 7 to Annexure V
    e. Restated Standalone Statement of Loans , as Note 8 to Annexure V
    f. Restated Standalone Statement of Other Financial Assets, as Note 9 to Annexure V
    g. Restated Standalone Statement of Deferred Tax Assets, as Note 10 to Annexure V
    h. Restated Standalone Statement of Other Assets, as Note 11 to Annexure V
    i. Restated Standalone Statement of Cash and Bank Balances, as Note 12 to Annexure V
    j. Restated Standalone Statement of Current Tax Assets, as Note 13 to Annexure V
    k. Restated Standalone Statement of Assets classified as held for sale, as Note 14 to Annexure V
    l. Restated Standalone Statement of Equity Share Capital, as Note 15 to Annexure V
    m. Restated Standalone Statement of Other Equity, as Note 16 to Annexure V
    n. Restated Standalone Statement of Trade Payables, as Note 17 to Annexure V
    o. Restated Standalone Statement of Other Financial Liabilities, as Note 18 to Annexure V
    p. Restated Standalone Statement of Provisions, as Note 19 to Annexure V
    q. Restated Standalone Statement of Other Liabilities, as Note 20 to Annexure V
    r. Restated Standalone Statement of Revenue from Operations, as Note 21 to Annexure V
    s. Restated Standalone Statement of Other Income, as Note 22 to Annexure V
    t. Restated Standalone Statement of Employee Benefit Expense, as Note 23 to Annexure V
    u. Restated Standalone Statement of Finance Costs, as Note 24 to Annexure V
    v. Restated Standalone Statement of Other Expenses, as Note 25 to Annexure V
    w. Restated Standalone Statement of Current Tax and Deferred Tax, as Note 26 to Annexure V
    x. Restated Standalone Statement of Earnings per Share, as Note 27 to Annexure V
    y. Restated Standalone Statement of Financial Instruments, as Note 28 to Annexure V
    z. Restated Standalone Statement of Fair Value Measurement, as Note 29 to Annexure V
    aa. Restated Standalone Statement of Segment Information, as Note 30 to Annexure V
    bb. Restated Standalone Statement of Leases, as Note 31 to Annexure V
    cc. Restated Standalone Statement of Employee Benefits, as Note 32 to Annexure V
    dd. Restated Standalone Statement of related Party Transactions, as Note 33 to Annexure V
    ee. First Time Adoption of Ind AS , as Note 34 to Annexure V
    ff. Restated Standalone Statement of Contingent Liabilities and Commitments, as Note 35 to Annexure V

gg. Disclosure of Specified Bank Notes (SBNs) held and transacted during the specified period, as Note 36 to Annexure V
hh. Restated Standalone Statement of the year-end foreign currency exposures that have not been hedged by a derivative instrument or forward contracts , as Note 37 to Annexure V
ii. Statement of Adjustments to Audited Financial Statements – Annexure VI
jj. Standalone Accounting Ratios – Annexure VII
kk. Standalone Statement of Capitalisation – Annexure VIII
ll. Statement of Tax Shelter - Annexure IX
mm. Details of changes in accounting policy in last 5 year - Annexure X

12. At the Company's request, we have also examined the following restated standalone financial information proposed to be included in the DRHP, prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for each of the years ended March 31, 2014 and 2013:

a. Restated Standalone Statement of Share Capital, as Note I to Annexure IV
b. Restated Standalone Statement of Reserves and Surplus, as Note II to Annexure IV
c. Restated Standalone Statement of Other Non Current Liabilities , as Note III to Annexure IV
d. Restated Standalone Statement of Long Term Provisions, as Note IV to Annexure IV
e. Restated Standalone Statement of Trade payables, as Note V to Annexure IV
f. Restated Standalone Statement of Other Current Liabilities, as Note VI to Annexure IV
g. Restated Standalone Statement of Short Term Provisions, as Note VII to Annexure IV
h. Restated Standalone Statement of Fixed Assets, as Note VIII to Annexure IV
i. Restated Standalone Statement of Non Current Investment, as Note IX to Annexure IV
j. Restated Standalone Statement of Long Term Loans and Advances, as Note X to Annexure IV
k. Restated Standalone Statement of Current Investments, as Note XI to Annexure IV
l. Restated Standalone Statement of Inventories, as Note XII to Annexure IV
m. Restated Standalone Statement of Trade Receivables, as Note XIII to Annexure IV
n. Restated Standalone Statement of Cash and Bank Balances, as Note XIV to Annexure IV
o. Restated Standalone Statement of Short Term Loans and Advances, as Note XV to Annexure IV
p. Restated Standalone Statement of Other Current Assets, as Note XVI to Annexure IV
q. Restated Standalone Statement of Revenue from Operations, as Note XVII to Annexure IV
r. Restated Standalone Statement of Other Income, as Note XVIII to Annexure IV
s. Restated Standalone Statement of Changes in Inventories of Stock in Trade, as Note XIX to Annexure IV
t. Restated Standalone Statement of Operating, Administrative & Other Expenses, as Note XX to Annexure IV
u. Restated Standalone Statement of Employee Cost , as Note XXI to Annexure IV
v. Restated Standalone Statement of Finance Costs, as Note XXII to Annexure IV
w. Restated Standalone Statement of Depreciation and Amortization, as Note XXIII to Annexure IV
x. Restated Standalone Notes to Restated Financial Information, as Note XXIV to Annexure IV
y. Annexure V – kept intentionally blank
z. Statement of Adjustments to Audited Financial Statements – Annexure VI
aa. Standalone Accounting Ratios – Annexure VII
bb. Standalone Statement of Capitalisation – Annexure VIII
cc. Statement of Tax Shelter - Annexure IX
dd. Details of changes in accounting policy in last 5 year - Annexure X

13. According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Information as mentioned in paragraph 4 above for the year(s) ended March 31, 2017, 2016, 2015, 2014 and 2013 read with Summary of Significant Accounting Policies is prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

Other matters

14. We have not audited or reviewed any financial statements of the Company as of any date or for any period subsequent to March 31, 2017. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2017.

15. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

16. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

17. Our report is intended solely for use of the management for inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Maharashtra in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For B.K.Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

H. P. Mahajani
Partner
Membership No.: 030168

Place: Mumbai
Date: July 25, 2017

Annexure- I

RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

Particulars	Note No. of Annexure IV	As at 31st March'14 (Rs. in Millions)	As at 31st March'13 (Rs. in Millions)
I EQUITY AND LIABILITIES:			
(1) Shareholder's Fund			
(a) Share Capital	I	**590.61**	577.00
(b) Reserves and Surplus	II	**652.74**	282.33
(2) Non-Current Liabilities			
(a) Other Non Current Liabilities	III	**20.34**	24.89
(b) Long Term Provisions	IV	**61.53**	47.25
(3) Current Liabilities			
(a) Trade Payables			
Due to micro and small enterprises		**-**	-
Due to others	V	**1,890.35**	1,586.00
(b) Other Current Liabilities	VI	**119.93**	83.81
(c) Short-Term Provisions	VII	**14.19**	10.41
Total		**3,349.69**	2,611.69
II ASSETS:			
(1) Non-Current Assets			
(a) Fixed Assets	VIII		
(i) Tangible Assets		**143.16**	83.63
(ii) Intangible Assets		**12.80**	17.37
(iii) Capital Work-In Progress		**1.77**	3.66
(b) Non-Current Investment	IX	**0.22**	0.22
(c) Long Term Loans and Advances	X	**96.82**	63.84
(d) Deferred Tax Assets (Net)		**52.70**	33.65
(2) Current Assets			
(a) Current Investments	XI	**0.02**	0.02
(b) Inventories	XII	**15.11**	-
(c) Trade Receivables	XIII	**1,530.46**	1,283.75
(d) Cash and Bank Balance	XIV	**871.07**	406.98
(e) Short-Term Loans and Advances	XV	**596.56**	698.05
(f) Other Current Assets	XVI	**29.00**	20.52
Total		**3,349.69**	2,611.69
NOTES TO RESTATED STANDALONE FINANCIAL STATEMENTS	XXIV		

The above statement should be read with the Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Standalone Financial information, appearing in Annexure IV; and Statement on Adjustments to Audited Financial Statements appearing in Annexure VI.

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

Annexure-II
RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

		Note No. of Annexure IV	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
I	Revenue from Operation	XVII	**17,503.37**	15,320.21
II	Other Income	XVIII	**62.74**	34.66
III	Total Revenue (I+II)		**17,566.11**	15,354.87
IV	Expenses:			
	Purchase of Stock in Trade		**27.05**	-
	Change in Inventories of Stock in Trade	XIX	**(15.11)**	-
	Operating, Administrative & Other Expenses	XX	**16,096.55**	14,267.89
	Personnel Cost	XXI	**882.00**	687.67
	Finance Costs	XXII	**0.55**	6.96
	Depreciation and Amortization	XXIII	**32.22**	30.71
	Total Expenses		**17,023.26**	14,993.23
V	Restated Profit Before Tax (III-IV)		**542.85**	361.64
VI	Tax Expenses			
	(i) Current Tax		**195.84**	114.95
	(ii) Deferred Tax		**(19.05)**	2.43
VII	Restated Profit/(Loss) After Tax (V-VI)		**366.06**	244.26
VIII	Earning Per Equity Share:			
	(i) Basic (Rs.)		**6.33**	4.23
	(ii) Diluted (Rs.)		**5.85**	4.03
	NOTES TO RESTATED STANDALONE FINANCIAL STATEMENTS	XXIV		

The above statement should be read with the Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Standalone Financial information, appearing in Annexure IV; and Statement on Adjustments to Audited Financial Statements appearing in Annexure VI.

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

H.P Mahajani
Partner :
M.No. 030168

For and on behalf of Board of Directors
Mahindra Logistics Limited

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

MAHINDRA LOGISTICS LIMITED
Annexure III
SUMMARY STATEMENT OF RESTATED STANDALONE CASH FLOWS

(Rs. in Millions)

	Particulars	31-Mar-14		31-Mar-13	
		Rs.	Rs.	Rs.	Rs.
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before tax		**542.85**		361.64
	ADJUSTMENTS FOR:				
	Depreciation	15.69		11.85	
	Amortisation	16.53		18.86	
	Provision for Doubtful Debts/Advances	16.30		(5.83)	
	Loss on sale of Fixed Assets/disposal (Net)	1.60		2.86	
	Finance Charges	0.55		6.96	
	Dividend Income	(0.01)		(0.02)	
	Interest Income	(59.96)		(34.32)	
			(9.30)		0.36
	Operating Profit/ (Loss) before working capital changes		**533.55**		362.00
	ADJUSTMENTS FOR WORKING CAPITAL CHANGES:				
	(Increase)/Decrease in Trade and Other Receivables	(272.97)		(232.45)	
	(Increase)/Decrease in Inventories	(15.11)		-	
	Increase/(Decrease) in Trade Payables and Other Liabilities	351.37		439.41	
			63.29		206.96
	Cash flow used in operations		**596.85**		568.96
	Less: Taxes paid and refund (Income Tax, Fringe Benefit Tax and Wealth Tax)		**(110.78)**		(84.60)
	Net cash flow from / (used in) operating activities		**486.07**		484.36
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Fixed Assets (including Capital WIP and Capital Advances)		(102.13)		(58.23)
	Sale of Fixed Assets		2.76		6.15
	Investment in Equity/Government Securities		-		(0.10)
	Dividend Income		0.02		0.02
	Interest Income		59.96		34.32
	Net cash used in investing activities		**(39.39)**		(17.84)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Issue of Share Capital		13.61		-
	Share Premium		4.35		-
	Proceeds from Borrowings		-		(56.75)
	Interest Paid		**(0.55)**		(6.96)
	Net cash from financing activities		**17.41**		(63.71)
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		**464.09**		402.81
	Cash and cash equivalents - Opening balance		**406.96**		4.15
	Cash and cash equivalents - Closing balance		**871.05**		406.96
	Net increase/(decrease) as disclosed above		**464.09**		402.81
	Components of cash and cash equivalents				
	Cash / Cheques on hand		**14.13**		2.69
	With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts		**856.92**		404.27
			871.05		406.96

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method setout in Accounting Standard 3.
2 Figures in bracket indicates cash outgo.

The above statement should be read with the Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Standalone Financial information, appearing in Annexure IV; and Statement on Adjustments to Audited Financial Statements appearing in Annexure VI.

"As per our Report of Even Date attached"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July 2017

Brijbala Batwal
Company Secretary

Note: I

Share Capital :

A) Details of Authorised , Issued, Subscribed and Paid up Shares

Particulars	As at March 31, 2014		As at March 31, 2013	
	Nos.	Rs. in Millions	Nos.	Rs. in Millions
Authorised:				
Equity Share of Rs. 10 each	6,40,00,000	640.00	7,50,00,000	750.00
0.001% Non Cumulative fully paid compulsory Convertible Preference Shares of Rs. 50 each	82,00,000	410.00	-	-
Total…………	-	1,050.00	7,50,00,000	750.00
Issued:				
Equity Share of Rs. 10 each fully paid	6,08,42,383	608.42	5,77,00,000	577.00
Subscribed and Fully Paid up:				
Equity Share of Rs. 10 each fully paid	5,88,12,593	588.13	5,77,00,000	577.00
Subscribed but Not Fully Paid up:				
Equity Share of Rs. 10 each (Rs 2 paid up)	4,48,517	0.90	-	-
Equity Share of Rs. 10 each (Re 1 paid up)	15,81,273	1.58	-	-
Total…………	6,08,42,383	590.61	5,77,00,000	577.00

B) **Reconciliation of number of Ordinary (Equity) Shares and amount outstanding**

Particulars	For the year ended March 31,2014		For the year ended March 31,2013	
	Nos.	Rs. in Millions	Nos.	Rs. in Millions
Issued, Subscribed and Paid up				
Balance as at the beginning of the year	5,77,00,000	577.00	5,77,00,000	577.00
Add:- Issued during the year	31,42,383	13.61	-	-
Balance as at the end of the year	6,08,42,383	590.61	5,77,00,000	577.00

C) Shares held by Holding Company/Fellow Subsidiaries

Particulars	Shares held by	Numbers as at 31-Mar-14	Numbers as at 31-Mar-13
Mahindra & Mahindra Limited	Holding Company	5,39,06,123	5,76,99,900
Mahindra Engineering & Chemical Products Limited	Fellow Subsidiary Company	100	100

D) Shareholders holding more than 5% of Share Capital

Particulars	As at March 31, 2014		As at March 31, 2013	
	No of Shares Held	% of Holding	No of Shares Held	% of Holding
Mahindra & Mahindra Limited	5,39,06,123	88.60%	5,76,99,900	100.00%
Normandy Holdings Limited	47,05,879	7.73%	-	-

E) Share reserved for issue under Stock Options (For details of share issued under Key Executive Stock Option Scheme 2012, Refer Note XXIV (12))

F) Terms / rights attached to equity shares
The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note: II

Reserves and Surplus :	**As at March 31, 2014** (Rs. in Millions)	**As at March 31, 2013** (Rs. in Millions)
(a) Share Premium		
Opening Balance	-	-
Add: Additions during the year	4.35	-
Total…………..	4.35	-
(b) Surplus in Profit & Loss Statement		
Opening Balance	282.33	38.07
Add:- Profit for the Current Year	366.06	244.26
Total…………..	648.39	282.33
Grand Total (A+B)	652.74	282.33

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: III		
Other Non Current Liabilities:		
Deposit Received from Vendors / Customers	**20.34**	24.89
Total..............	**20.34**	24.89

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: IV		
Long Term Provisions:		
Provision for Employee Benefits	**61.53**	47.25
Total..............	**61.53**	47.25

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: V		
Trade Payable:		
Total outstanding dues of creditors other than Micro and Small Enterprises	**1,890.35**	1,586.00
Total..............	**1,890.35**	1,586.00

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: VI		
Other Current Liabilities:		
(a) Deposit Received from Vendors / Customers	**15.76**	7.80
(b) Employee Liabilities	**76.86**	67.32
(c) Statutory Liabilities	**19.13**	7.69
(d) Payable for Fixed Assets	**8.18**	-
(e) Others	**-**	1.00
Total..............	**119.93**	83.81

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: VII		
Short Term Provision:		
(a) Provision for Wealth Tax	**0.09**	0.10
(b) Provision for Employee Benefits	**14.10**	10.31
Total..............	**14.19**	10.41

MAHINDRA LOGISTICS LIMITED
Annexure IV
Note: VIII
Fixed Assets :

(Rs. in Millions)

Description of Assets	COST				DEPRECIATION				NET BLOCK	
	As at 31st March, 2013	Additions during the year	Deductions and adjustments during the year	As at 31st March, 2014	As at 31st March, 2013	For the Year	Adjustments/ Deductions	As at 31st March, 2014	Net Balance as at 31st March, 2014	Net Balance as at 31st March, 2013
(A) Tangible Assets										
Land	-	-	-	-	-	-	-	-	-	-
Office equipment	34.17	20.43	2.02	52.58	9.10	5.08	1.13	13.05	39.53	25.07
Plant and Machinery	34.55	54.03	6.05	82.53	13.29	2.94	3.29	12.94	69.59	21.26
Furniture and Fittings	30.38	3.82	0.96	33.24	4.30	4.33	0.43	8.200	25.04	26.09
Vehicles, Cycles, etc.	22.45	1.30	0.84	22.91	11.24	3.34	0.65	13.93	9.00	11.21
TOTAL (A)	**121.55**	**79.58**	**9.87**	**191.26**	**37.93**	**15.69**	**5.50**	**48.12**	**143.16**	**83.63**
(B) Intangible Assets										
Goodwill	11.48	-	-	11.48	11.48	-	-	11.48	-	-
Computer Software	91.50	11.96	-	103.46	74.13	16.53	-	90.66	12.80	17.37
Congeries of Rights	91.20	-	-	91.20	91.20	-	-	91.20	-	-
TOTAL (B)	**194.18**	**11.96**	**-**	**206.14**	**176.81**	**16.53**	**-**	**193.34**	**12.80**	**17.37**
TOTAL (A+B)	**315.73**	**91.55**	**9.87**	**397.40**	**214.74**	**32.22**	**5.50**	**241.46**	**155.96**	**101.00**
Capital Work in Progress (C)	**3.66**	**1.77**	**3.66**	**1.77**	**-**	**-**	**-**	**-**	**1.77**	**3.66**
TOTAL (A+B+C)	**319.39**	**93.31**	**13.53**	**399.17**	**214.74**	**32.22**	**5.50**	**241.46**	**157.73**	**104.66**

MAHINDRA LOGISTICS LIMITED
Annexure IV
Note: VIII
Fixed Assets :

(Rs. in Lakhs)

Description of Assets	COST				DEPRECIATION				NET BLOCK	
	As at 31st March, 2012	Additions during the year	Deductions and adjustments during the year	As at 31st Dec, 2013	As at 31st March, 2012	For the Year	Adjustments/ Deductions	As at 31st Dec, 2013	Net Balance as at 31st Dec, 2013	Net Balance as at 31st March, 2012
(A) Tangible Assets										
Land	-	-	-	-	-	-	-	-	-	-
Office equipment	23.01	14.38	3.22	34.17	6.59	3.76	1.25	9.10	25.07	16.42
Plant and Machinery	30.47	6.43	2.35	34.55	12.67	2.53	1.91	13.29	21.26	17.80
Furniture and Fittings	13.22	17.29	0.13	30.38	2.79	1.58	0.07	4.30	26.09	10.44
Vehicles, Cycles, etc.	45.18	0.05	22.78	22.45	23.51	3.98	16.25	11.24	11.21	21.67
TOTAL (A)	**111.88**	**38.15**	**28.48**	**121.55**	**45.56**	**11.85**	**19.48**	**37.93**	**83.63**	**66.33**
(B) Intangible Assets										
Goodwill	11.48	-	-	11.48	11.48	-	-	11.48	-	-
Computer Software	75.09	16.42	-	91.51	55.28	18.86	-	74.14	17.37	19.81
Congeries of Rights	91.20	-	-	91.20	91.20	-	-	91.20	-	-
TOTAL (B)	**177.77**	**16.42**	**-**	**194.19**	**157.96**	**18.86**	**-**	**176.82**	**17.37**	**19.81**
TOTAL (A+B)	**289.65**	**54.57**	**28.48**	**315.74**	**203.52**	**30.71**	**19.48**	**214.75**	**101.00**	**86.14**
TOTAL (C)	**-**	**49.22**	**45.56**	**3.66**		**-**	**-**	**-**	**3.66**	**-**
TOTAL (A+B+C)	**289.65**	**103.79**	**74.04**	**319.40**	**203.52**	**30.71**	**19.48**	**214.75**	**104.66**	**86.14**

		As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: IX			
Non-Current Investment:			
(a) Investment in Equity Shares			
(i) Trade Investment in Subsidiary			
2x2 Logistics Private Limited (Wholly Owned Subsidiary, 10000 Equity Share @ Rs.10 each)		**0.10**	0.10
(ii) Non Trade Investment			
The Zoroastrian Co-Operative Bank Limited (4000 Equity Share @ Rs. 25 each)		**0.10**	0.10
(b) Investment in Government Securities (lien to Sales Tax)			
National Saving Certificates		**0.02**	0.02
Total..............		**0.22**	0.22

		As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: X			
Long Term Loans and Advances:			
Unsecured, Considered Good			
(a) Capital Advance	12.47		8.41
(b) Security Deposit	79.49		53.15
(c) Prepaid Expenses	4.86		2.28
Considered Doubtful	-		-
	96.82		63.84
Less:- Provision for Doubtful Advance	-		-
Total..............		**96.82**	63.84

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: XI		
Current Investments:		
Investment in Government Securities (lien to Sales Tax)	**0.02**	0.02
National Saving Certificates		
Total..............	**0.02**	0.02

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: XII		
Inventories:		
Stock in Trade	**15.11**	-
(At lower of Cost or Net Realisable Value)		
Total..............	**15.11**	-

		As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Note: XIII			
Trade Receivables:			
Outstanding for more than six months from the date they are due for payment			
Unsecured, Considered Good	61.88		69.25
Considered Doubtful	48.36		44.53
	110.24		113.80
Less : Provision for Doubtful Debts	48.36		44.53
	61.88		69.27
Outstanding for less than six months from the date they are due for payment			
Unsecured, Considered Good	1,468.58		1,214.48
Total..............		**1,530.46**	1,283.75

Note: XIV

		As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Cash and Bank Balance:			
i. Cash & Cash Equivalent			
(a) Cash on Hand		**-**	-
(b) Cheques, Draft on Hand		**14.13**	2.69
(c) Balance With Banks			
(i) With Current Accounts	2.00		0.10
(ii) With Fixed Deposit Accounts	560.00		320.00
(iv) Balances in Cash Credit Accounts	294.92	**856.92**	84.17
Sub Total..............		**871.05**	**406.96**
ii. Other Bank Balances			
(a) Balance With Banks			
Fixed Deposit (lien to Sales Tax)*		0.02	0.02
Sub Total..............		**0.02**	0.02
Total..............		**871.07**	**406.98**

* In Year 2013 Fixed Deposit has a maturity greater than 12 months from Balance Sheet date

Note: XV

		As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Short Term Loans and Advances:			
Unsecured, Considered Good			
(a) Security Deposit	56.08		68.30
(b) Loans and Advances to Related party			
(i) Inter Corporate Deposit	20.00		150.00
(ii) Others	5.18		5.18
(c) Other Loans & Advances			
(i) Loans and Advances to Employees	6.19		5.27
(ii) Advance Income Tax/TDS Receivable	169.07		254.13
(iii) Service Tax/Vat Recoverable (Net)	23.55		11.95
(iv) Advances to Vendors	296.27		181.13
(v) Prepaid Expenses	16.21		11.82
(vi) Gratuity Fund (Net of Liability)	3.92		10.26
(vii) Others	0.09		-
Considered Doubtful			
(a) Security Deposit	-		1.04
(b) Others Loans and Advances	28.51		15.01
	625.07		714.09
Less:- Provision for Doubtful Advance	28.51		16.04
		596.56	698.05
Total..............		**596.56**	698.05

Note: XVI

	As at March 31, 2014 (Rs. in Millions)	As at March 31, 2013 (Rs. in Millions)
Other Current Assets:		
(a) Land held for sale (Refer Notes No. XXIV (4))	**19.09**	19.09
(b) Accrued Interest	**2.96**	1.43
(c) Claim Receivable	**6.95**	-
Total..............	**29.00**	20.52

	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
Note: XVII		
Revenue from:		
Sale of Goods:	**12.79**	-
Sale of Services:		
(a) Supply Chain Logistics	**14,814.73**	12,861.44
(b) People Logistics	**2,675.85**	2,458.77
Total..............	**17,503.37**	15,320.21

Note: XVIII		
Other Income:		
Interest Income	**59.96**	34.32
Dividend Income	**0.02**	0.02
Miscellaneous Income	**2.76**	0.32
Total..............	**62.74**	34.66

	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
Note: XIX		
Change in inventories of Stock in Trade		
Stock in Trade at the end of the year	**15.11**	-
Stock in Trade at the beginning of the year	**-**	-
(Increase)/Decrease of the Traded Products	**(15.11)**	**-**

	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
Note: XX		
Operating, Administrative & Other Expenses:		
Freight & Other Related Expenses	**14,859.11**	13,110.85
Labour & Other Related Expenses	**592.27**	583.59
Warehouse and related expense	**102.36**	123.23
Power & Fuel	**18.68**	13.40
Rent including lease rentals	**228.21**	157.39
Hire and Service Charges	**73.15**	82.33
Rates and Taxes	**2.86**	2.09
Insurance	**3.07**	2.54
Repairs & Maintenance :		
Buildings	**2.96**	2.66
Machinery	**10.22**	13.60
Others	**12.56**	14.37
Legal & Professional Fees	**51.63**	35.46
Travelling Expenses	**45.73**	42.38
Provision for Doubtful Debts/Advances(Net)	**16.30**	(5.83)
Bad Debts/Advances written off	**17.93**	39.81
Audit Fee	**1.30**	1.03
Loss on Sale of Fixed Assets (Net)	**1.60**	2.86
Miscellaneous Expenses	**56.61**	46.13
Total..............	**16,096.55**	14,267.89

	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
Note: XXI		
Employee Cost:		
Salaries, Wages, Bonus, etc.	**785.94**	608.56
Contribution to Provident and other funds	**43.07**	35.42
Gratuity (Refer Note No. XXIV (9))	**6.49**	6.11
Staff Welfare	**46.50**	37.58
Total..............	**882.00**	687.67

	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
Note: XXII		
Finance Cost:		
Interest Expenses	**0.55**	6.96
Total..............	**0.55**	6.96

	For the year ended March 31,2014 (Rs. in Millions)	For the year ended March 31,2013 (Rs. in Millions)
Note: XXIII		
Depreciation and Amortization:		
Depreciation	**15.69**	11.85
Amortisation of Intangible assets	**16.53**	18.86
Total..............	**32.22**	30.71

1. **Corporate Information**
Mahindra Logistics Limited is a public limited company incorporated on 24th August, 2007 under the Companies Act, 1956. The Company main activities are transportation, 3PL services such as warehousing, cargo logistics, supply chain solution, people logistics and trading of goods.
2. **Significant Accounting Policies:**

A) Basis for Preparation of Financial Statements:
The financial statements have been prepared under the historic cost convention and to comply in all the material aspects with (a) applicable accounting principles in India. (b) the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2006 read with General Circular 15/2013 dated 13th Sept 2013 of Ministry of Corporate Affairs and (c) relevant provisions of the Companies Act, 1956.

Assets and Liabilities are classified as Current or Non-current as per the provisions of Schedule VI to the Companies Act and Company's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

The Financial Statements are presented in Indian Rupees denominated in Millions.

B) Use of Estimates:
The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (Including Contingent liabilities) as on the date of financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statement are prudent and reasonable. Any revision to accounting estimates is recognized prospectively in current and future periods.

C) Fixed Assets:
(i) All Fixed Assets are carried at their cost of acquisition less accumulated depreciation and impairment losses. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use.
(ii) When an assets is scrapped or otherwise disposed off, the cost and related depreciation are removed from books of accounts and resultant profit/loss, if any, is reflected in the Statement of Profit and Loss.

D) Depreciation:
Depreciation on tangible assets is calculated on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956, except for:
(i) Certain items of Plant & Machinery individually costing more than Rs. 5,000 - over their useful lives ranging from 5 years to 10 years as determined by the Company.
(ii) Cars and Vehicles for Commercial Use - at 16.21% of cost and others-at 15% of Cost.
(iii) Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period. In case of an extension of a lease period, the remaining 25% will be depreciated over the extended period of lease (for change in accounting policy refer Annexure -X).

E) Intangible Assets:
All Intangible Assets are initially measured at cost /fair value and amortised so as to reflect the pattern in which the asset's economic benefits are consumed.

(i) Software Expenditure :
The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred.

(ii) Congeries of Rights :
The expenditure incurred is amortised over the estimated period of benefit, not exceeding four financial years equally commencing from the year in which the expenditure is incurred.

(iii) Goodwill :
The expenditure incurred is amortised over the estimated period of benefit, not exceeding four financial years equally commencing from the year in which, the expenditure is incurred.

F) Inventories:
Inventories are valued at the lower of cost and net realisable value. Cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined by the First in First Out (F.I.F.O) method.

G) Revenue Recognition:
Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract.
Sale of products are recognised when the products are despatched which coincides with the transfer of risk and rewards to the buyer of products. Sales are exclusive of sales tax & sales returns.
Interest Income is accounted on accrual basis at the contracted rate. Dividend income is recognised when right to receive is established.

H) Investments:
All long-term investments are valued at cost .However provision for diminution in value is made to recognise a decline other than temporary in the value of investments. Current investments are valued at the lower of cost and fair value, determined by category of investment.

I) Foreign Exchange Transactions:
Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Monetary items are translated at the year-end rates. The exchange difference between the rate prevailing on the date of transaction and on the date of settlement as also on the translation of monetary items at the end of the year is recognised as income or expense, as the case may be.

J) Employee Benefits:

(i) Defined Contribution Plan :

Company's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Statement of Profit and Loss.

(ii) Defined Benefits :

Company's liability towards gratuity and long term compensated absences are determined by independent actuaries, using the projected unit credit method. Past services are recognised on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted 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 defined benefit obligation.

K) Borrowing cost :

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

L) Segment Reporting :

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated Corporate Expenses".

M) Operating Leases:

The Company's significant operating leasing arrangements are in respect of office premises, warehouse, warehouse equipments and IT related equipments. Lease rentals are recongonised as per the terms of lease.

N) Earning Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.

O) Income Tax :

Income taxes are accounted for in accordance with the Accounting Standard 22 on "Accounting for Taxes on Income". Taxes comprises of Current tax and deferred tax.

Current tax is determined as the amount of tax payable in respect of taxable income for the year using the applicable tax rates and tax laws.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using the tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred Tax assets are not recognised unless in the management judgment, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized except in case of deferred tax assets arising from brought forward tax losses wherein deferred tax assets is only recognized when there is virtual certainty. Deferred tax assets are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

P) Impairment of assets :

The Management of the Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

Q) Provisions and contingent liabilities and contingent assets

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed in the financial statements.

R) Employee Stock Options:

The Company follows Intrinsic Value Method of accounting for accruing compensation cost arising from issue of Employee Stock Options. Compensation cost is amortised over the vesting period of the option on a straight line basis.

S) Change in Accounting Policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16. (Annexure –X)

3. **Loans**:

Credit Facilities from Banks are secured by a pari-passu charge on the Company's entire present and future book debts, outstanding monies, receivables, claims, and bills in terms of the Letter of hypothecation executed by the Company.

Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the reporting years are in range between 10.50% to 12.25% p.a.

4. **Tangible Assets:**
During the financial year 2011-2012 cost of land situated at Sembiya Manali Village, Ponneri taluka, Tiruvallore District, amounting to Rs.18.94 Millions including related development costs of the land amounting to Rs. 0.15 Millions was transferred to Current Assets as it is held for sale.

5. **Trade Receivables** outstanding at the year end include:
   a. Rs. 418.08 millions as at 31st March, 2014 and Rs 365.00 millions as at 31st March, 2013 from Mahindra & Mahindra Limited, the Holding Company.
   b. Rs. 97.32 millions as at 31st March, 2014 and Rs 162.18 millions as at 31st March, 2013 from Fellow Subsidiaries.

6. Based on the information available with the Company, no trade payables have been registered as 'supplier' within the meaning of 'Micro Small & Medium Enterprises Development Act, 2006' as on the reporting date.
7. Trade Receivables, Loans and Advances and Trade Payables are subject to confirmation and Reconciliations.
8. Audit fees includes :

(**Rs. In Millions**)

Particulars	***For the year ended 31st March, 2014**	*For the year ended 31st March, 2013
Statutory Audit Fees	**0.85**	0.62
Tax Audit Fees	**0.15**	0.11
Fees for Other services	**0.28**	0.30
Out of Pocket expenses	**0.02**	-
Total	**1.30**	1.03

* Including Service Tax

9. Employee Defined Benefits**:-**

Defined benefit plans – as per Actuarial valuation

Gratuity (Funded) **(Rs. In Millions)**

		31st March, 2014	**31st March, 2013**
I.	**Expense recognised in the Statement of Profit and Loss for the year ended**		
	1. Current Service Cost	**10.78**	7.79
	2. Interest	**2.29**	1.59
	3. Expected Return on Plan Assets	**(3.14)**	(2.13)
	4. Actuarial (Gain)/ Loss	**(3.58)**	(1.22)
	5. Total expense	**6.35**	6.03
II.	**Net Asset/ (Liability) recognised in the Balance Sheet as at year end**		

		31st March, 2014	31st March, 2013
	1. Present value of Defined Benefit Obligation as at 31st March	**(33.10)**	27.79
	2. Fair value of plan assets as at 31st March	**37.02**	38.05
	3.Funded status [Surplus/(Deficit)] (2-1)	**3.92**	10.26
	4. Net Asset/ (Liability) as at 31st March	**3.92**	10.26
III.	**Change in the obligation during the year ended**		
	1. Present value of Defined Benefit Obligation at the beginning of the year	**27.79**	18.76
	2. Current Service Cost	**10.78**	7.79
	3. Interest Cost	**2.29**	1.59
	4. Actuarial (Gain) / Loss	**(4.23)**	0.89
	5. Benefits Paid	**(3.53)**	(1.24)
	6. Present Value of Defined Benefit Obligation at the end of the year	**33.10**	27.79
IV.	**Change in Fair Value of Assets during the year ended**		
	1. Fair Value of Plan assets at the beginning of the year	**38.05**	25.05
	2. Expected return on plan asset	**3.14**	2.13
	3. Actuarial (Gain) / Loss	**(0.64)**	2.11
	4. Contributions by employer	**-**	10.00
	5. Actual benefits paid	**(3.53)**	(1.24)
	6. Fair value of Plan assets at the end of the year	**37.02**	38.05
	7. Actual return on plan assets	**2.50**	4.24
V.	**The major categories of plan assets as a percentage of total plan**		
	Funded with Life Insurance Corporation of India	**100%**	100%
VI.	**Actuarial assumptions**		
	1. Discount Rate	**9.31%**	8.25%
	2. Expected rate of return on plan assets	**9.31%**	8.25%
	3. In service Mortality	**IALM (2006-08) Ultimate**	LIC (1994-96) Ultimate
	4. Turnover Rate	**2% depending on Age**	2% depending on Age
	5. Salary escalation	**8%**	8%

10. (a) List of Related parties:

A	Holding Company	Mahindra & Mahindra Limited
B	Subsidiary Company	2x2 Logistics Private Limited
C	Fellow Subsidiaries	Mahindra Gujarat Tractors Limited
		Mahindra Holidays & Resorts India Limited
		Defence Land Systems India Limited (Formerly Mahindra Defence Land Systems Private Limited)
		Mahindra Intertrade Limited
		Mahindra Steel Service Centre Limited

		Mahindra CIE Automotive Limited
		Mahindra Heavy Engines Limited (Formerly Mahindra Navistar Engines Private Limited)
		Mahindra Retail Private Limited
		Mahindra Vehicle Manufacturers Limited (Formerly Mahindra Automotive Limited)
		Mahindra Trucks & Buses Limited (Formerly Mahindra Navistar Automotives Limited)
		Mahindra Two Wheelers Limited
		EPC Industrie Limited
		Mahindra Conveyor Systems Private Limited
		Mahindra First Choice Services Limited
		Mahindra Integrated Business Solutions Private Limited (Formerly Mahindra BPO Services Private Limited)
		Mahindra Susten Private Limited (Formerly Mahindra EPC Services Private Limited)
		Mahindra Electric Mobility Limited
		Mahindra Sanyo Special Steel Private Limited (Formerly Navyug Special Steel Private Limited)
		Mahindra Engineering and Chemical Products Limited
		Mahindra Sona Limited (Ceased to be related party from 16th December 2016)
		Mahindra Agri Solutions Limited
		Mahindra Defence System Limited
		Tech Mahindra Limited
		Mahindra & Mahindra Financial Services Limited
		Mahindra Defence Naval Systems Private Limited
		Mahindra Insurance Brokers Limited
D	Key management Personnel	Mr Pirojshaw Sarkari, CEO

(b) The related party transactions are as under:

(Rs. In Millions)

Sr. No.	Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiary	Key management Personnel
1.	**Finance:**				
	Issue of Equity Share Capital during the year.	- (-)	- (-)	- (-)	**1.20** (-)
	Inter-corporate Deposits Given	- (-)	- (-)	**20.00** (180.00)	**-** (-)
	Inter-corporate Deposits Refunded back	- (-)	- (-)	**150.00** (30.00)	**-** (-)
	Interest Income	- (-)	- (-)	**17.83** (10.27)	- (-)
2.	**Investment:**				

Annexure – IV
Note XXIV - Notes to the Restated Financial Information for the year ended 31st March 2013 & 31st March 2014.

Sr. No.	Nature of Transactions	Holding Company	Subsidiary Company	Fellow Subsidiary	Key management Personnel
1.	**Finance:**				
	Investment in Equity Shares	- (-)	**-** (0.10)	- (-)	**-** (-)
3.	**Purchases :**				
	Tangible Assets / Intangible Assets	**1.67** (-)	**-** (-)	**-** (-)	**-** (-)
	Services	**14.98** (-)	**-** (-)	**3.51** (1.52)	**-** (-)
4.	**Sales:**				
	Tangible Assets	**-** (-)	**-** (-)	**-** (-)	**-** (-)
	Services	**12,452.42** (**10,122.04**)	**0.04** (0.00)	**1,116.18** (1,466.29)	**-** (-)
5.	**Other Transactions:**				
	Reimbursements made to Parties	**26.82** (29.88)	**-** (-)	**0.23** (6.87)	**-** (-)
	Reimbursements received from Parties	**-** (-)	**-** (0.01)	**2.98** (-)	**-** (-)
6.	**Outstanding:**				
	Payable	**18.93** (13.50)	**-** (-)	**0.78** (0.14)	**-** (-)
	Receivable	**423.26** (370.54)	**0.02** (0.00)	**97.32** (161.82)	**-** (-)
	Inter Corporate Deposits	- (-)	- (-)	**20.00** (150.00)	**-** (-)
7.	Managerial Remuneration (refer note 1 below)	**-** (-)	**-** (-)	**-** (-)	**12.46** (8.78)

Notes:
1. Does not include the charge for gratuity and provision for leave en-cashable on separation as separate actuarial valuation figures are not available.
2. Previous year's figures are given in brackets.

11. As per the Accounting Standard 17, "Segment Reporting" the Company has disclosed Segment Reporting as follows:

(Rs. In Millions)

Particulars	**Supply Chain Management**	**People Logistics**	**Trading Activity**	**Total**
Income from Operations	14,814.73	2,675.85	12.79	17,503.37
	(12,861.44)	(2,458.77)	-	(15,320.21)
Direct Expenses of Operations	13,887.10	2,421.04	12.52	16,320.66
	(12,128.56)	(2,229.09)	-	(14,357.65)
SEGMENT RESULT	927.63	254.81	0.27	1,182.71
	(732.88)	(229.68)	-	(962.56)
Unallocated Corporate Expenses (net of other income)				639.86
				(600.92)
Operating Profit/(Loss)				542.85
				(361.64)
Provision for taxation –				
Current Tax				195.84
				(114.95)
Deferred Tax Expense/Income				(19.05)
				(2.43)
Profit after tax				366.06
				(244.26)
OTHER INFORMATION				
Segment Assets	1,700.43	934.21	15.11	2,649.75
	(1,289.22)	(806.49)	-	(2,095.71)
Unallocable Corporate Assets				699.94
				(515.98)
Total Assets				3,349.69
				(2,611.69)
Segment Liabilities	1,500.63	430.73	14.80	1,946.16
	(1,218.49)	(366.80)	-	(1,585.29)
Unallocable Corporate Liabilities				160.18
				(167.07)
Total Liabilities				2,106.34
				(1,752.36)

12. The Company has introduced a MLL - Key Executives Stock Option Scheme, 2012 ("Plan") as approved at its Board Meeting held on 27th April 2012 and subsequently amended on 2nd November 2012. The plan provides that eligible employees and the Mahindra Partners Employees Options Trust (the Trust) as defined in the Plan are granted options to acquire equity shares of the Company that vests in a graded manner. The vested options can be exercised within a specified

    period from the date on which the shares of the Company get listed on a recognized stock exchange or on happening of an event as specified in the Plan.

    Under the plan, during the year 2013, 51,02,791 Options were granted at an exercise price of Rs 13.90 per option. During the year 2014, further 4,30,952 Options were granted to eligible employees at an exercise price of Rs.23.88 per option.

    Since the exercise price is equal to fair value of shares based on valuation by an independent valuer as on the date of the grant, no compensation costs is recorded in the books of account.

    Information in Respect of Option Outstanding:

Particulars	**2013-14**	**2012-13**
No. of Options outstanding at beginning	49,72,889	51,02,791
No. of Option Granted during the year	4,30,952	-
No. of Option fortified during the year	1,39,770	1,29,902
No. of Options exercised during the year	31,42,283	-
No. of Option outstanding at end	21,21,788	49,72,889

    During the year 2014, the Company amended the Plan at its board meeting held on 5th February, 2014 allowing accelerated vesting of all the options granted to the Trust. Accordingly the Trust exercised all the options and the company issued 26,07,691 shares to the trust.

a) Fair value of options

The fair value of options used to compute proforma net profit and earnings per share have been estimated on the date of grant using the black-scholes model. The key assumptions used in black-scholes model for calculating fair value as on the date of grant are:

Grants covered under Scheme 2012 :

Variables	**25-Jun-12**	**02-Nov-12**	**14-Oct-13**
1) Risk free interest rate	8.12%	7.95 – 7.96%	8.68%
2) Expected life	1.6 - 4.94 years	1.25 - 4.58 years	1.30 – 3.63 years
3) Expected volatility	35.35%	35.35%	52.62%
4) Dividend yield	0.00%	0.00%	0.00%

b) Earnings Per Share

As per the Guidance Note on "Accounting for Employee Share Based Payments" issued by the Institute of Chartered Accountants of India the Company has calculated the compensation cost using intrinsic value method. Had the Company used fair value method, the net profit after tax and basic and diluted earnings per share would have been as follows:

Particulars		Intrinsic Value Method		Fair Value Method *	
		Mar.2014	Mar.2013	Mar.2014	Mar-13
Net profit after tax (Rs. in Millions)	Rs. In Millions	366.06	244.26	357.53	237.53
Weighted average number of equity shares of Rs.10/- each – Basic	No. in Millions	57.85	57.70	57.85	57.70
Weighted Average number of equity shares of Rs.10/- each – Diluted	No. in Millions	62.86	60.63	62.86	60.63
Basic Earnings Per Share (Rs.)	in Rs.	6.33	4.23	6.18	4.12
Diluted Earnings Per Share # (Rs.)	in Rs.	5.82	4.03	5.69	3.92

Dilution in Earnings per share is on account of 52,64,071 options in 2014 and 49,72,889 options in 2013 granted under the Employees Stock Option Scheme.

* Earnings Per Share under Fair value method is computed on proforma net profit after tax after adjusting for employee compensation costs under fair value method. Employee compensation cost under fair value method as compared to intrinsic value method is higher by Rs.8.53 Millions in 2014 and Rs. 6.73 Millions in 2013.

13. **Earnings Per Share**:

Particulars		**Year Ended 31 March 2014**	Year Ended 31 March 2013
Basic Earnings Per Share			
Net Profit/(Loss) after Tax (A)	Rs. In Million	**366.06**	244.26
Weighted Average No. of Shares used for computing Basic EPS (B)	No. in Million	**57.85**	57.70
Basic Earnings Per Share (A/B)	In Rs.	**6.33**	4.23
Nominal value of equity share	In Rs.	**10.00**	10.00
Diluted Earnings per Share			
Net Profit/(Loss) after Tax (A)	Rs. In. Million	**366.06**	244.26
Weighted Average No. of Shares used for computing Diluted EPS (C)	No. in Million	**62.86**	60.63
Diluted Earnings Per Share (A/C)	In Rs.	**5.82**	4.03
Nominal value of equity share	In Rs.	**10.00**	10.00

14. The Company's significant leasing arrangements are in respect of operating leases for commercial and residential premises

    a. Lease expenditure from operating lease is recognised on a straight line basis over the period of the lease. The particulars of the premises given under operating leases are as under:

(Rs. In Millions)

	31 March 2014	31 March 2013
Particulars	**Amount**	Amount
Future minimum Lease payments		
- not later than one year	**103.63**	84.07
- later than one year and not later than 5 years	**219.61**	239.63
- later than 5 years	**Nil**	Nil

15. The components of Net Deferred Tax Assets as at the year end are as under :

(Rs. In Millions)

	31 March 2014	31 March 2013
Deferred Tax Assets :	**Amount**	Amount
On provision for doubtful debts	**16.44**	15.28
On provision for doubtful advances	**9.69**	5.42
On Provision for employee benefits	**25.71**	19.70
On Tax Loss	**Nil**	Nil
On Depreciation	**14.55**	6.55
Total (A)	**66.39**	46.95
Deferred Tax Liabilities :		
On VAT payment allowed u/s 43B but not provided in books	**10.64**	10.47

On Provision for Post Retirement benefits	**-**	-
On Gratuity	**3.05**	2.83
Total (B)	**13.69**	13.30
Net Deferred Tax Asets (A-B)	**52.70**	33.65

16. The year end foreign currency exposures that have not been hedged by a derivative Instrument or forward contracts are given below:

Particulars	**Currency**	**31 March 2014**		31 March 2013	
		Value in foreign currency	**Value in Rupees (Millions)**	Value in foreign currency	Value in Rupees (Millions)
Trade Receivables	USD	**14,421.93**	**0.87**	NIL	NIL
Trade Payables	USD	**50835.71**	**3.05**	51210.71	2.79
Trade Payables	EURO	**1213.00**	**0.10**	2386.63	1.17

17. Contingent Liabilities not provided for**:**

(**Rs. In Millions**)

Sr. No.	**Particulars :**	**2014**	2013
a.	**Guarantees given by the Bankers of the Company**	**4.76**	2.70
b.	**Claim against the Company not acknowledged by the Company**		
	VAT	**52.81**	52.81
	Service tax	**37.70**	34.16
	Income Tax	**18.49**	13.73
	Other matters (excluding claims where amount is not ascertainable)	**11.45**	9.85

18. The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March 2014 is **Rs. 36.64 Millions** (2013: Rs.11.04 Millions).

19. Additional information pursuant to the provisions of paragraphs 3(i)(a) and (ii), 4C and 4D of Part II of Schedule VI to the Companies Act, 1956 are as follows

a) Expenditure in Foreign Currencies:

(i) For Travel **Rs. 0.85 Millions** (2013: Rs. 1.42 Millions)

(ii) For Services **Rs. 3.94 Millions** (2013: Rs. 4.47 Millions)

(iii) For Membership fee **Rs. 0.22 Millions** (2013: Rs. 0.19 Millions)

(iv) For Others **Rs. 0.25 Millions** (2013: Rs. 0.07 Millions)

b) Earnings in Foreign Exchange:

(i) Services Rendered **Rs. 3.60 Millions** (2013: Rs. 4.73 Millions)

20. **Dividend:**

The Company has not declared / paid any dividend on equity shares for the FY 2012-13, FY 2013-14.

For **B. K. Khare & Co.**
Chartered Accountants
FRN : 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner

M. No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Brijbala Batwal
Company Secretary

Place : Mumbai
Date: 25th July, 2017

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Mahindra Logistics Limited

Rs. in Millions

Annexure VI

Statement on Adjustments To Audited Financial Statements

The summary of results of restatements made in the financial statements for the respective years/period and its impact on the profit of the company is as follows:

Particulars	IND AS			IGAAP	
	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(A) Net Profit as per audited financial statements	**448.05**	**373.06**	**410.89**	**366.44**	**244.37**
(B) Adjustments for:	-	1.47	(9.94)	(0.58)	(0.16)
1. Adjustment due to change in Accounting Policy	-	1.47	(0.68)	(0.58)	(0.16)
2. IND AS Adjustments for Proforma Period			(9.26)		
(C) Deferred Tax Impact:	(0.29)	(0.51)	2.85	0.20	0.05
1. on Adjustment due to Change in Accounting Policy	-	(0.51)	0.24	0.20	0.05
2. on IND AS Adjustment for Proforma Period			2.61		
3. on higher deferred tax assets recognized on account of employees benefits.	(0.29)	-	-	-	-
Total Adjustments	(0.29)	0.96	(7.09)	(0.38)	(0.11)
Restated profit for the years/Period (A+B+C)	**447.76**	**374.02**	**403.80**	**366.06**	**244.26**

Mahindra Logistics Limited

Reconciliation of Opening Reserves **(Rs. in Millions)**

Particulars	**Amount**
Net Surplus in Statement of Profit and Loss as at 1st April 2013 as per Audited Financial Statement	38.10
Adjustments:	
Adjustment of Change in Accounting Policy	(0.05)
Adjustment of Tax Impact on Change in Accounting Policy (Depreciation on Non Movable assets attached to Lease Hold Premises	0.02
Net Surplus in Statement of restated Profit and Loss as at 1st April 2013	38.07

Mahindra Logistics Ltd
Annexure VII
Standalone Accounting ratios

	Particulars		IND AS			IGAAP	
			31-03-17	31-03-16	31-03-15	31-03-14	31-03-13
A.	**Earning Per Share (EPS) - Basic and Diluted**						
	Restated Net Profit / (Loss) as per Profit and loss for calculation of basic EPS (Rupees in million)		447.76	374.02	403.80	366.06	244.26
	Adjustment to Restated Net Profit / (Loss):						
	Effect of interim dividend on CCPS including dividend distribution tax (Rupees in million)		-	-	-	-	-
	Net Profit / (Loss) for calculation of basic EPS (Rupees in million)	A	447.76	374.02	403.80	366.06	244.26
	Weighted average number of equity shares for calculating basic EPS	B	6,79,99,279	6,79,99,279	5,91,13,192	5,78,49,080	5,77,00,000
	EPS (in Rupees) - Basic	**A/B**	6.58	5.50	6.83	6.33	4.23
	Restated Net Profit / (Loss) for calculation of diluted EPS (Rupees in million)	**C**	447.76	374.02	403.80	366.06	244.26
	Weighted average number of equity shares		6,79,99,279	6,79,99,279	5,91,13,192	5,78,49,080	5,77,00,000
	Effect of dilution		-	-	-	47,22,005	29,30,828
	Optionally convertible preference shares		-	-	-	-	-
	Compulsorily convertible preference shares		-	-	-	-	-
	Weighted average number of equity shares for calculating diluted EPS	**D**	6,79,99,279	6,79,99,279	5,91,13,192	6,25,71,085	6,06,30,828
	EPS (in Rupees) - Diluted	**C/D**	6.58	5.50	6.83	5.85	4.03
B.	**Return on Net Worth**						
	Restated Net Profit / (Loss) for the periods (Rupees in million)	E	447.76	374.02	403.80	366.06	244.26
	Net worth at the end of the periods (Rupees in million)	F	3,487.88	3,037.72	2,657.59	1,243.35	859.33
	Return on Net Worth (%)	**E/F*100**	12.84%	12.31%	15.19%	29.44%	28.42%
C.	**Net Asset Value Per Equity Share**						
	Net worth at the end of the periods (Rupees in million)	G	3,487.88	3,037.72	2,657.59	1,243.35	859.33
	Number of equity shares outstanding at the end of the periods inclusive of proportionate part of partly paid-up equity shares.	H	6,79,99,279	6,79,99,279	5,91,13,192	5,78,49,080	5,77,00,000
	Net Asset Value Per Equity Share (in Rupees)	**G/H*100**	51.29	44.67	44.96	21.49	14.89

Notes:
i) Formula:

Basic Earnings per share (Rupees) $= \frac{\text{Profit/Loss after tax (as restated)}}{\text{Weighted average number of equity shares}}$

Diluted Earnings per share (Rupees) $= \frac{\text{Profit/Loss after tax (as restated after adjustments for diluted)}}{\text{Weighted average number of equity shares}}$

Return on net worth (%) $= \frac{\text{Profit/Loss after tax (as restated)}}{\text{Net worth at the end of the periods}} \times 100$

Net Asset Value per equity share (Rupees) $= \frac{\text{Net worth at the end of the periods}}{\text{Total number of equity shares outstanding at end of the periods}}$

ii) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number.

iii) Net worth for ratios mentioned represents sum of Paid-up share capital, reserves and surplus (securities premium and surplus in the Statement of Profits and Losses).

iv) The figures disclosed above are based on the Restated Standalone Summary Statements of Assets and Liabilities of the Company.

Mahindra Logistics Limited
Annexure VIII
STANDALONE STATEMENT OF CAPITALISATION (Rs. In Millions)

Particulars	Pre issue as at 31st March 2017	Post Issue*
Borrowings		
Long term borrowings	-	-
Current Maturity of Long term borrowings	-	-
Short term borrowings	-	-
Total (A)	**-**	**-**
Shareholder's funds:		
Equity Share Capital	679.99	-
Reserves and Surplus	2,807.89	-
Total (B)	**3,487.88**	**-**
Debt /Equity (A/B)	**-**	

<u>Note:-</u>
* The Company is proposing an initial public offering through offer for sale. Hence there will be no change in the shareholders' funds post issue.

The above ratios has been computed on the basis of the Restated Summary Statement of Assets and Liablities as of 31 March 2017 on Standalone basis.

Subsequent to March 31, 2017, 15,81,273 partly paid-up Equity Shares of Re. 1 each and 40,774 partly paid-up Equity Shares of Rs. 2 each were made fully paid-up on July 7, 2017. This led to an increase in Equity Share Capital from Rs. 679.99 Millions as on March 31, 2017 to Rs. 694.55 Millions as on July 7, 2017 and increase in Securities premium reserve from Rs. 926.68 Millions as on March 31, 2017 to Rs. 933.01 Millions as on July 7, 2017.

Mahindra Logistics Limited

Tax shelter

Annexure IX (Rs. In millions)

Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate for the year ended:

Particulars	**31st March 2017**	**31st March 2016**	**31st March 2015**	**31st March 2014**	**31st March 2013**
a) Profit Before tax	**676.74**	**574.93**	**611.10**	**542.85**	**361.64**
b) Income Tax using the Company's domestic tax rate	234.21	198.97	207.71	184.51	117.33
c) Tax effect of :					
Disallowances					
-CSR expenditure	4.01	3.57	2.47	0.31	0.79
-Audit fee for Superannuation and Trust Audit	0.00	0.00	0.00	0.02	0.00
-Loss on Sale of Fixed assets	0.00	0.00	0.00	0.00	0.93
-ESOP expense	(6.08)	3.06	0.60	0.00	0.00
-Share issue expense	0.15	0.00	0.86	3.40	0.00
-Wealth tax	0.00	0.00	0.02	0.03	0.03
-Interest on short deduction	0.00	0.00	0.00	0.11	0.00
Exempt Income					
-Dividend income- Mutual Fund	(1.83)	(5.30)	(1.64)	0.00	0.00
Deduction under Income tax					
-Donations under Sec 80G	(1.07)	(0.89)	(0.61)	0.00	0.00
Change in Tax rate	0.00	0.00	(1.24)	0.00	(0.66)
	229.39	**199.41**	**208.17**	**188.38**	**118.42**
d) Adjustments recognised in the current year in relation to the current tax of prior years	(0.41)	1.50	(0.88)	(11.59)	(1.04)
Income tax expense recognised In profit or loss	**228.98**	**200.91**	**207.29**	**176.79**	**117.38**

Mahindra Logistics Limited
Annexure X
Details of Changes in accounting policy in last 5 years.

Change in accounting policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16.

(Rs. In Millions)

Particulars	**31-Mar-13**	**31-Mar-14**	**31-Mar-15**	**31-Mar-16**	**Adjustment to opening reserve FY 12-13**
Change in Accounting Policy					
Change in Method of Depreciation on Non Movable assets attached to Lease Hold Premises (A)	**0.16**	**0.58**	**0.68**	**-1.47**	**0.06**
Furniture & Fittings	0.08	0.39	0.58	(1.05)	0
Plant & Machinery	0.08	0.19	0.14	(0.46)	0.06
Office & Factory Equipment	-	-	(0.04)	0.04	
Deferred Tax Impact on (A) above	0.05	0.20	0.24	(0.51)	0.02

Mahindra Logistics Limited
Annexure I
Restated Standalone Statement of Assets and Liabilities

Rs. in Millions

	Particulars	Note No. of Annexure V	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
	ASSETS				
I	**NON-CURRENT ASSETS**				
	(a) Property, Plant and Equipment	4	267.80	207.92	195.22
	(b) Capital Work-in-Progress	4	6.95	0.10	0.18
	(c) Intangible Assets	5	11.62	3.82	5.76
	(d) Intangible Assets Under Development	5	-	4.21	-
	(e) Financial Assets				
	(i) Investments	6	118.68	102.18	102.19
	(ii) Other Financial Assets	9	102.08	163.06	57.92
	(f) Deferred Tax Assets (Net)	10	114.94	85.78	70.71
	(g) Other Assets	11	10.17	10.66	13.69
	SUB-TOTAL		**632.24**	**577.73**	**445.67**
II	**CURRENT ASSETS**				
	(a) Financial Assets				
	(i) Investments	6	580.42	680.88	1,103.26
	(ii) Trade Receivables	7	4,002.60	2,348.46	1,871.50
	(iii) Cash and Bank Balance	12	493.14	225.79	474.40
	(iv) Bank Balances other than (iii) above	12	-	600.00	500.00
	(v) Loans	8	250.00	270.00	100.00
	(vi) Other Financial Assets	9	590.03	150.53	124.48
	(b) Current Tax Assets (Net)	13	521.01	246.92	87.69
	(c) Other Assets	11	601.33	413.83	298.42
	SUB-TOTAL		**7,038.53**	**4,936.41**	**4,559.75**
III	**Non-Current Assets Classified as Held for Sale**	14	19.09	19.09	19.09
	TOTAL ASSETS		**7,689.86**	**5,533.23**	**5,024.51**
	EQUITY AND LIABILITIES				
	EQUITY				
	(a) Equity Share Capital	15	679.99	598.22	598.22
	(b) Other Equity	16	2,807.89	2,439.50	2,059.37
	SUB-TOTAL		**3,487.88**	**3,037.72**	**2,657.59**
	LIABILITIES				
I	**NON-CURRENT LIABILITIES**				
	(a) Other Financial Liabilities	18	0.20	17.75	17.22
	(b) Provisions	19	127.06	116.62	87.56
	(c) Other Liabilities	20	-	2.27	3.64
	SUB-TOTAL		**127.26**	**136.64**	**108.42**
II	**CURRENT LIABILITIES**				
	(a) Financial Liabilities				
	(i) Trade Payables				
	Due to micro and small enterprises		-	-	-
	Due to others	17	3,771.77	2,149.53	2,102.09
	(ii) Other Financial Liabilities	18	175.90	118.39	102.59
	(b) Provisions	19	60.57	44.33	24.79
	(c) Current Tax Liabilities (Net)		-	-	0.06
	(d) Other Liabilities	20	66.48	46.62	28.97
	SUB-TOTAL		**4,074.72**	**2,358.87**	**2,258.50**
	TOTAL		**7,689.86**	**5,533.23**	**5,024.51**

Note:
The above statement should be read with the Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Standalone Financial information, appearing in Annexure V; and Statement on Adjustments to Audited Financial Statements appearing in Annexure VI.

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July, 2017

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure II
Restated Standalone Statement of Profit and Loss

Rs. in Millions

	Particulars	Note No. of Annexure V	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
I	Revenue from operations	21	**25,886.87**	19,949.62	18,830.24
II	Other Income	22	**89.64**	128.48	81.41
III	**Total Revenue (I + II)**		**25,976.51**	**20,078.10**	**18,911.65**
IV	**EXPENSES**				
	(a) Employee benefit expense	23	**1,822.81**	1,448.97	1,182.07
	(b) Finance costs	24	**2.59**	1.45	1.61
	(c) Depreciation and amortisation expense	4&5	**89.14**	64.76	59.63
	(d) Other expenses	25	**23,385.23**	17,987.99	17,057.24
	Total Expenses		**25,299.77**	**19,503.17**	**18,300.55**
V	**Profit/(Loss) before tax (III - IV)**		**676.74**	**574.93**	**611.10**
VI	**Tax Expense**				
	(1) Current tax	26	**258.14**	215.97	224.19
	(2) Deferred tax	26	**(29.16)**	(15.06)	(16.89)
	Total Tax Expense		**228.98**	**200.91**	**207.30**
VII	**Profit/(Loss) After Tax (V - VI)**		**447.76**	**374.02**	**403.80**
VIII	**Other comprehensive income**				
A	(i) Items that will not be reclassified to profit or loss				
	Remeasurements of the defined benefit plans- Gains/(Losses)		**(7.17)**	(4.17)	(1.38)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		**2.48**	1.44	0.47
B	(i) Items that may be reclassified to profit or loss		**-**	-	-
	(ii) Income tax on items that may be reclassified to profit or loss		**-**	-	-
	Total Other Comprehensive Income		**(4.69)**	**(2.73)**	**(0.91)**
IX	**Total comprehensive income for the period (VII + VIII)**		**443.07**	**371.29**	**402.89**
X	**Earnings per equity share**				
	(1) Basic (in ₹)	27	**6.58**	5.50	6.83
	(2) Diluted (in ₹)	27	**6.58**	5.50	6.83

Note:
The above statement should be read with the Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Standalone Financial information, appearing in Annexure V; and Statement on Adjustments to Audited Financial Statements appearing in Annexure VI.

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July, 2017

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure III
Restated Standalone Statement Of Changes In Equity

Rs. in Millions

(a) Equity Share Capital

Particulars	Number of Shares	Equity share capital
As at 1st April, 2014	6,08,42,383	590.60
Changes in equity share capital during the year	4,35,477	7.62
As at 31st March, 2015	**6,12,77,860**	**598.22**
As at 1st April, 2015	6,12,77,860	598.22
Changes in equity share capital during the year	-	-
As at 31st March, 2016	**6,12,77,860**	**598.22**
Changes in equity share capital during the year	81,77,184	81.77
As at 31st March, 2017	**6,94,55,044**	**679.99**

(b) Other Equity

Particulars	Equity component of compound financial instruments*	Reserves & Surplus			Total
		Securities premium reserve	Equity-settled employee benefits reserve	Retained earnings	
Balance at 1st April, 2014	**-**	**4.35**	**6.95**	**641.25**	**652.55**
Addition to share capital	408.86	-	-	-	**408.86**
Addition to securities premium	-	595.24	-	-	**595.24**
Total Comprehensive income for the year					
- Addition to equity settled employee benefit reserve		-	1.77	-	**1.77**
- Transitional depreciation charge		-	-	(1.94)	**(1.94)**
- Profit for the year		-	-	403.80	**403.80**
- Actuarial gain/(loss) transferred to retained earnings		-	-	(0.91)	**(0.91)**
Balance at 31st March, 2015	**408.86**	**599.59**	**8.72**	**1,042.20**	**2,059.37**
Balance at 1st April, 2015	**408.86**	**599.59**	**8.72**	**1,042.20**	**2,059.37**
Total Comprehensive income for the year					
- Addition to equity settled employee benefit reserve		-	8.84	-	**8.84**
- Profit for the year		-	-	374.02	**374.02**
- Actuarial gain/(loss) transferred to retained earnings		-	-	(2.73)	**(2.73)**
Balance at 31st March, 2016	**408.86**	**599.59**	**17.56**	**1,413.49**	**2,439.50**
Conversion of CCPS into Equity shares	(408.86)	327.09	-	-	**(81.77)**
Total Comprehensive income for the year					**-**
- Addition to equity settled employee benefit reserve		-	7.09	-	**7.09**
- Profit for the year		-	-	447.76	**447.76**
- Actuarial gain/(loss) transferred to retained earnings		-	-	(4.69)	**(4.69)**
Balance at 31st March, 2017	**-**	**926.68**	**24.65**	**1,856.56**	**2,807.89**

*Note: The equity component of compound financial instruments represents the 0.001% Compulsorily Convertible Preference Shares (CCPS). For details, please refer note 15.

"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July, 2017

Brijbala Batwal
Company Secretary

Mahindra Logistics Limited
Annexure IV
Restated Standalone Statement of Cash flows

Rs. in Millions

	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016	For the year ended 31 March, 2015
A.	**Cash flows from operating activities**			
	Profit before tax for the year	**676.74**	**574.93**	**611.10**
	Adjustments for:			
	Loss on disposal of property, plant and equipment	1.07	0.16	2.94
	Provision for expected credit loss recognised on trade receivables	24.47	13.92	0.26
	Provision for doubtful advances	6.23	(7.18)	3.92
	Depreciation and amortisation of non-current assets	89.14	64.76	59.63
	Finance Charges	1.08	0.06	0.23
	Dividend Income	(5.31)	(15.32)	(4.85)
	Interest Income	(63.77)	(87.10)	(67.47)
	Profit on sale of mutual funds	(5.67)	(17.49)	(0.03)
	Employees Compensation expense {ESOP FV-Intrinsic Value}	7.09	8.84	1.78
	(Profit)/Loss on fair valuation of mutual funds	0.31	1.35	(2.00)
	Actuarial Gain/(Loss)	(7.17)	(4.17)	(1.38)
	Operating profit before working capital changes	**724.21**	**532.76**	**604.13**
	Movements in working capital:			
	Increase in trade and other receivables	(2,226.16)	(817.51)	(421.86)
	Decrease in trade and other payables	1,706.46	128.67	279.59
	Cash generated from operations	204.51	(156.08)	461.86
	Income taxes paid	(529.74)	(373.77)	(142.33)
	Net cash generated by/(used in) operating activities	**(325.23)**	**(529.85)**	**319.53**
B.	**Cash flows from investing activities**			
	Net proceeds from investments in mutual funds and others	700.12	241.04	(1,601.32)
	Investment in subsidiary	(16.50)	-	(101.95)
	Profit on sale of mutual funds	5.67	17.49	0.03
	Dividend Income	5.30	15.32	4.85
	Interest income	63.77	87.10	67.47
	Payments for property, plant and equipment	(165.46)	(80.85)	(98.88)
	Proceeds from disposal of property, plant and equipment	0.76	1.20	2.11
	Net cash generated by/(used in) investing activities	**593.66**	**281.30**	**(1,727.69)**
C.	**Cash flows from financing activities**			
	Interest paid	(1.08)	(0.06)	(0.22)
	Issue of Share Capital	-	-	416.48
	Share premium received	-	-	595.24
	Net cash generated by/(used in) financing activities	**(1.08)**	**(0.06)**	**1,011.50**
	Net increase in cash and cash equivalents (A+B+C)	267.35	(248.61)	(396.66)
	Cash and cash equivalents at the beginning of the year	**225.79**	**474.40**	**871.06**
	Cash and cash equivalents at the end of the year	**493.14**	**225.79**	**474.40**
	Components of cash and cash equivalents			
	Cash / Cheques on hand	**5.35**	**0.77**	**6.64**
	With Banks - on Current account/Balance in Cash Credit Accounts	**487.79**	**225.02**	**467.76**
		493.14	**225.79**	**474.40**

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7.
2 Figures in bracket indicates cash outgo.
3 Additions to property, plant and equipment and intangible assets include movements in capital work-in-progress and intangible assets under development respectively during the year.

The above statement should be read with the Basis of Preparation and the Significant Accounting Policies, Notes to the Restated Standalone Financial information, appearing in Annexure V; and Statement on Adjustments to Audited Financial Statements appearing in Annexure VI.
"As per our Report of Even Date"

For B. K. Khare & Co.
Chartered Accountants
FRN: 105102W

For and on behalf of Board of Directors
Mahindra Logistics Limited

H.P Mahajani
Partner :
M.No. 030168

Zhooben Bhiwandiwala
Chairman

Parag Shah
Director

Nikhil Nayak
Chief Financial Officer

Pirojshaw Sarkari
Chief Executive Officer

Place : Mumbai
Date: 25th July, 2017

Brijbala Batwal
Company Secretary

Annexure V
Notes accompanying Financial Statements

1. Corporate information

Mahindra Logistics Limited is a public limited company incorporated on 24th August, 2007 under the Companies Act, 1956. The Company is a 3PL service provider mainly engaged in transportation warehousing, cargo logistics, supply chain solution and people logistics services.

2. Significant accounting policies

2.1. Statement of compliance

The financial statements have been prepared in accordance with the provisions of Companies Act, 2013 and the Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, specified under Section 133 of the Act. The financial statements are separate financial statements.

Upto the year ended 31 March 2016, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. The financial statements for FY 2014-15, 2015-16 & 2016-17 are IND AS financial statements are Ind AS financial statements. The date of transition to Ind AS is 1 April 2015. Refer Note 2.20 for the details of first-time adoption exemptions availed by the Company.

2.2. Basis of preparation and presentation

The financial statements have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this financial statement is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and Company's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

The financial statements are prepared in Indian Rupee(INR) and denominated in millions.

The principal accounting policies are set out below.

2.3. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.4. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

2.4.1. Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

2.4.2. Dividend and interest income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.4.3. Sale of Goods

Sale of products are recognised when the products are despatched which coincides with the transfer of risk and rewards to the buyer of products. Sales are exclusive of sales tax & sales returns.

2.5. Leasing

The Company's significant operating leasing arrangements are in respect of office premises, warehouse, warehouse equipments and IT related equipments. Lease rentals are recognised as per the terms of lease.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

2.6. Foreign currencies

i. Initial recognition

In preparing the financial statements of the company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

ii. Conversion

a. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
b. Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

b. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.7. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.8. Employee benefits

2.8.1. Retirement benefit costs and termination benefits

i. **Defined Contribution Plan** :

Company's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Statement of Profit and Loss.

ii. **Defined Benefits** :

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
b. net interest expense or income; and
c. remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.8.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.9. Share-based payment arrangements

Equity-settled share-based payments to employees and others are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 23.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.10. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.10.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company’s current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.10.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.10.3. Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.11. Property, plant and equipment

All items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the assets carrying amount or recognised as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of profit and loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the Straight Line Method (SLM) in accordance with the useful lives specified in Part – C of Schedule II of the Companies Act, 2013 on a pro-rata basis except in the case of:

i. Certain items of Plant & Machinery individually costing more than Rs. 5,000 - over their useful lives ranging from 2 years to 10 years as determined by the company and also based on the contractual arrangements wherever applicable.
ii. Mobile Phones in 2 years.
iii. Motor Cars in 5 years.
iv. Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period. In case of an extension of a lease period, the remaining 25% will be depreciated over the extended period of lease (for change in accounting policy refer Annexure -X).

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.12. Intangible assets

2.12.1. Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.12.2. Useful lives of intangible assets

The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred.

2.13. Impairment of tangible and intangible assets other than goodwill

The management of the Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. A reversal of an impairment loss is recognised immediately in profit or loss.

2.14. Provisions, Contingent Liabilities & Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.14.1. Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.15. Financial instruments

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.16. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.16.1. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
ii. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer Note 2.16.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.16.2. Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the “Other income” line item.

2.16.3. Financial assets at Fair value through Profit and Loss

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the ‘Other income’ line item. Dividend on financial assets at FVTPL is recognised when the Company’s right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.16.4. Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.16.5. <u>Derecognition of financial assets</u>

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.16.6. <u>Foreign exchange gains and losses</u>

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.17. Financial liabilities and equity instruments

2.17.1. <u>Classification as debt or equity</u>

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.17.2. <u>Equity instruments</u>

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

2.17.3. <u>Compound financial instruments</u>

The component parts of compound financial instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2.17.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.18. Segment Accounting:

The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in financial statements

2.18.1. Identification of Operating Segments

The operating segments have been identified based on its services and has two reportable segments, as follows:

i. **Supply Chain Management**- Goods Transportation service, including warehouse management service and line-feeding activity etc
ii. **People Logistics**- People Transportation service

2.18.2. Accounting of Operating Segments

Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and expenses, have been included under "Unallocated Corporate Expenses/Eliminations".

2.19. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year, in accordance with IND AS 33.

2.20. First-time adoption – mandatory exceptions, optional exemptions

2.20.1. Overall Principle

The Company has prepared the opening balance sheet as per Ind AS as of 1 April 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

2.20.2. Deemed cost for property, plant and equipment, investment property, and intangible assets

The Company has not opted the exemption of using previous GAAP carrying value of all its Property, Plant and Equipment, and Intangible Assets recognised as of 1 April 2015 (transition date) as deemed cost.

2.20.3. Determining whether an arrangement contains a lease

The Company has applied Appendix C of Ind AS 17 determining whether an arrangement contains a Lease to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.

2.20.4. Derecognition of financial assets and financial liabilities

The company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after 1 April 2015 (the transition date).

2.20.5. Impairment of financial assets

The entity has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the entity has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

2.21 **Change in accounting policy:**

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16. (Refer Annexure – X)

2.22 Dividend:

The Company has not declared / paid any dividend on shares (both equity & preference) for the FY 2014-15, FY 2015-16, FY 2016-17.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

3.1. <u>Useful lives of Property, plant and equipment</u>

As described in note 3 above, the Company reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period. During the year 2016-17, the management determined that the useful lives of Global positioning system units(GPS units) needs to be revised from 5 years to 2 years based on the experience.

The financial effect of this reassessment, assuming the assets are held until the end of their estimated useful lives, is to increase/(decrease) the depreciation expense in the financial year ended 31st March, 2017 and for the subsequent 3 years, by the following amounts:

Year ending March 31,	Rs. Millions
2017	5.76
2018	1.25
2019	(1.31)
2020	(2.85)

3.2. Defined Benefit Plans

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

For **B. K. Khare & Co.**

Chartered Accountants

FRN : 105102W

For and on behalf of Board of Directors

Mahindra Logistics Limited

H P Mahajani

Partner

M.No. 030168

Zhooben Bhiwandiwala

Chairman

Parag Shah

Director

Place : Mumbai

Date: 25th July, 2017

Nikhil Nayak

Chief Financial Officer

Pirojshaw Sarkari

Chief Executive Officer

Brijbala Batwal

Company Secretary

Mahindra Logistics Limited
Annexure V
Notes to Restated Standalone Financial Statements

Rs. in Millions

Note No. 4 - Property, Plant and Equipment

For the year ended 31st March, 2017

Description of Assets	Plant and Machinery	Office Equipment	Furniture & Fittings	Vehicles	Total	CWIP
A. Gross Carrying Amount						
a) Balance as at 1st April, 2016	148.50	123.19	63.37	13.77	**348.83**	0.10
b) Additions	44.43	55.64	32.87	10.31	**143.25**	6.95
Less: Disposals/ Reclassifications	11.28	(15.30)	(1.40)	(7.51)	**(12.93)**	(0.10)
Balance as at 31st March, 2017	**204.21**	**163.53**	**94.84**	**16.57**	479.15	**6.95**
B. Accumulated depreciation and impairment						
a) Balance as at 1st April, 2016	56.76	52.27	20.39	11.49	**140.91**	-
b) Depreciation expense for the year	32.20	35.49	12.96	0.89	**81.54**	-
Less: Eliminated on disposal of assets/ reclassifications	8.52	(11.61)	(0.88)	(7.13)	**(11.10)**	-
Balance as at 31st March, 2017	**97.48**	**76.15**	**32.47**	**5.25**	211.35	-
C. Net carrying amount (A-B)	**106.73**	**87.38**	**62.37**	**11.32**	**267.80**	**6.95**

For the year ended 31st March, 2016

Description of Assets	Plant and Equipment	Office Equipment	Furniture & Fittings	Vehicles	Total	CWIP
A. Gross Carrying Amount						
a) Balance as at 1st April, 2015	130.58	88.29	48.28	18.25	**285.40**	0.18
b) Additions	17.97	39.45	15.40	-	**72.82**	0.10
Less: Disposals/ Reclassifications	(0.05)	(4.55)	(0.31)	(4.48)	**(9.39)**	(0.18)
Balance as at 31st March, 2016	**148.50**	**123.19**	**63.37**	**13.77**	348.83	**0.10**
B. Accumulated depreciation and impairment						
a) Balance as at 1st April, 2015	32.60	31.08	13.26	13.24	**90.18**	-
b) Depreciation expense for the year	24.18	25.04	7.39	2.14	**58.75**	-
Less: Eliminated on disposal of assets/ reclassifications	(0.02)	(3.85)	(0.26)	(3.89)	**(8.02)**	-
Balance as at 31st March, 2016	**56.76**	**52.27**	**20.39**	**11.49**	140.91	-
C. Net carrying amount (A-B)	**91.74**	**70.92**	**42.98**	**2.28**	**207.92**	**0.10**

For the year ended 31st March, 2015

Description of Assets	Plant and Equipment	Office Equipment	Furniture & Fittings	Vehicles	Total	CWIP
A. Gross Carrying Amount						
a) Balance as at 1st April, 2014	82.53	52.58	33.25	22.92	**191.28**	0.18
b) Additions	53.28	37.11	17.35	1.63	**109.37**	0.18
Less: Disposals/ Reclassifications	(5.23)	(1.40)	(2.32)	(6.30)	**(15.25)**	(0.18)
Balance as at 31st March, 2015	**130.58**	**88.29**	**48.28**	**18.25**	285.40	**0.18**
B. Accumulated depreciation and impairment						
a) Balance as at 1st April, 2014	12.93	13.06	8.19	13.94	**48.12**	-
b) Depreciation expense for the year	21.92	18.25	5.51	3.59	**49.27**	-
Less: Eliminated on disposal of assets/ reclassifications	(2.25)	(0.23)	(0.44)	(4.29)	**(7.21)**	-
Balance as at 31st March, 2015	**32.60**	**31.08**	**13.26**	**13.24**	90.18	-
C. Net carrying amount (A-B)	**97.98**	**57.21**	**35.02**	**5.01**	**195.22**	**0.18**

Notes:

i) The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Contracts remaining to be executed on capital account	13.96	1.76	1.27

ii) Based on experience,during the year ended 31st March 2017, the estimated useful life of Global Positioning System (GPS) unit has been revised from 5 years to 2 years. The impact of change in estimate in current period and future periods is mentioned in note 3.1 .

iii) The Company has capitalised the following amounts from capital work- in progress:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Capital work in progress capitalised	0.10	0.18	1.78

iv) Reclassifications of GPS units from office equipment to plant and machinery have been shown under 'Disposals/Reclassifications'.

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Note No. 5 - Intangible Assets

For the year ended 31st March, 2017

Description of Assets	**Computer Software**	**Intangible assets under development**
A. Gross Carrying Amount		
a) Balance as at 1st April 2016	110.85	4.21
b) Additions	15.40	-
Less: Disposals/ Reclassifications	-	(4.21)
Balance as at 31st March 2017	**126.25**	**-**
B. Accumulated depreciation and impairment		
a) Balance as at 1st April 2016	107.03	-
b) Amortisation expense for the year	7.60	-
Less: Eliminated on disposal of assets/ reclassification	-	-
Balance as at 31st March 2017	**114.63**	**-**
C. Net carrying amount (A-B)	**11.62**	**-**

For the year ended 31st March, 2016

Description of Assets	**Computer Software**	**Intangible assets under development**
Intangible Assets		
A. Gross Carrying Amount		
a) Balance as at 1st April 2015	106.78	-
b) Additions	4.07	4.21
Less: Disposals/ Reclassifications	-	-
Balance as at 31st March, 2016	**110.85**	**4.21**
B. Accumulated depreciation and impairment		
a) Balance as at 1st April 2015	101.02	-
b) Amortisation expense for the year	6.01	-
Less: Eliminated on disposal of assets/ reclassification	-	-
Balance as at 31st March, 2016	**107.03**	**-**
C. Net carrying amount (A-B)	**3.82**	**4.21**

For the year ended 31st March, 2015

Description of Assets	**Computer Software**	**Intangible assets under development**
Intangible Assets		
A. Gross Carrying Amount		
a) Balance as at 1st April 2014	103.46	-
b) Additions	3.32	-
Less: Disposals/ Reclassifications	-	-
Balance as at 31st March, 2015	**106.78**	**-**
B. Accumulated depreciation and impairment		
a) Balance as at 1st April 2014	90.66	-
b) Amortisation expense for the year	10.36	-
Less: Eliminated on disposal of assets/ reclassification	-	-
Balance as at 31st March, 2015	**101.02**	**-**
C. Net carrying amount (A-B)	**5.76**	**-**

Notes:

i) The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	**As at 31st March, 2017**	**As at 31st March, 2016**	**As at 31st March, 2015**
Contracts remaining to be executed on capital account	0.12	2.65	2.98

iii) The Company has capitalised the following amounts from intangible assets under development:

Particulars	**As at 31st March, 2017**	**As at 31st March, 2016**	**As at 31st March, 2015**
Intangible assets under development capitalised	4.21	Nil	Nil

Mahindra Logistics Limited
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Notes to Restated Standalone Financial Statements

Rs. in Millions

Note No. 6 - Investments

Particulars	As at 31st March, 2017			As at 31st March, 2016			As at 31st March, 2015		
	Quantity	Amount	Amount	Quantity	Amount	Amount	Quantity	Amount	Amount
		Current	Non Current		Current	Non Current		Current	Non Current
I. COST									
Unquoted Investments (fully paid)									
- Investments in Equity Instruments of Subsidiaries									
i) Equity Shares of 2x2 Logistics Private Limited of Rs. 10 each fully paid up	38,55,500	-	38.55	22,05,500	-	22.06	22,05,500	-	22.06
ii) Equity Shares of LORDS Freight (India)Private limited of Rs. 10 each fully paid up	14,17,509	-	80.00	14,17,509	-	80.00	14,17,509	-	80.00
Total Unquoted Investments		-	118.55		-	102.06		-	102.06
TOTAL INVESTMENTS CARRIED AT COST [I]		**-**	**118.55**		**-**	**102.06**		**-**	**102.06**
II. AMORTISED COST									
Unquoted									
- National Saving Certificates (lien to Sales Tax Dept.)		0.03	0.03	-	0.03	0.02	-	0.02	0.03
Total Unquoted Investments	-	0.03	0.03	-	0.03	0.02	-	0.02	0.03
TOTAL INVESTMENTS CARRIED AT AMORTISED COST [II]	**-**	**0.03**	**0.03**	**-**	**0.03**	**0.02**	**-**	**0.02**	**0.03**
III. FAIR VALUE THROUGH PROFIT AND LOSS									
A. Quoted Investments (fully paid)									
a) Investments in Mutual Funds	-	580.39	-	-	680.85	-	-	1,103.24	-
Total Quoted Investments	**-**	**580.39**	**-**	**-**	**680.85**	**-**	**-**	**1,103.24**	**-**
B. Unquoted Investments (fully paid)									
Investments in Equity Instruments									
- The Zoroastrian Co-Operative Bank Limited	4,000	-	0.10	4,000	-	0.10	4,000	-	0.10
Total Unquoted Investments		-	0.10		-	0.10		-	0.10
TOTAL INVESTMENTS CARRIED AT FVTPL [III]		**580.39**	**0.10**		**680.85**	**0.10**		**1,103.24**	**0.10**
Of the above, investments designated at FVTPL	-	-	-	-	-	-	-	-	-
Of the above, investments held for trading	-	580.39	-	-	680.85	-	-	1,103.24	-
Other investments carried at FVTPL	-	-	0.10	-	-	0.10	-	-	0.10
TOTAL INVESTMENTS (I) + (II)+ (III)		**580.42**	**118.68**		**680.88**	**102.18**		**1,103.26**	**102.19**
TOTAL IMPAIRMENT VALUE OF INVESTMENTS (IV)		-	-		-	-		-	-
TOTAL INVESTMENTS CARRYING VALUE (I) + (II) + (III) - (IV)		**580.42**	**118.68**		**680.88**	**102.18**		**1,103.26**	**102.19**
Other disclosures									
Aggregate amount of quoted investments		**580.39**	**-**	**-**	**680.85**	**-**		**1,103.24**	**-**
Aggregate amount of Market value of investments		**580.39**	**-**	**-**	**680.85**	**-**		**1,103.24**	**-**
Aggregate amount of unquoted investments		**0.03**	**118.68**	**-**	**0.03**	**102.18**		**0.02**	**102.19**
Aggregate amount of impairment in value of investments		-	-		-	-		-	-

(i) The major portion of investments represent investment in equity instruments of subsidiaries and investment in growth- oriented liquid mutual funds.

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Note No. 7 - Trade receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Trade receivables			
a) Secured, considered good	-	-	-
b) Unsecured, considered good	4,089.62	2,411.00	1,920.12
	4,089.62	2,411.00	1,920.12
Less: Allowance for Credit Losses	87.02	62.54	48.62
TOTAL	**4,002.60**	**2,348.46**	**1,871.50**

Notes:

i) Refer Note 28 (III) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.
ii) Trade Receivables are subject to confirmation and reconciliations. Provision is however made for doubtful debt based on lifetime expected credit loss method as specified under simplied approach.
iii) Trade Receivables are hypothecated to banks against working capital facility of ₹ 530 millions.
iv) Please refer note no.33 for receivables outstanding from related parties.

Note No. 8 - Loans

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March, 2015
Loans to related parties			
a) Secured, considered good	-	-	-
b) Unsecured, considered good	250.00	270.00	100.00
c) Doubtful	-	-	-
Less: Allowance for Credit Losses	-	-	-
Total	**250.00**	**270.00**	**100.00**

Notes:

i) Refer Note 28 (III) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

Note No. 9 - Other financial assets

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
Financial assets at amortised cost						
a) Bank Deposit with more than 12 months maturity	80.03	0.04	-	80.07	-	0.07
Total	80.03	**0.04**	**-**	**80.07**	**-**	**0.07**
b) Security Deposits						
i. Secured, considered good	-	-	-	-	-	-
ii. Unsecured, considered good	122.62	102.04	75.59	82.99	70.90	57.85
iii. Doubtful	-	-	1.39	-	-	-
Less: Allowance for Credit Losses	-	-	(1.39)	-	-	-
Total	**122.62**	**102.04**	**75.59**	**82.99**	**70.90**	**57.85**
c) Other items						
i. Interest Accrued	10.33	-	30.61	-	2.14	-
ii. Accrued Sales	377.05	-	44.33	-	51.44	-
Total	**387.38**	**-**	**74.94**	**-**	**53.58**	**-**
Total (a+b+c)	**590.03**	**102.08**	**150.53**	**163.06**	**124.48**	**57.92**

Notes:

i) Refer Note 28 (III) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

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Note No. 10: Deferred Tax Assets

(a) Movement in deferred tax balances

Particulars	For the Year ended 31st March 2017			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) VAT allowed u/s 43B of Indian Income tax act, 1961	10.83	-	-	10.83
b) Deposits received	0.11	(0.05)	-	0.06
c) MutualFunds	0.22	(0.11)	-	0.11
Total	11.16	(0.16)	-	11.00
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	17.66	3.06	-	20.72
b) Employee benefits	48.69	6.40	-	55.09
c) Expected credit loss on financial assets and provision for doubtful advances	30.39	10.62	-	41.01
d) ESOP Expenses	-	8.53	-	8.53
e) Others	0.20	0.39	-	0.59
Total	96.94	29.00	-	125.94
Net Tax Asset/(Liabilities) (B-A)	**85.78**	**29.16**	**-**	**114.94**

Particulars	For the Year ended 31st March 2016			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) VAT allowed u/s 43B of Indian Income tax act, 1961	10.83	-	-	10.83
b) Deposits received	0.12	(0.01)	-	0.11
c) MutualFunds	0.69	(0.47)	-	0.22
Total	11.64	(0.48)	-	11.16
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	17.47	0.19	-	17.66
b) Employee benefits	36.67	12.02	-	48.69
c) Expected credit loss on financial assets and provision for doubtful advances	28.05	2.34	-	30.39
d) Others	0.16	0.04	-	0.20
Total	82.35	14.59	-	96.94
Net Tax Asset/(Liabilities) (B-A)	**70.71**	**15.07**	**-**	**85.78**

Particulars	For the Year ended 31st March 2015			
	Opening Balance	Recognised in profit and Loss	Recognised in Retained Earnings	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) VAT allowed u/s 43B of Indian Income tax act, 1961	10.64	0.19	-	10.83
b) Deposits received	0.09	0.03	-	0.12
c) MutualFunds	-	0.69	-	0.69
Total	10.73	0.91	-	11.64
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	14.54	1.90	1.03	17.47
b) Employee benefits	22.67	14.00	-	36.67
c) Expected credit loss on financial assets and provision for doubtful advances	26.13	1.92	-	28.05
d) Others	0.18	(0.02)	-	0.16
Total	63.52	17.80	1.03	82.35
Net Tax Asset/(Liabilities) (B-A)	**52.79**	**16.89**	**1.03**	**70.71**

 Rs. in Millions

Note No. 11 - Other assets

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
A. Capital advances						
a) For Capital work in progress	-	3.89	-	0.09	-	0.20
b) For intangible asset under development	-	0.38	-	-	-	0.06
Total (A)	**-**	**4.27**	**-**	**0.09**	**-**	**0.26**
B. Advances other than capital advances						
a) Advances to suppliers - considered good	534.35	-	342.12	-	245.35	-
b) Advances to suppliers - considered doubtful	31.49	-	23.87	-	32.43	-
c) Advances to related parties	-	-	5.18	-	5.18	-
d) Balances with government authorities (other than income taxes)	19.47	-	36.92	-	23.45	-
e) Prepaid Expenses	26.32	5.90	14.96	10.57	15.28	13.43
f) Advances to employees	11.06	-	9.74	-	8.23	-
g) Other advances	10.13	-	4.91	-	0.93	-
Total (B)	**632.82**	**5.90**	**437.70**	**10.57**	**330.85**	**13.43**
TOTAL (A+B)	**632.82**	**10.17**	**437.70**	**10.66**	**330.85**	**13.69**
Less: Provision for doubtful advances	(31.49)	-	(23.87)	-	(32.43)	-
Total (C)	**(31.49)**	**-**	**(23.87)**	**-**	**(32.43)**	**-**
TOTAL (A+B+C)	**601.33**	**10.17**	**413.83**	**10.66**	**298.42**	**13.69**

Note No. 12 - Cash and Bank Balance

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
A. Cash and cash equivalents			
a) Balances with banks	217.79	225.02	172.26
b) Cheques, drafts on hand	5.35	0.44	5.97
c) Cash on hand	-	0.33	0.67
d) Bank deposits with maturity of less than 3 months	270.00	-	295.50
Total	**493.14**	**225.79**	**474.40**
B. Other Bank Balances			
Fixed Deposits with maturity greater than 3 months	-	600.00	500.00
Total	**-**	**600.00**	**500.00**

Reconciliation of Cash and Cash Equivalents

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Total Cash and Cash Equivalents as per Balance Sheet	493.14	225.79	474.40
Add: Bank Overdraft	-	-	-
Total Cash and Cash Equivalents as per Statement of Cashflow	**493.14**	**225.79**	**474.40**

Notes

i) Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the year ranged between 8.45% to 11.55%. p.a.

Note No. 13 - Current Tax Assets

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Advance Income Tax/TDS Receivable (Net off Provision for Tax)	521.01	246.92	87.69
Total	**521.01**	**246.92**	**87.69**

Note No. 14 - Assets classified as held for sale

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Land held for sale	19.09	19.09	19.09
Total	**19.09**	**19.09**	**19.09**
Liabilities associated with assets held for sale	-	-	-

Notes:

i) During the financial year 2011-2012, cost of land situated at Sembiya Manali Village, Ponneri taluka, Tiruvallore District, amounting to Rs.18.94 Millions and related development costs of the land amounting to Rs.0.15 Millions was classified as Non-Current Asset held for sale.

ii) Being a non-core asset, the management decided to sell the land. The Company is looking for a prospective buyer including advertisements through print media. The property is available for immediate sale in its present condition.

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Note No. 15 - Share Capital

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
A. Authorised:						
a) Equity shares of Rs.10 each with voting rights	10,50,00,000	1,050.00	6,40,00,000	640.00	6,40,00,000	640.00
b) 0.001% Non Cumulative fully paid Compulsorily Convertible Preference shares of Rs. 50 each	-	-	82,00,000	410.00	82,00,000	410.00
Total		**1,050.00**		**1,050.00**		**1,050.00**
B. Issued, Subscribed and Fully Paid:						
a) Equity shares of Rs.10 each with voting rights	6,78,32,997	678.33	5,96,55,813	596.56	5,96,55,813	596.56
b) 0.001% Non Cumulative fully paid Compulsorily Convertible Preference shares of Rs. 50 each	-	-	81,77,184	408.86	81,77,184	408.86
Total		**678.33**		**1,005.42**		**1,005.42**
C. Issued, Subscribed and Partly Paid:						
a) Equity shares of Rs.10 each with voting rights Rs. 2 paid up	40,774	0.08	40,774	0.08	40,774	0.08
b) Equity shares of Rs.10 each with voting rights Rs. 1 paid up	15,81,273	1.58	15,81,273	1.58	15,81,273	1.58
Total		**1.66**		**1.66**		**1.66**
Total (B+C)		**679.99**		**1,007.08**		**1,007.08**

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars		Opening Balance	Fresh Issue	Other Changes*	Closing Balance
A. Equity Shares with Voting rights					
a) Year Ended 31st March 2017					
	No. of Shares	6,12,77,860	81,77,184	-	6,94,55,044
	Amount	598.22	81.77	-	679.99
b) Year Ended 31st March 2016					
	No. of Shares	6,12,77,860	-	-	6,12,77,860
	Amount	598.22	-	-	598.22
c) Year Ended 31st March, 2015					
	No. of Shares	6,12,77,860	-	-	6,12,77,860
	Amount	598.22	-	-	598.22
B. 0.001% Non Cumulative fully paid Compulsorily Convertible Preference Shares of Rs.50 each					
a) Year Ended 31st March 2017					
	No. of Shares	81,77,184	-	(81,77,184)	-
	Amount	408.86	-	(408.86)	-
b) Year Ended 31st March 2016					
	No. of Shares	81,77,184	-	-	81,77,184
	Amount	408.86	-	-	408.86
c) Year Ended 31st March, 2015					
	No. of Shares	81,77,184	-	-	81,77,184
	Amount	408.86	-	-	408.86

Notes:

i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

ii) Rights, preferences and restrictions attached to preference shares

Each CCPS is issued at subscription price of Rs. 122.29 having a par value of Rs. 50 Each. Each CCPS shall convert into one equity share of Rs. 10/- each subject to the terms provided under the agreement with the holder of CCPS. CCPS shall be convertible into equity share (a) at any time at the option of the holders, or (b) at the option of the Company on and after completion of 5 (five) years from the date of investment by holder of CCPS i.e. 19th March 2014. Each CCPS shall be entitled to a preferred dividend of 0.001% (zero point zero zero one percent) per annum, in priority to the holders of the the equity shares. In any given financial year the Company may not declare any dividend or other distribution to its holders of equity shares unless it has first declared the preferential dividend of such financial year to the holders of the CCPS. If the Company declares any dividend or other distribution to its holders of equity shares, in cash or otherwise, each holder of the CCPS shall have right, in priority to the holders of the equity shares, to receive the aggregate amount of dividend or other distribution which such holder of CCPS would have received if, on the record date for each distribution made during the financial year during which the dividend or other distribution is made (including the record date for the dividend or distribution at stake), it were the holder of the maximum number of equity shares representing deemed shareholding into which its CCPS can be converted on the record date for such distribution.

*During the year ended 31st March, 2017, 81,77,184 0.001% Non cumulative compulsory convertible preference shares have been converted into 81,77,184 fully paid up equity shares.

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March 2017		As at 31 March 2016		As at 31st March 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
A. Equity shares with voting rights						
a) Mahindra & Mahindra Limited	5,14,78,330	74.12%	5,14,78,330	84.01%	5,14,78,330	84.01%
b) Normandy Holdings Limited	1,56,86,263	22.58%	78,43,227	12.80%	78,43,227	12.80%
B. 0.001% Non Cumulative fully paid Compulsorily Convertible Preference shares of Rs. 50 each						
a) Normandy Holdings Limited	-	-	78,43,036	95.91%	78,43,036	95.91%

Notes:

i) For details of shares reserved or issuance under options, please refer note no 23.

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Rs. in Millions

Note No. 16 - Other Equity

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
Equity component of compound financial instruments (CCPS)	-	408.86	408.86
Securities premium reserve	926.68	599.59	599.59
Equity-settled employee benefits reserve	24.65	17.56	8.72
Retained earnings	1,856.56	1,413.49	1,042.20
Total	**2,807.89**	**2,439.50**	**2,059.37**

Movement in Reserves

Particulars	31-Mar-17	31-Mar-16	31-Mar-15
(A) Securities Premium			
Balance as at the beginning of the year	599.59	599.59	4.35
Add: Additions during the year	327.09	-	595.24
Less: Deletion during the year	-	-	-
Balance as at the end of the year	**926.68**	**599.59**	**599.59**
(B) Equity-settled Employee benefits reserve			
Balance as at the beginning of the year	17.56	8.72	6.95
Add: Additions during the year	7.09	8.84	1.77
Less: Deletion during the year	-	-	-
Balance as at the end of the year	**24.65**	**17.56**	**8.72**
(C) Retained Earnings			
Balance as at the beginning of the year	1,413.49	1,042.20	641.25
Add: Profit for the year	447.76	374.02	401.86
Less: Actuarial gain/(loss) for the year	(4.69)	(2.73)	(0.91)
Balance as at the end of the year	**1,856.56**	**1,413.49**	**1,042.20**

Nature and purpose of other reserves:

Retained earnings:

Retained earnings represents the surplus during the year to be retained in business and not for appropriation.

Securities Premium:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Indian Companies Act, 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Notes to Restated Standalone Financial Statements Rs. in Millions

Note No. 17 - Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Trade payable - Other than Micro and Small Enterprises	3,771.77	2,149.53	2,102.09
Total	**3,771.77**	**2,149.53**	**2,102.09**

Notes:

i) Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.

ii) Based on the information available with the Company, no trade payables have been registered as 'supplier' within the meaning of 'Micro Small & Medium Enterprises Development Act, 2006.

Note No. 18 - Other Financial Liabilities

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	Current	Non Current	Current	Non Current	Current	Non Current
Other Financial Liabilities Measured at Amortised Cost						
(a) Security Deposits	33.63	0.20	20.24	17.75	13.68	17.22
(b) Other liabilities						
- Creditors for capital supplies/services	15.01	-	3.69	-	5.51	-
- Employee Dues	127.26	-	94.46	-	83.40	-
Total	**175.90**	**0.20**	**118.39**	**17.75**	**102.59**	**17.22**

Note No. 19 - Provisions

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
Provision for employee benefits						
(a) Provision for leave encashment	32.12	127.06	24.07	116.62	18.39	87.56
(b) Post- employment Benefit -Gratuity Liability	28.45	-	20.26	-	6.40	-
Total	**60.57**	**127.06**	**44.33**	**116.62**	**24.79**	**87.56**

Notes:

The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity liability for the employees. For other disclosures, refer note 32 on employee benefit plans.

Note No. 20 - Other Liabilities

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 31st March, 2015	
	Current	Non- Current	Current	Non- Current	Current	Non- Current
A. Unearned Income on discounted deposits	0.91	-	-	2.27	-	3.64
B. Statutory dues						
a) Taxes Payable	46.38	-	33.16	-	18.57	-
b) Employee Liabilities	19.19	-	13.46	-	10.40	-
Total	**66.48**	**-**	**46.62**	**2.27**	**28.97**	**3.64**

Rs. in Millions

Note No. 21 - Revenue from Operations

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Revenue from rendering of services	25,882.67	19,938.94	18,809.13
b) Other operating revenue	4.20	10.68	21.11
Total	**25,886.87**	**19,949.62**	**18,830.24**

Note No. 22 - Other Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Interest Income	68.70	91.25	68.93
b) Dividend Income	5.31	15.32	4.85
c) Miscellaneous Income			
i. Net gain/(loss) arising on financial assets carried at FVTPL	5.36	16.13	2.03
ii.Net gain/(loss) arising on financial liabilities carried at amortised cost	1.36	1.36	1.46
iii. Other income	8.91	4.42	4.14
Total	**89.64**	**128.48**	**81.41**

Rs. in Millions

Note No. 23 - Employee Benefits Expense

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Salaries and wages, including bonus	1,541.01	1,229.98	1,007.29
b) Contribution to provident and other funds	91.40	65.69	59.14
c) Gratuity	21.33	16.40	10.85
d) Equity-settled share-based payments	7.09	8.84	1.78
e) Staff welfare expenses	161.98	128.06	103.01
Total Employee Benefit Expense	**1,822.81**	**1,448.97**	**1,182.07**

Notes:

i) Share based payment

The Company has introduced a MLL - Key Executives Stock Option Scheme, 2012 ("Plan") as approved at its Board Meeting held on 27th April 2012 and subsequently amended on 5th February 2014, 27th October, 2015 and 3rd August, 2017. The plan provides that eligible emloyees and the Partners' Enterprise (formerly, known as Mahindra Partners Employees Options Trust) (the Trust) as defined in the Plan are granted options to acquire equity shares of the Company that vests in a graded manner. The vested options can be exercised within a specified period from the date on which the shares of the Company get listed on a recognized stock exchange or on happening of an event as specified in the Plan. The number of options granted is calculated in accordance with the performance- based formula approved by the Board as recommneded by the ESOP committee.

ii) Information in respect of options outstanding:

For the year ended 31st March, 2017

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
Option 1	10,16,006	25-06-12	30-06-21	13.90	9.04
Option 2	29,931	02-11-12	30-06-21	13.90	8.84
Option 3	1,44,633	14-10-13	30-06-21	23.38	16.08
Option 4	5,33,203	27-10-15	30-06-21	44.30	26.83
Option 5	73,608	03-08-16	30-06-21	52.76	35.50

For the year ended 31st March, 2016

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
Option 1	11,22,110	25-06-12	30-06-21	13.90	9.04
Option 2	29,931	02-11-12	30-06-21	13.90	8.84
Option 3	2,31,982	14-10-13	30-06-21	23.38	16.08
Option 4	5,45,866	27-10-15	30-06-21	44.30	26.83

For the year ended 31st March, 2015

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
Option 1	11,70,342	25-06-12	30-06-21	13.90	9.04
Option 2	29,931	02-11-12	30-06-21	13.90	8.84
Option 3	3,43,890	14-10-13	30-06-21	23.38	16.08

iii) Movement in Share Options

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016		For the year ended 31st March, 2015	
	Equity-settled share-based payments		Equity-settled share-based payments		Equity-settled share-based payments	
	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price
a) The number and weighted average exercise prices of share options outstanding at the beginning of Period	19,29,889	23.64	15,44,163	16.01	21,21,788	15.83
b) Granted during the period	73,608	52.76	5,45,866	44.30	-	-
c) Forfeited during the period	2,06,116	19.79	1,60,140	20.52	1,42,148	13.90
d) Exercised during the period	-	-	-	-	4,35,477	15.80
e) Expired during the period	-	-	-	-	-	-
f) Outstanding at the end of the period	17,97,381	25.27	19,29,889	23.64	15,44,163	16.01
g) Exercisable at the end of the period	17,97,381	25.27	19,29,889	23.64	15,44,163	16.01
h) Remaining contractual life (no. of days)		1,552.00		1,917.00		2,282.00

iv) The inputs used in the measurement of the fair values at grant date of the employee stock option plans(ESOPs) were as follows.

Grant Date	25-06-12			02-11-12		
Particulars	**2017**	**2016**	**2015**	**2017**	**2016**	**2015**
Share price at grant date	13.90	13.90	13.90	13.90	13.90	13.90
Exercise price	13.90	13.90	13.90	13.90	13.90	13.90
Expected volatility (weighted-average)	38.88%	38.88%	35.35%	38.88%	38.88%	35.35%
Expected life / Option Life (weighted-average)	9.02	9.02	1.60-4.94	8.66	8.66	1.25-4.58
Expected dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate (based on government bonds)	8.12%	8.12%	8.12%	8.54%	8.54%	7.95%-7.96%

Grant Date	14-10-13			27-10-15		03-08-16
Particulars	**2017**	**2016**	**2015**	**2017**	**2016**	**2017**
Share price at grant date	23.38	23.38	23.38	44.30	44.30	52.76
Exercise price	23.38	23.38	23.38	44.30	44.30	52.76
Expected volatility (weighted-average)	52.62%	52.62%	52.62%	54.03%	54.03%	76.78%
Expected life / Option Life (weighted-average)	7.69	7.69	1.30-3.63	5.83	5.83	4.91
Expected dividends yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Risk-free interest rate (based on government bonds)	9.14%	9.14%	8.68%	8.19%	8.19%	7.26%

v) The fair value of the employee share options has been measured using the Black-Scholes formula . Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

vi) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

vii) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.

viii) Contribution to provident fund and other funds inludes contributions to other funds like superannuation fund, ESIS etc. pertaining to employees.

Mahindra Logistics Limited
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Rs. in Millions

Note No. 24 - Finance Cost

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Interest expense on cash credit	1.08	0.06	0.23
b) Interest expense on unwinding of deposits	1.51	1.39	1.38
Total	**2.59**	**1.45**	**1.61**

Notes:

i) Analysis of Interest Expenses by Category

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
Interest Expenses			
a) On Financial Liability at Amortised Cost	2.59	1.45	1.61
b) On Financial Liabilities at FVTPL	-	-	-
Total	**2.59**	**1.45**	**1.61**

Note No. 25 - Other Expenses

Particulars	For the year ended 31st March, 2017		For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Freight & other related Expense		20,607.65	16,040.37	15,462.76
b) Labour & other related Expense		1,398.45	961.03	775.16
c) Rent including lease rentals		392.58	330.72	290.37
d) Warehouse and related expense		265.32	168.67	124.79
e) Legal and Other professional costs		277.20	130.76	72.99
f) Hire and Service Charges		108.03	92.39	80.95
g) Travelling and Conveyance Expenses		80.01	61.08	53.60
h) Provision for expected credit loss on trade receivables		24.47	13.92	0.26
i) Provision for doubtful advances		6.23	(7.18)	3.92
j) Power & Fuel		33.29	24.14	21.13
k) Expenditure on Corporate Social Responsibilty (CSR)		11.60	10.27	7.28
l) Advertisement		6.41	3.62	4.75
m) Net loss / (gain) on sale of property, plant and equipments		1.07	0.16	2.94
n) Repairs and maintenance:				
i). Buildings	4.47			
ii) Machinery	19.99			
iii) Others	23.03	47.49	40.71	32.83
o) Auditors remuneration and out-of-pocket expenses		**1.93**	**2.03**	**1.27**
i) As Auditors	0.94		1.21	0.90
ii) For Taxation matters	0.18		0.43	0.15
iii) For Other services	0.79		0.35	0.20
iv) For reimbursement of expenses	0.02		0.04	0.02
p) Other expenses				
i) Miscellaneous Expenses	106.66	123.50	115.30	122.24
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off	16.84			
Total		**23,385.23**	**17,987.99**	**17,057.24**

Rs. in Millions

Note No. 26 - Current Tax and Deferred Tax

(a) Income Tax recognised in Profit & Loss

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
A. Current Tax:			
a) In respect of current year	258.08	214.47	222.02
b) In respect of prior years	0.06	1.50	2.16
Total	258.14	215.97	224.18
B. Deferred Tax:			
In respect of current year origination and reversal of temporary differences	(29.16)	(15.06)	(16.89)
Total	(29.16)	(15.06)	(16.89)
Total (A+B)	**228.98**	**200.91**	**207.29**

(b) Income tax recognised in Other Comprehensive Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
A. Current Tax:			
Remeasurement of defined benefit obligations	(2.48)	(1.44)	(0.47)
Total	(2.48)	(1.44)	(0.47)
B. Deferred Tax:		-	-
Total	-	-	-
Classification of income tax recognised in other comprehensive income			
Income taxes related to items that will not be reclassified to profit or loss	**(2.48)**	**(1.44)**	**(0.47)**
Income taxes related to items that will be reclassified to profit or loss	-	-	-
Total	**(2.48)**	**(1.44)**	**(0.47)**

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Profit Before tax	676.74	574.93	611.10
b) Income Tax using the Company's domestic tax rate	234.21	198.98	207.71
c) Change in tax rate	-	-	(1.24)
d) Expenses not allowed for tax purpose	(1.91)	6.62	3.96
e) Exempt Income for tax purpose	(1.83)	(5.30)	(1.64)
f) Deduction under Income tax	(1.07)	(0.89)	(0.61)
	229.40	**199.41**	**208.18**
g) Adjustments recognised in the current year in relation to the current tax of prior years	(0.42)	1.50	(0.88)
Income tax expense recognised In profit or loss	**228.98**	**200.91**	**207.30**

Note:
The tax rate used for 31st March 2017, 31st March 2016 and 31st March, 2015 in reconciliations above is the corporate tax rate of 30% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961.

(d) Amounts on which deferred tax asset has not been created:
Deferred tax assets have not been recognised in respect of following items since it is not probable that future taxable profit will be available against which the Company can use the benefit therefrom.

Particulars	As at 31, March 2017	As at 31, March 2016	As at 31, March 2015
a) Deductible Temporary differences	-	-	-
b) Unused Tax losses (revenue in nature)	-	-	-
c) Unused Tax losses (capital in nature)	102.93	102.93	102.93
Total	**102.93**	**102.93**	**102.93**

Note:
The unrecognised tax losses carried forward will expire entirely in FY 2019-2020.

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Rs. in Millions

Note No. 27 - Earnings Per Share

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
A. Basic Earnings Per Share	**6.58**	**5.50**	**6.83**
Total Basic Earnings Per Share	**6.58**	**5.50**	**6.83**
B. Diluted Earnings Per Share	**6.58**	**5.50**	**6.83**
Total Diluted Earnings Per Share	**6.58**	**5.50**	**6.83**

Notes:
i) Basic Earnings Per Share
The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Profit / (loss) for the year attributable to owners of the Company	447.76	374.02	403.80
b) Less: Preference dividend and tax thereon	-	-	-
Profit / (loss) for the year used in the calculation of basic earnings per share	**447.76**	**374.02**	**403.80**
Weighted average number of equity shares	6,79,99,279	6,79,99,279	5,91,13,192
Earnings per share from continuing operations - Basic	6.58	5.50	6.83

ii) Diluted Earnings Per Share
The diluted earnings per share has been computed by dividing the Net profit after tax available for Equity shareholders by the weighted average number of equity shares, after giving the effect of the dilutive potential ordinary shares for the respective periods.

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
a) Profit / (loss) for the year used in the calculation of basic earnings per share	447.76	374.02	403.80
b) Add: adjustments on account of dilutive potential equity shares	-	-	-
Profit / (loss) for the year used in the calculation of diluted earnings per share	**447.76**	**374.02**	**403.80**

iii) Reconciliation of weighted average number of equity shares
The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
Weighted average number of equity shares used in the calculation of Basic EPS	6,79,99,279	6,79,99,279	5,91,13,192
Add: Effect of ESOPs	-	-	-
Weighted average number of equity shares used in the calculation of Diluted EPS	**6,79,99,279**	**6,79,99,279**	**5,91,13,192**

iv) The shares outstanding under ESOP scheme are not taken into consideration for the calculation of diluted EPS since they are anti- dilutive in nature.

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Note No. 28- Financial Instruments Rs. in Millions

I. Capital management Policy

a) The Company's capital management objectives are:
- to ensure the Company's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

b) For the purpose of Company's capital management, capital includes issued share capital, equity as well as preference and all other equity reserves. The Company monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

c) The following table shows the components of capital:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
Equity	3,487.88	3,037.72	2,657.59
Capital	**3,487.88**	**3,037.72**	**2,657.59**

Note:
The above capital management disclosures are based on the information provided internally to key management personnel.

II. Categories of financial assets and financial liabilities

As at 31st March 2017

Particulars	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	0.03	0.10	-	0.13
b) Other Financial Assets	102.08	-	-	102.08
Total	**102.11**	**0.10**	**-**	**102.21**
B. Current Assets				-
a) Investments	0.03	580.39	-	580.42
b) Trade Receivables	4,002.60	-	-	4,002.60
c) Cash and Bank Balances	493.14	-	-	493.14
d) Loans	250.00	-	-	250.00
e) Other Financial Assets	590.03	-	-	590.03
Total	**5,335.80**	**580.39**	**-**	**5,916.19**
C. Non-current Liabilities				
a) Other Financial Liabilities	0.20	-	-	0.20
Total	**0.20**	**-**	**-**	**0.20**
D. Current Liabilities				
a) Trade Payables	3,771.77	-	-	3,771.77
b) Other Financial Liabilities	175.90	-	-	175.90
Total	**3,947.67**	**-**	**-**	**3,947.67**

As at 31st March 2016

Particulars	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	0.02	0.10	-	0.12
b) Other Financial Assets	163.06	-	-	163.06
Total	**163.08**	**0.10**	**-**	**163.18**
B. Current Assets				-
a) Investments	0.03	680.85	-	680.88
b) Trade Receivables	2,348.46	-	-	2,348.46
c) Cash and Bank Balances	825.79	-	-	825.79
c) Loans	270.00	-	-	270.00
e) Other Financial Assets	150.53	-	-	150.53
Total	**3,594.81**	**680.85**	**-**	**4,275.66**
C. Non-current Liabilities				
a) Other Financial Liabilities	17.75	-	-	17.75
Total	**17.75**	**-**	**-**	**17.75**
D. Current Liabilities				
a) Trade Payables	2,149.53	-	-	2,149.53
b) Other Financial Liabilities	118.39	-	-	118.39
Total	**2,267.92**	**-**	**-**	**2,267.92**

As at 1st April 2015

Particulars	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	0.03	0.10	-	0.13
b) Other Financial Assets	57.92	-	-	57.92
Total	**57.95**	**0.10**	**-**	**58.05**
B) Current Assets				
a) Investments	0.02	1,103.24	-	1,103.26
b) Trade Receivables	1,871.50	-	-	1,871.50
c) Cash and Bank Balances	974.40	-	-	974.40
d) Loans	100.00	-	-	100.00
e) Other Financial Assets	124.48	-	-	124.48
Total	**3,070.40**	**1,103.24**	**-**	**4,173.64**
C. Non-current Liabilities				
a) Other Financial Liabilities	17.22	-	-	17.22
Total	**17.22**	**-**	**-**	**17.22**
D. Current Liabilities				
a) Trade Payables	2,102.09	-	-	2,102.09
b) Other Financial Liabilities	102.59	-	-	102.59
Total	**2,204.68**	**-**	**-**	**2,204.68**

III. Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

A) Credit risk management

Trade receivables and deposits

(i) Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Credit exposure is controlled by counterpaty credit period which is monitored through an approved policy.

(ii) Trade receivables consist of a large number of customers, spread across diverse industries and places across India.

(iii) Apart from one large customer of the Company, the Company does not have significant credit risk exposure to any single customer.Concentration of credit risk related to a single Company did not exceed 25% of gross monetary assets at any time during the year.

(iv) The Company applies the simplified approach in providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company and individual receivable specific provision where applicable. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

(v) There is no change in estimation techniques or significant assumptions during the reporting period.

(vi) The loss allowance provision is determined as follows:

As at 31st March 2017

Particulars	SCM				MPTS			
	Not due	Less than 6 months past due	More than 6 months past due	Total	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	2,192.00	1,036.09	146.44	3,374.53	488.67	193.88	32.53	715.08
b) Loss allowance provision	34.39	17.79	7.62	59.80	16.31	6.47	4.43	27.21

As at 31st March 2016

Particulars	SCM				PTS			
	Not due	Less than 6 months past due	More than 6 months past due	Total	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	1,009.19	639.65	188.05	1,836.89	378.97	155.32	39.82	574.11
b) Loss allowance provision	15.87	10.06	12.59	38.52	13.92	5.71	4.39	24.02

As at 31st March 2015

Particulars	SCM				PTS			
	Not due	Less than 6 months past due	More than 6 months past due	Total	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	875.58	446.96	66.02	1,388.56	371.54	149.17	10.85	531.56
b) Loss allowance provision	16.15	8.24	1.22	25.61	16.08	6.46	0.47	23.01

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	**For the year ended 31st March, 2017**	**For the year ended 31st March, 2016**	**Proforma IND AS for the year ended 31st March, 2015**
a) Balance as at beginning of the year	62.55	48.62	48.36
b) Impairment losses recognised in the year based on lifetime expected credit losses			
- On receivables originated in the year	3.30	0.02	1.95
- Other receivables	38.50	39.65	38.93
c) Impairment losses reversed / written back	(17.33)	(25.74)	(40.62)
d) Balance at end of the year	**87.02**	**62.55**	**48.62**

(viii) Reconciliation of loss allowance provision for Deposit

Particulars	**For the year ended 31st March, 2017**	**For the year ended 31st March, 2016**	**Proforma IND AS for the year ended 31st March, 2015**
a) Balance as at beginning of the year	1.39	-	-
b) Impairment losses recognised in the year based on lifetime expected credit losses			
- On receivables originated in the year	-	-	-
- Other receivables	-	1.39	-
c) Impairment losses reversed / written back	(1.39)		-
d) Balance at end of the year	**-**	**1.39**	**-**

(ix) The Company has made write off of Rs. 13.60 Millions in 2017,Rs. 8.27 Millions in 2016,Rs. 30.77 Millions in 2015 of trade receivables and Rs. 1.52 Millions in 2017, Rs. 0.24 Millions in 2016, Rs. 0.14 Millions in 2015 of deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Company has made investments of Rs. 580.39 Millions in 2017, Rs. 680.85 Millions in 2016, 1,103.24 Millions in 2015 in growth oriented and diviend oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2017, the Company held cash and cash equivalents of Rs. 493.14 Millions (2016 Rs. 225.79 Millions, 2015 Rs.474.40 Million). The cash and cash equivalents are held with banks with good credit rating.

b) Liquidity risk management

(i) The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilites:

In Rs.Millions

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial liabilities				
As at 31st March 2017				
a) Trade Payables	3,771.77	-	-	-
b) Security Deposits	34.71	0.20	-	-
c) Creditors for capital supplies	15.01	-	-	-
d) Employee Dues	127.26	-	-	-
Total	**3,948.75**	**0.20**	**-**	**-**
As at 31st March 2016				
a) Trade Payables	2,149.53	-	-	-
b) Security Deposits	20.24	20.34	-	-
c) Creditors for capital supplies	3.69	-	-	-
d) Employee Dues	94.46	-	-	-
Total	**2,267.92**	**20.34**	**-**	**-**
As at 31st March 2015				
a) Trade Payables	2,102.09	-	-	-
b) Security Deposits	13.68	21.20	-	-
c) Creditors for capital supplies	5.51	-	-	-
d) Employee Dues	83.40	-	-	-
Total	**2,204.68**	**21.20**	**-**	**-**

The above table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Company may be required to pay.

(iii) Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015
a) Secured Cash credit facility			
- Expiring within one year	**530.00**	**530.00**	**530.00**
- Expiring beyond one year	**-**	**-**	**-**
b) Secured Sales Invoice facility*			
- Expiring within one year	**-**	**250.00**	**250.00**
- Expiring beyond one year	**-**	**-**	**-**
c) Bank Guarantees*			
- Expiring within one year	**-**	**-**	**-**
- Expiring beyond one year	**45.65**	**42.33**	**40.58**

* These limits are as a sub-limit of secured cash credit facility.

(iv) Maturities of financial assets
Table showing maturity profile of financial assets

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
As at 31st March 2017				
Trade Receivables	4,002.60	-	-	-
Security Deposits	123.98	94.39	11.65	-
Loan to related parties	250.00	-	-	-
Others	467.41	0.04	-	-
Total	**4,843.99**	**94.43**	**11.65**	**-**
As at 31st March 2016				
Trade Receivables	2,348.46	-	-	-
Security Deposits	77.09	84.83	6.30	-
Loan to related parties	270.00	-	-	-
Others	74.94	80.07	-	-
Total	**2,770.49**	**164.90**	**6.30**	**-**
As at 31st March 2015				
Trade Receivables	1,871.50	-	-	-
Security Deposits	71.01	59.13	8.67	-
Loan to related parties	100.00	-	-	-
Others	53.58	0.07	-	-
Total	**2,096.09**	**59.20**	**8.67**	**-**

The above table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

c) Market Risk Management
The Company does not have significant market risk at the respective reporting dates.

Mahindra Logistics Limited
Annexure V
Notes to Restated Standalone Financial Statements
Note No. 29 - Fair Value Measurement

Rs. in Millions

a) Fair Valuation Techiques and Inputs used - recurring Items

Financial assets/ financial liabilities measured at Fair value	Fair value as at			Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	31st March 2017	31st March 2016	31st March 2015				
A) Financial assets							
a) Investments							
i) Mutual fund investments	580.39	680.85	1,103.24	Level 1	NA	NA	NA
Total financial assets	**580.39**	**680.85**	**1,103.24**				

As at the reporting date, the Company does not have any financial liability measured at fair values.

b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

Particulars	As at 31st March 2017		As at 31st March 2016		As at 31st March 2015	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets						
i) Loans to related parties	250.00	250.00	270.00	270.00	100.00	100.00
ii) Trade and other receivables	4,002.60	4,002.60	2,348.46	2,348.46	1,871.50	1,871.50
iii) Deposits given	224.66	226.92	158.58	160.22	128.75	128.90
iv) Cash and cash equivalents	493.14	493.14	225.79	225.79	474.40	474.40
v) Other bank balances	-	-	600.00	600.00	500.00	500.00
vi) Others	467.51	467.51	155.06	155.06	53.70	53.70
Total	**5,437.91**	**5,440.17**	**3,757.89**	**3,759.53**	**3,128.35**	**3,128.50**
B) Financial liabilities						
i) Deposits received	33.83	34.38	37.99	38.27	30.90	30.90
ii)Trade and other payables	3,914.04	3,914.04	2,247.68	2,247.68	2,191.00	2,191.00
Total	**3,947.87**	**3,948.42**	**2,285.67**	**2,285.95**	**2,221.90**	**2,221.90**

c) Fair Value Hierarchy

Particulars	Level 1	Level 2	Level 3	Total
	Fair value hierarchy as at 31st March 2017			
A) Financial assets				
Financial assets carried at amortised cost				
i) Loans to related parties	-	250.00	-	250.00
ii) Trade and other receivables	-	4,002.60	-	4,002.60
iii) Deposits given	-	224.66	-	224.66
iv) Cash and cash equivalents	-	493.14	-	493.14
v) Other bank balances	-	-	-	-
vi) Others	-	467.51	-	467.51
Total	**-**	**5,437.91**	**-**	**5,437.91**
B) Financial liabilities				
Financial instruments not carried at Fair value				
i) Deposits received	-	33.83	-	33.83
ii)Trade and other payables	-	3,914.04	-	3,914.04
Total	**-**	**3,947.87**	**-**	**3,947.87**
	Fair value hierarchy as at 31st March 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
A) Financial assets				
Financial assets carried at amortised cost				
i) loans to related parties	-	270.00	-	270.00
ii) Trade and other receivables	-	2,348.46	-	2,348.46
iii) Deposits given	-	158.58	-	158.58
iv) Cash and cash equivalents	-	225.79	-	225.79
v) Other bank balances	-	600.00	-	600.00
vi) Others	-	155.06	-	155.06
Total	**-**	**3,757.89**	**-**	**3,757.89**
B) Financial liabilities				
Financial instruments not carried at Fair value				
i) Deposits received	-	37.99	-	37.99
ii) Trade and other payables	-	2,247.68	-	2,247.68
Total	**-**	**2,285.67**	**-**	**2,285.67**
	Fair value hierarchy as at 31st March 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
A) Financial Assets				
Financial assets carried at amortised cost				
i) loans to related parties	-	100.00	-	100.00
ii) trade and other receivables	-	1,871.50	-	1,871.50
iii) Deposits given	-	128.75	-	128.75
iv) Cash and cash equivalents	-	474.40	-	474.40
v) Other bank balances	-	500.00	-	500.00
vi) Others	-	53.70	-	53.70
Total	**-**	**3,128.35**	**-**	**3,128.35**
B) Financial liabilities				
Financial instruments not carried at Fair value				
i) Deposits received	-	30.90	-	30.90
ii) trade and other payables	-	2,191.00	-	2,191.00
Total	**-**	**2,221.90**	**-**	**2,221.90**

Note:
i) The fair values of the financial assets and financial liabilities included in the level 2 and level 3 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Mahindra Logistics Limited
Annexure V
Notes to Restated Standalone Financial Statements

Rs. in Millions

Note No. 30 - Segment information

i) The management of the Company has chosen to organise the Company on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the group.

ii) Specifically, the Company's reportable segments and the type of product or service from which they derive income are:
a) Supply Chain Management(SCM) - Goods Transportation service, including warehouse management service and linefeeding activity etc
b) People Logistics Solutions(PTS) - People Transportation service

iii) The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.

iv) The segmental dislcosures are as follows :-

As at 31st March 2017

Particulars	SCM	PTS	Total Segments	Unallocable Expenditure/Assets/Eliminations	Total
A. Revenue					
I. External customers	22,936.37	2,950.50	25,886.87	-	25,886.87
Total revenue	**22,936.37**	**2,950.50**	**25,886.87**	**-**	**25,886.87**
B. Expenses					-
I. Direct Cost	21,288.93	2,653.23	23,942.16	-	23,942.16
II. Indirect Cost	-	-	-	1,265.88	1,265.88
III Depreciation and amortisation	42.94	3.66	46.60	42.54	89.14
IV. Income tax expense or income	-	-	-	228.98	228.98
V. Interest income	-	-	-	(68.70)	(68.70)
VI. Interest expense	-	-	-	2.59	2.59
VII. Other income	-	-	-	(20.94)	(20.94)
C. Segment profit (A+B)	**1,604.50**	**293.61**	**1,898.11**	**(1,450.35)**	**447.76**
D. Total assets					-
Property, plant & equipment	137.91	2.13	140.04	127.76	267.80
Intangibles	5.79	3.45	9.24	2.38	11.62
Others	-	-	-	7,410.44	7,410.44
E. Total liabilities				**4,201.98**	**4,201.98**

As at 31st March 2016

Particulars	SCM	PTS	Total Segments	Unallocable Expenditure/Assets/Eliminations	Total
A. Revenue					
I. External customers	17,448.81	2,500.81	19,949.62	-	19,949.62
Total revenue	**17,448.81**	**2,500.81**	**19,949.62**	**-**	**19,949.62**
B. Expenses					
I. Direct Cost	16,240.24	2,268.17	18,508.41	-	18,508.41
II. Indirect Cost	-	-	-	928.55	928.55
III Depreciation and amortisation	28.94	1.87	30.81	33.95	64.76
IV. Income tax expense or income	-	-	-	200.91	200.91
V. Interest income	-	-	-	(91.25)	(91.25)
VI. Interest expense	-	-	-	1.45	1.45
VII. Other income				(37.23)	(37.23)
C. Segment profit (A+B)	**1,179.63**	**230.77**	**1,410.40**	**(1,036.38)**	**374.02**
D. Total assets					
Property, plant & equipment	96.50	1.68	98.18	109.76	207.94
Intangibles	2.33	0.51	2.84	0.98	3.82
Others				5,321.47	5,321.47
E. Total liabilities				**2,495.51**	**2,495.51**

As at 31st March 2015

Particulars	SCM	PTS	Total Segments	Unallocable Expenditure/Assets/Eliminations	Total
A. Revenue					
I. External customers	16,310.77	2,519.47	18,830.24	-	18,830.24
Total revenue	**16,310.77**	**2,519.47**	**18,830.24**	**-**	**18,830.24**
B. Expenses					
I. Direct Cost	15,174.97	2,291.31	17,466.28	-	17,466.28
II. Indirect Cost	-	-	-	773.03	773.03
III Depreciation and amortisation	29.52	2.27	31.79	27.84	59.63
IV. Income tax expense or income	-	-	-	207.30	207.30
V. Interest income	-	-	-	(68.93)	(68.93)
VI. Interest expense	-	-	-	1.61	1.61
VII. Other income				(12.48)	(12.48)
C. Segment profit (A+B)	**1,106.28**	**225.89**	**1,332.17**	**(928.37)**	**403.80**
D. Total assets					
Property, plant & equipment	101.59	1.80	103.39	91.83	195.22
Intangibles	2.80	1.03	3.83	1.93	5.76
Others				4,823.53	4,823.53
E. Total liabilities				**2,366.92**	**2,366.92**

Other disclosures :-

a) Inter-segment revenues are eliminated upon consolidation and reflected in the 'adjustments and eliminations' column.

b) Unallocable Expenditure/Assets/ Elimination:

(i) Finance income and costs, fair value gains and losses on financial assets and indirect expenses are not allocated to individual segments as the underlying instruments are managed on an entity basis.
(ii) Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on an entity basis.

(iii) The accounting policies of the reportabe segments are the same as the Company's accounting Policies described in Note 2.18.

There is no difference between segment profit as reviewed by CEO and the profit before tax as appearing in the financials.

(v) Geographic information

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
Revenue from external customers			
India	25,886.87	19,851.24	18,828.14
Outside India	-	98.38	2.10
Total revenue as per statement of profit or loss	25,886.87	19,949.62	18,830.24

(vi) Non- current operating assets

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
India	279.42	211.74	200.98
Outside India	-	-	-
Total	**279.42**	**211.74**	**200.98**

Non-current assets for this purpose consist of property, plant & equipment
and intangible assets.

(vii) Revenue from major products and services :-
The following is an analysis of the Company's revenue from continuing operations from its major products and services:

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
Transportation	19,466.80	14,881.82	13,982.43
Warehousing & other related activities	3,299.49	2,408.69	2,059.54
People Logistics	2,950.50	2,500.81	2,519.47
Total	**25,716.79**	**19,791.32**	**18,561.44**

The revenues of the Company from the group of customers under common control amounts to around 55.29 % in 2017, 65.06% in 2016 and 71.88% in 2015 of its total revenues.

Note No. 31 - Leases
Operating Lease

i) The Company has entered into operating lease arrangements for commercial premises. The leases are non-cancellable and are for period as specified in the agreement and may be renewed based on mutual agreement of the parties.

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	Proforma IND AS for the year ended 31st March, 2015
i). Future Non-Cancellable minimum lease commitments			
a) not later than one year	108.45	116.10	114.14
b) later than one year and not later than five years	27.33	80.80	159.56
c) later than five years	-	-	-
ii) Expenses recognised in the Statement of Profit and Loss			
a) Minimum Lease Payments	387.88	326.42	288.96

Rs. in Millions

Note No. 32 - Employee benefits

i) Defined Contribution Plan

The Company’s contribution to Provident Fund, superannuation Fund and other funds aggregating Rs.91.40 Millions in 2017, Rs.65.69 Millions in 2016; Rs.59.14 Millions in 2015) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

ii) Defined Benefit Plans:
Gratuity

a) The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

b) Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

(1) Asset volatility
The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

(2) Change in bond yields
A decrease in government bond yields will increase plan liabilities.

(3) Inflation risk
Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

(4) Life expectancy
The majority of the plan’s obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan’s liabilities. This is particularly significant in the Company's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

(c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at		
	31st March 2017	**31st March 2016**	**31st March 2015**
a) Discount rate(s)	6.82%	7.96%	8.03%
b) Expected rate(s) of salary increase	8.00%	8.00%	8.00%
c) Mortality rate during employment	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate

(d) Defined benefit plans – as per actuarial valuation

Particulars	Funded Plan - Gratuity		
	2017	2016	2015
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:			
a) Current Service Cost	19.71	15.63	11.30
b) Past service cost and (gains)/losses from settlements	-	-	-
c) Net interest expense	1.62	0.51	(0.37)
Components of defined benefit costs recognised in profit or loss	**21.33**	**16.14**	**10.93**
Remeasurement on the net defined benefit liability			
a) Return on plan assets (excluding amount included in net interest expense)	(0.32)	(0.23)	(0.95)
b) Actuarial (gains)/loss arising from changes in financial assumptions	8.13	2.63	5.89
c) Actuarial (gains)/loss arising from changes in demographic assumptions	(2.88)	-	-
d) Actuarial (gains)/loss arising from experience adjustments	2.25	1.77	(3.55)
Components of defined benefit costs recognised in other comprehensive income	**7.18**	**4.17**	**1.39**
Total	**28.51**	**20.31**	**12.32**
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March			
a) Present value of defined benefit obligation	(95.18)	(66.05)	(48.13)
b) Fair value of plan assets	66.72	45.79	41.73
c) Surplus/(Deficit)	**(28.46)**	**(20.26)**	**(6.40)**
d) Current portion of the above	(28.46)	(20.26)	(6.40)
e) Non current portion of the above	-	-	-
III. Change in the obligation during the year ended 31st March			
a) Present value of defined benefit obligation at the beginning of the year	66.05	48.13	33.10
b) Add/(Less) on account of Scheme of Arrangement/Business	-	-	-
c) Transfer	-	-	-
d) Expenses Recognised in Profit and Loss Account	-	-	-
- Current Service Cost	19.71	15.63	11.30
- Past Service Cost	-	-	-
- Interest Expense (Income)	5.26	3.86	3.08
e) Recognised in Other Comprehensive Income			
Remeasurement gains / (losses)			
- Actuarial Gain (Loss) arising from:			
i. Financial Assumptions	8.13	2.63	5.89
ii. Demographic Assumptions	(2.88)	-	-
iii. Experience Adjustments	2.25	1.77	(3.55)
f) Benefit payments	(3.34)	(5.97)	(1.69)
g) Present value of defined benefit obligation at the end of the year	**95.18**	**66.05**	**48.13**
IV. Change in fair value of assets during the year ended 31st March			
i) Fair value of plan assets at the beginning of the year	45.79	41.73	37.02
ii) Expenses Recognised in Profit and Loss Account	-	-	-
- Expected return on plan assets	3.64	3.35	3.45
iii) Recognised in Other Comprehensive Income			
Remeasurement gains / (losses)			
- Actual Return on plan assets in excess of the expected return	0.32	0.23	0.95
iv) Contributions by employer (including benefit payments recoverable)	20.31	6.45	2.00
v). Benefit payments	(3.34)	(5.97)	(1.69)
vi) Fair value of plan assets at the end of the year	**66.72**	**45.79**	**41.73**
V. The Major categories of plan assets			
- Insurance Funds	66.72	45.79	41.73
VI. Actuarial assumptions			
a) Discount rate	6.82%	7.96%	8.03%
b) Expected rate of return on plan assets	6.82%	7.96%	8.03%
c) Attrition rate	9.00%	2.00%	2.00%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption		Changes in assumption	Impact on defined benefit obligation	
			Increase in assumption	Decrease in assumption
a) Discount rate	31st March, 2017	1.00%	(7.21)	8.39
	31st March, 2016	1.00%	(8.63)	10.65
	31st March, 2015	1.00%	(6.23)	7.69
b) Salary growth rate	31st March, 2017	1.00%	7.70	(6.84)
	31st March, 2016	1.00%	9.79	(8.24)
	31st March, 2015	1.00%	7.18	(6.07)
c) Rate of employeee turnover	31st March, 2017	1.00%	(1.16)	1.25
	31st March, 2016	1.00%	(0.32)	0.29
	31st March, 2015	1.00%	(0.35)	0.33

Notes:

i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous period.

iii) The Company expects to contribute Rs. 28.50 Millions to the gratuity trusts during the next financial year of 2017-18.

f) Maturity profile of defined benefit obligation:

The tables include both discounted value as well as unwinding of interest.

Particulars	2017	2016	2015
Within 1 year	8.22	1.09	1.61
1 - 2 year	7.57	2.78	1.07
2 - 3 year	10.28	3.47	2.67
3 - 4 year	13.24	3.43	3.43
4 - 5 year	16.76	5.70	3.48
5 - 10 years	110.59	51.50	42.40

g) Plan Assets

The fair value of Company's plan asset by category are as follows:

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
Asset category:			
a) Cash and cash equivalents	-	-	-
b) Debt instruments (quoted)	-	-	-
c) Debt instruments (unquoted)	-	-	-
d) Equity instruments (quoted)	-	-	-
e) Deposits with Insurance companies	66.72	45.79	41.73
	100%	100%	100%

iii) The weighted average duration of the defined benefit obligation as at 31 March 2017 is __9__ years (2016: 16 years,2015: 16 years)

h). Experience Adjustments :

Particulars	Period Ended				
	2017	2016	2015	2014	2013
	Gratuity				
1. Defined Benefit Obligation	(95.18)	(66.05)	(48.13)	(33.10)	(27.79)
2. Fair value of plan assets	66.72	45.79	41.73	37.02	38.05
3. Surplus/(Deficit)	(28.46)	(20.26)	(6.40)	3.92	10.26
4. Experience adjustment on plan liabilities [(Gain)/Loss]	2.25	1.77	(3.55)	0.84	(0.01)
5. Experience adjustment on plan assets [Gain/(Loss)]	0.32	0.23	0.95	(0.65)	2.11

i) The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

j) The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

k) The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

Mahindra Logistics Limited
Annexure V
Notes to Restated Standalone Financial Statements

Rs. in Millions

Note 33 - Related Party Transactions
i) List of Related Parties:

a) Name of the Entities having Joint Control (Investors):		
	1	Mahindra & Mahindra Limited
	2	Normandy Holdings Limited
	3	Kedaara Alternate Investment Funds(AIF)
b) Subsidiary Companies:		
	1	Lords Freight (India) Private Limited
	2	2X2 Logistics Limited
c) Other related parties:		
	1	Bristlecone India Limited
	2	EPC Industrie Limited
	3	Defence Land Systems India Limited
	4	Mahindra Aerostructures Private Limited
	5	Mahindra Auto Steel Private Limited
	6	Mahindra Defence Naval Systems Private Limited
	7	Mahindra Defence Systems Limited
	8	Mahindra Susten Private Limited
	9	Mahindra First Choice Services Limited
	10	Mahindra Gujarat Tractor Limited
	11	Mahindra Holidays & Resorts India Limited
	12	Mahindra Insurance Brokers Limited
	13	Mahindra Intertrade Limited
	14	Mahindra & Mahindra Financial Services Limited
	15	Mahindra Trucks & Buses Limited
	16	Mahindra Heavy Engines Limited
	17	Mahindra Electric Mobility Limited
	18	Mahindra Retail Private Limited
	19	Mahindra Sona Limited (Ceased to be related party from 16th December, 2016)
	20	Mahindra Steel Service Centre Limited
	21	Mahindra Agri Solutions Limited
	22	Mahindra Two Wheelers Limited
	23	Mahindra Internet Commerce Private Limited (Ceased to be realted party from 22nd March 2017)
	24	Mahindra Greenyard Private Limited
	25	Mahindra Vehicle Manufacturers Limited
	26	Mahindra Sanyo Special Steel Private Limited
	27	Mahindra Integrated Township Limited
	28	NBS International Limited
	29	Mahindra Integrated Business Solutions Private Limited
	30	Mahindra CIE Automotive Limited
	31	Mahindra Tsubaki Conveyor Systems Private Limited
	32	Tech Mahindra Limited
	33	Orizonte Business Solutions Limited
	34	Mahindra Engineering and Chemical Products Limited
d) Key management Personnel		
	1	Pirojshaw Sarkari (C.E.O)
	2	Ajay Mehta
	3	Neelam Deo

ii) Details of transaction between the Company and its related parties are disclosed below:

Particulars		Entities having Joint Control (Investors)	Subsidiaries	Other related parties
Nature of transactions with Related Parties				
a) Purchase of property and other assets				
	31st March 2017	-	-	0.90
	31st March 2016	-	-	0.75
	31st March 2015	0.01	-	-
b) Rendering of services				
	31st March 2017	12,605.37	8.74	1,367.77
	31st March 2016	11,622.87	2.24	1,093.53
	31st March 2015	12,129.83	1.08	957.63
c) Receiving of services				
	31st March 2017	13.62	250.76	13.92
	31st March 2016	21.80	214.64	1.65
	31st March 2015	13.30	13.26	6.88
d) Reimbursements made to parties				
	31st March 2017	44.10	0.60	0.38
	31st March 2016	26.22	-	0.56
	31st March 2015	30.97	-	0.59
e) Reimbursements received from parties				
	31st March 2017	0.20	1.62	4.63
	31st March 2016	0.01	1.68	4.39
	31st March 2015	-	0.78	4.55
f) Loans/Deposits given				
	31st March 2017	-	-	100.00
	31st March 2016	-	5.00	270.00
	31st March 2015	-	0.80	250.00
g) Loans/Deposits refunded back				
	31st March 2017	-	-	120.00
	31st March 2016	-	5.00	100.00
	31st March 2015	-	0.80	170.00
h) Interest Income on inter-corporate deposits				
	31st March 2017	-	-	24.70
	31st March 2016	-	0.14	19.02
	31st March 2015		0.02	5.42
i) Bad & doubtful debts recognised in respect of dues from related parties				
	31st March 2017	0.45	-	5.05
	31st March 2016	(0.12)	-	0.08
	31st March 2015	(2.03)	-	2.58
Balances Outstanding with Related Parties				
a) Trade payables				
	31st March 2017	49.41	22.59	3.31
	31st March 2016	32.83	11.14	1.79
	31st March 2015	18.25	5.36	3.71
b) Trade receivables				
	31st March 2017	493.16	8.86	218.01
	31st March 2016	495.48	4.82	184.79
	31st March 2015	415.17	8.21	163.74
c) Loans & advances given				
	31st March 2017	-	-	250.00
	31st March 2016	-	-	270.00
	31st March 2015	-	-	100.00
d) Provision of bad & doubtful debts related to amout due from related parties				
	31st March 2017	1.44	-	4.80
	31st March 2016	1.00	-	3.90
	31st March 2015	1.15		5.05

a). All the outstanding balances, whether receivables or payables are unsecured.

b). Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.

iii) Compensation of key managerial personnel

The remuneration of directors and other members of key managerial personnel during the year was as follows:

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015
Short-term employee benefits	16.65	14.29	12.65
Issue of ESOP Shares during the year	-	-	0.67
Sitting Fee/ Commission paid to Independent directors	1.32	1.42	0.04

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

 Rs. in Millions

Note No. 34 - First-time adoption of Ind-AS

First Time Ind AS Adoption reconciliations
(i) Reconciliation of Total Equity as at 31st March 2016 and 1st April 2015:

Particulars	Notes	As at 31st March 2016	As at 1st April 2015
Equity as reported under previous GAAP		**3,037.52**	**2,664.52**
Ind AS: Adjustments increase (decrease):			
Fair value of current investment	(a)	0.65	2.00
Discounting of deposits given	(b)	(0.47)	(0.47)
Discounting of deposits received	(c)	0.34	0.34
Employee future benefits – actuarial gains and losses	(d)	-	
Unvested ESOP Reserve		17.56	8.72
Effect of fair valuation of ESOP reserve		(17.56)	(8.72)
Unwinding interest income on discounting of deposits given	(b)	4.15	-
Rent expense on discounting of deposits given	(b)	(4.31)	-
Interest expense on discouting of deposits received	(c)	(1.39)	-
Rental income on discouting of deposits received	(c)	1.36	-
Expected Credit loss on trade receivables		-	(11.01)
Deferred income tax		(0.13)	3.16
Equity as reported under IND AS		**3,037.72**	**2,658.54**

(a) As required by the provisions of para 5.1.1 and para 5.2.1 of Ind AS 109 'Financial Instruments', the Company has measured the current investments at fair value through profit or loss.

(b) As required by the provisions of para 4.1 of Ind AS 109 'Financial Instruments', the Company has measured the deposits given at amortised cost and recognises interest revenue and rental expense on unwinding of the deposits.

(c) As required by the provisions of para 4.2.1 of Ind AS 109 'Financial Instruments', the Company has measured the deposits received at amortised cost and recognises interest expense and rental income on unwinding of the deposits.

(d) As required by the provisions of para 120(c) read with 122 and 127 of Ind AS 19 'Employee Benefits", the actuarial gains/losses should be accounted as remeasurements of the net defined benefit liability(asset). The remeasurements will be recognised in other comprehensive income and shall not be reclassified to profit or loss in subsequent period but may be transferred within equity.

(ii) Reconciliation of Total comprehensive income for the year ended 31st March, 2016

PARTICULARS	**Year Ended 31 March 2016**
Profit or Loss as per previous GAAP	**373.00**
Ind AS: Adjustments increase (decrease):	
Effect of fair valuation of ESOP reserve	(8.84)
Unwinding Interest income on discounting of deposits	4.15
Rent expense on discounting of deposits	(4.31)
Interest expense on discounting of deposits	(1.39)
Rental Income on discounting of deposits	1.36
Fair Value of current Investment	(1.35)
Expected credit loss on trade receivables	11.01
Acturial (Gain) /Loss	2.72
Others	(3.29)
Profit or Loss under Ind AS	373.06
Other comprehensive income	(2.72)
Total comprehensive income under Ind AS	**370.34**

Note: No statement of comprehensive income was produced under previous GAAP. Therefore the reconciliation starts with profit under previous GAAP.

(iii) Material adjustments to the Statement of Cash Flows

PARTICULARS	**Year ended 31 March 2016**		
	Previous GAAP	**Ind AS Adjustments**	**Ind AS**
Net cash flows from operating activities	(529.85)	-	(529.85)
Net cash flows from investing activities	461.30	180.00	281.30
Net cash flows from financing activities	(0.07)	(0.01)	(0.06)
Net increase/(decrease) in cash and cash equivalents	(248.61)	-	(248.61)
Cash and cash equivalents at beginning of period	**974.47**	**500.07**	**474.40**
Effects of exchange rate changes on the balance of cash held in foreign currencies	-	-	-
Cash and cash equivalents at end of period	**905.85**	680.06	**225.79**

Analysis of cash and cash equivalents as at 31st March 2016 and 1st April 2015 for the purpose of Statement of Cash flows under Ind AS

PARTICULARS	As at 31 March 2016	As at 1 April 2015
Cash and cash equivalents for the purpose of Statement of Cash flows as per Previous GAAP	**905.85**	**974.47**
Bank Overdrafts which forms integral part of cash management system	-	-
Other adjustments (specify)	(680.06)	(500.07)
Cash and cash equivalents for the purpose of Statement of Cash flows as per Ind AS	**225.79**	**474.40**

Note: Reclassification of fixed deposits based on maturity period.

Note No. 35 - Contingent liabilities and commitments

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
Contingent liabilities (to the extent not provided for)			
Claims against the Company not acknowledged as debt			
a) VAT	75.96	52.81	52.81
b) Service Tax	39.95	37.93	34.90
c) Income Tax	248.51	228.70	130.89
d) Other matters	47.75	28.94	15.34

Notes:

i) The Company does not expect any reimbursement in respect of the above contingent liability.

ii) It is not practicable to estimate the timings of cash outflows, if any, in respect of maters at (a) to (d) above, pending resolution of appellate/court proceedings.

Capital Commitments:

Particulars	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015
Estimated amount of contracts remaining to be executed on capital account and not provided for	14.09	4.41	4.25

Note 36- Details of Specified Bank Notes held and transacted during the specified period:

Particulars	Specified Bank Notes	Other denomination notes	Total
a. Closing cash in hand as on 08.11.2016	-	-	-
b. Permitted receipts	-	-	-
c. Permitted payments	-	-	-
d. Amount deposited in Banks	-	-	-
e. Closing cash in hand as on 30.12.2016	-	-	-

Rs. in Millions

Note No. 37- The year end foreign currency exposures that have not been hedged by a derivative Instrument or forward contracts are given below:

Particulars	Currency	31st March 2017		31st March 2016		31st March 2015	
		Value in foreign currency	Value in Rupees (Millions)	Value in foreign currency	Value in Rupees (Millions)	Value in foreign currency	Value in Rupees (Millions)
Trade Receivables	USD	-	-	-	-	1,861.78	0.12
Trade Payables	USD	20,250.00	1.32	50,835.71	3.39	50,835.71	3.18

Mahindra Logistics Limited

Rs. in Millions

Annexure VI

Statement on Adjustments To Audited Financial Statements

The summary of results of restatements made in the financial statements for the respective years/period and its impact on the profit of the company is as follows:

Particulars	IND AS			IGAAP	
	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(A) Net Profit as per audited financial statements	**448.05**	**373.06**	**410.89**	**366.44**	**244.37**
(B) Adjustments for:	-	1.47	(9.94)	(0.58)	(0.16)
1. Adjustment due to change in Accounting Policy	-	1.47	(0.68)	(0.58)	(0.16)
2. IND AS Adjustments for Proforma Period			(9.26)		
(C) Deferred Tax Impact:	(0.29)	(0.51)	2.85	0.20	0.05
1. on Adjustment due to Change in Accounting Policy	-	(0.51)	0.24	0.20	0.05
2. on IND AS Adjustment for Proforma Period			2.61		
3. on higher deferred tax assets recognized on account of employees benefits.	(0.29)	-	-	-	-
Total Adjustments	(0.29)	0.96	(7.09)	(0.38)	(0.11)
Restated profit for the years/Period (A+B+C)	**447.76**	**374.02**	**403.80**	**366.06**	**244.26**

Mahindra Logistics Ltd
Annexure VII
Standalone Accounting ratios

	Particulars		IND AS			IGAAP	
			31-03-17	31-03-16	31-03-15	31-03-14	31-03-13
A.	**Earning Per Share (EPS) - Basic and Diluted**						
	Restated Net Profit / (Loss) as per Profit and loss for calculation of basic EPS (Rupees in million)		447.76	374.02	403.80	366.06	244.26
	Adjustment to Restated Net Profit / (Loss):						
	Effect of interim dividend on CCPS including dividend distribution tax (Rupees in million)		-	-	-	-	-
	Net Profit / (Loss) for calculation of basic EPS (Rupees in million)	A	447.76	374.02	403.80	366.06	244.26
	Weighted average number of equity shares for calculating basic EPS	B	6,79,99,279	6,79,99,279	5,91,13,192	5,78,49,080	5,77,00,000
	EPS (in Rupees) - Basic	**A/B**	6.58	5.50	6.83	6.33	4.23
	Restated Net Profit / (Loss) for calculation of diluted EPS (Rupees in million)	**C**	447.76	374.02	403.80	366.06	244.26
	Weighted average number of equity shares		6,79,99,279	6,79,99,279	5,91,13,192	5,78,49,080	5,77,00,000
	Effect of dilution		-	-	-	47,22,005	29,30,828
	Optionally convertible preference shares		-	-	-	-	-
	Compulsorily convertible preference shares		-	-	-	-	-
	Weighted average number of equity shares for calculating diluted EPS	**D**	6,79,99,279	6,79,99,279	5,91,13,192	6,25,71,085	6,06,30,828
	EPS (in Rupees) - Diluted	**C/D**	6.58	5.50	6.83	5.85	4.03
B.	**Return on Net Worth**						
	Restated Net Profit / (Loss) for the periods (Rupees in million)	E	447.76	374.02	403.80	366.06	244.26
	Net worth at the end of the periods (Rupees in million)	F	3,487.88	3,037.72	2,657.59	1,243.35	859.33
	Return on Net Worth (%)	**E/F*100**	12.84%	12.31%	15.19%	29.44%	28.42%
C.	**Net Asset Value Per Equity Share**						
	Net worth at the end of the periods (Rupees in million)	G	3,487.88	3,037.72	2,657.59	1,243.35	859.33
	Number of equity shares outstanding at the end of the periods inclusive of proportionate part of partly paid-up equity shares.	H	6,79,99,279	6,79,99,279	5,91,13,192	5,78,49,080	5,77,00,000
	Net Asset Value Per Equity Share (in Rupees)	**G/H*100**	51.29	44.67	44.96	21.49	14.89

Notes:
i) Formula:

Basic Earnings per share (Rupees) $= \frac{\text{Profit/Loss after tax (as restated)}}{\text{Weighted average number of equity shares}}$

Diluted Earnings per share (Rupees) $= \frac{\text{Profit/Loss after tax (as restated after adjustments for diluted)}}{\text{Weighted average number of equity shares}}$

Return on net worth (%) $= \frac{\text{Profit/Loss after tax (as restated)}}{\text{Net worth at the end of the periods}} \times 100$

Net Asset Value per equity share (Rupees) $= \frac{\text{Net worth at the end of the periods}}{\text{Total number of equity shares outstanding at end of the periods}}$

ii) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number.

iii) Net worth for ratios mentioned represents sum of Paid-up share capital, reserves and surplus (securities premium and surplus in the Statement of Profits and Losses).

iv) The figures disclosed above are based on the Restated Standalone Summary Statements of Assets and Liabilities of the Company.

Mahindra Logistics Limited
Annexure VIII
STANDALONE STATEMENT OF CAPITALISATION (Rs. In Millions)

Particulars	Pre issue as at 31st March 2017	Post Issue*
Borrowings		
Long term borrowings	-	-
Current Maturity of Long term borrowings	-	-
Short term borrowings	-	-
Total (A)	**-**	**-**
Shareholder's funds:		
Equity Share Capital	679.99	-
Reserves and Surplus	2,807.89	-
Total (B)	**3,487.88**	**-**
Debt /Equity (A/B)	**-**	

Note:-
* The Company is proposing an initial public offering through offer for sale. Hence there will be no change in the shareholders' funds post issue.

The above ratios has been computed on the basis of the Restated Summary Statement of Assets and Liablities as of 31 March 2017 on Standalone basis.

Subsequent to March 31, 2017, 15,81,273 partly paid-up Equity Shares of Re. 1 each and 40,774 partly paid-up Equity Shares of Rs. 2 each were made fully paid-up on July 7, 2017. This led to an increase in Equity Share Capital from Rs. 679.99 Millions as on March 31, 2017 to Rs. 694.55 Millions as on July 7, 2017 and increase in Securities premium reserve from Rs. 926.68 Millions as on March 31, 2017 to Rs. 933.01 Millions as on July 7, 2017.

Mahindra Logistics Limited

Tax shelter

Annexure IX (Rs. In millions)

Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate for the year ended:

Particulars	**31st March 2017**	**31st March 2016**	**31st March 2015**	**31st March 2014**	**31st March 2013**
a) Profit Before tax	**676.74**	**574.93**	**611.10**	**542.85**	**361.64**
b) Income Tax using the Company's domestic tax rate	234.21	198.97	207.71	184.51	117.33
c) Tax effect of :					
Disallowances					
-CSR expenditure	4.01	3.57	2.47	0.31	0.79
-Audit fee for Superannuation and Trust Audit	0.00	0.00	0.00	0.02	0.00
-Loss on Sale of Fixed assets	0.00	0.00	0.00	0.00	0.93
-ESOP expense	(6.08)	3.06	0.60	0.00	0.00
-Share issue expense	0.15	0.00	0.86	3.40	0.00
-Wealth tax	0.00	0.00	0.02	0.03	0.03
-Interest on short deduction	0.00	0.00	0.00	0.11	0.00
Exempt Income					
-Dividend income- Mutual Fund	(1.83)	(5.30)	(1.64)	0.00	0.00
Deduction under Income tax					
-Donations under Sec 80G	(1.07)	(0.89)	(0.61)	0.00	0.00
Change in Tax rate	0.00	0.00	(1.24)	0.00	(0.66)
	229.39	**199.41**	**208.17**	**188.38**	**118.42**
d) Adjustments recognised in the current year in relation to the current tax of prior years	(0.41)	1.50	(0.88)	(11.59)	(1.04)
Income tax expense recognised In profit or loss	**228.98**	**200.91**	**207.29**	**176.79**	**117.38**

Mahindra Logistics Limited
Annexure X
Details of Changes in accounting policy in last 5 years.

Change in accounting policy:

The Company has changed its policy of depreciating the non-movable assets or the assets which are attached to the lease-hold premises as stated in the restated financial statement.

Management believes that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets.

Accordingly, excess depreciation on account of change in the method of depreciation net of residual value of assets as on April 1, 2015 amounting to Rs.1.47 Millions is debited to the Statement of Profit and Loss in FY 2015-16.

(Rs. In Millions)

Particulars	**31-Mar-13**	**31-Mar-14**	**31-Mar-15**	**31-Mar-16**	**Adjustment to opening reserve FY 12-13**
Change in Accounting Policy					
Change in Method of Depreciation on Non Movable assets attached to Lease Hold Premises (A)	**0.16**	**0.58**	**0.68**	**(1.47)**	**0.06**
Furniture & Fittings	0.08	0.39	0.58	(1.05)	0
Plant & Machinery	0.08	0.19	0.14	(0.46)	0.06
Office & Factory Equipment	-	-	(0.04)	0.04	
Deferred Tax Impact on (A) above	0.05	0.20	0.24	(0.51)	0.02

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Restated Standalone Financial Statements and the Restated Consolidated Financial Statements, including the respective schedules, annexures and notes thereto, and the related auditors' examination reports thereon, included in the section titled "Financial Statements" on page 224. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in "Risk Factors" and "Business" on pages 20 and 136, respectively. Also see "Forward Looking Statements" on page 18.

Overview

We are one of India's largest* 3PL solutions providers in the Indian logistics industry which was estimated at ₹6.40 trillion in Fiscal 2017, according to the CRISIL Report. We believe that our competitive advantage is our "asset-light" business model pursuant to which assets necessary for our operations such as vehicles and warehouses are owned or provided by a large network of business partners. Our technology enabled, "asset-light" business model allows for scalability of services as well as the flexibility to develop and offer customized logistics solutions across a diverse set of industries. We operate in two distinct business segments, SCM and corporate PTS.

Our SCM business: We offer customized and end-to-end logistics solutions and services including transportation and distribution, warehousing, in-factory logistics and value added services to our clients. We operate our SCM business through a pan-India network comprising 24 city offices and over 350 client and operating locations as at May 31, 2017. We have a large network of over 1,000 business partners providing us vehicles, warehouses and the other assets and services for our SCM business. As at that date, we managed over 10.0 million square feet of warehousing space spread across our pan-India network of multi-user warehouses, built-to-suit warehouses, stockyards, network hubs and cross-docks. As at May 31, 2017, we operated in-factory stores and line-feed at over 35 manufacturing locations. Our "asset-light" business model along with our solutions design capabilities enables us to serve over 200 domestic and multinational companies operating in several industry verticals in India, including automobile, engineering, consumer goods, pharmaceuticals, e-commerce and bulk. We have sourced or developed our customized technology systems in order to provide innovative and cost-efficient solutions and to improve transparency and visibility for our clients.

Certain key clients for our SCM business include Volkswagen India Private Limited, Vodafone India Limited, Thermax Limited, JSW Steel Limited, Ashok Leyland Limited, Siemens Limited, Bosch Limited, BMW India Private Limited, 3M India Limited, and Mercedes-Benz India Private Limited.

In Fiscals 2017 and 2016, our SCM business won several prestigious awards including the "3PL Achiever of the Year 2017" award by Global Logistics Excellence Awards, the "CII Supply Chain and Logistics Excellence (SCALE) Award 2017" and the "3PL Company of the Year 2016" award by Logistics Asia Awards.

Our PTS business: We provide technology-enabled people transportation solutions and services across India to over 100 domestic and multinational companies operating in the IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. We offer our services through a fleet of vehicles provided by a large network of over 500 business partners. As at May 31, 2017, we operated our PTS business in 12 cities and over 120 client and operating locations across India.

Certain key clients in India for our PTS business include Tech Mahindra Limited and ANZ Support Services India Private Limited**.**

Our subsidiary, 2X2 Logistics, provides logistics and transportation services to OEMs to carry finished automobiles from the manufacturing locations to stockyards or directly to the distributors through specially

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* *On the basis of annual revenues.*

designed vehicles. Our other subsidiary, Lords, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters.

In Fiscals 2017, 2016 and 2015, our total consolidated revenue was ₹26,762.52 million, ₹20,771.25 million and ₹19,395.55 million, respectively. Our SCM and PTS businesses contributed 88.94% and 11.06%, respectively, to our total revenue from operations in Fiscal 2017. The revenues from operations of our SCM business attributable to non-Mahindra Group clients increased by a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015. Our Adjusted Profit after Tax increased by a CAGR of 22.26% to ₹600.41 million in Fiscal 2017 from ₹401.68 million in Fiscal 2015. In Fiscals 2017, 2016 and 2015, our profit after tax was ₹460.69 million, ₹359.68 million and ₹385.24 million, respectively and our Adjusted ROE (excluding Surplus Funds) was 33.77%, 39.95% and 89.55%, respectively. As at March 31, 2017, our long-term borrowings were ₹260.88 million and our Surplus Funds were ₹1,412.16 million (including cash and cash equivalents of ₹501.69 million). For definitions of Adjusted Profit after Tax and Adjusted ROE (excluding Surplus Funds) and Surplus Funds, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation*" on page 14.

The Mahindra Group is one of India's leading corporate groups and has operations across several industries and countries. The Mahindra Group has a strong presence in the utility vehicles, farm equipment, information technology, financial services, aerospace, real estate, hospitality and logistics sectors. The Mahindra Group's consolidated revenue and profits in Fiscal 2017 were ₹897.13 billion and ₹40.51 billion, respectively. As at May 31, 2017, M&M had a market capitalization of ₹879.68 billion. M&M is included by the Forbes magazine in its list of the "World's Biggest Public Companies (Global 2000 list)" for the year 2017. *(Source: Forbes magazine, as available on http://www.forbes.com/global2000/list/ as at July 31, 2017.)* In addition to being our anchor client, entities within the Mahindra Group have provided us access to their quality systems and corporate governance practices.

Prior to 2008, our business was operated as a division of M&M serving the transportation and distribution, warehousing and in-factory logistics requirements of M&M. Subsequently, this business was transferred to Mahindra Logistics Limited in 2008. In Fiscal 2014, we received investment from private equity firms Kedaara AIF and Normandy.

Principal Factors affecting our Financial Condition and Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section "*Risk Factors*" on page 20. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

Macroeconomic conditions in India and trends in the 3PL logistics industry

The demand for logistics services is significantly affected by, and highly dependent on, the general level of commercial activity and economic conditions in India. According to the GoI and the IMF, India's GDP grew at 7.60% in Fiscal 2016, up from 5.60% in Fiscal 2013. India is expected to remain the fastest growing major economy and become the fifth largest economy in the world by Fiscal 2020 supported by an ease in inflationary pressures as a result of a fall in global commodity prices, among other factors. According to the IMF, India's relatively young demographic profile and young labor force will create the potential to produce an additional 2.00% per capita GDP growth each year for the next 20 years.

According to PIB, as at May 2017, India's logistics costs, as a percentage of GDP, was 13-14%. CRISIL estimates that the size of the Indian logistics industry will grow at a CAGR of approximately 13.0% to ₹9.2 trillion in Fiscal 2020 from ₹6.4 trillion in Fiscal 2017. CRISIL Research has estimated that the size of the 3PL market in India will grow at a CAGR of approximately 19-21% by Fiscal 2020 on the basis of the current market share of 3PL service providers in various sectors. CRISIL expects the share of 3PL in the overall logistics market to increase from approximately 5.00% in Fiscal 2017 to approximately 7.00% by Fiscal 2020. The economic climate in India has further been characterized by increased public sector spending that has increased at a CAGR of 8.30% during the period between Fiscal 2012 to Fiscal 2016. Moreover, significant investments by the GoI to improve rail and road infrastructure are expected to improve the overall logistics scenario across India. According to the CRISIL Report, it is an increasingly visible trend for businesses in India to outsource their logistics related operations in favor of large and organized 3PL service providers. They provide long-term, strategic solutions such as supply chain design and consulting, access to multi-modal transportation as well as infrastructure services such as warehousing, cold storage, CFS/ICD among others, as well as relevant value added services including repackaging and reverse logistics in preference over 2PL or other smaller, unorganized players who offer limited transportation and warehousing services. The CRISIL Report expects the PTS industry to grow at a CAGR of 8.5-9.5% to ₹85-95 billion in Fiscal 2020, driven by the IT and ITeS sectors. We believe that our business growth would be further accelerated by these industry trends.

During periods of economic downturn, many companies reduce their logistics spend and we may also experience increased competitive pricing pressure. Any significant economic downturns, such as those in 2008 and 2009, in India or in the global markets could adversely affect our businesses and clients and contractual counterparties, especially if such a slowdown were to be continued and prolonged. In periods of high rates of inflation, our operating expenses may increase affecting our operating margins and cash flows. A slowdown in the Indian economic growth has occurred in the past, or may reoccur in the future, due to a variety of factors, including disruption in global financial and credit markets, global demand and supply patterns, escalation in prices of fuel and other commodities, political instability or government policy decisions such as the currency demonetization measures in 2016.

Effects of implementation of the GST regime

The GoI has implemented a national GST in July 2017, to replace the erstwhile multiple taxes with a comprehensive indirect tax on the manufacture, sale and consumption of goods and services at a national level. Under the erstwhile tax structure, a majority of our clients maintained small warehouses in every state which resulted in high inventory costs and other overheads.

The GST regime is expected to significantly change the Indian logistics industry and the manner in which it conducts business. The GST regime is expected to benefit the inter-state movement of goods. Businesses across several industries in India are expected to make their storage and transportation decisions on the basis of logistical efficiencies instead of their tax efficiency, which is likely to result in significant business opportunities for large, integrated logistics solutions providers who could gain larger volumes and nationwide contracts from clients. Furthermore, efficiencies achieved through the use of organized logistics partners will lead to lower freight costs and timely delivery of goods. A complete removal of check posts is likely to speed up transportation. According to the CRISIL Report, as logistical inefficiency and primary transport costs decline, the hub-and-spoke model is expected to proliferate and service levels will improve. This change in dynamics of the Indian logistics industry would enable us to aggregate state-based warehouses into large, regional warehouses that would offer cost and operational efficiency to clients.

CRISIL anticipates that unorganized operators will not be able to provide the required services and this may result in consolidation of the Indian logistics industry. The GST regime will provide large organized 3PL players an opportunity to offer value-added services, especially in the field of supply chain design and consultancy, by working in coordination with their clients to restructure and optimize their storage, logistics and supply chain systems. We intend to work in close coordination with certain existing clients who intend to rearrange their storage, logistics and related arrangements as well as target new clients by offering them our services. We are also in the process of setting up additional large format, multi-user warehouses in certain strategic, well-connected locations that take into consideration the demand patterns emerging, or likely to emerge, from implementation of GST.

The GST regime may however result in short-term disruptions to our clients' supply chain and operations that may in turn affect our revenues. The GST regime may also result in levy of certain additional taxes, which if not reimbursed by our clients, may adversely affect our business, financial condition and results of operations

For further details, see "*Industry Overview*", "*Our Business—Business Strategy*" and "Risks Factors—*Difficulties and uncertainties surrounding the implementation of a GST regime in India may adversely affect our business strategy*" on pages 117, 140 and 23, respectively.

Our relationship with the Mahindra Group and clients operating in the automotive industry

We depend significantly on entities within the Mahindra Group for our business. Entities within the Mahindra Group together constituted our largest client group and contributed 53.96%, 63.24% and 70.14% to our total revenue from operations in Fiscals 2017, 2016 and 2015, respectively. In addition to contributing significantly to our business, our association with the Mahindra Group also lends us the credibility which has assisted us in building long-standing relationships with a large number of our non- Mahindra Group clients and business partners as well as hire and retain industry talent. The experience we have gained in working with the Mahindra Group clients operating across different industry verticals has enabled us to understand the requirements and preferences of our non-Mahindra Group clients. It has also helped us design, operate, scale up and improve the quality of our service to our other clients. We believe that we benefit in reputational terms with clients throughout India, as well as in terms of access to capital and credit ratings, as a result of being a company associated with the Mahindra Group.

Since a significant portion of our Mahindra Group clients operate in the automotive industry, several of these clients also account for the revenues we earned from our automotive industry vertical which contributed 60.84%, 67.94% and 73.97%, respectively, to our total revenue from operations in Fiscals 2017, 2016 and 2015. Our business is significantly influenced by the performance of automotive industry. According to the CRISIL Report, the 3PL market for automobiles (including automotive components) is expected to grow at a rate of approximately 14-16% between Fiscals 2017 and 2020. Despite the current higher market share, especially in in-bound logistics, the 3PL market still has a sizeable opportunity to increase its share in outbound and in-factory logistics. The automotive industry tends to be affected directly by trends in the general economy such as consumer demand, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes, environmental, health and safety regulations, government policies and fuel prices.

Increase in business from non-Mahindra Group clients

Over the years, we have capitalized on our expertise and experience and have expanded our operations to add non-Mahindra Group clients. We believe that we have been successful in reducing our dependence on business from clients within the Mahindra Group. The revenue that we derived from non-Mahindra Group clients has increased to 46.04% of our total revenue from operations in Fiscal 2017 from 29.86% in Fiscal 2015, representing a 112.93% growth during this period. The revenues from our SCM business attributable to non-Mahindra Group clients increased at a CAGR of 64.45% to ₹9,527.75 million in Fiscal 2017 from ₹3,523.06 million in Fiscal 2015. We plan to continue to focus on increasing share of our business from non-Mahindra Group clients by offering our services to a higher number of new clients and leveraging our relationships with our existing clients to offer additional logistics services to them.

We have used, and intend to continue using, our asset light model to acquire large revenue clients and provide them with integrated, end-to-end solutions to address all their logistics requirements. This gives our clients flexibility and scalability in their operations along with time and cost efficiencies. We believe that focusing on a few clients allows us to manage and allocate our resources efficiently and enhance our ability to provide customized solutions. We also believe that this approach results in increased revenues and a higher rate of renewal of contracts and allows us to continue to grow our business. Conversely, this approach exposes to the risks relating to dependence on a limited number of clients. Changes in economic environment and other factors relating to the industry in which they operate could require our clients to decide to reduce spending on logistics services. We cannot assure you that our growth will continue at a rate similar to what we have experienced in the past. If we fail to expand at a sufficiently rapid pace, we may lose market share and potential clients to our competitors.

Diversification of sources of revenue

We intend to continue to strengthen our presence across industry verticals such as e-commerce, consumer, engineering and pharmaceuticals. The e-commerce, consumer goods, organized retail and engineering industry verticals are expected to have high 3PL potential and are expected to grow at rates of approximately 30-32%, 24-26%, 29-31% and 20-22%, respectively, between Fiscals 2017 and 2020, and represent a significant opportunity for 3PL service providers. The CRISIL Report expects the GST regime to bring about consolidation of warehouses in India, thereby providing opportunities for organized 3PL logistics service providers to manage complex distribution channels for companies operating in India in industry verticals such as consumer goods and pharmaceuticals which could result, in the long run, in changes for these industry verticals. CRISIL expects companies in the engineering industry vertical to increasingly prefer 3PL service providers due to their in-bound and in-factory logistics services as well as high levels of time-bound service and quality.

We will also explore opportunities for entry into certain other new business segments and opportunities that we anticipate will experience high growth in the near future. These extensions include cold chain solutions in pharmaceuticals, logistics centers in industrial parks, project logistics, over dimensional cargo, coastal shipping, inland waterways and multi-modal logistics in our SCM business. For further details, see "*Industry Overview*" and "*Our Business—Business Strategy—Continue to explore new business opportunities in new industry verticals and business segments*" on pages 117 and 142, respectively.

We believe these measures have helped us, and will continue to help us, diversify our operations beyond the automotive industry. Commensurate with the growth in our revenues from clients operating in other industry verticals, the revenue that we derived from clients in the automotive industry has reduced to 60.84% of the total revenue from operations in Fiscal 2017 from 73.97% in Fiscal 2015. However, until we diversify our sources of revenues to levels that our management considers to be acceptable, we will continue to be exposed to the aforementioned risk relating to dependence on the performance of the automotive industry.

Investments and advances in technology

We believe that our technological capabilities play a key role in helping us effectively manage our pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. We have made consistent investments in technology over the past several years. In addition to investments in software systems, we have invested in building the capabilities of our technology team, which now has experts in domains such as usability engineering, solution consulting and architecture, solution design and development, descriptive and predictive data modeling, product management and infrastructure management. We intend to continue to develop our technology systems to increase asset productivity, improve operating efficiencies, and strengthen our competitive position. We will continue to automate major processes in our business to improve process efficiency, reduce costs, and offer a differentiated value proposition to our clients. We may develop these technologies ourselves or source some of these from third party vendors. We may also pursue strategic alliances or acquisition opportunities in order to gain access to some of these technologies. For further details, see "*Our Business*" on page 136.

Our business could be affected if we fail to implement and maintain our technology systems or fail to upgrade or replace our technology systems to meet the demands of our clients and protect against system failures. Some of our existing technologies and processes in the business may become obsolete or perform less efficiently compared to newer and better technologies and processes in the future. The logistics industry could also experience unexpected disruptions from technology based start-ups.

Our network of business partners

We operate on the basis of an "asset-light" business model where we work with our business partners who provide us with the assets necessary for our operations such as vehicles, warehouses and other equipment as well as manpower. We have created a large network of business partners and as at May 31, 2017, worked closely with over 1,500 business partners across our SCM and PTS businesses. Our success depends, in part, on our ability to continue to expand our network of business partners consistent with the growth in the number of clients we serve and the industry verticals we operate in as well as the adequate and timely supply of assets necessary for our operations. We believe that our access to a large fleet of vehicles through our business partners allows us to provide flexibility, scalability and coverage of a large number of routes. Our success also depends on our ability to negotiate prices with our business partners.

We generally have long term business relationships with our business partners and several of them have grown their businesses with us. We have set up a business partner development and loyalty program to expand our existing network of business partners as well as to incentivize our existing business partners to contribute more assets while improving service quality and performance. We conduct periodic reviews with all business partners where quality, compliance, reliability and their business expansion plans are discussed. Our business partners' engagement program seeks to develop and maintain strong ties with all business partners. We also recognize our business partners through annual awards. We also support our business partners with necessary technology to implement GST compliance.

Events beyond our control or that of our business partners may also affect the cost or availability of vehicles and related equipment. Any non-availability or delays in obtaining vehicles and other related equipment or a shortage of business partners that meet our quality standards and other selection criteria may result in loss of orders or delays. Further, we do not have complete control over the quality of service offered by our business partners and they may fail to provide services at the level of quality or within the timeframe required by us or our clients. We may not be fully indemnified for any loss or damage that we may suffer as a result of the acts or omissions of our business partners.

Operating costs

We have witnessed significant growth in our business and operations over the past few years. As we continue to expand the size and scope of our businesses, optimizing our operating costs and maintaining operating efficiencies will critical to maintaining our competitiveness and profitability, particularly in view of the pricing pressures we face and the highly fragmented and competitive environment that we operate in.

Freight and related expenses paid to our business partners and service providers is a significant component of our operating expenses, which constituted 78.24%, 79.70% and 81.92%, respectively, of our total revenue in Fiscals 2017, 2016 and 2015. Our other operating expenses include labor and related expenses and employee benefit expenses, which together constituted 12.35%, 11.92% and 10.33%, respectively, of our total revenue in Fiscals 2017, 2016 and 2015. Labor and related expenses include the cost of labor deployed by us through third party contractors. Employee benefit expenses comprise salaries and wages, including bonus, share-based payments, contribution to provident and other funds and other staff welfare payments such as training, staff insurance and other welfare expenses. These expenses have continued to increase over the years as a result of annual wage increments as well as an increase in the headcount of our employees and third party manpower that we engage through our business partners, which reflects the effects of expansion of our business. Our total employees grew by 17.73%, 20.58% and 7.10%, respectively, in Fiscals 2017, 2016 and 2015.

Any significant increases in our operating expenses that we are unable to pass on to our clients through periodic revisions in our prices or otherwise absorb through changes in our operations could affect our profitability.

Our employees and third party skilled manpower are key to the success of our business. We and our business partners face considerable competition in attracting, recruiting and retaining skilled and experienced manpower. We have adopted, and expect to continue to adopt, strategies to optimize our operating costs and enhance our operating efficiencies which include reorganization of our businesses in a manner that facilitates optimum utilization of our employees and other skilled manpower, our investments in a scalable and flexible asset-light business model, enhancements in our technological capabilities as well as standardization or outsourcing of certain processes and functions.

Competition

We operate in a very competitive industry, dominated by a large number of unorganized players. Many segments within the logistics industry are highly commoditized and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation. We have, and may continue to face, competition from other organized and unorganized third party logistics or people transport providers (including our business partners). Our levels of service, as well as performance of our services in a timely, reliable, safe and secure manner, are important competitive factors. Our success also depends on our ability to anticipate, understand and address the preferences of our existing and prospective clients as well as to understand evolving industry trends. Our competitors may successfully attract our clients by matching or exceeding what we offer. Among other things, our competitors may:

- reduce, or offer discounts on, their prices to gain business; matching their prices may increase our costs and limit our ability to maintain our operating margins or growth rate; or
- benefit from greater economies of scale if they are larger than us and operating efficiencies such as a broader logistics network, a wider range of services, larger brand recognition or greater financial resources than we do, and may be able to devote greater resources to pricing and promotional programs.

Certain other competitive factors include, among others, the development of an operational model or technology which is similar or superior to ours by a competitor and the entry of global logistics players in the industry segments we operate in.

Important Note on Transition from Indian GAAP to Ind AS and its Impact on the Preparation and Presentation of the Restated Financial Statements

We have transitioned to Ind AS accounting principles with effect from April 1, 2015 and have prepared our Restated Standalone Financial Statements and the Restated Consolidated Financial Statements for the Fiscals 2017, 2016 and 2015 included in this Draft Red Herring Prospectus, in accordance with Ind AS, SEBI Ind AS Transition Circular and the SEBI ICDR Regulations. We will prepare our financial statements in the future in accordance with Ind AS. Our Restated Standalone Financial Statements and the Restated Consolidated Financial

Statements for the Fiscals 2014 and 2013 included in this Draft Red Herring Prospectus have been prepared in accordance with Indian GAAP.

Overall Principle

We have prepared the opening balance sheet as per Ind AS as at April 1, 2015 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Indian GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognized assets and liabilities. However, this principle is subject to the certain exceptions and certain optional exemptions availed by us.

Exemptions Applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. We have applied certain exemptions, details of which are available below and in the notes to the Restated Consolidated Financial Statements included in the section "*Financial Statements*" beginning on page 224.

Deemed cost for property, plant and equipment, investment property, and intangible assets

We have not opted for the exemption available under Ind AS for using Indian GAAP for determining carrying value of all our property, plant and equipment, and intangible assets being recognized at deemed cost as at April 1, 2015 (the transition date).

Determining whether an arrangement contains a lease

We have applied Appendix C of Ind AS 17 to determine whether an arrangement contained a lease arrangement existing at the transition date on the basis of facts and circumstances existing at that date.

Derecognition of financial assets and financial liabilities

We have applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after April 1, 2015 (the transition date).

Impairment of financial assets

We have applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, we have used reasonable and supportable information that is available without undue cost or effort to determine the credit risk as at the date that financial instruments were initially recognized in order to compare it with the credit risk as at the transition date. Further, we have not undertaken an exhaustive search for information when determining, as at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

Past business combinations

We have elected not to apply Ind AS 103 (Business Combinations) retrospectively to past business combinations that occurred before the transition date of April 1, 2015. Consequently, we have kept the same classification for the past business combinations as in our Indian GAAP financial statements. We have not recognized assets and liabilities that were not recognized in accordance with Indian GAAP in the consolidated balance sheet of the acquirer and would also not qualify for recognition in accordance with Ind AS in the separate balance sheet of the acquiree. We have excluded from our opening balance sheet those items recognized in accordance with Indian GAAP that do not qualify for recognition as an asset or liability under Ind AS. We have tested the goodwill for impairment at the transition date based on the conditions as at the transition date. The effects of the above adjustments have been given to the measurement of non-controlling interests and deferred tax.

Effect of Ind AS adoption

The effect of our transition to Ind AS is summarized as follows:

- Transition elections; and

- Reconciliation of equity and profit and loss as previously reported under Indian GAAP to Ind AS.

I. Transition elections

Below is the list of adjustments of transition election adopted by us on transition date.

- Fair valuation of unvested ESOPs;
- De-recognition requirement of financial assets and financial liabilities; and
- Fair valuation of financial assets and financial liabilities.

II. Reconciliation of Equity and Profit as previously reported under Indian GAAP to Ind AS

Reconciliation of Equity as on March 31, 2016 and April 1, 2015	**As at March 31, 2016 (end of the last period presented under Indian GAAP)** (₹ *million*)	**As at April 1, 2015 (Date of Transition to Ind AS)** (₹ *million*)
Equity as reported under Indian GAAP	**3,017.75**	**2,653.32**
Ind AS: Adjustments Increase (decrease):		
Fair Value of Current Investment	0.65	2.00
Discounting of deposits given	(0.47)	(0.47)
Discounting of deposits received	0.34	0.34
Unvested ESOP's Reserve	17.56	8.72
Effect of fair valuation of unvested ESOPs	(17.56)	(8.72)
Expected Credit Loss on trade receivable	-	(11.01)
Deferred Income Tax	(0.13)	3.16
Unwinding interest income on discounting of deposits given	4.15	-
Rent expense on discounting of deposits given	(4.31)	-
Interest expense on discounting of deposits received	(1.39)	-
Rental income on discounting of deposits received	1.36	-
Equity as reported under Ind AS	**3,017.95**	**2,647.34**

Reconciliation of Profit for the year ended 31st March, 2016	**Profit before Tax in Fiscal 2016** (₹ *million*)
Profit under Indian GAAP	**358.67**
Ind AS: Adjustments increase (decrease)	-
Effect of fair valuation of ESOP reserve	(8.84)
Unwinding Interest income on Discounting of deposits	4.15
Rent expenses on discounting of deposits	(4.31)
Interest expenses on discounting of deposits	(1.39)
Rental Income on discounting of deposits	1.36
Expected Credit loss on trade receivables	11.01
Fair Value of Current Investment	(1.35)
Actuarial (Gain) /Loss	2.71
Other comprehensive Income	(2.71)
Tax Impact on above items	(3.29)
Total adjustment to profit or loss	**356.01**

Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of our financial statements is set out in the notes to the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements included elsewhere in this Draft Red Herring Prospectus.

Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) as on the date of financial statements and the reported income and expenses during the reporting period. We believe that the estimates used in the preparation of the Restated Consolidated Financial Statements are prudent and reasonable. Any revision to accounting estimates is recognized prospectively in current and future periods.

Our principal accounting policies are summarized below.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

Rendering of services

Income from logistics services rendered is recognized on the completion of the services as per the terms of the contract. Revenue is recognized to the extent that it is probable that the economic benefits will flow to us and the revenue can be reliably measured.

Dividend and interest income

Dividend income from investments is recognized when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to us and the amount of income can be measured reliably.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to us and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Sale of Goods

Sale of products is recognized when the products are dispatched which coincides with the transfer of risk and rewards to the buyer of products. Sales are exclusive of sales tax and sales returns.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of our Company and the financial statements of the entities (including structured entities) controlled by our Company or its subsidiaries. Control is achieved when our Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls control an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When our Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not its voting rights in an investee are sufficient to give it power, including:

- the size of our Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by our Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that our Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when we obtain control over the subsidiary and ceases when we lose control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date we gain control until the date when we cease to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to our owners and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to our owners and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with our accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between our members are eliminated in full on consolidation.

Property, plant and equipment

All property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the assets carrying amount or recognized as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the straight line method in accordance with the useful lives specified in Part – C of Schedule II of the Companies Act on a pro-rata basis except in the case of:

- Certain items of plant and machinery individually costing more than ₹5,000 - over their useful lives ranging from two years to 10 years as determined by us and also based on the contractual arrangements wherever applicable.
- Mobile phones in two years.
- Motor cars in five years.
- Assets capitalized which are attached to the leasehold office premises shall be depreciated up to 75.00% of its value over the lease period assuming a realizable value of 25.00% after the end of original lease period. In case of an extension of a lease period, the remaining 25.00% will be depreciated over the extended period of lease.
- Horse portion of a vehicle is depreciated over five years based on our experience in handling similar kind of assets.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from ‘profit before tax’ as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Our 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 is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where we are able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, 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 we expect, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively

Earnings Per Share

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as prescribed in Ind AS 33 related to earning per share.

Intangible assets

Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.
Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Useful lives of intangible assets

The expenditure incurred is amortized over three to ten financial years equally commencing from the year in which the expenditure is incurred.

Employee benefits

Retirement benefit costs and termination benefits

Defined Contribution Plan: Our contributions paid/payable during the year to the superannuation fund, ESIC, provident fund and labor welfare fund are recognized in the Statement of Profit and Loss.

Defined Benefits: For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement.

We present the first two components of defined benefit costs in profit or loss in the line item “Employee benefits expense”. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in our defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries. Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made us in respect of services provided by employees up to the reporting date.

Segment Accounting

Our CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in financial statements.

Identification of operating segments

The operating segments have been identified based on its services and has two reportable segments, as follows:

Supply Chain Management: goods transportation service, including warehouse management services, line feeding activity and freight forwarding, etc.

People Logistics: people transportation service.

Accounting of operating segments

Accounting policies adopted for segment reporting are in line with our accounting policies. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and expenses, have been included under “Unallocated Corporate Expenses/Eliminations”.

Share-based payment arrangements

Equity-settled share-based payments to employees and others are measured at the fair value of the equity instruments at the grant date.

Details regarding the determination of the fair value of equity-settled share-based transactions

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 our estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, we revise our estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Financial instruments

Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortized cost and fair value through profit or loss ("**FVTPL**"), the exchange differences are recognized in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at fair value through other comprehensive income ("**FVTOCI**") relating to changes in foreign currency rates are recognized in other comprehensive income.
- For the purposes of recognizing foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortized cost. Thus, the exchange differences on the amortized cost are recognized in profit or loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income.

Summary of Results of Operations

Set forth below is our statement of profit and loss as per our Restated Consolidated Financial Statements for Fiscals 2017, 2016 and 2015.

	Fiscal 2017		**Fiscal 2016**		**Fiscal 2015**	
Particulars	*(₹ million)*	*Percentage of total revenue (%)*	*(₹ million)*	*Percentage of total revenue (%)*	*(₹ million)*	*Percentage of total revenue (%)*
Revenue						
Revenue from operations	26,665.87	99.64	20,639.33	99.36	19,308.96	99.55
Other income	96.65	0.36	131.92	0.64	86.59	0.45
Total revenue	26,762.52	100.00	20,771.25	100.00	19,395.55	100.00
Expenses						
Employee benefit expense	1,882.98	7.04	1,508.85	7.26	1,228.34	6.33
Finance costs	34.88	0.13	13.19	0.06	3.65	0.02
Depreciation and amortization expense	146.07	0.55	82.64	0.40	60.37	0.31
Other expenses	24,020.40	89.75	18,607.09	89.58	17,510.86	90.28
Total Expenses	26,084.33	97.47	20,211.77	97.31	18,803.22	96.94
Profit Before Tax	678.19	2.53	559.48	2.69	592.33	3.06
Taxation						
Current tax	261.07	0.98	215.98	1.04	224.44	1.16
Deferred tax	(40.64)	(0.15)	(16.18)	(0.08)	(17.32)	(0.09)
MAT Credit Entitlement	(2.93)	(0.01)	-	-	(0.03)	(0.00)
Total Tax Expense	217.50	0.81	199.80	0.96	207.09	1.07
Profit for the Period/Year	460.69	1.72	359.68	1.73	385.24	1.99
Other Comprehensive Income:						
Other Comprehensive Income (net of tax)	(4.16)	(0.01)	(2.70)	(0.01)	(1.04)	(0.01)
Total Comprehensive Income for the Year	456.53	1.71	356.98	1.72	384.20	1.98

Set forth below are details of certain performance indicators by which we measure and analyze our financial performance, for the periods indicated.

Particulars	Fiscal 2017 (₹ million, where applicable)	Fiscal 2017 Percentage of total revenue (%)	Fiscal 2016 (₹ million, where applicable)	Fiscal 2016 Percentage of total revenue (%)	Fiscal 2015 (₹ million, where applicable)	Fiscal 2015 Percentage of total revenue (%)
Adjusted Profit before Tax$^{\infty}$	883.88	3.30	621.05	2.99	617.61	3.18
Adjusted Profit after Tax$^{\infty\infty}$	600.41	2.24	399.26	1.92	401.68	2.07
Average equity	3,285.87	-	2,864.40	-	1,962.46	-
ROE (%)*	14.02	-	12.56	-	19.63	-
Adjusted ROE (%)**	18.27	-	13.94	-	20.47	-
Adjusted ROE (excluding Surplus Funds) (%)***	33.77	-	39.95	-	89.55	-

$^{\infty}$ *Adjusted Profit before Tax refers to profit before tax in a given period, after excluding the fees we paid to a reputable strategic consultancy firm (the "**Fixed Term Strategic Consulting Services Fees**" or "**FTSCSF**") amounting to ₹205.69 million, ₹61.57 million and ₹25.28 million in Fiscals 2017, 2016 and 2015, respectively, in connection with a business transformation exercise we commenced in Fiscal 2015, from the legal and professional fees.*

$^{\infty\infty}$*Adjusted Profit after Tax" refers to profit after tax in a given period, after excluding FTSCSF (post tax) from the legal and professional fees (post tax).*

** ROE is equal to profit after tax divided by the average equity, and is expressed as a percentage.*

*** Adjusted ROE is equal to Adjusted Profit after Tax divided by the average equity, and is expressed as a percentage.*

**** Adjusted ROE (excluding Surplus Funds) is equal to profit after tax divided by the average equity, and is expressed as a percentage. The profit after tax, as employed for calculating Adjusted ROE (excluding Surplus Funds), excludes FTSCSF (post tax) from the legal and professional fees (post tax), interest on income tax refund as well as the income generated from average Surplus Funds (post tax).*

"Surplus Funds" includes cash and cash equivalents, bank deposits with more than 12 months maturity, investments in mutual funds and loans and advances to certain related parties.

Set forth below are details of our Surplus Funds, for the periods indicated.

Surplus Funds	Fiscal 2017 (₹ million, where applicable)	Fiscal 2016 (₹ million, where applicable)	Fiscal 2015 (₹million, where applicable)
Cash and bank balances	501.69	236.28	520.96
Other bank balance	-	600.00	500.00
Bank deposits with more than 12 months' maturity	80.08	80.06	0.06
Investments in mutual funds	580.39	680.85	1,103.24
Loans and advances to certain related parties	250.00	270.00	100.00
Total	**1,412.16**	**1,867.19**	**2,224.26**

Principal Components of Income Statement

Set forth below is a table illustrating our total revenue in the periods indicated:

Particulars	Fiscal 2017 Total revenue (₹ million)	Fiscal 2017 Percentage of total revenue (%)	Fiscal 2016 Total revenue (₹ million)	Fiscal 2016 Percentage of total revenue (%)	Fiscal 2015 Total revenue (₹ million)	Fiscal 2015 Percentage of total revenue (%)
Revenue from operations						
- Revenue from rendering of services	26,661.61	99.62	20,628.65	99.31	19,287.85	99.44
- Other operating revenue	4.26	0.02	10.68	0.05	21.11	0.11
Other income						
- Interest Income	70.45	0.26	92.90	0.45	70.21	0.36
- Dividend Income	5.30	0.02	15.32	0.07	4.85	0.03
- Miscellaneous Income						
- Net gain/(loss) arising on financial assets carried at FVTPL	5.36	0.02	16.13	0.08	2.03	0.01
- Net gain/(loss) arising on financial liabilities carried at amortized cost	1.36	0.01	1.36	0.01	1.46	0.01
- Gain on exchange fluctuation	2.95	0.01	-	0.00	3.42	0.02

- Other income	11.23	0.04	6.21	0.03	4.62	0.02
Total	26,762.52	100.00	20,771.25	100.00	19,395.55	100.00

Revenue represents income from our provision of services in the ordinary course of our businesses. Revenue is shown net of taxes, returns and discounts and after inter-segment eliminations. Our total revenue comprises revenue from operations and other income. Our revenue from operations includes revenue from rendering of services and other operating revenue.

Revenue from rendering of services includes two principal businesses: (i) supply chain management business, and (ii) people transport solutions business. Set forth below is a table illustrating the breakdown of our revenue from operations, across the business segments that we operate in, for the periods indicated.

	Fiscal 2017		**Fiscal 2016**		**Fiscal 2015**	
	Amount	**Percentage of total revenue from operations**	**Amount**	**Percentage of total revenue from operations**	**Amount**	**Percentage of total revenue from operations**
	(₹ million)	(%)	*(₹ million)*	(%)	*(₹ million)*	(%)
Revenue from operations						
SCM business	23,715.37	88.94	18,138.52	87.88	16,789.49	86.95
PTS business	2,950.50	11.06	2,500.81	12.12	2,519.47	13.05
Revenue from operations (A)	**26,665.87**	**100.00**	**20,639.33**	**100.00**	**19,308.96**	**100.00**
Direct costs						
SCM business	21,897.18	82.12	16,825.36	81.52	15,601.04	80.80
PTS business	2,653.23	9.95	2,268.17	10.99	2,291.31	11.87
Total direct costs (B)	**24,550.41**	**92.07**	**19,093.53**	**92.51**	**17,892.35**	**92.66**
Gross margins (C= A – B)	**2,115.46**	**7.93**	**1,545.80**	**7.49**	**1,416.62**	**7.34**

Set forth below is a table providing a breakdown of our revenue from operations across two broad categories of client segments that we operate in (i.e., automotive and non-automotive), for the periods indicated.

	Fiscal 2017		**Fiscal 2016**		**Fiscal 2015**	
	Amount	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**	**Amount**	**Percentage of revenue from operations**
Revenue from operations	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Automotive	16,222.51	60.84	14,022.49	67.94	14,283.20	73.97
Non-Automotive	10,443.36	39.16	6,616.84	32.06	5,025.76	26.03
Revenue from operations	**26,665.87**	**100.00**	**20,639.33**	**100.00**	**19,308.96**	**100.00**

Supply chain management business

Our principal business is the SCM business, revenues from which represented 88.94%, 87.88% and 86.95%, respectively, of our revenues from operations in Fiscals 2017, 2016 and 2015.

As part of our SCM business, we consult with, and design supply chain solutions for our clients' which range from transportation (which may be network-based or a bespoke operation), warehousing (including multi-user as well as built-to-suit facilities), in-factory logistics (in order to effectively manage the movement and storage within a manufacturing facility), international freight forwarding and certain value added services (such as packaging, bundling, quality checks and kit-building).

We charge our clients based on the weight and volume characteristics of the cargo as well as the distance over which they are required to be transported. These rates are mutually agreed and are modified from time to time depending on various factors, including adjustments for increases in operating costs. We pass on any increases in fuel costs and increase in operational costs to our clients through corresponding increases in our base freight rate. In addition to the base freight, there are certain additional charges including loading and unloading charges, toll charges, pick-up and delivery charges. Income from transportation services is recognized on the completion of the services as per the terms of contract.

We provide multi-user and built-to-suit warehousing services, with a focus on providing high quality services and helping our clients with value added services, such as packaging, bundling and quality checks. In relation to in-factory logistics, we manage, for our clients, the storage of input materials and semi-finished goods, the building of kits, the arrangement of such materials in sequence, and the sending of such kits or materials to our clients' production or manufacturing lines. Our in-factory logistics work in coordination with our clients' production and line schedules by offering sequencing, kits and trolley loading according to our clients' requirements. Revenue from these services is primarily driven by the size and location of warehousing space, deployment of manpower and equipment, among other factors.

Our freight forwarding services offered through our subsidiary, Lords, include airfreight and ocean freight operations, customs clearance operations, airfreight inbound and outbound services, project cargo services, full container load and less than container load services.

Our subsidiary, 2X2 Logistics, own and operates specially designed car carriers to offer outbound logistics solutions to serve automobile original equipment manufacturers.

People transport solutions business

Revenue from our PTS business represented 11.06%, 12.12% and 13.05%, respectively, of our revenues from operations in Fiscals 2017, 2016 and 2015.

Revenue from PTS business is derived from contractual arrangements with large companies which cater to their daily employee transportation (i.e., pick-up and drop-off) requirements.

We endeavor to maximize utilization and revenue per passenger vehicle. Income from our PTS business is recognized on the completion of services as per the terms of contract.

Set forth below is a breakdown of our revenue from operations from our major products and services.

Revenue from operations	**Fiscal 2017** (₹ *million*)	**Fiscal 2016** (₹ *million*)	**Fiscal 2015** (₹ *million*)
Transportation	20,254.47	15,573.70	14,462.13
Warehousing and other related activities	3,299.49	2,408.69	2,059.54
People logistics	2,950.50	2,500.81	2,519.47
Total	**26,504.46**	**20,483.20**	**19,041.14**

Other operating revenue

Our other operating revenue is derived from providing services involving management of certain distribution activities for our clients.

Other income

Other income comprises interest income (including interest on advances to our business partners), dividend income and miscellaneous income. Miscellaneous income comprises of capital gains from investments in mutual funds carried at fair value through profit and loss, unwinding interest on discounting of deposits, income arising from exchange rate fluctuations and write backs, among others.

Expenses

Expenses comprises of (i) employee benefits expenses; (ii) finance costs; (iii) depreciation and amortization expense and (iv) other expenses.

Other Expenses

Other expenses include freight and related expense, labor and related expense, rent including lease rentals, warehouse and related expenses, legal and professional costs, hire and service charges, travelling and conveyance expenses, vehicle running expenses, provision for expected credit loss on trade and other receivables, provision for doubtful advance, power and fuel, expenditure on corporate social responsibility, advertisement, repairs and maintenance, auditors remuneration and out of pocket expenses and other operating expenses.

Other expenses constituted 89.75%, 89.58% and 90.28%, respectively, of our total revenue in Fiscals 2017, 2016 and 2015. Our principal other expenses include:

- Freight and related expenses paid to our asset-based business partners and service providers is a significant component of our operating expenses. Furthermore, fuel adjustments provisions in our contractual arrangement with our asset-based business partners and service providers make us susceptible for any increase in fuel costs. The historical relationship of freight expenses to revenues has, however, remained relatively consistent, demonstrating our ability to pass any cost increase to our clients, through periodic base cargo rate revisions in relation to our SCM business and transportation rate revisions in relation to our PTS business. This also includes loading and unloading charges, cargo handling charges, custom clearing charges and toll charges, among others, incurred in connection with our SCM business and PTS business, as applicable. Some of these charges are passed on to our clients directly. In Fiscals 2017, 2016 and 2015, costs associated with freight and other related expenses constituted 78.24%, 79.70% and 81.92%, respectively, of our total revenue.

- Labor and related expenses, includes the cost of labor deployed by us through third party contractors, including their insurance charges, uniform and safety gear, among others. In Fiscals 2017, 2016 and 2015, costs associated with labor and other related expenses constituted 5.31%, 4.65% and 4.00%, respectively, of our total revenue.

- Rent expenses include expenses incurred for payment of lease rentals for warehouses, stockyards and cross docks, which are directly attributable to revenue from such activities, and for our office premises. We expect our rent expenses to increase as we expand our operations through establishment of additional branches and warehouses. In Fiscals 2017, 2016 and 2015, costs associated with rent including lease rentals constituted 1.49%, 1.62% and 1.52%, respectively, of our total revenue.

- Warehouse and related expenses includes warehouse management charges, warehouse maintenance charges and consumables. In Fiscals 2017, 2016 and 2015, warehouse and related expense constituted 0.99%, 0.81% and 0.64%, respectively, of our total revenue.

- Legal and professional fees constituted 1.06%, 0.66% and 0.40%, respectively, of our total revenue in Fiscals 2017, 2016 and 2015. Legal and professional fees included the Fixed Term Strategic Consulting Services Fees. The terms of our arrangement with such strategic consultancy firm require us to continue to make payment of Fixed Term Strategic Consulting Services Fees until Fiscal 2018.

- Other expenses include vehicle running expenses, hire and service charges, repairs and maintenance expenses includes scheduled and unscheduled maintenance for our vehicles, machinery, buildings and other equipment as well as expenses relating to travelling and conveyance, power and fuel expenses, payment to auditors, advertisement and business promotion, loss on sale or discarding of fixed assets, write off of advances and bad debt, any provision for doubtful advances and debt, expenditure on corporate social responsibility, and miscellaneous expenses. In Fiscals 2017, 2016 and 2015, costs associated with vehicle running expenses, hire and service charges, repairs and maintenance constituted 2.66%, 2.14% and 1.80%, respectively, of our total revenue.

Expenses that are primarily fixed in nature include rental expenses, vehicles taxes, insurance costs and depreciation. Expenses that have both fixed and variable components include employee costs, as well as maintenance of vehicles, plant and machinery, buildings and others.

Employee Benefits Expense

Employee benefit expenses comprise (i) salaries and wages, including bonus; (ii) contribution to provident and other funds; (iii) gratuity, (iv) equity-settled share-based payments and (v) staff welfare expenses. In Fiscals 2017, 2016 and 2015, employee benefit expenses were 7.04%, 7.26% and 6.33%, respectively, of our total revenue. All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees. Our contribution to provident fund and employee state insurance scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the statement of profit and loss. We have categorized our provident fund and the employee state insurance scheme as a defined contribution plan since we have no further obligations beyond these contributions. Our liability towards gratuity, comprising defined benefit plans and compensated absences, comprising other long-term benefit plans is accounted for on the basis of an independent actuarial valuation done periodically. Service costs and net interest expense are charged to statement of profit and loss, and actuarial gains/losses are charged to the other comprehensive income. Gratuity liability is funded annually by payments to Life Insurance Corporation of India. Staff welfare expenses include training, staff insurance and other welfare expenses, among others.

Finance Costs

Finance costs primarily include interest expense on term and working capital facilities and unwinding of security deposits received. In Fiscals 2017, 2016 and 2015, finance costs constituted 0.13%, 0.06% and 0.02%, respectively, of our total revenue.

Depreciation and Amortization

Depreciation/amortization expenses include depreciation of tangible assets and amortization of intangible assets. Tangible assets include vehicles, office equipment, plant and machinery, computers, furniture, fixtures, leasehold improvements, among others. Intangible assets primarily include expenditure on software. In Fiscals 2017, 2016 and 2015, depreciation and amortization expenses constituted 0.55%, 0.40% and 0.31%, respectively, of our total revenue.

Depreciation charge was adjusted for the written down value of the fixed assets (net of residual value), which have no balance useful life in accordance with Schedule II to the Companies Act as at March 31, 2015. These balances (net of deferred tax benefit of ₹1.95 million) have been adjusted against the general reserve as at March 31, 2015.

Taxation

Tax expenses comprise current tax (amount of tax for the period determined in accordance with the income tax laws in India) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against the deductible temporary differences that can be utilized. Deferred tax are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain, as the case may be, to be realized.

Tax credit is recognized in respect of Minimum Alternate Tax ("**MAT**") as per the provisions of Section 115JB of the Income Tax Act, 1961 based on convincing evidence that our Company will pay normal income tax within the statutory time frame and is reviewed at each Balance Sheet date.

Restatement Adjustments

The following table illustrates the impact of changes as a result of restatement on the summary of restated profit and loss account:

	Fiscal				
	2017	**2016**	**2015**	**2014**	**2013**
Particulars	(₹ *million*)	(₹ *million*)	(₹ *million*)	(₹ *million*)	(₹ *million*)
Net profit as per audited financial statements	**460.98**	**358.72**	**392.20**	**366.53**	**244.35**
Adjustments for	**-**	**1.47**	**(9.84)**	**(0.58)**	**(0.16)**
- Adjustment as a result of change in accounting policy	-	1.47	(0.68)	(0.58)	(0.16)
- Ind AS adjustments for pro-forma period	-	-	(9.16)	-	-
Tax impact	**(0.29)**	**(0.51)**	**2.88**	**0.20**	**0.05**
- On adjustment as a result of change in accounting policy	-	(0.51)	0.24	0.20	0.05
- On Ind AS adjustment for pro-forma period	-	-	2.64	-	-
- On higher deferred tax assets recognized on accounts of employee benefits.	(0.29)	-	-	-	-
Short / (excess) provision of income taxes of earlier years	-	-	-	-	-
Total adjustments	**(0.29)**	**0.96**	**(6.96)**	**(0.38)**	**(0.11)**
Restated profit for the years / period	**460.69**	**359.68**	**385.24**	**366.15**	**244.24**

Significant Adjustments relating to prior years

1. Adjustment as a result of change in accounting policy

We changed our accounting policy of depreciating the non-movable assets or the assets which are attached to leasehold premises to a policy where the asset will be depreciated up to 75.0% of its value over the lease period assuming a realizable value of 25.0% after the end of original lease period. In case of an extension of a lease period, the remaining 25.0% will be depreciated over the extended period of lease. We believe that this change will result in more appropriate presentation and will give a systematic basis of depreciation charge, representative of the time pattern in which the economic benefits will be derived from the use of these assets. An adjustment was made to the relevant figures in Fiscals 2016, 2015, 2014 and 2013, as a result of this change in accounting policy.

2. Adjustments as a result of Ind AS pro-forma period

Adjustments have mainly arisen as a result of Ind AS pro-forma period in Fiscal 2015. A significant adjustment of ₹(9.16) million was recorded in Fiscal 2015 as a result of fair valuation of ESOP and mutual funds, provision for expected credit loss on trade receivables and valuation of financial assets and financial liabilities at amortized cost.

3. Tax impact on adjustment as a result of change in accounting policy

Adjustments have arisen from taxes incurred as a result of a change in accounting policy in Fiscals 2016, 2015, 2014 and 2013. For further details, see "—*Adjustments as a result of change in accounting policy*" above.

4. Tax impact as a result of Ind AS adjustment for pro-forma period

Adjustment has arisen from taxes incurred as a result of Ind AS pro-forma period adjustment in Fiscal 2015. An adjustment of ₹2.64 million was recorded in Fiscal 2015. For further details, see "—*Adjustments as a result of Ind AS pro-forma period*" above.

5. Tax impact on higher deferred tax assets recognized on account of employees benefits.

Adjustment has arisen as a result of higher deferred tax assets recognized in Fiscal 2017. An adjustment of ₹0.29 million was recorded in Fiscal 2017.

Fiscal 2017 Compared to Fiscal 2016

Revenue from operations

Our revenue from operations increased by 29.20% to ₹26,665.87 million in Fiscal 2017 from ₹20,639.33 million in Fiscal 2016 as a result of an increase in the size of operations in our business.

Revenue from rendering of services

Set forth below is a table providing a breakdown of our revenue from rendering of services across two broad categories of client segments that we operate in (i.e., automotive and non-automotive), for the periods indicated.

	Fiscal 2017		**Fiscal 2016**	
	Amount	**Percentage of total revenue from rendering of services**	**Amount**	**Percentage of total revenue from rendering of services**
Revenue from rendering of services	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Automotive	16,222.51	60.85	14,022.49	67.98
Non-Automotive	10,439.10	39.15	6,606.16	32.02
Total revenue from rendering of services	**26,661.61**	**100.00**	**20,628.65**	**100.00**

<u>SCM business</u>

Revenues from our SCM business increased by 30.80% to ₹23,711.11 million in Fiscal 2017 from ₹18,127.84 million in Fiscal 2016, primarily due to increase in the revenues from our SCM business that we derived from non-Mahindra Group clients which increased to ₹9,523.49 million in Fiscal 2017 from ₹5,269.66 million in Fiscal 2016, representing a 80.72% growth during this period and reflecting an increase in demand for our services. This increase in revenue from non-Mahindra Group clients was primarily a result of an increase in revenues from existing clients in the automotive, telecom, e-commerce, consumer and pharmaceuticals industries as well as an increase in revenue from new clients in the bulk industry.

Our transportation revenue increased by 30.06% to ₹20,254.47 million in Fiscal 2017 from ₹15,573.70 million in Fiscal 2016. Our warehousing, in-factory logistics and other services revenue increased by 36.98% to ₹3,299.49 million in Fiscal 2017 from ₹2,408.69 million in Fiscal 2016.

PTS business

The revenues from our PTS business increased by 17.98% to ₹2,950.50 million in Fiscal 2017 from ₹2,500.81 million in Fiscal 2016. We earned additional revenues from our PTS business due to the addition of new clients operating in the IT and ITeS industries as well as the increased scope of our services that we were able to offer our existing clients.

Other operating revenue

Other operating revenue decreased by 60.11% to ₹4.26 million in Fiscal 2017 from ₹10.68 million in Fiscal 2016 as a result of the discontinuation of certain distribution activities undertaken for our clients.

Other Income

Other income comprises of interest income, dividend income and miscellaneous income. Our other income decreased by 26.74% to ₹96.65 million in Fiscal 2017 from ₹131.92 million in Fiscal 2016 which was primarily due to a decrease in interest income, miscellaneous income and dividend income.

Interest income decreased by 24.17% to ₹70.45 million in Fiscal 2017 from ₹92.90 million in Fiscal 2016 primarily due to a decrease in the prevailing interest rates as well as a reduction in interest earning deposits which were utilized to fund increased working capital requirement arising from an increase in our business.

Miscellaneous income, comprising income arising on financial assets carried at fair value through profit and loss, i.e., short term capital gain on sale of mutual funds and mark to market, decreased by 66.77% to ₹5.36 million in Fiscal 2017 from ₹16.13 million in Fiscal 2016. Income arising from exchange rate fluctuations increased to ₹2.95 million in Fiscal 2017 from a loss of ₹0.66 million in Fiscal 2016 (which were recorded under miscellaneous expenses), and other income increased by 80.84% to ₹11.23 million in Fiscal 2017 from ₹6.21 million in Fiscal 2016 mainly as a result of higher write backs, recovery of debts that had been earlier written off and sale of scrap materials, among others. Income arising on financial liabilities carried at amortized cost remained constant at ₹1.36 million in Fiscals 2017 and 2016.

Dividend income decreased by 65.40% to ₹5.30 million in Fiscal 2017 from ₹15.32 million in Fiscal 2016. These decreases were mainly attributable to a decrease in the prevailing interest rates, a decrease in the return on mutual funds and a decrease in the utilization of funds towards working capital requirements.

Expenses

Our total expenses increased by 29.06% to ₹26,084.33 million in Fiscal 2017 from ₹20,211.77 million in Fiscal 2016 primarily due to an increase in other expenses.

Other Expenses

Other expenses increased by 29.09% to ₹24,020.40 million in Fiscal 2017 from ₹18,607.09 million in Fiscal 2016 reflecting the growth in our business and operations. Other expenses increased in Fiscal 2017 primarily as a result of an increase in freight and transportation costs, which was generally in line with the increase in our revenue from operations, as well as increases in warehouse expenses and rent.

The table set out below presents our other expenses in Fiscals 2017 and 2016, expressed as a percentage of our total revenue in such periods.

	Fiscal 2017		Fiscal 2016	
	Amount	**Percentage of total revenue**	**Amount**	**Percentage of total revenue**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*
Freight and other related expenses	20,939.59	78.24	16,554.68	79.70
Labor and other related expenses	1,421.25	5.31	966.51	4.65
Rent including lease rentals	399.14	1.49	336.71	1.62
Warehouse and related expenses	265.32	0.99	168.67	0.81
Legal and other professional costs*	284.76	1.06	137.20	0.66
Other Expenses	710.34	2.66	443.32	2.14
Total	24,020.40	89.75	18,607.09	89.58

* *Legal and professional fees included Fixed Term Strategic Consulting Services Fees of ₹205.69 million and ₹61.57 million we paid in Fiscals 2017 and 2016, respectively*.

Freight and related expenses increased by 26.49% to ₹20,939.59 million in Fiscal 2017 from ₹16,554.68 million in Fiscal 2016 primarily as a result of growth in our transportation revenue which increased by 30.06%. We were also able to achieve cost savings which resulted in a decrease in freight expenses.

Labor and related expenses increased by 47.05% to ₹1,421.25 million in Fiscal 2017 from ₹966.51 million in Fiscal 2016 primarily as a result of annual wage increments as well as an increase in the headcount of third party manpower engaged to service new business from existing clients as well as new clients.

Rent (including lease rentals) increased by 18.54% to ₹399.14 million in Fiscal 2017 from ₹336.71 million in Fiscal 2016 primarily as a result of annual rent increases as well as an increase in the number of offices, warehouse, stockyards and cross-docks that we rented.

Warehouse and related expense increased by 57.30% to ₹265.32 million in Fiscal 2017 from ₹168.67 million in Fiscal 2016 as a result of the increased number of stock yards, warehouses, network hubs and cross docks to 174 as at March 31, 2017 from 145 as at March 31, 2016.

Legal and professional fees increased by 107.55% to ₹284.76 million in Fiscal 2017 from ₹137.20 million in Fiscal 2016. This included the Fixed Term Strategic Consulting Services Fees of ₹205.69 million and ₹61.57 million paid in Fiscals 2017 and 2016, respectively.

Other expenses primarily included expenses such as hire and service charges, vehicle running expenses, power and fuel expenses and provision for expected credit loss on trade receivables & doubtful advances and losses arising on de-recognition of financial assets and travelling and conveyance expenses.

- Hire and service charge increased by 16.93% to ₹108.03 million in Fiscal 2017 from ₹92.39 million in Fiscal 2016, which was in line with the growth in our business.
- Vehicle running expenses increased by 206.65% to ₹96.78 million in Fiscal 2017 from ₹31.56 million in Fiscal 2016 primarily as a result of our acquisition of 39 new specialized car carriers and our increased utilization of these car carriers in our automotive outbound logistics business.
- Power and fuel expenses increased by 204.69% to ₹161.03 million in Fiscal 2017 from ₹52.85 million in Fiscal 2016 primarily as a result of addition of 39 new specialized car carriers and also as a result of an increased utilization of these car carriers in our automotive outbound logistics business.
- Provision for expected credit loss on trade receivables and doubtful advances and loss arising on de-recognition of financial assets, bad debts and advances written off increased by 90.99% to ₹54.72 million in Fiscal 2017 from ₹28.65 million in Fiscal 2016, as a result of higher non-cash impairment on trade receivables and doubtful advances.
- Travelling and conveyance expenses increased by 27.49% to ₹85.28 million in Fiscal 2017 from ₹66.89 million in Fiscal 2016, reflecting the effects of growth in our business.

Employee Benefits Expense

Employee benefits expense increased by 24.80% to ₹1,882.98 million in Fiscal 2017 from ₹1,508.85 million in Fiscal 2016 primarily as a result of an increase in number of employees and annual increments. Salaries, wages and bonus expense increased by 24.17% to ₹1,595.53 million in Fiscal 2017 from ₹1,284.92 million in Fiscal 2016. Contribution to provident and other funds increased by 38.10% to ₹93.48 million in Fiscal 2017 from ₹67.69 million in Fiscal 2016 while staff welfare expenses increased by 26.36% to ₹164.69 million in Fiscal 2017 from ₹130.33 million in Fiscal 2016. Equity-settled share-based payments decreased by 19.80% to ₹7.09 million in Fiscal 2017 from ₹8.84 million in Fiscal 2016. Our total employees increased to 2,656 as at March 31, 2017 from 2,256 as at March 31, 2016.

The increase in employee benefits expense was less consistent with an increase in our business, and as a result, expressed as a percentage to our total revenue, our employees benefits expenses decreased to 7.04% in Fiscal 2017 from 7.26% in Fiscal 2016.

Finance Costs

Our finance costs increased by 164.44% to ₹34.88 million in Fiscal 2017 from ₹13.19 million in Fiscal 2016. The increase in finance costs is attributable to an increase in interest payable on our credit facilities to fund the acquisition of new vehicles in our automotive outbound logistics business through our subsidiary, 2X2 Logistics, as well as higher utilization of working capital facilities in our subsidiaries, Lords and 2X2 Logistics.

Depreciation and Amortization

Depreciation and amortization expenses increased to ₹146.07 million in Fiscal 2017 from ₹82.64 million in Fiscal 2016, reflecting an increase in our plant and machinery, furniture and fittings and vehicles, among others, primarily as a result of the addition of 39 new car carriers in our automotive outbound logistics business through our subsidiary, 2X2 Logistics. Expressed as a percentage of total revenue, depreciation and amortization expenses increased to 0.55% in Fiscal 2017 from 0.40% in Fiscal 2016.

Profit before Tax

As a result of the foregoing factors, our profit before taxes increased by 21.22% to ₹678.19 million in Fiscal 2017 from ₹559.48 million in Fiscal 2016.

Our Adjusted Profit before Tax was ₹883.88 million and ₹621.05 million, respectively, for Fiscals 2017 and 2016, which constituted 3.30% and 2.99%, respectively, of our total revenue.

Taxation (including Deferred Tax)

Our provision for taxation was ₹217.50 million in Fiscal 2017 compared to ₹199.80 million in Fiscal 2016. This was attributable to an increase in current tax which increased by 20.88% to ₹261.07 million in Fiscal 2017 from ₹215.98 million in Fiscal 2016 and which was offset by income from deferred tax which increased by 151.17% to ₹40.64 million in Fiscal 2017 from ₹16.18 million in Fiscal 2016. The effective tax rate for our Company in Fiscals 2017 and 2016 was 32.07% and 35.71%, respectively.

Profit after tax for the Year

As a result of the foregoing factors, our profit for the year increased by 28.08% to ₹460.69 million in Fiscal 2017 from ₹359.68 million in Fiscal 2016.

Our Adjusted Profit after Tax was ₹600.41 million and ₹399.26 million, respectively, for Fiscals 2017 and 2016, which constituted 2.24% and 1.92%, respectively, of our total revenue.

Fiscal 2016 Compared to Fiscal 2015

Revenue from operations

Our revenue from operations increased by 6.89% to ₹20,639.33 million in Fiscal 2016 from ₹19,308.96 million in Fiscal 2015 as a result of an increase in the size of operations in our business.

Revenue from rendering of services

Set forth below is a table providing a breakdown of our total revenue from rendering of services across two broad categories of client segments that we operate in (i.e., automotive and non-automotive), for the periods indicated.

	Fiscal 2016		**Fiscal 2015**	
	Amount	**Percentage of total revenue from rendering of services**	**Amount**	**Percentage of total revenue from rendering of services**
Revenue from rendering of services	*(₹ million)*	*(%)*	*(₹ million)*	*(%)*
Automotive	14,022.49	67.98	14,283.20	74.05
Non-Automotive	6,606.16	32.02	5,004.65	25.95
Total revenue from rendering of services	20,628.65	100.00	19,287.85	100.00

<u>SCM business</u>

Revenue from our SCM business increased by 8.11% to ₹18,127.83 million in Fiscal 2016 from ₹16,768.38 million in Fiscal 2015, primarily due to an increase in revenue from non-Mahindra Group clients to ₹5,269.66 million in Fiscal 2016 from ₹3,501.95 million in Fiscal 2015, representing a 50.48% growth during this period. During this period, our business experienced a significant increase in revenue from additional services that we were able to offer our existing clients, including a leading e-commerce company and the addition of new clients due to expansion into new industry verticals such as bulk. However, a combination of a slowdown in Fiscals 2016 and 2015 in the automotive industry, which accounted for a larger portion of our revenue and the on-going implementation of a business reorganization exercise resulted in reduced revenue growth.

Our transportation revenue increased by 7.69% to ₹15,573.70 million in Fiscal 2016 from ₹14,462.13 million in Fiscal 2015 and our warehousing, in-factory logistics and other services revenue increased by 16.95% to ₹2,408.69 million in Fiscal 2016 from ₹2,059.54 million in Fiscal 2015.

<u>PTS business</u>

The revenues from our PTS business decreased by 0.74% to ₹2,500.81 million in Fiscal 2016 from ₹2,519.47 million in Fiscal 2015, reflecting the effects of the on-going implementation of a business reorganization exercise.

Other operating revenue

Other operating revenue decreased by 49.41% to ₹10.68 million in Fiscal 2016 from ₹21.11 million in Fiscal 2015, as a result of a lower volumes in distribution activities we undertook for certain clients. We reduced our focus on this activity due to lower margins it provided.

Other Income

Other income increased by 52.35% to ₹131.92 million in Fiscal 2016 from ₹86.59 million in Fiscal 2015 which was primarily due to an increase in dividend income, interest income and miscellaneous income.

Interest income increased by 32.32% to ₹92.90 million in Fiscal 2016 from ₹70.21 million in Fiscal 2015 primarily due to an increase in our interest earning deposits. The investments we received from a private equity firm in March 2015 enabled us to invest surplus funds in fixed deposits resulting in higher interest income.

Dividend income increased by 215.88% to ₹15.32 million in Fiscal 2016 from ₹4.85 million in Fiscal 2015. The investments we received from a private equity firm in March 2015 enabled us to invest surplus funds in certain mutual funds resulting in higher dividend income.

Miscellaneous income comprising income arising on financial assets carried at fair value through profit and loss increased by 694.58% to ₹16.13 million in Fiscal 2016 from ₹2.03 million in Fiscal 2015 as a result of short term capital gain on sale of mutual funds. Income arising on financial liabilities carried at amortized cost decreased by 6.85% to ₹1.36 million in Fiscal 2016 from ₹1.46 million in Fiscal 2015. Exchange rate fluctuations resulted in a loss of 0.66 million which was recorded under miscellaneous expense in Fiscal 2016 from a gain of ₹3.42 million in Fiscal 2015. Other income increased by 34.42% to ₹6.21 million in Fiscal 2016 from ₹4.62 million in Fiscal 2015, mainly as a result of higher write backs, recovery of debts earlier written off and sale of scrap materials, among others.

Expenses

Total expenses increased by 7.49% to ₹20,211.77 million in Fiscal 2016 from ₹18,803.22 million in Fiscal 2015 primarily due to an increase in other expenses.

Other expenses

Other expenses increased by 6.26% to ₹18,607.09 million in Fiscal 2016 from ₹17,510.86 million in Fiscal 2015 reflecting the growth in our operations. Expenses increased in Fiscal 2016 primarily as a result of an increase in freight and transportation costs, which was generally in line with the increase in revenue, as well as increases in warehouse expenses and rent.

The table below presents our expenses in Fiscals 2016 and 2015, expressed as a percentage of our total revenue in such periods.

	Fiscal 2016		**Fiscal 2015**	
	Amount	**Percentage of total revenue**	**Amount**	**Percentage of total revenue**
	(₹ million)	*(%)*	*(₹ million)*	*(%)*
Freight and other related expenses	16,554.68	79.70	15,888.84	81.92
Labor and other related expenses	966.51	4.65	775.16	4.00
Rent including lease rentals	336.71	1.62	294.85	1.52
Warehouse and related expenses	168.67	0.81	124.79	0.64
Legal and Other professional costs*	137.20	0.66	77.85	0.40
Other expenses	443.32	2.14	349.37	1.80
Total	18,607.09	89.58	17,510.86	90.28

* *Legal and professional fees included Fixed Term Strategic Consulting Services Fees of ₹61.57 million and ₹25.28 million we paid in Fiscals 2016 and 2015, respectively*.

Freight and other related expenses increased by 4.19% to ₹16,554.68 million in Fiscal 2016 from ₹15,888.84 million in Fiscal 2015 primarily as a result of the growth in our operations.

Labor and other related expenses increased by 24.69% to ₹966.51 million in Fiscal 2016 from ₹775.16 million in Fiscal 2015 primarily as a result of annual wage increments as well as an increase in the headcount of third party manpower engaged to service new business from existing clients as well as new clients.

Rent including lease rentals increased by 14.20% to ₹336.71 million in Fiscal 2016 from ₹294.85 million in Fiscal 2015 primarily as a result of the annual rent increases as well as an increase in the number of offices, warehouse, stockyards, and cross-docks that we have taken on rent.

Warehouse and related expense increased by 35.16% to ₹168.67 million in Fiscal 2016 from ₹124.79 million in Fiscal 2015 as a result of the increased number of warehouses, stock yards, network hubs and cross docks to 145 as at March 2016 from 125 as at March 2015.

Legal and professional fees increased by 76.24% to ₹137.20 million in Fiscal 2016 from ₹77.85 million in Fiscal 2015. This included the Fixed Term Strategic Consulting Services Fees of ₹61.57 million and ₹25.28 million paid in Fiscals 2016 and 2015, respectively.

Other expenses primarily included expenses such as vehicle running expenses, travelling and conveyance expenses, power and fuel expenses and provision for expected credit loss on trade receivables and doubtful advances and losses arising on de-recognition of financial assets.

- Vehicle running expenses of ₹31.56 million were incurred in Fiscal 2016 due to our purchase of 86 new car carriers for our automotive outbound logistics business.
- Power and fuel expenses increased by 143.89% to ₹52.85 million in Fiscal 2016 from ₹21.67 million in Fiscal 2015 mainly as a result of increase in fuel cost of new 86 car carrier in our automotive outbound logistics business and also as a result of our increased scope of business operations.
- Provision for expected credit loss on trade receivables and doubtful advances and loss arising on de-recognition of financial assets, bad debts and advances written-off decreased by 38.85% to ₹28.65 million in Fiscal 2016 from ₹46.85 million in Fiscal 2015, as a result of effective credit management measures that enabled us to reduce write-offs.
- Travelling and conveyance expenses increased by 15.47% to ₹66.89 million in Fiscal 2017 from ₹57.93 million in Fiscal 2016, due to an increase in our employees and reflected the effects of expansion of our business.

Employee Benefits Expense

Employee benefits expense increased by 22.84% to ₹1,508.85 million in Fiscal 2016 from ₹1,228.34 million in Fiscal 2015 primarily as a result of an increase in the salaries as well as an increase in the number of employees. Salaries and wages, including bonus expense increased by 22.38% to ₹1,284.92 million in Fiscal 2016 from ₹1,049.96 million in Fiscal 2015 primarily due to the implementation of a business reorganization exercise. Contribution to provident and other funds increased by 11.57% to ₹67.69 million in Fiscal 2016 from ₹60.67 million in Fiscal 2015 while staff welfare expenses increased by 24.31% to ₹130.33 million in Fiscal 2016 from ₹104.84 million in Fiscal 2015. Equity-settled share-based payments increased by 399.44% to ₹8.84 million in Fiscal 2016 from ₹1.77 million in Fiscal 2015. Our total employees increased to 2,256 as at March 31, 2016 from 1,871 as at March 31, 2015.

Finance Costs

Finance costs was ₹13.19 million in Fiscal 2016 compared to ₹3.65 million in Fiscal 2015. Expressed as a percentage of total revenue, finance costs increased to 0.06% in Fiscal 2016 compared to 0.02% in Fiscal 2015. The increase is primarily as a result of interest paid on credit facilities to support the acquisition of new vehicles in our automotive outbound logistics business through our subsidiary, 2X2 Logistics as well as an increased utilization of working capital facility in our subsidiaries, Lords and 2X2 Logistics.

Depreciation and Amortization

Depreciation and amortization expenses increased to ₹82.64 million in Fiscal 2016 from ₹60.37 million in Fiscal 2015, reflecting the increase in our plant and machinery, furniture and fittings and vehicles, among others, as a result of the addition of 86 new car carriers in our automotive outbound logistics business through our subsidiary, 2X2 Logistics. Expressed as a percentage of total revenue, depreciation and amortization expenses increased to 0.40% in Fiscal 2016 from 0.31% in Fiscal 2015.

Profit before Tax

As a result of the foregoing factors, our profit before taxes decreased by 5.55% to ₹559.48 million in Fiscal 2016 from ₹592.33 million in Fiscal 2015.

Our Adjusted Profit before Tax was ₹621.05 million and ₹617.61 million, respectively, for Fiscals 2016 and 2015, which constituted 2.99% and 3.18%, respectively, of our total revenue.

Taxation (including Deferred Tax)

Our provision for taxation was ₹199.80 million in Fiscal 2016 compared to ₹207.09 million in Fiscal 2015. This was attributable to a decrease in current tax which decreased by 3.77% to ₹215.98 million in Fiscal 2016 from

₹224.44 million in Fiscal 2015 which was offset by income from deferred tax which decreased by 6.58% to ₹16.18 million in Fiscal 2016 from ₹17.32 million in Fiscal 2015. The effective tax rate for our Company in Fiscals 2016 and 2015 was 35.71% and 34.96%, respectively.

Profit after tax for the Year

As a result of the foregoing factors, our profit for the year decreased by 6.63% to ₹359.68 million in Fiscal 2016 from ₹385.24 million in Fiscal 2015.

Our Adjusted Profit after Tax was ₹399.26 million and ₹401.68 million, respectively, for Fiscals 2016 and 2015, which represented 1.92% and 2.07%, respectively, of our total revenue.

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital requirements for our operations and capital expenditures, such as material handling equipment, IT equipment, acquisition of new specialized vehicles for our automotive outbound logistics business through our subsidiary, 2X2 Logistics and investments in software technologies. We have met these requirements through a mix of borrowings and cash flows from our operations. Cash in the form of cash on hand, cheques on hand, current accounts at banks and other balances held with banks as short term deposits together represent our cash and cash equivalents. We held cash and cash equivalents of ₹501.69 million, ₹236.28 million and ₹520.96 million, respectively, in Fiscals 2017, 2016 and 2015. We also held liquid funds, through our investments in mutual fund, term deposits with banks as well as intercorporate deposits, in order to maximize the return of investments on our surplus funds. Such surplus funds were ₹910.47 million, ₹1,630.91 million and ₹1,703.30 million, respectively, in Fiscals 2017, 2016 and 2015. The cash surplus available to us and our credit facilities were able to meet all our additional working capital and capital expenditure requirements in Fiscals 2017, 2016 and 2015.

Cash Flows

The table below summarizes the statement of cash flows, as per our restated summary statements, for the period indicated:

	Fiscal		
	2017	**2016**	**2015**
Particulars	(₹ *million*)	(₹ *million*)	(₹ *million*)
Net cash generated from/(used in) operating activities	(293.05)	(479.00)	267.84
Net cash generated from/(used in) investing activities	534.13	10.18	(1,647.79)
Net cash generated from/(used in) financing activities	24.33	184.14	1,029.19
Net increase/(decrease) in cash and cash equivalents	**265.41**	**(284.68)**	**(350.76)**
Cash and cash equivalents at the beginning of the period	236.28	520.96	871.72
Cash and cash equivalents at the end of the period	**501.69**	**236.28**	**520.96**

Operating Activities

Net cash used in operating activities in Fiscal 2017 was ₹293.05, while profit before tax was ₹678.19 million. The difference was primarily attributable to adjustments for, depreciation and amortization of non-current assets of ₹146.07 million, finance charges of ₹33.37 million, provision for expected credit loss (net) of ₹29.90 million, employees compensation expenses of ₹7.09 million, provision for doubtful advances of ₹6.23 million, loss on disposal of property, plant and equipment of ₹1.08 million and loss on fair valuation of mutual funds of ₹0.31 million which was offset in part by, interest income of ₹65.52 million, actuarial loss of ₹6.77 million, profit on sale of mutual fund of ₹5.67 million and dividend income of ₹5.30 million. Further there were also working capital adjustments for decrease in trade and other payables of ₹1,731.17 million which were offset by increase in trade and other receivables of ₹2,319.71 million resulting in cash generated from operations of ₹230.44 million. There was also income tax paid (net of refunds) of ₹523.49 million.

Net cash used in operating activities in Fiscal 2016 was ₹479.00, while profit before tax was ₹559.48 million. The difference was primarily attributable to adjustments for, depreciation and amortization of non-current assets of ₹82.64 million, provision for expected credit loss (net) of ₹14.50 million, finance charges of ₹11.79 million, employees compensation expenses of ₹8.84 million, loss on fair valuation of mutual funds of ₹1.35 million and loss on disposal of property, plant and equipment of ₹0.64 million, which was offset in part by, interest income of ₹88.86 million, profit on sale of mutual fund of ₹17.49 million, dividend income of ₹15.32 million, provision for doubtful advances of ₹7.18 million and actuarial loss of ₹4.15 million. Further there were also working capital adjustments for decrease in trade and other payables of ₹164.55 million which were offset by increase in trade and other receivables of ₹809.58 million resulting in cash used in operations of ₹98.79 million. There was also income tax paid (net of refunds) of ₹380.21 million.

Net cash generated by operating activities in Fiscal 2015 was ₹267.84 million, while profit before tax was ₹592.33 million. The difference was primarily attributable to adjustments for, depreciation and amortization of non-current assets of ₹60.37 million, loss on disposal of property, plant and equipment of ₹3.99 million, provision for doubtful advances of ₹3.92 million, finance charges of ₹2.26 million, employees compensation expenses of ₹1.77 million and provision for expected credit loss (net) of ₹1.25 million which was offset in part by, interest income of ₹68.77 million, dividend income of ₹4.85 million, profit on fair valuation of mutual funds of ₹2.00 million, actuarial loss of ₹1.48 million and profit on sale of mutual fund of ₹0.03 million. Further there were also working capital adjustments for decrease in trade and other payables of ₹257.44 million which were offset by increase in trade and other receivables of ₹428.38 million resulting in cash generated from operations of ₹417.82 million. There was also income tax paid (net of refunds) of ₹149.98 million.

Investing Activities

Net cash generated in investing activities in Fiscal 2017 was ₹534.13 million, primarily reflecting net proceeds from investments in mutual funds and others of ₹700.14 million, interest income of ₹65.52 million, profit on sale of mutual funds of ₹5.67 million, dividend income of ₹5.30 million and proceeds from disposal of property, plant and equipment of ₹0.76 million offset in part by payments for property, plant and equipment of ₹243.26 million.

Net cash generated by investing activities in Fiscal 2016 was ₹10.18 million, primarily reflecting net proceeds from investments in mutual funds and others of ₹241.01 million, interest income of ₹88.86 million, profit on sale of mutual funds of ₹17.49 million, dividend income of ₹15.32 million and proceeds from disposal of property, plant and equipment of ₹1.27 million offset in part by payments for property, plant and equipment of ₹353.77 million.

Net cash used in investing activities in Fiscal 2015 was ₹1,647.79 million, primarily reflecting interest income of ₹68.77 million, dividend income of ₹4.85 million, proceeds from disposal of property, plant and equipment of ₹2.11 million and profit on sale of mutual funds of ₹0.03 million, offset in part by net proceeds from investments in mutual funds and others of ₹1,601.21 million, payments for property, plant and equipment of ₹110.25 million and purchase consideration paid on acquisition of holding interest in subsidiaries of ₹12.09 million.

Financing Activities

Net cash generated by financing activities in Fiscal 2017 was ₹24.33 million, primarily representing proceeds from borrowing of ₹44.20 million and proceeds from issue of shares of ₹13.50 million. This was offset by interest paid of ₹33.37 million.

Net cash generated by financing activities in Fiscal 2016 was ₹184.14 million, primarily representing proceeds from borrowing of ₹195.93 million. This was offset by interest paid of ₹11.79 million.

Net cash generated by financing activities in Fiscal 2015 was ₹1,029.19 million, primarily representing proceeds from share premium received of ₹595.24 million, issue of shares of ₹416.48 million and proceeds from borrowings of ₹21.23 million. This was offset by repayment of borrowings of ₹1.50 million and interest paid of ₹2.26 million.

Off-balance Sheet Arrangements

Except as disclosed above or in our restated financial statements included in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors. We do not enter into derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as at March 31, 2017, aggregated by type of contractual obligation:

	Payment due by period (as at March 31, 2017)			
	Total	**Less than 1 year**	**1-5 years**	**More than 5 years**
Particulars	(₹ *million*)	(₹ *million*)	(₹ *million*)	(₹ *million*)
Non-Cancellable minimum lease commitments	143.82	111.45	32.37	0
Long-term borrowings	260.88	63.14	197.74	0
Short-term borrowings	82.33	82.33	0	0

In addition, estimated amounts of contract remaining to be executed on capital account and not provided for (net of advances) was ₹14.09 million as at March 31, 2017.

Contingent Liabilities

As at March 31, 2017, our contingent liabilities as indicated in our consolidated financial statements were as follows:

Particulars	**Number of Cases**	**Amount demanded/ in dispute (₹ million)**
Income Tax	6	248.51
Service Tax	3	39.95
VAT	14	75.96
Other Matters	22	47.75
Total	**45**	**412.17**

For further information, see note 36 to the Restated Consolidated Financial Statements for the Fiscals 2017, 2016 and 2015 in the section "Financial Statements" on page 224.

Financial Indebtedness

As at March 31, 2017, our outstanding borrowings aggregated to ₹343.21 million, including a term loan of ₹260.88 million and working capital borrowings of ₹82.33 million. The term loan was obtained for acquisition of new specialized vehicles for our automotive outbound logistics business through our subsidiary, 2X2 Logistics and is repayable over a period of five years. The working capital borrowing is repayable on demand.

For further details, please see note 17 to the Restated Consolidated Financial Statements for the Fiscals 2017, 2016 and 2015 in the section "*Financial Statements*" on page 224.

Historical and Planned Capital Expenditures

Our capital expenditures are principally in connection with addition of material handling equipment, IT equipment, furniture and fixtures, acquisition of new vehicles in our automotive outbound logistics business under our subsidiary 2X2 Logistics and investments in software technologies.

In Fiscals 2017, 2016 and 2015, our total expenditure towards these activities amounted to ₹274.74 million, ₹344.61 million, and ₹133.89 million, respectively.

We expect to incur capital expenditure in the near future with respect to:

- the setting up modern, multi-user warehouses in certain well connected locations in different regions in India, on the basis of long-term lease or license arrangements; and
- to expand our automotive outbound logistics business under our subsidiary, 2X2 Logistics by increasing the fleet of its specialized carriers.

Related Party Transactions

We enter into various transactions with related parties. Primarily these transactions include integrated logistics services provided by us. For further information relating to our related party transactions, see our restated financial statements included in the section "*Financial Statements*" beginning on page 223. Also see "*Risk Factors—We have entered into, and will continue to enter into, related party transactions, and we cannot assure you that we could not have achieved more favorable terms had such transactions not been entered into with related parties.*" on page 35.

Quantitative and Qualitative Disclosures about Market Risk

Inflation Risk

Our Company is incorporated in India, and all our assets and employees are located in India. As a result we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Inflationary factors such as increases in the input costs and overhead costs may adversely affect our operating results. There may be time lag in recovering the inflation impact from our client and we may not be able to recover the full impact of such inflation. A high rate of inflation in the future may, therefore, have an adverse effect on our ability to maintain our profit margins. Based on our analysis of the periods presented, we believe that inflation has not had a material effect on our operating results as inflationary increases in fuel and employee costs have generally been offset through increases in our base transportation rates, fuel surcharges and other price increases. For further details, see "*Risk Factors—Our business and operations may be affected by fluctuations in performance of the Indian economy and general economic activity in India.*" on page 39.

Dependence on a few clients

We depend significantly on clients in the automotive industry and are highly dependent on the performance of the automotive industry. For further information, see "*Risk Factors—We depend significantly on clients in the automotive industry and are highly dependent on the performance of the automotive industry. A loss of, or a significant decrease in business from, clients in the automotive industry could adversely affect our business and profitability.*" on page 20. We also depend on a limited number of clients in certain industry verticals that we operate in which exposes us to a high risk of client concentration. For further information, see "*Risk Factors—We depend on a limited number of clients, which exposes us to a high risk of client concentration. Fluctuations in the performance of the industries in which our clients operate may result in a loss of clients, a decrease in the volume of work we undertake or the price at which we offer our services.*" on page 20.

Foreign exchange risk

Our subsidiary, Lords, provides international freight forwarding services and derives a major portion of its revenue from international operations. Therefore, through Lords, our exposure to foreign currency risk arises in respect of our non-Indian Rupee-denominated trade and other receivables, trade payables, and cash and cash equivalents. While our presentation and functional currency is the Indian Rupee, we have certain loans and advances, trade receivables, trade payables denominated in certain other currencies and any fluctuation in the value of the Indian Rupee against any of those currencies could affect our results of operations. Further, we currently do not use any foreign exchange hedging contracts to manage our exchange rate risk. Also see "*Risk Factors—We are susceptible to risks relating to fluctuations in currency exchange rates.*" on page 34.

Interest Rate Risk

Our Company is incorporated in India, and almost all our assets and employees are located in India. As a result we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. We presently do not have any significant financial indebtedness. However, if we undertake debt obligations to support our working capital needs and capital expenditure in future, we may be exposed to market rate risk due to changes in interest rates on the credit facilities that we may avail from time to time.

Market Conditions

Our business is impacted by economic conditions in India and globally. There may also be a number of secondary effects of an economic downturn, such as the insolvency of our asset-based providers or clients, cancellation of our services, delays in deliveries by suppliers, payment delays and/or stagnant demand by clients.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or client contract, leading to a financial loss. Although we are exposed to credit risk from our operating activities, primarily from trade receivables, we did not experience any significant difficulties in collecting payments and overdue amounts in Fiscals 2017, 2016 and 2015. If, in future, our clients do not pay us promptly, or at all, it may impact our working capital cycle and/or we may have to make provision for or write-off on such amounts. The credit period offered by our business partners and suppliers is generally lesser than what we generally grant our clients. The longer credit period granted to our clients compared to that offered by our suppliers may potentially result in certain cash flow mismatches. Also see "*Risk Factors—We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.*" on page 25.

Commodity Risk

We are not directly affected by fuel prices due to our asset-light business model. However, there are fuel adjustment provisions in our contracts with our asset-based providers and owner operators, which can affect our profitability. While we attempt to pass along some or all of these costs to our clients through increases in our base transportation rates, there can be no assurance that we will be able to offset or otherwise address future increases in the price of fuel through such means. Market pressures may limit our ability to pass along such costs to our clients. Also see "*Risk Factors—We may not be able to pass on any increase in costs levied by our business partners to our clients.*" on page 28.

Reservations, qualifications and adverse remarks

There were no reservations, qualifications and adverse remarks by our statutory auditors in Fiscals 2017, 2016 and 2015.

Material Frauds

There were no material frauds, as reported by our statutory auditors, committed against us in Fiscals 2017, 2016 and 2015.

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Known trends or uncertainties

Other than as described in this Draft Red Herring Prospectus, particularly in the sections "*Risk Factors*" and this section, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Future relationship between cost and income

Other than as described elsewhere in the sections "*Risk Factors*", "*Business*" and this section, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

New Products or Business Segments

Except as discussed in this Draft Red Herring Prospectus, there are no new products or business segments in which we operate.

Seasonality of Business

Our business is not seasonal in nature, however, we witness sporadic periods of fluctuations in our revenues and expenses during festivals and holiday periods.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. Please refer to "—*Principal Factors affecting our Financial Condition and Results of Operations—Competition*" and the sections "*Business—Competition*" and "*Risk Factors—We operate in a highly fragmented and competitive industry and increased competition may lead to a reduction in our revenues, reduced profit margins or a loss of market share.*" on pages 230, 155 and 21, respectively.

Significant economic changes that materially affected or are likely to affect income from continuing operations

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. Other than as described in "—*Principal Factors affecting our Financial Condition and Results of Operations—Effects of implementation of the GST regime*" and the sections "*Risk Factors*" and "*Business*", there are no specific economic changes that may impact our operations or are likely to affect income from continuing operations.

Changes in Accounting Policies in the last three Fiscals

Except as discussed in this Draft Red Herring Prospectus, there have been no changes in the accounting policies of our Company during the last three fiscals which could have had an effect on our profits and reserves except for our transition to accounting principles under Ind AS which have been discussed under "—*Important Note on Transition from Indian GAAP to Ind AS and its Impact on the Preparation and Presentation of the Restated Financial Statements*" on page 230.

Significant developments after March 31, 2017 that may affect our future results of operations

Except as stated in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the Restated Consolidated Financial Statements as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or is likely to affect, our reserves, profits, earnings per share or the value of our assets or our ability to pay our liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company has availed certain credit facilities in its ordinary course of business for the purposes of meeting working capital requirements. Set forth below is a summary of aggregate financial indebtedness of our Company as on July 31, 2017:

Particulars of borrowing	Sanctioned amount (in ₹ million)	Outstanding amount (in ₹ million)
Secured borrowings		
Working capital facilities (fund based)		
Cash credit^	530.00	-
Working capital facilities (non-fund based)		
Bank guarantee*	50.00	8.50
Total	530.00	8.50
Grand Total	530.00	8.50

^ *Cash credit facilities availed by our Company from HDFC Bank Limited and The Zoroastrian Co-operative Bank Limited.*
******Bank guarantee is a sublimit of the cash credit facility availed by our Company from HDFC Bank Limited.*

For details in relation to financial indebtedness of our Company, see "*Financial Statements*" on page 224.

Principal terms of the borrowings availed by our Company:

1. ***Interest:*** The interest rate for cash credit facility availed by our Company from HDFC Bank Limited is based on mutual understanding between our Company and HDFC Bank Limited and such rate is linked to marginal cost of funds based lending rate. The interest rate for cash credit facility availed by our Company from The Zoroastrian Co-operative Bank Limited is 11% (floating). The commission payable for bank guarantee facility obtained by our Company from HDFC Bank Limited is based on mutual understanding between our Company and HDFC Bank Limited.

2. ***Tenure*****:** The cash credit facilities availed by our Company is repayable on demand. The tenure of the bank guarantee availed by our Company is two years including claim period. Typically, working capital facilities are renewed every 12 months.

3. ***Security:*** The working capital facilities availed by our Company are secured by *pari-passu* charge over the book debts and/ or receivables of our Company by way of hypothecation.

4. ***Penalty:*** In the event of default in repayment of working capital facilities availed from HDFC Bank Limited, the penal interest at the rate of 3% is applicable over the prescribed interest rate. Further, in terms of the working capital facilities availed from The Zoroastrian Co-operative Bank Limited, in the event of delay in submission of balance sheet/ audited accounts, the penal interest at the rate of 2% is applicable over the normal interest rate.

5. ***Pre-payment penalty:*** In terms of working capital facilities availed by our Company from The Zoroastrian Co-operative Bank Limited, in the event of pre-payment of outstanding balance of any credit facility, a pre-payment charge at the rate of 2% shall be levied on the outstanding balance of the credit facility if taken over by another bank or financial instution.

6. ***Covenants***: In terms of the working capital facilities availed by our Company, certain covenants are required to be fulfilled by our Company, including:

(a) Submission of, among other things, quarterly financial results, book debt statements and audited results within a specified period;
(b) Non-utilisation of the credit facilities for investments in shares, debentures, advances and inter-corporate loans / deposits of other companies;
(c) Intimation of any major change in Promoter's shareholding to the bank in writing; and
(d) Requiring our Company to remain a subsidiary of Mahindra & Mahindra Limited.

The terms and conditions of the working capital facilities mentioned above are indicative.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (1) criminal proceedings involving our Company, Subsidiaries, Directors, Promoters or Group Companies; (2) actions taken by statutory or regulatory authorities involving our Company, Subsidiaries, Directors, Promoters or Group Companies; (3) claims involving our Company, Subsidiaries, Directors, Promoters or Group Companies for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved).

*Our Board, at its meeting held on July 25, 2017, has adopted a policy for identification of material litigations (the "**Litigation Materiality Policy**") for the purposes of disclosure, in this DRHP, the RHP and the Prospectus, in accordance with the SEBI ICDR Regulations. In terms of the Litigation Materiality Policy, other than outstanding criminal proceedings, statutory or regulatory actions and tax litigations mentioned in point (1) to (3) above, all other pending litigation:*

A. involving our Company, Subsidiaries or unlisted Group Companies (a) having a monetary amount of claim in excess of (i) one per cent. of the consolidated revenue of our Company; or (ii) five percent of the consolidated net worth, of our Company, whichever is lower, as per the Restated Consolidated Financial Statements for Fiscal 2017 i.e. ₹ 176.22 million , by or against our Company, Subsidiaries and unlisted Group Companies, or (b) outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation, shall be considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus;

B. involving our Promoter and listed Group Companies (a) which are considered material as per their respective materiality policy adopted in accordance with SEBI Listing Regulations, or (b) outcome of which could have a material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation, shall be considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus; and

C. involving our Directors, outcome of which could have a material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation, shall be considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus.

Further, except as disclosed in this section, there are no (i) outstanding proceedings initiated against our Company for economic offences; (ii) pending defaults or non-payment of statutory dues by our Company; (iii) material fraud against our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus; (iv) inquiry, inspection or investigation initiated or conducted under the Companies Act against our Company or Subsidiaries during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (v) prosecutions filed against (whether pending or not); fines imposed against or compounding of offences under the Companies Act, done by our Company or our Subsidiaries, in the last five years immediately preceding the year of filing of this Draft Red Herring Prospectus; (vi) litigation or legal action, pending or taken against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the date of this Draft Red Herring Prospectus; (vii) overdues or defaults to banks or financial institutions by our Company, and (viii) outstanding dues to a small scale undertaking.

*Further, our Board, at its meeting held on July 25, 2017, has also adopted a policy for identification of material creditor (the "**Creditors Materiality Policy**"), in terms of which, our Company considers such creditors 'material' to whom the amount due exceeds five percent of the consolidated trade payables of our Company as per the Restated Consolidated Financial Statements for the Fiscal 2017 i.e. ₹ 192.92 million, and accordingly, such material creditors have been disclosed in this Draft Red Herring Prospectus.*

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, Subsidiaries, Directors, Promoter or its Group Companies shall, unless otherwise decided by the Board, not be considered as litigation until such time that our Company or any of its Subsidiaries, Directors, Promoters or its Group Companies, as the case may be, is impleaded as a defendant in litigation before any judicial forum.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

I. Litigation initiated against our Company

A. Criminal proceedings

1. Pursuant to a complaint was filed by Neeraj Kumar through the President, Universal Proutist Labour Federation, New Delhi, the Inspector under Minimum Wages Act, 1948 (the "**Act**"), Office of the Deputy Labour Commissioner, New Delhi filed a complaint before the Court of the Metropolitan Magistrate, New Delhi against our Company and Wipro Limited alleging *inter alia* illegal termination of services without payment of wages and dues and without service of due notice and non-maintenance of registers and other documents prescribed under the Act. The matter is currently pending.

B. Civil proceedings

1. Our Company engaged certain business associates on principle to principle basis to provide transport facility services to our customers in Coimbatore. It was alleged that no contribution under the Employee Provident and Miscellaneous Provisions Act, 1952 (the "**Act**") were made in respect of certain drivers of our business associates in Coimbatore. The Assistant Provident Fund Commissioner, Coimbatore (the "**APFC"**) initiated proceedings against our Company and passed orders dated July 18, 2012 and July 19, 2012, determining that the establishment of our Company in Coimbatore would be covered under the purview of the Act and our Company is liable to implement provisions of the Act from April 2006 and remit the mandatory contributions (the "**Orders**"). Our Company filed a writ petition before the High Court of Madras against the Orders, which was subsequently disposed pursuant to an order dated November 7, 2012 for being premature in nature, although the APFC was directed to conduct enquiry in this matter. By its order dated July 1, 2014, the APEC ordered the Company to remit the sum of ₹12.13 million towards contribution under the Act in respect of the drivers of the said business associates in Coimbatore (the "**APFC Order**"). Our Company has filed an appeal before the Employee Provident Fund Tribunal, Delhi (the "**Tribunal**") against the APFC Order. The Tribunal by its order dated August 25, 2014 granted a stay on the APFC Order. The matter is currently pending.

2. Our Promoter, Mahindra & Mahindra Limited received a notice from the Regional Provident Fund Commissioner, Zaheerabad, Patancheru ("**RPFC**") in April 2015, directing it pay provident fund contribution for the period April 2013 to March 2015 towards the workers engaged by it for the transportation of the manufactured vehicles, and for production of various records. Subsequently, Mahindra & Mahindra Limited submitted letters dated April 25, 2015 and May 19, 2015 requesting the RPFC to implead our Company stating that it has engaged various transport contractors on a principle to principle basis and there exists no employer-employee relationship between Mahindra & Mahindra Limited and persons engaged by our Company, which is one of its transporters. Subsequently RPFC issued a letter dated May 26, 2015, impleading our Company and requiring it to appear before the RPFC and requiring Mahindra & Mahindra Limited to produce additional documents. Subsequently, RPFC had issued an order dated June 11, 2015 (the "**Order**") requiring our Company to withhold 10% of the amount payable to our business associates as contribution towards employee provident fund and further directing Mahindra & Mahindra Limited to withhold 10% of the amount payable to us in case our Company is unable to withhold the amount as per the Order. Aggrieved by the Order, our Company filed a writ petition before the High Court of Hyderabad (the "**High Court**") against the Order. The High Court passed an interim order dated June 24, 2015 directing RPFC to issue a fresh order. Thereafter, RPFC issued an order dated June 25, 2015 directing our Company to withhold 10% of the amount payable to the business associates as directed earlier. Subsequently, RPFC passed an order dated July 1, 2015, withdrawing its earlier order dated June 11, 2015 and June 25, 2015 until the pendency of the case and directing the inspection of records. Subsequently, RPFC passed an order dated August 16, 2016 directing our Company and its business associates to remit jointly and severally a sum of ₹10.80 million within 15 days from the receipt of the order failing which recovery action would be initiated (the "**August Order**"). Our Company filed an appeal before the Appellate Tribunal at Bangalore against the

August Order. Subsequently by an order dated September 8, 2016 of the Appellate Tribunal, Bangalore, the matter has been stayed till final hearing and disposal of the said appeal subject to our Company depositing 20% of the total contribution. Subsequently, pursuant to a corrigendum dated September 9, 2016, the RPFC has amended the August Order and increased the total contribution to a sum of ₹11.69 million. The matter is currently pending.

C. Tax proceedings (consolidated)

Sr. No.	Type of tax	No. of Cases	Amount demanded/ in dispute (*in ₹million*)
1.	Direct tax	6	248.51
2.	Indirect tax	17	98.63

II. Litigation initiated by our Company

A. Criminal proceedings

1. Our company has filed three separate criminal complaints in relation to dishonour of cheques issued to our Company by its customers. The aggregate amount involved in these matters is ₹ 18.88 million. These matters are presently pending before various forums at various stages of adjudication.

2. Our Company has filed a first information report before the Dwarka Police Station, Delhi against RS Travels, one of our business associates (the "**Accused**"), alleging criminal breach of trust in relation to selling of vehicles provided as security towards advance lent by our Company to the Accused.

III. Litigation initiated against our Promoter

A. Criminal proceedings

1. V. Anand (the "**Complainant**") has filed a criminal complaint before the Madras High Court against our Promoter, certain of its directors and others, alleging cheating and criminal breach of trust in relation to non-delivery of a vehicle by one of our dealers, although the full consideration amount was paid by the Complainant (the "**Complaint**"). Our Promoter has filed a petition before the Madras High Court for quashing of the Complaint. In this regard, the Complainant has also filed another criminal complaint with the same allegations before the Court of Judicial Magistrate III, Puduchery. These matters are currently pending.

2. Munnabhai Chandani (the "**Complainant**") has filed a criminal complaint before the Magistrate Court, Junagargh against our Promoter, certain of its directors and others, alleging cheating, abetment, criminal conspiracy and criminal breach of trust in relation to deficient service and repair of the Complainant's vehicle. The matter is pending.

3. Rajarajan & Sons, through its partner K Rajarajan (**"Complainant**"), filed a criminal complaint against HDFC Bank Limited and our Promoter alleging that HDFC Bank Limited had defrauded the Complainant by forging certain blank cheques entrusted to them as a part of an agreement entered into by the Complainant and HDFC Bank Limited to open an inventory funding (finance) account with HDFC Bank Limited (the "**Complaint**"). Our Promoter filed a quashing petition before the High Court at Madras against the Complaint, which by its interim order dated March 6, 2017 stayed the proceedings under the Complaint. The matter is currently pending.

4. Sonal Nikam has filed a first information report before the Ahmednagar Police Station, Maharashtra against our Promoter and certain of its directors alleging sale of an old vehicle in pretext of a new vehicle. The matter is currently pending.

5. Hari Tractors through its partner Satyender Sachdeva (the "**Complainant**"), filed a criminal complaint against our Promoter, its then managing director, and six others (the "**Accused**") alleging that six cheques had been stolen from his office by the Accused (the "**Complaint**"). The Accused have filed a criminal revision petition before the High Court of Punjab and Haryana to quash the complaint. Pursuant to the petition, the managing director's name was removed from the Complaint.

Further, a stay has been granted for the Complaint till the matters filed by our Promoter under the Negotiable Instruments Act, 1881 relating to dishonor of cheques which are pending at 28 Esplanade Court, Mumbai (2002SS of 2004, 2004SS of 2004, 2650SS of 2004 and 2651SS of 2004) have been decided. The matter is currently pending.

6. Ravishankar Bhanvarlal Sharma (the "**Complainant**") has filed a criminal complaint before the High Court of Gujarat seeking registration of a first information report against our Promoter and certain of its employees (together the "**Accused**"), in relation to alleged faulty vehicle manufactured and sold by our Promoter to the Complainant. By its order dated September 28, 2015, the High Court of Gujarat directed the Chhani Police Station to register the first information report and further issued non-bailable warrants against certain employees of our Promoter. The Accused filed a petition before the High Court of Gujarat, for quashing and setting aside the first information report. The High Court of Gujarat by its order dated October 8, 2015 has stayed the proceedings under the said first information report. The matter is pending.

7. Harinarayan Sharma has filed a criminal complaint before the Judicial Magistrate First Class, Chhapra against our Promoter alleging cheating, criminal breach of trust and conspiracy in relation to sale of a defective vehicle. The matter is currently pending.

8. Krishna Kant Varma (the "**Complainant**") has filed a criminal complaint before the Chief Judicial Magistrate, Mohali ("**CJM**") against our Promoter and certain other employees alleging criminal conspiracy and cheating in relation to misuse of certain blank cheques (the "**Complaint**"). By an order dated February 21, 2017, the CJM has dismissed the Complaint against our Promoter and certain other accused (the "**Order**"). The Complainant has filed a revision petition before the Additional District Judge, Mohali against the Order. The other accused in this matter have filed a quashing petition before the High Court of Punjab and Haryana, Chandigarh, against the Order. The matter is currently pending.

9. Various third parties have filed 4 criminal complaints against our employees, past and present, alleging forgery, theft, fraud and/or misappropriation of funds. Our Promoter has not been named in these matters and there is no specific charge against our Promoter. These matters are presently pending before various forums at various stages of adjudication.

10. Various third parties have filed 3 first information reports against our employees, past and present, alleging criminal intimidation, criminal breach of trust, cheating, theft, fraud and/or misappropriation of funds. Our Promoter has not been named in these first information reports and there is no specific charge against our Promoter. These matters are presently pending before various forums at various stages of adjudication.

11. The Inspector of Legal Metrology, Margaon, Goa has filed a criminal complaint before the Judicial Magistrate of First Class, Margaon, against our Promoter. For details, see "*Outstanding Litigation and Other Material Development - Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years*" on page 273.

12. The Inspector of Legal Metrology, Mehkar Division, Buldhana has filed a criminal complaint before the Court of the First Class Judicial Magistrate, Mehakar, District Buldhana, against our Promoter. For details, see "*Outstanding Litigation and Other Material Development - Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years*" on page 273.

13. The Inspector of Legal Metrology, Bhandara has filed a criminal complaint before the Magistrate Court, Morgaon Arjuni against our Promoter. For details, see "*Outstanding Litigation and Other Material Development - Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years*" on page 273.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving our Promoter having a monetary amount of claim in excess of ₹ 44,850 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving the Promoter which has a monetary amount of claim in excess of ₹ 44,850 million. Further, other than as disclosed below, there are no other civil litigation involving the Promoter, outcome of which could have a material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

1. Ankush Environmental Protection Organisation filed a writ petition before the Andhra Pradesh High Court against our Promoter and other three-wheeler manufacturers ("**Respondents**") seeking a direction to declare the action of Respondents in permitting the owners of three-wheeler vehicles to seat 18 passengers at a time, as illegal. The matter is currently pending.

2. Mega City Debris Truck Welfare Association ("**Petitioner**") filed a public interest litigatiom before the Bombay High Court against our Promoter alleging that certain special types of vehicles manufactured by our Promoter have not been controlled volume wise and that the volume to be loaded has not been fixed by our Promoter. The Petitioner has prayed that our Promoter and other manufacturers of special vehicles be restrained from manufacturing the special vehicles till the authorities fix specific size of the body of these vehicles. The matter is currently pending.

3. Our Promoter has filed a writ petition before the Delhi High Court against the order dated August 25, 2014 of the Competition Commission of India. For details, see "*Outstanding Litigation and Other Material Development - Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years*" on page 273.

4. Our Promoter filed an appeal before the Bombay High Court against the order dated October 13, 2010 of the of the Employees' Provident Funds Appellate Tribunal. For details, see "*Outstanding Litigation and Other Material Development - Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years*" on page 273.

C. Action by regulatory/ statutory authorities

1. For details of actions by statutory authorities against our Promoter, see "*Outstanding Litigation and Other Material Development - Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years*" on page 273.

D. Tax proceedings (consolidated)

Sr. No.	Nature of tax	No. of Cases	Amount demanded/ in dispute (*in ₹million*)
1.	Direct tax	83	7,401.40
2.	Indirect tax	257	36,179.72

Note: Details as on June 30, 2017

IV. Litigation initiated by our Promoter

A. Criminal proceedings

1. Our Promoter has filed a first information report before the Dongaon Mehkar Police Station against M/s Shobha Automobiles and others alleging abetment of sale/manufacture/distribution of counterfeit products bearing false intellectual property marks of our Promoter leading to damage in reputation of our Promoter and cheating public. The matter is pending.

2. Our Promoter has filed a criminal complaint before the Magistrate Court, Arjuni Morgaon, against M/s Shahare Automobiles alleging sale of counterfeit parts resembling genuine parts manufactured by our Promoter. The matter is currently pending.

3. Our Promoter has filed 116 separate criminal complaints in relation to dishonour of cheques issued by its existing and potential dealers. The aggregate amount involved in these matters is ₹ 549.24 million. These matters are presently pending before various forums at various stages of adjudication.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving our Promoter having a monetary amount of claim in excess of ₹ 44,850 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving the Promoter which has a monetary amount of claim in excess of ₹ 44,850 million. Further there are no other civil litigation involving the Promoter, outcome of which could have a material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

V. Litigation initiated against our listed Group Companies

(i) *<u>Tech Mahindra Limited ("TML")</u>*

A. Criminal proceedings

1. A criminal complaint was filed by the Enforcement Directorate ("**ED**") before the XXI Additional Chief Metropolitan Magistrate, Hyderabad cum Special Sessions Court ("Trial Court") for alleged money laundering against Satyam Computer Services Limited ("**Satyam**") (which subsequently merged with TML) along with 212 accused persons (the "**ED Complaint**"). TML had challenged the above prosecution before the High Court of Andhra Pradesh (the "**High Court**"), which was quashed by the order of the High Court dated December 22, 2014 (the "**High Court Order**"). ED filed an appeal before the Divisional Bench of the Andhra Pradesh High Court (the "**Division Bench**") against the High Court Order. The Division Bench by its interim order dated April 1, 2015 allowed the hearing for framing of charges (the "**Interim Order**"). TML filed a special leave petition before the Supreme Court against the Interim Order. The Supreme Court by its order dated May 11, 2015, directed the High Court to dispose of the appeal on merits and preferably within a period of four months and further stayed the proceeding before the Trial Court. By an order dated March 30, 2017, the Andhra Pradesh High Court (Division Bench) has dismissed the appeal filed by ED before the Division Bench, thereby confirming the order of quashing of the ED Complaint.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving TML having a monetary amount of claim in excess of ₹ 14,570 million is considered material for disclosure in this Draft Red Herring Prospectus. Except as disclosed below, there are no civil litigation involving TML which has a monetary amount of claim in excess of ₹ 14,570 million. Further, except as disclosed below, there are no other civil litigation involving TML, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

1. Pursuant to a joint venture agreement in 1999, the erstwhile Satyam and Venture Global Engineering LLC ("**VGE**") incorporated Satyam Venture Engineering Services Private Limited ("**SVES**") in India with an objective to provide engineering services to the automotive industry. In March 2003, numerous corporate affiliates of VGE filed for bankruptcy and consequently erstwhile Satyam Computer Services Limited ("**Satyam**") (which subsequently merged with TML), exercised its option under the shareholders agreement (executed between Satyam and VGE) (the "**SHA**"), to purchase VGE's shares in SVES. Satyam's action was disputed by VGE and the same was upheld in an arbitration proceeding before the London Court of International Arbitration by an award in April 2006 (the "**Award**"). The Courts in Michigan, USA, confirmed and directed enforcement of the Award and rejected VGE's challenge to the Award. In 2008, the District Court of Michigan further held VGE in contempt for its failure to honour the Award and *inter-alia* directed VGE to dismiss the nominees of VGE on the board of SVES and replace them with individuals nominated by Satyam (the "**2008 Order**"). The 2008 Order was confirmed by the Sixth Circuit Court of Appeals in 2009.

Consequently, Satyam's nominees were appointed on the board of SVES and SVES confirmed the appointment at its board meeting held on June 26, 2008. VGE filed a suit in April 2006, before the City Civil Court of Secunderabad (the "**City Civil Court**"), India for setting aside the Award. The City Civil Court, by its order in January 2012 set aside the Award (the "**Order**"), against which Satyam appealed before the High Court of Andhra Pradesh (the "**High Court**") (the "**Appeal 1**"). VGE also filed a suit before the City Civil Court *inter alia* seeking a direction to TML to pay sales commission that it was entitled to under the SHA (the "**Suit**"). In this Suit, two ex-parte orders were issued directing TML to maintain status quo with regard to transfer of 50% shares of VGE and with regard to taking major decisions which are prejudicial to interest of VGE (the "**Ex-Parte Orders**"). TML has challenged the Ex-Parte Orders before the High Court (the "**Appeal 2**"). The High Court consolidated Appeal 1 and Appeal 2 and by a common Order dated August 23, 2013 set aside the Order and the Ex-Parte Orders and as an interim measure ordered status quo with regard to transfer of shares of SVES (the "**High Court Order**"). VGE filed special leave petition before Supreme Court of India against the High Court Order (the "**SLP 1**"). The Supreme Court by an interim order dated October 21, 2013 extended the High Court Order on the status-quo on transfer of shares. TML has also filed a special leave petition before the Supreme Court of India challenging the High Court Order only on the limited issue as to whether the City Civil Court has jurisdiction to entertain VGE's challenge to the Award (together with SLP 1, the "**SLPs**"). In December 2010, VGE filed a complaint against Satyam in the United States District Court for the Eastern District of Michigan (the "**Michigan District Court**") inter alia asserting claims under the Racketeer Influenced and Corrupt Organization Act, 1962 (RICO), for fraudulent concealment and seeking monetary and exemplary damages (the "**Complaint**"). The Michigan District Court by its order in March 2012 has dismissed the Complaint (the "**Michigan District Court Order**"). In June 2013, VGE's appeal against the Michigan District Court Order has been allowed by the US Court of Appeals for the Sixth Circuit. TML has filed a petition before Michigan District Court seeking dismissal of the Complaint. On March 31, 2015, the Michigan District Court stayed the matter pending hearing and decision by the Supreme Court of India in the SLPs. These matters are pending.

2. 37 different companies (the "**Plaintiffs**") have filed suits for recovery of monies before the City Civil Court, Secunderabad against erstwhile Satyam Computer Services Limited ("**Satyam**"), alleging that they have advanced monies to Satyam ("**Suits**"). These Suits are pending at various stages of adjudication. The Plaintiffs have also filed separate appeals before the High Court of Andhra Pradesh (Division Bench), against the orders of the High Court of Andhra Pradesh sanctioning the scheme of merger of Satyam with TML. One of the Plaintiffs has also appealed before the High Court of Andhra Pradesh (Division Bench) against the order of the High Court of Andhra Pradesh dated June 11, 2013 rejecting its petition for winding-up of Satyam. These matters have been combined for hearing and are currently pending.

C. Action by regulatory/ statutory authorities

1. In relation to the investigation by Enforcement Directorate for alleged money laundering against erstwhile Satyam Computer Services Limited (which was subsequently merged with TML) along with 212 accused persons, certain fixed deposits of TML with certain banks, then aggregating to ₹ 8,220 million were alleged by ED to be 'proceeds of crime' and were provisionally attached by its order dated October 18, 2012 (the "**Order**"). The High Court of Andhra Pradesh (the "**High Court**") by its order dated December 11, 2012, pending further orders, granted stay over Order and all proceedings thereto (the "**High Court Order**"). ED had challenged the High Court order before the Division Bench of the High Court of Andhra Pradesh (the "**Division Bench**"). By an order dated December 31, 2014, the Division Bench dismissed the appeal filed by ED and affirmed the stay granted by the High Court. The matter is pending. Consequently, out of the aforesaid fixed deposits which were attached, fixed deposits aggregating ₹ 3,570 million have been redeemed. Certain banks have not honored the redemption claim and TML is pursuing the matter legally.

D. Tax proceedings (consolidated)

Sr. No.	Nature of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
1.	Direct tax	85	26,556.00
2.	Indirect tax	27	18,201.00

(ii) ***Mahindra and Mahindra Financial Services Limited ("MMFSL")***

A. Criminal Proceedings

1. Various customers of MMFSL have filed 252 separate criminal complaints against MMFSL alleging high rate of interest for the loans availed from MMFSL, fraud for wrongfully proceeding against guarantors, forgery of loan documentation, trespass over hypothecated assets, failure to provide insurance and registration certificate and for illegal repossession of hypothecated assets. These are typically customers of MMFSL who have availed vehicle loans from MMFSL and have defaulted in repayment of outstanding amount of the loan. These matters are presently pending before various forums at various stages of adjudication.

2. Three customers have filed criminal complaint for defamation against MMFSL and certain of its employees alleging insults and use on unparliamentary language by employees of MMFSL with such customers while taking repossession of hypothecated assets due to default in repayment of outstanding loan amount. These matters are pending before different forums at different stages of adjudication.

3. Various customers of MMFSL, who have availed loans from MMFSL, have filed ten separate first information reports before various police stations against certain employees of MMFSL allegeing forgery, cheating a criminal conspiracy for illegal repossession of hypothecated assets. MMFSL has filed applications for quashing of these first information reports before appropriate forums. These matters are presently pending at various stages of investigation/ adjudication.

4. Umesh Singh has filed a criminal complaint before the Majistrate Court, Vaishali against certain employee of MMFSL and another, who is a dealer of vehicles, for delivery of wrong vehicle to Umesh Singh by the said dealer. The employee of MMFSL had filed a petition for anticipatory bail before the District and Sessions Judge, Vaishali, which was granted by an order dated June 14, 2017. The matter is currently pending.

B. Tax proceedings (consolidated)

Sr. No.	Nature of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
1.	Direct tax	14	522.77
2.	Indirect tax	11	622.69

(iii) ***Mahindra Holidays & Resorts India Limited ("MHRIL")***

A. Criminal proceedings

1. Narendra Loonkaran Jain has filed a complaint before the Metropolitan Magistrate, Ahmedabad against MHRIL and others (together the "**Accused**") alleging cheating, criminal conspiracy and criminal breach of trust in relation to his Club Mahindra membership subscribed from MHRIL and the terms and conditions therein (the "**Complaint**"). The Accused have filed petition before the High Court of Gujarat for quashing of the Complaint. The High Court of Gujarat by its order dated November 18, 2014 has stayed the proceedings and issued summons. The matter is currently pending.

2. Shashi Kumar Mohata has filed a complaint before the Metropolitan Magistrate, Ahmedabad against MHRIL and others alleging abetment, criminal breach of trust, cheating and criminal conspiracy in relation to his Club Mahindra membership subscribed from MHRIL and the terms and conditions therein ("**Complainant**"). The Metropolitan Magistrate, Ahmedabad by its order dated February 11,

2014 dismissed the Complaint (the "**Order**"). The Complainant has filed a criminal revision before the Ahmedabad City Session Court against the Order. The matter is currently pending.

3. Narayan Goenka has filed a complaint before the Metropolitan Magistrate, Mumbai, against MHRIL and another (together the "**Accused**") alleging cheating and criminal breach of trust in relation to his Club Mahindra membership subscribed from MHRIL and the terms and conditions therein (the "**Complaint**"). The Accused have filed a petition before the High Court of Mumbai for quashing of the Complaint. The High Court of Mumbai by its order dated April 7, 2017 directed the stay of proceedings. The matter is currently pending.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving MHRIL having a monetary amount of claim in excess of ₹ 1,155.00 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving MHRIL which has a monetary amount of claim in excess of ₹ 1,155.00 million. Further, there are no other civil litigation involving the MHRIL, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of the Company, irrespective of the amount involved in such litigation.

C. Action by regulatory/ statutory authorities

1. An order dated July 3, 2007 was issued by the sub-collector, Devikulum cancelling the assignment of land underlying the resort owned by MHRIL at Munnar, stating that the said land could not be used for any commercial purposes (the "**Order**"). MHRIL filed an appeal before the Commissioner of Land Revenue, Trivandrum (the "**Commissioner**") against the Order, which was dismissed by an order dated November 22, 2007 of the Commissioner (the "**Commissioner Order**"). MRHIL filed a writ petition before the High Court of Kerala at Ernakulum (the "**High Court**") challenging the Commissioner Order. By its order dated December 13, 2007 the High Court has granted interim stay on all the proceedings. The matter is currently pending.

2. The Collector, Pune, had issued an order dated November 30, 2013 cancelling the non-agricultural status of the land underlying the resort owned by MHRIL at Tungi, Lonavala (the "**Order**"). MHRIL filed an appeal before the Additional Divisional Commissioner, Pune (the "**Commissioner**") challenging the Order, which was dismissed by an order dated June 24, 2016 of the Commissioner (the "**Commissioner Order**"). MHRIL filed a suit before the Civil Court at Lonavala against the State of Maharashtra seeking a declaration that the Order is not enforceable and that the Commissioner Order is bad in law. The matter is currently pending.

3. The Collector, Solan, issued a show cause notice to an erstwhile subsidiary of MHRIL stating that it had transferred land to MHRIL in violation of the Himachal Pradesh Tenancy and Land Reforms Act, 1972 (the "**Act**"). The erstwhile subsidiary filed its reply stating that the MHRIL had purchased its entire shareholding in the year 2012, and hence there was no transfer of property in violation of the Act. The erstwhile subsidiary has now been merged with MHRIL. The matter is currently pending.

D. Tax proceedings (consolidated)

Sr. No.	Nature of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
1.	Direct tax	16	9,465.92
2.	Indirect tax	40	1,259.77

(iv) ***<u>Mahindra CIE Automotive Limited ("MCIE")</u>***

A. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving MCIE having a monetary amount of claim in excess of ₹ 2662.99 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving MCIE which has a monetary amount of claim in excess of ₹ 2662.99 million. Further, there are no other civil litigation involving the MCIE, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of the Company, irrespective of the amount involved in such litigation.

B. Tax proceedings (consolidated)

Sr. No.	Nature of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
1.	Direct tax	25	441.80
2.	Indirect tax	45	453.36

(v) ***EPC Industrie Limited ("EPCIL")***

A. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving EPCIL having a monetary amount of claim in excess of ₹ 100.71 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving EPCIL which has a monetary amount of claim in excess of ₹ 100.71 million. Further, there are no other civil litigation involving the EPCIL, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of the Company, irrespective of the amount involved in such litigation.

B. Action by regulatory/ statutory authorities

1. EPCIL had filed a consent application with SEBI for compounding and condonation of delay in complying with certain annual and other continual disclosure in respect of shares held by the erstwhile promoters of EPCIL in terms of the erstwhile Takeover Regulations (the "**Consent Application**"). Subsequent to the filing of the Consent Application, EPCIL submitted revised settlement terms with SEBI, which was rejected by SEBI by its letter dated September 6, 2012. Subsequently, SEBI issued a show cause notice dated November 27, 2013 in this regard to EPICL. EPCIL filed a revised consent application with SEBI (the "**Consent Application-II**"), which was returned by SEBI by its letter dated February 10, 2014 stating that application for settlement proceedings shall not be considered by SEBI if an earlier application with regard to the same alleged default had been rejected by SEBI (the "**SEBI Letter**"). EPCIL responded to the SEBI Letter, and made submissions for consideration of the Consent application-II by SEBI (the "**Reply**"). No response has been received by EPCIL from SEBI on the Reply. The matter is currently pending.

C. Tax proceedings (consolidated)

Sr. No.	Nature of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
1.	Direct tax	1	2.37
2.	Indirect tax	2	4.39

VI. Litigation initiated by our listed Group Companies

(i) ***Tech Mahindra Limited***

A. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving TML having a monetary amount of claim in excess of ₹ 14570 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving TML which has a monetary amount of claim in excess of ₹ 14570 million. There are no other civil litigation involving TML, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of the Company, irrespective of the amount involved in such litigation.

(ii) ***Mahindra and Mahindra Financial Services Limited***

A. Criminal proceedings

1. MMFSL has filed 15,682 separate criminal complaints in relation to dishonour of cheques issued by its customers towards repayment of outstanding loans availed by them from MMFSL. These matters are presently pending before various forums at various stages of adjudication.

2. MMFSL has filed 245 separate criminal complaints against various customers who have availed loans from MMFSL, for alleged fraud, criminal breach of trust and cheating, in relation to illegal transfer of hypothecated assets by such customers to third parties without consent of MMFSL. These matters are presently pending before various forums at various stages of adjudication.

3. MMFSL has filed three separate criminal complaints against three different customers who have availed loans from MMFSL, for alleged assault to employees of MMFSL who visited the customers for recovery of payment towards the outstanding loans. These matters are presently pending before different forums at different stages of adjudication.

4. MMFSL has filed two separate criminal complaints against two customers who have availed secured loans from MMFSL, for alleged criminal misappropriation in relation to failure to repay outstanding loans. These two matters are presently pending before Chief Judicial Magistrate, Uttar Pradesh.

5. MMFSL has filed a criminal complaint before the Chief Judicial Magistrate, Uttar Pradesh against Awdesh Dubey, one of the customers who had availed a vehicle loan and defaulted in repayment of the same. It is alleged that Awdesh Dubey intimidated and caused physical hurt to the employees of MMFSL who visited him for recovery of the of payment towards outstanding loans. The matter is currently pending.

6. MMFSL has filed a criminal complaint before the Judicial Magistrate First Class, Beed against Satish Ramkishan Mundh, one of the customers who had availed a vehicle loan and defaulted in repayment of the same. It is alleged that Satish Ramkishan Mundh had availed the said vehicle loan by producing forged loan documentation. The matter is currently pending.

7. MMFSL has filed 26 separate criminal complaints before the Judicial Magistrate First Class, Gujarat against Krishan Tractors, one of its dealers for alleged fictitious and fake transactions of sale of vehicles to take benefit of trade advance credit facility from MMFSL through credit adjustments. These matters are currently pending.

8. MMFSL has filed 18 separate criminal complaints against its former and present employees allegeing, *inter alia*, frauds, misappropriation of funds, theft of assets of the company and repossession of hypothecated assets from customers and sale of the same to third parties without knowledge of MMFSL and retaining the sale proceeds wrongly. These matters are presently pending before various forums at various stages of adjudication.

9. MMFSL has filed 112 separate criminal complaints against various customers who have availed loans from MMFSL, alleging, *inter alia*, cheating and criminal breach of trust in relation to default in repayment of outstanding loan amount. These matters are presently pending before various forums at various stages of adjudication.

10. MMFSL has filed 12 separate criminal complaints against various customers who have availed loans from MMFSL, alleging, *inter alia*, cheating and criminal breach of trust in relation to default in repayment of outstanding loan amount, to register first information reports. These matters are presently pending before different forums at different stages of adjudication.

11. MMFSL has filed two separate first information reports against two customers who have availed loans from MMFSL, alleging, *inter alia*, cheating and criminal breach of trust in relation to default in repayment of outstanding loan amount. These matters are presently pending before different police stations at different stages of investigation/ prosecution.

12. MMFSL has filed 34 separate applications before various forums for registration of first information reports against various customers for alleged cheating, misappropriation of property and criminal conspiracy in relation to illegal sale of hypothecated assets and/or default in repayment of outstanding loan amount. These matters are presently pending at various stages of adjudication.

13. MMFSL has filed 51 separate applications before various forums for release of hypothecated vehicles which are in police or court custody pursuant to criminal proceedings against customers who have availed loans from MMFSL and were involved in criminal activities leading to such custody of hypothecated vehicles by the police/court. These matters are presently pending at various stages of adjudication.

14. MMFSL has filed a criminal complaint before the Sub-Registrar Jammu against Twangsung P, one of its customers for alleged hiding of hypothecated vehicle, to avoid repossession of such hypothecated vehicle by MMFSL due to default in repayment of outstanding amount of loan. The matter is currently pending.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving MMFSL having a monetary amount of claim in excess of ₹ 36,00 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving MMFSL which has a monetary amount of claim in excess of ₹ 3,600 million. Further there are no other civil litigation involving the MMFSL, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of the Company, irrespective of the amount involved in such litigation.

(iii) *Mahindra Holidays & Resorts India Limited*

A. Criminal proceedings

1. MHRIL has filed three separate criminal complaints in relation to dishonour of cheques issued by its vendors towards fulfilment of contractual obligation. The aggregate amount involved in these matters is ₹ 1.62 million. These matters are presently pending before various forums at various stages of adjudication.

2. MHRIL has filed five separate criminal complaints against its former employees alleging misappropriation of funds, criminal breach of trust and cheating. The aggregate amount involved in these matters is ₹ 23.8 million. These matters are presently pending before various forums at various stages of adjudication.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving MHRIL having a monetary amount of claim in excess of ₹ 1,155.00 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving MHRIL which has a monetary amount of claim in excess of ₹ 1,155.00 million. Further, there are no other civil litigation involving the MHRIL, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

(iv) *Mahindra CIE Automotive Limited*

A. Criminal proceedings

1. MCIE has filed a criminal complaint before the Judicial Magistrate First Class, Pune, against United Ukraine Technologies Private Limited ("United"), in relation to dishonour of cheques issued by United with respect to services provided by MCIE. The aggregate amount involved in this matter is ₹ 21.67 million. The matter is currently pending.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving MCIE having a monetary amount of claim in excess of ₹ 2,662.99 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving MCIE which has a monetary amount of claim in excess of ₹ 2,662.99 million. Further, there are no other civil litigation involving the MCIE, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

(v) *EPC Industrie Limited ("EPCIL")*

A. Criminal proceedings

1. EPCIL has filed 17 separate criminal complaints in relation to dishonour of cheques issued by its various third parties, including dealers of EPCIL towards payment of outstanding dues. The aggregate amount involved in these matters is ₹ 12.45 million. These matters are presently pending before various forums at various stages of adjudication.

B. Civil proceedings

In terms of the Litigation Materiality Policy, any civil litigation involving EPCIL having a monetary amount of claim in excess of ₹ 100.71 million is considered material for disclosure in this Draft Red Herring Prospectus. There are no civil litigation involving EPCIL which has a monetary amount of claim in excess of ₹ 100.71 million. Further, there are no other civil litigation involving the EPCIL, outcome of which could have material adverse effect on the position, business, operations, prospects or reputation of our Company, irrespective of the amount involved in such litigation.

VII. Litigation initiated against unlisted Group Companies

A. Criminal proceedings

1. Ashok Kumar Jha (the "**Complainant**") has filed a criminal complaint before the Chief Judicial Magistrate, Patna (the "**CJM**") against Mahindra Two Wheelers Limited ("**MTWL**"), certain of its directors and certain other employees, in relation to alleged manufacturing defects in a motor bike bought by the Complainant manufactured by MTWL. By its order dated June 25, 2015, the CJM had dismissed the said criminal complaint (the "**Dismissal Order**"). The Complainant has subsequently filed a criminal revision application before Sessions Court, Patna against the Dismissal Order. The matter is currently pending.

2. Karuna Gautam Makasare (the "**Complainant**") has filed a criminal complaint before the Judicial Magistrate First Class, Pimpri against Mahindra Engineering and Chemical Products Limited ("**MECPL**") in relation to death of her son due to a ditch excavated on a property Geeta Developers, which was sold by MECPL. However, the land records still indicate that MECPL is the registered owner of the said property. The matter is currently pending.

3. Ramkumar (the "**Complainant**") has filed a criminal complaint before the District Court at Auraiya against Poonam Kumar Gupta (proprietor of Bhavani Tractors, Bahraich) and another ("**Accused**") alleging criminal conspiracy in relation to dishonor of a cheque (the "**Complaint**"). The general manager of Mahindra Gujarat Tractor Limited ("**MGTL**") has been impleaded as a party to this proceeding, who had met the Complainant along with the Accused to settle the matter prior to institution of the Complaint. The general manager of MGTL filed a petition before the High Court of Allahabad (the "**High Court**") for quashing of the Complaint. The High Court by its order dated September 16, 2010 has granted stay over the proceedings. The matter is currently pending.

4. Sharma Auto Electric Works ("**SAEW**") has filed a criminal complaint before the District Court at Vadodara against MGTL and others alleging cheating and forgery in relation to invocation of a bank guarantee of ₹ 0.26 million by MGTL that was provided by SAEW in relation to its dealership arrangement with MGTL. The matter is currently pending.

B. Civil proceedings

1. Parishram Industrial Co-operative Society and others (the "**Petitioners**") have filed a petition before the Gujarat High Court against the Government of Gujarat, Mahindra Gujarat Tractor Limited ("**MGTL**"), our Promoter and others challenging the disinvestment by the Government of Gujarat in the erstwhile Gujarat Tractor Corporation Limited (now MGTL) and also sought for a status quo on the agreements executed between the Petitioners and Gujarat Tractor Corporation Limited (the "**Agreements**"). The Gujarat High Court by its order dated July 17, 2000 has granted interim status quo on the Agreements. The matter is currently pending.

C. Action by regulatory/ statutory authorities

1. A show-cause notice was received by Mahindra Integrated Township Limited ("**MITL**") from Development Commissioner, MEPZ, Chennai ("**Commissioner**") dated February 14, 2014 alleging that MITL has indulged in real estate/commercial activity by selling residential units in a special economic zone to outsiders not connected with the special economic zone and seeking an explanation as to why no action should not be taken against the MITL for recovery of applicable duties/ benefits availed by MITL for the development of residential facilities in the special economic zone (the "**SCN**"). MITL filed writ petition before the Madras High Court seeking directions to restrain the Commissioner from taking action pursuant to the SCN. The matter is currently pending.

2. Mahindra Agri Solutions Limited ("**MASL**"), which was ealier a division of our Promoter and was subsequently demerged, received a letter dated July 12, 2017 from the Plant Protection Officer, Farukabad, which was also marked to our Promoter, stating that certain insecticide manufactured by our Promoter was misbranded as the active ingredient content Chlorpyrifos 20% EC was found at 14.89% against 20% as was stated in the label of the insecticide. MASL filed a reply dated September 5, 2016. MASL has not received any reply from the authorities as on date.

3. Mahindra Agri Solutions Limited ("**MASL**"), which was ealier a division of our Promoter and was subsequently demerged, received a letter dated September 3, 2016 from the Divisional Quality Control Inspector, Pune and a copy of the same was marked to our Promoter stating that sample of certain insecticide manufactured by Mitul Industries and marketed by MASL and our Promoter does not conform to the relevant CIB/BIS specifications and accordingly is misbranded. MASL filed a reply dated September 12, 2016. MASL has not received any reply from the authorities as on date.

4. Mahindra Agri Solutions Limited ("**MASL**"), which was ealier a division of our Promoter and was subsequently demerged, received a letter dated January 7, 2017 from the Plant Protection Officer, Farukabad, and a copy of the same was marked to our Promoter stating that certain insecticide manufactured by our Promoter and marketed by MASL was misbranded since the active ingredient content of Alphacypemethrin 10% E.C was found at 7.56% E.C. MASL filed a reply dated February 17, 2017. MASL has not received any reply from the authorities as on date.

D. Tax proceedings (consolidated)

Sr. No.	Type of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
Bristlecone India Limited			
1.	Indirect tax	1	10.00
2.	Direct tax	8	61.00
Defence Land Systems India Limited			
1.	Indirect tax	1	140.05
2.	Direct tax	1	10.37
Mahindra Aerostructures Private Limited			
1.	Indirect tax	2	264.02
Mahindra Defence Naval Systems Private Limited			
1.	Indirect tax	1	0.7
Mahindra Heavy Engines Limited			
1.	Indirect tax	5	34.53
2.	Direct tax	4	385.84
Mahindra Retail Private Limited			
1.	Indirect tax	1	8.00
2.	Direct tax	1	36.00
Mahindra Susten Private Limited			
1.	Indirect tax	2	1.10
2.	Direct tax	1	27.56

Sr. No.	Type of tax	No. of Cases	Amount demanded/ in dispute (*in ₹ million*)
Mahindra Steel Service Centre Limited			
1.	Indirect tax	5	18.05
2.	Direct tax	2	10.39
Mahindra Trucks and Buses Limited			
1.	Indirect tax	25	335.63
2.	Direct tax	11	5,625.93
Mahindra Tsubaki Conveyor Systems Private Limited			
1.	Indirect tax	1	2.70
NBS International Limited			
1.	Indirect tax	1	13.07
2.	Direct tax	3	19.77
Mahindra Vehicle Manufacturers Limited			
1.	Indirect tax	2	2,421.70
2.	Direct tax	2	3,306.00
Mahindra Two Wheelers Limited			
1.	Indirect tax	12	917.00
Mahindra Sanyo Special Steel Private Limited			
1.	Indirect tax	7	50.00
Mahindra Integrated Township Limited			
1.	Indirect tax	2	249.6
2.	Direct tax	2	23.30
Mahindra Intertrade Limited			
1.	Indirect tax	5	15.61
2.	Direct tax	5	50.05
Mahindra First Choice Services Limited			
1.	Indirect tax	5	3.92
2.	Direct tax	3	-
Mahindra Electric Mobility Limited			
1.	Indirect tax	15	74.04
2.	Direct tax	1	110.00
Mahindra Engineering and Chemical Products Limited			
1.	Indirect tax	2	5.29
2.	Direct tax	6	206.44
Mahindra Gujarat Tractor Limited			
1.	Direct tax	2	9.09
Mahindra Insurance Brokers Limited			
1.	Direct tax	1	0.84
Mahindra Agri Solutions Limited			*(in ₹)*
1.	Direct tax	2	7,000.00

VIII. Litigation initiated by unlisted Group Companies

A. Criminal proceedings

1. Mahindra First Choice Services Limited has filed a criminal complaint in relation to dishonor of a cheque against Nithin Mathur (proprietor of Spyns Auto) before the Additional Chief Metropolitan Magistrate, Secunderabad. The aggregate amount involved in this matter is ₹ 400,000. The matter is currently pending.

2. Mahindra Two Wheelers Limited has filed 14 separate criminal complaints in relation to dishonour of cheques issued by its customers. The aggregate amount involved in these matters is ₹ 13.00 million. These matters are presently pending before various forums at various stages of adjudication.

3. Mahindra Sanyo Special Steel Private Limited has filed 3 separate criminal complaints in relation to dishonour of cheques issued by its customers for supply and/or sale of products. The aggregate amount involved in these matters is ₹ 29.90 million. These matters are presently pending before various forums at various stages of adjudication.

4. Mahindra Intertrade Limited has filed a first information report before the Badharva Police Station, Gujarat against Mustaq Ismail Chauhan and others alleging theft of 43 steel coils weighing 156 tonnes from its plant at Vadodara. The matter is currently pending.

5. Mahindra Greenyard Private Limited has filed two separate criminal complaints in relation to dishonour of cheques issued by its customers. The aggregate amount involved in these matters is ₹ 1.10 million. These matters are presently pending before the 7th Court at Dadar, Mumbai at various stages of adjudication.

6. Mahindra Greenyard Private Limited and Mahindra Agri Solutions Limited have filed a criminal complaint before the Chief Judicial Magistrate, Srinagar, against a former employee Dinesh Awasthi and others *inter alia* for cheating, misappropriation of funds, criminal breach of trust, misappropriation of property in relation to procurement and sale of certain agricultural products. The matter is currently pending.

7. Mahindra Agri Solutions Limited has filed 157 separate criminal complaints in relation to dishonour of cheques issued by various customers with respect to goods and services provided to them. The aggregate amount involved in these matters is ₹ 65.08 million. These matters are presently pending before various forums at various stages of adjudication.

8. Mahindra Gujarat Tractor Limited has filed 26 separate criminal complaints in relation to dishonour of cheques issued by various customers. The aggregate amount involved in these matters is ₹ 2.33 million. These matters are presently pending before various forums at various stages of adjudication.

9. Mahindra Gujarat Tractor Limited ("**MGTL**") has filed a criminal complaint before the Judicial Magistrate, Vadodara, against one of its dealers, Subodhchandra Shukla, the proprietor of Krishna Auto Service, Bhagalpur, alleging forging a bank guarantee of ₹1.00 million submitted to MGTL pursuant to the dealership arrangement, which was subsequently invoked by MGTL but not honoured. The matter is pending currently.

10. Two contract labourers (the "**Complainants**") of Mahindra Gujarat Tractor Limited ("**MGTL**") have filed a complaint before the Raopura Police Station, Vadodara against two former employees of MGTL alleging misbehavior and abuse, which amounted to criminal intimidation and atrocities against the Complainants being member of a scheduled caste or a scheduled tribe, while in contractual employment of housekeeping of MGTL through a contractor. This matter is pending.

IX. Material frauds

There are no material frauds committed against our Company, in the last five fiscals.

X. Proceedings initiated against our Company for economic offences

As on date of this Draft Red Herring Prospectus, there are no proceedings initiated against our Company for any economic offences.

XI. Inquiries, inspections or investigations under Companies Act

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 against our Subsidiaries in the last five years, and no prosecution has been filed, or fines imposed, or compounding done by our Subsidiaries under the Companies Act, 2013 or the Companies Act, 1956 in the last five years, except the following:

One of our Subsidiaries, Lords Freight (India) Private Limited ("**Lords**") had made an application before the National Company Law Tribunal ("**NCLT**") for compounding of violation of section 297(1) of the Companies Act, 1956 for failure to obtain the prior approval of the Central Government in relation to carrying out certain transactions with related party. The compounding application was accepted and Lords has deposited an amount of ₹ 0.3 million with NCLT as penalty imposed.

XII. Defaults in respect of statutory dues payable

Other than as specified in *"Financial Statements"* on page 224, for the periods specified therein, our Company has no outstanding defaults in relation to statutory dues payable.

XIII. Small scale undertakings or any other creditors

As of March 31, 2017, our Company had no outstanding dues (trade payables) owed to small scale undertakings. Further, with respect to other creditors, as of March 31, 2017, our Company owed outstanding dues (trade payables) of ₹ 3,858.32 million.

In terms of the Creditors Materiality Policy, trade payables exceeding 5% of the consolidated trade payables of the Company as per the Restated Consolidated Financial Statements for the Fiscal 2017 amounting to ₹ 192.92 million, are material dues for our Company. Our Company did not owe any payables to small scale undertakings or other creditors, exceeding the materiality as specified above.

Particulars	(₹ in million)
Dues to small scale undertakings	-
Material dues to creditors	-
Other dues to creditors	3,858.32
Total	**3,858.32**

The details pertaining to amounts due towards such creditors are available on the website of our Company at http://www.mahindralogistics.com/.

XIV. Outstanding litigation against any other person whose outcome could have an adverse effect on our Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule V of the Companies Act, 2013, show cause notices or legal notices pending against any other person whose outcome could affect the operations or finances of our Company or have a material adverse effect on the position of our Company.

XV. Adverse findings against any persons/entities connected with our Company as regards non compliance with securities laws

There are no adverse findings involving any persons/entities connected with our Company as regards non-compliance with securities law.

XVI. Disciplinary action taken by SEBI or stock exchanges against our Company

There are no disciplinary actions taken by SEBI or stock exchanges against our Company, or its Directors.

XVII. Litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

1. Our Promoter received a show cause notice dated July 13, 2015 from the Deputy Chief Inspector of Factories, Hyderabad (Rural) directing our Promoter to explain as to why no action should be taken for non-compliance of various provisions of the Factories Act, 1948, primarily pertaining to maintenance of health and safety in the factory and working hours of the workers (the "**SCN**"). Our Promoter has filed a reply dated August 12, 2015 to the SCN. No further communication has been received in this matter.

2. Our Promoter received a show cause notice dated October 13, 2014 from the Legal Metrology Inspector, Amroha, Uttar Pradesh directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the unit 'inch' for the size of alloy wheels and infotainment screen, which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated November 24, 2014 to the SCN. No further communication has been received in this matter.

3. Our Promoter received a show cause notice dated April 30, 2015 from the Inspector of Legal Metrology, Shahjanpur directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the mileage of a particular vehicle manufactured by our Promoter as 'KM/L', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated May 7, 2015 to the SCN. No further communication has been received in this matter.

4. Our Promoter received a show cause notice dated April 30, 2015 from the Legal Metrology Inspector, Lucknow directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the mileage of a particular vehicle manufactured by our Promoter as 'KMPL' instead of km/l or km/L and, size of touch screen and alloy wheels as 'CM' instead of cm, and also for wrongly mentioning 'INCH', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated August 14, 2015 to the SCN seeking compounding of the aforesaid violations. The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.12 million on September 4, 2015.

5. The Regional Provident Fund Commissioner, Nasik has passed an order dated August 7, 2008 for failure to produce certain contractors' records and failure of payment of provident fund contribution to the trainee employees (the "**Order**"). Our Promoter filed an appeal before the Employees' Provident Funds Appellate Tribunal, New Delhi (the "**Tribunal**") against the Order, which was dismissed by the Tribunal by its order dated October 13, 2010 (the "**Tribunal Order**"). Our Promoter filed an appeal before the Bombay High Court against the Tribunal Order. The matter is currently pending.

6. Our Promoter received a notice dated February 17, 2014 from the Chief Agricultural Officer, Ferozepur alleging misbranding of insecticides manufactured by Acme Organic Private Limited (which also carried a label indicating our Promoter as the marketers of such insecticides), there by violation provisions of the Insecticides Act, 1968 (the "**Notice**"). Our Promoter has filed a reply dated March 20, 2014 to the Notice. No further communication has been received in this matter.

7. Our Promoter received a notice dated March 16, 2015 from the Chief Agricultural Officer, Punjab alleging misbranding of insecticides manufactured by Acme Organic Private Limited (which also carried a label indicating our Promoter as the marketer of such insecticides), there by violation provisions of the Insecticides Act, 1968 (the "**Notice**"). The matter is currently pending.

8. Our Promoter received a notice dated June 1, 2015 from the Chief Agricultural Officer, Ludhiana alleging that the Sulphur content in the insecticides manufactured by Mitul Industries Limited was not as per the packaging label of the insecticides (which also indicated that insecticide is marketed by our Promoter) (the "**Notice**"). Our Promoter has filed a reply dated June 18, 2015 to the Notice. The matter is currently pending.

9. Our Promoter received a show cause notice dated December 7, 2015 from the Deputy Director (LC & PP) - cum - Licensing Authority, Chandigarh (the "**Deputy Director**") alleging that the active ingredient content in certain insecticide manufactured by B R Agrotech Limited Samba and marketed by our Promoter, was 4.22% against 4.9%. the "**Notice**"). Our Promoter has filed a reply

dated December 23, 2015 to the Notice and further requested for re-testing of the insecticide. However, the Deputy Director by its order dated April 6, 2016 had cancelled the license of our Promoter, which was subsequently reinstated by the Joint Director of Agriculture by its order dated May 24, 2016.

10. Our Promoter received a show cause notice dated September 23, 2015 from the Legal Metrology Inspector, Mahanagar Lucknow, Uttar Pradesh directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning top speed of a particular vehicle manufactured by our Promoter by using the unit 'KMPH' instead of 'km/h', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated December 7, 2015 to the SCN seeking compounding of the aforesaid violation. The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.11 million on December 19, 2015.

11. Our Promoter received a notice dated February 5, 2015 from the Legal Metrology Inspector, Warangal, Telangana alleging that stating that certain retail packages of swaraj parts did not bear the name and address of the manufacturer, name of commodity contained in the packages, the retail sale price, the month and year of the packages and the consumer care telephone number of the contact person or the office, thereby violating certain provisions of the Metrology Act, 2009 (the "**Notice**"). Our Promoter filed a reply dated April 11, 2015 to the Notice. No further communication has been received in this matter.

12. Our Promoter received a show cause notice dated August 20, 2015 from the Legal Metrology Inspector, Aligarh, Uttar Pradesh directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the non-metric unit 'foot', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply to the SCN seeking compounding of the aforesaid violations. The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.12 million.

13. Our Promoter received a show cause notice dated January 16, 2015 from the Inspector of Legal Metrology, Nakodar, Punjab directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a television channel mentioning the unit 'inch' for the size of alloy wheels, which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated January 23, 2015 to the SCN. The matter is currently pending.

14. Our Promoter received a summon dated June 03, 2015 ("**Summon**") from the Metropolitan Magistrate, Hyderabad at Kukatpally ("**Magistrate**"). The Summon alleged that our Promoter has been in violation of provisions relation to declartions on pre-packaged commodities and sellig non-standard packages under Metrology Act, 2009. The matter has been compounded by an order of the Magistrate dated January 27, 2016 and our Promoter has paid a compounding amount of ₹ 0.04 million.

15. Our Promoter received a show cause notice dated October 29, 2015 from the Legal Metrology Inspector, Shahjanpur, Uttar Pradesh directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning mileage as 'LTR/HR', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated January 11, 2016 to the SCN seeking compounding of the aforesaid violations. The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.11 million.

16. Our Promoter received a notice dated April 06, 2015 from the Inspector of Legal Metrology, Jorhat, Assam alleging that certain packages of Mahindra spares (bush rubber upper arm) seized from the trading premises of M/s. Vintage Automobile had 'MRP' mentioned on it by putting an additional yellow sticker over the original declaration, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated June 22, 2015 to the SCN seeking compounding of the aforesaid violations. The matter is currently pending.

17. Our Promoter received notices dated January 05, 2016 and May 23, 2016 from the Assistant Controller of Legal Metrology Flying squad-2, Bangalore alleging that retail sale price marked on certain seized packages was not as per the of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed replies dated January 08, 2016, March 31, 2016 and May 30, 2016 to the SCN. The matter is currently pending.

18. Our Promoter received a notice dated December 08, 2015 from the Inspector of Legal Metrology, Khamgaon, District Buldana (M.S) alleging that declaration of retail sale price was not mentioned on the packages of piston for thinner rings and pin assy cbs manufactured by our Promoter and further, there was no mention of term 'inclusive of all taxes' on such packages, thereby violating certain provisions of the Metrology Act, 2009. The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.30 million.

19. The Inspector of Legal Metrology, Bhandara has filed a criminal complaint before the Magistrate Court, Morgaon Arjuni against our Promoter alleging that the label on certain seized packages of oil filters bearing genuine parts did not mention the customer care contact details and the month of manufacturing, thereby violating certain provisions of the Legal Metrology Act, 2009 (the "**Complaint**"). Our Promoter filed a petition before Bombay High Court (Nagpur Bench) (the "**High Court**") for quashing of the Complaint. The High Court by its order dated August 20, 2013 granted interim stay to the Complaint. The matter is currently pending.

20. Our Promoter received a notice dated March 23, 2015 from the Inspector of Legal Metrology, Bengaluru alleging that maximum retail price, date of packing and consumer care number were not declared on certain pre-packaged pushpin, thereby violating certain provisions of the Legal Metrology Act, 2009 (the "**Notice**"). Our Promoter has filed a reply dated April 15, 2015 to the Notice. The matter is currently pending.

21. Our Promoter received a notice dated August 03, 2015 from the Inspector of Legal Metrology, Margaon, Goa (the "**Inspector**") alleging that certain seized packages of Mahindra spares and Mahindra screens ("Packages") did not bear the maximum retail price and the month and year of manufacturing, thereby violating certain provisions of the Legal Metrology Act, 2009. Further, our Promoter received a notice dated November 09, 2015 from the Controller, Legal Metrology, Goa ("Controller") stating that our Promoter has violated certain provisions of the Legal Metrology Act, 2009 and directing to compound the said violation by paying ₹ 0.06 million, failing which it may institute legal proceedings in a court of law (the "**Order**"). Our Promoter has filed an appeal before the Secretary, Metrology, Government of Goa against the Order. Meanwhile, the Inspector has filed a criminal complaint before the Judicial Magistrate of First Class, Margaon ("**Complaint**"). Our Promoter has also filed a petition before the Bombay High Court for quashing of the Complaint. By its order dated October 4, 2016, the Bombay High Court has granted interim stay on the proceedings of the Complaint. The matter is currently pending.

22. Our Promoter has received a notice dated February 27, 2012 from the Inspector of Legal Metrology, Mehkar Division, Buldhana (the "**Inspector**") alleging that certain seized package of De Sc- air filter did not contain the date of packing and customer care number (the "**February Notice**"). Our Promoter filed a reply dated April 09, 2012 to the Notice. In this regard, our Promoter received another notice dated August 07, 2012 from the Inspector intimating that a criminal complaint has been filed before the Court of the First Class Judicial Magistrate, Mehakar, District Buldhana (the "**Court**" and such criminal complaint, the "**Complaint**") and requiring presence of our Promoter's representative on August 14, 2012 in the Court (the "**August Notice**"). Our promoter has filed an appeal before the Controller of Legal Metrology, Mumbai against the February Notice and the August Notice seeking the same to be quashed and set aside. Our Promoter has also filed an application before the Bombay High Court (Nagpur Bench) (the "**High Court**") for quashing of the Complaint. By its order dated August 20, 2013 the High Court has granted stay over the proceedings of the Complaint. The matter is currently pending.

23. Our Promoter received a show cause notice dated March 27, 2015 from the Agricultural Officer, Rajkot alleging that certain samples of sarvodaya seeds manufactured by Acme Organics Private Limited and is marketed by our Promoter, contains 32.90% of Profenophos instead of 40%, thereby violating the provisions of the Insecticide Act, 1968 for misbranding, and seeking explanation as to

why no action should be taken in this regard (the "**SCN**"). Our Promoter has replied to the SCN. No further communication has been received in this matter. The matter is currently pending.

24. Shamsher Kataria had filed certain information before the Competition Commission of India against 17 automobile manufacturers, including our Promoter for alleged non-availability of automobile spare parts in open market. The CCI by its order dated August 25, 2014 imposed a penalty of ₹ 29,22.50 million on our Promoter (the "**CCI Order**"). Our Promoter has filed a writ petition before the Delhi High Court against the CCI Order. The Delhi High Court by its order dated September 26, 2014 has granted stay over the CCI Order. The matter is currently pending.

25. Our Promoter received a show cause notice dated October 4, 2014 from the Legal Metrology Inspector, Ghaziabad directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the non-metric unit 'inch', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated March 11, 2015 to the SCN seeking compounding of the aforesaid violations. The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.12 million on March 11, 2015.

26. A notification dated December 9, 2011 was issued by the Government of Maharashtra prohibiting employment of contract labor for cleaning, maintenance, gardening, material supply, electrical maintenance, fabrication, internal transport, security, machine repairing and other technical works in the tractor division of our Promoter, Nagpur Plant (the "**Notification**"). Our Promoter by a petition before the Bombay High Court (Nagpur Bench) (the "**High Court**") challenged the Notification. The High Court by an order dated December 24, 2013 dismissed the Notification and directed the Contract Labor Advisory Board (the "**Advisory Board**") to decide the matter. Subsequently, the Government of Maharashtra passed an order dated September 18, 2014 withdrawing the notification for one year, subject to submission of an undertaking from our Promoter. Accordingly, our Promoter submitted an undertaking dated November 14, 2014 to the Advisory Board for, inter alia, (i) ensuring that if the contractor changes, the laborers will not be changed; (ii) enhancing wages of the laborers and improve their service conditions through wage agreements; (iii) giving preference to contract labor in case of vacancy in permanent workmen.

27. Our Promoter received a notice dated March 17, 2016 from the Legal Metrology Inspector, Shimoga alleging that declaration of retail sale price was not mentioned on four packages of Mahindra tank units manufactured by our Promoter, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.05 million.

28. Our Promoter received a show cause notice dated March 22, 2017 from the Legal Metrology Inspector, Lucknow directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the lifting capacity as 1640 'kgs', which is non-standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). The matter has been compounded and our Promoter has paid a compounding amount of ₹ 0.11 million.

29. Our Promoter received a show cause notice dated January 30, 2017 from the Legal Metrology Inspector, Wani (Yavatmal), Maharashtra alleging that certain spares seized did not have the declaration "inclusive of all taxes" printed alongside the maximum retail price, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). Our Promoter filed a reply dated April 6, 2017 to the SCN seeking compounding of the aforesaid violation. The matter is currently pending.

30. Our Promoter received a show cause notice dated August 10, 2016 from the Inspector, Security Guard Board alleging non-compliance of certain provisions of the Private Security Guards (Regulation of Employment and Welfare) Scheme, 2002 pertaining to payment of wages to registered security guards and maintenance of records (the "**SCN**"). Our Promoter filed a reply dated September 15, 2016 to the SCN. The matter is currently pending.

31. Our Promoter received a show cause notice dated June 20, 2017 from the Legal Metrology Inspector, Kanpur directing our Promoter to explain as to why no action should be taken for an advertisement published by our Promoter in a newspaper mentioning the back tyres as 13.6" x 28", which is non-

standard, thereby violating certain provisions of the Metrology Act, 2009 (the "**SCN**"). The matter is currently pending.

32. Our Promoter has received a letter dated July 12, 2017 from the Plant Protection Officer, Farukabad. For details, see "*Outstanding Litigation and Other Material Development - Litigation initiated against unlisted Group Companies - Action by regulatory/ statutory authorities*" on page 269.

33. Our Promoter has received a letter dated September 3, 2016 from the Divisional Quality Control Inspector, Pune. For details, see "*Outstanding Litigation and Other Material Development - Litigation initiated against unlisted Group Companies - Action by regulatory/ statutory authorities*" on page 269.

34. Our Promoter has received a letter dated January 7, 2017 from the Plant Protection Officer, Farukabad. For details, see "*Outstanding Litigation and Other Material Development - Litigation initiated against unlisted Group Companies - Action by regulatory/ statutory authorities*" on page 269.

XIII. Material Developments

For details of material developments post March 31, 2017, please see the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 225.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein and in "Risk Factors" on page 20, we have obtained all material consents, licenses, permissions and approvals from various governmental, statutory and regulatory authorities in India, which are necessary for undertaking our Company's and Subsidiaries'business. The disclsoure below is indicative and no further material approvals are required for carrying on the present business operations of our Company and Subsidiaries. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. Further, unless otherwise stated, these approvals are in respect of business and operations of our Company. For details in connection with the regulatory and legal framework within which our Company operates, see "Regulations and Policies" on page 158.

For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 282 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 160.

Approvals in relation to our business and operations

*Business related approvals**

1. Central license issued by the Food Safety and Standards Authority of India, Government of India, under the Food Safety and Standards Act, 2006, to commence/carry on the food businesses in capacity of a 'transporter'.

2. State license issued by the Food and Drug Administration, Government of Maharashtra, under the Food Safety and Standards Act, 2006, to commence/carry on our business under the category of 'repacker and retailer', for all food categories.

3. Authorisation certificates issued by the Transport Department of Maharashtra, Ministry of Road Transport and Highway for the vehicles of 2X2 Logistics for the purpose of transportation of goods throughout the territory of India.

4. Certificate of registration issued by the Directorate General of Shipping, Ministry of Shipping, Government of India to Lords for registration as a Multimodal Transport Operator under the Multimodal Transportation of Goods Act, 1993 and Multimodal Transport Operator Rules, 1992 to carry on/commence the business of multimodal transportation.

5. State license issued by the Food and Drug Administration, Government of Maharashtra to Lords under the Food Safety and Standards Act, 2006, to commence/carry on our business of transporter of different category of food products.

** Our business related approvals may vary (and renewed) from time to time on the basis of nature of the products of our customer for which logistics services are provided by our Company.*

Labour/employment related approvals

1. Shops and establishments registrations under the applicable provisions of the shops and establishments legislation of relevant states for our offices, warehouses and other premises, wherever applicable, issued by the ministry or department of labour of relevant state government. These licenses are periodically renewed, whenever applicable.

2. Certificates for contract labour under the Contract Labour (Regulation & Abolition) Act, 1970 for our offices, warehouses and other premises, wherever applicable, issued by relevant registering officer. These approvals are periodically renewed, whenever applicable.

3. Registration for employees' provident fund issued by the Employees' Provident Fund Organisation under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

4. Registration for employees' insurance issued by the Regional Office, Employees State Insurance Corporation of different states in India under the Employees' State Insurance Act, 1948.

Tax related approvals

1. Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.

2. Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961.

3. Provisional goods and services tax registration issued by the GoI and state governments, wherever applicable, under the Goods and Service Tax Act, 2017.

4. Service tax registration issued by the Central Board of Excise and Customs under the Finance Act, 1994.

Approvals for which fresh applications have been made

Nature of approval	Issuing authority	Date of acknowledgement of application / date of application
Contract labour regulation registration - Nashik	Assistant Commissioner of Labour Nashik-2	July 7, 2017
Shops and establishment registration - Bhopal	Bhopal Labour Office	July 11, 2017
Shops and establishment registration - Kerala	District Labour Office	July 5, 2017
Contract labour regulation registration - Barasat	Office of the Registration Officer	July 28, 2017
Shops and establishment registration – 9th floor, Techniplex, Mumbai	Municipal Corporation of Greater Mumbai	July 21, 2017
Contract labour regulation registration - Gujarat	Valsad Labour Office	July 16, 2017

Approvals which have expired for which renewal applications have been made

Nature of approval	Issuing authority	Date of acknowledgement of renewal application / date of renewal application
Contract labour regulation registration - Rudrapur	Licencing Officer & Regional Labour Commissioner - Kumayun Region	May 13, 2017
Contract labour regulation registration – Pantnagar	Licencing Officer & Regional Labour Commissioner - Kumayun Region	January 20, 2017
Shops and establishment registration - Patna	Labour Resources Department, Government of Bihar	July 17, 2017

Approvals for which no fresh or renewal applications have been made

Nature of approval	Issuing authority
Shops and establishment registration - Puducherry	The Assistant Inspector of Labour
Shops and establishment registration - Vijayawada	Deputy Commissioner of Labour
Shops and establishment registration - Tadepalligudem	Deputy Commissioner of Labour
Shops and establishment registration - Hyderabad	Deputy Commissioner of Labour
Shops and establishment registration - Zaheerabad	Labour Department
Shops and establishment registration - Noida	Uttar Pradesh Labour Department
Shops and establishment registration – Gurgaon	Haryana Labour Department
Registration under Carriage by Road Act, 2007 for vehicles operated by 2X2 Logistics	Regional Transport Office

Intellectual property rights

Our Promoter has licensed certain trademarks to our Company on a non-exclusive and royalty free basis. For details, see "*History and Certain Corporate Matters*" on page 160. For details, see "*Our Business*" on page 136.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board of Directors has authorized the Offer by a resolution dated June 13, 2017.
- This Draft Red Herring Prospectus has been approved by the Board and the IPO Committee on July 25, 2017 and August 3, 2017, respectively.

Approvals from the Selling Shareholders

The Selling Shareholders have approved the transfer of their respective portion of the Equity Shares pursuant to the Offer for Sale as set out below:

S. No.	Name of the Selling Shareholder	Date of corporate authorisation	Number of Equity Shares offered for sale
1.	Mahindra & Mahindra Limited	June 13, 2017 and August 3, 2017	9,666,173
2.	Normandy	July 21, 2017	9,271,180
3.	Kedaara AIF	July 28, 2017	394,993

Each Selling Shareholder specifically confirms that, as required under Regulation 26(6) of the SEBI ICDR Regulations, it has held the Equity Shares proposed to be offered and sold by it in the Offer for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus or, to the extent that the Equity Shares being offered by such Selling Shareholder in the Offer have not been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, such Equity Shares have resulted from conversion of convertible securities that have been held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus. Therefore, the Equity Shares offered by the Selling Shareholders in the Offer are eligible to be offered for sale in the Offer. Each Selling Shareholder has severally confirmed that it is the legal and beneficial owner of the respective Offered Shares. It is that clarified that, in the case of Kedaara AIF, the beneficiaries of Kedaara AIF have a beneficial interest in the assets of Kedaara AIF, including the Equity Shares held by it.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or Governmental Authorities

None of our Company, our Promoter, the members of our Promoter Group, our Group Companies, our Directors or persons in control of our Company are or have ever been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI or any other governmental authorities. Neither our Promoter, nor any of our Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions passed by SEBI or any other governmental authorities. Further, there have been no violations of securities laws committed by any of them in the past or are currently pending against them.

Each Selling Shareholder, severally and not jointly, specifically confirms that it has not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority. Further, each Selling Shareholder, severally and not jointly, specifically confirms that it has not been declared as a wilful defaulter, as defined under the SEBI ICDR Regulations. There are no violations of securities laws committed by any of the Selling Shareholders in the past or are currently pending against any of them.

None of our Directors are in any manner associated with the securities market, including securities market related business and no action has been taken by the SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

Neither our Company, nor our Subsidiaries, nor our Promoter, nor any member of our Promoter Group, our Group Companies nor our Directors are or have been declared as wilful defaulters, as defined by the SEBI ICDR Regulations.

The listing of any securities of our Company or our Subsidiaries has never been refused at any time by any of the stock exchanges in India or abroad.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the SEBI ICDR Regulations, as described below:

A. *The Company has net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each);*

B. *The Company has a minimum average pre-tax operating profit of ₹ 150 million, calculated on a restated standalone basis and on a restated consolidated basis, during the three most profitable years out of the immediately preceding five years;*

C. *The Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each);*

D. *There has been no change in the name of the Company in the last 12 months;*

E. *The pre-Offer net worth of the Company, based on the audited balance sheet as at March 31, 2017 is ₹ 3,524.43 million on a restated consolidated basis and is ₹ 3,487.88 million on a restated standalone basis, and five times of such pre-Offer net worth is ₹ 17,622. 15 million on a consolidated basis and₹ 17,439.40 million on a standalone basis, respectively. The aggregate of the proposed Offer and all previous issues made in the same financial year in terms of issue size is not expected to exceed five times its pre-Offer net worth as per the audited restated balance sheet of the preceding financial year, either on a standalone or consolidated basis; and*

F. *The Company's net tangible assets and net worth derived from the audited restated standalone financial information and the audited restated consolidated financial information for the last five financial years included in this Draft Red Herring Prospectus, is set forth below:*

Standalone

(in ₹ million)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Net worth (1)	3,487.88	3,037.72	2,657.59	1,243.35	859.33
Net tangible assets (2)	3,476.26	3,029.69	2,651.83	1,230.45	840.03

(1) 'Net worth' has been defined as aggregate of paid-up equity capital and reserves and surplus for March 2013 and March 2014; and aggregate of paid-up equity share capital and other equity for March 31, 2015, March 31, 2016, March 31, 2017;

(2) 'Net tangible assets' has been defined as the sum of all net assets of the Company excluding intangible assets in terms of Ind AS 38 and Accounting Standard 26 (as applicable) issued by Institute of Chartered Accountants of India.

Consolidated

(in ₹ million)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Net worth (1)	3,524.43	3,047.31	2,681.49	1,243.43	859.30
Net tangible assets (2)	3,468.86	2,995.20	2,631.56	1,230.53	839.99

(1) 'Net worth' has been defined as as aggregate of paid-up equity capital and reserves and surplus for March 2013 and March 2014; and aggregate of paid-up equity share capital and other equity for March 31, 2015, March 31, 2016, March 31, 2017;

(2) 'Net tangible assets' has been defined as the sum of all net assets of the Company excluding intangible assets in terms of Ind AS 38 and Accounting Standard 26 issued by Institute of Chartered Accountants of India.

G. *Our Company's average pre-tax operating profit derived from the restated standalone financial information of our Company for the last five financial years, as included in this DRHP, is set forth below:*

(in ₹ million)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Pre-tax operating profit(1)	768.47	641.14	672.34	575.62	399.31
Average pre-tax operating profit based on the three most profitable years (Fiscal 2017, Fiscal 2016 and Fiscal2015) out of the immediately preceding five years, is ₹ 693.98 million.					

(1) Pre-tax operating profit is defined as Profit after tax + Tax expense + Depreciation and amortization expense + Finance costs.

H. *Our Company's average pre-tax operating profit derived from the restated consolidated financial information of the Company for the last five financial years, as included in this DRHP, is set forth below:*

(in ₹ million)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Pre-tax operating profit(1)	859.14	655.31	656.35	575.75	399.30
Average pre-tax operating profit based on the three most profitable years (Fiscal 2017, Fiscal 2016 and Fiscal2015) out of the immediately preceding five years, is ₹ 723.60 million.					

Pre-tax operating profit is defined as Profit after tax + Tax expense + Depreciation and amortization expense + Finance costs

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

Our Company is in compliance with conditions specified in Regulation 4(2) of the SEBI ICDR Regulations to the extent applicable.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY THE SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING KOTAK MAHINDRA CAPITAL COMPANY LIMITED AND AXIS CAPITAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, BEING KOTAK MAHINDRA CAPITAL COMPANY LIMITED AND AXIS CAPITAL LIMITED, HAVE FURNISHED TO THE SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 3, 2017 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

   A. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS ETC., FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT 1956, TO THE EXTENT APPLICABLE, THE COMPANIES ACT 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID;**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – <u>NOTED FOR COMPLIANCE</u>;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI UNTIL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS; <u>COMPLIED WITH</u>**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>;**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE**

SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTER'S CONTRIBUTION WILL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER – <u>NOT APPLICABLE</u>;

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION - <u>APPLICABLE TO THE EXTENT APPLICABLE</u>;**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO AMONG THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION – <u>NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SECTION 40(3) OF THE COMPANIES ACT 2013</u>;**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – <u>NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT 2013, EQUITY SHARES IN THE OFFER WILL BE ISSUED IN DEMATERIALISED FORM ONLY</u>;**

11. **WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION;**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    (a) **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

    (b) **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER - <u>NOTED FOR COMPLIANCE</u>;**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.;**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009,**

CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY;

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR;**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 AND IND_AS 24 (AS APPLICABLE) IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). – NOT APPLICABLE.**

The filing of this Draft Red Herring Prospectus does not, however, absolve the Company who has authorized the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the proposed Offer. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus.

The filing of this Draft Red Herring Prospectus does not absolve the Selling Shareholders from any liabilities to the extent of the statements made by them in respect of themselves and of the Equity Shares offered by such Selling Shareholder, as part of the Offer for Sale, under Section 34 or Section 36 of Companies Act, 2013.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30 and 32 of the Companies Act, 2013.

Price Information of past issues handled by the BRLMs

Kotak Mahindra Capital Company Limited

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Kotak Mahindra Capital Company Limited*

Sr. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	CL Educate Limited	238.95	502	March 31, 2017	402.00	-8.98%[+ 1.42%]	-15.36%[+3.46%]	-
2.	Avenue Supermarts Limited	1,870.00	299	March 21, 2017	600.00	+145.08%[- 0.33%]	+167.59%[+4.97%]	-
3.	Laurus Labs Limited(1)	1,330.50	428	December 19, 2016	489.90	+11.44%[+3.62%]	+23.97%[+13.03%]	+41.43%[+18.31%]
4.	Varun Beverages Limited	1,112.50	445	November 8, 2016	430.00	-7.72%[-5.17%]	-11.49%[+2.31%]	+8.89%[+8.68%]
5.	PNB Housing Finance Limited(2)	3,000.00	775	November 7, 2016	860.00	+11.70%[-4.16%]	+21.28%[+2.87%]	+70.50%[+9.28%]
6.	L&T Technology Services Limited	894.40	860	September 23, 2016	920.00	-0.85%[-1.57%]	-8.54%[-8.72%]	-9.55%[+3.28%]
7.	RBL Bank Limited	1,212.97	225	August 31, 2016	274.20	+27.07%[-2.22%]	+56.98%[-7.50%]	+103.07%[+1.74%]
8.	Larsen & Toubro Infotech Limited(3)	1,236.38	710	July 21, 2016	667.00	-6.39%[+1.84%]	-12.44%[+1.97%]	-4.21%[-1.14%]

Sr. No.	Issue name	Issue size (₹ million)	Issue price ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
9.	Mahanagar Gas Limited(4)	1,038.88	421	July 1, 2016	540.00	+20.86%[+3.72%]	+57.15%[+5.00%]	+83.71%[-3.55%]
10.	Parag Milk Foods Limited(5)	750.54	215	May 19, 2016	217.50	+17.07%[+4.97%]	+48.67%[+11.04%]	+38.93%[+6.59%]
11.	Ujjivan Financial Services Limited	882.50	210	May 10, 2016	231.90	+72.38%[+4.88%]	+120.90%[+10.08%]	+98.31%[+6.92%]
12.	Healthcare Global Enterprises Limited	649.64	218	March 30, 2016	210.20	-15.32%[+1.45%]	-19.98%[+4.65%]	-1.31%[+14.17%]
13.	Dr. Lal PathLabs Limited(6)	631.91	550	December 23, 2015	720.00	+32.54%[-7.49%]	+66.95% [-2.06%]	+63.13% [+3.87%]
14.	S H Kelkar and Company Limited	508.17	180	November 16, 2015	223.70	+21.69%[-1.35%]	+20.78%[-10.58%]	+24.97% [+0.11%]
15.	Interglobe Aviation Limited(7)	3,008.50	765	November 10, 2015	855.80	+32.39%[-2.20%]	+9.41%[-3.78%]	+40.59% [-0.64%]
16.	Coffee Day Enterprises Limited	1,150.00	328	November 2, 2015	317.00	-21.42%[-1.19%]	-19.73%[-6.05%]	-20.98% [-2.50%]
17.	Sadbhav Infrastructure Project Limited	491.66	103	September 16, 2015	111.00	-2.28% [+3.55%]	-5.63%[-3.15%]	-12.67% [-4.92%]
18.	Power Mech Projects Limited	273.22	640	August 26, 2015	600.00	-9.36% [+0.98%]	-4.63%[+0.74%]	-10.65% [-7.15%]
19.	anpasand Beverages Limited	400.00	320	July 9, 2015	300.00	+23.20% [+2.83%]	+36.53% [-2.11%]	+58.34% [-6.45%]
20.	Adlabs Entertainment Limited(8)	374.59	180	April 6, 2015	162.20	-18.36% [-3.87%]	-12.08% [-2.02%]	-38.39% [-8.19%]
21.	Ortel Communications Limited	173.65	181	March 19, 2015	160.05	-3.67% [-0.33%]	-5.91% [-6.80%]	+12.21% [-8.83%]

Source: www.nseindia.com

Notes:

1. *In Laurus Labs Limited, the issue price to employees was ₹388 per equity share after a discount of ₹40 per equity share. The Anchor Investor Issue price was ₹428 per equity share.*
2. *In PNB Housing Finance Limited, the issue price to employees was ₹700 per equity share after a discount of ₹75 per equity share. The Anchor Investor Issue price was ₹775 per equity share.*
3. *In Larsen & Toubro Infotech Limited, the issue price to retail individual investor was ₹700 per equity share after a discount of ₹10 per equity share. The Anchor Investor Issue price was ₹710 per equity share.*
4. *In Mahanagar Gas Limited, the issue price to employees was ₹383 per equity share after a discount of ₹38 per equity share. The Anchor Investor Issue price was ₹421 per equity share.*
5. *In Parag Milk Foods Limited, the issue price to retail individual investor and employees was ₹203 per equity share after a discount of ₹12 per equity share. The Anchor Investor Issue price was ₹227 per equity share.*
6. *In Dr. Lal PathLabs Limited, the issue price to retail individual investor was ₹535 per equity share after a discount of ₹15 per equity share. The Anchor Investor Issue price was ₹550 per equity share.*
7. *In Interglobe Aviation Limited, the issue price to employees was ₹688.50 per equity share after a discount of ₹76.5 per equity share. The Anchor Investor Issue price was ₹765 per equity share.*
8. *In Adlabs Entertainment Limited, the issue price to retail individual investor was ₹168 per equity share after a discount of ₹12 per equity share. The Anchor Investor Issue price was ₹221 per equity share.*
9. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
10. *Nifty is considered as the benchmark index.*

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Kotak Mahindra Capital Company Limited*

Financial year	Total no. of IPOs	Total funds raised (₹ in Million)	Nos. of IPOs trading at discount – 30th calendar day from listing			Nos. of IPOs trading at premium – 30th calendar day from listing			Nos. of IPOs trading at discount – 180th calendar day from listing			Nos. of IPOs trading at premium – 180th calendar day from listing		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018*	11	13,567.63	-	-	4	2	1	4	-	-	2	4	2	1
2016-2017	9	7,487.69	-	-	5	-	2	2	-	1	4	2	1	1
2015-2016	1	173.65	-	-	1	-	-	-	-	-	-	-	-	1

Axis Capital Limited

2. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Sr. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Central Depository Services (India) Limited	5,239.91	149	June 30, 2017	250.00	+127.92%,[5.84%]	-	-
2.	Eris Lifesciences Limited	17,404.86	603[1]	June 29, 2017	611.00	+0.87%,[+5.37%]	-	-
3.	Tejas Networks Limited	7,766.88	257	June 27, 2017	257.00	+28.04%,[+5.35%]	-	-
4.	S Chand And Company Limited	7,286	670.00	May 9, 2017	700.00	-17.37%,[+3.59%]	-	-
5.	Avenue Supermarts Limited	18,700	299	March 21, 2017	600.00	+145.08%, [-0.20%]	+166.35%,[+5.88%]	-
6.	BSE Limited	12,434.32	806	February 3, 2017	1085.00	+17.52%,[+2.55%]	+24.41%,[+6.53%]	+34.43%,[+15.72%]
7.	Varun Beverages Limited	11,250.00	445	November 8, 2016	430.00	-7.72%,[-5.17%]	-9.36%,[+3.01%]	+10.60%,[+9.02%]
8.	Endurance Technologies Limited	11,617.35	472	October 19, 2016	572.00	+16.06%,[-6.69%]	+ 23.78%,[-2.84%]	+73.98%,[+5.55%]
9.	RBL Bank Limited	12,129.67	225	August 31, 2016	274.20	+27.07%,[-2.22%]	+56.98%,[-7.50%]	+107.91%,[+1.26%]
10.	Dilip Buildcon Limited	6,539.77	219	August 11, 2016	240.00	+5.11%,[+3.20%]	+1.53%,[-0.57%]	+22.12%,[+2.43%]

Source: www.nseindia.com
[1]Price for eligible employees was ₹ 543.00 per equity share

Notes:
(a) *The CNX NIFTY is considered as the Benchmark Index.*

(b) *Price on NSE is considered for all of the above calculations.*

(c) *In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.*

(d) *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

3. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Financial year	Total no. of IPOs	Total funds raised (₹ in Million)	Nos. of IPOs trading at discount – 30th calendar day from listing	Nos. of IPOs trading at premium – 30th calendar day from listing	Nos. of IPOs trading at discount – 180th calendar day from listing	Nos. of IPOs trading at premium – 180th calendar day from listing

			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018*	4	37,697.65	-	-	1	1	1	1	-	-	-	-	-	-
2016-2017	10	1,11,377.80	-	-	1	4	2	3	-	-	-	6	1	2
2015-2016	8	60,375.66	0	0	3	0	4	1	0	0	3	1	2	2

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs mentioned below.

BRLMs	Website
Kotak Mahindra Capital Company Limited	http://investmentbank.kotak.com
Axis Capital Limited	http://www.axiscapital.co.in

Caution – Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.mahindralogistics.com, or any website of any of the members of our Promoter Group, Subsidiaries or any affiliate of our Company or the Selling Shareholders, would be doing so at his or her own risk. Each Selling Shareholder, and where applicable, their respective directors (as applicable), affiliates, associates and officers accept no responsibility for any statements made or undertakings provided other than those made by the respective Selling Shareholders, and only in relation to them and/or to the Equity Shares offered by such Selling Shareholder through the Offer for Sale.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered into among the BRLMs, the Selling Shareholders and our Company, and the Underwriting Agreement to be entered into among the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither our Company, the Selling Shareholders nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise.

The BRLMs and their respective associates may engage in transactions with, and perform services for our Company and Group Companies, the Selling Shareholders and our respective affiliates or associates or third parties in the ordinary course of business, and have engaged, or may in the future engage in transactions including underwriting, commercial banking and investment banking transactions with our Company and Group Companies or the Selling Shareholders or their respective affiliates, associates, Group Companies or third parties for which they have received, and may in future receive compensation.

Bidders that bid in the Offer will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families ("**HUFs**"), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, 2013, venture capital funds, permitted insurance companies and pension funds and, to permitted non-residents including Eligible NRIs, Alternative Investment Funds ("**AIFs**"), FPIs registered with SEBI and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States, in offshore transactions in compliance with Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) in the United States, to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A")), in reliance on Rule 144A and other available exemptions under the U.S. Securities Act, including the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company shall be included in the Red Herring Prospectus prior to filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with the SEBI at Mumbai.

A copy of the Red Herring Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the RoC situated at the address mentioned below.

The Registrar of Companies, Mumbai
100, Everest, Marine Drive
Mumbai 400 002

Listing

Applications have been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being offered and sold in the Offer and [●] is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. If our Company does not allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at a rate as per applicable law, which is presently 15% per annum for the delayed period.

The Selling Shareholders undertake to provide such reasonable support and extend reasonable cooperation as may be requested by our Company, to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within six working days from the Bid/Offer Closing Date.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, the Chief Financial Officer and Compliance Officer, the Company Secretary, the Auditors, the legal counsels, the Bankers to our Company, CRISIL Research, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Bankers to the Offer/ Escrow Bank and Refund Bank to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 and 32 of the Companies Act, 2013. Further, such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus with the RoC.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions.

Our Company has received written consent from B. K. Khare & Co., Chartered Accountants, our Auditors, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act, 2013 in respect of their reports on the Restated Financial Statements included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" and consent thereof does not represent an "expert" or consent within the meaning ascribed to these terms under the U.S. Securities Act.

Offer Expenses

For details of the Offer related expenses, see "*Objects of the Offer"* on page 109.

Fees, Brokerage and Selling Commission

The total fees payable to the Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be as stated in the Syndicate Agreement which shall be available for inspection at our Registered Office, from 10.00 am to 4.00 p.m. on Working Days from the date of filing the Red Herring Prospectus until the Bid/Offer Closing Date.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer, including fees for processing of Bid cum Application Forms, data entry, printing of Allotment Advice/CAN, refund order, preparation of refund data on magnetic tape and printing of bulk mailing register, will be as per the Registrar Agreement signed among our Company, the Selling Shareholders and the Registrar to the Offer, a copy of which shall be made available for inspection at our Registered Office. Adequate funds shall be provided to the Registrar to the Offer to enable it to send refund orders or Allotment Advice by registered post or speed post or ordinary post.

Particulars regarding public or rights issues during the last five years

There have been no public, including any rights issues to the public undertaken by our Company during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Commission payable to SCSBs, Registered Brokers, CRTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, CRTAs and CDPs, see "- *Offer Related Expenses*" on page 109.

Commission or Brokerage on Previous Issues

Since this is the initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares, since the incorporation of our Company.

Previous issues otherwise than for cash

Except as disclosed in "*Capital Structure*" on page 88, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Capital issues in the preceding three years

Except as disclosed in "*Capital Structure*" on page 88, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, none of our Subsidiaries are a listed company.

Performance vis-à-vis objects

Except as disclosed in "*Capital Structure*" on page 88, our Company has not undertaken any public or any rights issues in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis- à-vis Objects: last issue of listed Group Companies and Subsidiaries

Other than as disclosed in this Draft Red Herring Prospectus, none of our listed Group Companies and/or Subsidiaries have made any public or rights issues in the 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Outstanding Debentures, Bonds or Redeemable Preference Shares or other instruments

Our Company does not have any outstanding debentures, bonds or redeemable preference shares or other instruments, as on the date of this Draft Red Herring Prospectus.

Partly Paid-Up Shares

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Investors may contact the BRLMs for any complaint pertaining to the Offer. All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders DP' ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

Our Company, BRLMs and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company and/or the Registrar to the Offer for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Nikhil Nayak, Chief Financial Officeer, as the Compliance Officer and he may be contacted in case of any pre-Offer or post-Offer related problems, at the address set forth hereunder.

Nikhil Nayak
1A & 1B, 4th Floor
Techniplex 1, Techniplex Complex
Veer Savarkar Flyover
Goregaon West
Mumbai 400 062
Tel: +91 22 2871 5500
E-mail: cfo.mll@mahindra.com

The Selling Shareholders have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Further, our Board has constituted a Stakeholders Relationship Committee comprising our Directors, Chandrasekar Kandasamy, Parag Shah and Darius Pandole, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "*Our Management*" on page 168.

Disposal of investor grievances by our Promoter and listed Group Companies

As on the date of this Draft Red Herring Prospectus, our Promoter, Mahindra & Mahindra Limited and Tech Mahindra Limited, Mahindra and Mahindra Financial Services Limited, Mahindra Holidays & Resorts India Limited, Mahindra CIE Automotive Limited and EPC Industrie Limited, our Group Companies, are listed and have arrangements and mechanisms in place for redressal of investor grievances. As on date of this Draft Red Herring Prospectus, there are no investor complaints pending with respect to Tech Mahindra Limited, Mahindra and Mahindra Financial Services Limited, Mahindra Holidays & Resorts India Limited, Mahindra CIE Automotive Limited and EPC Industrie Limited. Our Promoter has one investor complaint for which action taken report has been submitted to SCORES and is yet to be closed by SEBI on the SCORES website.

As on the date of this Draft Red Herring Prospectus, none of our Subsidiaries are listed on any stock exchange Accordingly, the requirement to disclose details of investor grievances by listed companies under the same management as our Company, does not apply.

Changes in Auditors

There has been no change in our statutory auditors during the three years immediately preceding this Draft Red Herring Prospectus.

Capitalization of Reserves or Profits

Except as disclosed in "*Capital Structure*" in page 88, our Company has not capitalized its reserves or profits at any time during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets at any time during the last five years preceding the date of filing this Draft Red Herring Prospectus.

SECTION VII – OFFER RELATED INFORMATION

OFFER STRUCTURE

The Offer is of up to 19,332,346 Equity Shares of face value of ₹ 10 each, at an Offer Price of ₹ [●] per Equity Share for cash, aggregating up to ₹ [●] million and is being made through the Book Building Process, through an Offer for Sale by the Selling Shareholders, which includes up to 9,666,173 Equity Shares aggregating to ₹ [●] million by Mahindra & Mahindra Limited, up to 9,271,180 Equity Shares aggregating to ₹ [●] million by Normandy and up to 394,993 Equity Shares aggregating to ₹ [●] million by Kedaara AIF. The Offer comprises a Net Offer to the public of up to 19,207,346 Equity Shares and an Employee Reservation Portion of up to 125,000 Equity Shares. In terms of Rule 19(2)(b)(ii) of SCRR, this is an Offer for at least such percentage of the post-Offer paid-up Equity Share capital of our Company which will be equivalent to ₹ 4,000.00 million calculated at the Offer Price and the post-Offer capital of our Company calculated at the Offer Price is more than ₹16,000 million but less than or equal to ₹ 40,000 million.

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation**	Not more than 125,000 Equity Shares	Not more than 9,603,672 Equity Shares	Not less than 2,881,102 Equity Shares or Offer less allocation to QIBs and Retail Individual Investors	Not less than 6,722,572 Equity Shares or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer size available for allocation	The Employee Reservation Portion shall constitute up to 5% of the post-Offer paid-up Equity Share capital of our Company	Not more than 50% of the Net Offer will be Allotted to QIBs. However, 5% of the QIB Category, excluding the Anchor Investor Portion, will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation portion will also be eligible for allocation in the remaining QIB Category. The unsubscribed portion in the Mutual Fund portion will be available for allocation to QIBs	Not less than 15% Net Offer	Not less than 35% Net Offer
Basis of Allotment if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000 each.	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to 192,074 Equity Shares will be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to 3,649,395 Equity Shares will be available for allocation on a proportionate basis to all other QIBs including Mutual Funds receiving allocation as per (a) above	Proportionate	The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For more information, see "Offer Procedure" on page 304.
Mode of Bidding	Through ASBA process only (except Anchor Investors)			

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹ 500,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can Apply***	Eligible Employees such that the Bid Amount does not exceed ₹ 500,000	Public financial institutions specified in Section 2(72) of the Companies Act, 2013 FPIs (other than category III FPIs), scheduled commercial banks, mutual funds registered with the SEBI, venture capital funds registered with SEBI, FVCIs, VCFs, Alternative Investment Funds, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million, the National Investment Fund set up by the Government of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and Systemically Important Non- Banking Financial Companies.	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions societies and trusts and any category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 2,00,000 in value	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not exceed ₹ 2,00,000 in value

	Eligible Employees	QIBs*	Non-Institutional Investors	Retail Individual Investors
Terms of Payment****	***In case of Anchor Investors:*** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ***In case of all other Bidders***: Full Bid Amount shall be blocked by the SCSBs in the bank account of the Bidders (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form			

** Our Company and the Selling Shareholders, in consultation with the BRLMs may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis, in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*

***This Offer is being made through the Book Building Process under Regulation 26(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer will be Allotted to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis as mentioned above. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, on a proportionate basis, subject to applicable laws. Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Further, up to 125,000 Equity Shares, aggregating to ₹ [●] million will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Offer Price. Unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public.*

*.***If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

***** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form, provided that any difference between the price at which allocation is made to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Offer

Our Company and the Selling Shareholders in consultation with the BRLMs, reserve the right to not proceed with the Offer at any time after the Bid/Offer Opening Date but before Allotment. If our Company and the Selling Shareholders withdraw the Offer, our Company will issue a public notice within two days from the Bid/Offer Closing Date or such time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company and the Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a public offering of Equity Shares, a fresh draft red herring prospectus will be filed and/or submitted with SEBI and the Stock Exchanges.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company will apply for only after Allotment and within six Working Days of the Bid/Offer Closing Date; and (ii) the final RoC approval of the Prospectus after it is filed and/or submitted with the RoC and the Stock Exchanges.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

TERMS OF THE OFFER

The Equity Shares offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the abridged prospectus and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and offer for sale and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as maybe prescribed by such governmental and/or regulatory authority while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered and transferred pursuant to the Offer will be subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association and will rank *pari passu* with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "*Main Provisions of the Articles of Association*" on page 358.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale) in this Offer, will be received by the Allottees, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Main Provisions of our Articles of Association*" on pages 223 and 358, respectively.

Face Value and Price Band

The face value of each Equity Share is ₹ 10. At any given point of time there will be only one denomination for the Equity Shares.

The Price Band, Minimum Bid Lot will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and published at least five Working Days prior to the Bid/Offer Opening Date, in [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper, Marathi also being the regional language of Maharshtra where our Registered Office is located), and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchanges.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable law and our Articles of Association, the Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "*Main Provisions of the Articles of Association*" on page 358.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares will be Allotted only in dematerialized form.

As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialized form.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialized form in multiples of one Equity Share. For the method of Basis of Allotment, see "*Offer Procedure*" on page 304.

In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated August 2, 2017 amongst NSDL, our Company and the Registrar to the Offer; and

- Tripartite agreement dated August 3, 2017 amongst CDSL, our Company and the Registrar to the Offer.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [•] Equity Shares.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act, 2013, as amended, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/Offer Period

BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSES ON**	
FINALIZATION OF BASIS OF ALLOTMENT	[●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/UNBLOCKING OF FUNDS	[●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	[●]
COMMENCEMENT OF TRADING	[●]

** Our Company and the Selling Shareholders, in consultation with the BRLMs may consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company and the Selling Shareholders, may in consultation with the BRLMs, decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date.*

This timetable, is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders or the members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date, the timetable may be subject to change for various reasons, including extension of Bid/Offer period by our Company due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law. Each Selling Shareholder confirms that it shall extend reasonable cooperation required by our Company, the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Submission of Bids (other than Bids from Anchor Investors):

BID/OFFER PERIOD (EXCEPT THE BID/OFFER CLOSING DATE)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
BID/OFFER CLOSING DATE	
Submission and revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees.

On the Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 3.00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the

Bids due to faults in any software/hardware system or otherwise. Our Company and the Selling Shareholders in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members.

Minimum Subscription

As the Offer is entirely through Offer for Sale, the requirement of 90% minimum subscription under the SEBI ICDR Regulations is not applicable to the Offer. In the event our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b)(ii) of the SCRR, including through devolvement to the Underwriters, as applicable, within sixty (60) days from the date of Bid/Offer Closing Date, our Company and the Selling Shareholders shall forthwith refund the entire subscription amount received. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company and the respective Selling Shareholders shall be liable to pay interest on the application money at a rate as per applicable law, which is presently 15% per annum for the period of delay. However, subject to applicable law, the respective Selling Shareholders shall not be liable to reimburse any expenses towards refund or any interest thereon in respect to Allotment of their respective proportion of the Offered Shares or otherwise, unless the failure or default or delay, as the case may be, is solely on account of such Selling Shareholder.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangement for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restriction on Transfer of Shares

Except for lock-in of pre-Offer equity shareholding, Minimum Promoter's Contribution and Anchor Investor lock-in, as detailed in *"Capital Structure*" on page 88 and as provided in our Articles as detailed in "*Main Provisions of the Articles of Association*" on page 358, there are no restrictions on transfers and transmission of shares and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

OFFER PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, notified by SEBI ("**General Information Document**") included below under " – **Part B - General Information Document**", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect amendments to the SEBI ICDR Regulations and provisions of th*e Companies Act, 2013, *to the extent applicable to a public issue and any other enactments and regulations. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.*

Our Company, the Selling Shareholders and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b)(ii) of the SCRR, through the Book Building Process and in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be Allotted to QIBs provided that our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to the Anchor Investors. Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, up to 125,000 Equity Shares, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or over the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the ASBA process, and shall provide details of their respective bank account in which the Bid amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process.

Any unsubscribed Equity Shares in the Employee Reservation Portion shall be added to the Net Offer to the public. Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date. The Bid cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available only at our Registered Office and our Corporate Office.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors) must provide bank account details and authorisation by the ASBA bank holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such detail are liable to be rejected.

Further, such Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid-cum-Application Forms) and Bid cum Application Forms not bearing such specified stamp maybe liable for rejection. Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	White
Non-Residents including FPIs and Eligible NRIs applying on a repatriation basis^	Blue
Anchor Investors**	-
Eligible Employees Bidding in the Employee Reservation Portion***	Pink

** Excluding electronic Bid cum Application Forms*

***Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs.*

^ Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).

**** The Bid cum Application Forms for Eligible Employees will be available only at our Registered Office and our Corporate Office.*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

Who can Bid?

In addition to the category of Bidders set forth in "*General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*" on page 318, any other persons eligible to Bid in the Offer under all applicable laws, regulations and guidelines applicable to them.

Participation by associates and affiliates of the BRLMs and the Syndicate Members, Promoter, Promoter Group and persons related to Promoter/Promoter Group

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Promoter, Promoter Group, BRLMs and any persons related to the BRLMs (except Mutual Funds sponsored by entities related to the BRLMs) cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason therefore. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRIs applying on a repatriation basis should authorise their SCSBs to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") accounts, and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the PIS is subject to certain limits, i.e., 10% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the Shareholders, subject to prior intimation to the RBI. Our Company has, accordingly, increase such limit for NRI investment under the PIS route to 24% of our paid-up Equity Share capital.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% and 49% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF or FVCI registered with SEBI in any company should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Insurer companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time to time including the IRDA Investment Regulations.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the Selling Shareholders, in consultation with the BRLMs, may deem fit.

Bids by Anchor Investors

For details in relation to Bids by Anchor Investors, see "*Offer Procedure – Part B – General Information Document for Investing in Public Issues*" on page 315.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason therefor.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the first Bidder shall be an Eligible Employee.
(b) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.* pink colour form).
(c) The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The maximum Bid in this category by an Eligible Employee cannot exceed ₹ 500,000.
(d) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.
(e) Bid by Eligible Employees (subject to Bid Amount being up to ₹ 500,000) in the Employee Reservation Portion and in the Net Issue shall not be treated as multiple Bids.
(f) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
(g) The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000.

Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, see "*Issue Procedure - Allotment Procedure and Basis of Allotment*" on page 345.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] edition of [●] (a widely circulated English national daily newspaper), [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper, Marathi also being the regional language of Maharshtra where our Registered Office is located). Our Company shall, in the pre- Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form;

7. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form from the concerned Designated Intermediary;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

17. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;

18. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

19. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

20. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

21. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

22. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with;

23. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Anchor Investors should not Bid through the ASBA process;
7. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
8. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

11. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
12. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;
13. Instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
14. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders) and ₹ 500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
17. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account;
18. Do not submit more than five Bid cum Application Forms per ASBA Account;
19. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
20. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
21. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise; and
22. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository).

The Bid cum Application Form is liable to be rejected if any of the above instructions or any other condition mentioned in this Draft Red Herring Prospectus, as applicable, is not complied with.

Payment into Escrow Account

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). The payment instruments for payment into the Anchor Escrow Accounts should be drawn in favor of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among the Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated August 2, 2017 among NSDL, the Company and the Registrar to the Offer.
- Tripartite agreement dated August 3, 2017 among CDSL, the Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at a rate as per applicable law, which is presently 15% per annum for the delayed period;

(iii) That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date;

(iv) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;

(v) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/ Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) That, except for allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the MLL ESOP, no further issue of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/ unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

(vii) That if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(viii) That if our Company and the Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company or the Selling Shareholders subsequently decides to proceed with the Offer thereafter;

(ix) That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

(x) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time; and

(xi) That adequate arrangements shall be made to collect all Bid cum Application Forms.

Undertakings by the Selling Shareholders

The statements and undertakings set out below, in relation to each Selling Shareholder, are statements which are specifically confirmed or undertaken by such Selling Shareholder. All other statements and/or undertakings in this Draft Red Herring Prospectus in relation to any of the Selling Shareholders shall be statements made by our Company, even if the same relates to any of the Selling Shareholders. Each Selling Shareholder, severally and not jointly, undertakes the following in respect of itself and the Equity Shares being offered by it pursuant to the Offer for Sale:

(i) The Equity Shares offered by it pursuant to the Offer for Sale are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances and have been held by it for a period of at least one year prior to the date of this Draft Red Herring Prospectus or, to the extent that the Equity Shares being offered by such Selling Shareholder in the Offer have not been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, such Equity Shares have resulted from conversion of convertible securities that have been held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus, provided that, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the DRHP;

(ii) It is the legal and beneficial owner of and has full title to the Equity Shares held by it which are being offered through the Offer for Sale, it being clarified that, in the case of Kedaara AIF, the beneficiaries of Kedaara AIF have a beneficial interest in the assets of Kedaara AIF, including the Equity Shares held by it;

(iii) That it shall provide all reasonable cooperation as requested by the Company in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of the Equity Shares offered by them pursuant to the Offer;

(iv) The Selling Shareholder will not have recourse to the proceeds of the Offer, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

(v) The Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer;

(vi) The Selling Shareholder will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer; and

(vii) The Selling Shareholder will take all such steps as may be required to ensure that the Equity Shares being sold by it in the Offer are available for transfer in the Offer.

The Selling Shareholders have authorized the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Utilization of Net Proceeds

The Selling Shareholders, along with the Company, specifically confirm and declare that all monies received from the Offer for Sale shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies. Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Offer ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

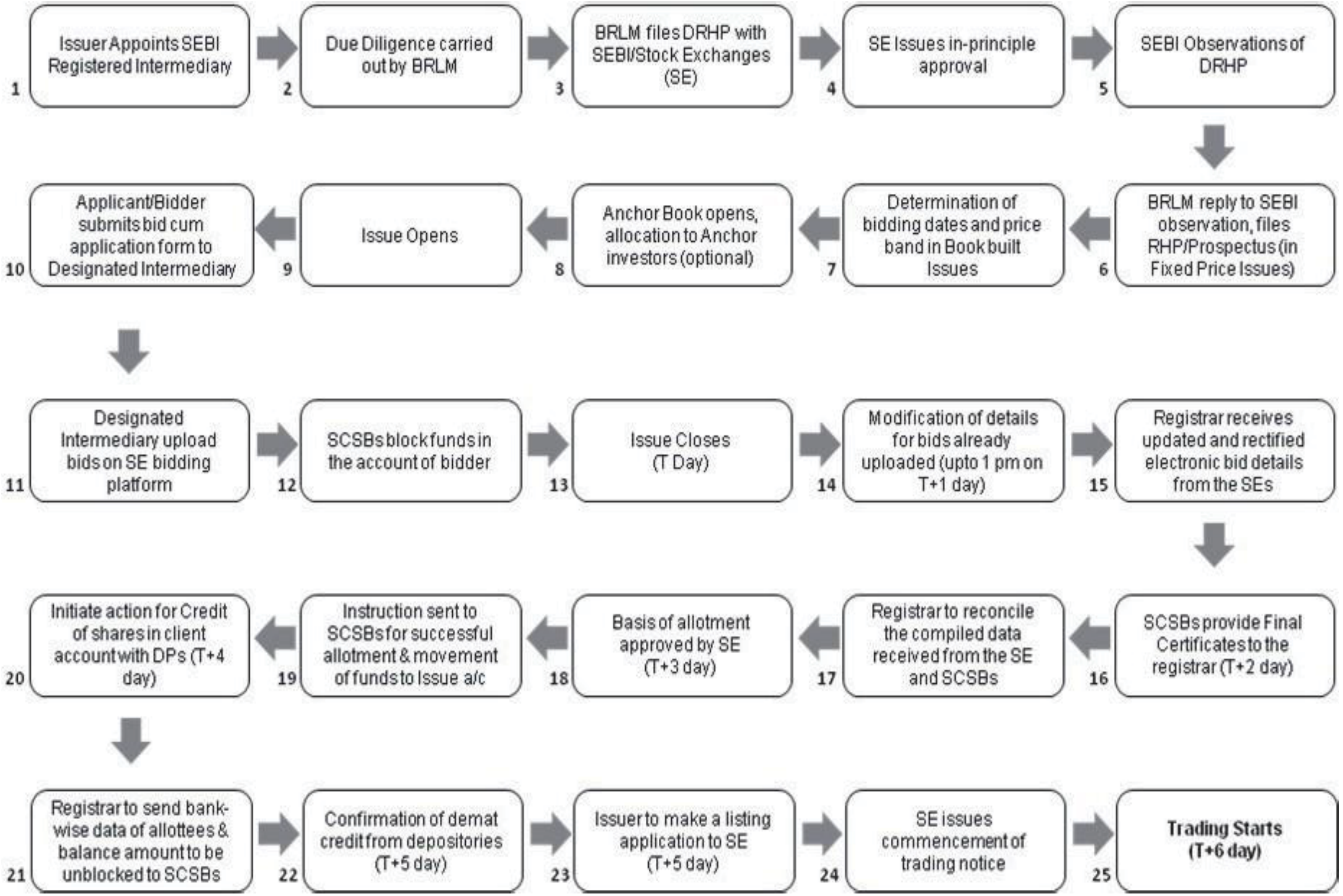
In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step 7 : Determination of Offer Date and Price
  (ii) Step 10: Applicant submits Bid cum Application Form with Designated Intermediaries.


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs registered with SEBI, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (NIIs) category;
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares; Scientific and/or industrial research organisations in India, authorised to invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus. For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No. ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ....

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Application Form – For Non – Residents

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : .... Contact Details: .... CIN No	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

- NRI — Non-Resident Indian(s) (Repatriation basis)
- FII — FII or Sub-account not a Corporate/Foreign Individual
- FIISA — FII Sub-account Corporate/Individual
- FVCI — Foreign Venture Capital Investor
- FPI — Foreign Portfolio Investors
- OTH — Others (Please Specify)______

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to an Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.

In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

(i) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

(ii) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

(iii) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iv) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) RIIs who Bid at Cut-off price shall be blocked on the Cap Price.

(c) All Bidders (except Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by RTGS or NEFT.

(c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

(i) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(ii) in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.1.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder (other than employees) may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-

Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

(a) Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Issue.

(ii) In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

(iii) In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

(iv) In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

(v) Bidder/Applicant may contact the Chief Financial Officer and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(c) The following details (as applicable) should be quoted while making any queries –

(i) full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

(ii) name and address of the Designated Intermediary, where the Bid was submitted or

(iii) Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No..........	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

TEAR HERE

LOGO

XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

REVISED BID

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

REVISED BID

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Indtermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount).

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

(ii) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(a) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.

(b) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(c) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer

(b) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

(a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.

(b) Applicants must specify only such Bank Account number maintained with the SCSB in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each

Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within six Working Days of the Offer Closing Date.

4.3.5.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including unblocking of the funds by the SCSB in the

ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

(i) the Bids accepted by the Designated Intermediary;

(ii) the Bids uploaded by the Designated Intermediary; and

(iii) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account maintained with an SCSB;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(m) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(n) Bids/Applications at Cut-off Price by NIIs and QIBs;

(o) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(q) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Bank account mentioned in the Bid cum Application Form may not be an account maintained by SCSB. Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(v) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Anchor Escrow Accounts as per final certificate from the Anchor Escrow Bank;

(w) Where no confirmation is received from SCSB for blocking of funds;

(x) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(y) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(z) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(aa) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: OFFER PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (**"ASBA Account"**). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees")**. The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

(i) not more than 60% of the QIB Category will be allocated to Anchor Investors;

(ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

(iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum allotment of ₹ 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Offer Price is higher than the Anchor Investor Offer Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Anchor Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Anchor Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Rule 19(2)(b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at a rate as per applicable law, which is presently 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

3. In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(i) **NECS**—Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;

(ii) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine- digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

(iv) **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at a rate as per applicable law, which is presently 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at a rate as per applicable law, which is presently 15% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in this Draft Red Herring Prospectus, the description as ascribed to such term in this Draft Red Herring Prospectus shall prevail.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Escrow Account	Account opened with the Anchor Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Anchor Escrow Bank	Refer to definition of Banker(s) to the Offer
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue

Term	Description
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Anchor Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges

Term	Description
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and CRTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the CRTAs where Bidders can submit the Bid cum Application Forms to CRTAs.

Term	Description
	The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000, as amended
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer

Term	Description
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations

Term	Description
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Stock Exchanges	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus

Term	Description
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Bid/Offer Opening Date and listing of the Equity Shares on the Stock Exchanges, “Working Days” shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provision of the Articles of Association of our Company are detailed below.

The Articles of our Company comprises of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part I and Part II, the provisions of Part II shall prevail and be applicable; however, Part II shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of the Company on a stock exchange in India pursuant to an initial public offering of the Equity Shares of the Company without any further action by our Company or by the Shareholders.

Main provisions of Part I

Share Capital

Article 5 - Power to issue redeemable or convertible preference shares - Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act and Rules.

Article 6 - Variation of rights - If at any time the share capital is divided into different classes of shares, the rights and/or privileges attached to any such class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

Article 7 - Issue of shares on *pari passu* basis not to vary rights of existing shareholders - The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Article 8 - Shares at disposal of Board - Subject to the provisions of section 62, other applicable provisions of the Act and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount in case of sweat equity as permitted under applicable laws , and with full power to, at such time as they may from time to time think fit and with sanction of the Company in the General Meeting, give any person the option or right to call for shares, either at par or premium during such time and for such consideration as the directors think fit, or be allotted shares of any class of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares for such time and for such consideration as the Board may think fit, provided that the option or right to call for is in accordance with the applicable provisions of the Act.

Article 10 – Mode of further issue of capital - A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

Lien

Article 21 - Company’s lien on shares/ debentures - The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. Fully paid up shares shall be free from all lien and in case of partly paid shares, the Company's lien shall be restricted to money's called or payable at a fixed time in respect of such shares.

Transfer and Transmission of Shares

Article 37 – Form of Transfer - A common form of transfer shall be used. The instrument of transfer shall be in writing and all the provisions of the Act, the Rules and applicable laws shall be duly complied with in respect of transfer of shares and registration thereof.

Article 38 - Board may decline to register transfer - Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse, whether in pursuance of any power of the Company under these Articles or otherwise, to register the Transfer of, or the transmission by operation of Law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within the time required under the law applicable at the time, at which the instrument of Transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

However, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company in any manner whatsoever.

Provided, however, the registration of transfer may be refused if the Company has a lien on the shares that are proposed to be transferred or if such shares are not fully paid.

Article 41 - Provisions relating to instrument of transfer not to apply to dematerialised shares - The provisions relating to instrument of transfer shall not apply to the shares of the Company which have been dematerialized.

Article 43 – Transmission of Shares – (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person or persons recognised by the Company as having any title to his interest in the shares. (2) Nothing in clause (1) above shall be taken to release the estate of a deceased joint holder from any liability in respect of any shares which had been held by him jointly with any other person. (3) Before recognising any executor or administrator, the Board may require him to obtain a grant of probate or letters of administration or other representation as the case may be, from a competent Court in India, provided nevertheless that in any case where the Board or any person authorised by the Board in their absolute discretion and in accordance with the applicable law, think fit, it shall be lawful to dispense with the production of probate or letters of administration or other representation upon such terms as to indemnity or otherwise, as the Board or any person authorised by the Board in their absolute discretion, may consider necessary and adequate. (4) No fee shall be payable to the Company, in respect of the registration of Transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and Debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

Article 46 - Rights of person entitled by transmission - A person becoming entitled to a share by reason of the death, liquidation or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

Meeting of members

Article 69 - General Meetings - All general meetings of the Company other than the annual general meeting shall be called extra-ordinary general meetings.

Article 70 - Extraordinary General Meeting - The Board may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members or Members holding in the aggregate not less than one-tenth of such of the paid up capital of the Company as at the date of deposit of the requisition and in compliance with the Act, forthwith proceed to convene Extra-Ordinary General Meeting.

Article 76 – Notice of meeting - Twenty-one days’ notice at the least (either in writing or electronic mode) of every meeting, annual or extraordinary, and by whomsoever called, specifying the day, place and hour of meeting, and containing a statement of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, Provided that in the case of an annual general meeting, with the consent in writing of all the members entitled to vote thereat, and in the case of any other meeting, with the consent of members holding not less than 95 per cent of such part of the paid up share capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice.

Article 80 – Chairperson of general meeting – (a) The chairperson of the Board shall be entitled to preside as the chairperson at every general meeting of the Company. (b) If there is no such chairperson or if he is not present within 15 (fifteen) minutes after the time appointed for holding such meeting, or is unwilling to act as chairperson, the Director’s present shall elect one of them to be chairperson of the meeting. (c) If at any meeting no director is willing to act as chairperson or if no director is present within 15 (fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of them to be chairperson of the meeting.

Directors

Article 101 - Number of Directors and qualification - Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and shall not be more than 15 (fifteen), including nominee Director(s). A Director shall not be required to hold any qualification shares.

Article 105 – Nominee Director - The Board may appoint any person as a director nominated by any institution, in pursuance of the provisions of any law for the time being in force or of any agreement to which the Company is a party or by the Central Government or the State Government(s) by virtue of its shareholding in the Company. Notwithstanding the automatic termination of Part 2 of these Articles on the date of listing of the Equity Shares on the stock exchanges, so long as the Investor Selling Shareholders collectively hold at least 5% of the total paid-up Equity Share capital of our Company, they shall retain the right to nominate one Director on our Board, provided that this right shal be subject to the approval of the Shareholders subsequent to consummation of the Offer, through a special resolution. The appointment of such nominee shall be subject to the approval of the Shareholders, in accordance with applicable laws.

Proceedings of the Board

Article 111 – Meeting of Directors - The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

Article 112 - Participation through Electronic Mode - The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or any other mode, as may be prescribed by the Act or Rules.

Article 113 – Quorum - The Quorum for a meeting of the Board shall be as provided in the Act. Where a meeting of the Board could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, or to such other day and at such other time and place as the Board may determine.

Article 115 – Chairperson - The Chairman of the Board shall conduct the Meetings of the Board. If no chairperson is elected or if at any meeting, the chairperson is not present within 15 (fifteen) minutes of the time appointed for holding the same, the Directors present shall choose one of themselves to be chairperson of such meeting.

Article 116 - Same individual may be Chairperson and Managing Director/ Chief Executive Officer - The same individual may, at the same time, be appointed or reappointed as the Chairperson of the Company as well as the Managing Director and/ or Chief Executive Officer in the Company.

Article 118 - Directors may delegate to Board Committees/ person(s) - Subject to the restrictions contained in the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as the Board thinks fit or such person(s) as permitted by the Act or the Rules, and the Board may from time to time, revoke such delegation and discharge any such committee of the Board or such other person(s) either wholly or in part, and either as to persons or purposes; but every committee of the Board so formed or such other person(s) shall in the exercise of the powers so delegated conform to the regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment, but not otherwise, shall have the like, force and effect as if done by the Board. The participation of the members of the Committee may be either in person or through video conferencing or audio visual means or any other mode, as may be prescribed by the Rules or permitted under law.

Borrowing powers

Article 124 - Subject to the provisions of these Articles, the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property (both present and future) and uncalled capital; or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party.

Any bonds, debentures, debenture-stock or other securities may, if permissible in law, be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, drawing, attending (but not voting) at the General Meeting, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in a General Meeting accorded by a Special Resolution.

Dividends and reserves

Article 130 - Declaration of dividends - The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board, but the Company in general meeting may declare a lesser dividend.

Article 131 - The Board may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company subject to the requirements of the Act and the Rules.

Article 132 - Dividends only out of profits and not to carry interest - No dividend shall be payable except out of profits of the Company for the year or any other undistributed profits and no dividend shall carry interest against the Company.

Article 137 - Unclaimed or unpaid dividend/ Waiver of dividends – (a) The waiver in whole or in part of any dividend on any share by any document (whether or not under Seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board. (b) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of Dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of Mahindra Logistics Limited". (c) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of section 125 of the Act, viz. "Investors Education and Protection Fund". (d) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law. (e) There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

Article 142 - Winding up - Subject to the applicable provisions of the Act and the Rules made thereunder: (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

Article 143 - Directors and Officers right to Indemnity – (a) Subject to the provisions of the Act, every Director, Managing Director, Whole-Time Director, Manager, Chief Financial Officer, Company Secretary and any other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief financial officer, company secretary and any other officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Manager, Chief Financial Officer, Company Secretary or officer or in any way in the discharge of his duties in such capacity including expenses. (b) Subject as aforesaid, every Director, Managing Director, Manager, Chief Financial Officer, Company Secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Main provisions of Part II

Indemnification –

Subject to the provisions set out under this Article 222.1 and Articles 222.7 to 222.10 (*Cap on Liability*), the Company and M&M shall indemnify, defend and hold harmless the Investors and its Affiliates from and against any and all Losses incurred by the Investors (together, the following shall be referred to as the "**Claim**") relating to or arising out of, any breach or inaccuracy of any Warranty by the Company and/or M&M. It is clarified that the Investors may, at their option, either make the Claim against both the Company and M&M, or against the Company alone to indemnify the Investors in relation to the Warranties (other than M&M Warranties (as defined in the Agreement) in which case the claim will be against M&M). In the event that any Claim by any Investor is disputed by the Company and/or M&M (as the case may be), the provisions of Article 236 (*Dispute Resolution*) shall apply. In such event, the Company and/or M&M shall be liable for such Claim in accordance with the final determination of the court or tribunal as applicable. It is clarified that each of M&M and/or the Company shall be liable to the full extent of the relevant Claim. It is further clarified that such liability shall be deemed to have arisen when the relevant Loss was incurred by the relevant Investor.

The indemnification rights under this Article 222 and the right to seek injunctive relief are the exclusive rights and remedies available to the Investors in relation to all Claims under these Articles for breach of any Warranty by the Company and/or M&M.

Subject to Article 222.1 and Article 222.10, the Company and M&M jointly and severally, indemnify, defend and hold harmless, the Investors, against any and all Losses arising from any of the matters as specified in Schedule 10 of the Agreement (*Specific Indemnities*), notwithstanding anything in the Disclosure Letter. No Claims shall be made, and the Investors expressly waive their right to make any Claims in respect of: (i) item (a) and (c) of Schedule 10 of the Agreement (*Specific Indemnities*) post the expiry of 5 (five) years from the First Completion Date; (ii) item (b) and (d) of Schedule 10 of the Agreement post the expiry of 7 (Seven) years from the First Completion Date. Provided that if any Claims have been made by the Investors under this Article 222.3 (X) prior to the expiry of 5 (five) years from the First Completion Date in respect of item (a) and (c) of Schedule 10; and/or (Y) prior to the expiry of 7 (seven) years from the First Completion Date in respect of item (b) and (d) of Schedule 10 of the Agreement (*Specific Indemnities*); then Article 222.3 shall continue to apply in respect of such Claims and such Claims will survive the periods mentioned in this Article 222.3.

The Company and M&M jointly and severally, indemnify, defend and hold harmless, the Investors, against any and all Losses arising from:

(a) Any defect in the title of the ESOP Shareholders to the ESOP Sale Shares; and/or

(b) Subject to Article 217.1(c), any failure on the part of the ESOP Shareholders to transfer the ESOP Sale Shares to the Investors in accordance with the terms hereof, free from all Encumbrances and so that the Investors receive clear and marketable title to the ESOP Sale Shares, fully paid up.

As the Investors are shareholders in the Company, and therefore, the Company is partly owned by the Investors, the amounts payable by the Company to the Investors pursuant to this Article (as indemnification for the Losses suffered by the Investors) will be grossed up (such grossed up amount may be referred to hereinafter as the "**Indemnity Amount**") such that the remaining shareholders' share of the Indemnity Amount (by virtue of their shareholding in the Company) will be equal to the Loss. If M&M in accordance with this Article 222.5 is required to indemnify an Indemnified Party in respect of a claim arising due to an act or omission of the Company or any of its Group Companies, M&M waives any rights of counter-indemnity or other rights at Law against the Company and its Group Companies (as relevant) in respect of that indemnity.

Subject to Articles 222.7 and 222.10, the benefit of the Warranties (as defined in the Agreement) and of the indemnities granted under this Article 222shall extend also to any and all Losses in relation to any Investor Securities held by the Investors or any of their Affiliates or the Investor Securities acquired by any Investor or any Affiliates of such Investor at any time on or after the date of the Agreement.

Directors –

The Board shall on the First Completion Date, comprise of 7 (seven) directors, of whom the Investors shall be entitled to appoint and maintain in office such number of directors as bear the same proportion to the total number of directors on the Board, as the proportion of the total shareholding of the Investors bears to the total share capital of the Company on a Fully Diluted Basis (taking into account all the Investor Securities), subject to a minimum of 2 (Two) directors (and to remove from office any director so appointed and to appoint another in the place of the director so removed) on the Board (such directors are referred to as the "**Investor Directors**") and M&M shall be entitled to appoint the remaining directors (and to remove from office any director so appointed and to appoint another in the place of the director so removed) on the Board (such directors are referred to as the "**M&M Directors**"). It is clarified that for determination of the proportion of the Investor Directors to the total strength of the Board, any independent directors as may be mandatorily required to be appointed under the applicable Law shall be excluded. The Investors agree and acknowledge that each such Investor Director shall fulfil the following conditions: (i) No nominee of the Investors should be disqualified to be appointed as the director of the Company under any Law; and (ii) No nominee of the Investors would be on the board of directors of a Competitor. No Person, other than the Investors and M&M (as the case maybe), shall have the power or right to remove and replace the Investor Directors and M&M Directors (as the case maybe). After the First Completion Date, to extent permissible by Law, the appointment of the Investor Directors shall be by direct nomination by the Investors and any appointment or removal under this Article shall, unless the contrary intention appears, take effect from the date it is notified to the Company in writing (subject to the Investors providing a prior written notice of at least 7 (seven) days of such appointment and/or removal to the Company). If Law does not permit the Person nominated by the Investors to be appointed as a director or alternate director of the Company merely by nomination by the Investors, the Company and M&M shall ensure that the Board shall forthwith (and in any event within 7 (seven) Business Days of nomination by the Investors and intimation to the Board of the same, at the next Board meeting) appoint such nominees of the Investors, a director or alternate director, as the case may be, of the Company and further that, unless the Investors changes or withdraws such nomination, such Investor Director is also elected as a director or alternate director, as the case may be, of the Company at the next general meeting of the shareholders of the Company. At the next general meeting of the shareholders of the Company, the names of the Investor Directors shall be communicated by the Investor Representative.

Each shareholder shall promptly vote its Equity Securities in favour of the Director and alternate director nominees nominated pursuant to the preceding sentence.

The Investors shall, in respect of the Subsidiaries, be entitled to appoint such proportion of directors on the Board of such Subsidiary that can be appointed by the Company, as is equal to the proportion that the shareholding of the Investors bears to the total shareholding of the Company, subject to a minimum of 1 (one) Investor Director. It is clarified that for determination of the number of the Investor Directors in accordance with the foregoing on the Board of such Subsidiary, any independent directors as may be required to be appointed under the applicable Law shall be excluded.

Without prejudice to the aforesaid Article 223.2, the Company and each shareholder of the Company shall exercise all powers and rights available to them so as to appoint the number of directors in accordance with this Article 223.3 and to ensure that the Persons nominated by the Investors and M&M are more expeditiously appointed or removed (as the Investors or M&M (as the case maybe) may specify) as directors of the Company and the appointments and removals referred to in this Article 223.3 result in the Persons nominated/appointed or removed becoming or ceasing to be directors of the Company.

No director on the Board of the Company shall be required to hold any Equity Securities in order to qualify as a director of the Company.

<u>Chairman.</u> The directors present at each Board Meeting shall appoint a chairman for each Board ("**Chairman**") meeting from amongst the directors present. The Chairman shall at all times be a nominee of M&M. The Chairman will convene and preside over the Board meetings and meetings of the shareholders. The Chairman of the Board or of any shareholders meeting shall have a casting vote.

1 (one) Investor Director shall be entitled to be a member of, or at the option of the Investors, an invitee on all the committees of the Board.

Each of the Investor Directors and/or M&M Directors shall be entitled to appoint an alternate director and the Board shall appoint such person as an alternate director to the Investor Director and/or the M&M Director (as the case maybe).

In the event that the Investor Directors are not available at the place where any Board meeting is scheduled to take place or otherwise would not be able to attend any Board meeting or the Investor Directors have not been appointed by the Investors in any Group Company, the Investors may, at any time appoint any 1 (one) Person as an observer (the "**Observer**") to the Board of the Company and/or its Subsidiaries (only if the Company has the right to appoint such observer in the Subsidiaries). Such Observer shall have the right to attend the meeting of the board of directors and of all committees of the board of directors of the Company and/or Subsidiaries (as the case may be), in place of the Investor Directors., subject that he is not on the Board of a Competitor.

Subject to the relevant provisions of the Act, the Company or the Subsidiaries, as the case may be, shall pay the Investor Directors or the Observer (as the case maybe) all reasonable out of pocket expenses incurred in order to attend meetings of the shareholders, board and committee of the board of directors of the Company or the Subsidiaries, as the case may be, if such meeting is conducted outside Mumbai (unless the registered office of the Company is re-located to another city, in which case, which is conducted outside such re-located city). The Investor Directors shall be entitled to all the rights and privileges of other directors including the sitting fees and expenses as payable to other directors.

Subject to the provisions of applicable Law, the Company shall reimburse the Investor Directors who was or is a party to any threatened and defended, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director of the Company, or is or was a director of the Company, serving at the request of the Company as a director of another company, partnership, joint venture, trust, employee benefit plan or other entity or enterprise, to the fullest extent permitted by Law for all expenses, costs and obligations (including, without limitation, attorneys' fees, experts' fees, court costs, retainers, transcript fees, duplicating, printing and binding costs, as well as telecommunications, postage and courier charges) (the "**Expenses**"), actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in the best interests of the Company in accordance with his fiduciary duty to the Company.

Quorum –

<u>Quorum.</u> Except as set forth in this Article, the quorum for a meeting of the Board (or committee of the Board) shall be one-third of its total strength (any fraction contained in that one-third being rounded up to one), or 2 (two) directors (whichever is higher), including, at least 1 (one) M&M Director, present throughout the meeting, ("**Original Quorum**"), provided that in respect of any Board Meeting agenda for which includes any item relating to any Reserved Matters, atleast 1 (one) Investor Director shall be required to form the Original Quorum for such Board Meeting. No action, discussion or voting shall be taken up in respect of any of the Reserved Matters at a Board meeting ("**Scheduled Board Meeting**"): (a) in the absence of atleast 1 (one) Investor Director (unless prior Investors' Consent is obtained in respect of such Reserved Matter); (b) if the Investors have notified their written dissent on an agenda item relating to the Reserved Matters; (c) lesser than 2 (two) M&M Directors are present at any such Board meeting (each of the above, "**RM Quorum**"); or (d) atleast 1 (one) Investor Director communicates its dissent or casts a negative vote on the agenda item relating to the Reserved Matter at such Board Meeting (unless prior Investors' Consent is obtained in respect of such Reserved Matter). In case a Scheduled Board Meeting cannot be conducted on the date fixed for such meeting due to lack of Original Quorum (including due to lack of RM Quorum), the Board meeting shall stand adjourned to the 7th (seventh) Business Day from the original Board meeting date, at the same place and same time ("**First Adjourned Board Meeting**"). In case the First Adjourned Board Meeting cannot be conducted on the date fixed for such meeting due to lack of RM Quorum, then the First Adjourned Board Meeting shall stand adjourned to 7th (seventh) Business Day, at the same place and same time ("**Second Adjourned Board Meeting**"). The quorum for the First Adjourned Board Meeting shall be the RM Quorum, and the quorum for the Second Adjourned Board Meeting shall be the presence of any 2 (two) M&M Directors. It is clarified that the Board shall have the powers to take any action, discuss or vote on any matters including the Reserved Matters at the Second Adjourned Board Meeting, notwithstanding the absence of the Investor Director(s) provided that none of the conditions in (b) or (d) above have been fulfilled. It is further clarified that the Investors shall for the purposes of the foregoing be entitled to notify their decision in respect of Reserved Matter item included in the agenda of the Board Meeting, at any time prior to the Second Adjourned

Board Meeting. In respect of any Reserved Matter which is not to be taken up or dealt with by the Board as per the terms hereof, the Board shall record that such matter may not be taken up consequent to the provisions hereof.

Reserved Matters –

Subject to the provisions of Article 224.2, no action or decision (including any steps being commenced or taken for any action or decision) relating to any of the Reserved Matters in Article 226 (*Reserved Matters*) shall be proposed, taken or given effect to by the Company or the Subsidiaries in any manner whatsoever, unless (i) the Investors' Consent is obtained, or, (ii) in the event that (A) the Investors have not objected to, or communicated any objection to a Reserved Matter which was included in the agenda for a Board Meeting or meeting of the shareholders; or (B) the Investor Directors have either: (I) attending such meeting and supported the concerned matter; or (II) not attended the Scheduled Board Meeting, First Adjourned Board Meeting and Second Adjourned Board Meeting or First Scheduled Meeting, Second Scheduled Shareholder Meeting or Third Scheduled Shareholder Meeting (as the case maybe). Any notice for a Board meeting at which any Reserved Matter is to be considered shall be provided to the Investors at the same time as the Investor Directors and shall have a specific reference to the Reserved Matter, identifying it as such and with a headline, as agreed in writing amongst the Company, M&M and the Investors.

The Investors' Consent or refusal in relation to a Reserved Matter as mentioned above, shall be communicated through the Investor Representative.

The following are the Reserved Matters:

1. Any disposition of any long term investments and fixed assets of the Group Companies in excess of ₹ 100,000,000 (Rupees One hundred million), and/or creation of any joint venture (other than by way of acquisitions by the Group Companies) or merger and/or consolidation by way of share swap, de-mergers, and spin-offs of an undertaking or division, of the Group Companies.

2. Commencement of any new line of business or investment in any new line of business, which is unrelated to the existing Business of the Company.

3. Any redemption, retirement or repurchase of any Equity Securities, or grant of any options (other than in respect of ESOP in accordance with Articles 230.10 and 230.11) in respect of any Equity Securities of the Company or any of its Subsidiaries. For the purposes of the foregoing, the term '**Equity Securities**" shall mean equity shares or any securities issued by the Company or any of its Subsidiaries, as the case may be (including Compulsorily Convertible Preference Shares, Optionally Convertible Preference Shares, Compulsorily Convertible Debentures, Optionally Convertible Debentures, warrants and Foreign Currency Convertible Bonds), representing a right (upon conversion, exercise, exchange or otherwise) to receive equity shares of the Company or such Subsidiary (as the case may be). Further, in event of issuance of any security by any Group Company, other than as contained in the foregoing, CRISIL or any other reputed Person as mutually agreed between the Company, the Investors and M&M shall determine the nature of such security and categorise the same into debt or Equity Security (as defined in the foregoing) and the said categorisation shall apply throughout the term of such security. It is clarified that subject as aforesaid, if any such issuance is categorised as a debt, the provisions hereof pertaining to incurrence and assumption of Indebtedness shall apply and if categorised as an equity instrument, then the provisions of these Articles related to further issuance of capital (*Article 229*) shall apply.

4. (a) Declaration or payment of any dividends on Equity Securities of the Company in any Financial Year for an aggregate amount which is in excess of 30% (thirty percent) of Free Cash Flow generated during last Financial Year; (b) Declaration or payment of any dividends on Equity Securities of the Company in any Financial Year for an aggregate amount which is equal to or less than 30% (thirty percent) of the Free Cash Flow generated during the last Financial Year reduced by the amount of negative projected Free Cash Flow as mentioned in the Business Plan for that Financial Year as per the approved Business Plan taking into account

such proposed dividend. For the purposes of the foregoing, Free Cash Flow shall mean cash flow from operating activities as prescribed in Indian Accounting Standards, reduced by capital expenditures, acquisitions and reduced by interest earned directly on the Amount Invested by the Investors.

5. Entering into or amendment of any final and binding contract, having a financial liability on the Company or its Subsidiaries in excess of ₹ 50,000,000/- (Rupees Fifty Million), in a Financial Year, other than in the Ordinary Course of Business. For the avoidance of doubt, this shall not include (i) the assumption of any Indebtedness as per paragraph 9 of this Article 226.2; and (ii) the assumption of any financial liability; in each case in respect of further issuance of the capital (*Article 229*).

6. The appointment or removal and determination of the terms of employment including compensation of Chief Executive Officer and any significant changes in the terms of his employment agreement.

7. Create or adopt any new or additional equity stock option plan, or change, modify or amend any existing stock option equity plan other than to the extent contemplated in Articles 230.10 and 230.11 (ESOP).

8. Any deviation of 15% (fifteen percent) or more in the specific line items being the total selling, general and administrative expenses, changes in working capital and capital expenditure of the Business Plan.

9. Entry into or renewal of any Contract of revenue over and above ₹ 10,000,000 (Indian Rupees Ten million) per annum with Customers by the Company for the purposes of its Business which has resulted in, in each case in any consecutive period of three months, a negative gross margin for the Company.

10. Incurrence, issuance and assumption, of any form of Indebtedness (other than the Indebtedness of the Company for the purpose of acquisitions) which is 15% over and above (i) ₹ 500,000,000 (Rupees Five Hundred million) of working capital limits or (ii) such higher amount as agreed in the Business Plan for working capital limits. It is clarified that Optionally Convertible Preference Shares and Optionally Convertible Debentures shall not be considered as Indebtedness, provided however that provisions of Articles 230.2 and 230.3 (*More Favourable Investor*) shall apply in respect of the foregoing.

11. The prosecution or settlement of Litigations or any disputes (being disagreement over rights and obligations arising from a contract) between any Group Company and M&M or any of its Affiliates, where the amount of claims so procured or settled exceed ₹ 50,000,000 (Rupees Fifty million) in any Financial Year.

12. Dissolution, winding-up or liquidation of the Company or the Subsidiaries, whether or not voluntary.

13. Other than the adoption of the Restated Articles, any amendment, supplement, modification or restatement of the memorandum or articles of association of the Company or any Subsidiary, which adversely impacts / alters the rights of the Investors under these Articles. For avoidance of doubt, any increase in the authorized share capital shall not be considered to adversely impact/alter the rights of the Investors.

14. Change of statutory or internal auditors.

15. Change of registered office or place of domicile of the Company.

16. Delegation of authority or any of the powers relating to any Reserved Matter of the Board to any individual or committee.

17. Make (i) any investments by way of deposits or loans, except in each case where the same are at arms-length terms, or (ii) any short term investments in (a) equities (including Mutual Funds or other Equity Securities on the exchange); and/or (b) in the equity shares of M&M or any of its Affiliates.

18. Change of the accounting year of the Company.

19. Any changes to the vesting mechanism, schedule, performance targets, monetization, liquidity, exercise, of any options of M1 and M2 Pool which was not sold as a part of ESOP Shareholder Sale Shares, any unvested options from M2 Pool which remains unvested as on August 1, 2014, any options from the M3 Pool, and any new employee stock options.

Any commitment or agreement to do any of the foregoing.

Transfers –

Subject to Clauses 17.1 (*Lock-in*) and 17.7 (*Right of First Offer*), the Investors may Transfer all or any part of their Equity Securities held in the Company to any Person, other than to a Competitor. Any transferee of the Investor Securities shall execute an Investor Deed of Adherence. However, no provision of this clause shall be applicable to and be imposed on a transferee to whom the Investor Securities have been transferred to pursuant to an offer for sale as part of a QIPO by the Company. After listing of the Equity Securities on any Exchanges, there shall be no restrictions on the Transfer of the Investor Securities.

Notwithstanding anything stated to the contrary in any other clause of this Agreement, in case the Investors transfer the Investor Securities to any person through an offer for sale as part of a QIPO by the Company, the provisions of Clauses 17.12 to 17.16 shall not be applicable in relation to such transfer. For the avoidance of doubt, all benefits, rights and obligations granted and imposed under the Investment Agreement to the transferees of the Investor Securities (*including but not limited to* benefits granted under Clause 17.8 (*Right of First Refusal*), Clause 17.9 (*Tag Along Rights*), Clauses 18.3 and 18.4 (*Anti-Dilution*), Clause 14 (*Information Rights*), Clause 15 (*Reserved Matters*), Clause 12 (*Right to Appoint Investor Directors*), Clause 17.12 (*Transferee to execute a Deed of Adherence*)) shall not be so granted to and imposed on any purchaser of the Investor Securities who has purchased and has been transferred such Investor Securities pursuant to an offer for sale as part of a QIPO of the Company.

Termination and survival –

This Agreement shall terminate in the event of a successful QIPO under Clause 20.3. Pursuant to termination of this Agreement pursuant to this Clause 20.5, all rights of the Investors shall fall away subject that the following rights of the Investors shall continue to survive for the periods specified hereinafter: (a) the Tag Along Right of the Investors under Clause 17.9 of the Agreement in respect of Transfers (whether individual or in series of transactions) proposed to be executed by M&M and/or its Affiliates, by way of private arrangement and/or as a block trade on the exchange, save and except sales where the Company and/or M&M has not and do not provide any rights to the third party purchaser, provided that this right shall be available for as long as the Investors hold at least 1% of the Equity Shares of the Company; and (b) the right to nominate 1 (one) Investor Director on the Board, provided that this right shall (i) be subject to the approval of the shareholders of the Company by way of a special resolution, which shall be sought by the Company as soon as reasonably practicable following the completion of a successful QIPO, and (ii) be available for as long as the Investors hold at least 5% of the Equity Shares of the Company.

The Investment Agreements, as amended by way of this Agreement, shall terminate in its entirety on the successful completion of the QIPO; provided that, (i) the Investors' right to nominate 1 (one) Investor Director on the Board under Clause 20.5(b) of the Investment Agreement, as amended, shall continue as long as the Investors hold at least 5% of the Equity Shares, (ii) Clauses 17.9, 17.10 and 17.11 (Tag Along Rights) shall continue as long as the Investors hold at least 1% of the Equity Shares of the Company, and (iii) Clause 11 (Warranties and Indemnification), and Clause 23.3 (Survival post termination) of the Investment Agreements shall continue till the Investors hold any Equity Shares.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material Contracts to the Offer

1. Offer Agreement dated August 3, 2017 entered into among our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated August 3, 2017 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, Escrow Bank(s), Refund Bank and the Registrar to the Offer.
4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and a share escrow agent.
5. Syndicate Agreement dated [●] entered into among the Syndicate Members, our Company, the Selling Shareholders and the Registrar to the Offer.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriter.

Other Material Contracts in relation to our Company

1. Investment agreement dated February 5, 2014 entered into among our Company, our Promoter, Normandy and Kedaara AIF, as amended by amendment agreements dated March 5, 2015 and August 3, 2017.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association as amended until date.
2. Certificate of incorporation dated August 24, 2007.
3. Certificate of commencement of business dated October 15, 2007
4. Board resolution of our Company dated June 13, 2017, authorising the Offer and other related matters.
5. Board resolution of Mahindra & Mahindra Limited dated June 13, 2017 and resolution of the loans and investment committee of Mahindra & Mahindra Limited dated August 3, 2017, approving participation in the Offer as a Selling Shareholder.
6. Board resolution of Normandy dated July 21, 2017, approving participation in the Offer as a Selling Shareholder.
7. Resolution by the partners of Kedaara Capital Advisors LLP, being the investment manager of Kedaara AIF dated July 28, 2017, approving participation in the Offer as a Selling Shareholder.
8. Copies of annual reports for the five Fiscal years, i.e., Fiscals 2017, 2016, 2015, 2014 and 2013.
9. The examination reports of the Auditors, B. K. Khare & Co., Chartered Accountants, on our restated financial information included in this Draft Red Herring Prospectus.
10. Copy of the MLL ESOP.
11. Consent of the Auditors, B. K. Khare & Co., Chartered Accountants, for inclusion of their name as experts and for inclusion of their examination reports on our Restated Financial Statements and for inclusion of the

statement of tax benefits in the form and context in which it appears in this Draft Red Herring Prospectus.

12. Consents of Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Bankers to the Offer, Escrow Banks, Refund Banks, legal counsels, CRISIL Research, Directors of our Company, Company Secretary, Chief Financial Officer and Compliance Officer as referred to act, in their respective capacities.
13. The statement of tax benefits dated August 1, 2017 from the Auditors, B. K. Khare & Co., Chartered Accountants.
14. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
15. SEBI final observation letter dated [●].
16. Tripartite Agreement dated August 2, 2017 among our Company, NSDL and the Registrar to the Offer.
17. Tripartite Agreement dated August 3, 2017 among our Company, CDSL and the Registrar to the Offer.
18. Due diligence certificate to SEBI from the BRLMs, dated August 3, 2017.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Zhooben Bhiwandiwala, Chairman and Non-Executive Director	Parag Shah, Non-Executive Director
K. Chandrasekar, Non-Executive Director	Sunish Sharma, Non-executive Director
Neelam Deo, Independent Director	Darius Pandole, Independent Director
Ranu Vohra, Independent Director	Ajay Mehta, Independent Director

SIGNED BY CHIEF FINANCIAL OFFICER

Nikhil Nayak, Chief Financial Officer

Date:

Place:

DECLARATION BY MAHINDRA & MAHINDRA LIMITED, AS A SELLING SHAREHOLDER

Mahindra & Mahindra Limited confirms and certifies that all statements and undertakings specifically made or confirmed by it about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. Mahindra & Mahindra Limited assumes no responsibility for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholders in this Draft Red Herring Prospectus.

For and on behalf of Mahindra & Mahindra Limited

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Name:

Designation:

Date:

Place:

DECLARATION BY NORMANDY HOLDINGS LIMITED, AS A SELLING SHAREHOLDER

Normandy Holdings Limited confirms and certifies that all statements and undertakings specifically made or confirmed by it about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. Normandy Holdings Limited assumes no responsibility for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholders in this Draft Red Herring Prospectus.

For and on behalf of Normandy Holdings Limited

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Name:

Designation:

Date:

Place:

DECLARATION BY KEDAARA CAPITAL ALTERNATIVE INVESTMENT FUND – KEDAARA CAPITAL AIF 1 (ACTING THROUGH ITS TRUSTEE IDBI TRUSTEESHIP SERVICES LIMITED), AS A SELLING SHAREHOLDER

Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 (acting through its trustee IDBI Trusteeship Services Limited) confirms and certifies that all statements and undertakings specifically made or confirmed by it about or in relation to itself and the Equity Shares offered by it through the Offer for Sale in this Draft Red Herring Prospectus, are true and correct. Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 (acting through its trustee IDBI Trusteeship Services Limited) assumes no responsibility for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholders in this Draft Red Herring Prospectus.

For and on behalf of Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 (acting through its trustee IDBI Trusteeship Services Limited)

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Name:

Designation:

Date:

Place: