mahindra Rise

# BOLD BY DESIGN

**MAHINDRA & MAHINDRA LTD.**

INTEGRATED ANNUAL REPORT 2024-25

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MAHINDRA & MAHINDRA LTD.

# CHAIRMAN'S MESSAGE

**Whether it be a country or a business, the winners will be the ones who can successfully navigate uncertainty and ambiguity – the ones who are resilient.**

## Dear Shareholders,

If I were to look for a single sentence that describes the world today, I would quote the American folk singer Bob Dylan and say, "The times, they are a-changing."

The old order — social, political, and economic — has been rudely shaken, and a new one has not quite emerged. At the time of writing, the world is in a state of flux, like the great ***Samudra Manthan.*** The legend goes that the gods and the *asuras* united to churn the great cosmic ocean to obtain the ***Amrit***, the nectar of eternal life. As the ocean roiled however, what initially emerged was a deadly poison — so toxic that it could wipe out all of creation. Lord Shiva saved the situation by swallowing all the poison, and after that, many positive elements emerged, including Lakshmi, the goddess of prosperity, and of course, the precious ***Amrit.***

If we zoom out and adopt a broader perspective, it becomes clear that over the course of history, the world has undergone many such churnings. Mega-trends — forces so powerful they reshape political, economic, and social landscapes — have defined human progress. From the industrial revolution to globalisation, from the digital age to climate change, these tectonic shifts have tested resilience, inspired innovation, and compelled businesses to evolve.

Today's turmoil is another such churning, another such mega-trend. A growing wave of protectionism is challenging decades of liberal trade order, dramatically highlighted by the Trump administration's tariffs. These measures are sparking global responses, including retaliatory tariffs, disrupted supply chains, shifting political alliances, and economic groupings.

The situation remains fluid. Recent US-China tariff talks and strengthened trade ties with the UK suggest a pragmatic layer to US trade policy, combining protectionism with strategic global engagement. However, there remains a strong likelihood of significant decoupling between the US and China.

Whatever the outcome, it is apparent that many nations will have to swallow some "poison". International trade has already slowed amidst heightened uncertainty and dampened investor confidence.

Industries reliant on global supply chains — like electronics and consumer goods — will bear the brunt of rising input costs. Countries deeply integrated into global trade networks must rethink dependencies and diversify sourcing.

Established geopolitical alliances are being realigned, ushering in a new era of economic nationalism. Businesses worldwide will adapt by localising operations, re-engineering supply chains, and exploring alternate markets.

India, too, will face challenges. Our large trade deficit, vulnerabilities in certain sectors, increased competition among nations, and uncertainties affecting GDP aspirations are all challenges that must be met. Key industries, such as steel and aluminium, could face headwinds, and export volumes may be impacted. The challenge will be to minimise the adverse effects, akin to how Lord Shiva confined the poison to his throat without letting it spread.

However, focusing solely on mitigation reflects a reactive mindset. Instead, we can proactively view this as an opportunity to enable some ***Amrit*** to emerge. What if we seize this challenge as an opportunity to accelerate economic growth? Private enterprise can play a pivotal role in this transformation.

China's adversarial stance may create opportunities for India to position itself as a supply chain alternative — a long-term goal for Indian business. Innovation and R&D could receive renewed focus, while manufacturing could once again take centre stage. Restrictions on China and high tariffs for other competing countries could open new markets for Indian goods. The potential exists, but achieving it will require a concerted focus on manufacturing and a palpable increase in private investment. Speed and agility are essential, as countries like the Philippines and Vietnam are already touting themselves as future manufacturing hubs. We must act swiftly and strategically to secure our share of the ***Amrit.***

In a scenario with so many moving parts, it is difficult to predict outcomes. However, two significant implications of the current ***manthan*** offer opportunities that India must leverage:

### Make (Your Country) Great Again

Inspired by the US, countries are likely to adopt a more self-centred approach, raising economic nationalism to unprecedented levels. Even before these shifts, India was moving in this direction through initiatives such as PLI and Make in India. Continued government support is vital to power our transition to a manufacturing economy.

Companies can greatly benefit from aligning their strategies with national objectives. Renewable energy, defence, and digital infrastructure are becoming sunrise industries in India.

At the Mahindra Group, we say that India's horoscope and ours are closely intertwined. From producing steel for Indian industries to vehicles for Indian roads, tractors to drive the Green Revolution, and IT services to power India's growth in the 1990s and 2000s, the Mahindra Group has always aligned national interest with business interest. Our current thrusts into EVs, defence, renewable energy, and logistics continue that tradition.

### Globalisation 2.0

Economic nationalism does not spell the death of globalisation but heralds its rebirth. Globalisation is evolving: US market centrality and China-centric supply chains are being replaced by multi-polar, regional collaborations.

As structural and political uncertainties diminish US dominance, alternative capital destinations are emerging. Similarly, global supply chains are diversifying away from China, creating new trade partnerships. Lower tariff barriers among regional partners may emerge, boosting free trade and reshaping international trade centres of gravity. Ironically, the US shift toward de-globalisation may lead to a new avatar of globalisation — multi-polar, regional, and driven by domestic imperatives.

In such shifting sands, I believe India is well-positioned to emerge as one of the new centres of gravity. We are a stable democracy, generally regarded as a trustworthy partner, and are bolstered by a strong military that is not politicised.

The situation with our provocative neighbour is always volatile, but I am optimistic that we can demonstrate the limits to our tolerance without impeding our path to economic ascendance.

These implications offer a portal to a stronger future for India and Indian companies. But the future remains uncertain. How, then, should we at Mahindra navigate these turbulent waters?

Whether it be a country or a business, the winners will be the ones who can successfully navigate uncertainty and ambiguity – the ones who are resilient.

Resilience has defined the Mahindra Group for over eight decades. From switching to diesel engines during the oil crisis to thriving through liberalisation, the 2008 financial crash, and COVID challenges, we have adapted, transformed, and evolved. Our federated structure, symbolised by the banyan tree (depicted on the cover), is key to this resilience. Mahindra & Mahindra's core businesses — auto and tractor — form the trunk, while the aerial roots represent new ventures that anchor themselves independently, expanding resilience and reach.

This structure provides agility and flexibility to adapt swiftly to geopolitical and economic uncertainty. Independent decision-making within each business ensures alignment with shared values while leveraging synergies across the group. Success in one branch strengthens the entire tree, while failures are ring-fenced to protect the broader ecosystem. Like the banyan tree that endures storms and thrives in diverse conditions, the Mahindra Group is poised not just to survive but to flourish, even in turbulent times.

As we embrace the opportunities and challenges ahead, I am confident that your company, as an integral part of the Mahindra Group's banyan tree, will continue to grow and navigate this ***Samudra Manthan*** successfully.

Sincerely,

**Anand G. Mahindra**
Chairman

# GROUP CEO & MD'S MESSAGE

**Our journey, much like the banyan tree, has been one of strong foundations, deliberate growth, and a vision of creating shared value for all.**

## Dear Shareholders,

A banyan tree does not rise in haste. It anchors. It listens. It grows ... deliberately, boldly ... until it becomes a world that creates value for everyone around it. At Mahindra, we have spent 80 years doing the same.

As we mark this milestone year, it is both gratifying and uplifting to reflect on how far we've come ... and how boldly we are charting the road ahead. Our journey, much like the banyan tree, has been one of strong foundations, deliberate growth, and a vision of creating shared value for all.

### Built for Scale

FY25 was an exceptional year for the Mahindra Group, reflecting strong, broad-based growth and stellar execution across businesses. Revenue grew by 14%, reaching ₹1,59,211 crore, while profit after tax (PAT) soared 20% to ₹12,929 crore.

Our Auto and Farm sectors continued to gain market share, expanding their profitability, and reinforcing their leadership positions. The launch of our Electric Origin SUVs redefines quality standards and marks a significant milestone in India's EV journey.

At Tech Mahindra, we strengthened client relationships and improved operational margins, and Mahindra Finance enhanced stability while achieving an impressive 33% profit growth.

Meanwhile, our Growth Gems are scaling rapidly, establishing a strong presence in their respective markets and well on track to delivering the promise of 5x growth. Our Lifespaces business is developing greener buildings, Susten and our renewables InvIT are driving the transition to renewable energy, while our Last Mile Mobility venture is driving electrification of passenger and cargo 3 wheelers to reduce pollution in cities.

Mahindra Logistics and Club Mahindra are delivering greater customer value, while Trucks & Buses and Aerostructures are charting an even more aggressive growth path. Additionally, our emerging growth gems (Accelo, Classic Legends, Car & Bike) are well poised to create value. Collectively, they tell a compelling story ... a story of a Group built for synergy, resilience, and value creation.

### Grounded in Realism, Driven by Ambition

At 80 years, Mahindra remains deeply anchored in its values and steadfast in its commitment to performance, even amid global uncertainty. Our growth is propelled by the India story ... we operate in 70% of the country's GDP and we are aligned with the opportunities this dynamic economy offers.

The current geopolitical and economic landscape is challenging, with persistent headwinds across continents. Yet, India stands uniquely poised to emerge as a global manufacturing powerhouse. With its growing infrastructure, young workforce, and favourable policies, India's opportunity to lead the world in manufacturing has never been greater. We aspire to be a globally recognised brand and have made significant strides.

### Rooted in Purpose

In ancient India, the banyan was more than a tree, it was a place where communities gathered, where conversations flourished, where wisdom was shared. Today, the Mahindra Group is so much more than just a collection of companies. It is a platform for possibilities ... a space where people, businesses, and partners come together to Rise.

At the core of this platform are our associates — the people who bring our vision to life every single day. Their agility, boldness, and collaborative spirit drive everything we do. For Mahindra, growth is not just about profits, it is about impact. Our associates are the champions of this belief.

Just as the banyan tree nurtures life beneath its vast canopy, we are committed to creating opportunities that help individuals and communities rise. Our programs - Kaabil, Nanhi Kali, our initiatives with local communities and high impact sustainability efforts are living examples of this philosophy.

Through Kaabil, we empower women with the skills they need to secure meaningful livelihoods. Through Nanhi Kali, we uplift underprivileged girls by ensuring access to holistic education so they can shape their own futures. These efforts have earned us global recognition, including leadership status in the Dow Jones Sustainability Index and the prestigious Golden Peacock Global Award for Excellence in Corporate Governance.

Amidst these achievements, one recognition stands out as a defining moment in our journey ... winning the Company of the Year Award at the Economic Times Awards for Corporate Excellence 2024. This prestigious accolade is more than an acknowledgment of our success ... it is a celebration of our ethos, our bold vision, and the foundation laid by our leaders over the past eight decades.

To our shareholders, partners, and stakeholders: thank you for believing in our design, our direction, and our purpose.

We do not take your trust lightly.

And we don't grow by chance.

We grow, as always, Bold by Design.

Warm regards,

**Dr. Anish Shah**
Group CEO & Managing Director

## Contents


01 COMPANY OVERVIEW

17 RISE TO CREATE VALUE

35 RISE TO BE FUTURE READY

47 RISE FOR A MORE EQUAL WORLD

75 CORPORATE INFORMATION

76 STATUTORY REPORTS

269 FINANCIAL STATEMENTS


## Announcement

In FY17, Mahindra & Mahindra Ltd. embarked on the journey towards Integrated Reporting in keeping with the commitment to transparency and the highest standards of corporate governance. Since then, our reporting structure has continued to evolve. While staying true to the principles of the IFRS foundation's International Integrated Reporting <IR> Framework, we have enhanced the format, clarity, and accessibility of the report to offer a more reader-friendly and connected experience.

Integrated Reporting takes corporate disclosures beyond financial performance. It recognises that sustainable value creation relies on multiple interconnected resources. This report outlines how Mahindra & Mahindra Ltd. creates value by managing the interplay between these six capitals: Financial, Manufactured, Intellectual, Human, Social & Relationship, and Natural. This year's report is shaped by the theme **Bold by Design**, which reflects our deliberate and future-focused approach to building resilient businesses, embracing innovation, and delivering inclusive growth through purpose-led strategies and responsible leadership.

To improve understanding and engagement, we have used charts, infographics, and visual frameworks throughout the report. These design elements help convey complex ideas more intuitively and support integrated thinking. Some IR related data might be management estimates and could be updated in subsequent publications, like the Mahindra Sustainability Report.

For any other information please visit www.mahindra.com

# HOW TO READ THE REPORT

## Integrated Report <IR>

We believe value creation is not limited to financial performance but is about delivering sustained outcomes for all stakeholders. This Integrated Report outlines how we generate, preserve, and grow value by strategically managing financial and non-financial capital.

We remain committed to the principles of integrated reporting, mapping the relationships between inputs, value-creating activities, outputs, and outcomes across six capitals: Financial, Manufactured, Intellectual, Human, Social and Relationship, and Natural. A visual value creation model, supported by key performance indicators (KPIs), illustrates these connections clearly.

The detailed Statutory Statements and Financial Reports are also part of this document and are in line with the requirements of the Companies Act, 2013 (including the Rules made thereunder), Indian Accounting Standards, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Secretarial Standards. This report draws reference from internationally recognised frameworks such as the Integrated Reporting <IR> Framework, GRI Standards, and BRSR guidelines.

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

Throughout the Report, the terms 'Mahindra', 'Mahindra & Mahindra', 'M&M', and 'M&M Ltd.' are used interchangeably to refer to Mahindra & Mahindra Limited.

## Scope of the Report

The reporting period of Mahindra & Mahindra Limited apropos this Integrated Report is 1st April, 2024 to 31st March, 2025.

The scope includes our core operations across the Automotive Sector, Farm Equipment Sector, Spares Business Unit, Mahindra Research Valley, Two-Wheeler Division, Construction Equipment Division, and Powertrain Business Division. We have also included performance highlights and strategy discussion from other Mahindra Group company businesses to present a more comprehensive view of the Group's impact and reach.

This Report aligns with the nine principles of the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, as articulated by the Ministry of Corporate Affairs.

This Integrated Report offers a cohesive perspective on our performance and our capability to generate long-term value by design, spanning six interconnected capitals:

**Each section of the Report reflects how bold thinking, strategic design, and operational resilience power our journey and stakeholder value creation.**

# PERFORMANCE HIGHLIGHTS

## FINANCIAL | FY25

**M&M CONSOLIDATED**

Income from operations

**₹1,59,211 Cr.**

14% increase over FY24

**PAT**

**₹12,929 Cr.**

15% increase over FY24

20% increase excluding impact of KG Mobility

**M&M STANDALONE**

Income from operations

**₹1,18,625 Cr.**

17% increase over FY24

**PAT**

**₹11,855 Cr.**

11% increase over FY24

17% increase excluding impact of KG Mobility

## BEVs: A BENCHMARK IN GLOBAL INNOVATION

### Launch of Flagship Electric Origin SUVs: BE 6 & XEV 9e

With class-leading range, intelligent ride dynamics, cutting-edge safety features, and a cinematic in-cabin experience, these are not just vehicles — they are expressions of a bold, authentic lifestyle.

The BEVs created history with a new EV record of 30,179 bookings on Day 1.

## KEY ACHIEVEMENTS | FY25

**SUV**

Revenue market share

**22.5%**

210 bps increase YoY

**FARM EQUIPMENT**

Market share

**43.3%**

170 bps increase YoY

**LCV (< 3.5T*)**

Market share

**51.9%**

290 bps increase YoY

**ELECTRIC 3 WHEELERS**

Market share

**42.9%**

4.6x volume growth in 3 years

**MAHINDRA FINANCIAL SERVICES**

AUM

**₹1,19,673 Cr.**

17% increase YoY

**TECH MAHINDRA**

EBIT Margin

**9.7%**

360 bps increase YoY

**MAHINDRA LIFESPACES**

Gross Development Value Addition

**₹18,100 Cr.**

4.1x YoY

**MAHINDRA HOLIDAYS**

Highest Ever Inventory Addition

**520 Keys**

34% increase YoY

**MAHINDRA LOGISTICS**

Revenue

**₹6,105 Cr.**

11% increase YoY

**MAHINDRA SUSTEN**

Deals Won

**2.1 GWp**

Including 0.4 GWp of Hybrid

** With Bolero Max Pickup 2T classified under LCV 2-3.5T*

# COMPANY OVERVIEW

## THE MAHINDRA GROUP

Beginning its journey in steel trading, eight decades ago, the Mahindra Group has evolved into a dynamic federation of companies, marking its presence across the world. The Group operates in 100+ countries and offers a wide range of products, services and solutions across industries under three key portfolios – Auto, Farm and Services.

As one of the largest and most admired multinational organisations, the Mahindra Group is a technology and innovation-led conglomerate with a leading position in many sectors in India. Today Mahindra offers an extensive lineup of Mahindra vehicles that include authentic SUVs, sturdy pickups and light commercial vehicles. The Group continues to hold its leadership position in the Farm segment and as the number one electric 3 wheeler manufacturer. The Group's Service portfolio includes a diverse range of businesses such as hospitality, financial services, information technology and real estate.

In November 2024, Mahindra redefined the rules of electric mobility with the launch of its flagship Electric Origin SUVs – the BE 6 and XEV 9e – a global benchmark in innovation, superlative design, state-of-the-art technology and never-seen-before performance.

The Group's purpose is to drive positive change to help communities *Rise* and it has a clear mandate to lead ESG globally, enabling rural prosperity and enhancing urban living. The Group also plays a leadership role in climate change, women's empowerment, and education. Over the years, the Group has realigned its strategy by keeping sustainability at the heart of its businesses. Currently, the Mahindra Group spans sectors that cover nearly 70% of India's GDP. From hybrid renewable energy plants (solar and hybrid), hospitality, to logistics and sustainable living, Mahindra Group is reinventing itself to cater to a changing audience while staying true to its core values and purpose. With a legacy of value creation, Mahindra's strategic focus on growth is centred on delivering scale and actively contributing to India's economic growth story.

## MAHINDRA & MAHINDRA LTD.

Mahindra & Mahindra Ltd. is the flagship Company of the Mahindra Group. Our core business is mobility products and farm solutions. Since assembling our first vehicle in 1947, we have grown rapidly. Today, we offer a wide range of products and solutions ranging from SUVs, pickups, commercial vehicles and tractors, to electric vehicles, two-wheelers, gensets and construction equipment.

**World's Largest**
Tractor Company by Volume

**India's No.1**
Tractor Company

**India's No.1**
SUV Company by Revenue Market Share

**India's No.1**
< 3.5T Light Commercial Vehicles Company

**India's No.1**
Electric 3 Wheeler Company

**Leading**
Financial Services Provider In Rural & Semi-Urban Markets

**Leading**
Global IT Services Provider

## GROUP SNAPSHOT

**80**
Years of Excellence

**100+**
Countries

**$25 Bn+**
Group Turnover

**324k+**
Number Of Employees
*(including global subsidiaries, associates)*

# 20+ INDUSTRIES

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

## AUTO

- SUVs & LCVs
- Last Mile Mobility
- Iconic Motorcycles
- Trucks and Buses

## FARM

- Tractors
- Farm Machinery
- Genset Manufacturing

## SERVICES

- Financial
- Hospitality
- Logistics
- Renewable Energy
- Technology
- Real Estate
- Auto Components
- Energy Components
- Auto Recycling
- Pre-Owned Cars
- Aerospace & Advanced Technologies
- Agri Services
- Supply Chain Solutions

## PURPOSE

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

### RISE FOR A MORE EQUAL WORLD

Climate Change
Inclusion
Ethics

### RISE TO BE FUTURE-READY

Customer Focused
Technology
Innovation

### RISE TO CREATE VALUE

Entrepreneurship
Scale
Impact

## OUR VALUES

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

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



# THE BOARD OF DIRECTORS

**MR. ANAND G. MAHINDRA**
Chairman

**DR. ANISH SHAH**
Group CEO & Managing Director

**MR. RAJESH JEJURIKAR**
Executive Director and CEO (Auto & Farm Sector)

**MR. T. N. MANOHARAN**
Lead Independent Director

**MS. SHIKHA SHARMA**
Independent Director

**MS. NISABA GODREJ**
Independent Director

**MR. MUTHIAH MURUGAPPAN**
Independent Director

**MS. PADMASREE WARRIOR**
Independent Director

**MR. RANJAN PANT**
Non-Executive
Non-Independent Director

**MR. SAT PAL BHANOO**
Non-Executive
Non-Independent Director
*(Nominee of LIC of India)*

As of 05th May, 2025

# GROUP EXECUTIVE BOARD

**TOP ROW (L-R)**

**MR. PUNEET RENJHEN**
EVP, Group Partnerships & Alliances

**MR. MOHIT JOSHI**
MD & CEO, Tech Mahindra

**MR. R. VELUSAMY**
President, Automotive Technology & Product Development

**MR. VEEJAY RAM NAKRA**
President, Farm Equipment Business

**MR. RAJESH JEJURIKAR**
Executive Director and CEO (Auto & Farm Sector)

**MR. RUZBEH IRANI**
President, Group HR

**MIDDLE ROW (L-R)**

**MR. AMIT KUMAR SINHA**
MD & CEO, Mahindra Lifespaces

**DR. ANISH SHAH**
Group CEO & Managing Director

**MR. MOHIT KAPOOR**
EVP, Group Chief Technology Officer

**MS. ABANTI SANKARANARAYANAN**
EVP, Group Public Affairs

**MR. ANAND G. MAHINDRA**
Chairman

**MR. RAUL REBELLO**
MD & CEO, Mahindra Finance

**MR. LAKSHMANAN CHIDAMBARAM**
President, Tech Mahindra Americas - Strategic Vertical Business

**BOTTOM ROW (L-R)**

**MR. VINOD SAHAY**
President, Aerospace & Defence, MTBD & CE

**MS. ASHA KHARGA**
EVP, Group Customer & Brand

**MR. MANOJ BHAT**
MD & CEO, Mahindra Holidays

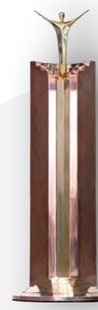
**MR. AMARJYOTI BARUA**
President & Group Chief Financial Officer

**MR. HEMANT SIKKA**
MD & CEO, Mahindra Logistics

**MR. NAVEEN RAJU**
EVP, Group Legal

# AWARDS AND ACCOLADES

M&M received the **'Company of the Year Award'** at the Economic Times Corporate Excellence Awards.



## CORPORATE AWARDS

- Featured in *TIME* Magazine's **'World's Most Sustainable Companies 2024 list'** and ranked as the 5th most sustainable automotive company. Tech Mahindra was also ranked 1st in the list of top sustainable Indian companies and 16th in the global Top sustainable IT companies on the same list.
- Mahindra Group recognised as the **'Most Sustainable Organisation'** by TIMES NOW at the Global Sustainability Alliance Summit. Tech Mahindra and Mahindra Susten were also honoured.
- Featured in the **'Leadership'** category of the **Corporate Governance Scorecard 2024** by Institutional Investor Advisory Services India Limited in partnership with International Finance Corporation and Bombay Stock Exchange Limited.
- Received the **Golden Peacock Global Award** for Excellence in Corporate Governance in the Automobile Sector, for the year 2024.
- Recognised as **'Masters of Risk Management in Automotive OEM category'** at the CNBC TV18 India Risk Management Awards.
- Mahindra Group and Mahindra Leadership University won the **'ET HRWorld Future Skills Awards'.**
- Recognised as India's **'Top Value Creator 2024 – Automobile'** at Dun & Bradstreet India and G7 CR Technologies Summit.
- Retained its Leadership Status in the prestigious **'Dow Jones Sustainability World Index 2024'** in the Auto Sector, with 12-point increase from last year. This marks our 4th consecutive year on the index and we are now the first and only Indian company to attain DJSI World Leader status and ranked #2 globally in the Automobile Industry. Tech Mahindra ranked #1 in the Software & Services Segment on DJSI World Index 2024 and #2 globally in the segment.



## CSR AWARDS

- CII Sustainability award for **'CSR Domain Excellence'** Category.
- Received the **'One Decade Excellence in CSR Award'** by the Honourable Governor of Maharashtra.
- Mahindra and Mahindra Ltd. & Centum Foundation won the **'Mahatma Award for Gender Equality'** for Project Kaabil.

## AUTO

- **Thar ROXX** received the esteemed **'Indian Car of the Year (ICOTY) 2025 award'**, marking a significant milestone in its journey. Beyond this prestigious accolade, the Thar ROXX garnered a remarkable total of **36** awards, including **15** titles for **'Car of the Year'** from various publications, showcasing its dominance in the market.
- The **XUV 3XO** also made waves by winning **9** distinguished awards, including the **'Autocar India Compact SUV of the Year'**. As a company, Mahindra was recognised as **'Manufacturer of the Year'** by three publications: *Autocar India, Acko Drives and Car India Magazine.*
- Additionally, the **Mahindra Veero** received accolades at the **'Apollo CV Awards 2025'**, further adding to the Company's growing list of honours.

## FARM

- **OJA** won the '**ITOTY – Launch of the year', 'Best Design Tractor', 'Best Tractor in 41-45 HP - 475 XP Plus'**, and the **'Shining Star of India's tractor industry'**.
- Swaraj Division Foundry became the 1st Indian foundry to get a '**Zero Waste to Landfill Certificate**'.
- Swaraj Division also won the **'Golden Peacock Award for Energy Efficiency'**.
- Swaraj 855 won the **'Indian Tractor of the Year'** and Project Prerna won the **'Women Empowerment at the ITOTY Award 2024'**.

## MAHINDRA AGRI

- Mahindra EPC won the '**TIMES NOW Global Sustainability Alliance award for Product Innovation'**, while its fruits business won the **'FICCI Award for Farm Level Sustainability Initiatives'**.

## MAHINDRA FINANCE

- Mahindra Finance was recognised as the **'Best NBFC in Talent & Workforce'** at the 29th edition of Best Banks and NBFCs Awards organised by Business Today.
- Recognised as one of the best workplaces in the categories of **'Top Rated Large Company'** and **'Top Rated Financial Services Company'** at the AmbitionBox Employee Choice Awards 2024.

## TECH MAHINDRA

- Recognised as **'The Leading Sustainable Organisations in 2024'** at the 3rd edition of Sustainable Organisations 2024; ranked #1 in the Business World's **'Most Sustainable Companies Sectoral List 2024'** and 4th amongst **'India's Top 50 Most Sustainable Companies of 2024'**.
- Recognised amongst **'Best Brands of 2024'** and **'Progressive Places to Work 2024'** by ET NOW, and also recognised amongst **'India's Best Organisations for Women 2024'** by ET Edge.

## MAHINDRA LIFESPACES

- Received the **'Real Estate Company of the Year – West'** at the Construction Week Awards 2024.
- Mahindra Citadel received Gold for **'Best Use of Experiential Marketing Events'** and Silver for **'Marketing in the Real Estate category'** for India's 1st home-buying experience on the Metaverse by ET Brand Equity - Brand Disruption Awards 2024.

## MAHINDRA LOGISTICS

- Won the **'Overall Excellence Award'** for five consecutive years at the CII SCALE Awards. Won the **'CII Overall Supply Chain & Logistics Excellence Award'** across 3PL, Express Logistics, and E-commerce Logistics categories.
- Received the **'CII Industry Transformation Award'** in the Green Logistics category for pioneering innovations in sustainable logistics and developing India's Green Logistics Ecosystem.



## MAHINDRA HOLIDAYS

- First-ever international winner of the **'Resort Condominium International Green Awards Gold Category'** for leading sustainable resort operations.
- 20 Club Mahindra resorts received the **'TripAdvisor Travellers Choice Award'** and 14 resorts received the IGBC Platinum certificate.

## MAHINDRA LAST MILE MOBILITY

- The Mahindra ZEO won the **'EV of the Year in the 4W SCV category'** at the Apollo CV Awards 2025.
- The Zaheerabad manufacturing facility awarded the **'Best Water Conservation Plant in Telangana'** by the World Water Day awards.

## CLASSIC LEGENDS

- BSA Goldstar 650 won the **'Motorcycle of the year (up to 700cc)'** at the BBC Top Gear Awards 2025; the **'2025 Modern Classic Motorcycle'** by AckoDrive Awards TOTM; the **'Retro Bike of the year 2025'** by Motoring World Awards 2025; the **'Modern Classic/Retro Bike of the year'** at the Jagran HiTech Awards 2024; Design of the Year (Two-wheeler) at the DNA Auto Awards 2024.
- Jawa 42 FJ won the **'Viewer's Choice Bike of the year'** at the DNA Auto Awards 2024 and the **'Viewer's Choice Motorcycle of the year 2025'** at the Times Drive Auto Summit.
- Yezdi Adventure won the **'2025 Adventure Motorcycle of the Year'** at the AckoDrive Awards TOTM.

## MAHINDRA SUSTEN

- Conferred **'Brand of Decade'** by BARC Asia for Mahindra Susten's decade-long contribution in the renewable energy sector.
- Recognised as **'Best Sustainable Ground-Mounted Bifacial PV Solar Power'** initiative at the 24th CII India Design Awards.

## MAHINDRA ACCELO

- Mahindra Accelo received the **'Zero Waste to Landfill certificate'** from Eurofins in October 2024 for all plants in India.

# GLOBAL FOOTPRINT

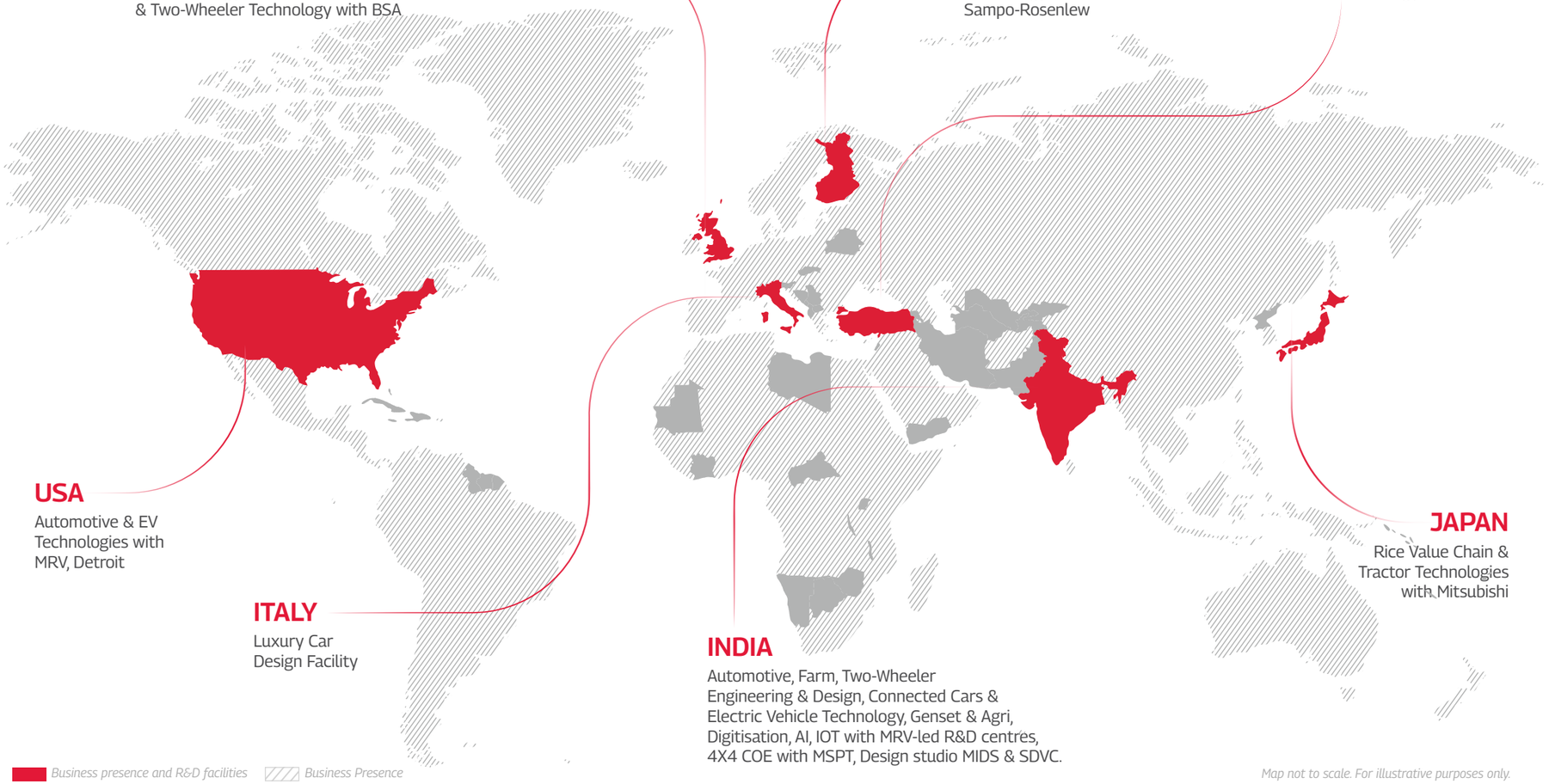
## The Group has business presence in 100+ Countries

## Our R&D and Design Facilities are set up in 21 Centres across 7 Countries

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

**71** Manufacturing facilities around the world

| | |
|---|---|
| 48 | INDIA |
| 02 | ALGERIA |
| 01 | AUSTRALIA |
| 01 | BENIN |
| 01 | BRAZIL |
| 01 | ETHIOPIA |
| 01 | FINLAND |
| 01 | INDONESIA |
| 01 | JAPAN |
| 01 | KENYA |
| 01 | MALI |
| 01 | NIGERIA |
| 01 | SOUTH AFRICA |
| 01 | SRI LANKA |
| 01 | TUNISIA |
| 02 | TURKEY |
| 02 | UAE |
| 04 | USA |




*Map not to scale. For illustrative purposes only.*

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

Automotive | Tractors & Farm Machinery | Two Wheelers | Others

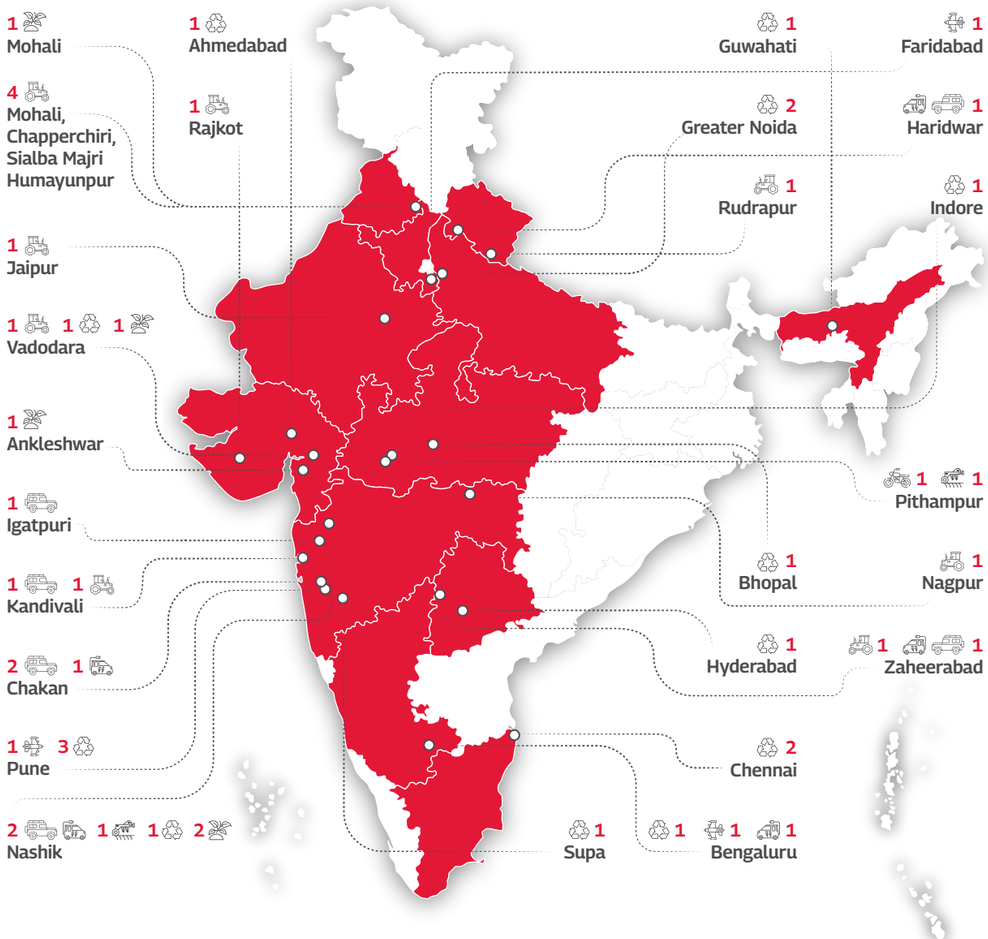
# MANUFACTURING PLANTS IN INDIA

As on 31st March 2025, property, plant and equipment (including capital work-in-progress) at M&M Ltd. stood at Rs. 17,725 crores. We incurred a net capital expenditure of Rs. 4,649 crores in FY25, and the major focus was on new product development.

**48** Manufacturing Plants* across the Country (of which 24 are of AS & FES, including subsidiaries)

**9,41,115** (Units) Automotive Sector Sales Volume

**4,24,641** (Units) Farm Equipment Sector Sales Volume




*Manufacturing Plants presence*

Manufacturing plants include:
M&M Ltd., Mahindra Agri Solutions Limited, Mahindra EPC Irrigation Limited, Mahindra HZPC Pvt. Ltd., Mahindra Advanced Technologies Limited, Mahindra Aerostructures Pvt. Ltd., Mahindra Accelo (Mahindra Accelo Ltd., Mahindra Steel Service Centre Ltd., Mahindra Auto Steel Pvt. Ltd., Mahindra MSTC Recycling Pvt. Ltd.), Gromax Agri Equipment Ltd., MITRA Agro Equipments Private Ltd.

**Including contract manufacturing*
*For illustrative purposes only. The map not to scale, may not exactly depict political map of India.*

Automotive | Tractors & Farm Machinery | Farm Machinery | Two Wheelers | Electric Vehicles | Aero & Advanced Technologies | Accelo | Agri



# MANUFACTURING CAPABILITIES

Efficient and effective operations are indispensable to manufacturing in the present global scenario. As a leading OEM, we are continuously invested in embedding Industry 4.0 principles and techniques deeper into our processes, to build more resilient, adaptive and efficient operations. We are steadfast in our pursuit of digital transformation and technologically agile manufacturing.

## AUTO SECTOR

With the launch of our first set of EVs in FY25, Mahindra is now set to scale up its manufacturing operations, preparing for a stacked launch pipeline till 2030. We have implemented what we envisaged regarding our eUV facilities' capabilities and built a state-of-the-art factory to propel our electric-origin UVs.

A state-of-the-art battery manufacturing facility is also ready, comprising the latest technology in the manufacturing domain for battery manufacturing with 98% automation. Our eUV facility uses the Vision AI process, which reinforces our process robustness. We have also made significant additions to production capacity during the year which puts us in good stead to hit our FY26 capacity targets.

## DIGITAL MANUFACTURING

**Smart Sequencing Digital Twin**

- Enables productivity improvement, faster risk assessment, real-time monitoring
- eGEMBA - The 'Vision Solution' implemented enables remote viewing of shop floor

**Digital Manufacturing & Sustainable Tech Implementation**

- Creation of ergonomics postures library for ~15 critical BEVs processes
- Warehouse simulation models for space optimisation
- VR – AR model creation for Nashik. New TCF for process optimisation
- VR – AR model creation for LMM TCF

**MATRIX (Mfg.AI)**

- 112 potential AI use cases identified
- Key AI initiatives ongoing:
  - Energy.AI – Leveraging AI to improve energy efficiency of Chakan plant by 8-10%
  - AI-enabled weld spot integrity
  - Maintenance GPT

**Advanced AI Techniques**

Leveraged RAG (Retrieval-Augmented Generation), vector search, dynamic prompt engineering, Vision AI and Edge analytics on IIOT data to drive productivity across assembly lines and deliver impact.

### Scalability

- We have also developed a framework that can help us assess the digital maturity of our factories. This framework helps us evaluate and develop factory-specific digital roadmaps to deploy AI at scale.
- By merging cutting-edge techniques with deep manufacturing domain expertise, we have transformed AI from a buzzword into a driver, setting a new benchmark for intelligent, future-ready factories.

### Manufacturing Milestones – Auto

**Chakan Plant**

Chakan Plant produced highest-ever

**3.9 Lakh**

vehicles in FY25, increment of 5% over FY24.

**Nashik Plant**

Nashik Plant surpassed highest-ever production of

**2.7 Lakh**

vehicles, 32% increment over FY24.

**Igatpuri Plant**

Igatpuri Plant achieved

**50 Lakh**

engines produced milestone since inception

## FARM SECTOR

Backed by decades of market leadership, Mahindra is committed to transforming farming and enriching the lives dependent on it. FY26 is expected to be a promising year for the farm sector driven by above average monsoon outlook, high reservoir levels and healthy cash flows.

We aim to meet this boost in demand and further our market leadership by outperforming our FY25 benchmarks.

### Other Key Initiatives

- **Automation & No Fault Forward**
  Increase automation and implement measures for defect-free manufacturing.
- **AI-based Decision Making**
  Leverage analytics based on machine data for informed decision-making.
- **Cobot/Robot Applications**
  Enhance efficiency by integrating collaborative robots and robotic applications.
- **Components Genealogy/Traceability**
  Double the traceability of critical components across all factories, connecting 50+ vendor parts.
- **QR Code on Components**
  Ensure the right part fitments in the factory through QR codes on components.
- **Digital Platform for APQP**
  Utilise digital platforms for Advanced Product Quality Planning to expedite product lifecycle management.
- **Digital Tractor Stockyard Management**
  Manage a diverse inventory of 500+ tractor varieties across multiple locations in India.
- **Supply Chain Control Tower**
  Implement a control tower to optimise supply chain operations and improve productivity.

### Key Highlights

- Established a robust and efficient facility for export-ready cabin manufacturing line to meet global quality standards.
- DEI at Grassroots: Two production cells are now fully operated by 100% women-led teams.
- Introduced the Metallic Red Yuvo Tech+ to a strong market demand and rapid customer acceptance.

### Awards

- Gold & Silver Award for Digitisation & Automation to Rudrapur team at CII Champions Trophy
- Zaheerabad team received awards from Government of Telangana:
  - Best Manufacturing Company & Best Export Performance under Mega Category
  - Water Award by Ground Water Department for water conservation within and beyond the plant
- Nagpur team awarded by IMEXi for 2 consecutive years under Distinguished Plus category
- Bhamashah Award for Gyandeep (Education) projects to Jaipur team by the Education Department, Government of Rajasthan

### Manufacturing Milestones – FES
(Tractor Production Milestones in FY25)

**Nagpur**

**14 Lakh**

**Rudrapur**

**9.5 Lakh**

**Zaheerabad**

**4 Lakh**

**Jaipur**

**3.5 Lakh**

# RISE TO CREATE VALUE

## GROUP STRATEGIC OVERVIEW

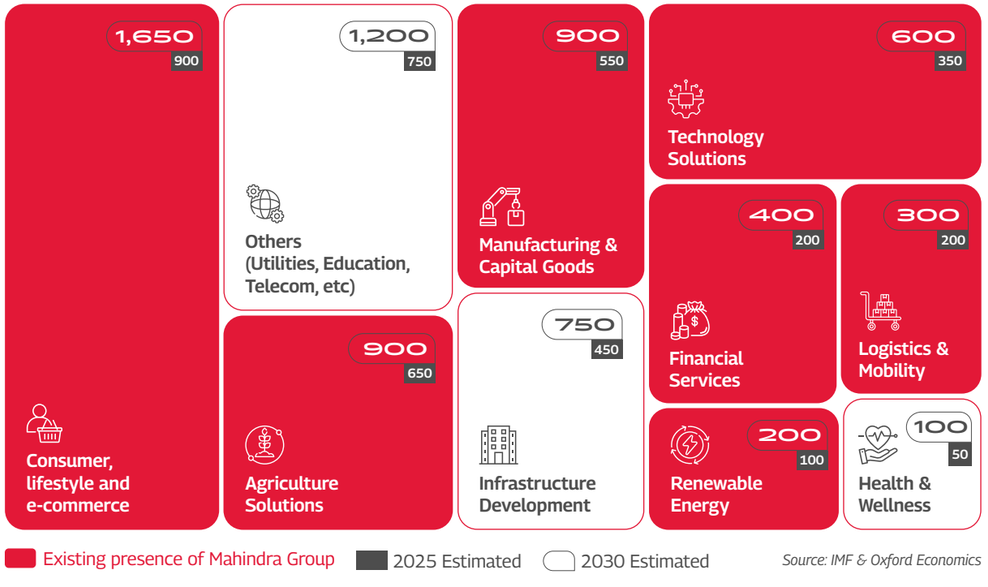
Over the last 10 years, as the world GDP saw uneven growth, India's economy stood out. India's GDP doubled from $2.1 trillion in 2015 to estimated $4.2 trillion. By 2030, India is projected to be a $7 trillion economy, which would make it the world's third-largest economy. As one of the fastest growing nations in the world, India is poised to play an increasingly pivotal role in the global economic landscape.

India's growth is fueled by four key factors. First, India's favourable demographics and robust talent base positions the country as a global workforce hub. This workforce is also experiencing upward mobility in income levels which is accelerating growth across consumption categories. Second, the government's substantial investments in manufacturing, infrastructure and logistics capabilities has allowed Indian businesses to scale. Third, continued key policy reforms and various initiatives such as India Technology Stack and Tax reforms bring value creation at the forefront by enhancing ease of doing business. Lastly, India's strong tech ecosystem is fostering innovation, creating job opportunities and driving productivity across sectors, enabling well-rounded economic growth.

Amid this vibrant economic story, the Mahindra Group has established itself as one of India's most trusted brands. With a legacy spanning over 80 years, Mahindra's strategic portfolio of businesses operate in sectors projected to drive over 70% of India's growth in the coming years. This positions the Group well to pursue scale in these sectors.

### MAHINDRA IS PRESENT IN SECTORS DRIVING 70% OF INDIA'S GROWTH

Sector contribution to India's GDP ($ Bn)




*Source: IMF & Oxford Economics*

Over the last 5 years, the Mahindra Group's performance has been underpinned by 3 distinct phases of evolution:

### 1. Disciplined Capital Allocation

Spurred by uneven performance, in FY21, we adopted an objective approach to evaluate our businesses. Under this approach, our businesses were looked at from two lenses. Businesses that had a clear "right to win" and businesses that had clear plans to translate that "right to win" into long term value creation based on return on equity. Based on this evaluation, the group refocused on 3 sets of businesses. The first set are the market leaders - our Auto and Farm businesses. These businesses have significant aspirations, are already operating well at scale today and have established a clear right to win. The second set of businesses are those which have scale but are not operating at the level they should be operating at. The third set of businesses, called the Growth Gems, are lacking scale but have tremendous growth potential. Through this process, the Group also exited several businesses where it could not see itself creating compelling value for shareholders.

### 2. Pivot to Growth

This phase (FY22-FY24) was marked by laying out a clear strategic roadmap across the 3 sets of businesses.

- **Capitalize on market leadership:** Our Auto and Farm businesses are leaders in the space they are operating in. Auto is the revenue market share leader in SUVs while Farm is the leader in Tractors in India. These businesses aim to strengthen and expand their leadership by building customer-centric brands that are driven by industry-leading technology and a bold global vision. We realised that Product innovation will be key for these businesses which is why, the Auto and Farm businesses delivered some of their strongest product launches like the XUV 700, Thar, Scorpio N and Oja range of tractors during this phase.

- **Achieve Full Potential:** The next set of businesses are Mahindra Finance and Tech Mahindra. These two businesses are large scale businesses where due to a variety of reasons, their operating performance has been below those of peers. The focus in these businesses is to improve their operating performance so as they scale, it results in significant value creation for shareholders. At Mahindra Finance this has translated into a focus on asset quality even as the business looks to have a more diversified portfolio to deliver consistent business performance across cycles. At Tech Mahindra, the focus is on improving service delivery while improving the service mix across new age service offerings and geographies.

- **Growth Gems:** These third set of businesses will propel the Group's growth for decades to come. These are businesses like Last Mile Mobility where Mahindra is already the market leader in Electric 3 wheelers. Another example is our Lifespaces business, which has aspirations to grow to Rs. 10K crores of residential pre sales by FY30 which will be 5 times the pre sales in FY23. There are 10 such identified businesses. Each of the Growth Gems is focused on a segment of the Indian economy which is expected to deliver outsized growth over the next decade. Due to the opportunity in these segments, the businesses have taken on a challenge to achieve 5X their FY23 scale by FY30.

### 3. Deliver Scale

Fast forward to FY25, this three-pronged approach to our businesses has resulted in significant growth in topline and profits. In FY25, we achieved 14% revenue growth and more than 14% growth in EPS. We also delivered an ROE of 18%. The EPS for FY25 represents a 63% CAGR since FY21 when the group embarked on its strategic pivot.

During the year, the Group also further refined how it looks at the Growth Gems. The Growth Gems are now distinguished as 'Scalable Growth Gems' which have the potential to deliver $2-$3 Billion of valuation by FY30 while another set of Gems are classified as 'Emerging Growth Gems' which have the potential to achieve $1 Billion of valuation by FY30. This refinement in classification allows the Group to prioritise capital allocation according to the potential. As and when an Emerging Growth Gem lays out a clear roadmap to $2 Billion or more of value, it would move up to Scalable.

# 1. CAPITALIZE ON MARKET LEADERSHIP

Our core businesses in the Automotive and Farm sectors have firmly established their leadership positions, backed by scale, innovation, and executional prowess. Looking ahead, we aim to strengthen and expand the leadership by building customer-centric brands that are driven by industry-leading technology and a bold global vision. With a strong foundation already in place, our strategic focus is to sustain growth and value creation momentum.

## AUTO

The Indian auto industry is a significant contributor to India's GDP and a key to India's Viksit Bharat 2047 mission. This industry is continuously setting new benchmarks for performance and innovation across autonomous systems, fuel efficiency and safety.

In FY25, Passenger Vehicle (PV) sales in India reached 4.3 Mn units. Within PVs, the Utility Vehicle (UV) segment is growing at a faster pace with a share of 65% today vs 21% in FY15. The growth in this segment embodies the aspirations of rising India and is strongly influenced by product innovation and new launches.

At Mahindra, we are committed to consistently delivering category-creating products which are bold, authentic and stand out on technology, performance and safety. We continue to be the largest SUV player by revenue and the second-largest PV manufacturer by revenue in India. As we look to the future, besides our strength in ICE SUVs, we believe there are two trends to watch.

- The transition to electric vehicles is crucial to reduce dependence on oil import and meet India's climate goals for a sustainable future. Our Born Electric Vehicles (BEVs), launched in FY25, represent a significant milestone towards contributing to this transition and a pivotal step in our journey towards leadership in electric mobility. These BEVs are built on India's first pure electric architecture – INGLO and powered by Mahindra Artificial Intelligence Architecture (MAIA).
- India's LCV industry had a decline of 3% over past 2 years. While the industry witnessed headwinds in the recent past, the future holds promise driven by burgeoning e-commerce, industrialisation, and a shift towards sustainable transportation solutions. Mahindra has been a leader in the < 3.5T segment for the last 10 years and further strengthened its market position in FY25. The business remained resilient even amid industry-wide weakness, a true reflection of our LCVs' compelling customer value proposition. We believe this segment will keep growing.



The vehicle launches across SUVs (Both ICE and EVs) and LCVs over the recent years exemplify our product and technology leadership. Going forward, we have a robust launch pipeline as we continue to invest in capacity expansion across our portfolio.

### Strategic Imperatives

Our Auto business aims to deliver significant scale through actions focused on:

- **ICE SUV Leadership:** Continue to fortify leadership in ICE SUV segment with robust brands like Scorpio, Bolero, XUV700, XUV 3XO and Thar family.
- **Product Launches:** Committed to 23 new products by 2030 across SUVs and LCVs, of which 6 have been launched in FY25.
- **Pioneering eSUVs:** Leveraging our proprietary INGLO and MAIA capabilities. eSUVs to form 20-30% of our portfolio by 2027.
- **Maintain LCV Leadership:** With continuous innovation and product enhancements.
- **Scale International Operations** multi-fold in markets of choice.
- **Strengthen Brand and Customer Obsession:** Build a legacy of SUV leadership and customer-centric innovations.

### Key Highlights

- **New launches across segments and capacity addition**
  - FY25 had a series of high-impact launches - XUV 3XO, Thar ROXX, XEV 9e and BE 6. We also launched Mahindra Veero in the < 3.5T LCV category bolstering our LCV product line.
  - We added capacity of 5K per month in ICE SUVs and 7.5K per month for BEVs (5k operationalised).

- **International operations**: In FY25, XUV 3XO was launched in South Africa to an excellent customer response. South Africa and Australia registered highest-ever volumes, with retail growth of 40% and 27%, respectively. In South Asia, we retained leadership in the pickup segment.
- **Top of brand affinity and CSAT –** SUV Brand Power #1 in FY23, FY24 and FY25.
- **RoCE at 45.2% for FY25**

### Achievements in FY25

**22.5%**
#1 in SUVs by revenue market share, up 210 bps YoY

**51.9%**
#1 in LCV < 3.5T, up 290 bps YoY

**1,76,000+**
Thar ROXX bookings within first 60 minutes

**50,000+**
XUV 3XO bookings within first 60 minutes

**30,000+**
BE 6 and XEV 9e bookings on Day 1 of BEV launch

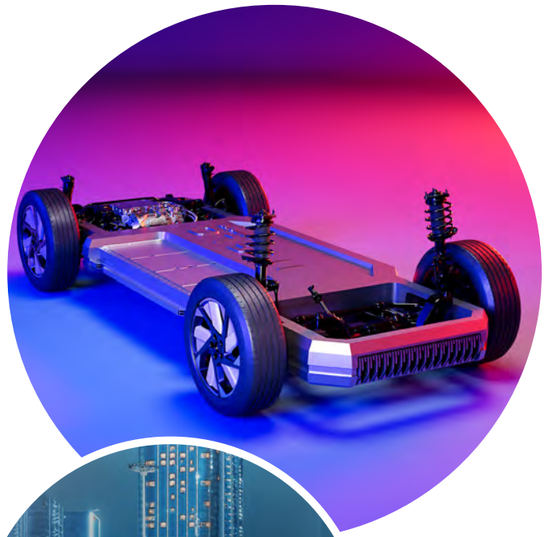
INNOVATION IN BEV

## Electrifying the Future

With INGLO and MAIA, Mahindra has redefined the blueprint of electric mobility.

Designed ground-up as a bold, all-electric architecture, INGLO delivers unmatched vehicle dynamics, NVH refinement, and 5-star BNCAP safety.

MAIA introduces India's first Software Defined Vehicle (SDV) platform with world-class tech like VisionX, Eye-dentity, and Dolby Atmos. Backed by technology patents and design registrations, this innovation marks Mahindra's leap into a future where performance meets intelligence, by design.



INNOVATION IN THAR ROXX

## The Legend Evolves

With Thar ROXX, we have reimagined the iconic off-roader into a high-performance lifestyle SUV — combining rugged 4x4 DNA with world-class comfort, futuristic technology, and bold design.

Built on the all-new M_GLYDE architecture, Thar ROXX delivers the soul of Thar with the sophistication of premium SUVs.

A record-breaking 176,218 bookings in 60 minutes signals not just a product launch, but the birth of "THE SUV" — a new benchmark in the > ₹12.5 lakh segment.



## FARM

The tractor industry forms the backbone of India's rural economy, driving transformation in agriculture, a sector that sustains nearly half of the nation's workforce. By enabling farm mechanisation and boosting productivity, it fuels rural prosperity, catalyses consumption, and plays a central role in powering India's GDP growth. For India to achieve self-sufficiency in foodgrains, the tractor population in India must grow from the current 8.4 Mn to 17 Mn by 2030.

After a relatively subdued FY24, the Indian tractor industry witnessed a turnaround in FY25 driven by favourable weather conditions, positive terms of trade for farmers and various government initiatives.

For our Farm business, FY25 was a significant year with robust volume growth and operational excellence. Mahindra consolidated its over four-decade long market leadership, with its core brands Mahindra and Swaraj, and remained the world's largest tractor manufacturer by volume. We are further strengthening our market presence through product innovation, enhanced financing and superior service, along with a sharp focus on supply chain optimisation.

Given the continued concerns over labour shortage, mechanisation remains a pivotal driver of farm productivity. Our Farm Machinery business is positioned to play a significant role in India's farm mechanisation journey. This business crossed the Rs. 1,000 crores revenue milestone during FY25, leveraging a strong 'Made in India' portfolio.

### Strategic Imperatives

The Farm segment at Mahindra aims to deliver substantial scale through focused strategic actions:

- **Product Launches and Channel Expansion** to strengthen our domestic market position, while maintaining gold-standard profitability.
- **Quantum growth in Farm Machinery** by investing in product development, quality, driving channel efficiency and brand building, as well as leveraging partnerships to boost capabilities.
- **Growing International Business** focusing on key markets including the United States, Brazil, Thailand and Turkey and leveraging Centers of Excellence in Turkey.
- **Pioneering Technology Leadership** By investing in cutting-edge technologies and fostering strategic partnerships, we seek to maintain our leadership in farm technology and introduce innovative solutions to the market.

### Key Highlights

- **New product launches:** The OJA series and Target have successfully addressed the white space of lightweight small tractors with tremendous ramp-up post their launch in FY24.
- **Global farm business:** Tractor exports reported a growth of 27% YoY, led by OJA's success in North America and the opening of new markets in Africa and ASEAN. While exports were strong, our overall Farm International results were weighed down by weak markets in the US, Europe and Japan. In FY25, we sharpened focus in some geographies by pivoting the way we operate in these markets. As a result, we took some impairment charges in Q4 which are reflected in our full year results.
- **Technology leadership and innovation mindset**, with a significant number of telematics kits deployed and 3 lakh+ acres of sugarcane harvested through AI based precision farming.
- **Achieved RoCE at 53.7%** for FY25.

### Achievements in FY25

**43.3%**

Highest-ever market share and remained the market leader for the 42nd consecutive year.

**19.7%**

Core tractor, EBIT margins, up 200 bps.

Tractors including exports and excluding Powerol, farm machinery

**₹1,024 Cr.**

Farm machinery achieved highest ever revenue, up 18%

# 2. ACHIEVE FULL POTENTIAL

Mahindra Finance and Tech Mahindra represent two compelling transformation journeys that are delivering tangible results. Both businesses faced periods of underperformance relative to peers, prompting bold and structured turnaround strategies rooted in operational discipline, focused priorities and strengthened organisational structures.

## MAHINDRA FINANCE

Mahindra Finance (MMFSL) is one of India's leading NBFCs, with an established financing platform across rural and semi urban markets. Its strong local presence and strategic partnerships within the ecosystem have equipped MMFSL with extensive insights and a deep understanding of customers across the credit spectrum.

MMFSL faced some challenges in the past during periods of significant economic stress like the COVID years which prompted us to look at the segments we were serving. With a strong focus on generating business from the right customer segments supplemented with strong underwriting and risk processes, MMFSL has made substantial progress in improving asset quality, ensuring delinquencies remain range bound.

To strengthen the backbone supporting the business efforts, MMFSL has made significant investments in data and technology to transform processes such as sourcing, underwriting, disbursement, and collection.

In FY25, MMFSL achieved very low GS3 delinquencies at < 4% throughout the year. This was better than the businesses commitment of staying below 4.5%. Despite the tight focus on asset quality, the business delivered disbursement growth of 3% and an overall AUM growth of 17% while profitability hit 1.9% return on Assets.

This progress has given the team confidence that they are on the right path.

### Strategic Imperatives

Going forward, MMFSL will be prioritising efforts under these areas:

- Continued focus on Asset quality and keeping GS3 < 4.5%.
- Defending and growing its leadership position in vehicle financing.
- Grow new lines of businesses, especially SME, leasing and fee income (insurance).
- Turning around and then growing the rural housing finance business.
- Continuing to build a resilient model which is efficient, digitalised and operates with future-fit controls.

### Key Highlights

- SME segment disbursements up 48% YoY.
- Acquired corporate agency license and partnered with 10 insurance firms to grow fee-based income.
- Continuing its focus on technology, MMFSL migrated critical applications to the cloud.

### Achievements in FY25

**₹1,19,673 Cr.**
MMFSL AUM, up 17% YoY

**3.7%**
FY25 GS3, < 4.0% for 6 consecutive quarters

**77%**
Digital collection, up from 69% in FY24

## TECH MAHINDRA

Tech Mahindra (TechM) is a USD 6 Bn+ global IT services franchise specialising in digital transformation, consulting, and business re-engineering, with extensive competencies in next-generation technologies. TechM's ability to integrate its diverse capabilities across industries and service lines and to leverage partner companies' strength positions it as a preferred technology partner.

TechM has forged significant partnerships with industry giants like Nvidia, Google Cloud, and Qualcomm, enhancing its capabilities in AI and digital solutions. With a focus on operational efficiency and sustainability, TechM aims to deliver exceptional value to its clients while maintaining a strong commitment to Mahindra values and ESG goals.

TechM has continued to underperform versus its peers on growth and margins over the last several years. With a view to change this, TechM has embarked on a three-year turnaround journey targeting growth, executional excellence, and organisational restructuring to bolster long-term revenue growth and margins. These efforts are led by a mix of new and veteran leaders with a deep understanding of the IT services industry.

The initial efforts from the team have resulted in TechM emerging from a low point in EBIT Margins in FY24 to double digit exit margins in the 4th quarter. This was achieved through a combination of actions focused on improving service delivery, reducing costs and strengthening client relationships. TechM has also taken bold steps towards a better mix of businesses with strong wins in the Banking and Financial Services (BFSI) and Manufacturing sectors.

### Strategic Imperatives

TechM's 'Scale at Speed' strategy towards its FY27 vision has 3 significant strategic imperatives:

- **Growth Strategy - Topline Growth:** This growth strategy focuses on winning large deals, maintaining industry leadership in Telecom and Manufacturing, and expanding into BFSI, Healthcare, and Retail. It aims to strengthen its presence in key markets like the US and Europe while driving growth through high-demand services such as Next-Generation Technologies, Cloud and Infrastructure, Engineering, and Digital Enterprise Applications.
- **Margins Improvement:** A relentless focus on delivery excellence and stringent operational parameters ensures consistent quality and efficiency across all engagements. TechM aims to achieve significant productivity gains through enhanced synergy across its portfolio companies, fostering collaboration and resource optimisation.
- **Organisation Strategy:** TechM has implemented a 4-pronged culture building framework – 'Simplify, Clarify, Innovate and Perform'. It comprehensively covers the entire employee lifecycle with a focus on simplified processes, clear incentives, transparent communication and unified organisational goals.

### Key Highlights

In FY25, TechM laid a strong foundation for the transformation journey.

- A simplified and fully integrated sales organisation saw a surge in large deal wins for the year, with significant inroads into verticals like BFSI, Healthcare and Retail.
- Delivered strong margin expansion through gains from Project Fortius focused on service delivery, higher price realisation, pyramid optimisation and automation.
- Reported ROCE at 21.3%, up 880 bps YoY.
- Returned 85% of FCF to shareholders in FY25.

### Achievements in FY25

**$2,680 Mn**
New deal wins, up 43% YoY

**9.7%**
EBIT margins with a sharp increase of 360 bps YoY

**4 Days**
Improvement in DSO, 88 (FY25) from 92 days (FY24)

# 3. GROWTH GEMS

Growth Gems are businesses within the Group with strong potential for significant growth and scale. These ten businesses have a strong right to win within their sectors and align with India's growth story, making them a strategic fit within the Group's bold vision of 'Delivering Scale'. They are expected to be future value creators with a path to build the next set of multi-billion-dollar enterprises within the Group.

Over the last year, six of these have been identified as 'Scalable Growth Gems' which have demonstrated a clear competitive advantage and are witnessing positive momentum with a path to achieving more than $2 Billion of valuation by FY30. Similarly, four have been identified as Emerging Growth Gems, which have a path to $1 Billion of valuation by FY30. By nurturing these Scalable Growth Gems and continuing to invest in the capabilities of the Emerging Growth Gems, we are committed to transforming these businesses into major drivers of the Group's future.

## SCALABLE GROWTH GEMS

### MAHINDRA LIFESPACES

Mahindra Lifespaces (MLDL), a mid-premium / premium real estate developer, is committed to sustainable urbanisation through its residential and industrial developments. MLDL's total residential development footprint spans ~48 Mn sq. ft. On the industrial side, it has presence of over 5,500 acres across Jaipur, Chennai, Pune and Ahmedabad.

MLDL is committed to integrating sustainability into every aspect of its projects. As a pioneer in Net Zero homes in India, MLDL has three of its recent launches as 'Net Zero Energy and Waste' projects.

#### Strategic Imperatives

MLDL has a bold vision to profitably scale up Residential business by 14x in 10 years from FY20 to FY30. This translates to residential pre-sales of Rs. 10,000 crores by FY30. This ambition is being driven by:

- Well-engineered portfolio choices with deep focus on three core markets and mid-premium and premium segments.
- Gross Development Value (GDV) addition of Rs. 45,000 crores.
- Robust business development engine.
- Superior customer experience driven by customer centric innovation.
- Project execution excellence with 'first time right' approach.
- Value maximisation from the industrial segment.
- Financial discipline with rigorous IRR tracking and prudent capital allocation.

MLDL's ambition is built on a strong foundation in a high-quality talent model and a high-performance culture, enabled by technology.

#### Key Highlights

- With FY25's Gross Development Value (GDV) addition of Rs. 18,100 crores, MLDL has added Rs. 39,000 crores of GDV as of March'25. This augurs well for MLDL to achieve its long-term vision as there is high visibility in the sales plan with 70-80% of required land already secured.
- As part of prudent capital allocation, MLDL is prioritising high-impact projects and land acquisitions / redevelopments in MMR, Pune and Bengaluru.
- MLDL announced an Rs. 1,500 crores rights issue aimed at raising growth capital for future acquisition and debt reduction.

#### Achievements in FY25

**₹18,100 Cr.**

GDV additions includes largest ever acquisition of 36.9 acre land in Bhandup

**₹2,804 Cr.**

Residential pre-sales up 20% YoY, driven by successful launches such as Vista Phase 2, IvyLush, Zen

**₹832 Cr.**

Highest-ever operating cash flows up 30% YoY, healthy debt to equity ratio of 0.39

### MAHINDRA LOGISTICS

Mahindra Logistics (MLL) is a leading Indian integrated logistics service provider with a nationwide presence. MLL offers a wide array of customised, technology-enabled solutions for supply chain management and mobility.

Under the new leadership, MLL is poised to leverage its strong foundation to realise its potential and navigate industry challenges, using technology and execution focus as building blocks.

#### Strategic Imperatives

MLL has set out on a focused path to triple its revenue by FY30, delivering exceptional customer experience through differentiated solutions powered by technology.

- Higher share of integrated solutions and expanding wallet share to create competitive advantage with clients.
- Expanding Network Services (Freight Forwarding, Last Mile Delivery, Express B2B and EV Cargo).
- Unlocking higher growth and profitability in Express B2B business.
- Leveraging integrated Tech stack (LogiOne) to create transformative and distinctive technology.

#### Key Highlights

- Integrated logistics accounted for over 10% of revenues.
- B2B Express continued to focus on volume growth, realising cost efficiencies.
- MLL added 0.97 Mn sqft of warehousing space in key hubs of Guwahati, Kolkata and Phaltan.
- MLL partnered with Seino Holdings to provide integrated logistics solutions to Japanese Auto manufacturers in India.
- 'Emission Analytics Report', a digital platform, was launched to provide real-time visualisation of carbon emissions and helps customers decarbonise their supply chain.

#### Achievements in FY25

**₹6,105 Cr.**

FY25 revenue up 11% YoY, driven by account additions, new offerings and new launches

**₹4,744 Cr.**

Contract Logistics revenue up 10% YoY

**₹306 Cr.**

Freight Forwarding revenue up 20% YoY

**₹381 Cr.**

Last Mile Delivery revenue up 63% YoY

### MAHINDRA HOLIDAYS

Mahindra Holidays (MHRIL) offers a differentiated vacation experience through a diverse range of property options, efficient resort operations and engaging amenities. It is the largest vacation ownership company outside the USA, and operates under its flagship brand, 'Club Mahindra', and its European subsidiary, 'Holiday Club Resorts'.

Currently servicing over 3 lakh members at 158 resorts globally, the company is poised to grow alongside the rising aspirations of emerging India, driven by its expansion plans and multi-product portfolio.

### Strategic Imperatives

MHRIL is on an expansion path with the goal of doubling its inventory base to 10,000 keys by FY30. The company is transforming its business through focused member acquisition, aiming to attract and retain valuable members. Additionally, MHRIL is upgrading its resorts and implementing an experience-led strategy to drive growth and enhance the overall customer experience.

### Key Highlights

- MHRIL achieved its highest-ever inventory addition of 520 keys in FY25 along with launching 7 new managed resorts.
- In line with the premiumisation strategy, Average Unit Realisation grew at 39% to reach Rs. 5.73 lakh.
- Club Mahindra Madikeri is India's first Triple Net "0" rated resort which includes Net Zero Energy, Net Zero Water and Zero Waste to Landfill.

### Achievements in FY25

**84%**
Robust occupancy rate, on an expanded inventory base

**3,04,508**
Cumulative memberships, up 2%

**5,847**
Room inventory, up 10%

## MAHINDRA LAST MILE MOBILITY

Mahindra Last Mile Mobility (LMM) is at the forefront of India's electrification journey in 3 wheelers (3W). LMM has sold over 2,00,000 electric vehicles, redefining the last mile mobility space while ensuring sustainability. LMM is developing integrated offerings encompassing the entire mobility value chain by forging and nurturing partnerships.

### Strategic Imperatives

LMM has a bold vision to grow electric vehicle volumes 2-3x from the FY25 base of 78,524 units.

- The strategy is not just about building electric vehicles; it's about building an ecosystem through cutting-edge products, accessible and affordable financing, customer-centric solutions and channel expansion.

### Key Highlights

- LMM has achieved ~5x growth in E-3W volumes in the last 3 years.
- LMM retained its position as the No. 1 E-3W manufacturer with a 42.9% market share.
- LMM expanded its product portfolio with four new launches during the year, Treo Plus (Metal), Mahindra Zeo, eAlfa Plus, and Alfa Duo.
- Treo continues to be a successful brand with cumulative sales surpassing 1,00,000 units in FY25.

### Achievements in FY25

**1,08,661**
No. of vehicles sold, up 7.6% YoY

**78,524** EVs sold, up 18.6% YoY



## MAHINDRA SUSTEN

Mahindra Susten has established itself as the leading renewable IPP (Independent Power Producer) green energy solutions company, playing a pivotal role in advancing India's renewable energy targets. In addition to solar projects, the company is enhancing its competitive edge through capabilities in Hybrid (solar and wind) and Round the Clock (RTC) projects, integrated with Energy Storage Solutions (ESS).

Susten exemplifies the group's steadfast commitment to ESG and delivering operational excellence.

### Strategic Imperatives

Susten is targeting to scale its total renewable capacity from 1.5 GWp to 7.0 GWp by FY30.

### Key Highlights

- Of the 7 GWp target, 1.5 GWp is already developed and bids for another 3.6 GWp have been won.
- Susten secured approval from the Science Based Targets Initiative (SBTi) for its near-term climate commitment targets.

### Achievements in FY25

Foray in **Hybrid**
with co-located solar plus wind projects in Maharashtra

**2.1 GWp**
Susten won deals, including 0.4 GWp of Hybrid / RTC

## MAHINDRA TRUCKS & BUSES

Mahindra Trucks & Buses (MTB) offers a wide array of commercial vehicles engineered for Indian requirements. The product range includes trucks such as Blazo X, Furio and several bus models. MTB revamped its portfolio over the last three years with a keen focus on customer service and increasing market footprint

### Strategic Imperatives

MTB is focused on driving continued growth, strengthening market presence and delivering value to stakeholders through product enhancements, elevating customer experience, and improving operational efficiencies.

### Key Highlights

- MTB launched the Furio 8 range of LCV trucks in FY25, which was awarded the 'Debutant LCV of the Year' at the Apollo CV Awards.
- In April 2025, M&M Ltd. entered into an agreement to acquire 58.96% stake in SML Isuzu Ltd. to establish a strong presence in the > 3.5T commercial vehicle segment. This acquisition aims to leverage synergies in areas like cost, network, brand, manufacturing, talent, and product complementarities between M&M and SML Isuzu.

### Achievements in FY25

**Positive EBITDA**
MTB achieved cash breakeven and posted EBITDA-positive results for FY25.

## EMERGING GROWTH GEMS

### MAHINDRA ACCELO

Mahindra Accelo is a leading player in the manufacturing of high-end automotive components (including EVs & Hybrids) and power components for the transformer industry. Accelo also operates CERO, India's first and largest Government authorised recycler of end-of-life vehicles.

Accelo has been investing in its manufacturing and technological capabilities and is set to significantly expand its offerings. It also aims to be present in 100+ cities in organised vehicle recycling by FY28.

#### In FY25,

- Achieved highest ever revenue of more than Rs. 5,000 crores. Accelo has grown more than 2.5x over the last 6 years.
- Forayed into high-end auto component segment by investing in world class Tandem & Transfer Presses, India's 1st MSP Press for Motor Core for EVs / Hybrids and strengthened portfolio offerings.

### MAHINDRA FIRST CHOICE

Mahindra First Choice Wheels (MFCW) is India's leading used auto platform business. It is one of the largest pan-India used car retailing networks with fast-growing partnerships to procure used vehicles efficiently. It also has a commanding share in the enterprise solutions business with clients across banks, NBFCs, insurance companies and OEMs.

MFCW drives innovation, transparency, and customer satisfaction in the automotive aftermarket through its platforms; Autoinspekt, setting the benchmark for vehicle inspections conducting over 3.6 Million evaluations annually and Yard Management System (YMS) providing vehicle storage and management solutions. A pioneer in online vehicle auction platforms, eDiig, has revolutionised the industry by facilitating the sale of vehicles across 1,000 locations in India.

#### In FY25,

- Transformed into the largest enterprise services players in India covering Digital Auctions, Vehicle Inspections & Yard Services.
- Activated 31 C&B Select Stores which are redefining customer experience and value proposition.

### MAHINDRA AEROSTRUCTURES

Mahindra Aerostructures (Aero) supplies a range of metallic parts and assemblies to five global aerospace OEMs and their major Tier 1 suppliers. The business has won significant recognition from the world's top two OEMs for its stellar delivery performance. It has been ranked by Airbus as a "Challenger" – among the top 21 global suppliers of detail parts – and as a "Premier Bidder" by Boeing for its consistent performance on delivery and quality. The business is poised for significant growth by continuing to build capabilities to secure and deliver larger deals.

#### In FY25,

- Airbus selected Mahindra Aerostructures as the only Indian company to participate in a new global Business Excellence assessment on behalf of French aerospace OEMs, in a new programme titled 'Aero Excellence'.
- Aero earned a spot among the top 11 global entities in Aero Excellence assessments.
- The business won a prestigious package from Airbus Helicopters as the sole source of the main fuselage assembly for the H130 light helicopter – a 'Make in India' milestone.

### CLASSIC LEGENDS

Launched in 2018, Classic Legends (CLPL) has been at the forefront of reviving iconic motorcycle brands like Jawa, Yezdi, and BSA. CLPL aspires to significantly grow and emerge as one of the leading players in the premium motorcycle segment, catering to both Indian and international markets. The focus is on new and distinctive product launches, distribution expansion and scale up of exports in key markets.

#### In FY25,

- CLPL launched its third iconic brand into Indian market 'BSA' by launching BSA Gold Star 650.
- Added one more product into Jawa portfolio by launching to Jawa 42 FJ. The Bike was recognised as the 'Viewer's Choice Bike of the year' award at the DNA Auto awards.



# RISKS & OPPORTUNITIES

Our businesses operate in an environment characterised by inherent internal and external risks, and we have implemented robust systems, processes, and review mechanisms to identify, monitor and mitigate these risks, while proactively exploring emerging opportunities to drive sustainable growth and innovation.

## KEY RISKS & MITIGATIONS

### Consumer Sentiment

Factors like macro-economic conditions, inflationary pressures, and fluctuations in interest rates could weigh on consumer sentiment. These factors can affect disposable income, savings and investment behaviour, ultimately influencing demand. Additionally, the availability of Electric Vehicle (EV) infrastructure plays a critical role in shaping consumer sentiment toward EV adoption.

India has favourable population demographics, currently has controlled inflation and is in a declining interest rate regime. Rising disposable income and growing consumer aspirations are fuelling shift toward vehicles with premium features and larger formats, particularly SUVs. India's strategic approach to fostering Public-Private Partnerships for EV infrastructure, coupled with rising EV adoption, establishes a strong foundation for developing sustainable EV infrastructure and ecosystem in the country. We consistently monitor evolving consumer preferences and adapt our strategies to align with market demand.

### Competitive Intensity

#### AUTO

The automotive industry is undergoing a significant transformation as both domestic and international automakers strive to strengthen their presence across all segments, intensifying competition levels. This expansion is driven by the need to cater to diverse consumer demands, capitalize on technological advancements, and secure a competitive edge in a rapidly evolving global market.

With 22.5% market share in SUVs and 51.9% market share in Light Commercial Vehicles (LCV), Mahindra remains committed to investing in product innovation, technological upgrades, and channel expansion to maintain its leadership position, while focusing on customer-centric products and services. By CY30, we envision expanding our product portfolio with the launch of 7 Internal Combustion Engine (ICE) SUVs, 5 Battery Electric Vehicles (BEVs), and 5 LCVs, reflecting our commitment to innovation, sustainability, and market diversification.

#### FARM

India's agricultural sector is dominated by small and marginal farmers. Competition within this sector is shaped by the presence of numerous players in the tractor industry, influence of government policies, and growing emphasis on sustainable farming practices and organic product adoption.

Mahindra, holding a 43% market share in the tractor segment, benefits from significant operating leverage and an extensive distribution network. Additionally, farmers' loyalty to established brands, further reinforces our competitive position in the industry.

### Tax Regulations in Passenger Vehicles

In India, passenger vehicles are taxed based on factors like length, engine size, ground clearance, body type and fuel type. While our flagship models attract higher taxes, Mahindra has strategically expanded its UV portfolio—featuring models like the XUV 3XO, Bolero Neo, Bolero, and Thar—to focus on models that fall under lower tax slabs. Our EV portfolio comprising of XUV4OO and newly launched BEVs also benefit from a lower GST rate.

### New Products & Technologies

The Indian passenger car industry is undergoing a significant transformation driven by shifting consumer preferences and rapid advancements in technology. There is a clear transition from ICE vehicles to EVs and hybrid vehicles across the auto industry. India's EV market is also gaining momentum, supported by government initiatives aimed at reducing pollution and tightening emission norms, leading to increasing demand.

Mahindra remains committed to developing future-ready products that align with evolving customer needs and regulatory standards. In FY25, Mahindra unveiled two BEVs, reinforcing its focus on sustainable mobility.

### Environment & Alternate Fuels

In line with government initiatives to reduce pollution and tighten emission norms, Mahindra is actively developing electric mobility solutions and alternative fuel technologies. We are closely tracking developments around CAFÉ 3 norms to ensure compliance with the same.

### Commodity Prices

In FY25, commodity prices showed a mixed trend due to global growth uncertainty, trade wars, and weak manufacturing activity. Agricultural prices were influenced by robust rabi production and erratic weather patterns in some regions. Policy uncertainty, supply build-up, and a potential economic slowdown could influence commodity price trends in the future. Mahindra remains committed to cost optimisation through value engineering, supplier negotiations, long-term price contracts, and addresses price volatility through commodity risk management framework, alongside robust hedging practices approved by the Board.

### Monsoon

A normal monsoon is vital for rural economy, especially the tractor business, and even the automotive business to some extent. Disruptions caused by untimely or uneven rainfall can adversely affect rural demand, highlighting the dependency of these markets on stable agricultural conditions.

India Meteorological Department (IMD), in its first long range forecast, has indicated above normal seasonal rainfall across the country during monsoon season (June to September 2025), at > 104% of the Long Period Average (LPA). Most parts of the country are expected to experience above-normal rainfall, which bodes well for Kharif harvesting.

Indication of both El Niño-Southern Oscillation (ENSO) and Indian Ocean Dipole (IOD) conditions being neutral during the monsoon season, further supports favourable monsoon prospects.

Furthermore, based on earlier trends, uneven monsoon conditions have a relatively limited impact on our sales. This resilience can be attributed to our operating leverage, competitive Minimum Support Prices (MSP), and favourable credit facilities available to farmers, which collectively provide robust support to our operations.

### Geopolitical Tensions and Trade Wars

Economic slowdown risks arise from US policy uncertainty, trade tensions, and shifting geopolitical dynamics, leading to commodity price volatility, supply issues and higher costs, affecting expansion decisions. The Company is well-positioned to mitigate these risks with a well-diversified supplier base, long-term price agreements, and a comprehensive commodity and foreign exchange risk management strategy.

### Slowdown in International Farm Markets

For FY25, Mahindra has faced a demand slowdown in its key international farm markets, including the USA, parts of Western Europe, Japan and Brazil. In temporary slowdown markets like the USA, the focus is on revamping supply chain and enhancing product offerings. In structurally declining markets such as Japan (industry contraction) and Finland (affected by geopolitical tensions), we plan pivoting strategically to mitigate losses.

**We have implemented robust systems, processes, and review mechanisms to identify, monitor and mitigate risks, while proactively exploring emerging opportunities.**



# OPPORTUNITIES & OUTLOOK

Mahindra aims to build domestic market leadership in the Automotive and Farm sectors while pursuing global opportunities. While MMFSL and TechM are undergoing their turnaround journey, the emphasis for growth gems is on scaling and unlocking potential. We are committed to cost leadership through optimisation strategies, enhancing productivity, implementing value engineering, advancing digital transformations, and harnessing group synergies. We are well-positioned to harness emerging opportunities across our future-ready portfolio.

- The Indian auto industry's long-term outlook remains promising, driven by stable macroeconomic conditions, proactive government policies, rising middle-class income, large youth population and focus on electric mobility. Key factors influencing FY26 demand are rising disposable income, tax cuts, falling inflation, cost of ownership, government spending and positive consumer sentiment. Furthermore, the government has introduced the 'PM E-DRIVE' scheme to expedite EV adoption and develop charging infrastructure, positioning India to become one of the largest EV markets by 2030.

- The Indian tractor industry is expected to benefit from government's budgetary focus on rural development and allied agricultural activities. Factors such as improved crop price realisation, better replacement and construction demand and indication of above-normal monsoon are likely to drive growth in domestic tractor sales. Further, the demand for mechanisation continues as shortage of agricultural labour is expected to increase labour costs. We are well-positioned to capitalize on this trend through the farm machinery division.

- India's financial services sector expansion is supported by rising income, fintech innovations, and improved financial inclusion and savings financialisation. Non-Banking Financial Companies (NBFCs) play a pivotal role in this ecosystem, with MMFSL strategically positioned to capitalize on these opportunities through its strong OEM partnerships, leadership in tractor financing, and stringent compliance and risk management practices. MMFSL is focused on diversifying its portfolio beyond vehicle financing while ensuring disciplined credit cost management.

- Growing digital adoption, easing inflation, policy rate cuts and higher disposable incomes are providing a favourable macro tailwind to Growth Gems, which are poised for strong growth, supported by competitive strengths, strategic investments, and group synergies.

    - MHRIL is poised for robust momentum growth driven by the government's infra push, increase in travel, additional middle-income households and rising disposable incomes. The room inventory is expected to increase by 2-3 times by FY30.

    - MLDL remains another beneficiary of positive sentiment and macroeconomic stability, with buoyant sales and demand. The residential pre-sales level is expected to increase to Rs. 10k crores by FY30, from Rs. 2.8k crores in FY25.

    - MLL aims to triple its topline by FY30, driven by rising demand from new B2C and B2B models, tech-enabled integrated services, and government initiatives like infrastructure investment and GST reforms. With its extensive capabilities, MLL is well-positioned to seize these opportunities through flawless execution and enhanced resource utilisation.

    - India's solar power sector has witnessed an extraordinary increase in capacity, rising from 2.82 GW in 2014 to 100 GW in 2025. Susten is providing innovative green energy solutions and playing a pivotal role in helping the country meet its clean energy targets. It is targeting to scale its total renewable capacity from 1.5 GWp to 7.0 GWp by FY30.

# VALUE CREATION MODEL

## INPUTS

### FINANCIAL CAPITAL

| | |
|---|---|
| Total Segment Capital Employed (₹ Cr.) | 37,701 |
| Gross Debt to Equity Ratio | 0.02 |
| Net Capital Expenditure (₹ Cr.) | 4,649 |

### MANUFACTURED CAPITAL

| | |
|---|---|
| Number of Plants in India* | 24 |
| Material Cost (₹ Cr.) | 86,340 |
| Key Raw Materials | Steel, Iron, Rubber, Glass, Aluminium, Copper, etc. |

### INTELLECTUAL CAPITAL

| | |
|---|---|
| Patents Applied (Nos.) | 247 |
| Patents Granted (Nos.) | 96 |
| Design Registrations Granted (Nos.) | 127 |

### HUMAN CAPITAL

| | |
|---|---|
| Permanent Employees (Nos.) | 25,222 |
| Temp. / Casual / Contractual Employees (Nos.) | 53,534 |
| Unionised Permanent Workforce (%) | 82.31 |
| Employee Benefit Expense (₹ Cr.) | 4,881 |
| Permanent Women Employees (Nos.) | 1,632 |

### NATURAL CAPITAL

| | |
|---|---|
| % of Renewable Electricity | 30 |
| Total Energy Consumption (GJ) | 28,78,986 |
| Total Water Consumption ($m^3$) | 28,80,263 |

### SOCIAL & RELATIONSHIP CAPITAL

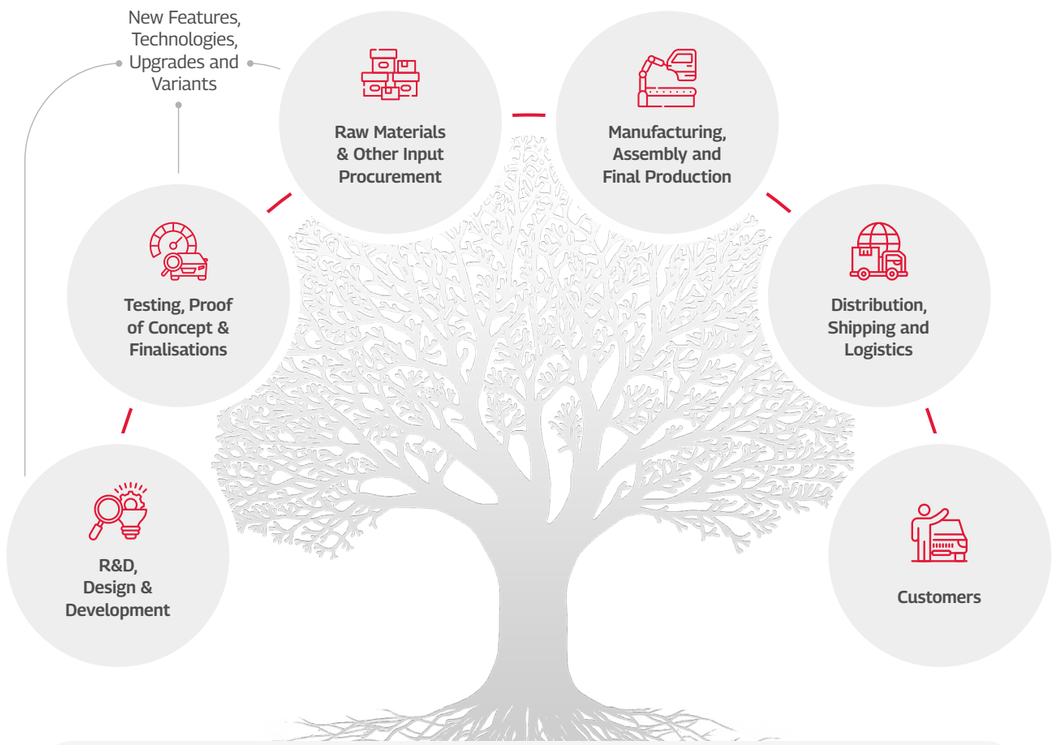
| | |
|---|---|
| CSR Investment (₹ Cr.)## | 152.36 |
| Employee volunteering Person Hours (ESOPs + MySeva) | 69,471 |
| No. of Employee Volunteers | 15,357 |

*##2% CSR spend of M&M Ltd., incl. of other CSR projects, administrative expenses & Impact Assessment costs*

*Model representative of M&M Standalone inputs and outputs*

## SUPPORT FUNCTIONS

- Human Resources
- Accounts
- Finance & Compliance
- CSR
- Business & Environment
- Marketing & Business Development
- IT
- Customer Service
- Corporate Strategy & Planning
- Research & Development
- Corporate Communications
- Safety, Health & Environment




**GOVERNANCE | MISSION | VISION | VALUES**

**KEY ASPECTS**

Stakeholder Engagement | Risks and Opportunities | Strategy & Resource Allocation | Performance | Outlook

## OUTPUT

**Farm Equipment**
Tractors, Implements

**Automotive Vehicles**
ICE, Electric

Technology, Innovation, Design & Digital Solutions and Services

## OUTCOMES

### FINANCIAL CAPITAL

| | |
|---|---|
| Total operating revenue (₹ Cr.) | 1,18,625 |
| EBITDA (₹ Cr.) | 18,416 |
| Net profit (₹ Cr.) | 11,855 |
| Dividend from group companies (₹ Cr.) | 1,821 |

### MANUFACTURED CAPITAL

| | |
|---|---|
| Total Automotive Vehicles Sold (Nos.)** | 9,41,115 |
| • Passenger Vehicles | 5,51,487 |
| • Commercial Vehicles | 2,69,087 |
| • Three-Wheelers | 85,832 |
| • Automotive Exports | 34,709 |
| Total Tractors Sold (Nos.)# | 4,24,641 |

### INTELLECTUAL CAPITAL

**New Products Launched:** Thar ROXX, XUV 3XO, BE 6, XEV 9e, Veero, Veero CNG, new variants of XUV 700 & Bolero Neo+, Mahindra 275 DI TU PP, 275 DI HT TU SP Plus, Yuvo Tech+ Special Edition, Mahindra Arjun 605 DI MS V1, OJA variants, New PROJA, Naya Swaraj range, Swaraj Target 625, new products in Harvester, Rotary Tiller.

**New Technologies:** 3-in-1 E-drive system application for BEV, Battery disconnect unit with Smart fuse, High power onboard charger application for EVs, Mars Roof technology, Multi-Step Regenerative Braking, Pillar-to-Pillar 3-Screen Display & HMI, Remote Authentication for Tractors, Semi-active suspension.

| | |
|---|---|
| Cumulative Patents Granted as of FY25 (Nos.) | 1,281 |

### HUMAN CAPITAL

| | |
|---|---|
| Permanent Employees Trained (Nos.) | 18,843 |
| Temp. / Casual / Contractual Employees Trained (Nos.) | 43,034 |
| Complaints on Child / Involuntary Labour | 0 |
| Complaints on Discriminatory Employment (sexual harassment complaints) | 22 |

### NATURAL CAPITAL

| | |
|---|---|
| GHG Emissions - Scope1 ($tCO_2$) | 67,829 |
| GHG Emissions - Scope2 ($tCO_2$) | 2,49,830 |
| Energy Saved (GJ) | 63,970 |
| Water Reused (%) | 34 |
| GHG (Mitigated + Avoided) tCO2 | 10,169 |

### SOCIAL & RELATIONSHIP CAPITAL

| | |
|---|---|
| No. of Girls empowered under Project Nanhi Kali | 40,149<br>+1,000 Teachers Trained |
| No of Women empowered through Project Kaabil | 1,53,850 |
| Water harvesting potential created ( Lakh Ltr.) | 3,758.18 |

**Includes Gromax, MITRA, contract manufacturing plants*
***Includes sales made by MLMML & MEAL*
*#Includes Mahindra, Swaraj & Trakstar Brands*

# RISE TO BE FUTURE-READY

## DIGITAL CAPABILITIES

At Mahindra, digital transformation is not merely an enabling force; it constitutes a strategic imperative that drives our purpose of fostering positive change in the lives we influence and the global context in which we operate. Our digital philosophy is grounded in the conviction that technology should serve humanity, enhance business intelligence, create more rewarding experiences, and promote sustainable outcomes. This enables our group to *Rise to Be Future-Ready.*

**Mahindra's innovative ethos is intentionally bold. Each idea, platform, and breakthrough aims to shape India's future rather than merely address current needs.**

In FY25, we deepened this commitment by embedding intelligent technologies across our ecosystem. Whether it's manufacturing that thinks, vehicles that respond, or platforms that anticipate user needs, Mahindra's digital - first approach is paving the way for scalable impact across industries and communities.

By leveraging cutting-edge technologies, including data & AI, Generative AI, cloud computing, and cybersecurity solutions, we optimised processes, unlocked growth opportunities, and delivered exceptional customer experiences.

Three foundational pillars guide our digital strategy:

- **Human-Centric Innovation powered by AI:** Innovations supercharged by AI that empower people and processes
- **Scalability with Responsibility:** Building systems that grow sustainably
- **Security by Design:** Embedding trust and compliance into every digital touchpoint

### PILLAR 1:

### HUMAN-CENTRIC INNOVATION POWERED BY AI - EMPOWERING OUR PEOPLE, OPERATIONS AND CUSTOMERS

We believe technology's primary role is to augment human potential. In FY25, we focused on deploying solutions that empower our workforce, operations and create intuitive, seamless experiences for our customers.

#### 1.1 Manufacturing.AI: Building the Factory of the Future:

**MATRIX: Mahindra AI Revolution in Industry X.O.**

Launched in FY25, MATRIX is an organisation-wide program embedding multimodal, scalable AI into every manufacturing layer.

**Five Intelligent Engines Powering MATRIX:**

- **Agility.ai:** AI-driven scheduling for real-time supply chain disruption management.
- **Quality.ai:** AI-powered quality checks in welding and painting for zero-defect outputs.
- **Uptime.ai:** GenAI-powered virtual assistants for maintenance teams, reducing downtime.
- **Energy.ai:** AI for monitoring, predicting, and optimising energy usage.
- **Connected.ai:** Aggregated data from connected machines for predictive maintenance.

**Through MATRIX, Mahindra has established a new standard for intelligent manufacturing - factories that think, learn, and adapt.**

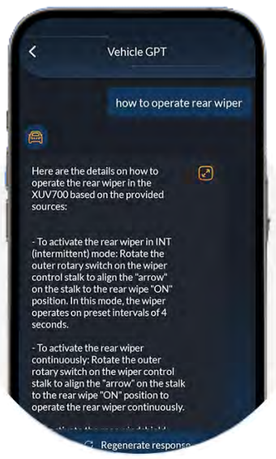
## 1.2 Elevating Customer Experiences with GenAI and Personalisation:

### Vehicle GPT: Intelligence on Wheels for XUV700 Customers

Launched on 11th November, 2024, within the Mahindra "For You" app, Vehicle GPT offers XUV700 customers real-time, voice-enabled, personalised support beyond standard FAQs, reinforcing our vision of connected, responsive mobility.

**Highlights:**

- 25,000+ queries answered since launch.
- Reduced wait times and enhanced customer satisfaction.




### Virtual Voice Agents: Intelligent Conversations That Convert

AI-powered virtual agents streamline test drive bookings, enabling natural voice-based conversations 24X7. This allows sales teams to focus on high-value engagements.

**Advantages:** 24X7 availability, high-volume scalability, accurate information delivery.

### AI-Powered Resort Recommendations at Club Mahindra

MHRIL implemented an advanced Resort Recommendation Engine powered by AWS Personalise. Integrated across Club Mahindra's digital platforms, it offers tailored resort suggestions based on member behaviour and preferences.

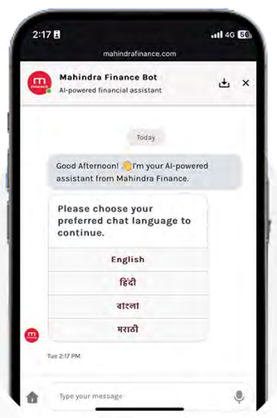
**Key Highlights:** Dynamic personalisation, enhanced engagement, higher satisfaction.

### Mahindra Finance Super Bot: AI-Powered Customer Engagement at Scale

Launched in December 2024, the Super Bot offers real-time, personalised support across digital channels for Mahindra Finance customers, facilitating loan applications, payments, and service inquiries in multiple languages.

**Key Impact Metrics (within 4 months):**

- Available in 4 languages.
- Over 69,000 users and 8,000 leads generated.
- Over 3.5 Million messages exchanged with 97.6% response accuracy.




## 1.3 Unifying Customer and Employee Journeys:

### Unified Service Booking: Omnichannel Simplicity

Our enhanced Omni Channel Service Booking solution (web, app, call centre, in-person) provides customers seamless service booking.

**Results Delivered:**

- 46% increase in monthly service bookings

### Transition to Salesforce Commerce Cloud Platform

Mahindra's automotive website (auto.mahindra.com)

transitioned to Salesforce Commerce Cloud Platform, streamlining e-commerce capabilities and facilitating ~40,000 eSUV bookings.

### One App for eSUV and Commercial Vehicle Customers

The Me4U and iMAXX apps were introduced for BEV and CV customers. These apps combine all connected car features with CRM features in one single app for the respective customer segments.

### Sales Assist Apps: A Smarter Way to Sell

Revamped World of CV and Mahindra Sales Assistance Apps now feature immersive 3D vehicle visualisations (Dassault 3DS) and simplified interfaces.

### MMFSL Super App: Empowering Financial Access

Mahindra Finance launched a redesigned Super App offering intuitive access to financial services, tailored for rural and semi-urban India, with features like real-time account details, one-tap EMI payments, paperless FD booking, and a 24x7 AI chatbot.

**Impact Metrics (in 3 months):**

- 450,000+ registrations, 32,000+ leads.
- Available in 12 languages.
- Highest-ever EMI collections (~₹80 Cr) in February.

## 1.4 Empowering Our Workforce with GenAI:

### mGenAI: Productivity Reimagined

To unlock the creative and analytical potential of our teams, we introduced mGenAI, an enterprise-grade, secure, Generative AI platform. Developed with robust governance, mGenAI empowers employees to engage with complex documents and data using natural language, expediting the transition from insight to action.

**Key Highlights:**

- Adopted by 5,000+ employees
- Facilitated over 200,000 interactions.
- Average satisfaction score: 4.8/5.

### CAE GPT: Empowering Engineering Excellence

Introduced on 31st January, 2025, for Mahindra's engineering teams at Mahindra Research Valley, Computer Aided Engineering CAE GPT is an AI-powered virtual expert. It brings intelligent assistance to complex simulation workflows, enhancing technical problem-solving and centralising simulation intelligence in a conversational format.

**Impact Highlights:**

- 300+ engineers actively leveraging the platform.
- Improved knowledge sharing across simulation domains.
- Accelerated simulation design and validation cycles.

### Service Co-pilot: Reimagining Repairs with GenAI

Introduced on 24th March, 2025, for Mahindra's service network, the Service Co-pilot is a GenAI-powered Knowledge Management System (KMS). It assists over 18,000 technicians (currently in 5 pilot workshops) and provides instant diagnostic assistance and contextual knowledge.

**Key Highlights:** Enhanced repair accuracy, reduced service time.

## 1.5 AI-Driven Data and ERP Advancements:

### Leveraging AI in Software Development

We integrated advanced AI development tools:

**Highlights:**

- **GitHub Copilot:** This is for real-time code suggestions and task automation.
- **SAP Build Code:** To accelerate enterprise-grade application creation.

### RIYO Model: Optimising Resort Inventory Through Predictive Intelligence (Club Mahindra)

Mahindra Holidays implemented RIYO (Resort Inventory Optimisation), a CatBoost machine learning model, to predict cancellation probabilities and dynamically optimise overbooking strategies, improving inventory utilisation and member satisfaction.

## PILLAR 2:

## SCALABILITY WITH RESPONSIBILITY - BUILDING FOR SUSTAINABLE GROWTH

Our digital architecture is designed for robust scalability, enabling us to manage growth, complexity, and innovation responsibly and sustainably.

### 2.1 Cloud-Driven Innovation at Scale:

Cloud technology is the backbone of our digital evolution. In FY25, we accelerated cloud adoption, focusing on performance, agility, and business continuity.

**High-Performance Computing (HPC) on Cloud: Engineering Without Limits**

Core engineering workloads (NVH (noise, vibration, and harshness) and CFD (computational fluid dynamics) simulations) transitioned to a cloud-based HPC environment. Tractor performance simulations migrated to A100 GPUs, achieving a ~25% performance improvement

**Outcomes Achieved:**

- ~3,300 cores deployed on cloud; ~25% boost in overall simulation efficiency.

**Landmark Digital Launches Enabled by Cloud (Powered by Google Cloud)**

Our robust multi-zone cloud architecture with auto-scaling ensured seamless, secure booking experiences through our digital platforms:

- **THAR ROXX:** 176,218 bookings in 60 minutes.
- **3XO:** 50,000 bookings in 1 hour (27,000 in 10 minutes); managed 26,000 concurrent users.
- **eSUV Launches (Xuv.e9, BE.6):** 30,179 bookings on Day 1.

**Software-Defined Vehicles (SDVs) & Cloud Intelligence**

Cloud innovations power real-time fleet management, predictive analytics, and enhanced connected vehicle experiences through the Mahindra Software Development Vehicle Centre.

### 2.2 TRANSFORMING CORE ENTERPRISE SYSTEMS:

**Migration to SAP S/4HANA 2023: A Leap Towards an Intelligent Enterprise**

This foundational step re-architected our core systems for greater agility, visibility, and performance, enabling faster processing, deeper integration, conversational AI, AI-powered automation, intelligent invoice processing, and predictive forecasting.

**Project Vihaan - Digital Transformation of Auto & Farm Divisions**

This multi-year programme aims to build a digitally synchronised enterprise, targeting 90% automation in sales and operations planning (S&OP) by 2025. Vihaan focuses on AI-powered S&OP, advanced forecasting, and real-time integration across product variants and parts.

- **Smart Complexity Management:** Vihaan enables anticipation of demand with granular precision, optimisation of inventory, and reduction in planning cycles.
- **Outcomes:** Improved response to demand, reduced overstocking/stock-outs, enhanced collaboration.

**Udaan: Reimagining Lending at Mahindra Finance**

Udaan is Mahindra Finance's flagship digital transformation initiative, modernising its lending architecture with a modular plug-and-play platform, digitising the complete loan lifecycle.

**Digital Adoption Outcomes:**

- 77% of collections processed via non-cash channels.
- 75% adoption of digital KYC.
- 58% registration through eNACH

**Accelo: Industry 4.0 in Action**

Mahindra Accelo implemented a fully digitised production system (Rockwell PLEX platform) across four key plants, achieving 100% digital production recording, real-time tracking, and overall operational efficiency.

## PILLAR 3:

## SECURITY BY DESIGN - BUILDING RESILIENCE AND TRUST

Protecting data, systems, and trust is an enterprise-wide strategic priority. We proactively strengthen our digital foundations to safeguard our customers, people, and business continuity.

### Comprehensive Cybersecurity Posture:

**Proactive Defense**

We go beyond reactive measures, leveraging predictive analytics, AI-driven threat intelligence, and zero-trust frameworks to stay ahead of adversaries. We monitor proactively and anticipate attacks before they happen—not just respond to events and incidents.

**Collaborative Security**

Cyber threats evolve rapidly; no single entity can combat them alone. We actively partner with industry alliances (e.g., Gartner, World Economic Forum) and communities where we work with various partners on defensive strategies, threat intelligence data and industry best practices.

**Trust through Transparency**

We empower group companies 'to own vulnerabilities and resolve them openly' with clear insights, real-time reporting, and compliance rigour using various frameworks (e.g., ISO 27001 and NIST Maturity level assessments).

### Key Initiatives

**Threat Intelligence Sharing Platform**

Launch of AI powered SIEM (Security Incident Event Management) Platform, enabling real-time collaborative threat detection across the Group, which has empowered us with visibility across assets for real-time response to any identified threats.

**AI-Powered SOC (Security Operations Center)**

Deployment of autonomous threat-hunting team to continuously identify threats relevant to M&M, operating under an 'assumed breach' mindset.

**Zero-Trust Adoption at Scale**

Outside-in implementation of identity-centric security, data leakage prevention, and perimeter controls on network-level traffic for all users with a zero-trust mantra of 'trust but verify', eliminating legacy solutions.

**Cyber Resilience Training**

Training employees/contractors on cyber security through regular 'Cyber Security Newsletters', emphasizing on phishing attacks to reduce susceptibility.

### FY25: A Year of Bold Digital Advancements

Mahindra's digital transformation in FY25 has been bold, human-centric, and impact-driven. From revolutionising factories and reimagining customer service to launching record-breaking products and building secure, connected ecosystems, we have embedded intelligence into every enterprise dimension.

With each platform launched, process optimised, and experience enhanced, we are moving closer to our vision of being a tech and AI powered, purpose-driven global leader.

As we Rise for a smarter, greener, and more inclusive world, our digital capabilities will continue to shape how we operate, lead, and deliver on tomorrow's promises.

# UNLIMIT LUXURY.
# UNLIMIT PERFORMANCE.
# UNLIMIT INDIA.

In FY25, Mahindra Electric Automobile Ltd launched two electric-origin SUVs – Mahindra **BE 6** and **XEV 9e** - marking a pivotal moment in our journey toward electric mobility leadership.

Built on INGLO, India's first pure-electric architecture and powered by the intelligence of MAIA, these SUVs mark the beginning of a new era in Indian automotive engineering.

The **BE 6**, with its sporty fastback design and dynamic drive characteristics, is aimed at customers who seek bold style and thrilling performance; while the **XEV 9e**, with its premium SUV coupe design and indulgent interiors, is positioned for those seeking luxury and sophistication.

Both models are manufactured at our state-of-the-art facility in Chakan, and together they represent a major step forward in making world-class electric mobility.

**Thar ROXX** was arguably one of the most awaited launches in the automotive industry. With its iconic design, suite of technology features, all new M_GLYDE platform, powerful engines, and legendary capability, Thar ROXX was the most awarded car of the year in 2025, winning 36 awards including the most prestigious Indian Car of the year (ICOTY 2025).

The **Mahindra XUV 3XO** is designed to cater to a broad spectrum of customers. From those upgrading from a hatchback to their first SUV to luxury seekers looking for high-end features at a competitive price, the XUV 3XO offers a unique blend of innovation, safety, comfort, and performance.

SUVs

At its core the **Mahindra 275 DI TU PP** has a potent DI engine and features advanced transmission system for smooth gear shifts and optimal torque management. Its construction ensures longevity and minimal maintenance for long hours in the field.

The **Mahindra 275 DI HT TU SP Plus** is a robust tractor with a fuel-efficient and high-performing engine of 39 (29.1) kW for heavy-duty, everyday farming operations.

During the year Mahindra Tractors unveiled a striking limited edition of its **Mahindra Yuvo Tech+ Special Edition** series, Yuvo Tech + 585, 575, and 405 models, in an exclusive Cherry Red colour with enhanced capabilities across Maharashtra and Karnataka.

The **Mahindra ARJUN 605 DI MS V1** is a powerful and reliable tractor designed to revolutionise your farming experience. This innovative machine is a game-changer, offering unmatched performance and durability.
The **New PROJA** and **Narrow Track** variants of the OJA were also launched.

For decades, Swaraj has won the hearts of the farmers by giving them indomitable power to conquer the terrain across the nation. The **Swaraj Target 625** with its powerful DI engine, max cool, max lift, ADDC hydraulics and narrowest flexi track allows modern farmers to achieve every target of spraying and inter-culture.

The **Naya Swaraj** range in the 30-42 HP segment was launched to cater to small and medium-scale farmers. Designed to combine power, reliability, versatility, and comfort, these tractors excel in heavy-duty tasks like pulling, ploughing, and tilling.

# TRACTORS

Launched in September 2024, **Mahindra Veero** has redefined the LCV market under 3.5 tonnes with its combination of powerful engine along with best-in-class mileage, car like comfort and first-in-class features like touchscreen, power windows and reverse camera and bold stance – all built on the new Urban prosperity platform.

Veero is designed considering progressive needs of customer segments and has further strengthened Mahindra's LCV leadership and market share.

It also won the CV of the Year 2025 in Apollo CV awards.

Mahindra Veero offers two main powertrain options: a 1.5-liter mDI diesel engine and a Turbo mCNG engine.

LCVs



**Mahindra e-Alfa Plus** is 150aH lead acid powered e-rickshaw. It is backed by an 18-month warranty, sturdy build quality and Mahindra's reliable service network.

**Mahindra Treo** metal body is based on customer feedback. As India's number 1 e-auto it now comes with a 5 year/1.2 lakh km warranty.

**Mahindra Alfa Duo** gets a 7.12kW/23Nm CNG engine that delivers a claimed mileage of 38.1km/kg and a 2.9-litre petrol tank. Available in passenger and cargo body styles, the vehicle comes with a 3-year or 1 lakh-km warranty.

**Mahindra ZEO** is Mahindra's first 4W e-SCV which comes with a 7 year/1.5 lakh km battery warranty, hill hold assist as well as creep function, 30kW/114Nm. 21.3kwH battery pack, DC CCS2 charging, 100km in 1 hour of fast charging and optional ADAS.

LMM

# RISE FOR A MORE EQUAL WORLD

## ESG STRATEGY

### ESG PHILOSOPHY

We believe actual progress focuses on creating enduring value for people, the planet, and prosperity.

Sustainability and ESG are not peripheral commitments but central to how we lead, innovate, and grow responsibly. Guided by our #TogetherWeRise philosophy, we are embedding sustainability into the fabric of our operations from decarbonising our footprint and advancing the circular economy to preserving water and biodiversity.

Our approach aligns with India's development priorities, the global climate agenda, and the United Nations Sustainable Development Goals (SDGs). We are building a future where inclusive growth and environmental stewardship coexist, empowering communities, transforming industries, and fostering resilient ecosystems. We are turning our vision of shared progress into a lived reality through collective action and long-term thinking.

## OUR ESG COMMITMENTS

We believe that inclusive progress must be accompanied by environmental responsibility and societal well-being. In today's increasingly complex world, it is essential that as we pursue financial growth, we remain deeply committed to creating positive change, not just for our businesses but also for communities, ecosystems, and future generations.

This holistic approach ensures that our growth is sustainable and beneficial to all stakeholders. Our Ten ESG Commitments serve as a guiding framework—our north star—that leads us in taking bold action across four core pillars: energy, equity, education, and ecology. Each of these commitments has been thoughtfully designed to reinforce our conviction that profits do not solely measure true business success, but by our impact on society and the planet. We recognise that when businesses uplift society and nurture the environment, they contribute to a more just and sustainable future for everyone. By aligning our strategies with these principles, we aim to foster innovation, promote diversity, enhance educational opportunities, and support ecological preservation. Through these efforts, we endeavour to create a legacy of positive change that will endure well into the future. Our ESG commitments are rooted in 3 pillars of positivity:

PLANET POSITIVE

PEOPLE POSITIVE

TRUST POSITIVE (GOVERNANCE)

### PLANET POSITIVE

We are reimagining how industries operate, how products are made, and how businesses can grow while giving more back to the planet than they take. This mindset pushes us to go beyond incremental change and commit to transformational action. We are focused on preserving natural capital, decarbonising our operations, and restoring ecosystems with a clear ambition: to lead India's industrial sector into a low-carbon, circular, and nature-positive future. We strive to provide lasting value for shareholders, society, and the planet by integrating sustainability into our products, processes, and partnerships.

### OUR PLANET POSITIVE GOALS

**100%**
**Renewable Energy** | Electrical Energy by 2030

**2040**
**Carbon Neutral (Scope 1 & 2)** | Targets set via SBTi

**Water Positive**
**At Group Level** | Committed to returning more water than we consume

**100%**
**Energy Productivity** | Ongoing improvements in energy productivity

**100%**
**Zero Waste to Landfill** | Sites to be ZWL Certified by 2030

**Afforestation**
Green cover through large-scale plantation initiatives

**Carbon Pricing**
Emphasis in businesses

## PEOPLE POSITIVE (SOCIAL)

Our People Positive philosophy is centred on uplifting lives, building inclusive ecosystems, and creating pathways to opportunity and dignity. We are committed to going beyond the boundaries of our business, reaching into communities, unlocking human potential, and ensuring that every individual we touch rises with us. Our approach is compassionate and strategic, from a workplace that celebrates diversity and merit to creating large-scale social impact through education, health, and livelihoods. We view human development as a multiplier of long-term business value and social equity.

PEOPLE POSITIVE

**Nanhi Kali**

Continue supporting Girl Child Education

**Women Empowerment**

Continue providing Skills Training to women

## TRUST POSITIVE (GOVERNANCE)

We anchor our growth on the uncompromising pillars of integrity, transparency, responsibility, and accountability. These values are embedded in our policies and shape how we lead, innovate, and deliver. We believe that strong governance earns us the trust of our customers, shareholders, partners, regulators, and communities.

From rigorous ESG disclosures and ethical supply chain practices to responsible board oversight and stakeholder engagement, we lead with agile, equitable, and globally benchmarked systems. As we navigate an increasingly complex and interconnected world, we remain committed to anticipating risks, upholding regulatory excellence, and institutionalising ethical decision-making.

OUR TRUST POSITIVE GOALS

**Gold Standard**

Maintain best-in-class compliance and disclosures across the Group.

## ESG GOVERNANCE

Our ESG governance framework ensures that sustainability is integrated at every leadership, decision-making, and operations level. With strong oversight from the Board and cross-functional execution by Group-level sustainability committees, we drive accountability, coherence, and performance across our diverse businesses. Principles of transparency, ethics, and strategic alignment with our long-term ESG goals govern every policy, metric, and program.

### OVERSIGHT STRUCTURE

At the apex of our ESG governance is the Group Executive Board, chaired by the Managing Director and CEO. This board provides strategic direction and oversees performance on ESG priorities. Various committees and teams at the sector and business levels support this, ensuring vertical and horizontal alignment.

- Board-level oversight on ESG risks, opportunities, and disclosures.



- Regular reviews of ESG performance indicators and material issues.
- ESG integrated into strategic planning, investment decisions, and risk frameworks

### GROUP LEVEL SUSTAINABILITY COMMITTEES

To institutionalise ESG governance across the Group, we have established a robust multi-tiered governance mechanism that combines strategy, execution, and monitoring.

These committees function as cross-functional engines, aligning sustainability goals with business performance across the Group's diverse sectors.

*For details about the ESG governance, please refer to Sustainability Integration Chapter of our Sustainability Report.*

## ESG POLICY LANDSCAPE

### SUSTAINABILITY POLICY

Our Sustainability and Environmental Policy outlines our commitment to going beyond compliance and delivering transformative action across environmental, social, and governance dimensions. Anchored in the Planet Positive framework, the policy emphasises decarbonisation, circularity, water positivity, and nature conservation.

Through focused initiatives—from reducing Scope 3 emissions and enhancing supplier sustainability to regenerative agriculture and biodiversity protection—we aim to lead industry transformation. We are committed to complying with all applicable regulations, engaging our stakeholders meaningfully, and fostering a culture of accountability and continuous improvement.

### SUPPLIER CODE OF CONDUCT

Our Supplier Code of Conduct reinforces this by setting clear expectations for all suppliers, vendors, service providers, and business partners. Rooted in the values of integrity, transparency, and responsibility, the Code outlines standards for ethical conduct, regulatory compliance, human rights, anti-bribery, environmental stewardship, and workplace safety. It ensures that every partner across our value chain aligns with our Rise philosophy, respects applicable laws, avoids conflicts of interest, and protects confidential information and Mahindra's assets.

The Code emphasises inclusive and fair labour practices, prohibits child and forced labour, and promotes a culture of accountability. Through regular assessments and open reporting mechanisms, we seek to maintain a responsible and resilient supply chain that supports our ESG aspirations and long-term value creation.

### BIODIVERSITY POLICY

The Mahindra Group's Biodiversity Policy reflects our deep-rooted commitment to operating harmoniously with nature. Aligned with SDGs 14 and 15 and the Kunming-Montreal Global Biodiversity Framework, the policy focuses on assessing and mitigating our impacts on ecosystems, promoting No Net Loss of biodiversity, and advancing sustainable land use and reforestation practices. It calls for site-level biodiversity champions, supply chain engagement, and structured performance management to embed conservation across operations and partnerships.

The policy fosters collective action to preserve biodiversity through advocacy, transparent disclosures, and collaboration with communities and thought leaders. Governance is anchored in Board oversight and sustainability committees, ensuring our operations remain aligned with statutory requirements and voluntary frameworks like BRSR, CDP, and DJSI.

### SUSTAINABLE SUPPLY CHAIN POLICY

Mahindra is committed to strengthening sustainability across its supply chain by embedding ESG principles into procurement, logistics, and service engagements. This policy outlines Mahindra's approach to working with national and international partners to drive compliance, enhance ESG awareness, and implement robust systems for quality, cost, and delivery. It emphasises ESG risk monitoring, human rights protection, and circular economy practices such as waste reduction, material recirculation, and nature regeneration.

The policy promotes ESG due diligence, supplier self-reporting, and recognition of sustainable practices while mandating RoHS compliance and ethical conduct. By encouraging low-impact manufacturing, lifecycle cost optimisation, and the adoption of sustainable performance indicators.

*Read more at https://www.mahindra.com/investor-relations/policies-and-documents*

# OUR ESG REPORTING FRAMEWORKS

We have adopted a multi-framework alignment strategy to ensure our disclosures remain globally credible and locally relevant.

- **GRI** (Global Reporting Initiative)
- **TCFD** (Task Force on Climate-related Financial Disclosures)
- **SDGs** (United Nations Sustainable Development Goals)
- **SEBI BRSR** (Business Responsibility and Sustainability Reporting)
- **UN Global Compact** (UNGC)

*Please refer our Reporting Boundary Chapter of Sustainability Report.*

# INTEGRATING SUSTAINABILITY INTO BUSINESS STRATEGY

At Mahindra, Sustainability is a foundational lens through which we design our products, steer our investments, and shape the future. We have moved beyond a compliance-driven approach to a strategy-led model, where sustainability is deeply embedded across value chains, portfolios, and performance metrics.

Incorporating ESG into our business strategy allows us to generate inclusive, regenerative, and future-oriented long-term value. We are transforming sustainability from a cost centre into a competitive advantage by creating climate-resilient products, fostering responsible supply chains, and tapping into green revenue streams.

# STRATEGIC ESG INTEGRATION IN ACTION

## 1. GREEN PRODUCT PORTFOLIO

At Mahindra, sustainability is the core lens through which we design, build, and deliver our products and solutions. Every offering is crafted with a purpose beyond performance to contribute meaningfully to a healthier planet, resilient communities, and a regenerative future.

We recognise that today's markets demand responsibility. We aim to ensure that each product meets consumer needs and enhances environmental and social value. This shift allows us to move beyond minimising harm to maximising positive impact, embedding sustainability at the heart of our design and manufacturing processes.

- **Electric Vehicles (EVs):** Our EV range is shaping the future of clean mobility—delivering zero-emission performance without compromising efficiency, affordability, or design.

- **Renewable Energy Solutions:** Through large-scale solar installations, we expand access to clean, reliable, and decentralised power, accelerating the transition to a low-carbon economy.

- **Green Buildings & Resorts:** We leverage eco-friendly construction materials, water-sensitive design, and energy-efficient technologies to create spaces that reduce environmental impact and enhance community well-being.

- **Smart Agriculture:** From precision farming tools to micro-irrigation systems, our innovations help farmers conserve water, improve crop yields, and build climate-resilient livelihoods.
- **Sustainable Logistics:** We are transforming supply chains through electric fleet integration, AI-enabled route optimisation, and energy-efficient warehousing, reducing carbon intensity while boosting operational agility.

## 2. RESPONSIBLE SUPPLY CHAIN

A resilient and efficient supply chain is central to Mahindra's Planet Positive vision. We are building an agile, cost-effective, sustainable, inclusive, and ethically governed value chain.

By integrating ESG principles into procurement, logistics, and sourcing and collaborating closely with our suppliers, we promote resource efficiency, reduce emissions, & improve transparency, forging a future -ready, low-carbon ecosystem that scales sustainably.

- Integrating sustainability principles across sourcing, procurement, and manufacturing.
- Enhancing responsible production practices to minimise waste and ensure material traceability.
- Optimising logistics operations through digitalisation, route efficiency, and fleet electrification.
- Reducing carbon footprint across all tiers of the supply chain.
- Promoting circularity and effective waste management through supplier collaboration.
- Driving resource conservation initiatives in partnership with vendors and strategic stakeholders.

## 3. CIRCULARITY-DRIVEN MANUFACTURING

We are embedding circular economy principles across our operations and product lifecycles—reducing waste at source, increasing recyclability, and maximising material reuse. This approach drives innovation through modular design, longer product life, and resource efficiency, enabling us to create a regenerative, inclusive, and future-ready portfolio that delivers value for people, planet, and prosperity.

- End-of-life vehicle recycling is enabled through Mahindra Cero for responsible material recovery.
- Our exported vehicles are designed to achieve up to 95% recyclability.
- We utilise secondary steel sourced from recovered materials to reduce reliance on virgin resources.
- We continuously re-engineer processes to minimise resource intensity and enhance efficiency.

**At Mahindra, sustainability drives our strategy—fuelling innovation, reducing growth risks, and positioning the Group to lead the shift towards a green and equitable economy.**

# STAKEHOLDER ENGAGEMENT & ADVOCACY

We believe solving the world's most pressing challenges requires collaboration beyond business boundaries. We actively engage with various stakeholders — from governments and industry bodies to global platforms and civil society — to shape policies, share insights, and co-create solutions for a sustainable future. Through purposeful advocacy and partnerships, we amplify the voice of responsible business and contribute to the global sustainability agenda. Our engagements serve as strategic and symbolic levers to influence climate action, enable just transitions, and unlock pathways for inclusive, low-carbon growth.

# KEY ENGAGEMENT PLATFORMS & PARTNERSHIPS

We maintain a strong presence across influential platforms at both global and national levels:

- **World Economic Forum** (WEF)
- **United Nations Global Compact** (UNGC)
- **UNESCAP** & **UNFCCC** Platforms
- We Mean Business Coalition
- **Global Reporting Initiative** (GRI)
- The Climate Group & Climate Week
- FICCI, CII, TERI, and other Indian industry coalitions

# OUR ROLE IN CLIMATE LEADERSHIP

- Representing Indian industry at international climate forums such as UNFCCC COP summits and WEF Davos.
- Advocating for ESG integration, circular economy, and just energy transitions.
- Championing gender equity, green finance, and corporate climate responsibility.
- Contributing to policy dialogues that strengthen national frameworks on sustainability and disclosure.

**We shape, influence, and accelerate the collective journey toward a greener, fairer world.**

# GLOBAL RECOGNITION & RATINGS

Through consistent performance, transparent disclosures, and pioneering initiatives across climate action, social equity, and governance, Mahindra has positioned itself among the world's most sustainable companies. We continue to earn recognition from global institutions, industry bodies, and independent rating agencies.

## ESG RATINGS & DISCLOSURES

- **Dow Jones Sustainability Index (DJSI):** M&M achieved a leadership score in the DJSI World Index 2024 under the Automobile industry category; Tech Mahindra ranked #2 globally in the Software and Services segment.
- **CDP (Climate Disclosure Project):** Mahindra Lifespaces is India's only real estate company with an 'A' rating in Climate Change and Water Security. Recognised as a Supplier Engagement Leader for the fourth consecutive year.

## AWARDS & RECOGNITION

- **TIME Magazine:** The Mahindra Group was featured on the inaugural list of the World's Most Sustainable Companies 2024, ranking among the top 500 globally from over 5,000 companies assessed.
- **Times Now:** Global Sustainability Alliance Summit: Mahindra Group was awarded the title of "Most Sustainable Organisation," and Mahindra Susten and Tech Mahindra were individually recognised for their pioneering work.
- **Globescan:** Mahindra recognised as a regional leader in embedding sustainability into business strategy across the Asia-Pacific region.



# ENVIRONMENTAL STEWARDSHIP

Stewardship of the environment is foundational to our ethos, guiding our actions, shaping our innovations, and defining our leadership. We recognise that the urgency of the climate crisis demands decisive, science-based action. We are transforming our operations through ambitious commitments and targeted interventions, accelerating the energy transition, and pioneering a path toward a resilient, regenerative future.

Environmental stewardship leads proactively, sets industry benchmarks, and inspires collective action towards a sustainable tomorrow.

## KEY ENVIRONMENTAL MATERIAL TOPICS

Through our double materiality process, we have prioritised the following as key environmental issues critical to Mahindra's sustainability strategy:

- **Carbon Emissions & Climate Action**
- **Water Security & Conservation**
- **Waste Management & Circularity**
- **Biodiversity Protection**

These focus areas directly influence our long-term resilience and are reflected across our Planet Positive goals and operational initiatives.

# CARBON EMISSIONS & CLIMATE ACTION

Mahindra has committed to achieving carbon neutrality across our operations by 2040, underpinned by rigorous targets aligned with the Science-Based Targets initiative (SBTi).

Our comprehensive decarbonisation strategy focuses on reducing Scope 1 (direct emissions from operations), Scope 2 (indirect emissions from purchased energy), and Scope 3 (indirect emissions from the wider value chain), thereby systematically addressing our total carbon footprint.

## ALIGNING TARGETS WITH SCIENCE

Our SBTi-aligned targets reflect our ambition and accountability:

- **Scope 1 & 2:** Achieve a 47% reduction in emissions per equivalent product unit by 2033, compared to a 2018 baseline, transitioning progressively to net-zero emissions by 2040.
- **Scope 3:** Achieve a 30% reduction per sold product unit by 2033 relative to our 2018 baseline, actively engaging our suppliers and customers to amplify impact.

## OUR PROGRESS TOWARDS GOALS

| Environmental KPIs | FY24 | FY25 |
|---|---|---|
| Total Energy Consumption (GJ) | 25,52,222 | 28,78,986 |
| GHG Emissions (Scope 1) ($tCO_2$) | 60,359 | 67,829 |
| GHG Emissions (Scope 2) ($tCO_2$) | 2,09,007 | 2,49,830 |
| GHG Emissions (Scope 3) ($tCO_2$) | 76,625,951 | 9,45,55,745 |

*Note: Due to increased production, total energy consumption and scope 1 & 2 emissions are higher in FY25 compared to FY24.*

*We expect a significant reduction by FY26 with the commissioning of new captive RE projects: 26 MW solar in Punjab, 7.5 MW solar CAPEX in Tamil Nadu, and a 42 MW solar + 25 MW wind hybrid in Maharashtra, targeted for completion by Dec 2025.*



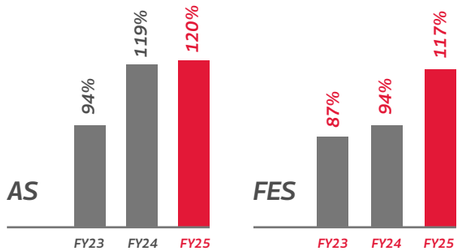
## DRIVING ENERGY PRODUCTIVITY

Mahindra Group companies are leveraging the opportunity to play a central role in climate action by providing access to more advanced, low-carbon technology and shifting their supply chains to lower-carbon production. Energy efficiency diminishes resource consumption, decreases operating costs, and improves process reliability at all manufacturing facilities.

### 1. ENHANCING ENERGY PRODUCTIVITY (EP)

Enhanced energy productivity directly fuels sustainable growth by minimising unplanned downtimes and boosting system performance. We use a comprehensive, sector-specific strategy to assess and elevate energy productivity. We implement distinct data tracking for the Automotive Sector (AS) and Farm Equipment Sector (FES) to facilitate targeted interventions and ongoing performance enhancements.

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

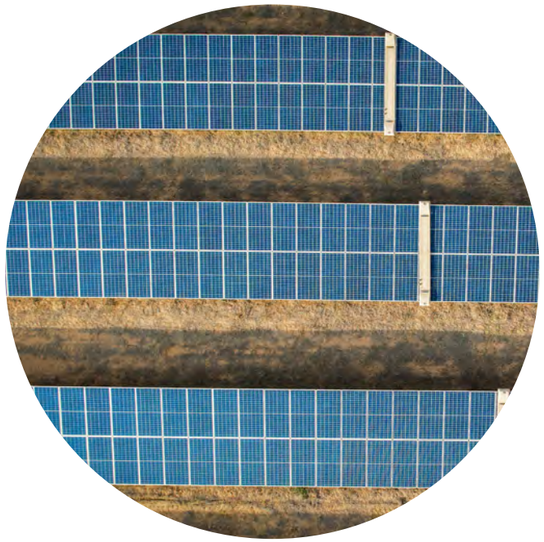



### CASE STUDY:

### AUTOMATED STREETLIGHT EFFICIENCY AT MSPT

At the Mahindra SUV Proving Track (MSPT)—a 454-acre world-class testing facility near Chennai—the team has taken a strategic step toward smart energy management. In July 2024, Light Dependent Resistor (LDR) controllers were installed to automate the operation of 42 streetlights across the facility. This upgrade eliminated manual intervention by enabling lights to respond intuitively to ambient sunlight levels.

The initiative streamlined operations and led to an annual energy saving of 3,357 kWh. This project exemplifies Mahindra's ongoing commitment to sustainable infrastructure and operational excellence through technology-led solutions.



### 2. RENEWABLE ENERGY

The transition to renewable energy lies at the heart of our strategy to combat the climate crisis and achieve carbon neutrality. At Mahindra, we are accelerating our shift from conventional hydrocarbons to cleaner, cost-effective sources such as solar and wind.

As of FY25, our total installed renewable energy capacity has reached 86 MWp, significantly contributing to our emissions reduction efforts. Our renewable electricity share stood at **~30%**. We continue to invest in expanding this portfolio through upcoming solar and wind projects, which will further strengthen the share of renewables in our overall energy mix.

### CASE STUDY:

### PIONEERING HYBRID RENEWABLE ENERGY AT SCALE

Marking a significant milestone in our energy transition journey, Mahindra & Mahindra has entered the hybrid renewable energy space with a landmark 150 MW project integrating solar and wind power.

The project, developed by Mahindra Susten in partnership with the Ontario Teachers' Pension Plan Board, entails a total investment of Rs. 1,200 crores. Once operational, it is expected to generate 460 million kWh of clean energy annually and reduce carbon emissions by 420,000 tonnes. Designed for commissioning within two years, the project aligns with Maharashtra's clean energy ambitions and supports the national vision of 'Aatmanirbhar Bharat'. A strong emphasis on using locally manufactured components reinforces our commitment to building a resilient domestic renewable energy ecosystem.

# WATER SECURITY & CONSERVATION

Water stewardship is not merely an operational focus but a strategic pillar of our Planet Positive agenda. We are committed to achieving water positivity by 2030, ensuring we replenish more water than we consume.

This ambition strengthens our resilience to water stress, mitigates operational risks, and advances our Zero Liquid Discharge (ZLD) goal. Our integrated approach includes proactive leak detection, deployment of water-efficient technologies, rainwater harvesting, and large-scale community water rejuvenation projects.

## KEY PRINCIPLES GUIDE OUR WATER STEWARDSHIP APPROACH:

- **Efficiency:** Optimising water use within operations through technologies, real-time leak detection, and reuse systems.
- **Replenishment:** Investing in rainwater harvesting, aquifer recharge, and watershed restoration.
- **Collaboration:** Supporting community water rejuvenation efforts to create shared value.

## KEY HIGHLIGHTS OF FY25:

- **Tech Mahindra:** 291 million litres of water reused in FY24 and earned an 'A' Leadership score from CDP for Water Security.
- **Mahindra Susten:** Achieved 100% water positivity at the portfolio level and is on track to reach the same milestone at the project level by FY26.
- **Mahindra Lifespaces:** Targeting net-zero water use and water-positive developments by 2030.
- **Mahindra Logistics:** Continues integrating sustainable water practices across its operations and infrastructure.

| Environmental KPIs | FY24 | FY25 |
|---|---|---|
| Total Water Consumption ($m^3$) | 21,62,342 | 28,80,263 |
| Water Reused/ Recycled percentage | 39% | 34% |

*Note: Due to increased production, total water consumption are higher in FY25 compared to FY24.*

*This year's scope has been expanded to include area offices, which has contributed to a decrease in the overall percentage of water recycled/reused.*

## CASE STUDY:

### LEADING WITH WATER POSITIVITY | MAHINDRA SUSTEN

**Overview**

Mahindra Susten has set a new benchmark in sustainable infrastructure by becoming 100% water positive across its portfolio, with independent validation from TÜV Nord in FY24. Recognising the intensive water demands of solar operations—a typical 1 MW plant consumes up to 8,000 litres of water monthly, comparable to a household's consumption—Susten reimagined its practices to eliminate its water footprint and deliver regenerative impact.

**The Journey to Water Positivity**

- **Phase 1:** Construction Efficiency (2019-20): Introduced concrete and high-efficiency spray pump admixtures, resulting in reduced water usage during civil construction.
- **Phase 2:** Robotic Innovation (2020-21): Deployed robotic dry-cleaning technology to eliminate water use in solar module cleaning, replacing traditional wet methods.
- **Phase 3:** Replenishment and Recharge (2021-22): Implemented scaled rainwater harvesting and recharge systems through artificial ponds and percolation techniques across sites.

**15x**
Water Positivity Index
Returning 15 times more water than consumed

**67 Million**
litres saved annually in the operational phase

**30%**
30% reduction in water usage per MWp during construction



# WASTE MANAGEMENT AND CIRCULARITY

At Mahindra, we are reframing waste as a resource, creating new value through innovation, material efficiency, and responsible resource use. Our approach aligns with the Planet Positive agenda and integrates circular thinking into product design and operational practices.

We follow a structured waste hierarchy—prioritising resource optimisation at the source, followed by reuse, recycling, and safe recovery. Most of our manufacturing units operate under the Zero Waste to Landfill (ZWL) framework, where hazardous waste is systematically diverted to authorised recyclers and cement kilns for co-processing. In FY25, we generated approximately 11,011 tonnes of hazardous waste, of which 7,358 tonnes, accounting for 67% of total hazardous waste being successfully reused or recycled, significantly reducing our environmental footprint.

Over 70% of global GHG emissions linked to material use and resource extraction have exceeded those of the entire 20th century in the last two decades, making the traditional linear model of "take-make-waste" no longer viable. Transitioning to a circular economy enables greater resilience, mitigates resource volatility, and opens new avenues for sustainable value creation.

## WE ARE ADVANCING THIS TRANSITION THROUGH A TWO-PRONGED STRATEGY:

- **Circular Business Models:** Embedding recyclability, durability, and extended lifecycle into product design.
- **Circularity in Operations:** Driving material recovery, waste minimisation, and resource efficiency across facilities.

## CASE STUDY:

### DECARBONISING THE SUPPLY CHAIN THROUGH CIRCULARITY | AUTO

With nearly 10% of Scope 3 emissions from purchased goods and services, the Automotive Sector (AS) proactively embeds circularity in its supply chain. As the EV transition alters the emissions landscape, the share of supply chain-related emissions is set to grow. AS responds through material efficiency, increased recycled content, and deeper supplier engagement, making circularity a key lever in its decarbonisation roadmap.

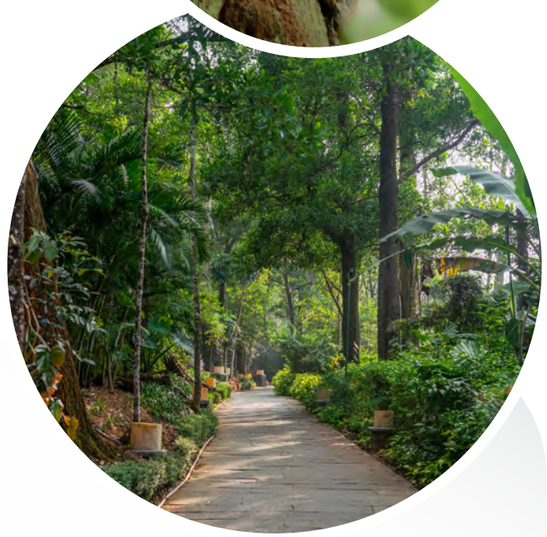
### ENABLING ORGANISED END-OF-LIFE VEHICLE RECYCLING | MAHINDRA CERO

Through Mahindra Cero, we are building a robust circular ecosystem for the automotive sector by enabling the' safe, structured dismantling of end-of-life vehicles. Our passenger vehicles exported to the EU are designed with 95% recyclable content, aligning with global standards. Cero ensures the recovery of critical materials, such as steel, that re-enter the supply chain as secondary raw materials, supporting our low-carbon manufacturing goals and reducing dependence on virgin extraction.

# BIODIVERSITY PROTECTION

Biodiversity is the foundation of healthy ecosystems and resilient economies. While our operations are not located in or near protected or key biodiversity areas, we recognise the urgent need to protect, preserve, and restore nature. At the core of our approach is a commitment to **'No Net Loss'** — ensuring that our business practices are aligned with ecological preservation and actively contribute to global biodiversity goals.

We view biodiversity conservation as an environmental imperative and a **strategic pillar** of our Planet Positive agenda.



## MAHINDRA GROUP BIODIVERSITY POLICY

In FY25, we formalised this commitment by launching the Mahindra Group Biodiversity Policy—our first Group-wide framework to guide action, foster accountability, and drive nature-positive outcomes across all entities. Endorsed by Group CEO and Managing Director, Dr. Anish Shah, and made publicly available, the policy reinforces our commitment to operating responsibly with a strategy centred on 'rejuvenating nature'. It reflects our belief in operating in harmony with nature and upholding a principle of 'no harm'.

The policy outlines the following key principles:

- Evaluating and managing biodiversity risks and impact across our operations.
- Committing to a principle of no net loss, while encouraging similar standards across our value chain.
- Adhering to relevant practices supported by a strong governance structure and leadership oversight.
- Actively participating in global biodiversity advocacy efforts.
- Ensuring compliance with all applicable regulatory requirements (e.g., SEBI BRSR and other national/international standards) and emerging global biodiversity norms.

*Note:*

*To read the whole Mahindra Group Biodiversity Policy at https://www.mahindra.com/sites/default/files/2024-08/Mahindra%20Group%20Biodiversity_Policy_1.pdf*



# PEOPLE

At Mahindra, people are not just a part of the organisation — they are the purpose, the power, and the promise behind every breakthrough. Across diverse businesses, geographies, and roles, our associates fuel the spirit of #TogetherWeRise by driving innovation, building inclusive ecosystems, and shaping a resilient, future-ready enterprise.

This section reflects how we invest in our people through development programs and rewards and by cultivating a culture anchored in equity, empathy, and excellence. From leadership acceleration and digital learning to inclusive hiring and family-first policies, we enable every individual at Mahindra to grow and rise.

**The three Rise pillars reinforce our purpose. The 'Rise for a More Equal World' pillar prioritises equality for our associates and the communities we serve.**

# ANCHORED IN PURPOSE & RISE

Our culture is the foundation of our performance and the compass that guides our actions. Rooted in Mahindra's core values, good corporate citizenship, dignity of the individual, and professionalism, we foster an ecosystem where collaboration, innovation, and empathy converge. The Rise philosophy is more than a belief. It empowers people to challenge limits, drive positive change, and champion inclusion. We create a future-ready culture that embraces continuous learning, celebrates diversity, and builds leaders at every level.

**Our core values - good corporate citizenship, professionalism, and dignity of the individual- inspire our associates to embody our purpose of #TogetherWeRise with every endeavour. These values are the building blocks of our work culture.**

# TALENT & LEADERSHIP DEVELOPMENT

At Mahindra, leadership is not defined by position but by potential. Our people strategy involves identifying, nurturing, and advancing talent across every level and business unit. With a strong foundation of structured talent reviews and sector-led Talent Councils, we are systematically building a resilient pipeline of future-ready leaders.

Our vertically integrated leadership model—from the Mahindra Leaders Program (MLP) to the Mahindra Accelerated Leadership Track (MALT) to Future Shapers—ensures talent is cultivated early and strategically advanced. These flagship programs are designed in partnership with global academic institutions like Carnegie Mellon and Harvard, offering curated development journeys for high-potential individuals across the Group.

In parallel, our Functional Talent Accelerators—such as the Technical Ladder and Mahindra Technical Academy at Mahindra Research Valley—are transforming how we grow deep expertise in mission-critical areas like product development, software, connected and autonomous technologies, and EVs.

Through regular people conversations, strategic mobility, coaching interventions, and succession planning, we ensure that individual aspirations are matched with organisational needs, creating a leadership pipeline that is robust and purpose-aligned.

## MAHINDRA LEADERSHIP UNIVERSITY(MLU)

The Mahindra Leadership University (MLU) is the Group's Centre of Excellence for leadership development, shaping future-ready talent through high-velocity, purpose-led programs. MLU delivers curated learning journeys across career stages by drawing insights from business leaders and market trends. MLU empowers Mahindra's next generation of changemakers, from campus hires to senior executives.

Our leadership programs are as follows:

## MAHINDRA LEADERS PROGRAM (MLP)

A flagship campus-to-corporate initiative that brings top talent from premier B-schools into Mahindra. MLPs rotate across Group Strategy and business functions, building early leadership capability.

## MAHINDRA ACCELERATED LEADERSHIP TRACK (MALT)

A high-impact program in partnership with Carnegie Mellon University, designed to accelerate mid-career talent across Mahindra businesses. 136 associates have been a part of this program across 4 cohorts.

## FUTURE SHAPERS

An elite program developed with Harvard University, aimed at senior leaders with the potential to lead transformation across the Group. 111 high-potential leaders have embarked on this journey so far.

## TECH WIZARDS PROGRAM

This program, focused on building leadership depth in technology roles, sharpens business acumen and strategic thinking among mid-level tech professionals.

## EMERGING FINANCE LEADERS PROGRAM (EFLP)

A specialised curriculum designed with subject matter experts to develop next-gen finance leaders with cross-functional business insight and leadership strength.

## CONTROLLERSHIP PROGRAM

A Group-wide program designed with IIM Ahmedabad, for frontline finance talent in controllership, equipping them to uphold the highest standards of governance.

## SHE IS ON THE RISE

An initiative across Group companies to empower junior women professionals with leadership potential, offering mentorship, capability building, and structured growth paths.

**4,500+**

Product Development Professionals nurtured through the Technical Ladder Framework at Mahindra Research Valley.

**240+**

Future leaders developed through MALT, and Future Shapers.

# DIGITAL LEARNING ECOSYSTEM

In a world shaped by rapid transformation, learning must evolve from an intervention to a way of life. At Mahindra, we build a skills-first organisation through an AI-powered digital learning ecosystem that makes capability development continuous, personalised, and scalable.

Our launch of the EdCast by Cornerstone platform marked a pivotal shift in how our employees learn. By consolidating multiple content sources and applying machine learning algorithms, the platform curates tailored learning journeys for each associate based on their roles, aspirations, and engagement patterns. It's not just about knowledge acquisition; it's about enabling people to grow where it matters most.

Physical learning hubs, including our reimagined Nashik MLU campus, complement this digital-first approach. With hybrid classrooms and world-class faculty, the campus hosted over 12,753 learners in FY25, creating seamless connections between learning and business priorities.

We have gone beyond mandatory modules to spark curiosity and drive self-initiated learning, leading to a 100% adoption rate and over 1 million learning items consumed in FY25. Our approach ensures that Mahindra employees are not only prepared for today but are also shaping the future.

**1 Million+**

Learning items consumed on EdCast in FY25 with 100% adoption rate across the group.

**12,753**

Learners engaged at Nashik MLU Campus in FY25, with an average learner satisfaction score of 4.73.

**4.73**

Average learner satisfaction score.

# PERFORMANCE WITH PURPOSE

At Mahindra, performance is not measured by outcomes but by how we achieve them. Our Performance Management System (PMS) nurtures equality, meritocracy, and behavioural excellence, reinforcing a culture where people grow with accountability and purpose.

Anchored in our Mahindra Leadership Behaviours — **Collaboration, Agility, and Boldness** — our PMS moves beyond transactional ratings to enable meaningful dialogue, real-time feedback, and leadership-aligned development. The process unfolds across the annual cycle with structured milestones: **Goal Setting, Mid-Year Reviews, and Annual Appraisals,** ensuring clarity, reflection, and course correction.

Performance assessments are not limited to what people deliver but also how they lead. Leadership Behaviour Scores and panel reviews drive career progression, rewards, and succession readiness decisions, creating a performance culture rooted in fairness, transparency, and growth. With leadership deeply engaged in calibrating performance and mentoring talent, we are building a workforce that is future-ready, impact-focused, and aligned with Mahindra's long-term strategic vision.

**Performance assessments anchored in 3 core leadership behaviours:**

a. Collaboration
b. Agility
c. Boldness

# DIVERSITY, EQUITY & INCLUSION

We believe that progress is genuinely inclusive only when everyone rises together. Our Diversity, Equity, and inclusion (DEI) strategy reflects this commitment, embedding fairness, opportunity, and representation into every part of our employee lifecycle.

Led by the Group Diversity Council, our DEI efforts are grounded in data, tracked through a metrics-driven scorecard, and tailored to empower underrepresented groups—including women, veterans, persons with disabilities (PWD), gig workers, and returning professionals.

## POLICY FRAMEWORK

- **Equal Opportunity Policy:** No hiring, promotion, or exit discrimination based on gender or disability.
- **POSH Awareness & Training:** 'Speak Up' campaigns, Ethics Counsellor sessions, and multilingual content roll-out.
- **Five-Year Maternity Policy** - Mahindra introduced a comprehensive Five-Year Maternity Policy in FY24, recognising the unique needs of working mothers. It offers pre-birth support, including travel comfort and 75% IVF reimbursement (up to 2 cycles), followed by 26 weeks of maternity leave and 45 days for miscarriage recovery.
  Post-maternity, mothers benefit from childcare reimbursement, 6 months of flexible work and 24 months of hybrid work options, supporting a smooth transition back to work.

## HIRING WITH INCLUSION

- **'Hire Right' Program:** Training hiring managers to eliminate bias and promote inclusive hiring.
- **Bias-Free Job Descriptions:** Use AI-enhanced tools to ensure inclusive, gender-neutral language.
- **Female Referral Incentive:** 25% bonus for female candidate referrals to boost gender diversity.
- **Focused Hiring Channels:** Partnerships with Military2Corp (veterans), Flexing It (gig workers), and Wisdom Circle (retirees).
- **SOAR – Second Career Program:** Tailored for women returning to work, with professional support and flexible work options.

## EMPLOYEE RESOURCE GROUPS (ERGS)

- Locally driven ERGs support DEI goals, enabling community-building and personal growth aligned to site-level needs.

## DIVERSITY GOVERNANCE & MEASUREMENT

- Leadership-level tracking of gender ratios, talent program coverage, and appraisal equity.
- Interview slate tracking to ensure underrepresented candidates are present at early recruitment stages.

**25%**

referral bonus for recommending women candidates, reinforcing inclusive hiring goals.

**4,500+**

employees engaged across DEI-focused programs from "She is on the Rise" to "Generation Valuable" and "SOAR – Mahindra's flagship returnship program".



# TOTAL REWARDS & WELLBEING

We believe people unlock their full potential when feeling valued, secure, and supported. Our Total Rewards philosophy is built on this belief and designed to attract, retain, and energise talent through a blend of performance-linked growth, well-being-centric policies, and life-stage flexibility.

Our compensation framework emphasises meritocracy, equity, and alignment with impact. Variable pay is transparently tied to business outcomes, Return on Equity (ROE), and ESG performance. Senior leaders are additionally empowered through Employee Stock Option Programmes (ESOPs), reinforcing shared success.

Beyond financial rewards, we take pride in offering some of the industry's most progressive family and wellness policies. From education assistance and sabbaticals to fertility care, lactation support, and safe travel for women, our policies are tailored for evolving personal journeys.

# ETHICS & COMPLIANCE CULTURE

At Mahindra, ethics is not just a policy but a mindset embedded in every action, decision, and relationship. We are committed to building a workplace where integrity, dignity, and accountability are non-negotiable foundations of our culture.

Our approach to ethics and compliance is proactive, preventive, and inclusive. Every Mahindra associate—from new joiners to senior leaders—is empowered with the tools and awareness to uphold responsible conduct through mandatory training on the Code of Conduct, Anti-Bribery & Anti-Corruption (ABAC), and Human Rights frameworks.

Creating a safe workplace begins with trust. Our POSH (Prevention of Sexual Harassment) initiatives are grounded in education and outreach, leveraging vernacular content, continuous email campaigns, and induction-based learning. These measures ensure that every voice feels protected, respected, and heard.

Across Mahindra Group companies, compliance is future-facing and continuously updated to reflect evolving risks, regulations, and employee needs. Governance structures ensure monitoring, resolution, and improvement at every level, fostering a culture where doing what's right is always the default.

**8 Languages**

used for POSH sensitisation campaigns, ensuring inclusivity and accessibility.

**100%**

of employees are trained in the Code of Conduct, Human Rights, and Anti-Corruption principles.

# TRANSFORMATIONAL WORK CULTURE

The Transformational Work Culture initiative focuses on fostering an engaged, innovative, and competitive workforce. Key programs include enabling self-managed teams, leadership training like 'Nayi Soch - Naya Drishtikon' for employees, families, and union leaders, and trust-building efforts through structured workforce connect calendars. Idea generation programs (i4), recognition platforms like Rise Awards and Employee of the Year, and comprehensive training on ethics, safety, and human rights ensure governance and professionalism.

Future-ready skill-building initiatives—spanning robotics, EV technology, mechatronics, and more—equip employees for career growth, alongside impactful safety, quality, and personal development programs.

## INDUSTRIAL RELATIONS

Collaborative industrial relations across manufacturing units resulted in amicable wage and bonus settlements, zero production loss, and a positive work environment throughout FY2024- 25.

## HEALTH AND SAFETY

- **Employee Health Index:** A personalised tool for focused health monitoring and counselling.
- **Wellness App:** Quick access to critical health resources.
- Awareness sessions led by experts on mental health, mindfulness, and nutrition for employees and their families.

## MAHINDRA SKILL EXCELLENCE

Mahindra Skill Excellence is a transformative platform for holistic skill development among shop-floor associates.

With 2,758 participants across manufacturing units in FY2024- 25, it continues to drive excellence and growth.

**At Mahindra, we are not just building businesses — we are building careers, nurturing aspirations, and creating a workplace where every individual is empowered to rise. Because when our people rise, we all rise.**

# SOCIAL

We believe progress becomes meaningful only when it creates space for everyone to move forward. Our approach to social impact stems from a deep commitment to equity, dignity, and shared growth. As India journeys through rapid social and economic transformation, we see it as our responsibility to ensure that development benefits reach every individual, especially those who need them the most.

A single, unifying belief guides our efforts: when we enable others to Rise, we Rise, too. We are shaping inclusive pathways to opportunity through initiatives focused on empowering girls and women, water conservation, education, and employability. These efforts are strategic investments in nation-building rooted in our Group's *Rise for a More Equal World* philosophy. We collaborate with communities, public systems, and civil society to unlock potential, build resilience, and expand access to life-changing opportunities.

**₹152.36 Cr.**

Invested across CSR Programmes

# SOCIAL CAPITAL IN OUR VALUE CREATION

Social Capital at Mahindra is the foundation of our long-term value creation strategy.

Our community-focused interventions are rooted in deep listening and partnerships with local institutions, ensuring they address national priorities and hyper-local needs. From empowering the girl child to enabling women farmers to adopt regenerative agricultural practices, we approach social impact as a continuum, supporting individuals across their life stages to grow with dignity, agency, and resilience. We contribute to an economically robust and socially inclusive future by integrating social impact into our value creation model.

# EMPOWERING GIRLS - PROJECT NANHI KALI

Educating a girl is the first step toward creating a more equal world. Project Nanhi Kali, our flagship initiative for girls' education, bridges the opportunity gap for underserved girls, helping them transition confidently into higher education, employment, and self-reliance.

The program focuses on building 21st century skills and developing sports leadership skills while providing essential materials through an annual Nanhi Kali Kit. We have introduced the Skill Bridge program to enhance the English fluency and job readiness of adolescent girls. Additionally, we have a Teacher Training initiative aligned with the National Education Policy 2020, which enables non-Nanhi Kali schools to incorporate similar Teacher Training programs on 21st century skills. Since its inception, Nanhi Kali has positively impacted attendance, reduced dropout rates, and ensured continuity in education for the marginalized.

## KEY COMPONENTS OF PROJECT NANHI KALI

- **21st Century Skills:** The curriculum emphasises financial skills, digital skills, and soft skills, including critical thinking, communication, and gender sensitisation.
- **Sports Leadership Skills:** This component features a professionally designed sports curriculum tailored exclusively for girls.
- **A Nanhi Kali Kit:** A yearly material kit containing a drawstring bag, necessary sports gear, and feminine hygiene essentials.

## FY25 IMPACT SNAPSHOT

- **Project Nanhi Kali:** 1,70,793 girls trained in 21st Century & Sports Leadership Skills in 1,878 schools across 7 states, of which the Mahindra Group supported 77,112 girls and 39,373 were supported by M&M Ltd.
- **Skill Bridge:** 8,382 girls trained in job preparedness across 4 states, of which, the Mahindra Group supported 1,008 girls, and M&M Ltd supported 776 girls.
- **Teacher Training supported by M&M Ltd:** 1,000 teachers trained in 3 states, expected to impact 1 lakh+ additional girls.

Since the inception of Project Nanhi Kali,

**8,70,000+**

underprivileged girls in 15 states uplifted through educational support.



# EMPOWERING WOMEN - PROJECT KAABIL

Since its inception, Project Kaabil, our flagship women's empowerment initiative, has positively impacted over a million women, marking a significant milestone in our journey and efforts. Building upon decades of success and learnings, this program is designed to unlock this collective progress by equipping women with the skills, confidence, and tools they need to access better livelihoods and shape their futures.

Project Kaabil follows a dual approach through both in-person and digital interventions, equipping women with the relevant skills to prepare them for the workforce and make them "job-ready" and employable. Additionally, Kaabil enables women farmers to adopt regenerative agricultural practices and undergo biodiversity training, improving soil fertility and increasing productivity to achieve better nutrition and improved livelihoods.

We have also introduced a digital solution allowing young women at the entry level to access employment opportunities. The Kaabil portal is a comprehensive job placement platform, offering career development tools & skilling resources, hyper-local job listings, and mentorship support.

Designed to ease the transition from learning to earning, the platform enables these candidates to access entry-level jobs and build capabilities towards financial autonomy and improved agency.

**From classrooms to farmlands, from first jobs to return-to-work programs, Project Kaabil creates pathways for women to achieve financial autonomy and enhanced agency.**

Since its inception

**1 Million+**

women empowered

In FY25

**2,44,485**

women were provided skills training

## ENABLING FIRST-GENERATION CAREERS THROUGH EMPLOYABILITY SKILLING

A critical step towards economic inclusion begins with preparing women for formal employment. Project Kaabil is designed to equip young women with the essential skills to navigate modern workplaces confidently. It targets women in their final year of education, studying in Government and Government-aided colleges, ITIs, polytechnics, and vocational institutes nationwide.

The programme delivers structured training in foundational capabilities, such as digital fluency, life skills, communication, and critical thinking that enhance employability and open access to wage-based opportunities. The programme acts as a launchpad for young women entering the workforce, many of whom are doing so for the first time in their families.

### FY25 IMPACT SNAPSHOT

- **1,75,989** women have been trained across 20 states, of which 1,37,268 women have been trained with the support of the Mahindra Group. Of these, 89,400 are supported through M&M Ltd.

## EQUIPPING WOMEN FOR INDUSTRY-ALIGNED CAREERS

Project Kaabil offers focused vocational training tailored to high-growth sectors, ensuring women are employable and industry-ready. Through its domain skilling initiative, women are trained in specialised fields, such as Automotive, IT/ITES, Hospitality, Healthcare, Retail, Entrepreneurship, and Apparel, to equip them with the vocational skills required to secure jobs in these industries.

This programme enables participants to acquire hands-on skills, industry exposure, and confidence to take up meaningful roles in organised sectors, aligning their capabilities with real-time workforce demands. For many, it opens the door to sustainable income, workplace inclusion, and long-term career mobility.

### FY25 IMPACT SNAPSHOT

- This initiative reached out to 12,242 women, out of which 11,792 women were trained with the support of the Mahindra Group. Of these, 10,639 were supported through M&M Ltd.

## AGRI SKILLING: CULTIVATING PROSPERITY LED BY WOMEN

Regenerative Agriculture: Mahindra's agri-skilling initiative enables women farmers to adopt regenerative agricultural practices, enhance biodiversity, and build climate resilience while securing food and income for their families. The program enables women to facilitate a shift towards sustainable farming practices leading to lower input costs, improved soil fertility, bringing them lasting economic benefits of improved nutrition and enhanced livelihoods.

In addition to skill development, it instils a profound sense of ownership in women as they mould their land, communities, and futures.

Consequently, this initiative has ensured food and nutrition security for their families while increasing income. The Mahindra Group has supported women farmers in FY25, specifically in Muktsar Sahib and Tarn Taran in Punjab, Shravasti in Uttar Pradesh, and Araku in Andhra Pradesh. This intervention has reduced agricultural input costs for women farmers and is expected to further enhance their livelihood income by selling pesticide free produce.

### FY25 IMPACT SNAPSHOT

A total of

**52,443**

women farmers have been trained and supported by M&M Group, out of which M&M Ltd supported 50,000 women.

## PRERNA'S FARM SKILLING INITIATIVE:

M&M Ltd. has supported 3,811 women farmers by providing training in effective agricultural practices.

Furthermore, the project offered a package of practices encompassing soil health management, access to gender-responsive farming equipment, connections to government welfare support initiatives, resource-efficient agricultural methodologies, and strategies to enhance crop productivity.

## TECHNOLOGICAL INTEGRATION:

In addition to physical intervention programs, we have recently initiated technical integration to enhance outreach and achieve scale by establishing a job placement portal for young women.

The Kaabil application and website serve as a digital platform for young women entering the workforce, offering skill development training modules, hyper-local job opportunities, career counselling, and mentorship. These resources empower women to navigate entry-level hyper-local jobs and remain engaged in longer-term career opportunities with which they may not be familiar.

# ENVIRONMENT CONSERVATION - JAL SAMRIDDHI

With climate change intensifying water stress across India, Mahindra's Jal Samriddhi initiative focuses on creating long-term water security for farming communities. The programme supports the creation and rejuvenation of water harvesting structures, promotes soil and water conservation techniques, and encourages crop diversification, strengthening livelihoods and ecosystems.

In FY25, the initiative covered 117 villages in 7 states, building community capacity through hands-on training and local partnerships. Notably, a long-term collaboration with NABARD in the Kadwa river basin (Nashik district) drives systemic transformation in a water-scarce zone, bringing together science, sustainability, and social mobilisation.

The outcomes go beyond infrastructure. Jal Samriddhi has helped improve irrigation potential, raise groundwater levels, and reduce dependency on erratic rainfall. For thousands of farmers, this has provided an opportunity to adopt climate-resilient agriculture and effective water management approaches.

## FY25 IMPACT SNAPSHOT

- **611** water harvesting structures created or renovated.
- **3,758.18 lakh** litres of water harvesting potential enabled.
- **1,942.2 hectares** brought under improved irrigation.
- **15,173.45 hectares** covered under cumulative water management.
- **48,781+** farmers and community members benefitted.

# EMPLOYEE VOLUNTEERING

Our employee volunteering platforms, ESOPS (Employee Social Options) and MySeva (Individual social responsibility), inspire individuals across the Group to contribute meaningfully to the communities around them.

From organising health camps and cleanliness drives to conducting digital literacy sessions and supporting local schools, our employees actively lead and participate in initiatives that reflect our values. These voluntary efforts are driven by personal passion and the shared belief that every act of service contributes to collective progress.

The third edition of Mahindra Volunteering Day, held on 5th December 2024, mobilised thousands of volunteers across locations in a single day of purpose, partnership, and participation. Employee volunteering remains one of our strongest cultural levers, turning intent into impact and compassion into action.

## FY25 IMPACT SNAPSHOT

- **37,357** volunteers participated across geographies and contributed 1,14,996 person-hours on Mahindra Volunteering Day on 5th December 2024.
- Mahindra Group employees invested 5,10,687 person hours through 71,283 unique volunteers.
- M&M employees invested 69,471 person-hours through 15,357 unique volunteers.

ANNUAL REPORT 2024-25

MAHINDRA & MAHINDRA LTD.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr. Anand G. Mahindra**
Chairman

**Dr. Anish Shah**
Group CEO & Managing Director

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

**Mr. T. N. Manoharan***
Lead Independent Director

**Ms. Shikha Sharma**
Independent Director

**Ms. Nisaba Godrej**
Independent Director

**Mr. Muthiah Murugappan**
Independent Director

**Ms. Padmasree Warrior****
Independent Director

**Mr. Ranjan Pant****
Non-Executive
Non-Independent Director

**Mr. Sat Pal Bhanoo****
Non-Executive
Non-Independent Director
*(Nominee of Life Insurance Corporation of India)*

## COMMITTEES OF THE BOARD

### Audit Committee

Mr. T. N. Manoharan - Chairman
Ms. Shikha Sharma
Mr. Muthiah Murugappan##

### Stakeholders Relationship Committee

Mr. Muthiah Murugappan - Chairman#
Mr. Anand G. Mahindra
Ms. Nisaba Godrej##

### Governance, Nomination and Remuneration Committee

Mr. T. N. Manoharan – Chairman#
Ms. Shikha Sharma
Ms. Nisaba Godrej

### Corporate Social Responsibility Committee

Mr. Muthiah Murugappan – Chairman#
Mr. Anand G. Mahindra
Dr. Anish Shah
Ms. Padmasree Warrior@

### Risk Management Committee

Mr. T. N. Manoharan – Chairman
Dr. Anish Shah
Mr. Rajesh Jejurikar
Ms. Shikha Sharma
Mr. Ranjan Pant##

### Strategic Investment Committee

Mr. Anand G. Mahindra – Chairman
Mr. T. N. Manoharan
Ms. Shikha Sharma
Ms. Padmasree Warrior@
Mr. Ranjan Pant@
Mr. Sat Pal Bhanoo@

### Key Managerial Personnel

**Mr. Amarjyoti Barua**
President & Group Chief Financial Officer
*With effect from 17th May, 2024*

**Mr. Narayan Shankar**
Company Secretary
*Upto 1st April, 2025*

**Ms. Divya Mascarenhas**
Interim Company Secretary
*With effect from 2nd April, 2025*

### Bankers

Axis Bank Limited
Bank of America N.A.
Central Bank of India
HDFC Bank Limited
HSBC Bank
ICICI Bank Limited
JPMorgan Chase Bank N.A.
Kotak Mahindra Bank Limited
Standard Chartered Bank
State Bank of India

### Statutory Auditors

B S R & Co. LLP
14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400 063, India.

### Advocates

Khaitan & Co.
One World Centre, Tower 1C - 10th, 13th & 14th Floor, 841, Senapati Bapat Marg, Mumbai - 400 013, India.

### Registered Office

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

**Lead Independent Director with effect from 8th August, 2024.*
***Appointed with effect from 17th May, 2024.*

*#Chairman with effect from 8th August, 2024.*
*##Member with effect from 8th August, 2024.*
*@Member with effect from 17th May, 2024.*

# BOARD'S REPORT

# BOARD'S REPORT

**Dear Shareholders**

Your Directors present their Report together with the Audited Financial Statements of your Company for the year ended 31st March, 2025.

## A. FINANCIAL AND OPERATIONAL HIGHLIGHTS

*(Rs. in crores)*

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Revenue from Operations | **1,16,483.68** | 99,097.68 | **1,58,749.75** | 1,38,279.30 |
| Income from investment related to subsidiaries, associates and joint ventures | **2,140.85** | 2,238.09 | **461.07** | 798.97 |
| Income from operations | **1,18,624.53** | 1,01,335.77 | **1,59,210.82** | 1,39,078.27 |
| Other income | **1,711.87** | 1,956.08 | **2,181.05** | 2,176.42 |
| Total income | **1,20,336.40** | 1,03,291.85 | **1,61,391.87** | 1,41,254.69 |
| Profit before Depreciation, Finance Costs, share of profit of associates and joint venture and taxation | **20,127.37** | 17,086.27 | **32,699.24** | 27,068.35 |
| Less: Depreciation, Amortisation and Impairment Expenses | **4,226.78** | 3,488.01 | **6,073.65** | 4,723.78 |
| Profit before Finance Costs, Share of profit of associates and joint venture and Taxation | **15,900.59** | 13,598.26 | **26,625.59** | 22,344.57 |
| Less: Finance Costs | **250.47** | 140.48 | **9,083.39** | 7,488.21 |
| Profit before Share of profit of associates and joint venture and Taxation | **15,650.12** | 13,457.78 | **17,542.20** | 14,856.36 |
| Add: Share of profit of associates and joint venture | **-** | - | **1,537.42** | 1,121.43 |
| Profit before Taxation | **15,650.12** | 13,457.78 | **19,079.62** | 15,977.79 |
| Less: Tax Expense | **3,795.16** | 2,815.49 | **5,006.45** | 3,707.97 |
| Profit for the year | **11,854.96** | 10,642.29 | **14,073.17** | 12,269.82 |
| Profit/(Loss) for the year attributable to : | | | | |
| - Owners of the Company | **11,854.96** | 10,642.29 | **12,929.10** | 11,268.64 |
| - Non-Controlling Interest | **-** | - | **1,144.07** | 1,001.18 |
| Balance of profit for earlier years | **46,400.46** | 37,644.47 | **57,717.86** | 48,187.61 |
| Profits available for appropriation | **58,255.42** | 48,286.76 | **70,646.96** | 59,456.25 |
| Less: Dividend Paid on Equity Shares | **(2,623.85)** | (2,020.94) | **(2,352.78)** | (1,810.14) |
| Add/(Less): Other adjustment to retained earnings $ | **(62.20)** | 134.64 | **(286.29)** | 71.75 |
| Balance carried forward | **55,569.37** | 46,400.46 | **68,007.89** | 57,717.86 |

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

FY25 has been an eventful year that witnessed nearly half of global population being part of electoral activity amidst adverse geopolitical scenarios and global financial markets subject to increased volatility driven by regional instability, geopolitical risks and policy uncertainty.

Nonetheless, global economic growth has remained moderate with 2024 growth projected at 3.2% by the International Monetary Fund ("IMF"). Easing of inflationary pressures and service sector growth have been key contributors towards a steady performance. Growth has been varied across different economies with US witnessing solid domestic demand growth while major economies in Europe (France, Germany, etc.) facing contraction. Ongoing geopolitical conflicts and trade policy risks are likely to pose challenges to economic stability and growth.

Compared to the global context, India's economic growth has remained robust with first advance estimates of national accounts projecting 6.4% real GDP growth in FY25. Strong agricultural output and a resilient services sector have been key contributors to India's growth. PFCE (Private Final Consumption Expenditure) is expected to grow at 8.3% in FY25 and thereby account for 61.8% of FY25 GDP, its highest share since FY03. This has been driven by rural demand supported by a good Kharif harvest and favourable agricultural conditions. Nearly 80% of rural households reported an increase in their consumption expenditure. Robust sales of 2-wheelers and 3-wheelers, along with tractors, are further indicators of a rise in rural consumption. Urban demand, which slowed down in the 1st half of FY25, started showing signs of recovery with 5% growth in Q3FY25, nearly double the 2.6% of the previous quarter.

Retail inflation moderated from 5.4% in FY24 to 3.35% at end of FY25. Food inflation also narrowed down significantly in 2nd half of the year from ~10% in October 2024 to 2.69% in March 2025 – lowest since November 2021. With inflation now at its lowest since 2018–19, India has been able to reinforce macroeconomic stability and create an enabling environment for sustainable growth. With demand stimulus in the Budget and RBI monetary policy measures to increase liquidity in the economy, the India consumption story is expected to remain strong.

The Profit for the year before Depreciation, Finance Costs, Exceptional items and Taxation recorded an increase of 17.80% at Rs. 20,127.37 crores as against Rs. 17,086.27 crores in the previous year. Profit after tax increased by 11.39% at Rs. 11,854.96 crores as against Rs. 10,642.29 crores in the previous year.

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

**Earnings Per Share (EPS)**

The Standalone basic EPS of the Company stood at Rs. 98.80 for the Financial Year ended 31st March, 2025 as against Rs. 89.42 for the Financial Year ended 31st March, 2024 and Diluted EPS stood at Rs. 98.45 as against Rs. 89.08 in the previous year.

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

No material changes and commitments have occurred after the closure of FY25 till the date of this Report, which would affect the financial position of your Company.

## Performance Review

### Automotive Sector*

Your Company's Automotive Sector posted total sales of 9,41,115 vehicles (8,54,273 four-wheelers and 86,842 three-wheelers) as against a total of 8,24,939 vehicles (7,46,833 four-wheelers and 78,106 three-wheelers) in the previous year, registering a growth of 14.1%.

In the domestic market, your Company sold a total of 9,06,406 vehicles as compared to 8,00,276 vehicles in the previous year, resulting in a growth of 13.3%.

In the Passenger Vehicle (PV) segment, your Company sold 5,51,487 vehicles [including 5,51,487 Utility Vehicles (UVs)] as compared to the previous year's volume of 4,59,877 vehicles [including 4,59,864 Utility Vehicles (UVs) and 13 Vans] registering a growth of 19.9%.

In the Commercial Vehicle (CV) segment, your Company sold 2,69,087 vehicles [including 38,995 vehicles <2T GVW, 1,89,914 vehicles between 2-3.5T GVW, 29,085 Light Commercial Vehicles (LCVs) in the 3.5T-7.5T segment, 1,340 vehicles in the 7.5T-16T GVW segment, 5,457 Heavy Commercial Vehicles (HCVs) and 4,296 LCV Passenger] registering a growth of 2.4% over the previous year's volumes of 2,62,810 vehicles [including 44,093 vehicles <2T GVW, 1,91,603 vehicles between 2-3.5T GVW, 15,809 Light Commercial Vehicles (LCVs) in the 3.5T-7.5T segment, 1,818 vehicles in the 7.5T-16T GVW segment, 6,146 Heavy Commercial Vehicles (HCVs) and 3,341 LCV Passenger].

In the three-wheeler segment, your Company sold 85,832 three-wheelers in the domestic market, registering a growth of 10.6% over the previous year's volume of 77,589 three-wheelers.

For the year under review, the Indian automotive industry (except 2W) grew by 2.0%, with the PV industry growth of 2.0% and CV industry de-growth of 1.2%.

The UV segment showed growth of 11.0%. Within the CV industry, the LCV goods <7.5T segment de-grew by 2.8% while the Medium and Heavy Commercial Vehicles (MHCV) Goods Segment de-grew by 4.0%.

Your Company's UV volumes stood at 5,51,487 units, a growth of 19.9%. The UV market share for your Company stood at 19.7%. Thar Roxx, Scorpio, XUV300, XUV700, Thar and Bolero continued to be strong brands for your Company in the UV segment.

In LCV Goods segment, your Company retained its No. 1 position with 48.9% Market Share. Your Company sold a total of 2,57,994 vehicles in the LCV Goods segment, which is a growth of 2.6% over the previous year.

In the MHCV Goods Segment, your Company sold 6,797 trucks as against 7,964 trucks in the previous year. Your Company's market share in the MHCV segment stands at 2.2%.

Your Company is the pioneer for Electric Vehicles (EVs) in India, and for the year under review, in the electric three-wheeler segment, your Company sold 77,386 vehicles as against 66,190 vehicles in the previous year, with a growth of 16.9%. In the electric four-wheeler segment, your Company sold 14,183 vehicles as against 8,025 vehicles in the previous year, with a growth of 76.7%. In the commercial vehicle segment, your Company sold 1,292 vehicles.

During the year under review, your Company posted an export volume of 34,709 vehicles as against the previous year's exports of 24,663 vehicles representing a growth of 40.7%.

The sales of spare parts for the year stood at Rs. 5,280.25 crores (including exports of Rs. 262.94 crores) as compared to Rs. 4,288.40 crores (including exports of Rs. 310.3 crores) in the previous year, registering a growth of 23.1%.

* The figures include sales made by subsidiaries of the Company viz. Mahindra Electric Automobile Limited and Mahindra Last Mile Mobility Limited.

### Farm Equipment Sector

Your Company's Farm Equipment Sector recorded total sales of 4,24,641 tractors (domestic + export) as against 3,78,386 tractors sold in the previous year.

These figures for the current year sales and previous year sales include tractors sold under the Trakstar brand, which is the third brand of your Company under the subsidiary Gromax Agri Equipment Limited.

For the year under review, the tractor industry in India recorded sales of 9,39,713 tractors, a growth of 7.3%. Tractor Industry recorded growth in FY25 on account of favorable weather conditions, good reservoir levels, strong rabi outlook and positive terms of trade for farmers. Harvest season has commenced in the northern regions and is expected to progress smoothly across the country.

In the domestic market, your Company sold 4,07,094 tractors, as compared to 3,64,526 tractors in the previous year (these figures include tractors sold by Gromax Agri Equipment Limited), recording a growth of 11.7%. It is the highest ever volume sold by your Company. With a market share at 43.3%, a gain of 1.7% over previous year, your Company remains the Market Leader for the 42nd consecutive year.

Your Company continues to focus on growing the farm mechanisation space, by offering affordable mechanisation solutions. The portfolio comprises of Rotavators, Cultivators, Harvesters, Rice Transplanters, Balers and Sprayers.

For the year under review, your Company exported 17,547 tractors which is a growth of 26.6% over the previous year. Overall exports are under pressure due to global slow down.

Net Sales of Spare parts for the FY25 stood at Rs. 1,328.6 crores (including exports of Rs. 171.8 crores) as compared to Rs. 1,121.2 crores (including exports of Rs. 105 crores) in the previous FY24, registering a growth of 18.5%.

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

## Other Businesses

### Powerol

Mahindra Powerol has been a significant player in the power back-up industry for over 20 years.

One of the Top 2 players (by volume) in the overall Power Generation market, Mahindra Powerol's network is spread over 800 service and sales touchpoints nationwide and over 12 overseas locations.

The Company's distinct business model strategically balances its service and product contributions, each equally vital to its revenue generation.

In addition to Telecom, Powerol has also been focusing on increasing its retail market share by Higher kVA range extensions.

With a focus on green energy, Powerol has also initiated an EV charger business for home charger installations. Mahindra Powerol has already installed over 10,000 chargers nationwide. Your Company is also into Energy Storage Solutions through Li-ion batteries.

### Construction Equipment

Your Company, under the Mahindra EarthMaster brand, sold 981 Backhoe Loaders (BHLs), and sold 256 Motor Graders, under the RoadMaster brand.

Notably, your Company retained its position as the market leader (~23% Market Share) in the Motor Grader segment, a testament to its robust product offerings and strong customer trust.

Moreover, your Company achieved an exceptional milestone in the export markets by recording a significant growth of 124% year-on-year. A total of 228 units of construction equipment were exported, reflecting the growing acceptance of Mahindra products in international markets and the success of strategic efforts to expand the global footprint.

### Two-Wheeler Business

In line with the strategy for the two-wheeler business, your Company through its subsidiary, Classic Legends Private Limited had re-introduced the iconic brands 'Jawa' and 'Yezdi' to the Indian market in the FY19 and FY22 respectively. During FY23, '42 Bobber' was introduced and during FY24, 'Jawa 350' was introduced to the Indian market. In addition, the Company forayed into new international markets through iconic British brand BSA in UK and European markets. During FY25, the Company also launched its third iconic brand into the Indian market 'BSA' by launching 'BSA Gold Star 650' and also added 'Jawa 42 FJ' as one more product into Jawa portfolio.

## Current Year's review

During the period 1st April, 2025 to 4th May, 2025, 85,821 vehicles were produced as against 71,060 vehicles and 81,660 vehicles were dispatched as against 68,359 vehicles during the corresponding period in the last year. During the same period 44,182 tractors were produced and 43,788 tractors were dispatched as against 37,744 tractors produced and 35,988 tractors dispatched during the corresponding period in the previous year.

India has fair integration with global economy wherein exports / imports each contributing 20-25% of GDP. India's global approach till now has been guided by strategic autonomy and economic pragmatism. With global economy showing increasing fragmentation and protectionist measures, global supply chain landscape is expected to witness some shifts. Merchandise exports are likely to face headwinds from global uncertainties and trade disruptions. Domestic market (especially certain sectors) is also likely to face some risk of dumping from China and other ASEAN markets. Robust service exports and Government efforts on trade agreements are expected to ease some of the impact. In April 2025, IMF revised its FY26 growth forecast for India down to 6.2%, amid tariff uncertainty. However, it maintained a relatively more stable outlook owing to confidence in private consumption, especially in rural markets.

Union Budget FY26 maintained its balanced approach to navigate complex global economic environment. Extension of tax exemption in the Union Budget is likely to have positive impact on discretionary spend over short term. Budget schemes centred around four identified engines of growth i.e. Agriculture, MSMEs, Investments and Exports, are expected to further build positive momentum.

With stimulus provided by the Union Budget and RBI monetary policy measures to increase liquidity in the economy, the India consumption story is expected to remain strong to deliver on its growth target for FY26.

## Finance

The global economy grew by 3.3% during CY24 vs earlier forecast of 3.2%. The IMF's January 2025 outlook projected steady global growth at 3.3% for each of CY25 and CY26, but April 2025 revisions lowered forecasts to 2.8% and 3.0% respectively due to trade tensions and policy uncertainty. Global inflation fell to 5.7% in CY24 from 6.6% in CY23. This is expected to decline to 4.3% for CY25 and 3.6% for CY26. However, policy-generated disruptions to the ongoing disinflation process could interrupt the pivot to easing monetary policy.

The U.S. Federal Reserve (Fed) implemented a 100-bps rate cut in CY24. The Dollar Index (DXY) strengthened post U.S. presidential election which boosted investor confidence in policies favouring deregulation and tax cuts. However, post January 2025, the DXY decline began with concerns over the potential economic impact of new tariffs and trade policies, raising recession fears and dampening investor sentiment globally.

Despite recent moderation, India's economic growth has remained robust, with estimated real GDP growth of 6.5% in FY25 by Reserve Bank of India (RBI). Inflation has broadly declined within the tolerance band (currently at 3.6%). The financial sector has remained resilient, with non-performing loans at multi-year lows. Fiscal consolidation has continued, and the current account deficit has remained well contained, supported by strong growth in service exports.

In CY25 so far, RBI's Monetary Policy Committee has reduced the benchmark repo rate by 50 bps to 6.0% from 6.5%, delivering the first rate cuts in last five years. The RBI changed the monetary policy stance from "withdrawal of accommodation" to "neutral" to "accommodative" mostly owing to Trump tariff implications and hinting at further rate cuts during FY26. RBI further reduced the Cash Reserve Rate (CRR) by 50 bps to address tightening of liquidity conditions leading to banking system liquidity turning positive at end of March 2025. RBI has indicated further liquidity easing operations such as OMO purchases, USD/INR Sell/ Buy swaps, rolling over USD forwards among others in a bid to keep liquidity abundant to ensure quick transmission of lower borrowing costs.

Indian Rupee remained largely range-bound till November 2024. India's foreign exchange reserves, which surged to nearly $700 billion by September 2024, played a crucial role in safeguarding the currency against external pressures. However, following the U.S. elections, heightened volatility and equity outflows from India contributed to a sharp decline in the Rupee, touching an all-time low of 87.57 against the U.S. Dollar in January 2025. In March 2025, the Rupee experienced a strong recovery, aided by a weaker dollar driven by concerns over a potential U.S. economic slowdown due to the ongoing trade war.

RBI adjusted its FY26 GDP growth forecast to 6.5% while inflation is expected to align with the 4.0% target by FY26. Finance Bill 2025 also focused on unlocking the potential by increasing personal tax exemption limits thereby propelling consumption and simultaneously focusing on gearing up investment. Furthermore, it emphasized measures to support farmers and SMEs, and promoting the Make in India initiative.

Banks consistently regard your Company as a highly valued and esteemed client, offering facilities and services at their preferential prime rates. Your Company adheres to a prudent financial strategy, ensuring that financial gearing remains within optimal levels at all times. The Company's Gross Debt to Equity Ratio is 0.02 as of 31st March, 2025.

Additionally, your Company remained committed to efficient cash management, ensuring sufficient liquidity and access to backup lines of credit. During the year, your Company repaid short term trade finance of Rs. 350 crores and long-term borrowings of Rs. 100 crores whilst maintaining a high liquidity level of Rs. 23,905 crores as of 31st March, 2025.

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

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

Your Company is a "Large Corporate" as per the criteria under Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2024/54 dated 22nd May, 2024, as amended from time to time. The Company has complied with the provisions of the said Circular and has made requisite disclosures in this regard.

## Investor Relations (IR)

Your Company remains committed to fostering trust and transparency with investors and analysts, adhering to global best practices in Investor Relations. In FY25, your Company actively engaged with over 1,000 domestic and global investors and analysts through conferences, individual and group interactions, both in-person and virtual settings (excluding quarterly earnings calls, analyst meets and specific event related meets). All events hosted in FY25 including quarterly earnings calls, analyst meets, product launch events, etc. were well attended by investors and analysts.

Senior management, including the Group CEO and Managing Director, Executive Director and CEO (Auto and Farm Sector), Group CFO and Head – Group Corporate Finance, IR & Treasury played a pivotal role in addressing investor queries and sharing insights on strategic priorities, including:

- Capital allocation framework.
- Leveraging on market leadership in Auto and Farm business.
- Turnaround of Mahindra Finance and Tech Mahindra.
- Scaling of the Growth Gems.
- ESG undertakings.

A major milestone in FY25 was the inaugural Group Investor Day, attended by over 200 investors and analysts, reflecting strong interest and confidence in your Company's vision and performance. Other key events, which were met with very enthusiastic participation, included:

- Tour of Mahindra Research Valley (flagship R&D and innovation center).
- Product launches such as Thar ROXX and Battery Electric Vehicles (BEVs).

Your Company ensures critical information remains readily accessible to investors through timely updates on the Company's website.

## Dividend

As per the Dividend Distribution Policy, dividend payout would have to be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavour to maintain a total dividend pay-out ratio in the range of 20% to 35% of the annual standalone Profits after Tax (PAT) of the Company.

Your Directors, considering the good performance and a strong cash flow, decided to recommend a Dividend of Rs. 25.30 (506%) per Ordinary (Equity) Share of the face value of Rs. 5 each, out of the Profits for the Financial Year ended 31st March, 2025.

The Equity Dividend Outgo for the FY25 would absorb a sum of Rs. 3,146.13 crores resulting in a payout of 26.54% of the standalone net profit of the Company for the FY25 [as against Rs. 2,623.85 crores comprising the dividend of Rs. 21.10 per Ordinary (Equity) Share of the face value of Rs. 5 each resulting in a payout of 24.48% for the previous year]. Dividend will be payable subject to approval of Shareholders at the ensuing Annual General Meeting and deduction of tax at source to those Shareholders whose names appear in the Register of Members as on the Record Date / Book Closure Date. The Board of your Company decided not to transfer any amount to the General Reserve for the year under review.

## Dividend Distribution Policy

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

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

## B. CONSOLIDATED FINANCIAL STATEMENTS

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

The Consolidated Income from operations is Rs. 1,59,211 crores in the current year as compared to Rs. 1,39,078 crores in the previous year, registering an increase of 14.5%.

The Consolidated Profit before share of profit of associates and joint ventures and tax for the current year is Rs. 17,542 crores as compared to Rs. 14,856 crores in the previous year, registering an increase of 18.1%. The consolidated profit after tax after non-controlling interest for the year is Rs. 12,929 crores as compared to Rs. 11,269 crores in the previous year, registering an increase of 14.7%.

The Financial Statements as stated above are also available on the website of the Company and can be accessed at the Web-link: https://www.mahindra.com/resources/FY25/AnnualReport.zip.

## Subsidiary, Joint Venture and Associate Companies

The Mahindra Group entities continue to play a pivotal role in driving the overall revenue growth and performance of your Company.

Tech Mahindra Limited, Flagship Company in the IT Sector, reported a consolidated operating revenue of Rs. 52,988 crores in the current year as compared to Rs. 51,996 crores in the previous year, registering an increase of 1.9% (not consolidated in M&M revenue). Its consolidated profit after tax after non-controlling interests is Rs. 4,252 crores as compared to Rs. 2,358 crores in the previous year, registering an increase of 80.3%.

The Group's finance company, Mahindra & Mahindra Financial Services Limited, a listed subsidiary of the Company (Mahindra Finance), reported a consolidated operating revenue of Rs. 18,463 crores during the current year as compared to Rs. 15,797 crores in the previous year, registering an increase of 16.9%. The consolidated profit after tax after non-controlling interests for the year is Rs. 2,262 crores as compared to Rs. 1,933 crores in the previous year, registering an increase of 17.0%. The customer base of Mahindra Finance has crossed 11.0 million customers and currently has a network of over 1,365 offices. Mahindra Finance reported closing business AUM of Rs. 1,19,673 crores as of 31st March, 2025, a growth of 16.6%.

Mahindra Lifespace Developers Limited, a listed subsidiary in the business of real estate, reported a consolidated operating revenue of Rs. 372 crores as compared to Rs. 212 crores in the previous year, registering an increase of 75.5%. The consolidated profit after tax after non-controlling interest for the year is Rs. 61 crores as compared to Rs. 98 crores in the previous year, registering a decrease of 37.8%. Residential pre-sales of Rs. 2,804 crores in FY25, reported a growth of 20.4%.

Mahindra Holidays & Resorts India Limited, a listed subsidiary in the business of vacation timeshare, registered a consolidated operating revenue of Rs. 2,781 crores as compared to Rs. 2,705 crores in the previous year, registering an increase of 2.8%. The consolidated profit after tax after non-controlling interests for the year is Rs. 128 crores as compared to Rs. 116 crores in the previous year, registering an increase of 10.3%.

Mahindra Logistics Limited, a listed subsidiary in the logistics business, reported a consolidated operating revenue of Rs. 6,105 crores as compared to Rs. 5,506 crores in the previous year registering an increase of 10.9%. The consolidated loss after tax after non-controlling interests for the year is Rs. 36 crores as compared to Rs. 55 crores in the previous year, registering a decrease of loss of 34.5%.

Swaraj Engines Limited, a listed subsidiary in the business of manufacturing of Diesel Engines and its components, reported operating revenue of Rs. 1,682 crores as compared to Rs. 1,419 crores in the previous year registering an

increase of 18.5%. The profit after tax for the year is Rs. 166 crores as compared to Rs. 138 crores in the previous year, registering an increase of 20.3%.

During the year under review, Neon Hybren Private Limited, Orion Hybren Private Limited, Pulse Hybren Private Limited, Quest Hybren Private Limited, Mahindra South East Asia Limited, Steer Hybren Private Limited, Target Hybren Private Limited, Velos Hybren Private Limited, Rhyme Hybren Private Limited and Ultrogen Hybren Private Limited have become Subsidiaries of your Company.

During the year under review, Mahindra North American Technical Centre, Inc., Mahindra Heavy Engines Limited, Mahindra Two Wheelers Limited, Trringo.com Limited, Holiday Club Resorts Rus LLC and Fifth Gear Ventures Limited have ceased to be Subsidiaries of your Company.

During the year under review, Mahindra – BT Investment Company (Mauritius) Limited became a direct subsidiary of your Company and NBS International Limited became a wholly owned subsidiary of your Company.

Subsequent to the year end, Mahindra Advanced Technologies Limited has become a wholly owned subsidiary of your Company.

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

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

## C. JOINT VENTURES, ACQUISITIONS AND OTHER MATTERS

### Acquisition of SML Isuzu Limited ("SML")

Subsequent to the year end, your Company entered into a Share Purchase Agreement with Sumitomo Corporation, promoter of SML, and a Share Purchase Agreement with Isuzu Motors Limited, a public shareholder of SML. Pursuant to the above agreements, your Company agreed to acquire equity shares constituting 43.96% and 15.00% of the equity share capital of SML respectively, for an aggregate consideration of Rs. 555 crores for the combined 58.96% stake. Further, in accordance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), as amended, your Company shall make an open offer for acquisition of up to 26.0% of the equity share capital of SML, for cash consideration, from the eligible public shareholders of SML.

The transaction, including the open offer, is subject to the approval of the Competition Commission of India and is expected to complete during 2025 in accordance with Takeover Regulations. This transaction will help your Company strengthen its strategic position in the Trucks and Buses segment.

### Rights Issue of Mahindra & Mahindra Financial Services Limited

During the year under review, the Board of Directors of Mahindra & Mahindra Financial Services Limited ("MMFSL"), a listed subsidiary of your Company, at its Meeting held on 13th February, 2025 has approved fund raising by way of offer and issuance of fully paid-up equity shares of MMFSL of face value of Rs. 2/- each (the "Equity Shares") for an amount not exceeding Rs. 3,000 crores by way of a rights issue ("Rights Issue") to the eligible equity shareholders of MMFSL as on the record date, in accordance with applicable laws. This fund raise is primarily to maintain a strong capital adequacy ratio keeping in mind MMFSL's growth plans to augment its Assets Under Management.

In furtherance to the above, the Board of Directors of your Company at its Meeting held on 20th February, 2025, has accorded its approval, subject to compliance of applicable laws, to subscribe to the Equity Shares of MMFSL to the full extent of the Company's Rights Entitlement; and to subscribe to Additional Shares as well as to any Unsubscribed portion of the Rights Issue upto the total issue size.

### Rights Issue of Mahindra Lifespace Developers Limited

During the year under review, the Board of Directors of Mahindra Lifespace Developers Limited ("MLDL"), a listed subsidiary of your Company, at its Meeting held on 13th February, 2025 has approved fund raising by way of offer and issuance of fully paid-up equity shares of MLDL of face value of Rs. 10/- each (the "Equity Shares") for an amount not exceeding Rs. 1,500 crores by way of a rights issue ("Rights Issue") to the eligible equity shareholders of MLDL as on the record date, in accordance with applicable laws. The proceeds will be utilized to pare down MLDL's existing debt and support its future growth plans.

In furtherance to the above, the Board of Directors of your Company at its Meeting held on 20th February, 2025, has accorded its approval, subject to compliance of applicable laws, to subscribe to the Equity Shares of MLDL to the full extent of the Company's Rights Entitlement; and to subscribe to Additional Shares as well as to any Unsubscribed portion of the Rights Issue upto the total issue size.

### Mahindra Electric Automobile Limited

During the year under review, your Company approved an investment of Rs. 12,000 crores in Mahindra Electric Automobile Limited ("MEAL") to accelerate the growth of 4 (four) Wheel Passenger Electric Vehicles (EVs) Business and fund the EV journey over the next 3 years. The funds will be infused from internal accruals and will be utilized by MEAL primarily to create and market a world-class Electric SUV portfolio with advanced technologies and leverage the Company's focus and expertise in ESG and Climate Change.

Further, during the year the Company and British International Investment Plc. ("BII") jointly assessed the funding requirement for MEAL and mutually agreed that the final tranche of BII's investment would be Rs. 650 crores as against earlier planned investment of Rs. 725 crores. Consequently, the total investment by BII in MEAL would be Rs. 1,850 crores resulting in BII's shareholding to be in the range of 2.64% to 4.58% of the Share Capital of MEAL, on a fully diluted basis. This reduction in investment by BII will have no bearing on MEAL's overall business plan. MEAL has received entire funding by BII and Jongsong Investments Pte Ltd ("Temasek") as on 31st March, 2025.

### Classic Legends Private Limited

During the year, your Company's subsidiary Classic Legends Private Limited ("CLPL") entered into a Joint Venture with Tube Investments of India Limited ("TIIL"). CLPL and TIIL have a 50:50 shareholding in this Joint Venture (viz. TICL Brands (India) Private Limited) which is using the "BSA" trademarks in India for motorcycles, its parts and accessories to be manufactured and sold by CLPL.

### Mahindra Racing UK Limited

Subsequent to the year end, Mahindra Overseas Investment Company (Mauritius) Limited, a wholly owned subsidiary of the Company ("MOICML") executed a Share Purchase Agreement ("SPA") between MOICML, Tech Mahindra London Limited ("TMLL"), a wholly owned subsidiary of Tech Mahindra Limited which is a listed Associate of the Company ("TechM") and Mahindra Racing UK Limited, a wholly owned subsidiary of MOICML and of the Company ("MRUK"), whereby MOICML has agreed to sell its entire stake in MRUK to TMLL.

MRUK is based out of Banbury, UK and participates in Formula Electric World Championships which are held across the globe annually.

Consequent to completion of the aforesaid transaction, MRUK would cease to be a wholly owned subsidiary of MOICML and of the Company. The purpose of transferring the ownership of MRUK from MOICML to TMLL is to re-align with the core priorities of Group Companies.

### Merger of Fifth Gear Ventures Limited ("FGVL") into Mahindra First Choice Wheels Limited ("MFCWL")

The National Company Law Tribunal has sanctioned the Composite Scheme of Amalgamation and Arrangement amongst MFCWL with FGVL and their respective Shareholders ("Scheme") vide its order dated 11th February, 2025. The Appointed Date of the Scheme is 1st April, 2024 and the Scheme is effective from 15th March, 2025. Pursuant to the Scheme becoming effective, FGVL ceased to be the subsidiary of MFCWL and of the Company.

### Merger of Mahindra Heavy Engines Limited, Mahindra Two Wheelers Limited and Trringo.Com Limited with the Company

The Board of Directors of your Company at its meeting held on 4th August, 2023 had approved, subject to requisite approvals/ consents, the Scheme of Merger by Absorption of Mahindra Heavy Engines Limited ("MHEL") and Mahindra Two Wheelers Limited ("MTWL") and Trringo.com Limited ("TCL"), wholly owned subsidiaries of the Company, with the Company and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013, with the Appointed Date of the Scheme as 1st April, 2023 or such other date as may be directed or approved by the National Company Law Tribunal, Mumbai Bench ("NCLT") or any other appropriate authority. The NCLT pronounced an order on 7th May, 2024 to allow the Scheme. Subsequently, the Company also received relevant approvals from Directorate of Industries and Maharashtra Industrial Development Corporation. The Scheme was made effective from 6th June, 2024 i.e. the date on which the Certified Copy of the Order of the NCLT sanctioning the Scheme was filed with the Registrar of Companies, Maharashtra at Mumbai. Accordingly, the Merger

by Absorption stands completed and MHEL, MTWL and TCL ceased to be the subsidiaries of the Company from 6th June, 2024 upon the Scheme becoming effective.

## Divestment of Stake in New Delhi Centre for Sight Limited ("NDCFS")

During the year, Mahindra Holdings Limited ("MHL"), a wholly owned subsidiary of the Company, has sold its entire stake i.e. 30.83% of paid-up capital of NDCFS on a fully diluted basis, to Space Investments Limited, Defati Investments Holdings BV and Infinity Partners. Following the completion of the aforementioned sale, the shareholding of MHL in NDCFS has become 'Nil' and NDCFS has ceased to be an Associate Company of MHL under the Companies Act, 2013, and a Joint Venture of MHL and that of the Company under IND AS.

## Gamaya SA, Switzerland

During the year, Gamaya SA, Switzerland reorganized its capital structure and issued shares to a new investor as part of a business combination and against convertible loans received from its other investors. Even though your Company was not a party to the transaction, issuance of shares resulted in reduction of your Company's shareholding in Gamaya from 15.04% to 4.33% on a fully diluted basis.

## D. INTERNAL FINANCIAL CONTROLS

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

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

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

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

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

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

## E. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

## F. RELATED PARTY TRANSACTIONS

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

As per the process, necessary details for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and Dealing with Related Party Transactions and as required under SEBI Master Circular for compliance with the provisions of the Listing Regulations by listed entities dated 11th November, 2024. The Material Related Party Transactions approved by the Members of the Company are also reviewed / monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013.

All Related Party Transactions entered during the year were in the ordinary course of business and on arm's length basis.

During the year under review, your Company has entered into Material Related Party Transactions as previously approved by the Members under Regulation 23 of the Listing Regulations. The Company also proposes to modify the limits of certain existing Material Related Party Transactions and also intends to enter into new Material Related Party Transactions for which the approval of Members is being sought.

The Company has not entered into Material Related Party Transactions as per the provisions of the Companies Act, 2013 and a confirmation to this effect as required under section 134(3)(h) of the Companies Act, 2013 is given in Form AOC-2 as Annexure II, which forms part of this Annual Report.

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

## G. AUDITORS

### Statutory Auditors and Auditors' Report

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

The Auditors' Report for FY25 is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

### Secretarial Auditor

Pursuant to Regulation 24A of the Listing Regulations read with provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is mandated that every listed entity and its material unlisted subsidiaries undertake a Secretarial Audit.

Further, listed entities are required to submit an Annual Secretarial Compliance Report, which shall be signed by the appointed Secretarial Auditor or a Peer Reviewed Company Secretary satisfying the conditions as prescribed by SEBI.

In alignment with the aforementioned regulatory framework including the amendments made by SEBI and the provisions of the Companies Act, 2013 regarding Secretarial Audit and appointment of Secretarial Auditor, the Board of Directors of your Company based on the recommendations of the Audit Committee at its Meeting held on 5th May, 2025, approved and recommended to the Shareholders for their approval, appointment of M/s. Parikh and Associates, a peer reviewed firm of Company Secretaries in whole time practice, as the Secretarial Auditors of the Company for a term of 5 consecutive years starting from 1st April, 2025 to 31st March, 2030.

The Board acknowledges the significance of robust compliance mechanisms and corporate governance practices within the Company. M/s. Parikh and Associates, Company Secretaries brings extensive experience in the field and is expected to provide invaluable insights into the regulatory landscape, ensuring adherence to all relevant laws and guidelines as applicable pursuant to the Secretarial Audit guidelines.

### Secretarial Audit Report

The Company has annexed to this Board's Report as Annexure III, a Secretarial Audit Report for the FY25 given by Mr. Sachin Bhagwat, Practicing Company Secretary (Certificate of Practice Number: 6029).

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

### Annual Secretarial Compliance Report

The Company has undertaken an audit for the FY25 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mr. Sachin Bhagwat, Practicing Company Secretary has been submitted to the Stock Exchanges and is annexed at Annexure IV to this Board's Report.

## Secretarial Audit of Material Unlisted Indian Subsidiary

There is no Material Unlisted Indian Subsidiary of the Company as on 31st March, 2025 and as such the requirement under Regulation 24A of the Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the FY25.

## Cost Auditors

The Board had appointed Messrs D. C. Dave & Co., Cost Accountants (Firm Registration Number 000611), as Cost Auditor for conducting the audit of cost records of the Company for the FY25.

The Board of Directors of your Company based on the recommendations of the Audit Committee at its Meeting held on 5th May, 2025 appointed Messrs D. C. Dave & Co., Cost Accountants (Firm Registration Number 000611), as the Cost Auditors of the Company for the FY26 under section 148 of the Companies Act, 2013. Messrs D. C. Dave & Co. have confirmed that their appointment is within the limits of section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under section 141(3) and proviso to section 148(3) read with section 141(4) of the Companies Act, 2013.

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

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

## Cost Records

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

## Reporting of Frauds by Auditors

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

## H. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are provided in Note Nos. 8 and 41 to the Financial Statements.

## I. PUBLIC DEPOSITS AND LOANS / ADVANCES

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

All the deposits from public and shareholders had already matured as on 31st March, 2017. Out of these, 5 deposits aggregating Rs. 0.84 lakhs from the public and shareholders as on 31st March, 2025 had matured and had not been paid at the end of the Financial Year as there is a restraining order from the Court / Tribunal / Statutory Authority. Since then, no deposits have been claimed.

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

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

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

## J. EMPLOYEES

## Key Managerial Personnel (KMP)

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

(a) Dr. Anish Shah – Managing Director and CEO (designated as Group CEO and Managing Director with effect from 1st April, 2025)

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

(c) Mr. Manoj Bhat – Group Chief Financial Officer (upto close of 16th May, 2024)

(d) Mr. Amarjyoti Barua - Group Chief Financial Officer (with effect from 17th May, 2024)

(e) Mr. Narayan Shankar – Company Secretary (upto close of 1st April, 2025)

(f) Ms. Divya Mascarenhas – Interim Company Secretary (with effect from 2nd April, 2025)

## Employees' Stock Option and Employees' Welfare Schemes

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

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

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

** No outstanding options as on 31st March, 2025 and as such the 2000 Scheme is no longer in force and has been wound up.*

There are no changes made to the above Schemes during the year under review and these Schemes are in compliance with the SBEB Regulations 2021. Your Company's Secretarial Auditor, Mr. Sachin Bhagwat, has certified that the Company's above-mentioned Schemes have been implemented in accordance with the SBEB Regulations 2021, and the Resolutions passed by the Members for the 2000 Scheme and the 2010 Scheme.

Information as required under Regulation 14 read with Part F of Schedule I of the SBEB Regulations 2021 has been uploaded on the Company's website and can be accessed at the Web-link: https://www.mahindra.com/resources/FY25/AnnualReport.zip.

## Particulars of Employees and related disclosures

The Company had 491 employees who were in receipt of remuneration of not less than Rs. 1,02,00,000 during the year ended 31st March, 2025 or not less than Rs. 8,50,000 per month during any part of the year.

Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available during 21 days before the Annual General Meeting in electronic mode to any Shareholder upon request sent at agm.inspection@mahindra.com. Such details are also available on your Company's website and can be accessed at the Web-link: https://www.mahindra.com/resources/FY25/AnnualReport.zip.

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

## Industrial Relations

The year under review witnessed a very positive Industrial Relations Scenario across all manufacturing locations for the Automotive and Farm Equipment Sectors.

Your Company's focus continues towards propagating proactive and employee centric practices. Various initiatives that aim to create an engaged workforce with an innovative, productive and a competitive shop-floor ecosystem continues to grow in strength.

Some of the initiatives that are put in place includes, Development of Self-Managed Team, improving Gender diversity on the shopfloor, Employee of the year, Reward and Recognition for associates, i4-idea generation program, etc. Further, the programs on Code of Conduct, Prevention of Sexual Harassment (POSH), Anti-Bribery and Anti-Corruption (ABAC) and Human Rights are made mandatory to ensure appropriate behaviour and governance.

The Employee Relations function is dedicated towards building a positive and collaborative Work Culture to ensure smooth functioning of your business.

With the objective of capability building, developing future ready workforce and fostering togetherness at the workplace, your Company implements multiple training and engagement programs on an ongoing basis. These include various behavioural and functional programs such as Behavioural based safety, quality tools, TPM, Ownership mindset and programs on current and future skill such as Robotics, Mechatronics, Auto Electric Diagnostics, Electric Vehicle Technology, etc. Automotive Skills Development Council (ASDC) certification program for selected Trainees were also on offer. In its continuous endeavour to improve the employee experience, your Company has been implementing multiple digital initiatives towards automation of Employee life cycle management and also manages punching to billing for contract Labours through integrated Contract Labour Management System (CLMS).

The Mahindra Skill Excellence (MSE) initiative, a holistic approach to enhance the skill and capabilities of shop floor associates, is receiving good participation across manufacturing facilities. Total 2,758 associates across AFS participated for MSE competition during the year.

In an endeavour to improve quality, reduce cost, ensure safety and improve productivity, your Company's shop floor associates managed to generate on an average 12.5 ideas per person in the FY25.

This year, significant emphasis was also laid towards raising awareness on health and wellness of employees in addition to regular annual medical check-ups and health awareness activities. Diet food has become a way of life. The Company maintains an 'Employee Health Index' at an individual level, and this has been a useful tool in identifying employees who require focused counselling and monitoring.

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

The industrial relations scenario continued to be largely positive across all the manufacturing locations. Bonus settlements were closed amicably for all the plants. The sustained efforts towards building a progressive work culture resulted in zero production loss in the FY25 and helped create a collaborative, healthy and productive work environment.

## Safety, Occupational Health and Environment

The Safety, Occupational Health & Environment (SOH&E) Policy of your Company has been in place. During the year under review, as part of an ongoing process, the Company commenced external physical assessments along with Integrated Management System (IMS) certifications as per the following standards: ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018, as per the schedule for its plants for re-certification and surveillance audits.

Management's commitment towards SOH&E is demonstrated by adopting all relevant updates (including recent notifications published) and incorporating them under digitization through the mCompliance 2.0 portal. The Company implemented various initiatives, including periodic reviews at the AFS Safety Conclave to ensure results are monitored by senior management. All new Emission Norms specified by the Government were adhered by following revised notifications and guidelines that comply with overall health and hygiene parameters. The manufacturing conditions and their status were assessed through periodic monitoring and measurement exercises conducted by external authorized agencies.

At manufacturing locations, various annual events such as Road Safety Week, National Safety Day / Month, Fire Service Week, Energy Conservation Week, and Sustainability Day were celebrated. Training programs were enhanced with new topics, introducing sustenance in safety using virtual reality (VR) programs for competency building, which were deployed to train employees. Following VR training, dexterity competitions were conducted for welding, sealer, and paint applications. Critical attributes and Reward & Recognition programs were implemented to honour professionals among employees at the workplace.

For manufacturing, seven initiatives were undertaken to enhance safety performance, including Safety Observation Tours by senior management, Safe Employee of the Month recognition, Hazard Identification and Risk Assessment for all non-routine activities, creation of audio and video visuals on safety, AI-based CCTV cameras, new project safety management, and digitization of safety observations.

Advancements were implemented by studying operational risk and preparing a Personal Protective Equipment (PPE) matrix for Associates and Self-Motivated Teams (SMTs). Basic Hygiene Sensitization Programs for employees, Behavioural-Based training for all contractors, and training programs covering topics such as POSH, Human Rights, ABAC, and the Code of Conduct (COC) were also delivered.

As part of ongoing activities in Safety, Health, and Environment, competency building followed by on-the-job refresher training (OJT) was provided to all associates through Abhiyantriki / Dexterity training schools. Special focus was given to critical operations on safety and fire safety by introducing assessments for various categories of machinery and equipment.

The Company continues to emphasize safety best practices through Safety Observation Tours (SoT), monthly themes on safety topics arising from OHS risks identified, and lifestyle diseases including Diabetes Mellitus (DM), Hypertension, Nutrition, Emotional Wellbeing, and Physical Fitness. Activities like Pro Health Super Specialty ENT clinics, Pulmonary Function Test (PFT) camps, Lung Cancer Awareness Tea Table Talks, webinars on lung cancer awareness and prevention, and Nutrition & World Heart Day Celebrations were conducted. Under the project Aarambh, activities such as "Neuropathy Camp" and "Pro Health Women's Wellness Clinic" (Breast Oncology) were performed and reviewed periodically by senior management.

Horizontal deployment followed by Immediate Corrective Actions (ICA) and Permanent Corrective Actions (PCA) were implemented and reviewed by top management. There has been a reduction in the rate of overall Reportable and Non-Reportable Injuries compared with the previous year, and the Company achieved Zero Fire Incidents in FY25. Monthly theme-based Safety Drives were initiated and reviewed periodically by senior management. These monthly themes were revised, appreciated, and well-participated in sector-wise, with the Safe Employee of the Month for Associates being recognized.

A vigorous drive to eliminate overall at-risk behaviours was conducted by exercising Behaviour-Based Safety (BBS). To reduce fire risk, the Company carried out a fire load study and introduced upgraded fire dousing systems to strengthen fire protection measures and eliminate property losses. Fire risk reduction is monitored by setting revised targets, which are reviewed by senior management for risk mitigation.

All locations have administrative control signages at required areas for various activities covering different sites.

The Company follows the pattern defined by the Central Safety Council (CSC) of Mahindra and Mahindra Group of Companies by establishing a Cross-Functional Team (CFT). This year, the focus was on covering all non-routine activities to eliminate significant risks through the assessment of The Mahindra Safety Way (TMSW). Various Safety, Health & Environment events were conducted on Founders' Day with the topic "Climate Action - Be the Change for Climate". Employees and their family members visited respective manufacturing locations within Mahindra Group Companies to create awareness about Safety, Health, Environment, and Sustainability.

Your Company has maintained both on-site and off-site plans along with a disaster management plan, adopting change processes. Gap audits were carried out for risk evaluation of business and its critical designated licensed storage areas. These audits were conducted by competent persons authorized by respective governing authorities for applicable compliance. Compliance was ensured through rigorous third-party audits covering Statutory Safety, Occupational Health and Environmental, Fire Safety, Electrical Safety Audits, Water Audits, and FSSAI Audits under the Food Safety and Standards Act (FSSI).

During the year under review, your Company achieved substantial improvements in Safety & Health Index results by adopting new initiatives.

To eliminate or minimize the overall environmental impact in line with the "Environmental, Social, and Governance" (ESG) practices, your Company continuously implemented new projects. Revised targets were included in the Balance Score Card and reviewed monthly. Various projects were implemented to achieve reductions in carbon footprint, Zero Waste to Landfill (ZWTL), and continuous monitoring of emissions (Ambient Air and Noise monitoring stations were installed). Reductions in carbon footprint were achieved through energy conservation projects and increasing the share of renewable energy. Energy costs were saved through measures such as the implementation of BLDC fans, energy-efficient lights, motor derating, VFD drive installation, avoiding resource wastage within machines, and enhancing chillers for energy conservation.

Your Company organized a Health and Wellness Stall on Founders' Day to create awareness among the supplier community, encouraging supplier consultation and participation to enable them to overcome current and future business risks.

During the year under review, your Company began complying with Extended Producer Responsibility Organizations (EPRO) targets established by the Central Government (Central

Pollution Control Board) through new EPR notifications on Plastic, Tyres, and Batteries. Efforts were made to eliminate plastic by substituting compostable plastic and recyclable packaging materials.

Your Company implemented various water neutrality initiatives, achieving recycling by processing water through RO systems and improving water balance. These measures resulted in marked improvements in groundwater levels.

Your Company continued its commitment to improving the well-being of employees and contract Associates through monthly Health themes. Various drives were conducted to enhance employees' skills and knowledge, with awareness sessions and webinars on topics such as general health, ergonomics, food pyramids, healthy recipes, visual education on good / bad food choices, and Tea Table Talks to reach maximum employees on the shop floor during teatime. Programs like the Mahindra Master Chef Competition and Surprise Basket LIVE Cooking Competitions further improved awareness.

Renowned faculties conducted programs for Mahindra family members, such as Mass Blood Pressure Screening Camps, Fibro Scans of Liver, BCA Analysis Camps, Tea Table Talks demonstrating stretching and relaxation exercises for mental well-being, World Heart Day celebrations followed by Health Talks by Cardiologists, World Mental Health Day Street Plays, Diabetic Retinopathy and Peripheral Neuropathy Camps, Benign Prostatic Hypertrophy and Prostate Cancer Camps, individual Physiotherapist Consultations, and International Yoga Day Celebrations.

The Company also initiated the Mahindra Cricket League for Men (Season III) and Women (Season II) to encourage physical fitness at the workplace. First aid refresher training programs were organized for employees and associates and videos were created to improve dexterity and posture for shop floor employees.

During the year, World Health Day was celebrated by arranging a Body Composition Analysis Camp, Nutritionist Consultations, Cardiology, Gastroenterology, and Neurology Clinics for all employees.

The Company aims to increase awareness of environmental protection among all stakeholders by celebrating World Ozone Day, World Environment Day, World Earth Day, World Water Day, Energy Conservation Week, and Water Conservation Week annually.

### Certifications/Recertifications

All Plants of your Company underwent Surveillance Audits and were certified for ISO 45001:2018 and ISO 14001:2015 standards. Furthermore, all Plants implemented Integrated Management Systems (IMS). Your Company was re-certified for Zero Waste to Landfill with a 99% and above conversion rate, demonstrating a commitment to maximizing waste recycling and protecting the environment.

Senior Management revises and reviews SOH&E performance periodically. The focus on new initiatives involving all stakeholders, coupled with management reviews, has helped your Company demonstrate further steps towards excellence in SOH&E performance.

## K. BOARD & COMMITTEES

### Directors

As mentioned in the previous Annual Report, and during the year, Dr. Vishakha N. Desai (DIN: 05292671) ceased to be an Independent Director of the Company with effect from 1st May, 2024, upon completion of her second term as an Independent Director of the Company.

Further, Mr. Vikram Singh Mehta (DIN: 00041197) ceased to be an Independent Director of the Company with effect from 8th August, 2024 upon completion of his second term of five consecutive years from 8th August, 2019 to 7th August, 2024 as approved by the Shareholders at the Seventy-Third Annual General Meeting of the Company held on 7th August, 2019.

Mr. Haigreve Khaitan (DIN: 00005290) also ceased to be an Independent Director of the Company with effect from 8th August, 2024 upon completion of his first term of five consecutive years from 8th August, 2019 to 7th August, 2024 as approved by the Shareholders at the Seventy-Third Annual General Meeting of the Company held on 7th August, 2019.

The Board has placed on record its deep appreciation of the invaluable services rendered by Dr. Vishaka N. Desai, Mr. Vikram Singh Mehta and Mr. Haigreve Khaitan during their tenure as Independent and Non-Executive Directors of the Company.

### Appointment of Non-Executive Directors

As mentioned in the previous year's Annual Report, at the Seventy Eighth Annual General Meeting held on 31st July, 2024, the Shareholders of the Company, basis the recommendation of the Board of Directors, approved the following:

- Appointment of Ms. Padmasree Warrior (DIN: 10387032) as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 17th May, 2024 to 16th May, 2029 (both days inclusive);



- Appointment of Mr. Ranjan Pant (DIN: 00005410) as a Non-Executive and Non-Independent Director of the Company with effect from 17th May, 2024, liable to retire by rotation;
- Appointment of Mr. Sat Pal Bhanoo (DIN: 10482731) as a Non-Executive and Non-Independent Director of the Company representing Life Insurance Corporation of India, with effect from 17th May, 2024, liable to retire by rotation.

### Re-appointment of Dr. Anish Shah, Managing Director and Chief Executive Officer designated as "Group CEO and Managing Director" and Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector)

As mentioned in previous year's Annual Report, at the Seventy Eighth Annual General Meeting held on 31st July, 2024, the Shareholders of the Company, basis the recommendation of the Board of Directors, approved the following:

1. Re-appointment of Dr. Anish Shah as the "Managing Director and Chief Executive Officer" designated as "Group CEO and Managing Director" of the Company with effect from 1st April, 2025 to 31st March, 2030 (both days inclusive), liable to retire by rotation.
2. Re-appointment of Mr. Rajesh Jejurikar as a Whole Time Director designated as "Executive Director and CEO (Auto and Farm Sector)" of the Company, for a period commencing from 1st April, 2025 to 24th June, 2029 (both days inclusive), liable to retire by rotation.

### Re-appointment of Ms. Shikha Sharma as an Independent Director

Pursuant to the recommendation of the Governance, Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 16th May, 2024, approved the re-appointment of Ms. Shikha Sharma (DIN: 00043265) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 8th August, 2024 to 7th August, 2029 (both days inclusive).

Further, the Shareholders of the Company at the Annual General Meeting held on 31st July, 2024 basis the recommendation of the Board of Directors approved the aforementioned re-appointment of Ms. Shikha Sharma as an Independent Director of the Company.

### Re-appointment of Two Independent Directors for a Second Term

The Shareholders of the Company at the 75th Annual General Meeting held on 6th August, 2021, basis the recommendation of the Board, approved:

- Appointment of Ms. Nisaba Godrej (DIN: 00591503) as an Independent Director for a term of 5 (five) consecutive years commencing from 8th August, 2020 to 7th August, 2025.
- Appointment of Mr. Muthiah Murugappan (DIN: 07858587) as an Independent Director for a term of 5 (five) consecutive years commencing from 8th August, 2020 to 7th August, 2025.

The Governance, Nomination and Remuneration Committee, on the basis of performance evaluation of Ms. Nisaba Godrej and Mr. Muthiah Murugappan and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by them during their tenure, has recommended to the Board that the continued association of Ms. Nisaba Godrej and Mr. Muthiah Murugappan as Independent Directors would be beneficial to the Company.

Based on the above and their performance evaluation, the Board at its Meeting held on 5th May, 2025 has recommended to the Shareholders for their approval, the re-appointment of Ms. Nisaba Godrej and Mr. Muthiah Murugappan as Independent Directors for a Second Term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030.

Brief Profiles of Ms. Nisaba Godrej and Mr. Muthiah Murugappan are provided in the Corporate Governance Report forming part of the Annual Report.

Ms. Nisaba Godrej and Mr. Muthiah Murugappan are not debarred from holding the office of Director on account of any order of SEBI or any other such authority.

The Company has received the requisite Notices from a Member in writing proposing their re-appointment as Independent Directors.

### Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Listing Regulations.

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

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA").

The Independent Directors are also required to undertake online proficiency self-assessment test conducted by IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

The Independent Directors of the Company are exempt from the requirement to undertake online proficiency self-assessment test except Mr. Muthiah Murugappan who has successfully completed the online proficiency self-assessment test.

## Lead Independent Director

Mr. Vikram Singh Mehta ceased to be the Independent Director of the Company with effect from 8th August, 2024 and as such also ceased to be the "Lead Independent Director" of the Company, upon completion of his second term of five consecutive years from 8th August, 2019 to 7th August, 2024 as approved by the Shareholders at the Seventy-Third Annual General Meeting of the Company held on 7th August, 2019.

Mr. T. N. Manoharan, Independent Director, Chairman of the Audit Committee, Governance, Nomination and Remuneration Committee, Risk Management Committee and Member of the Strategic Investment Committee of the Board is the Lead Independent Director of the Company with effect from 8th August, 2024. The role and responsibilities of the Lead Independent Director are provided in the Corporate Governance Report forming part of this Annual Report.

## Retirement by rotation

Mr. Anand G. Mahindra and Mr. Rajesh Jejurikar, retire by rotation and being eligible, offer themselves for re-appointment at the 79th Annual General Meeting of the Company scheduled to be held on 31st July, 2025.

## Board Evaluation

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

### Feedback Mechanism

Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of time spent on strategic issues, effectiveness of Governance practices, setting corporate culture and values, execution and performance of specific duties, obligations and governance. The performance evaluation was carried out based on the responses received from the Directors.

### Evaluation of Committees

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

### Evaluation of Directors and Board

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

### Criteria for Independent Directors

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

Performance Evaluation indicators for Independent Directors include contributing to and monitoring Corporate Governance Practices, introduce International Best Practices to address Business Challenges and Risks and Participation in Long Term Strategic Planning.

### Criteria for Chairman

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

### Criteria for Managing Director and Executive Director

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

### Results of Evaluation

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

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

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

As part of the Company's annual strategy planning process, the Company organised a Strategy Offsite with the Board to deliberate on various topics related to strategic planning, progress of ongoing strategic initiatives, risks to strategy execution and the need for new strategic programs to achieve the Company's long-term objectives.

The evaluation outcomes for the year under review were thoroughly deliberated upon with the Board Members, Committee Chairpersons, and individual Directors.

The Board Evaluation reaffirms the Board's strong commitment to governance and strategic oversight, as evidenced by the proactive leadership of its members, the effectiveness of Committees and the engagement of senior management. A key insight highlights the Board's independence and steadfast dedication to upholding rigorous governance standards, ensuring transparency and fostering sustainable value creation for stakeholders.

The evaluation also highlights the efficiency and strategic organization of Board Meetings, which are meticulously planned and effectively led by the Chair to ensure productive discussions and informed decision-making. Additionally, the Committees have also showcased effective management and performance, particularly in governance and internal controls, reflecting their dedication to maintaining high standards in their respective areas of focus.

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

The Directors expressed their satisfaction with the Evaluation process. During the year under review, GNRC ascertained and reconfirmed that the deployment of "questionnaire" as a methodology, is effective for evaluation of performance of the Board and Committees and individual Directors.

## Retirement of Company Secretary and Compliance Officer

During the year, the Board at its Meeting held on 31st March, 2025, noted and approved the Retirement of Mr. Narayan Shankar (ICSI Membership No. A8666), Company Secretary of the Company with effect from close of 1st April, 2025, pursuant to his reaching the age of Superannuation and consequent cessation as Compliance Officer of the Company under Listing Regulations and also as the Key Managerial Personnel and Senior Management Personnel of the Company.

The Board expressed heartfelt gratitude for the exceptional contributions of Mr. Narayan Shankar during his remarkable tenure of almost 24 years with the Company. His expertise in Mergers, Restructuring, and Corporate Governance with an ability to manage multiple complex projects seamlessly and provide strategic guidance ensured smooth execution of key initiatives. He also played a crucial role in upholding and enhancing the standards of Corporate Governance across the Mahindra Group. Under his visionary leadership, the Company achieved several Governance Milestones, including the prestigious Golden Peacock Global Award for Excellence in Corporate Governance (under the Automobile Sector) and recognition by IiAS in the Leadership category of the Indian Corporate Governance Scorecard Assessment, both for last 4 consecutive years. During his tenure, the Company also secured the ICSI National Award for Excellence in Corporate Governance on three occasions. His unwavering dedication, integrity, and exemplary commitment to strengthening the governance framework have left an indelible mark on the organisation.

The Board conveyed its best wishes to Mr. Narayan Shankar as he embarks on the next chapter of his journey and recorded that his legacy of excellence and ethical leadership will continue to inspire the Mahindra Group.

## Appointment of Interim Company Secretary

The Board at its Meeting held on 31st March, 2025, also approved appointment of Ms. Divya Mascarenhas (ICSI Membership No. F10249), as Company Secretary of the Company and Compliance Officer under Listing Regulations (in the Interim capacity) designated as "Interim Company Secretary" who would also be Key Managerial Personnel and part of Senior Management Personnel with effect from 2nd April, 2025.

## Policies

Your Company has adopted the following Policies:

(a) Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management;

(b) Policy for remuneration of the Directors, Key Managerial Personnel and other employees.

Policy (a) mentioned above includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down in the said Policy, succession planning for Directors and Senior Management, and Policy statement for Talent Management framework of the Company.

Policy (b) mentioned above sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in the Company.

Policies mentioned at (a) and (b) above are available on the website and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

## Familiarisation Programme for Independent Directors / Non-Executive Directors

The Members of the Board of the Company are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Independent Directors meet the business and functional heads and provide their inputs and suggestions on strategic and operational matters at the quarterly Board / Committee Meetings.

Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organization structure, constitution of various committees, board procedures, risk management strategies, etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails, etc.

During the FY25, the Board at its Meeting held on 7th and 8th February, 2025, noted, deliberated and discussed various matters, *inter alia*, relating to Governance, Performance of the Group as whole, Growth Drivers, Technology, Company's Strategy for Auto and Farm Business and Group's other Businesses Strategic outlook.

This initiative achieves two key objectives: it allows Board members to leverage their expertise on strategic initiatives while also immersing them in the intricacies of execution and the challenges associated with specific Businesses.

In essence, this approach equips Board members with a rounded perspective on the strategic challenges the Group faces, the competitive advantages it aims to establish, and a clear overview of the execution strategy.

Additionally, this event fosters meaningful engagement between Board members and the Senior Leadership from various business segments and subsidiaries, promoting collaboration and insight sharing.

During the year, the Company transitioned to the Nasdaq BoardVantage portal, replacing the old Board Portal. This web-based platform is accessible to all Directors and includes all the necessary papers and documents, *inter alia*, including Agendas, Minutes, Presentations, etc.

This upgrade to the BoardVantage Portal from in-house Board Portal enhances the efficient and effective Conduct of Meetings and provides with accessibility and organisation of important documents and resources for the Board.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including periodic review of Investments of the Company at Strategic Investment Committee Meetings, Regulatory updates, Industry Outlook, Business Strategy at the Board Meetings and changes with respect to Listing Regulations, Framework for Related Party Transactions, etc. at the Audit Committee Meetings, various Business Entity Risks, etc. at the Risk Management Committee Meetings, Product Launches and Showcase of New Vehicles, Session on Geopolitics, etc. The details as required under Regulations 46 and 62(1A) of the Listing Regulations are available on the website of your Company at the web link: https://www.mahindra.com/resources/FY25/AnnualReport.zip.

## Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, your Directors, based on the representations received from the Operating Management and after due enquiry, confirm that:

(a) in the preparation of the annual accounts for the Financial Year ended 31st March, 2025, the applicable accounting standards have been followed;

(b) they had in consultation with Statutory Auditors, selected accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for the year ended on that date;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down adequate Internal Financial Controls to be followed by the Company and such Internal Financial Controls were operating effectively during the Financial Year ended 31st March, 2025;

(f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the Financial Year ended 31st March, 2025.

## Board Meetings and Annual General Meeting

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

During the year 1st April, 2024 to 31st March, 2025, seven Board Meetings were held on: 16th May, 2024, 31st July, 2024, 7th November, 2024, 7th and 8th February, 2025, 20th February, 2025, 28th February, 2025 and 31st March, 2025. The 78th Annual General Meeting (AGM) of the Company was held on 31st July, 2024 through Video Conferencing / Other Audio Visual Means.

## Meetings of Independent Directors

The Independent Directors of your Company often meet before the Board Meetings without the presence of the Chairman of the Board or the Managing Director or the Executive Director or other Non-Independent Directors or Chief Financial Officer or any other Management Personnel.

These Meetings are conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to, *inter alia*, review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and

Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Four Meetings of Independent Directors were held during the year and these meetings were well attended.

## Audit Committee

As mentioned in the previous year's Annual Report, the Board at its Meeting held on 16th May, 2024 re-constituted the Audit Committee with effect from 8th August, 2024 and appointed Mr. Muthiah Murugappan as a Member in place of Mr. Vikram Singh Mehta upon completion of his tenure on 7th August, 2024.

Further, after cessation of Mr. Haigreve Khaitan as Independent Director of the Company with effect from 8th August, 2024 pursuant to completion of his first term of appointment, the Board at its Meeting held on 7th November, 2024 noted the consequent changes in Audit Committee Composition with effect from 8th August, 2024, which currently comprises of three Directors viz. Mr. T. N. Manoharan (Chairman of the Committee), Ms. Shikha Sharma and Mr. Muthiah Murugappan.

All the Members of the Committee are Independent Directors and possess strong accounting and financial management knowledge. The Company Secretary of the Company is the Secretary of the Committee.

All the recommendations of the Audit Committee were accepted by the Board.

## L. GOVERNANCE

## Corporate Governance

Your Company has a rich legacy of ethical governance practices, many of which were established by the Company even before legal requirements came into effect. Your Company remains committed to transparency in all its transactions and places a high priority on business ethics.

Your Company continued to feature in the 'Leadership' category in the Corporate Governance Scorecard 2024 which is developed by Institutional Investor Advisory Services India Limited ("IiAS") with support from International Finance Corporation ("IFC") and BSE Limited ("BSE"). Further, your Company has been awarded the prestigious 'Golden Peacock Global Award for Excellence in Corporate Governance' for the year 2024 (under the Automobile Sector).

A Report on Corporate Governance along with a Certificate from the Statutory Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations forms part of this Annual Report.

## Compliance Management

The Company has adopted a compliance management tool viz. mCompliance 2.0 Portal which provides system-driven alerts to the respective owners for complying with the applicable laws and regulations. Certificates capturing the compliance status of all laws and regulations applicable to the Company are generated at the end of each quarter and submitted by the Managing Director to the Board.

## Ethics Framework

The Company's revised Code of Conduct ("the Code") for employees outlines the commitment to the principles of integrity, transparency, and fairness. It enables the Company and its employees to make the right choices and demonstrate the highest standards of integrity and ethical behaviour.

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

The Code of Conduct and all the Company's policies are accessible on the Company's website; in the Governance section at the Web-link: https://www.mahindra.com/sites/default/files/2024-06/Code-of-Conduct-Employees.pdf and on the Rise@Work, the Company's intranet as well as on the mobile app Me-connect.

New joiners are mandatorily required to undertake e-learning modules on the Code, POSH and ABAC. In addition to this, an Annual Compliance Declaration Module is mandated for the employees.

In order to achieve regular reinforcement of the Code and policies across the Company; the Ethics program has the support of 135 Ethics Counsellors who help the Company to amplify the values which the Company stands for and facilitate regular conversations and training with their cohorts. The Ethics Counsellors are trained by subject matter experts (internal/external) on ethics and policies throughout the year. During the year, they have trained approximately 10,000 employees across various geographies on the Code and policies related to ABAC, G&E, POSH and WB. Further, your Company has driven sensitisation on the Code and other ethics policies vide ethical guidelines, emailers, videos, standees and posters across locations.

The Company's Vigil mechanism process is clearly defined for identifying and resolving breaches related to the Code of Conduct and the Company's Ethics Policies. It is regularly communicated throughout the Company vide the 'Speak Up Campaign'. Data relating to such breaches is reviewed by the Corporate Governance Council and the Audit Committee that helps in determining the allocation of resources for future policy development, any review of policies, process improvement, training and awareness initiatives. The Corporate Governance Council ensures that the Ethics & Governance framework is executed effectively. The Group Ethics and Governance Committee and Business Ethics and Governance Committees help to ensure decisions on substantiated cases are taken in a fair, just and consistent manner across various functions of that business.

## Vigil Mechanism

The Vigil Mechanism as envisaged in the Companies Act, 2013, read with the Rules prescribed thereunder, and the Listing Regulations is implemented through the Company's Whistle-Blower Policy. The Whistle-Blower Policy of your Company is available on the Company's website and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/sites/default/files/2024-05/Whistle-blower-Policy-Revised.pdf

Revised.pdf.

It enables the Directors, employees and all stakeholders of the Company to report genuine concerns (about unethical behaviour, actual or suspected fraud, or violation of the Code) and provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee.

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

During the year, the Company received 126 whistle-blower complaints, out of which 116 complaints were investigated and appropriate actions were taken and investigations were underway for the remaining 10 complaints. All complaints are tracked and monitored on timely basis.

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

The Company adopts a zero-tolerance approach towards sexual harassment at workplace. A detailed Prevention of Sexual Harassment at Workplace Policy ("POSH Policy") is in place as per the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act"). The POSH Policy of the Company is available on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/policy-on-prevention-of-sexual-harassment.

The POSH Policy is also available in 8 vernacular languages. All employees (permanent, contractual, temporary, trainees) as defined under the Act are covered in this Policy. The POSH Policy is gender inclusive, and the framework ensures complete anonymity and confidentiality.

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

During the fiscal year under review, 22 complaints alleging sexual harassment were filed and 19 were resolved by taking appropriate actions as per the provisions of the Act. 3 complaints are pending inquiry as of 31st March, 2025. All complaints are tracked and monitored on timely basis.

Continuous awareness in this area has been created through the POSH campaign reiterating Mahindra's commitment to providing a safe workplace to all its employees. During the year, the Company organised sensitization and awareness programs vide inductions for new joiners, e-learning modules for all employees' trainees, associates including sending emailers, creating standees and posters to sensitise all

employees to conduct themselves in a professional manner. Further, virtual and classroom training sessions were conducted by the Company's Ethics Counsellors.

## Business Responsibility and Sustainability Report

In terms of Regulation 34 of the Listing Regulations, Top 1,000 listed entities based on market capitalization shall submit a Business Responsibility and Sustainability Report ("BRSR") in the format as specified by SEBI from time to time.

Top 250 Listed Entities are mandatorily required to undertake assessment or assurance of BRSR Core for the FY25.

The Company has prepared the BRSR for the FY25 in accordance with the format as prescribed by SEBI vide its Master Circular dated 11th November, 2024 (including amendments thereto) along with the Industry Standards on BRSR Core as prescribed by SEBI dated 20th December, 2024.

The BRSR aims to provide quantitative and standardized disclosures on ESG parameters, facilitating meaningful comparisons across companies, sectors, and time periods. These disclosures are designed to empower investors to make informed investment decisions. The BRSR shall also enable the Company to engage more meaningfully with stakeholders, to look beyond financials and towards social and environmental impacts.

The BRSR of your Company for the FY25 forms part of this Annual Report as required under Regulation 34(2)(f) of the Listing Regulations.

Your Company firmly believes that sustainable and inclusive growth is achievable by leveraging environmental and social responsibility. Your Company is dedicated to setting ambitious targets while enhancing economic performance to ensure both business continuity and rapid growth.

Your Company is committed to leverage 'Alternative Thinking' as a strategic approach to build competitive advantage in achieving high shareholder returns through customer centricity, innovation, good governance and inclusive human development while being sensitive to the environment.

## Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. These levels form the strategic defence cover of the Company's risk management. The Company has a robust organizational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee of the Board which is authorized to monitor and review risk management plan and risk certificate. The Committee is also empowered, *inter alia*, to review and recommend to the Board modifications to the Risk Management Policy. Further, the Board has constituted a Corporate Risk Council comprising the Senior Executives of the Company. The terms of reference of the Council include review of risks and Risk Management Policy at periodic intervals.

Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Framework of the Company includes identification of risks, including cyber security and related risks and also those which in the opinion of the Board may threaten the existence of the Company. Risk management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives. Further, it is embedded across all the major functions and revolves around the goals and objectives of the organization.

## M. CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

## Corporate Social Responsibility (CSR)

Over the years, your Company has measured success not just in business achievements, but also by the positive impact it creates in the lives of individuals and communities. Your Company's story is interwoven with India's progress, built on the belief that investing in human potential and addressing national priorities is the cornerstone of nation-building. This aligns with the Company's purpose to drive positive change in the lives of our communities. Through the flagship CSR initiatives focussed on women and girls, the Company is targeting key constituencies essential for nation building.

Your Company sees the impact of its work in the growing confidence of young girls as they develop leadership skills, in the success of first-generation women professionals gaining job-ready skills thereby securing lucrative jobs, and in the rural communities where farmers benefit from enhanced livelihood income through water conservation programmes. Together, these interconnected initiatives create a powerful ecosystem of opportunity where individual empowerment and community development reinforce each other, maximizing the social impact.

Your Company is deeply committed, supporting not just foundational learning but shaping the future of higher education in India. By supporting institutions like Mahindra University, your Company fosters ecosystems where academic excellence converges with real-world application, preparing the next generation of leaders and innovators. Further reinforcing this commitment, your Company's merit and need-based scholarship programs ensure that young people can Rise to their potential regardless of their circumstances.

Youth skilling in the Automotive Sector is a key focus area for your Company's commitment to building a future-ready, industry-aligned workforce. As part of this commitment, your Company has supported upgradation of infrastructure, developed an industry-aligned curricula and trained both students and faculty across 110 Industrial Training Institutes ("ITIs") in India. These initiatives not only enhance workforce readiness but also foster inclusive growth, contributing meaningfully to India's vision of becoming a *Viksit Bharat* by 2047.

As your Company moves forward, it will continue to leverage CSR as a force for good by deepening stakeholder engagement, advancing the UN Sustainable Development Goals (SDGs), and building a more equitable India. The Company aims to ensure that everyone has the opportunity to Rise. #TogetherWeRise

The impact of some of the flagship CSR initiatives your Company invested in FY25 is shown below:

### Empowering Girls

Starting from the academic year 2024-25, Project Nanhi Kali has embarked on a new journey to empower girls from lower-income backgrounds by supporting them from Grades 6 to 10 through targeted educational and sports initiatives. In alignment with the National Education Policy 2020, the program now emphasizes holistic development by integrating curricular and extracurricular activities in schools, helping girls transition more seamlessly from school to higher education and employment opportunities. Project Nanhi Kali has also introduced two new programs: Skill Bridge, a program on English language and job preparedness for adolescent girls, and Teacher Training program on 21st century skills, in line with the recommendations of the National Education Policy 2020.

In FY25, Project Nanhi Kali supported the education of 1,79,175 underserved girls. Of these, 1,70,793 girls participated in the academic interventions during school hours and sports training programme after school hours in 1,878 schools across 20 districts in 7 states of India. The Mahindra Group supported 77,112 girls of which your Company supported 39,373 girls. An additional 8,382 girls were trained under the Skill Bridge program conducted in 4 states. Of these, The Mahindra Group supported 1,008 girls, and your Company supported 776 girls. Additionally, 1,000 school teachers from non-Nanhi Kali schools were trained under the Teacher Training program in 3 states, fully supported by your Company. This Teacher Training program will further impact the lives of an additional 1,00,000 girls.

Over the years, Project Nanhi Kali has been able to improve attendance, reduce dropout rates, and enhance the learning levels of girls. Since its inception, Project Nanhi Kali has supported the education of 8,74,266 underprivileged girls.

### Empowering Women

Since its inception, Project Kaabil, the Company's flagship women's empowerment initiative has positively impacted over a million women (10,09,592 women), marking a significant milestone and demonstrating advancing women's progress. Project Kaabil follows a dual approach through both in-person and digital interventions, enabling your Company to skill over 2,44,485 women in FY25 across 3 pathways as shown below:

**Employability Skilling:** The Mahindra Group's flagship employability skilling program under Project Kaabil provides digital, life and soft skills training focused on communication and critical thinking. This enables candidates to navigate and secure formal wage employment, thereby making them more "job-ready" and employable. The training is provided to women who are studying in their final year in Government/Government-aided colleges, ITIs, Polytechnic and other Institutes at a Pan-India level. In FY25, this initiative reached out to 1,75,989 women across 20 states, out of which The Mahindra Group supported 1,37,268 women. Of these, 89,400 women were supported through your Company.

**Domain Skilling:** Under this initiative of Project Kaabil, the candidates are trained majorly in the domains of Automotive, IT/ITES, Hospitality, Healthcare, Retail, Entrepreneurship and Apparel sectors across 15 states, equipping them with vocational skills required to secure jobs in these industries. In FY25, this initiative reached out to 12,242 women out of which 11,792 women were trained with support of the Mahindra Group. Of these, 10,639 were supported through your Company.

**Agri Skilling:**

**Regenerative Agriculture:** This initiative of Project Kaabil has enabled women farmers to use regenerative agricultural practices and undergo bio-diversity training to improve soil fertility and increase productivity. This has ensured food and nutrition security for their families, along with enhanced income levels. The Mahindra Group supported 52,443 women farmers in FY25 from Muktsar Sahib and Tarn Taran in Punjab, Shravasti in Uttar Pradesh, as well as Araku in Andhra Pradesh. Of this, 50,000 women were supported by your Company. This intervention helped women farmers reduce their agriculture input costs and in future will help them enhance their livelihood income with sale of crops.

**Farm Skilling:** Under the farm skilling initiative of PRERNA, your Company supported 3,811 women farmers by training them in effective farming practices and providing them with advisory services which include soil health, access to gender-friendly farm equipment, linkages to Government welfare support initiatives, resource efficient agriculture methodologies, and increasing crop productivity.

**Technological Integration:** In addition to the physical intervention programs, the Company has recently launched a technical integration to create outreach and achieve scale via a job placement portal for young women. Kaabil app and website is a digital platform for young women entering the job force with skill development training modules, hyper-local job opportunities, career counselling and mentorship to enable women to navigate hyper-local jobs at entry level and stay invested towards longer term career opportunities they may otherwise not be familiar with.

**Environment Conservation**

Jal Samriddhi (Water conservation) has been a flagship CSR initiative across the business locations of the Company. The focus is on capacity building of farmers and community in creating/rejuvenating water harvesting structures for water conservation, soil erosion prevention, improving soil health, and crop diversification. These efforts increased water harvesting potential for irrigation and drinking by positively impacting surface and ground water levels.

In FY25, under Jal Samriddhi project, your Company undertook creation and renovation of 611 water harvesting structures resulting in 3,758.18 lakh litres of water harvesting potential and an increase in irrigation potential across 1,942.2 hectares. Cumulatively 15,173.45 hectares were covered under water management initiatives and more than 48,781 farmers and community members have benefitted through water conservation. This includes a collaborative project undertaken with NABARD in Kadwa river basin, Igatpuri (Nashik District) which is a long term project aimed to ensure water security in the water scarce area. In total, 117 villages were covered across 7 states.

**Employee Volunteering**

Employee volunteering continues to be a vital component of your Company's CSR efforts. Through the Employee Social Options (Esops) and MySeva platforms, the Company's employees contributed to various social causes including blood donation drives, tree plantation, cleanliness drives, health check-up camps, supported government schools, and diverse community engagement activities. The Mahindra Group employees invested 3,82,405 person hours through the Esops Platform (Company organized), and 1,28,282 person hours were contributed through MySeva (individual social responsibility). Your Company's employees contributed 69,471 person hours towards a variety of social causes, of which 69,267 person hours were invested through Esops and 204 person hours were contributed through MySeva. The third edition of Mahindra Volunteering Day was held on 5th December, 2024, wherein 37,357 enthusiastic volunteers contributed 1,14,996 person hours in various activities.

**During the last Financial Year, your Company was humbled to receive the following awards for its contribution to society, further motivating to serve its communities.**

1. CII Sustainability award for 'CSR Domain Excellence' Category (December 2024)
2. 'One Decade Excellence in CSR Award' by Honourable Governor of Maharashtra (July 2024)
3. 'Beyond Business Impact Award' by Population First for Project Nanhi Kali (March 2025)
4. Mahatma Award for Gender Equality for Project Kaabil presented to Mahindra and Mahindra Limited and Centum Foundation (October 2024)
5. Brandon Hall Group Gold Award for 'Best Corporate Outreach to Promote Diversity, Equity, Inclusion, and Belonging in Communities' Category for Project Employability Enhancement Training (EET)- Project Kaabil to Mahindra and Mahindra Limited and Centum Foundation (August 2024)
6. 'Best CSR Initiative' at ITOTY CSR Award for Project Jal Samriddhi to Swaraj Division (July 2024)
7. 'Best CSR Initiative' at ITOTY CSR Award for Project SDC Mahindra to Mahindra Tractors (July 2024)
8. CSR Times Award to Project Integrated Village Development to Swaraj Division (August 2024)
9. Government of Rajasthan Bhamashah Award for Project Gyandeep to Farm Division Jaipur (September 2024)
10. Government of Rajasthan Bhamashah Award for Project Gyandeep to Swaraj Division (September 2024)

## CSR Policy

The Corporate Social Responsibility Committee had formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was subsequently adopted by it and is being implemented by the Company. The CSR Policy including a brief overview of the projects or programs undertaken by the Company can be accessed in the Governance section of the website, the link of the same is https://www.mahindra.com/investor-relations/policies-and-documents.

## CSR Committee

As mentioned in the previous year's Annual Report, the Board of Directors at its Meeting held on 18th and 19th March, 2024 re-constituted the Corporate Social Responsibility Committee (CSR Committee). Dr. Vishakha N. Desai ceased to be the Chairperson and Member of the Committee with effect from 1st May, 2024, upon completion of her second term as an Independent Director of the Company and Mr. Vikram Singh Mehta was inducted in her place as Chairman of the CSR Committee.

Further, the Board at its Meeting held on 16th May, 2024, re-constituted the CSR Committee by inducting Ms. Padmasree Warrior, Independent Director as a Member with effect from 17th May, 2024 and appointing Mr. Muthiah Murugappan, Member of the CSR Committee as the Chairman of the CSR Committee with effect from 8th August, 2024 pursuant to cessation of Mr. Vikram Singh Mehta as an Independent Director of the Company and as Chairman and Member of the CSR Committee with effect from 8th August, 2024.

The CSR Committee currently comprises of Mr. Muthiah Murugappan (Chairman), Mr. Anand G. Mahindra, Dr. Anish Shah, and Ms. Padmasree Warrior.

The Committee, *inter alia*, reviews and monitors the CSR as well as Business Responsibility and Sustainability activities.

During the year under review, your Company spent Rs. 152.36 crores on CSR activities. The amount equal to 2% of the average net profit for the past three financial years required to be spent on CSR activities was Rs. 152.23 crores. The Board has considered the Impact Assessment Reports at its meeting held on 5th May, 2025. The detailed Annual Report on the CSR activities undertaken by your Company in the FY25 along with the Executive Summary for Impact Assessment Reports of the applicable projects, is annexed herewith and marked as Annexure VI.

The complete Impact Assessment Reports of the applicable projects can be accessed at the Web-link: https://www.mahindra.com/resources/FY25/AnnualReport.zip.

## Sustainability

Sustainability continues to be a big focus area for the Company with the intent to integrate it as a part of the core business strategy. During the year under review, the 17th Sustainability Report for the year FY24 was released. The Report was externally assured by DNV Business Assurance India Private Limited and prepared in accordance with the GRI (Global Reporting Initiative) Standards.

Your Company continues to focus on building 'Planet Positive' Mahindra businesses by focusing on three key pillars, namely greening ourselves, decarbonizing the industry and rejuvenating nature. Under the 1st pillar of greening ourselves, the Company is working to reduce direct

environmental impact of its operations by increasing share of renewable energy, improving energy efficiency, focusing on water stewardship, and embedding material circularity principles and working to minimize waste generation and ensure no waste goes to landfill. Under decarbonising the industry, actions are being taken to offer green products and services such as a transition to electric vehicles and alternate fuel portfolio, while also enabling supply chain to follow environment friendly practices and even working on areas like end of vehicle recycling. Beyond the industry boundary, to rejuvenate nature and create positive social impact, the Company aims in driving sustainable farming practices via its business and CSR programs and is investing to ensure biodiversity protection and restoration. All group companies have set prepared plans related to the 'Planet Positive' framework. The targets have also been reviewed in Group Sustainability Council chaired by Dr. Anish Shah, Group CEO and Managing Director.

The Company also continues to lead on ESG reporting and disclosure. The Company has done detailed ESG disclosure under Dow Jones Sustainability Index (DJSI) reporting framework, Carbon Disclosure Project (CDP), World Economic Forum's (WEF) stakeholder capitalism metrics to name a few.

Your Company has continued to drive advocacy towards climate action at both national and international forums via deep engagement with global and domestic climate organisations, industry association and government engagement. The Company is also committed to Science Based Target, an initiative to restrict average global temperature rise in alignment with Paris Climate Change Agreement. The Group is committed to become Carbon Neutral by 2040 or sooner. The Sustainability performance of your Company for the FY25 will be elaborated in detail in the GRI Report which is under preparation and will be ready for release shortly.

Your Company was also recognized for its leadership position in sustainability, during the year under review:

- The Company achieved Leadership Status in the #DJSI World Index 2024 for the Automobile Industry, also becoming the 1st Indian 'Auto' Company to enter World Index for 4 consecutive years, 1/7 auto companies globally part of World Index. It was also included in S&P Global Sustainability Yearbook 2025.
- A reputed global agency 'Globescan' acknowledged the Company as one of the leading organizations in APAC region for seamlessly integrating sustainability into the business strategy.
- The Company was honoured in the inaugural edition of TIME's World's Most Sustainable Companies 2024 list. This recognition spans 30 countries, with over 5,000 companies assessed.

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as Annexure VII and forms part of this Report.

## N. SECRETARIAL

### Share Capital

During the year under review, the Authorised Share Capital of the Company stood increased to Rs. 15,459.50 crores divided into 27,86,90,00,000 Ordinary (Equity) Shares of Rs. 5 each and 25,00,000 Unclassified shares of Rs. 100 each and 150,00,00,000 Preference Shares of Rs. 10 each, pursuant to Scheme of Merger by Absorption of Mahindra Heavy Engines Limited and Mahindra Two Wheelers Limited and Trringo.com Limited, wholly owned subsidiaries of the Company, with the Company and their respective shareholders becoming effective from 6th June, 2024.

The issued, subscribed and paid-up Share Capital of the Company stood at Rs. 621.76 crores divided into 124,35,28,831 Ordinary (Equity) shares of Rs. 5 each. There was no change in the issued, subscribed and paid-up Share Capital of the Company during the year under review.

### Compliance with the provisions of Secretarial Standard 1 and Secretarial Standard 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly complied by your Company.



### Annual Return

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is placed on the website of the Company and can be accessed at the Web-link https://www.mahindra.com/resources/FY25/AnnualReport.zip.

## O. POLICIES

The details of the Key Policies adopted by the Company are mentioned at Annexure VIII to the Board's Report.

## P. PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

There is one proceeding initiated / pending against your Company under the Insolvency and Bankruptcy Code, 2016 which does not materially impact the business of the Company. The Company is contesting the matter based on merits.

## Q. GENERAL

Neither the Managing Director nor the Executive Director received any remuneration or commission from any of the subsidiaries of your Company.

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions / events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme save and except Employees Stock Option Schemes (ESOS) referred to in this Report.
3. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
4. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
5. There has been no change in the nature of business of your Company.
6. The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.
7. There was no revision of financial statements and Board's Report of the Company during the year under review.

For and on behalf of the Board

**ANAND G. MAHINDRA**
Chairman
DIN: 00004695

Mumbai, 5th May, 2025

## ANNEXURE I

### Dividend Distribution Policy

The Dividend Distribution Policy ("the policy") establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The policy shall come into force for accounting periods beginning from 1st April, 2016.

Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value Rs. 5 each. The Company currently has no other class of shares. Therefore, dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the shareholders, as may be permitted by the Companies Act. The Board may also declare interim dividends as may be permitted by the Companies Act.

The Company has had a consistent dividend policy that balances the objective of appropriately rewarding shareholders through dividends and to support the future growth.

As in the past, subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavor to maintain a total dividend pay-out ratio in the range of 20% to 35% of the annual standalone Profits after Tax (PAT) of the Company.

While determining the nature and quantum of the dividend payout, including amending the suggested payout range as above, the Board would take into account the following factors:

- **Internal Factors:**
  - i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
    - a. Previous years and
    - b. Internal budgets,
  - ii. Cash flow position of the Company,
  - iii. Accumulated reserves,
  - iv. Earnings stability,
  - v. Future cash requirements for organic growth/expansion and/or for inorganic growth,
  - vi. Brand acquisitions,
  - vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities,
  - viii. Deployment of funds in short term marketable investments,
  - ix. Long term investments,
  - x. Capital expenditure(s), and
  - xi. The ratio of debt to equity (at net debt and gross debt level).
- **External Factors:**
  - i. Business cycles,
  - ii. Economic environment,
  - iii. Cost of external financing,
  - iv. Applicable taxes including tax on dividend,
  - v. Industry outlook for the future years,
  - vi. Inflation rate, and
  - vii. Changes in the Government policies, industry specific rulings & regulatory provisions.

Apart from the above, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.

The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such event, the Board will provide rationale in the Annual Report.

The retained earnings of the Company may be used in any of the following ways:

i. Capital expenditure for working capital,

ii. Organic and/or inorganic growth,

iii. Investment in new business(es) and/or additional investment in existing business(es),

iv. Declaration of dividend,

v. Capitalisation of shares,

vi. Buy back of shares,

vii. General corporate purposes, including contingencies,

viii. Correcting the capital structure,

ix. Any other permitted usage as per the Companies Act, 2013.

Information on dividends paid in the last 10 years is provided in the Annual Report.

This policy may be reviewed periodically by the Board. Any changes or revisions to the policy will be communicated to shareholders in a timely manner.

The policy will be available on the Company's website and the link to the policy is: https://www.mahindra.com/sites/default/files/resources/investor-reports/FY17/Governance/MM-Dividend-Distribution-Policy-29-9-2016-Final.pdf

The policy will also be disclosed in the Company's annual report.

## ANNEXURE II

### Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

1. **Details of contracts or arrangements or transactions not at arms length basis—**

   There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2025, which were not at arms length basis.

2. **Details of material contracts or arrangement or transactions at arms length basis—**

   There were no material contracts or arrangements or transactions for the year ended 31st March, 2025 as per the provisions of the Companies Act, 2013. Thus this disclosure is not applicable.

For and on behalf of the Board

**ANAND G. MAHINDRA**
Chairman
DIN: 00004695

Mumbai, 5th May, 2025



## ANNEXURE III

### SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2025

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

To,
The Members,
Mahindra & Mahindra Limited
Gateway Building
Apollo Bunder
Mumbai 400001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mahindra & Mahindra Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

**Auditor's Responsibility:**

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

**Unmodified opinion:**

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and as reported hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not applicable to the Company during the Audit period*);

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity shares) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (*Not applicable to the Company during the Audit period*); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*Not applicable to the Company during the Audit period*).

I further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following law applicable specifically to the Company:

**The Motor Vehicles Act, 1988 and the Rules made thereunder.**

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) Listing Agreements entered into by the Company with BSE Ltd. and the National Stock Exchange of India Ltd. read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Directors took place during the period under review were carried out in compliance with the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except meetings convened at a shorter notice) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings, duly recorded and signed by the Chairman, the decisions of the Board and its committees were unanimous.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Scheme of Merger by Absorption of Mahindra Heavy Engines Limited (MHEL), Mahindra Two Wheelers Limited (MTWL) and Trringo.Com Limited (TCL) with the Company was made effective from 6th June, 2024 and MHEL, MTWL and TCL ceased to be the subsidiaries of the Company from 6th June, 2024 upon the Scheme becoming effective under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Sachin Bhagwat
ACS: 10189
CP: 6029
UDIN: A010189G000263486
PR No.: 6175/2024

Place: Pune
Date: 5 May, 2025



## ANNEXURE IV

**Secretarial compliance report of Mahindra and Mahindra Limited for the financial year ended March 31, 2025**

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

I, CS Sachin Bhagwat, Practicing Company Secretary, have examined:

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

for the financial year ended on March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

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

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

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

and circulars/ guidelines issued thereunder;

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

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below: **Not applicable**

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable**

(c) I hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations remarks by PCS |
|---|---|---|---|
| 1. | **Secretarial Standards:**<br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | — |
| 2. | **Adoption and timely updating of the Policies:**<br>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. | Yes | — |
| | All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/circulars/guidelines issued by SEBI. | Yes | — |

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations remarks by PCS |
|---|---|---|---|
| 3. | **Maintenance and disclosures on Website:** | | |
| | The Listed entity is maintaining a functional website; | Yes | – |
| | Timely dissemination of the documents/ information under a separate section on the website; | Yes | – |
| | Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | Yes | – |
| 4. | **Disqualification of Director:** | | |
| | None of the Director(s) of the listed entity is disqualified under Section 164 of Companies Act, 2013. | Yes | – |
| 5. | **Details related to Subsidiaries of listed entity:** | | |
| | (a) Identification of material subsidiary companies; | Yes | – |
| | (b) Requirement with respect to disclosure of material as well as other subsidiaries. . | Yes | – |
| 6. | **Preservation of Documents:** | | |
| | The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations. | Yes | – |
| 7. | **Performance Evaluation:** | | |
| | The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of the financial year as prescribed in SEBI Regulations. | Yes | – |
| 8. | **Related Party Transactions:** | | |
| | (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; | Yes | – |
| | (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee. | Not applicable | Refer to point No. 8(a) |
| 9. | **Disclosure of events or information:** | | |
| | The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of LODR Regulations within the time limits prescribed thereunder. | Yes | – |
| 10. | **Prohibition of Insider Trading:** | | |
| | The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | – |
| 11. | **Actions taken by SEBI or Stock Exchange(s), if any:** | | |
| | No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | Yes | – |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations remarks by PCS |
|---|---|---|---|
| 12. | **Resignation of statutory auditors from the listed entity or its material subsidiaries** | | |
| | In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | The Statutory auditor did not resign during the Review Period. |
| 13. | **Additional non-compliances, if any:** | | |
| | No additional non-compliance observed for any SEBI regulation / circular / guidance note etc. | NA | No non-compliance was observed. |

I confirm that the Listed entity has uploaded on its website, the 'Employee Stock Option Scheme - 2010' ("Scheme document") which has been approved by the shareholders of the Listed entity. The minimum information to be disclosed to the shareholders as per SEBI (SBEB) Regulations, 2021 is also uploaded on the website of the listed entity.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Sachin Bhagwat
ACS No.: 10189
C. P. No.: 6029
UDIN: A010189G000245028
PR No.: 6175/2024

Place: Pune
Date: 1 May, 2025

## ANNEXURE V

# DETAILS OF REMUNERATION

**Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The remuneration of each Director, Chief Financial Officer and Company Secretary, percentage increase in their remuneration during the FY25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY25 are as under:

| Sr. No. | Name of Director/KMP | Designation | Remuneration of Director/ KMP for the FY25 (Rs. in crores) (Excluding perquisite value of ESOPs exercised) | Remuneration of Director/ KMP for the FY25 (Rs. in crores) (Including perquisite value of ESOPs exercised) | % increase in Remuneration in the FY25 (Excluding perquisite value of ESOPs exercised) | % increase in Remuneration in the FY25 (Including perquisite value of ESOPs exercised) | Ratio of Remuneration of each Director to median remuneration (Including perquisite value of ESOPs exercised) of employees for the FY25 |
|---|---|---|---|---|---|---|---|
| 1. | Mr. Anand G. Mahindra# | Chairman | 5.62 | 5.62 | 9.13% | 9.13% | 48.87 |
| 2. | Dr. Anish Shah | Group CEO and Managing Director | 17.15 | 47.33 | 12.98% | 95.42% | 411.57 |
| 3. | Mr. Rajesh Jejurikar | Executive Director and CEO (Auto and Farm Sector) | 14.37 | 38.27 | 12.35% | 98.81% | 332.78 |
| 4. | Mr. Vikram Singh Mehta# | Independent Director | 0.38 | 0.38 | -44.12% | -44.12% | 3.30 |
| 5. | Dr. Vishakha N. Desai# | Independent Director | 0.08 | 0.08 | -85.19% | -85.19% | 0.70 |
| 6. | Mr. T. N. Manoharan# | Independent Director | 1.01 | 1.01 | 62.90% | 62.90% | 8.78 |
| 7. | Mr. Haigreve Khaitan# | Independent Director | 0.36 | 0.36 | -43.75% | -43.75% | 3.13 |
| 8. | Ms. Shikha Sharma# | Independent Director | 1.02 | 1.02 | 75.86% | 75.86% | 8.87 |
| 9. | Ms. Nisaba Godrej# | Independent Director | 0.94 | 0.94 | 84.31% | 84.31% | 8.17 |
| 10. | Mr. Muthiah Murugappan# | Independent Director | 0.97 | 0.97 | 94.00% | 94.00% | 8.43 |
| 11. | Ms. Padmasree Warrior#^ | Independent Director | 0.81 | 0.81 | - | - | 7.04 |
| 12. | Mr. Sat Pal Bhanoo#$^ (Nominee of LIC) | Nominee Director | 0.81 | 0.81 | - | - | 7.04 |
| 13. | Mr. Ranjan Pant#^ | Non-Executive Non-Independent Director | 0.82 | 0.82 | - | - | 7.13 |
| 14. | Mr. Manoj Bhat$$ | Group Chief Financial Officer | 1.97 | 1.97 | -65.92% | -65.92% | - |
| 15. | Mr. Amarjyoti Barua^ | Group Chief Financial Officer | 5.09 | 8.26 | - | - | - |
| 16. | Mr. Narayan Shankar! | Company Secretary | 2.35 | 3.56 | 4.91% | -10.78% | - |

# The remuneration includes sitting fees and commission.
$ Commission is payable to Life Insurance Corporation of India ("LIC").
^ Appointed with effect from 17th May, 2024.
$$ Ceased with effect from 17th May, 2024.
! Ceased with effect from 2nd April, 2025.

Note: All amounts are rounded off.

**I. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year:**

The median remuneration of employees of the Company during the Financial Year was Rs. 11.52 lakhs and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

**II. The percentage increase in the median remuneration of employees:**

In the Financial Year, there was an increase of 5.69% in the median remuneration of employees.

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

There were 25,222 permanent employees on the rolls of the Company as on 31st March, 2025.

**IV. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase made in the salaries of employees other than the managerial personnel in the FY25 was 10.16% whereas the increase in the managerial remuneration for the FY25 was 83.91%.

The remuneration of the Managing Director and Executive Director is decided based on the individual performance as well as performance of the Company, inflation, prevailing industry trends and benchmarks.

The remuneration of Non-Executive Directors consists of commission and sitting fees. While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as the Governance, Nomination and Remuneration Committee may deem fit etc. were taken into consideration.

**V. Affirmation that the remuneration is as per the remuneration policy of the company:**

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.

## ANNEXURE VI

# CORPORATE SOCIAL RESPONSIBILITY

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FY25

**1. Brief outline on CSR Policy of the Company**

At Mahindra the core purpose is to "**Drive positive change in the lives of our communities. Only when we enable others to rise will we rise**". This has propelled the Company's CSR endeavours to play a catalytic role in bringing about social, economic, and environmental change by investing in projects that empowered girls and women and contributed to environmental conservation. This enabled your Company to achieve a higher social impact on the communities and the planet. The CSR Policy of your Company outlines this purpose and direction given by the Board, as per the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual CSR action plan. The CSR projects undertaken are also listed in the CSR policy. Also, in accordance with the Companies Act, 2013, your Company's Policy has committed 2% (Profit before Tax) annually towards CSR initiatives.

**2. Composition of the CSR Committee:**

| Sr. No. | Name of Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1. | Dr. Vishakha N. Desai* | Chairperson | 3@ | 1 |
| 2. | Mr. Vikram Singh Mehta** | Chairman | 3$ | 2 |
| 3. | Mr. Muthiah Murugappan*** | Chairman | 3 | 3 |
| 4. | Mr. Anand G. Mahindra | Member | 3 | 3 |
| 5. | Dr. Anish Shah | Member | 3 | 3 |
| 6. | Ms. Padmasree Warrior# | Member | 3@ | 1 |

* Dr. Vishakha N. Desai ceased as Chairperson of the CSR Committee w.e.f. 1st May, 2024 upon completion of her second term as an Independent Director of the Company on 30th April, 2024.

** Mr. Vikram Singh Mehta was appointed as the Chairman of the CSR Committee in place of Dr. Vishakha N. Desai to hold office w.e.f. 1st May, 2024 upto 7th August, 2024, being the date on which he completed his second term as an Independent Director of the Company.

*** Mr. Muthiah Murugappan was appointed as the Chairman of the CSR Committee in place of Mr. Vikram Singh Mehta w.e.f. 8th August, 2024.

\# Ms. Padmasree Warrior was inducted as a Member of the CSR Committee w.e.f. 17th May, 2024.

@ One Meeting of the CSR Committee was held during the year within the tenure of Dr. Vishakha N. Desai and Ms. Padmasree Warrior and both attended the same.

$ Two Meetings of CSR Committee were held during the year within the tenure of Mr. Vikram Singh Mehta and he attended both the Meetings.

**3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

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



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

Your Company has commissioned BlueSky Sustainable Business LLP Limited to carry out independent 3rd Party Impact Assessment studies for 5 CSR projects conducted in FY25. The Executive summary of the projects is provided in this annexure. The weblink for all the impact assessment reports is given below:

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

**5.** (a) Average net profit of the company as per sub-section (5) of section 135: **Rs. 76,11,57,66,053.91**

(b) Two percent of average net profit of the company as per sub-section (5) of Section 135: **Rs. 1,52,23,15,321.08**

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

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

(e) Total CSR Obligation for the financial year [(b) + (c) – (d)]: **Rs. 1,52,23,15,321.08**

**6.** (a) Amount spent on CSR projects (both ongoing project and other than ongoing project): **Rs. 1,46,86,98,562.00** (Other than ongoing)

(b) Amount spent on administrative overheads: **Rs. 5,23,58,789.98**

(c) Amount spent on Impact Assessment, if applicable: **Rs. 25,80,221**

(d) Total Amount spent for the financial year [(a) + (b) + (c)]: **Rs. 1,52,36,37,572.98**

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

| Total Amount Spent for the Financial Year (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of section 135 | | |
| | Amount | Date of Transfer | Name of the Fund | Amount | Date of Transfer |
| **1,52,36,37,572.98** | NIL | N/A | N/A | NIL | N/A |

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

| S. No. (1) | Particular (2) | Amount (in Rs.) (3) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per sub-section(5) of section 135 | |
| (ii) | Total amount spent for the Financial Year | |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | |

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

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

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

**Yes** ● **No** ○

**If yes, enter the Number of capital Assets created / Acquired - 1**

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

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or asset(s) | Date of creation | Amount of CSR Spent (in Rs.) | Details of entity/beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| 1 | Hostel 4A, Hostel 4B, Nine class rooms of 1200 seating capacity in Academic Block 1, Academic Infrastructure for School of Design Innovation, Centre for sustainability, School of Hospitality and Management, Aerospace lab and expansion of Learning resource centre in Vineet Nayyar Academic Block, Civil Engineering Lab for Ecole Centrale School of Engineering and New Base kitchen for Entire campus, Automation of Security and Safety Systems in the campus for streamlining vehicles and Day scholar movement, Rainwater harvesting works for 2 blocks | Mahindra Educational Institutions, Survey No 61/1A, Qutubullapur, Bahadurpally village, RR District, Hyderabad - 500043 | 31st March, 2025 | Rs. 55,20,00,000 | CSR00001815 | Mahindra Educational Institutions | Mahindra Educational Institutions, Survey No 61/1A, Qutubullapur, Bahadurpally village, RR District, Hyderabad-500043 |
| | | | Total | Rs. 55,20,00,000 | | | |

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

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

**ANISH SHAH**
Group CEO and Managing Director
DIN: 02719429

**MUTHIAH MURUGAPPAN**
Chairman – CSR Committee
DIN: 07858587

Mumbai, 5th May, 2025



## Executive Summary of Impact Assessment Reports

Your Company has commissioned BlueSky Sustainable Business LLP Limited to carry out independent 3rd Party Impact Assessment studies for 5 CSR projects conducted in FY25. The Executive summary of the Projects is provided in this annexure.

### Project Nanhi Kali

The Company partnered with the K.C. Mahindra Education Trust and the Naandi Foundation to provide comprehensive support to underprivileged girls studying in classes 1 to 10. Through the Nanhi Kali after-school academic support classes (ASCs), each girl received access to a digital tablet pre-loaded with an AI-powered, personalized adaptive learning software. This software matched instruction to her learning level, ensuring she learned with understanding. In addition, every girl was provided with a school supplies kit, which included feminine hygiene material for secondary school girls, enabling them to attend school with dignity. A professionally designed sports curriculum was also integrated into the program to promote holistic development.

In FY23, the Company supported 52,658 girls across 7 states in 19 locations.

Engagement with key stakeholders during the impact assessment process revealed the following outcomes for the Project initiated in FY23:

- **92%** of Nanhi Kalis reported improved English skills, **95%** observed progress in reading and writing in their local language, and **92%** experienced better understanding and performance in Mathematics.
- **97%** of Nanhi Kalis attended ASCs regularly. **92%** stated that the provision of feminine hygiene material helped reduce absenteeism.
- **99%** of Nanhi Kalis expressed happiness about receiving the Nanhi Kali kit and its contents.
- **99%** of Nanhi Kalis felt that participation in sports made them happier, healthier, and stronger.
- **97%** of Nanhi Kalis stated that lessons on the digital tablet made learning concepts more enjoyable.
- **97%** of Nanhi Kalis agreed that Community Associates (CAs)/teachers encouraged regular attendance at the ASCs. **90%** of CAs reported that the training they received enabled them to guide the girls effectively.
- **98%** of parents expressed satisfaction with the program, acknowledging improvements in their daughters' academic performance and discipline.
- Government officials recognized the strong alignment of the Nanhi Kali initiative with existing Government efforts in schools.

As part of the impact assessment, **Project Nanhi Kali has been rated as an "Exemplary Project"** for its achievements in FY23. This acknowledgment reflects both the Project's robust implementation processes and the substantial goals achievement.

### Project Nanhi Kali- Life Skills Program

The Company in collaboration with the K.C. Mahindra Education Trust and the Naandi Foundation, implemented a program to provide underserved adolescent girls aged 16 to 19 years with access to high-quality soft skills training. The initiative aimed to boost their confidence and help them build a strong foundation for future educational and professional pursuits.

The Nanhi Kali Life Skills Program curriculum focused on personal development through comprehensive training in self-awareness, communication, problem-solving, and critical thinking. Delivered in an engaging and accessible format, the training was led by highly qualified instructors using methods such as online videos, interactive exercises, student-centred classroom discussions, practical activities, and real-world examples—ensuring that learners could meaningfully apply the skills they acquired. In FY23, **15,000 adolescent girls** were trained across **55 institutions in 10 districts of Tamil Nadu** by the Company.

Beneficiary engagement during the impact assessment process revealed the following outcomes for the Project initiated in FY23:

- **92%** of girls expressed satisfaction with the **Interpersonal Communication** sessions, which emphasized communication, teamwork, and leadership.
- **91%** girls gave positive feedback on the **Creativity and Innovation** sessions, stating that they learned effective techniques for idea generation and creative expression.
- **90%** girls rated the **Problem-Solving and Critical Thinking** sessions positively, citing the practicality of solutions applicable to both everyday life and future careers.
- **98%** girls reported a significant boost in self-confidence, particularly in public speaking and self-expression, as a result of the **Interpersonal Communication sessions.**
- **97%** girls noted improved communication skills following the training.

As part of the impact assessment, **Project Nanhi Kali-Life Skills Program has been rated as an "Exemplary Project"** for its achievements in FY23. This acknowledgment reflects both the Project's robust implementation processes and the substantial goals achievement.

**Mahindra Pride**

The Company partnered with K.C. Mahindra Education Trust and Naandi Foundation to offer skills training courses for students across multiple states of the country in FY23, to make them more employable.

Mahindra Pride Classrooms, the flagship employability skills program of the Mahindra Group, provides training in English communication, life skills, digital literacy, and interview preparedness to final-year students in Government and Government-aided Colleges, ITIs, and Polytechnic Institutes across India. To support the national priority of increasing women's participation in the workforce, the program transitioned from a youth-focused initiative to a 100% women-beneficiary model starting in FY23. During FY23, **1,67,992** students were trained under this intervention across 19 states, of which **1,04,951** were trained with the support of the Company.

Engagement with key stakeholders during the impact assessment process has highlighted the following outcomes for the project initiated in FY23:

**Mahindra Pride Classrooms**

- **83%** of respondents reported significant improvement in communication skills.
- **79%** of respondents expressed high satisfaction with training quality.
- **90%** trainers rated the training materials and resources as adequate, enabling them to deliver sessions effectively.
- **94%** of the trainers confirmed that curriculum met industry and job market needs.
- **82%** of respondents reported receiving job placements after the program. 30% of them are continuing in the same jobs they secured post-training. The average salary reported ranges between Rs. 15,000 to Rs. 20,000.
- **29%** of the respondents who received job placements have now moved for higher education, attributing the decision to the programmes' exposure to diverse academic and career opportunities.
- Majority of the Principals and Placement Coordinators of the colleges consulted as part of this impact assessment study highlighted a clear shift among women, from hesitancy to active participation in discussions and presentations.
- Employers consulted as part of this impact assessment study rated candidate quality significantly high, citing strong professionalism, preparedness, and adaptability, noting that MPC graduates required less onboarding support compared to other hires.

As part of the impact assessment, **Mahindra Pride project has been rated as an "Exemplary Project"** for its achievements in FY23. This acknowledgment reflects both the Project's robust implementation processes and the substantial goals achievement.

**Project Hariyali - Northern India**

Project Hariyali, initiated in 2007, is the Group's flagship afforestation program aimed at enhancing green cover and addressing ecological imbalance. In 2010, the project expanded to the Araku Valley in the Alluri Sitharama Raju district of Andhra Pradesh, to develop a functional forest for the tribal community by planting 19 varieties of fruit, forest, and shade trees. Since 2022, Project Hariyali has extended its reach to Solan in Himachal Pradesh, Tarn Taran and Moga in Punjab, Shravasti in Uttar Pradesh, and Wardha in Maharashtra. Since its inception, the Project has facilitated the planting of **2,51,30,494 trees**. In FY24, a total of **5,00,005 trees** across **28 varieties** were planted in 156 villages located in Shravasti (Uttar Pradesh), Moga and Tarn Taran (Punjab), and Wardha (Maharashtra).

Engagement with key stakeholders during the impact assessment process has highlighted the following outcomes for Project initiated in FY24:

- A remarkable **sapling survival rate of 97.80%** indicates a strong potential for long-term carbon sequestration.
- The adoption of regenerative farming practices—such as mulching and the use of organic manure has **reduced the need for frequent watering and improved soil structure**, thereby decreasing dependency on groundwater.
- Farmers across multiple villages emphasized the importance of water conservation for future generations, with growing interest in expanding horticulture and organic farming as sustainable practices.
- Recipients of **both fruit and timber saplings** reported that this mix is helping **ensure economic benefits while promoting environmental balance**. A reduction in the use of chemical pesticides is also aiding the restoration of biodiversity.
- Increased tree cover is contributing to improved green areas, which, over time, is **expected to enhance groundwater levels and bolster climate resilience**.
- Many farmers reported a noticeable reduction in household expenses due to growing their fruits. Income from surplus produce supports household needs, leading to greater savings and improved financial stability.

As part of the impact assessment, **Project Hariyali – Northern India is rated as "Exemplary Project"** for its achievements in FY24. This acknowledgment reflects both the Project's robust implementation processes and the substantial goals achievement.

**Project Hariyali – Araku Region**

Launched in 2007, Project Hariyali is the Group's flagship afforestation initiative aimed at increasing green cover and addressing ecological imbalances. In 2010, the Project expanded to the Araku Valley in the Alluri Sitharama Raju district, Andhra Pradesh, to develop a functional forest for the tribal community. Till date, a total of **2,51,30,494 trees** have been planted under the initiative, with **1,64,28,207 trees** planted in the Araku region alone. In FY24, **11,75,987 saplings** of 10 different varieties were planted in the Araku region across 144 villages.

Engagement with key stakeholders during the impact assessment process has highlighted the following outcomes for project initiated in FY24:

- The study revealed a remarkable **sapling survival rate of 96.60%**, indicating significant potential for carbon sequestration.
- The adoption of regenerative farming practices—such as mulching, the use of organic manure, and appropriate plant spacing has lowered overall farming expenses.
- Techniques promoted through Project Hariyali, including the application of high-quality carbon-rich compost, restoration of soil biodiversity, and organic matter enrichment by planting fruit, forest, and shade trees alongside coffee plantations, have led to long-term benefits in soil regeneration and biodiversity enhancement.
- The regenerative practices have also improved **soil fertility** and **water retention**, enabling crops to better withstand dry conditions.
- Farmers have reported an increase in birds, squirrels, small reptiles, and earthworms, indicating improved ecosystem health.
- The presence of shade and fruit trees has fostered a healthier habitat for birds and beneficial insects, reducing pest infestations and improving fruit yields through natural pollination.
- Income from cooperative sales is supporting household needs, leading to increased household savings and greater financial stability.
- Some farmers have transitioned to coffee plantations as their primary source of income, and some have expanded their cultivation area.

As part of the impact assessment, **Project Hariyali – Araku region has been rated as an "Exemplary Project"** for its implementation in the Araku region in FY24, acknowledging both its mature processes and substantial goal achievement.

## ANNEXURE VII

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

**SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 IS FORMING PART OF THE BOARD´S REPORT FOR THE FY25**

### (A) Conservation of Energy

Your Company is dedicated to sustainable business practices, particularly in the realm of environmental protection, and prioritizes energy conservation as a key element in preserving natural resources. This commitment also aids in reducing the carbon footprint across all operations and enhances the Company's financial performance under its 'Mission Sustainability.'

As the first Indian signatory of EP100 (Energy Productivity 100%) with a target of achieving this by 2030 using 2009 as the baseline year, a program championed by the Climate Group successfully reached this goal well ahead of the target date. Your Company is also committed to achieving carbon neutrality by 2040. In addition, your Company has embraced Science Based Targets (SBT) to de-carbonize its growth and contribute to limiting global temperature increases to well below 2 degrees Celsius, as outlined in the Paris Accord of 2015.

Your Company has developed a comprehensive roadmap to enhance energy efficiency and incorporate renewable energy sources. It continues to invest significantly in various energy efficiency programs, aligning with its internal carbon pricing strategy of USD 10 per ton of carbon emissions.

**The following initiatives have been implemented for energy conservation:**

- Programs aimed at enhancing energy efficiency and increasing energy productivity across all operations.
- A focus on boosting the share of renewable energy.
- Adoption of green energy sources for manufacturing processes.
- Implementing rainwater harvesting techniques, along with reducing, reusing, and recycling water.
- A commitment to achieving zero waste to landfill and fostering a circular economy.
- Promoting eco-efficiency within the supply chain.
- Raising awareness and promoting sustainability among stakeholders.

**i. The steps taken or impact on conservation of energy**

- Replacing traditional air circulators with BLDC technology air circulators.
- Enhancing energy efficiency through variable frequency drives (VFDs), interlockings, automation, and digitization.
- Upgrading old motors to premium efficiency IE3 and IE5 motors.
- Installing automatic shut-off valves and IFC (intelligent floe controller) for compressed air systems.
- Recovering waste heat from air compressors and paint shops.
- Utilizing smart cooling technology to improve chiller performance and longevity.

Your Company values employee engagement in driving positive change toward sustainability and has implemented several initiatives, including:

- Celebrating National Energy Conservation Week at all Plants from 14th to 20th December with multiple programmes like energy literacy training capability-building programs and energy saving project competitions.
- Sustainability Month celebration at all Plants in June.
- Organizing an annual Sustainability Summit for employees.
- Conducting capability-building programs on Energy and Sustainability for employees and supplier partners.
- Hosting competitions for employees such as ECO Warrior, poster and slogan contests, suggestions, quizzes and best energy efficient projects.
- Promoting sustainability awareness among employees' family members.
- Enhancing learning through digital platforms, including e-learning and webinars.
- Creating awareness through email communications, wallpapers, etc.

**ii. The steps taken by the Company for utilising alternate sources of energy**

Your Company sourced renewable power from 86 MW of solar power and 14.7 MW of wind power. Further, from January 2025, 18 MW of Wind Power was added through open access accounting for 33% of total power consumption, resulting in a mitigation of 1,02,577 tons of CO2 emissions.

The target for increasing the share of renewable energy to around 50% was set for the FY25. In tune to that target, the Company has signed long term RE Captive/ Group Captive agreements with RE generator for Punjab, Maharashtra and Tamil Nadu which will take the Company to more than 50% Renewable Energy by FY27.

**iii. The capital investment on energy conservation equipments**

For the year under review, your Company invested Rs. 24.84 crores into various energy conservation projects. These investments included energy-efficient motors, EC blowers, BLDC air circulators, compressed air heat recovery systems, energy-efficient pumps, variable frequency drives (VFDs), and additional energy conservation initiatives.

### (B) Technology Absorption

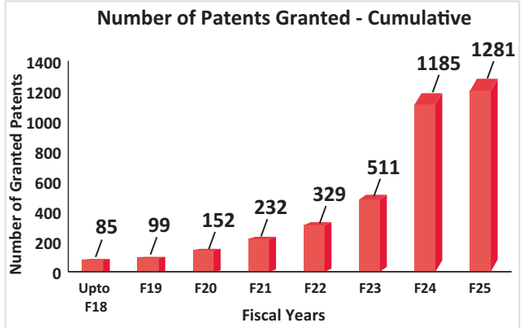
**(i) The efforts made towards technology absorption:**

Your Company is committed towards technology driven innovation and inculcating an innovation driven culture within the organisation.

During the year under review, your Company continued to work on advanced technologies, upgradation of existing technology and capability development in the critical areas for current and future growth.

The Automotive Sector is committed to expand its vision on multiple emerging technologies, including born electric vehicles, battery technologies, motors for electric vehicles, active safety systems, advanced electronics, software defined vehicles, technologies for light-weighting, enhanced vehicle dynamics and connected vehicles. In Farm Equipment Sector, technology areas such as best in class mileage, emission reduction technologies, reduced noise and vibration, high precision hydraulics, combine harvesters, transmission efficiency improvement, CNG powered tractor, and electric tractor were given special emphasis. This would help in making the Company's products retain their competitive edge in the market in the coming years.

Your Company continues to invest in technology development as well as protection through patents. For the year under review, your Company filed a total of **247** patent applications. Cumulatively, your Company has filed **2,459** patent applications so far. The Company's total granted patent portfolio stands at **1,281** across multiple geographies and has significantly grown over last few years.




**Technical Capability Building:**

Your Company has been continuously investing in reskilling its engineers in emerging technology areas of electric, connected, software defined vehicle technologies, smart agricultural vehicles, precision farming etc. The product design engineers are also trained in technologies like Data Science, AI, IoT, Mechatronics, Design Thinking, etc., and are encouraged to leverage the power of these technologies in new product development.

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

The efforts taken by your Company towards technology development and absorption help deliver

competitive advantage and market leadership through the launch of customer centric products and variants, introduction of new features and improvement of product performance.

Some examples of results delivered in the FY25 are:

**Automotive Sector**

- Launched XUV 3XO in the compact SUV segment, the XUV 3XO combines standout design, premium interiors, comfortable ride, cutting-edge technology, thrilling performance, and unmatched safety. With superior drivetrain options, robust Level 2 ADAS features, a comprehensive suite of safety equipment, and advanced technological enhancements, the XUV 3XO is crafted to deliver a driving experience that's exhilarating, secure, and ahead of its class.
- Launched Thar ROXX – 'THE' SUV, a category disruptor set to break norms and redefine the SUV landscape in the country. Thar ROXX represents a new era of refined body-on-frame SUVs, built on the Company's all-new M_GLYDE platform. With standout features such as a panoramic Skyroof, advanced Level 2 ADAS, and Harman Kardon branded audio, the Thar ROXX redefines the ownership experience, setting new benchmarks in luxury and safety. Thar ROXX has made history by becoming the first body-on-frame SUV to secure a 5-star Bharat-NCAP rating, achieving the highest overall score by any ICE vehicle in Bharat New Car Assessment Programme (Bharat-NCAP) testing. It earned an outstanding 31.09/32 in adult occupant protection (AOP) and 45/49 in child occupant protection (COP).
- Launched Mahindra Veero to redefine the LCV <3.5 ton segment, the Veero offers unparalleled savings with best-in-class mileage, exceptional performance powered by robust multiple engine options, industry-leading safety features, enhanced occupant protection, and a premium cabin experience. Mahindra's innovative Urban Prosper Platform (UPP) is India's first ground-up multi-energy modular CV platform. It is engineered to support payloads from 1 t to 2 t+ in multiple deck lengths and accommodates multiple powertrain options, including diesel, CNG, and electric.
- Launched Electric Origin SUVs, the BE6 and XEV 9e. They are built on a grounds-up revolutionary electric origin architecture INGLO and are powered by MAIA, the fastest automotive mind in the world. The BE6, with its sporty, performance-driven appeal, is crafted for explorers and achievers who love pushing boundaries, embodying the thrill of adventure and precision. The XEV 9e, on the other hand, redefines indulgence, offering unparalleled luxury with refined elegance. The BE6 and XEV 9e securing the top 5-star safety rating with the highest ever score on the Bharat-NCAP. The XEV 9e chalked up a perfect score with a 32/32 tally in tests evaluating adult occupant protection. It followed that up with a score of 45/49 in the child occupant protection tests. The BE6 scored 31.97/32 for adult occupant protection and matched the XEV 9e's 45/49 score in the child occupant protection tests.
- Unveiled the Bolero Neo+ 9-seater, offered in two variants—the P4 and the premium P10. This SUV is tailored for customers desiring a stylish, spacious, and tough SUV that comfortably accommodates up to 9 passengers including the driver.
- Launched the XUV700 Ebony Limited Edition—a striking new avatar that amplifies the XUV700's unmissable presence and sophisticated design.
- Launched the Scorpio-N Carbon Edition with the tone-on-tone treatment with premium leatherette seats and contrast deco-stitching. Smoked chrome finishes add a touch of sophistication to the overall ambience.
- Launched e-ZEO, a revolutionary new electric four-wheeler. The Mahindra ZEO is built on high-voltage 300+ V architecture that gives superior energy efficiency, higher range and faster charging times. The Mahindra e-ZEO's advanced Permanent Magnet Synchronous Motor delivers 30 kW power and 114 Nm torque. The powerful 21.3 kWh liquid-cooled battery provides a power-packed performance.
- Launched the all-new e-Alfa Plus which is designed to excel under the rigours of daily use. It boasts an advanced Permanent Magnet Synchronous Motor that provides peak power of 1.95 kW at 2600 r/min and a maximum torque of 26.9 Nm at 200 r/min. The all-new e-Alfa Plus, with a unique closed body design, boasts many safety features, including an advanced braking system. The vehicle is powered by a 150 Ah Lead Acid battery. One of the key highlights of the e-Alfa Plus is its real-world range of 100+ kilometre on a single charge, achieved through extensive driving validations, thereby enabling drivers to maximise their earnings.
- Unveils the Treo Plus with a metal body which includes a 10.24 kWh battery capacity, 8 kW power with 42 Nm torque, and an impressive driving range of more than 150 km on a single charge. With a wheelbase of 2073 mm and Hill Hold Assist, it ensures exceptional driving experience.
- Launched BS6 OBD II range of BLAZO X, FURIO, OPTIMO and JAYO range of HCV, ICV & LCV trucks. The new range includes the proven 7.2L mPower Engine (HCVs) and mDi Tech Engine (ILCV) with FuelSmart Technology, Mild EGR with a proven After Treatment System that results in lower Ad Blue Consumption, and many other technological advancements, as well as the cutting-edge iMAXX Telematics solution, all of which ensure guaranteed higher mileage.
- Unveiled its new dedicated state-of-the-art manufacturing and battery assembly facility at its Chakan plant, a fully integrated ecosystem dedicated to producing Electric Origin SUVs.

**Farm Equipment Sector**

- Showcased its first CBG (Compressed Bio-Gas) powered Yuvo Tech+ tractor. By using compressed natural gas, the Mahindra CBG powered tractor represents a significant advancement in tractor technology, reducing pollutants and carbon emissions. Mahindra's Yuvo Tech+ CBG tractor ensures operational power and performance comparable to conventional diesel tractor technology with the capability of handling farming and haulage tasks, while delivering robust power and performance.
- Swaraj, having unveiled its Naya Swaraj tractors in the 45–50 HP range in the recent past, further expanded the Naya Swaraj family by introducing tractors in the 30–42 HP range. These tractors feature a stylish single-piece bonnet paired with a digital cluster. Offering a superior customer value proposition, they come with equipped features such as higher lift capacity for efficient handling of heavy and advanced farm implements, a 400-hour service interval, and an industry-leading standard warranty of 6 years or 6,000 hours. They also have convenience-focused additions like a clutch pedal lock and top link hanger.
- Swaraj has launched shuttle shift variants of its Swaraj 969 FE 4WD and Swaraj 855 FE 4WD tractors. These variants are designed to improve operational efficiency, reduce driver fatigue, and deliver seamless performance in applications requiring frequent forward and reverse movements.
- Celebrating its golden jubilee, Swaraj unveiled limited-edition featuring an exquisite colour scheme and refined aesthetics, commemorating 50 years of Swaraj's contribution to the agricultural sector.

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---|---|---|---|
| 1. | Potato Planter Electric Vibrator | 2022 | Technology Absorbed |
| 2. | Mass Balancer Shaft for 4 Cylinder Engine | 2022 | Technology Absorbed |
| 3. | Smart Combine Harvester | 2022 | Technology Absorbed |
| 4. | High Ground Clearance Tractor | 2022 | Technology Absorbed |
| 5. | Dual Fuel CNG Tractor @ | 2022 | In the process of Absorption |
| 6. | Electronic Hydrostatic Transmission (eHST) for tractors | 2022 | Technology Absorbed |
| 7. | Electronic Power Shuttle (ePST) for tractors @ | 2022 | In the process of Absorption |
| 8. | Electronic Depth & Draft Control (EDDC) for tractors | 2022 | Technology Absorbed |
| 9. | Engine start/Go Home/Lead me Home using BLE for tractors | 2022 | Technology Absorbed |
| 10. | Multi Drive Mode Engine for tractors | 2022 | Technology Absorbed |
| 11. | Auto Implement lifting & PTO stop for tractor safety | 2022 | Technology Absorbed |
| 12. | Selective Auto Braking while turning of tractors | 2022 | Technology Absorbed |
| 13. | Global Hydraulics | 2022 | Technology Absorbed |
| 14. | Electric Tractor @ | 2022 | In the process of Absorption |
| 15. | Intelligent energy management | 2022 | Technology Absorbed |
| 16. | Passive SCR for diesel engines for BS6.2 | 2022 | Technology Absorbed |
| 17. | NOx sensor application for BS6.2 | 2022 | Technology Absorbed |
| 18. | PN sensor application for BS6.2 | 2022 | Technology Absorbed |
| 19. | High Voltage LFP battery cell application | 2022 | Technology Absorbed |
| 20. | 3 in 1 E drive system application for BEV | 2022 | Technology Absorbed |
| 21. | High power onboard charger application for Electric vehicles | 2022 | Technology Absorbed |
| 22. | Aluminum extrusion battery pack application in Electric vehicles | 2022 | Technology Absorbed |
| 23. | Interior Illumination | 2022 | Technology Absorbed |
| 24. | Emotion recognition | 2022 | Technology Absorbed |
| 25. | Digital Key | 2022 | Technology Absorbed |
| 26. | Smart cabin personalization @ | 2022 | In the process of Absorption |
| 27. | Advanced driver assistance systems (ADAS) L2+ | 2022 | Technology Absorbed |
| 28. | Prognostics @ | 2022 | In the process of Absorption |
| 29. | Central integrated module @ | 2022 | In the process of Absorption |
| 30. | V2X connectivity | 2022 | Technology Absorbed |
| 31. | Regional language voice engine | 2022 | Technology Absorbed |
| 32. | Smart Surface | 2022 | Technology Absorbed |
| 33. | Wellness seat (ventilated/massager) | 2022 | Technology Absorbed |
| 34. | Thermal control glass | 2022 | Technology Absorbed |
| 35. | Active grill shutter | 2022 | Technology Absorbed |
| 36. | Clean Cabin | 2022 | Technology Absorbed |
| 37. | Semi Dampening Control | 2022 | Technology Absorbed |
| 38. | Integrated Dynamic Brake | 2022 | Technology Absorbed |
| 39. | Active noise Cancellation @ | 2022 | In the process of Absorption |
| 40. | Signature sound | 2022 | Technology Absorbed |
| 41. | Electronic 4WD Tractor @ | 2023 | In the process of Absorption |
| 42. | Aluminum cylinder head for Tractor Engines | 2023 | Technology Absorbed |
| 43. | EGR cooler module for Tractor Engines | 2023 | Technology Absorbed |
| 44. | Passive Diesel Particulate Filter for off-road engines | 2023 | Technology Absorbed |
| 45. | Active Diesel Particulate Filter for off-road engines | 2023 | Technology Absorbed |
| 46. | Tractor Engines for Stage V emission norms | 2023 | Technology Absorbed |
| 47. | Remote Selective Catalytic Reduction for off-road engines | 2023 | Technology Absorbed |
| 48. | TREM-V for Domestic Tractors @ | 2023 | In the process of Absorption |
| 49. | BS-V (CEV) for Domestic construction equipment vehicles @ | 2023 | In the process of Absorption |
| 50. | Light weight Piston & Connecting rod for Off-road engines @ | 2023 | In the process of Absorption |
| 51. | Low friction off-road engines @ | 2023 | In the process of Absorption |
| 52. | Level 2 Tractor Automation for driver assistant - straight line and headland turn @ | 2023 | In the process of Absorption |
| 53. | ASIC rated BMS application in HV battery packs | 2023 | Technology Absorbed |
| 54. | Cell to Pack battery pack technology | 2023 | Technology Absorbed |
| 55. | Cell supervisor circuit in HV battery | 2023 | Technology Absorbed |
| 56. | Rack-assist steering with Variable Gear Ratio (VGR) technology | 2023 | Technology Absorbed |
| 57. | i-Link front suspension technology | 2023 | Technology Absorbed |
| 58. | 5-link rear suspension technology | 2023 | Technology Absorbed |
| 59. | Mars Roof technology | 2023 | Technology Absorbed |
| 60. | Fixed glass roof technology | 2023 | Technology Absorbed |
| 61. | Ambient Lighting | 2023 | Technology Absorbed |
| 62. | Next generation cockpit with edge to edge display | 2023 | Technology Absorbed |
| 63. | Semi-active suspension | 2023 | Technology Absorbed |
| 64. | Integrated Electronic Brake system | 2023 | Technology Absorbed |
| 65. | Torque Vectoring | 2023 | Technology Absorbed |

| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---|---|---|---|
| 66. | Split type HVAC system | 2023 | Technology Absorbed |
| 67. | Heat-pump technology @ | 2023 | In the process of Absorption |
| 68. | Tri-zone cooling technology @ | 2023 | In the process of Absorption |
| 69. | PM sensor with cabin air quality Index display | 2023 | Technology Absorbed |
| 70. | Driver-Only HVAC cooling mode | 2023 | Technology Absorbed |
| 71. | Auto Defog | 2023 | Technology Absorbed |
| 72. | High-energy low-friction check-arm | 2023 | Technology Absorbed |
| 73. | Pillar mounted outer door handle | 2023 | Technology Absorbed |
| 74. | Aluminum Energy Absorbers in BIW | 2023 | Technology Absorbed |
| 75. | Plastic Energy Absorbers for light weighting @ | 2023 | In the process of Absorption |
| 76. | Semi-hidden waist seal | 2023 | Technology Absorbed |
| 77. | Hybrid doors and glass run seal | 2023 | Technology Absorbed |
| 78. | Smart wiper | 2023 | Technology Absorbed |
| 79. | AR-HUD windshield with wedge PVB and press bending | 2023 | Technology Absorbed |
| 80. | Laminated acoustic side glass | 2023 | Technology Absorbed |
| 81. | Acoustic tail glass @ | 2023 | In the process of Absorption |
| 82. | Strap-type Inner Door Handle | 2023 | Technology Absorbed |
| 83. | Illuminated logo | 2023 | Technology Absorbed |
| 84. | Power operated lift-gate with hands-free access | 2023 | Technology Absorbed |
| 85. | Compact and foldable sun visor | 2023 | Technology Absorbed |
| 86. | Smart Haptic Seats (Massager & additional features) @ | 2023 | In the process of Absorption |
| 87. | Lounge Seats for Staycation @ | 2023 | In the process of Absorption |
| 88. | Hybrid Cross Car Beam (Mg Steel) for light weighting @ | 2023 | In the process of Absorption |
| 89. | CAP sense switches | 2023 | Technology Absorbed |
| 90. | Asymmetric tires with high cornering stiffness | 2023 | Technology Absorbed |
| 91. | Low rolling resistance tires | 2023 | Technology Absorbed |
| 92. | Low friction wheel bearing | 2023 | Technology Absorbed |
| 93. | Tires with foam for low noise | 2023 | Technology Absorbed |
| 94. | Styled steel wheel rim | 2023 | Technology Absorbed |
| 95. | Alloy wheel with flow forming | 2023 | Technology Absorbed |
| 96. | Hydro-bush for NVH and ride improvement | 2023 | Technology Absorbed |
| 97. | Open Bleed Technology | 2023 | Technology Absorbed |
| 98. | Hydraulic Compression Stopper | 2023 | Technology Absorbed |
| 99. | Pillar to Pillar 3-Screen Display & HMI | 2023 | Technology Absorbed |



| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---|---|---|---|
| 100. | OTA Updates - Software Defined Vehicle | 2023 | Technology Absorbed |
| 101. | OTT Entertainment Apps - Software Defined Vehicle | 2023 | Technology Absorbed |
| 102. | DOMS - Software Defined Vehicle | 2023 | Technology Absorbed |
| 103. | Animation and Start up Sequencing | 2023 | Technology Absorbed |
| 104. | Ice Cube Theme in Head lamp | 2023 | Technology Absorbed |
| 105. | Electric Steering system for Tractor @ | 2024 | In the process of Absorption |
| 106. | Electric 3 Point Linkage for Tractor @ | 2024 | In the process of Absorption |
| 107. | Thermal system for Electric Tractor @ | 2024 | In the process of Absorption |
| 108. | Electric Power Train for Electric Tractor @ | 2024 | In the process of Absorption |
| 109. | Connected application for Tractor @ | 2024 | In the process of Absorption |
| 110. | Remote Authentication for Tractor | 2024 | Technology Absorbed |
| 111. | Remote Diagnostics for Tractor @ | 2024 | In the process of Absorption |
| 112. | Comprehensive Performance Tracking for Tractor @ | 2024 | In the process of Absorption |
| 113. | Remote Operations – Cabin Heating & Cooling for Tractor @ | 2024 | In the process of Absorption |
| 114. | Welcome Carpet Lighting | 2024 | Technology Absorbed |
| 115. | Anti Whiplash Headrest | 2024 | Technology Absorbed |
| 116. | Anti Submarining integrated in Seats | 2024 | Technology Absorbed |
| 117. | Multi Step Regenerative Braking | 2024 | Technology Absorbed |
| 118. | Single Pedal Drive | 2024 | Technology Absorbed |
| 119. | Printed GPS Antenna (on Glass) | 2024 | Technology Absorbed |
| 120. | Connected LED Tail-Lamps | 2024 | Technology Absorbed |
| 121. | Dual Layered Alloy Wheels | 2024 | Technology Absorbed |
| 122. | LFP Blade cell for High voltage Battery application | 2024 | Technology Absorbed |
| 123. | Aluminium Battery frame with Colt metal transfer welding technology | 2024 | Technology Absorbed |
| 124. | Battery pack with Lean Module technology | 2024 | Technology Absorbed |
| 125. | Battery disconnect unit with Smart fuse (Active + Passive Function) | 2024 | Technology Absorbed |
| 126. | Aluminium Stamping covers for Battery Application | 2024 | Technology Absorbed |
| 127. | Motor with U-PIN wire technology @ | 2024 | In the process of Absorption |
| 128. | Aluminium Cooling plate with Brazing technology @ | 2024 | In the process of Absorption |
| 129. | LFP Prismatic Cell for high voltage application @ | 2025 | In the process of Absorption |
| 130. | Battery with Top mounted cooling plate @ | 2025 | In the process of Absorption |
| 131. | Battery in the Cloud AI based battery analytics @ | 2025 | In the process of Absorption |
| 132. | Ball Bearing turbocharger @ | 2025 | In the process of Absorption |

| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---|---|---|---|
| 133. | Magnisum alloy for automotive application in power train components @ | 2025 | In the process of Absorption |
| 134. | Water cooled intercooled intercooler @ | 2025 | In the process of Absorption |
| 135. | LP EGR in gasoline engine @ | 2025 | In the process of Absorption |
| 136. | Flex Fuel technology upto E85 fuel @ | 2025 | In the process of Absorption |
| 137. | Plastic oil sump @ | 2025 | In the process of Absorption |
| 138. | Motorised Air vent on IP @ | 2025 | In the process of Absorption |
| 139. | Crystaline deco applique 2k molding @ | 2025 | In the process of Absorption |
| 140. | First class experience Second Row console @ | 2025 | In the process of Absorption |
| 141. | Self-healing PUR for Piano black painted parts @ | 2025 | In the process of Absorption |
| 142. | Pillar trim wrapped @ | 2025 | In the process of Absorption |
| 143. | Backlighting on door trim (surface lighting) @ | 2025 | In the process of Absorption |
| 144. | Motorised door and tailgate Sunshade @ | 2025 | In the process of Absorption |
| 145. | Butter fly Arm rest for Row Console With Dual Operating @ | 2025 | In the process of Absorption |
| 146. | Second Row Console Tray @ | 2025 | In the process of Absorption |
| 147. | Second Row refrigerator @ | 2025 | In the process of Absorption |
| 148. | Pop out Speaker @ | 2025 | In the process of Absorption |
| 149. | CrystalKnob @ | 2025 | In the process of Absorption |
| 150. | Vertical Push Cup Holder @ | 2025 | In the process of Absorption |
| 151. | Floating Illuminated Logo @ | 2025 | In the process of Absorption |
| 152. | Motorised Glovebox With E-latch @ | 2025 | In the process of Absorption |
| 153. | Fabric Wrapped Speaker Grill @ | 2025 | In the process of Absorption |
| 154. | Second Row Popout Airvent @ | 2025 | In the process of Absorption |
| 155. | Rotating USB in Console @ | 2025 | In the process of Absorption |
| 156. | Ambient Lighting In Luggage Partition @ | 2025 | In the process of Absorption |
| 157. | Door Trim Map Pocket to be Made Sustainable Material @ | 2025 | In the process of Absorption |
| 158. | PU wrapped Skin IP and Door Console @ | 2025 | In the process of Absorption |
| 159. | Hot stamping Lower Bumper Grill @ | 2025 | In the process of Absorption |
| 160. | IMGL-Midroll Soft Wrapped @ | 2025 | In the process of Absorption |
| 161. | Tuffted Carpet @ | 2025 | In the process of Absorption |
| 162. | Seat massager @ | 2025 | In the process of Absorption |
| 163. | Ventilated Seat for 2R @ | 2025 | In the process of Absorption |
| 164. | Zero-G seat @ | 2025 | In the process of Absorption |
| 165. | 2R seat cushion extension @ | 2025 | In the process of Absorption |



| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---|---|---|---|
| 166. | 1R seat cushion tilt @ | 2025 | In the process of Absorption |
| 167. | 1R seat cushion extension @ | 2025 | In the process of Absorption |
| 168. | Seat armrest with user interface @ | 2025 | In the process of Absorption |
| 169. | Deployable armrest cup holder @ | 2025 | In the process of Absorption |
| 170. | Power co-driver seat @ | 2025 | In the process of Absorption |
| 171. | Speaker integrated head restraint @ | 2025 | In the process of Absorption |
| 172. | Far Side airbag @ | 2025 | In the process of Absorption |
| 173. | Aluminium LCA @ | 2025 | In the process of Absorption |
| 174. | Aluminium Sub-Frame @ | 2025 | In the process of Absorption |
| 175. | Rear Twist Beam for high GVW Vehicle @ | 2025 | In the process of Absorption |
| 176. | Swash plate type variable displacement compressor @ | 2025 | In the process of Absorption |
| 177. | Plasma Cluster Ionizer @ | 2025 | In the process of Absorption |
| 178. | Activated carbon filter with anti microbial coating @ | 2025 | In the process of Absorption |
| 179. | Henn metal connector for Intercooler hose @ | 2025 | In the process of Absorption |
| 180. | Active air dam & speed lips @ | 2025 | In the process of Absorption |
| 181. | Active bolster- Thar @ | 2025 | In the process of Absorption |
| 182. | Non ECU massager @ | 2025 | In the process of Absorption |
| 183. | Power fold & tumble-40P @ | 2025 | In the process of Absorption |
| 184. | Trim PU leatherette @ | 2025 | In the process of Absorption |
| 185. | Seat rearward flip (Flat floor) @ | 2025 | In the process of Absorption |
| 186. | Power cushion tilt @ | 2025 | In the process of Absorption |
| 187. | Co-driver Calf support - Power @ | 2025 | In the process of Absorption |
| 188. | Power 4W Headrest + Speaker @ | 2025 | In the process of Absorption |
| 189. | Soft back panel & side valance cover @ | 2025 | In the process of Absorption |
| 190. | Rear Power striker @ | 2025 | In the process of Absorption |
| 191. | Headrest with comfort wings @ | 2025 | In the process of Absorption |
| 192. | Rear 40:20:40 Seat @ | 2025 | In the process of Absorption |
| 193. | Soft Shell Cup Holder - Armrest, ISOFIX @ | 2025 | In the process of Absorption |
| 194. | Climate control seat (Peltier effect) @ | 2025 | In the process of Absorption |
| 195. | Rear Seat Y slider @ | 2025 | In the process of Absorption |
| 196. | Dual density foam - INSERT/ BOLSTER @ | 2025 | In the process of Absorption |
| 197. | Hydophilic ORVM @ | 2025 | In the process of Absorption |
| 198. | E Latch & Cinch Latch @ | 2025 | In the process of Absorption |
| 199. | Canva Sunroof @ | 2025 | In the process of Absorption |

| Sr. No. | Details of Technology Imported | Year of Import | Status of Technology Absorption |
|---|---|---|---|
| 200. | Vacumm less booster @ | 2025 | In the process of Absorption |
| 201. | Rear Wheel steering @ | 2025 | In the process of Absorption |
| 202. | Electronic Tilt and Telescopic Steering @ | 2025 | In the process of Absorption |
| 203. | Puncture Kit @ | 2025 | In the process of Absorption |
| 204. | Space Master Tyre @ | 2025 | In the process of Absorption |
| 205. | Zero Drag Caliper @ | 2025 | In the process of Absorption |
| 206. | Extended Mobility Tyre @ | 2025 | In the process of Absorption |
| 207. | Integrated Drive axle @ | 2025 | In the process of Absorption |
| 208. | Reduntance Brake Boost assist @ | 2025 | In the process of Absorption |
| 209. | Concepta wheel rim @ | 2025 | In the process of Absorption |
| 210. | Wheel damage detection system @ | 2025 | In the process of Absorption |
| 211. | Coloured Rear Quarte window glass @ | 2025 | In the process of Absorption |
| 212. | DMSC (Dual Mode Smart Charger) / EVSE - V2L @ | 2025 | In the process of Absorption |
| 213. | Dual Fuel for Tractors @ | 2025 | In the process of Absorption |
| 214. | Auto Differential lock for Tractors @ | 2025 | In the process of Absorption |

@ Areas where Technology not fully absorbed, reasons thereof:

All imported technologies 'In the process of Absorption' would be absorbed as per the respective Technology Absorption Schedule.

**(iv) The expenditure incurred on Research and Development:**

The Company spent Rs. 3,142.75 crores (including Rs. 2,167.22 crores on Capital Expenditure) for Research & Development work during the year, which was approximately 3% of the total turnover.

## (C) Foreign Exchange Earnings and Outgo

Foreign Exchange earnings and outgo during the year under review are as follows:

(Rs. in crores)

| Total Foreign Exchange Earned and Outgo | For the Financial Year ended 31st March, 2025 | For the Financial Year ended 31st March, 2024 |
|---|---|---|
| Foreign Currency Earnings | **4,863.77** | 3,874.25 |
| Foreign Exchange Outgo (including remittance of Dividend) | **6,598.67** | 4,974.81 |

For and on behalf of the Board

**ANAND G. MAHINDRA**
Chairman
DIN: 00004695

Mumbai, 5th May, 2025



## ANNEXURE VIII

## POLICIES

Your Company is committed to adhere to the highest possible standards of ethical, moral and legal business conduct. Considering this, your Company has formulated certain policies, *inter alia*, in accordance with the requirements of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations") and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. The policies as mentioned below are available on the Company's website and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents. These policies are reviewed periodically and are updated as and when needed. During the year, the Company had revised and adopted some of its Policies in order to align the same with recent changes in Corporate and Securities Laws.

A brief description about the Key Policies adopted by the Company is as under:

| Sr. No. | Name of the Policy | Brief description | Summary of key changes made to the Policies during the year |
|---|---|---|---|
| 1. | Whistle-blower Policy | The Vigil Mechanism as envisaged in the Act and Listing Regulations is implemented through the Whistle-blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. | Various Committees under this Policy have been re-constituted. |
| 2. | Code of Conduct | The Board of your Company has laid down two separate Codes of Conduct, one for all the Board Members and the other for Employees of the Company. This Code is the central policy document, outlining the requirements that the employees working for and with the Company must comply with, regardless of their location. | During the year, the Code has been amended twice, to amend the clauses on Conflict of Interest and Intellectual Property and Trademark, while the applicability and approval matrix were amended to make it stricter.<br><br>There has been no change to the Code of Conduct for Board Members. |
| 3. | Dividend Distribution Policy | The Dividend Distribution Policy as per Regulation 43A of the Listing Regulations is attached as Annexure I to the Board's Report and forms part of this Annual Report. | There has been no change to this policy. |
| 4. | Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information | This Code has been formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI") which, *inter alia*, includes policy for Determination of "Legitimate Purposes". | The Code has been amended to, *inter alia* align, with the provisions of the Listing Regulations on responding to Market Rumours. |
| 5. | Policy for determination of Materiality for disclosure of Event or Information | This policy requires the Company to make disclosure of events or information which are material to the Company as per the requirements of Regulation 30 of the Listing Regulations. | The Policy and Indicative Guidelines have been amended twice to, *inter alia*, include and align with the provisions and amendment made to the Listing Regulations pertaining to Market Rumour Verification, Timelines for Disclosure of Material Events / Information in case of Board Meeting, Monetary Thresholds for Disclosure of Imposition of Fine / Penalty, and other disclosure requirements. |

| Sr. No. | Name of the Policy | Brief description | Summary of key changes made to the Policies during the year |
|---|---|---|---|
| 6. | Policy for determining Material Subsidiaries | The policy is used to identify material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. | The Policy has been amended to align with the amendments made to the Listing Regulations pertaining to change in the definition of Material Subsidiary, Secretarial Audit for Material Unlisted Indian Subsidiary by Peer Reviewed Company Secretary and Exemption of Special Resolution in case of sale, disposal or lease of assets between two Wholly Owned Subsidiaries. |
| 7. | Policy on Materiality of and Dealing with Related Party Transactions | The policy has been framed in order to regulate all Related Party Transactions of the Company. | The Policy has been amended, to, *inter alia*, align with the amendments to the provisions under Listing Regulations covering certain carve outs given to Corporate Actions, Retail Purchases, Deposits, Remuneration to Directors, Key Management Personnel and Senior Management Personnel and Ratification of Related Party Transactions (RPTs) by Audit Committee, etc. |
| 8. | Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management | This policy includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down in the said Policy, succession planning for Directors and Senior Management, and policy statement for Talent Management framework of the Company. | The Policy has been amended to, *inter alia*, align with the amendment to the Listing Regulations pertaining to change in definition of 'Senior Management' and 'Vacancy in the Office of Director'. |
| 9. | Policy for remuneration of the Directors, Key Managerial Personnel and other employees | This policy sets out the approach of the Company towards the Compensation of Directors, Key Managerial Personnel and other employees in the Company. | There has been no change to this policy. |
| 10. | Corporate Social Responsibility Policy | The Corporate Social Responsibility Policy is aimed, *inter alia*, at promoting a unified and strategic approach to CSR across the Company by incorporating under one "Rise for Good" umbrella the diverse range of its philanthropic giving, identifying select constituencies and causes to work with, thereby ensuring a high social impact. | The CSR Policy of the Company was amended to include in Annexure-1 of the CSR Policy, the CSR Projects undertaken by the Company in the FY25. |
| 11. | Archival Policy | As per the policy, the events or information which has been disclosed by the Company to the Stock Exchanges pursuant to Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a period of 5 years or such period as may be specified by SEBI, from the date of hosting. | There has been no change to this policy. |



| Sr. No. | Name of the Policy | Brief description | Summary of key changes made to the Policies during the year |
|---|---|---|---|
| 12. | Business Responsibility & Sustainability Policy | The objective of this policy is to ensure a unified and common approach to the dimensions of Business Responsibility across M&M and Group companies, act as a strategic driver that will help all Group Companies respond to the complexities and challenges that keep emerging and be abreast with changes in regulations. | There has been no change to this policy. |
| 13. | Safety, Occupational Health and Environment Policy | The vision of the policy is to sustain zero incident, zero occupational health hazard and pollution free working environmental organization. | There has been no change to this policy. |
| 14. | Policy on Prevention of Sexual Harassment | The policy on Sexual Harassment is for Redressal of complaints received regarding sexual harassment and compliance of other provisions as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company in its good governance has extended the same to male employees also. | There has been no change to this policy. |
| 15. | Anti-Bribery and Anti-Corruption (ABAC) Policy | While the basic tenets of anti-bribery and anti-corruption policy are enshrined in the Code of Conduct of the Company, this Policy comprehensively captures the Company's approach towards bribery and corruption in detail. | There has been no change to this policy. |
| 16. | Investor Grievance Redressal Policy | The Policy is to promote and build prompt Investor Grievance Redressal Mechanism and investor friendly relations. | The Escalation Matrix for Investor Grievances forming part of the Policy have been updated during the year under review.<br>Subsequent to the year end, the Escalation Matrix was further updated pursuant to the organisational changes. |
| 17. | Policy on Gifts & Entertainment | The Policy lays down the guidelines for acceptance of gifts and entertainment by employees of the Company. Permitted deviations & processes are laid down through this Policy. | The Policy was amended with a view to update the value of gifts which can be accepted or offered. Some additions were incorporated in the Clauses on Guidelines for Receipt and Offer to Gifts or Entertainment.<br>Subsequent to the year end, the Policy was further amended with addition of applicable limits for international locations and some additional clauses on accepting and offering gifts. |
| 18. | Risk Management Policy | The Risk Management Policy, *inter alia*, includes identification of risks, including cyber security and related risks and also those which in the opinion of the Board may threaten the existence of the Company. | There has been no change to this policy. |

**Particulars of loans/advances, etc. pursuant to Para A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Loans and advances in nature of loans to Subsidiaries: (Net of Provisions)**

(Rs. in crores)

| Name of the Company | Balances as on 31st March, 2025 | Maximum outstanding during the year |
|---|---|---|
| Mahindra Agri Solutions Limited | 25.00 | 68.00 |
| Mahindra Overseas Investment Company (Mauritius) Limited | 2,026.87 | 2,140.72 |
| Mahindra Defence Systems Limited | 245.00 | 245.00 |
| Mahindra Aerostructures Private Limited | 201.50 | 201.50 |
| Mahindra Steel Service Centre Limited | 35.00 | 50.00 |
| NBS International Limited | 32.00 | 35.00 |
| Mahindra Auto Steel Private Limited | 150.00 | 150.00 |
| Mahindra Accelo Limited | 100.00 | 100.00 |
| Resurgence Solarize Urja Private Limited | 37.00 | 37.00 |
| Mahindra Solarize Private Limited | 75.00 | 75.00 |
| Mahindra Lifespace Developers Limited | 200.00 | 200.00 |
| Mahindra EPC Irrigation Limited | 20.00 | 20.00 |
| Mahindra Logistics Limited | 150.00 | 150.00 |
| MLL Express Services Private Limited | 100.00 | 100.00 |
| Classic Legends Private Limited@ | 164.80 | 189.80 |
| Mahindra Teqo Private Limited | 18.50 | 20.00 |

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

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

(Rs. in crores)

| Name of the Company | Balance as on 31st March, 2025 | Maximum outstanding during the year |
|---|---|---|
| Mitsubishi Mahindra Agricultural Machinery Co., Ltd. | 0.00 | 40.18 |

# MANAGEMENT DISCUSSION AND ANALYSIS

# MANAGEMENT DISCUSSION AND ANALYSIS

Mahindra & Mahindra Limited ('M&M' or 'Mahindra') is the flagship Company of the Mahindra Group, a globally renowned conglomerate with a wide spectrum of business interests spanning industries and geographies. As a pioneer in innovation and technology, Mahindra has consistently focused on creating solutions that deliver value and empower its customers, partners, and stakeholders to Rise.

Guided by a vision to drive progress, Mahindra is committed to pushing boundaries to develop world-class products and technology-enabled services. By maintaining a sharp focus on customer-centricity, the Company strives to deliver accessible and impactful solutions tailored to meet evolving needs. Innovation lies at the heart of Mahindra, enabling it to adapt to challenges and seize opportunities in a fast-changing world.

Enhancing people capabilities is another pillar of Mahindra's growth strategy, ensuring its talent remains future-ready to tackle global and domestic challenges. This approach has allowed Mahindra to strengthen its presence in the domestic market while pursuing ambitious global expansion plans.

**With a legacy built on excellence and a forward-looking mindset, Mahindra continues to drive sustainable growth, foster innovation, and empower individuals and communities worldwide, ensuring its commitment to creating a better future remains unwavering.**

In FY25, your Company sold 9,41,115 vehicles* (a growth of 14.1% over the previous year) and 4,24,641 tractors (includes domestic sales and exports of Mahindra, Swaraj and Trakstar brands), a growth of 12.2% over the previous year, the highest-ever tractor sales by Mahindra in a given financial year. This represents the highest combined sales of vehicles and tractors in any single year by the Company.

The Automotive and Farm Sectors, along with their subsidiaries, associate companies and joint ventures, achieved global sales# of 1.37 million vehicles and tractors (9,40,181 vehicles and 4,33,471 tractors), a growth of 12.4% over the previous year.

**9,41,115** Units ↗

(Includes domestic sales and exports)

14.1% YoY Increase in total automotive volume

**4,24,641** Units ↗

(Includes domestic sales and exports)

12.2% YoY Increase in total tractor volume

**Includes sales made by Mahindra Last Mile Mobility Limited ("MLMML") & Mahindra Electric Automobile Limited ("MEAL")*
*#Includes Domestic sales and sales by subsidiaries*



## INDUSTRY STRUCTURE, OVERVIEW AND TRENDS

### AUTOMOTIVE INDUSTRY

In Calendar Year 2024 (CY24), worldwide sales of Passenger Vehicles and Commercial Vehicles increased to 95.3 million, a growth of 2.7% over the CY23 sales of 92.8 million. Global Passenger Vehicles (PV) and Commercial Vehicles (CV) reported a growth of 3.3% and 1.1% respectively. India was ranked 3rd in passenger vehicle segment after China and United States of America.

The fastest growing segment worldwide was that of Electric Vehicles (EVs) and has grown at 49% CAGR over the last five years. *(Source: Organisation Internationale des Constructeurs d'Automobiles)*

**The long-term growth outlook for the Indian auto industry remains positive, driven by strong economic fundamentals, progressive government initiatives, rapidly improving infrastructure, and a young, aspirational population.**

While the outlook for the industry remains promising, when compared to FY19 pre-COVID levels, it has achieved 95% recovery in commercial vehicles and 93% in two-wheelers. The three-wheeler segment has surpassed FY19 levels, recording sales of 7.4 lakh units. Passenger vehicles, which had already recovered to pre-COVID levels last year, crossed the 4.3 million mark in FY25.

| Segment (Domestic sales) | FY19 | FY25 | % CAGR |
|---|---|---|---|
| Passenger Vehicles | 33,77,389 | 43,01,848 | 4.11% |
| Commercial Vehicles | 10,07,311 | 9,56,671 | -0.86% |
| 3 Wheelers | 7,01,005 | 7,41,420 | 0.94% |
| 2 Wheelers | 2,11,79,847 | 1,96,07,332 | -1.28% |

The Indian auto industry today is sharply focused on accelerating the transition to cleaner mobility, and enhancing road safety. Recognizing the evolving global and domestic imperatives around carbon neutrality and technological self-reliance, the industry has made significant strides in the indigenization of key automotive technologies. A notable achievement was the swift transition to BS6 emission norms within just three years, demonstrating world-class executional agility. Building on this momentum, the industry successfully implemented the BS6.2 emission standards from FY23, further aligning with global benchmarks for emissions control and sustainability.

**The Government of India has introduced a series of initiatives to accelerate green mobility and establish India as a global hub for EV manufacturing.** The newly approved E-Vehicle Policy and the PM E-DRIVE Scheme, with an outlay of Rs. 10,900 crores over two years (FY25-FY26), aims to drive the adoption of advanced EV technologies, boost domestic manufacturing under the Make in India initiative, promote healthy competition, and achieve economies of scale. These efforts are expected to reduce crude oil imports, lower the trade deficit, and improve environmental outcomes. Additionally, the Voluntary Vehicle Modernization Program is creating a supportive ecosystem for phasing out older, polluting vehicles and enhancing road and vehicular safety.

### AUTO INDUSTRY IN FY25

In FY25, the Indian auto industry sales (excluding two-wheelers) have recorded highest ever sales of 6 million units, a 2% growth over the previous peak of FY24. While CVs have shown de-growth of 1.2%, the PVs have reached new heights with 4.30 million sales units, a volume growth of 2.0% over previous year. The total revenue of PVs sold in the industry rose 3.7% during the same period (source: JATO). Over the last ten years, the Utility Vehicle (UV) segment has been key driver of PV growth. UV CAGR from FY15 to FY25 was 17.6% vs PV CAGR of 5.2%. UV, as share of PV, has increased from 21% in FY15 to 65% in FY25. This growth in UV is driven by increased customer preference for command seating, higher ground clearance, superior performance and enhanced range of choices.

The Indian Auto Industry has seen new launches in Electric Passenger Vehicle segment. Electric Utility vehicles have seen 36.4% growth and 2.1% penetration. However, EV adoption in India is led by e-3W; the key drivers being improving operating economies, easy deployment for last/first mile connectivity (including at metro stations) and the growth of start-ups as 3W aggregators. For the year FY25, a total of 1,80,141 e-3W were sold with growth of 55.9%, accounting for 24.3% of the 3W industry.

| Industry Segment | Domestic Industry Volume | | | YoY Growth | | |
|---|---|---|---|---|---|---|
| | FY23 | FY24 | FY25 | FY23 | FY24 | FY25 |
| Passenger Cars | 17,47,376 | 15,48,947 | 13,53,287 | 19.1% | -11.4% | -12.6% |
| Utility Vehicles | 20,03,718 | 25,20,691 | 27,97,229 | 34.5% | 25.8% | 11.0% |
| MPV (Vans) | 1,39,020 | 1,49,112 | 1,51,332 | 22.7% | 7.3% | 1.5% |
| **Passenger Vehicles** | **38,90,114** | **42,18,750** | **43,01,848** | **26.7%** | **8.4%** | **2.0%** |
| MHCV | 3,59,003 | 3,74,012 | 3,73,819 | 49.2% | 4.2% | -0.1% |
| MHCV Passenger | 38,410 | 53,768 | 66,328 | 225.4% | 40.0% | 23.4% |
| MHCV Goods | 3,20,593 | 3,20,244 | 3,07,491 | 40.0% | -0.1% | -4.0% |
| ICV Goods (7.5 to 12T) | 35,298 | 37,667 | 40,160 | 1.4% | 6.7% | 6.6% |
| MCV Goods (12 to 18.5T) | 68,187 | 75,906 | 67,134 | 31.5% | 11.3% | -11.6% |
| HCV Goods >18.5T | 2,17,108 | 2,06,671 | 2,00,197 | 52.5% | -4.8% | -3.1% |
| LCV | 6,03,465 | 5,94,758 | 5,82,852 | 26.8% | -1.4% | -2.0% |
| LCV Passenger | 44,315 | 51,750 | 54,807 | 122.1% | 16.8% | 5.9% |
| LCV Goods < 2T GVW | 1,92,982 | 1,76,310 | 1,55,927 | 12.6% | -8.6% | -11.6% |
| LCV Goods 2-3.5T GVW | 3,31,655 | 3,19,114 | 3,10,696 | 31.6% | -3.8% | -2.6% |
| LCV Goods > 3.5T GVW | 34,513 | 47,584 | 61,422 | 5.8% | 37.9% | 29.1% |
| **Total CV** | **9,62,468** | **9,68,770** | **9,56,671** | **34.3%** | **0.7%** | **-1.2%** |
| 3W Passenger | 3,61,094 | 5,48,090 | 6,01,642 | 108.3% | 51.8% | 9.8% |
| 3W Goods | 97,540 | 1,11,519 | 1,17,156 | 28.0% | 14.3% | 5.1% |
| 3W-e-Rickshaw | 26,654 | 31,290 | 18,474 | 151.9% | 17.4% | -41.0% |
| 3W-e-Cart | 3,480 | 3,902 | 4,148 | 172.9% | 12.1% | 6.3% |
| **3W** | **4,88,768** | **6,94,801** | **7,41,420** | **87.0%** | **42.2%** | **6.7%** |
| Scooters | 51,90,702 | 58,39,325 | 68,53,214 | 26.2% | 12.5% | 17.4% |
| Motorcycles | 1,02,30,502 | 1,16,53,237 | 1,22,52,305 | 13.9% | 13.9% | 5.1% |
| Mopeds | 4,41,567 | 4,81,803 | 5,01,813 | -6.7% | 9.1% | 4.2% |
| **2W** | **1,58,62,771** | **1,79,74,365** | **1,96,07,332** | **16.9%** | **13.3%** | **9.1%** |
| **Quadricycle** | **725** | **725** | **120** | **484.7%** | **0.0%** | **-83.4%** |
| **Total Domestic** | **2,12,04,846** | **2,38,57,411** | **2,56,07,391** | **20.4%** | **12.5%** | **7.3%** |
| **Total Domestic (Excl. 2W)** | **53,42,075** | **58,83,046** | **60,00,059** | **32.0%** | **10.1%** | **2.0%** |

## TRACTOR INDUSTRY

The key growth drivers were increasing affordability in rural segment with higher Minimum Support Prices (MSPs), growing demand for farm mechanization, emergence of newer technologies in the farming sector, better monsoons and continued Government's focus on improving the state of agriculture in India. The long-term growth outlook for the Indian tractor industry remains positive. Over the period FY09 to FY25, the domestic tractor industry grew at a CAGR of 7.3%.

## TRACTOR INDUSTRY IN FY25

Indian tractor industry with an annual sale of 9.39 lakh units in FY25, registered an increase of 7.3% compared to FY24.

In FY25, the Indian tractor industry was supported by the timely arrival of the south-west monsoon which created a positive momentum for the Kharif planting season. Healthy reservoir levels supported rabi crop acreage.

Government measures to improve farm incomes through various schemes further promoted farm mechanization, with investments to improve rural infrastructure. Increased crop procurement and higher MSPs boosted farmers' cash flow. Overall real agriculture GVA grew by 4.6% in FY25 compared to 2.6% growth seen in the previous year. Further, Government spending in agriculture also saw a strong growth this year. Your Company's market share in the domestic tractor industry stood at 43.3% in FY25, a gain of 1.7% YoY over FY24.

Exports out of India in FY25 increased by 27% YoY compared to FY24. Exports out of India increased due to turnaround in South Asia markets, increased demand for Indian made tractors and entry into new markets.

# YOUR COMPANY'S PERFORMANCE

## AUTOMOTIVE SECTOR

During the year under review, your Company continued to be in pole position as the largest SUV player by revenue in India*. It is the second largest domestic player in the PV segment by revenue market share. Furthermore, your Company maintained strong UV brand equity, supported by high brand recall and sustained product salience. It is also No. 1 in LCV < 3.5T market share by volume for over a decade.

**As per JATO*

Mahindra's share of the total Indian Auto industry stood at 15.1%.

For the year under review, we achieved our highest-ever overall volumes of 9,06,406 vehicles in the domestic market, registering a growth of 13.3% over the previous year. We also recorded our highest-ever annual UV sales at 5,51,487 units, marking a growth of 19.9%, supported by record production levels at our Nashik and Chakan plants.

The table below summarises the performance of Mahindra across various Industry segments.

| Industry Segment | Industry | | | M&M | | | Market Share | |
|---|---|---|---|---|---|---|---|---|
| | FY24 | FY25 | Growth | FY24 | FY25 | Growth | FY24 | FY25 |
| Utility Vehicles | 25,20,691 | 27,97,229 | 11.0% | 4,59,864 | 5,51,487 | 19.9% | 18.2% | 19.7% |
| Passenger cars | 15,48,947 | 13,53,287 | -12.6% | 0 | 0 | 0.0% | 0.0% | 0.0% |
| MPV (Vans) | 1,49,112 | 1,51,332 | 1.5% | 13 | 0 | -100.0% | 0.0% | 0.0% |
| **Passenger Vehicles** | **42,18,750** | **43,01,848** | **2.0%** | **4,59,877** | **5,51,487** | **19.9%** | **10.9%** | **12.8%** |
| LCV Goods < 2T GVW | 1,76,310 | 1,55,927 | -11.6% | 44,093 | 38,995 | -11.6% | 25.0% | 25.0% |
| LCV Goods 2-3.5T GVW | 3,19,114 | 3,10,696 | -2.6% | 1,91,603 | 1,89,914 | -0.9% | 60.0% | 61.1% |
| **LCV Goods < 3.5T** | **4,95,424** | **4,66,623** | **-5.8%** | **2,35,696** | **2,28,909** | **-2.9%** | **47.6%** | **49.1%** |
| LCV Goods > 3.5T GVW | 47,584 | 61,422 | 29.1% | 15,809 | 29,085 | 84.0% | 33.2% | 47.4% |
| **LCV Goods Total** | **5,43,008** | **5,28,045** | **-2.8%** | **2,51,505** | **2,57,994** | **2.6%** | **46.3%** | **48.9%** |
| M+ICV Goods (7.5 to 18.5T) | 1,00,372 | 1,07,294 | 6.9% | 1,818 | 1,340 | -26.3% | 1.8% | 1.2% |
| HCV Goods > 18.5T | 2,19,872 | 2,00,197 | -8.9% | 6,146 | 5,457 | -11.2% | 2.8% | 2.7% |
| **MHCV Goods** | **3,20,244** | **3,07,491** | **-4. 0%** | **7,964** | **6,797** | **-14.7%** | **2.5%** | **2.2%** |
| **LCV Passenger** | **51,750** | **54,807** | **5.9%** | **3,341** | **4,296** | **28.6%** | **6.5%** | **7.8%** |
| **MHCV Passenger** | **53,768** | **66,328** | **23.4%** | **0** | **0** | **0.0%** | **0.0%** | **0.0%** |
| **CV Goods** | **8,63,252** | **8,35,536** | **-3.2%** | **2,59,469** | **2,64,791** | **2.1%** | **30.1%** | **31.7%** |
| **CV Total** | **9,68,770** | **9,56,671** | **-1.2%** | **2,62,810** | **2,69,087** | **2.4%** | **27.1%** | **28.1%** |
| **3W** | **6,94,801** | **7,41,420** | **6.7%** | **77,589** | **85,832** | **10.6%** | **11.2%** | **11.6%** |
| **Quadricycle** | **725** | **120** | **-83.4%** | **0** | **0** | **0.0%** | **0.0%** | **0.0%** |
| **Total Domestic** | **58,83,046** | **60,00,059** | **2.0%** | **8,00,276** | **9,06,406** | **13.3%** | **13.6%** | **15.1%** |

In FY25, your Company launched several new products, notably the XUV 3XO and Thar ROXX.

### The XUV 3XO

The XUV 3XO, introduced in April 2024 as the 'New Disruptor' in compact SUVs, offered a unique blend of innovation, safety, comfort, and performance, appealing to both first-time SUV buyers and luxury seekers.

**It recorded 50,000+ bookings within the first hour and became the fastest Mahindra passenger vehicle to reach 1 lakh sales, winning 9 awards from 7 publications.**

### Thar ROXX

On the 77th Independence Day in August 2024, we unveiled the Thar ROXX, which redefined the SUV landscape with its iconic design, all-new M_GLYDE platform, powerful engines, and premium features like the largest skyroof under 4.5 meters and a Harman Kardon sound system.

**Thar ROXX secured over 1,76,000 bookings within the first hour and was the most awarded car of 2025, winning 36 awards including the prestigious Indian Car of the Year (ICOTY) 2025, alongside a 5-star Bharat NCAP safety rating.**

### Veero

In September 2024, your Company launched the Mahindra Veero, redefining the < 3.5T Light Commercial Vehicle (LCV) segment. Built on the new Urban Prosperity Platform (UPP), Veero offers a powerful engine, best-in-class mileage, car-like comfort, and first-in-class features such as a touchscreen, power windows, and a reverse camera. It also set new safety benchmarks with segment-first AIS096 norms and the introduction of airbags. Equipped with advanced iMAXX technology for enhanced driving efficiency and fleet management. Veero has been widely praised for its mileage, comfort, and performance.

**Veero strengthened our leadership, boosting market share in the LCV segment.**

### BE 6 & XEV 9e

In November 2024, Mahindra Electric Automobile Limited launched two electric-origin SUVs — the BE 6 and XEV 9e — marking a pivotal moment in our journey towards electric mobility leadership. Built on INGLO platform, India's first pure-electric architecture, and powered by the intelligence of MAIA, these SUVs signal a new era in Indian automotive engineering showcasing our competence and confidence to compete globally.

The BE 6, with its sporty fastback design, and XEV 9e, with its premium SUV coupe styling and indulgent interiors, offers class-leading technologies such as a coast-to-coast triple-screen immersive cockpit, Harman Kardon 16-speaker sound system with Dolby Atmos, AutoPark, ADAS L2+, and VisionX.

Both models come with 79 kWh and 59 kWh battery options, delivering certified ranges of up to 683 km (MIDC P1+P2). Manufactured at our state-of-the-art Chakan facility, they represent a major step forward in building world-class electric vehicles—Made in India, for the world.

**On the first day of bookings, the BE 6 and XEV 9e together received 30,000+ bookings.**

## FOCUS ON SAFETY

Mahindra continues to uphold its legacy of prioritizing safety, as reflected in the achievements of the Thar ROXX, XUV 3XO, and our electric UVs, the BE 6 and XEV 9e. The Thar ROXX made history as the first body-on-frame UV to earn a 5-star Bharat NCAP rating, while the XUV 3XO also secured a 5-star rating. Our electric UVs, the BE 6 and XEV 9e, further reinforced this commitment by achieving top 5-star Bharat NCAP ratings and setting new benchmarks in safety. These accomplishments reaffirm our dedication to building India's safest UVs and eUVs, combining occupant protection with exceptional performance and cutting-edge technology.

Mahindra achieved significant recognition in FY25, becoming the only Indian automotive company featured on TIME Magazine's 'World's Most Sustainable Companies 2024' list and was ranked 5th most sustainable automotive company in the list. Our commitment to environmental, social, and governance (ESG) principles was further reinforced with the 'Best ESG Company in the Automotive' award from Dun & Bradstreet India and a 'Leadership Status' in the DJSI World Index 2024. Additionally, Mahindra was honoured as the 'Company of the Year' at The Economic Times Corporate Excellence Awards.

Mahindra also celebrated major milestones in product excellence. Mahindra was further recognized as 'Manufacturer of the Year' by Autocar India, Acko Drives, and Car India Magazine, while the Mahindra Veero received accolades at the Apollo CV Awards 2025.

## MAHINDRA LAST MILE MOBILITY LIMITED (MLMML)

In the Last Mile Mobility business, Mahindra Last Mile Mobility Limited (MLMML) sold 1,08,661 vehicles (domestic plus exports) in FY25, as against 1,01,011 vehicles in FY24, registering a growth of 7.6%. Throughout the year, MLMML launched four new products: Treo Plus (Metal), Mahindra Zeo, eAlfa Plus, and Alfa Duo. Treo Plus (Metal) scaled up rapidly following its launch in April 2024, further strengthening MLMML's position in the passenger electric 3W segment. Additionally, with the launch of Mahindra Zeo, MLMML has successfully entered the 4W electric SCV (Small Commercial Vehicle) segment, offering a superior customer value proposition.

**MLMML has achieved significant milestones this FY, including the cumulative sale of 2,00,000+ EVs and 1,00,000+ Treo vehicles to date.**

In FY25, MLMML sold 78,524 EVs (domestic plus exports) as against 66,190 EVs in the previous year, achieving a growth of 18.6%. With an unwavering focus on innovation and customer-centric solutions, MLMML is poised to continue growth of sustainable mobility in the 3W and 4W SCV segments.

MLMML's achievements have been recognized with numerous awards, including the Apollo CV Awards for EV of the Year for Mahindra Zeo, as well as the Manufacturing Today Awards for Cost Optimization, Quality, and HR Excellence.

In 4W segment, the launch of Mahindra Zeo marked another important milestone in MLMML's journey to strengthen the electric 4W last mile mobility. The Mahindra Zeo aims to electrify the SCV segment with best-in-class performance, range and features.

## AUTOMOTIVE SECTOR - TRUCK & BUS DIVISION

Despite challenging industry conditions (remaining flat over last 3 years), your Company demonstrated resilience, recording flat growth over the previous year with volumes reaching 13,032 units. While the industry witnessed a de-growth of 5%, your Company limited its de-growth to 1%, showcasing its ability to navigate headwinds effectively.

**A remarkable milestone was achieved as your Company attained cash breakeven and posted EBIDTA-positive results for FY25.**

The launch of the Furio 8 range of LCV trucks marked a significant breakthrough in our product portfolio. The Furio 8 was honored as the 'Debutant LCV of the Year' at the prestigious Apollo CV Awards 2025, reaffirming our position as a leader in innovation and product excellence.

Looking ahead, your Company remains focused on driving continued growth through multiple strategic initiatives across product enhancements, elevating customer experience, and improving operational efficiencies. These efforts are aimed at further strengthening our market presence and delivering value to our stakeholders.

## MAHINDRA CONSTRUCTION EQUIPMENT (MCE)

Your Company, under the Mahindra EarthMaster brand, sold 981 Backhoe Loaders (BHLs), and sold 256 Motor Graders, under the RoadMaster brand. Notably, your Company retained its position as the market leader (~23% Market Share) in the Motor Grader segment, a testament to its robust product offerings and strong customer trust.

Moreover, your Company achieved an exceptional milestone in the export markets by recording a significant growth of 124% YoY. A total of 228 units of construction equipment were exported, reflecting the growing acceptance of Mahindra products in international markets and the success of strategic efforts to expand the global footprint.

## EXPORT FROM INDIA - AUTOMOTIVE SECTOR

Mahindra's Automotive Sector exported 34,709* vehicles in FY25, achieving 41% growth. Subsidiaries in South Africa and Australia posted their highest-ever volumes, with retail growth of 40% and 27% respectively.

**In South Africa, propelled by the XUV 3XO launch, Mahindra became the fastest-growing automotive brand and entered the top 10 OEMs by Q4 FY25.**

The XUV 3XO ranked among the best-selling UVs within six months. Mahindra South Africa expanded Semi Knocked Down (SKD) capacity and signed an MoU with the Industrial Development Corporation to explore a Completely Knocked Down (CKD) facility. In Tunisia, the XUV 3OO was awarded 'Best Selling Crossover' at Victoires de l'Automobile 2025. In South Asia, Mahindra retained leadership in the pick-up segment, while continuing to scale operations across global markets.

**includes exports from MLMML*

## FARM EQUIPMENT SECTOR

Tractor sales have grown on account of favorable weather conditions, competitive crop prices, positive terms of trade for farmers, and the lifting of export restrictions on key commodities such as non-basmati rice. This trend is expected to continue, indicating ongoing positive momentum for this sector.

During the year, your Company marked numerous achievements, from a product, manufacturing and global perspective, amidst strong appetite for mechanisation among farmers, with an increase in sales in both the domestic and export markets.

**The year marks the highest-ever yearly domestic sales achieved by your Company**

During the period under review, your Company sold a total of 4,24,641 tractors (domestic plus exports from India), under the Mahindra, Swaraj and Trakstar brands, against 3,78,386 tractors sold in the previous year, registering a growth of 12.2%.

Your Company sold 4,07,094 tractors, as compared to 3,64,526 tractors in the previous year in domestic market (these figures for the current year sales and previous year sales include tractors sold by Gromax Agri Equipment Limited, a subsidiary of the Company), reflecting a growth of 11.7%, as against the industry growth of 7.3%.

Your Company achieved its highest-ever market share in FY25 at 43.3% and continued its position as the domestic market leader for the 42nd consecutive year. Your Company's performance was supported by good performance of all products in the portfolio across all three brands viz. Mahindra, Swaraj and Trakstar.

**Farm Mechanisation** is an important enabler to address the concerns of farm productivity and farm labour shortage. Your Company has aggressive plans to grow its Farm Machinery business, through the launch of 'Made in India' farm machinery products. Mahindra has successfully built a portfolio catering to all the stages of farming applications – Tillage to Post Harvesting.

During the year, Mahindra Farm Machinery clocked the highest ever revenue, crossing the mark of Rs. 1,000 crores (including MITRA Agri Equipments Private Limited, a subsidiary of the Company), with 18.4% growth this year.

In Harvesters, we gained momentum, with the recent launch of the Swaraj 8200 and the Mahindra 2100 Crawler Harvester launched during FY25. We have also built a successful base in other products like Loaders, Straw Reapers, Threshers, Balers, etc. that will bring in significant revenue for us in the coming years. Your Company also launched various products that further strengthen the presence in rotavator category and also launched new Loaders and Backhoes for the North American market. Your Company became the highest exporter of Loaders from India, exporting to the North American market.

Besides rolling out new products, your Company is also focusing on:

- **Revenue Growth**
- **Growth in Tractor Market share**
- **Quantum Growth in Farm Machinery**
- **Significantly Growing our International Operations**
- **Pioneering Technology Leadership**

## EXPORT FROM INDIA - FARM EQUIPMENT SECTOR

For the year under review, your Company exported 17,547 tractors, a growth of 26.6% over last year, registering the second highest-ever exports from India. This was by opening of new markets for Mahindra, in Africa and ASEAN. Your Company also increased exports of the new OJA range from India to the U.S. market. Improved market conditions in Sri Lanka, Bangladesh and Nepal further supported exports of Mahindra Tractors out of India. During the financial year, your Company set up a new subsidiary in Thailand for the ASEAN region called Mahindra Southeast Asia Limited (MSEAL).

**In FY25, Mahindra launched the new Mahindra OJA in Thailand, the largest tractor market in the ASEAN region.**

Going forward, your Company will launch the Mahindra Tractor brand in new markets across Europe and ASEAN, while consolidating its presence in existing markets, for faster growth of overall exports from India.

## ALLIED BUSINESSES

### MAHINDRA POWEROL

Mahindra Powerol has been a significant player in the power back-up industry for over 20 years. Among the Top 2 players (by volume) in the overall Power Generation market, Mahindra Powerol's network is spread over 800 service and sales touchpoints nationwide and over 12 overseas locations. The Company's distinct business model strategically balances its service and product contributions, each equally vital to its revenue generation.

In addition to Telecom, Powerol has also been focusing on increasing its retail market share by HkVA range extensions.

**With a focus on green energy, Powerol has also initiated an EV charger business for home charger installations. Mahindra Powerol has already installed over 10,000 chargers nationwide.**

Your Company is also into Energy Storage Solutions through Li-ion batteries.

### TWO-WHEELER SEGMENT

In line with the strategy for the two-wheeler business, your Company through its subsidiary, Classic Legends Private Limited had re-introduced the iconic brands 'Jawa' and 'Yezdi' to the Indian market in the FY19 and FY22 respectively. During FY23, 42 Bobber was introduced and during FY24, Jawa 350 was introduced to the Indian market. In addition, the Company forayed into new international markets through iconic British brand BSA in UK and European market.

**During FY25, the Company launched its third iconic brand into Indian market 'BSA' by launching BSA Gold Star 650.**

The Company also added one more product to Jawa 42 FJ into Jawa portfolio in FY25.

## OPPORTUNITIES AND THREATS

### AUTOMOTIVE SECTOR

The Indian automotive industry, recognized as a sunrise and champion Sector, plays a vital role in the economy—contributing 6.8% to India's GDP and over 40% to manufacturing GDP. In FY25, PV sales hit a record 4.3 million units, while CV saw a 1.2% decline. Excluding two-wheelers, the industry recorded its highest-ever sales at 6.0 million units, reflecting 2.0% YoY growth.

Growth in the UV segment continues to be driven by strong consumer preference and product innovation, with UV launches far outpacing launches in the Passenger Car segment over the past two years. To reduce oil dependency, the industry is actively exploring alternative fuels such as CNG, LNG, ethanol, and flex fuels, alongside investments in next-gen technologies like Electric battery and hydrogen.

Government initiatives are accelerating the alternative fuel transition. The PM E-DRIVE Scheme aims to boost EV manufacturing with a strong ecosystem, while the Voluntary Vehicle Modernization Program supports the phasing out of unfit vehicles. In addition, the E-Vehicle Policy promotes India as a global EV manufacturing hub. Complementing these, Production Linked Incentive (PLI) Schemes for automobiles, auto components, ACC batteries, and semiconductors are addressing cost challenges and advancing India's capabilities in Electric battery and hydrogen technologies.

### FARM EQUIPMENT SECTOR

With a strong emphasis on agriculture as a key engine of India's future, through Union Budget 2025, the Government announced a slew of measures. This is by encouraging sustainable farming practices, strengthening irrigation, improving storage, increasing credit and enhancing capacity in food processing. These initiatives truly have the potential to make India a food basket of the world while driving resilience of the rural economy.

Robust government support has spurred uptake in farm mechanisation and contemporary farming techniques, alongside broader rural development efforts.

India which has a substantial base of small and marginal farmers, grapple with numerous areas characterized by limited penetration of farm mechanisation. As labour scarcity persists, escalating labour costs, widespread adoption of diverse mechanisation methods emerge as the way forward. Considering these circumstances, the trajectory of the tractor and farm machinery market is anticipated to exhibit long-term growth.



### ALLIED BUSINESSES

The rising demand for power back-up solutions and infrastructure development will create opportunities in the power generation and infrastructure equipment space. This is an opportunity for the Company to grow its offerings in power solutions and construction equipment.

## RISKS AND CONCERNS

### AUTOMOTIVE AND FARM EQUIPMENT SECTORS

The Company's business is exposed to many internal and external risks and it has consequently put in place robust systems and processes, along with appropriate review mechanisms to actively monitor, manage and mitigate these risks.

### COMPETITIVE INTENSITY

Given the high growth potential of the Indian automotive market, both domestic and global OEMs have established a strong presence across all vehicle segments. Multinational players are now deeply entrenched, supported by local R&D centres, supplier networks, and widespread channel reach. In the passenger vehicle segment, the line between cars and utility vehicles (UVs) has blurred, with demand shifting decisively toward UVs—resulting in more UV launches than Passenger Cars.

By FY24, two out of every three PVs sold were UVs. From crossing 1 million UV sales in FY20, the segment surged past 2.8 million annual units within five years. In commercial vehicles, LCV < 3.5T continue to lead, accounting for over 50% of sales.

To stay competitive and sustain its leadership, Mahindra continues to invest in new product development, technology upgrades, expanded channel reach, and customer-centric offerings across products, services, and brand building.

### TAX REGULATIONS

India has traditionally maintained differential tax rates for passenger vehicles based on length, ground clearance, engine size, and fuel type. While Mahindra's flagship products attract higher taxes, we have strategically expanded our UV portfolio—featuring models like XUV 3XO, Bolero Neo, Bolero, and Thar—that fall under lower tax slabs. Our electric UVs, including the XEV 9e, BE 6, and XUV 400, attract the lowest GST among all PV categories.

### NEW REGULATION FOR SAFETY

Growing road safety concerns are driving regulatory reforms. New norms often require technology upgrades and add to vehicle costs. Mahindra is well-prepared and confident in meeting all emerging safety standards.

### NEW PRODUCTS AND TECHNOLOGIES

Mahindra continues to invest in future-ready product and technology development to remain competitive, meet evolving customer expectations, and comply with regulations. Alongside electrification, we are advancing alternative fuel technologies.

### ENVIRONMENT AND ALTERNATE FUELS

Amidst rising air quality concerns and the push to reduce fossil fuel dependence, the Government is promoting large-scale EV adoption—particularly for intra-city fleet use. As an EV pioneer in India, Mahindra is actively developing electric mobility solutions while also investing in alternative fuel platforms.

### COMMODITY PRICING

Commodity prices in FY25 fluctuated sharply due to global supply-demand imbalances, policy uncertainties, and geopolitical disruptions. Mahindra remains focused on cost optimization through value engineering, supplier negotiations, and long-term price contracts. We continue to actively manage risks through robust hedging practices under Board-approved foreign exchange and commodity risk management policies.

### CAPACITY

Mahindra produced over 8 lakh PV and CV units in FY25, with capacity utilization exceeding 85%. We operationalized a cutting-edge eUV plant and a battery manufacturing unit with 98% automation. Our Vision AI-based processes have enhanced production robustness. A dedicated capacity of 90,000 units annually has been created for our next-generation electric vehicles. Partnering with key suppliers, we are leveraging digital tools to scale supply chain capacity and responsiveness.

### INADEQUATE EV CHARGING INFRASTRUCTURE IN THE COUNTRY

To support 30% penetration in 4W category as per Government of India's vision by 2030, we would need an estimated ~1.4 lakh DC charging points across cities and highways, which is ~10X more than the currently estimated Direct Current Charging Points infrastructure in India. The ramp up of fast charging is supported well by Government of India through various incentive schemes such as PM E-DRIVE. At Mahindra, we are establishing home chargers as per customer's needs which caters to ~85-90% of the charging demand of an individual customer and also contributing to scale the Public EV charging infrastructure through various participating models.

## MONSOON

The success of agriculture and the rural economy hinges on a normal monsoon. The Tractor and Automotive Sectors are particularly vulnerable to monsoon fluctuations, which can result in reduced demand. Unpredictable or uneven monsoon patterns pose a significant business risk. In addition, an untimely monsoon and uneven spread has the potential of adversely impacting the business.

- Indian Meteorological Department (IMD) in its first long range forecast indicated, monsoon will be above normal, i.e., > 104% of Long Period Average (error margin of +/-5%) for the four-month long period of June to September. La Nina this season is weak and El Nino which normally disrupts Indian monsoon is ruled out. Neutral ElNino Southern Oscilliation conditions and neutral Indian Ocean Dipole conditions is likely to lead to normal to above normal monsoon this year.

- As per IMD, spatial distribution is likely to be above normal in most parts of the country, apart from small pockets of southern and northeastern region, where below normal rainfall is possible. However, it will be key to watch out for the onset and temporal distribution of rainfall.

- Early onset of monsoon and IMD's affirmation of above-normal rainfall is expected to boost rural sentiments.

# OUTLOOK - AUTOMOTIVE AND FARM SECTORS

Mahindra's Automotive and Farm sectors aim to sustain profitable growth, maintain domestic leadership, and expand globally. We remain focused on achieving cost leadership through targeted cost optimization, productivity gains, value engineering, efficient supply chain management, and synergies across group businesses.

## AUTOMOTIVE BUSINESS

Automotive industry in India is one of the main pillars of the Indian economy and was christened as the 'Sunrise Sector' of the economy by the Ministry of Heavy Industries. Hon'ble Prime Minister unveiled Indian Auto Industry Vision @ 2047 mentioning Auto Industry is the engine of economic growth.

The automotive industry is undergoing a transformative shift towards electric vehicles (EVs), driven by rising consumer demand for sustainable mobility, regulatory pressures to reduce carbon emissions, and advancements in battery technology. EV sales have surged globally, reshaping the automotive manufacturing landscape.

The rise of Industry 4.0 is transforming automotive manufacturing. Technologies such as Artificial Intelligence (AI), Machine Learning (ML), Internet of Things (IoT), and Robotics are enhancing production processes, improving productivity, reducing costs, and enabling greater flexibility. These digital advancements are not only optimizing manufacturing but also fostering new business models centered around smart factories and connected vehicles.

Factors that will influence demand for automobiles in near future are:

- Policies like Production Linked Incentives (PLI), PM E-DRIVE, Voluntary Vehicle Modernization Program by the Government to boost consumption and promote EVs.

- Aggressive Government push for infrastructure-led growth.

## TRACTOR AND FARM EQUIPMENT BUSINESS

The mid to long term outlook for the Indian tractor industry is positive. The industry is expected to see another positive year for tractors and farm machinery. Expectations of a normal monsoon, positivity in farm sentiments along with higher price realization of key crops is expected to boost industry growth. The Government of India's budget further provided a fillip for growth of the agriculture, a key engine of India's future.

The Government's focus on infrastructure and rural development is likely to benefit commercial demand. Further, the demand for mechanisation is also growing on account of increase in labour cost owing to a shortage of agricultural labourers. Several enabling factors supporting industry growth like increasing cropping intensity, diversification, institutional credit, consolidation of farm holdings by Farmer Producer Organizations (FPOs), etc. have shown a positive trend in the last few years. The Government subsidy for mechanisation will increase mechanisation coverage amongst small farmers. An increasing trend of more farmers taking technical advice in agriculture also reflects the growth of progressive farmers.

Rising global commodity prices and logistics disruptions could exacerbate input costs, fuelling inflationary pressures. Spatial distribution is likely to be above normal in most parts of the country, apart from small pockets of southern and northeastern region, where below normal rainfall is possible. However, it will be key to watch out for the onset and temporal distribution of rainfall.



# STRATEGY

## AUTOMOTIVE SECTOR

Mahindra delivered a standout year, retaining our position as India's #1 UV brand and #2 PV domestic manufacturer by revenue. We also maintained leadership in LCVs and electric 3-wheelers with the highest market share in both segments.

This year saw a series of high-impact launches—XUV 3XO, Thar ROXX, XEV 9e, and BE 6 in India, and XUV 3XO in South Africa—drawing exceptional customer interest. These successes were shaped at our global design hubs, M.A.D.E (UK) and Mahindra India Design Studio, and powered by the innovation ecosystem at Mahindra Research Valley, our flagship R&D centre.

Our strong commitment to ESG was reinforced by Mahindra & Mahindra Limited securing 'Leadership Status' in the DJSI (Dow Jones Sustainability Indices) World Index 2024 for the fourth consecutive year, making us the only Indian auto company, and second in the global auto and components industry, to achieve this distinction.

We were also featured in TIME Magazine's and Business World's lists of the World's Most Sustainable Companies (June and October 2024). We have committed to increasing renewable energy share from 34% to 60% by FY26, helping abate over 1,84,000 tons of $CO_2$ emissions.

Additionally, our onboarding on the International Material Data System (IMDS) marks a significant leap in material circularity. Mahindra is set to sustain momentum through continued innovation, global growth, and enhanced customer experience—especially in our electric vehicle portfolio.

## FARM EQUIPMENT SECTOR (FES)

In FY25, your Company achieved 12% volume growth over the last FY and grew market share to 43.3% in the domestic tractor market. This growth was due to favourable market conditions and increased competitiveness of both the Mahindra and Swaraj brands.

In keeping with the Company's product plan of expanding our light-weight tractor portfolio FY25 saw the launch of the new PROJA and Narrow Track variants of the OJA. Versatile and operationally efficient the new OJA tractors boast a narrow track width making them suitable for specialized operations. Swaraj also expanded its compact light-weight tractor offerings, with the launch of Target 625, 25 HP tractor.

The year also saw the launch of the Mahindra 275 TU PP, Mahindra 275 TU HT, Mahindra Yuvo Tech+ Special Edition, and Mahindra Arjun 605 MS V1. The introduction of Naya Swaraj tractor range in the 30-40 HP segment was well received. Introduced in FY24, the Naya Swaraj range marked a transformative leap in the brand's approach towards holistic solutions, targeted at forward-thinking farmers.

Swaraj augmented its tractor manufacturing capacity and commissioned its third tractor manufacturing facility located in Humayunpur, Punjab. This plant is known for its advanced manufacturing processes and sustainable practices.

The Farm Machinery business introduced several new products during the year. FES continued to expand its presence in the Harvester market, with the Swaraj 8200 Intelligent Harvester and the Mahindra 2100 Crawler Harvester, launched during FY25 which led to a significant growth of our harvesters product line.

During the FY, Mahindra fortified its position in the rotary tiller category by launching new products across geographies and remains the 2nd largest manufacturer in the country. Your Company also enhanced its presence in the loader segment for the domestic market.

In the exports market, your Company sold 17,547 tractors, a growth of 26.6% over last year. Driven by improved market conditions in Sri Lanka, Bangladesh and Nepal, increased exports of the new OJA range to the U.S. and opening-up of new markets like Africa and ASEAN.

Exports of implements and attachments to the U.S. like rotary tillers, loaders and backhoes were substantially scaled up during the year. During the financial year, your Company set up a new subsidiary in Thailand for the ASEAN region called Mahindra Southeast Asia Limited (MSEAL).

## MAHINDRA LAST MILE MOBILITY LIMITED

Mahindra Last Mile Mobility Limited continues to maintain its leadership as India's #1 EV 3W player, with a market share of 42.9% in EV 3Ws (as per SIAM). In its endeavour to grow and expand its market presence, your Company is focused on developing cutting-edge products, enhancing customer-centricity through tailored solutions, and driving channel expansion. Furthermore, the Company is committed to ecosystem solutioning by fostering partnerships and creating integrated offerings that address the entire mobility value chain.

The recent launches have gained significant traction in passenger and cargo segments, reflecting your Company's ability to combine product excellence, customer satisfaction, and sustainability to fuel long-term growth.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND EMPLOYEE RELATIONS

- **Mahindra Leadership University:** The Mahindra Leadership University (MLU) has shaped impactful initiatives throughout FY25. MLU designs and executes programs targeted at key leadership competencies, informed by insights derived from people conversations, regular engagements with CEOs and CHROs, and comprehensive market analyses. In FY25, MLU Delivered 150 programs - a steep uptake from last year.

- **Mahindra Accelerated Leadership Track (MALT):** In collaboration with Carnegie Mellon University, MALT aims at identifying and nurturing high-potential mid-career professionals within Mahindra's diverse business ecosystem. Through 4 successful batches, 136 promising associates have been groomed for future leadership.

- **Future Shapers:** This initiative, designed to enhance leadership capabilities and prepare participants to lead Mahindra's growth agenda, was meticulously developed in partnership with Harvard University and top-tier global consulting firms. Over 4 cohorts, the program has empowered 111 talented individuals to innovate, inspire teams, and drive the Company's evolution into the future.

- **Development Programs:** Aimed at fostering leadership excellence, diversity, and capability enhancement, Mahindra introduced a series of groundbreaking initiatives tailored to meet the dynamic needs of its workforce.
  - The Tech Wizards Program focuses on equipping mid-level technology leaders with critical business insights and leadership acumen.
  - Similarly, the Emerging Finance Leaders Program (EFLP), designed in collaboration with esteemed subject matter experts, offers a comprehensive curriculum that empowers upcoming finance leaders with the expertise to make impactful decisions and lead effectively.
  - The Controllership Program is a Group-wide initiative designed with IIM Ahmedabad, for frontline finance talent in controllership. This program equips participants with skills related to designing and implementing formal control systems, in line with our efforts of upholding the highest standards of governance.
  - The "She Is On The Rise" initiative, dedicated to advancing gender diversity, exemplifies Mahindra's commitment to inclusivity by enabling junior-level women leaders to thrive and progress in their careers.

**By driving these innovative programs, Mahindra reinforces its commitment to building a robust pipeline of future-ready leaders, advancing workforce competencies, and empowering individuals to reach their full potential.**

These efforts not only contribute to sustainable organizational growth but also establish a solid foundation for the Company's long-term success.

As a testament to our vision, MLU facilitated over 150 programs, including five leadership journeys, impacting more than 2,200 participants in FY25.

## HIGHLIGHTS OF DIGITAL LEARNING INITIATIVES

To elevate the learning experience across Mahindra Group Companies, we use the cutting-edge EdCast by Cornerstone Learning Experience Platform. Beyond conventional e-learning modules, the platform has facilitated over 50 unique engagements throughout the year, driving impressive adoption rates and enhancing learner satisfaction.

In FY25, the platform achieved full utilization with 100% adoption and over one million learning items consumed—a testament to Mahindra's skills-focused approach to employee development. As demand for high-quality learning resources continues to soar, the platform will play a critical role in capability-building initiatives in the years to come.

## RE-IMAGINING THE NASHIK CAMPUS

The Nashik MLU campus stands as a state-of-the-art learning hub, thoughtfully designed to cater to the needs of the modern workforce. Strategically located within a 100 km radius of numerous Mahindra plants and offices, on average, the campus welcomes more than 9,500 learners annually and boasts world-class infrastructure, including classrooms capable of hosting over 150 participants simultaneously.

In FY25, the campus hosted 12,753 learners, achieving an exceptional satisfaction score of 4.73 for its immersive in-campus learning experience.

## FUNCTIONAL TALENT ACCELERATORS AT MAHINDRA & MAHINDRA

MRV approaches strengthening the pipeline of technical expertise in product development and related fields through the Tech Ladder framework—a pioneering methodology aimed at identifying and nurturing technical talent.

This framework integrates performance management, talent development, and capability-building strategies to ensure sustained growth and excellence. Currently, the Tech Ladder caters to over 3,500 engineers, spanning multiple Centres of Excellence (CoEs) and project functions, solidifying Mahindra's reputation for cultivating technical leadership and innovation across divisions.

## MAHINDRA LEADERS PROGRAM (MLP)

The MLP is a flagship initiative designed to attract and develop entry-level leadership talent from the nation's premier business schools. This program reinforces Mahindra's reputation as an 'Employer of Choice' within top B-School campuses and builds a robust pipeline of future leaders to drive organizational growth.

As part of their onboarding experience, MLP participants engage in a year-long stint with the Group Strategy Office and Partnership & Alliances teams. This exposure provides them with a comprehensive understanding of Mahindra's diverse businesses and equips them with the skills and perspectives needed to excel in leadership roles.



## GROUP DIVERSITY COUNCIL

**At Mahindra, fostering Diversity and Inclusion (D&I) is integral to our organizational values and practices.**

The Group Diversity Council plays a pivotal role in advancing D&I initiatives, utilizing a metrics-based scorecard to emphasize gender diversity while allowing flexibility for Mahindra's Group Companies to address other facets of inclusion. Under our Equal Opportunity Policy, new hires are provided with tailored training programs to support their integration and success. Initiatives like the 'Speak Up' campaign raise awareness about the Prevention of Sexual Harassment (POSH), complemented by refresher modules facilitated by Ethics Counsellors.

Additionally, Mahindra has implemented the Employee Resource Group (ERG) framework, aimed at promoting gender diversity and addressing unique individual and location-specific needs.

## ENABLING POLICIES

At Mahindra, our recent revisions to HR policies have ensured alignment with modern workplace needs, offering robust support across multiple dimensions:

**Employee Benefits:** From medical allowances to education assistance, mobile reimbursements, and sabbatical options, our policies aim to empower employees both professionally and personally.

**Family Benefits:** To foster a supportive environment for families, we have introduced initiatives such as women's travel safety policies, an extensive 5-year maternity support policy, and provisions for surrogacy, adoption, and IVF.

## FOCUSED HIRING

Mahindra actively champions diversity in its hiring practices, working to attract, retain, and develop talent from underrepresented groups such as women, veterans, gig workers, and persons with disabilities. Gender diversity within technology and business operations remains a key focus area, supported by fair and inclusive recruitment processes. Key initiatives include:

- **Training for Hiring Managers:** Through the 'Hire Right' program, we equip managers with tools and techniques to identify and eliminate biases in hiring decisions, fostering a culture of diversity and inclusion.
- **Inclusive Job Descriptions**: Leveraging AI-enhanced tools, we ensure job descriptions are free from biased language, emphasizing qualifications and skills to attract diverse applicants.
- **Equal Opportunities:** Every applicant is provided a fair chance to succeed, irrespective of their background, ensuring a meritocratic hiring process where skills and talent are prioritized.
- **Incentivized Referrals:** Our referral program offers an additional 25% incentive for female referrals, encouraging employees to bring diverse talent into the organization and broadening the talent pool.
- **SOAR Returnship Program:** Programs such as 'SOAR' empower women re-entering the workforce, offering flexible opportunities and professional development to reignite their careers.
- **Expanding Networks:** We actively collaborate with specialized agencies like Military2Corp for veterans, Flexing It for gig workers, and Wisdom Circle for retirees, widening our reach and connecting with diverse professional groups.

While diversity and inclusion remain central to our hiring philosophy, merit and qualifications remain the foundation of all recruitment decisions.

**By prioritizing excellence, we create an environment where individuals can thrive based on their abilities, fostering a culture of fairness, empowerment, and innovation.**

## TALENT MANAGEMENT

A key initiative within this strategy is **EDGE** (Enhanced Development and Growth Experience), an active talent pool designed to nurture high-potential mid-career professionals, creating a seamless progression into the MALT program. EDGE participants undergo a multi-faceted development journey that includes sprint coaching, executive education, global study missions, and leadership-focused modules.

**Mahindra adopts a well structured and strategic approach to Talent Management, ensuring the identification, cultivation, & deployment of the right talent across the organization.**

Mahindra is deeply committed to empowering women in their career journeys across all levels of the organization. Initiatives such as the **Women Mentoring Program** provide women in managerial roles with expert guidance and coaching from senior leaders, helping them navigate career growth and achieve professional success.

## PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE (POSH)

Awareness in this area has been created by a POSH campaign reiterating Mahindra's commitment to providing a safe workplace for all its employees.

During the year, the Company organized sensitization and awareness programs through inductions training for new joinees, sending emailers, creating standees and posters to sensitize all employees to conduct themselves in a professional manner. Internal Complaints Committee members were trained on Capability and Skill Building. POSH Policy is translated in 8 vernacular languages.

## TRANSFORMATIONAL WORK CULTURE

Mahindra's Transformational Work Culture initiative seeks to foster an engaged and empowered workforce while building an innovative and competitive shop-floor ecosystem. Efforts under this initiative include cultivating self-managed teams and introducing training programs such as 'Nayi Soch - Naya Drishtikon', which focus on mindset transformation for cell members, union leaders, line officers, and their families.

Structured engagement calendars have been implemented to strengthen trust and fairness across workforce categories, alongside programs like i4 Idea Generation, the Rise Award, and the Employee of the Year recognition, all aimed at fostering collaboration and rewarding excellence.

As part of our commitment to governance and ethical conduct, all employees participate in training sessions covering the Code of Conduct, POSH, Anti-Bribery and Anti-Corruption, and Human Rights.

**Mahindra invests in capability-building initiatives to ensure employees are equipped with future-ready skills.**

Specialized training programs prepare employees for emerging technologies such as robotics, mechatronics, auto electric diagnostics, and electric vehicle technologies, while others focus on improving life skills, personal presence, and transitioning from academia to industry.

## INDUSTRIAL RELATIONS

Industrial relations at Mahindra remain positive and collaborative across all manufacturing locations. In FY25, long-term wage and bonus agreements were concluded amicably at every plant. These sustained efforts to build a culture of trust and transformation contributed to zero production losses during the year, underscoring the effectiveness of our approach.



## HEALTH AND SAFETY

We uphold rigorous safety standards and continuously refine processes in line with technological advancements and industry best practices. The Employee Health Index serves as an individualized monitoring tool, helping to identify employees who may require focused counselling and support.

Expert-led awareness sessions on lifestyle improvement, mental and emotional well-being, nutrition, and mindfulness are regularly conducted for employees and their families, reinforcing Mahindra's commitment to holistic wellness.

## MAHINDRA SKILL EXCELLENCE

Designed to focus on holistic development of shop floor associates, this program prepares employees to meet evolving industry demands. In FY25 alone, 2,758 associates across manufacturing units participated, underscoring the program's role in driving workforce capability and excellence.

**Through these efforts, Mahindra continues to cultivate a workplace that balances innovation, inclusivity, and well-being, ensuring employees are equipped to thrive in a dynamic environment.**

The Company had a total of 25,222 Permanent employees on its rolls as on 31st March, 2025.

# INTERNAL CONTROL SYSTEMS

Your Company maintains adequate internal control systems commensurate with the nature of its business and size and complexity of its operations. These are regularly tested for their effectiveness by Statutory as well as Management Auditors. Your Company's Internal Financial Controls are deployed through the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO), that addresses material risks in your Company's operations and Financial reporting objectives.

The framework is a combination of entity-level controls (including Enterprise Risk Management, Legal Compliance Framework, Internal Audit and Anti-Fraud Mechanisms such as Ethics Framework, Code of Conduct, Whistle-Blower Policy, etc.), process level controls, information technology-based controls, period end financial reporting and closing controls.

Further, the Internal Control Systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information. In the highly networked IT environment of the Company, validation of IT Security receives focussed attention from IT specialists and Statutory Auditors.

The Chief Internal Auditor reports administratively to the Chairman of the Board and functionally to the Audit Committee. The Internal Audit function develops an audit plan for the Company, which covers, *inter alia*, corporate, core business operations, as well as support functions. The Audit Committee reviews the annual internal audit plan. Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations.

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. During the year, the Company has taken steps to review and document the adequacy and operating effectiveness of internal controls. Nonetheless, your Company recognises that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Your Company's Management has carried out the evaluation of design and operative effectiveness of these controls and noted no significant deficiencies/material weaknesses that might impact financial statements as at the Balance Sheet date.

# DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

**Overview**

The financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act.

## FINANCIAL INFORMATION [STANDALONE]

### PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

As at 31st March, 2025, the Property, Plant and Equipment and Intangible Assets stood at Rs. 23,556 crores as compared to Rs. 21,568 crores as at 31st March, 2024. During the year, the Company incurred capital expenditure of Rs. 5,115 crores (previous year Rs. 5,042 crores) mainly on new product development and capacity enhancement.

### BORROWINGS

(Rs. crores)

| Borrowings | FY25 | FY24 | Decrease |
|---|---|---|---|
| Long-term borrowings | 1,056 | 1,135 | (79) |
| Short-term borrowings | 79 | 450 | (371) |
| **Total** | **1,135** | **1,585** | **(450)** |

Borrowings have reduced from Rs. 1,585 crores in the previous year to Rs. 1,135 crores in the current year mainly due to repayments in the current year.

### INVENTORIES

| | FY25 | FY24 |
|---|---|---|
| Raw materials and bought out components as a % of cost of materials consumed | 5.0% | 5.0% |
| Finished goods and Stock-in-trade as a % of sales of products | 4.4% | 5.3% |

Raw materials and bought out components as a percentage of cost of materials consumed are same as previous year. However, finished goods and stock-in-trade as a percentage of sales of products has decreased due to focused inventory management and higher sales traction of new products.

### TRADE RECEIVABLE

Trade Receivables are Rs. 5,726 crores as at 31st March, 2025, as compared to Rs. 4,568 crores as at 31st March, 2024. As a percentage of revenue from sales of products and services, trade receivables are higher at 5.0% as at 31st March, 2025, as compared to 4.7% for the previous year mainly on account of significant increase in export receivable.

## RESULTS OF OPERATIONS

### INCOME

| Particulars | FY25 | | FY24 | | Inc./(Dec.) |
|---|---|---|---|---|---|
| | Amount (Rs. crores) | % to Income from Operations | Amount (Rs. crores) | % to Income from Operations | % to Income from Operations |
| Revenue from operations | 1,16,484 | 98.2 | 99,098 | 97.8 | 17.5 |
| Income from investment related to subsidiaries, associates, and joint ventures | 2,141 | 1.8 | 2,238 | 2.2 | (4.3) |
| **Income from Operations** | **1,18,625** | **100.0** | **1,01,336** | **100.0** | **17.1** |
| Other income | 1,712 | 1.4 | 1,956 | 1.9 | (12.5) |



### INCOME FROM OPERATIONS AND OTHER INCOME

The income from operations of the Company increased by 17.1% as compared to the previous year mainly driven by performance of the Auto and Farm businesses.

Sales volume in Auto segment witnessed a growth of 8.5% with sales of 8,46,726 vehicles in the current year as against 7,80,475 vehicles in the previous year.

Sales volume in Farm segment witnessed a growth of 12.2% with sales of 4,20,636 tractors in the current year as against 3,74,955 tractors in the previous year.

Increase in volumes combined with higher realisation led to Revenue from operations growing by 17.1% as compared to the previous year.

Other income during the year ended 31st March, 2025 at Rs. 1,712 crores is lower than Rs. 1,956 crores earned in the previous year mainly on account of lower fair value gain on certain investments in the current year.

| Particulars | FY25 | | FY24 | | Increase |
|---|---|---|---|---|---|
| | Amount (Rs. crores) | % to Income from Operations | Amount (Rs. crores) | % to Income from Operations | % |
| Material costs | 86,340 | 72.8 | 73,995 | 73.0 | 16.7 |
| Employee benefits expense | 4,881 | 4.1 | 4,463 | 4.4 | 9.4 |
| Finance costs | 250 | 0.2 | 140 | 0.1 | 78.3 |
| Depreciation, amortisation and impairment expense | 4,227 | 3.6 | 3,488 | 3.4 | 21.2 |
| Loss from investment related to subsidiaries, associates and joint ventures | 848 | 0.7 | 253 | 0.2 | 234.8 |
| Other expenses | 8,140 | 6.9 | 7,495 | 7.4 | 8.6 |
| **Total expenses** | **1,04,686** | **88.3** | **89,834** | **88.6** | **16.5** |

### EXPENDITURE

The total expenditure during the year as a percentage of income from operations is 88.3% as compared to 88.6% in the previous year. The reduction reflects the cost management initiatives undertaken by the Company.

### MATERIAL COST

The material cost as a percentage of income from operations has decreased from 73.0% in the previous year to 72.8% in the current year mainly on account of benign commodity prices and various initiatives taken for management of material cost.

### EMPLOYEE BENEFITS EXPENSE

The personnel cost as a percentage of Income from Operations has decreased from 4.4% in the previous year to 4.1% in the current year mainly due to the higher revenue base in the current year.

### OTHER EXPENSES

Other expenses as a percentage of Income from Operations has decreased from 7.4% in the previous year to 6.9% in the current year mainly on account of stringent cost control measures coupled with higher revenue base in the current year.

### LOSS FROM INVESTMENT RELATED TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Loss from investment related to subsidiaries, associates and joint ventures has increased due to impairment of certain investments in the current year.

## DEPRECIATION, AMORTISATION AND IMPAIRMENT EXPENSE

Depreciation, amortisation and impairment expenses as a percentage of income shows marginal increase over the previous year.

## FINANCE COSTS

The interest expense as a percentage of income has marginally increased from 0.1% in the previous year to 0.2% in the current year mainly due to unwinding of interest on contractual obligations.

## TAX EXPENSE

The provision for current tax and deferred tax for the year ended 31st March, 2025, as a percentage to profit before tax is 24.3% and is higher than 20.9% in the previous year mainly for certain non-deductible expenses in the current year.

The key financial ratios of the Company are given as below:

| Particulars | M&M | |
|---|---|---|
| | FY25 | FY24 |
| Debtors Turnover (times) | 22.2 | 22.6 |
| Inventory Turnover (times) | 8.6 | 8.0 |
| Interest Coverage Ratio (times) | 62.0 | 66.3 |
| Current Ratio (times) | 1.49 | 1.37 |
| Debt Equity Ratio (times) | 0.02 | 0.03 |
| Operating Profit Margin (%) | 15.5% | 15.0% |
| Net Profit Margin (%) | 10.0% | 10.5% |
| Return on Equity (%) | 20.8% | 22.3% |

**Explanation for variation of 25% or more in Key Financial Ratio:**

**Debt Equity Ratio (times):** The debt equity ratio is at 0.02 in current year as against 0.03 in previous year primarily due to repayment of borrowings and higher profits during the current year.

## CONSOLIDATED FINANCIAL POSITION OF THE M&M GROUP

As on 31st March, 2025, for the purpose of consolidation as per Indian Accounting Standards (Ind AS), the Group comprised of the flagship holding company Mahindra & Mahindra Limited, 122 Subsidiaries, 22 Joint Ventures and 30 Associates.

The Consolidated Income from operations is Rs. 1,59,211 crores in the current year as compared to Rs. 1,39,078 crores in the previous year, registering an increase of 14.5%.

The Consolidated Profit before share of profit of associates and joint ventures and tax for the current year is Rs. 17,542 crores as compared to Rs. 14,856 crores in the previous year, registering an increase of 18.1%. The consolidated profit after tax after non-controlling interest for the year is Rs. 12,929 crores as compared to Rs. 11,269 crores in the previous year, registering an increase of 14.7%.

**Tech Mahindra Limited**, Flagship Company in the IT Sector, reported a consolidated operating revenue of Rs. 52,988 crores in the current year as compared to Rs. 51,996 crores in the previous year, registering an increase of 1.9% (not consolidated in M&M revenue). Its consolidated profit after tax after non-controlling interests is Rs. 4,252 crores as compared to Rs. 2,358 crores in the previous year, registering an increase of 80.3%.

The Group's finance company, **Mahindra & Mahindra Financial Services Limited**, a listed subsidiary of the Company (Mahindra Finance), reported a consolidated operating revenue of Rs. 18,463 crores during the current year as compared to Rs. 15,797 crores in the previous year, registering an increase of 16.9%.

The consolidated profit after tax after non-controlling interests for the year is Rs. 2,262 crores as compared to Rs. 1,933 crores in the previous year, registering an increase of 17.0%. The customer base of Mahindra Finance has crossed 11.0 million customers and currently has a network of over 1,365 offices. Mahindra Finance reported closing business AUM of Rs. 1,19,673 crores as of 31st March 2025, a growth of 16.6%.

**Mahindra Lifespace Developers Limited**, a listed subsidiary in the business of real estate, reported a consolidated operating revenue of Rs. 372 crores as compared to Rs. 212 crores in the previous year, registering an increase of 75.5%. The consolidated profit after tax after non-controlling interest for the year is Rs. 61 crores as compared to Rs. 98 crores in the previous year, registering a decrease of 37.8%. Residential pre-sales of Rs. 2,804 crores in FY25, reported a growth of 20.4%.

**Mahindra Holidays & Resorts India Limited**, a listed subsidiary in the business of vacation timeshare, registered a consolidated operating revenue of Rs. 2,781 crores as compared to Rs. 2,705 crores in the previous year, registering an increase of 2.8%. The consolidated profit after tax after non-controlling interests for the year is Rs. 128 crores as compared to Rs. 116 crores in the previous year, registering an increase of 10.3%.

**Mahindra Logistics Limited**, a listed subsidiary in the logistics business, reported a consolidated operating revenue of Rs. 6,105 crores as compared to Rs. 5,506 crores in the previous year registering an increase of 10.9%. The consolidated loss after tax after non-controlling interests for the year is Rs. 36 crores as compared to Rs. 55 crores in the previous year, registering a decrease of loss of 34.5%.

**Swaraj Engines Limited**, a listed subsidiary in the business of manufacturing of Diesel Engines and its components, reported operating revenue of Rs. 1,682 crores as compared to Rs. 1,419 crores in the previous year registering an increase of 18.5%. The profit after tax for the year is Rs. 166 crores as compared to Rs. 138 crores in the previous year, registering an increase of 20.3%.

## SEGMENT RESULTS AFTER SHARE OF PROFIT/(LOSS) OF ASSOCIATES AND JOINT VENTURES

The results achieved by business segments of the Group are given below:

(Rs. crores)

| | Segments | FY25 | FY24 |
|---|---|---|---|
| 1 | Automotive | 7,797 | 6,057 |
| 2 | Farm Equipment | 4,947 | 4,327 |
| | **Services:** | | |
| 3 | Financial Services | 3,002 | 2,557 |
| 4 | Industrial Businesses and Consumer Services | 2,718 | 2,259 |
| | **Total** | **18,464** | **15,200** |

## DISCLAIMER

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations.

Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

# CORPORATE GOVERNANCE

# CORPORATE GOVERNANCE

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company has a strong legacy of fair, transparent and ethical governance practices and ensures that its goals are met with integrity, transparency and values. The governance processes and practices embedded into the culture of the Organisation ensures that the interest of all the stakeholders are taken into account in a balanced manner.

Your Company also believes that sound Corporate Governance is critical to enhance and retain investor trust. Your Company continues to strengthen its governance principles to generate long term value for its stakeholders on sustainable basis thus ensuring ethical and reasonable leadership both at the Board and at the Management level.

During the year, your Company has won "**Golden Peacock Global Award**" for Excellence in Corporate Governance 2024 (under the Automobile Sector), which has been instituted by the Institute of Directors ("IOD"), India in the year 1991, regarded as a benchmark of Corporate Excellence worldwide. Your Company was recognized alongside global leaders for its commitment to responsible governance which validates your Company's 'Best in Class' Corporate Governance Practices and reflects its transparent and ethical dealings with stakeholders across the entire value chain.

Further, your Company continued to feature in the "**Leadership**" category in the Indian Corporate Governance Scorecard 2024 which is developed by Institutional Investor Advisory Services India Limited ("IiAS") with support from International Finance Corporation ("IFC") and BSE Limited ("BSE") built around the G20/OECD Principles of Corporate Governance, which is the globally accepted benchmark for Corporate Governance.

In 2024, the IiAS revised its scorecard methodology, aligning with the June 2023 update to the G20/OECD Principles of Corporate Governance. A key change in the G20/OECD Principles was the introduction of a Sustainability and Resilience chapter, reflecting the growing importance of sustainability in corporate governance. This revision highlights the need for companies to address climate-related risks, environmental and social responsibilities, and long-term business resilience.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") is given herein below:

## I. BOARD OF DIRECTORS

The composition of the Board of your Company is in conformity with Regulation 17 of the Listing Regulations.

The Chairman of your Company, though a Professional Director in his individual capacity, is a Promoter & Non-Executive Director and the number of Independent Directors is one-half of the total number of Directors.

Dr. Anish Shah, Group CEO and Managing Director and Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector) are the Whole-time Directors of your Company. The remaining Non-Executive Directors comprise of Five Independent Directors (including Three Woman Directors).

As mentioned in the previous Annual Report, and during the year, Dr. Vishakha N. Desai (DIN: 05292671) ceased to be an Independent Director of the Company with effect from 1st May, 2024, upon completion of her second term as an Independent Director of the Company.

Further, Mr. Vikram Singh Mehta (DIN: 00041197) ceased to be an Independent Director of the Company with effect from 8th August, 2024 upon completion of his second term of five consecutive years from 8th August, 2019 to 7th August, 2024.

Mr. Haigreve Khaitan (DIN: 00005290) also ceased to be an Independent Director of the Company with effect from 8th August, 2024 upon completion of his first term of five consecutive years from 8th August, 2019 to 7th August, 2024.

Additionally, the following Non-Executive Directors have joined the Board of your Company with effect from 17th May, 2024:

1. Ms. Padmasree Warrior (DIN: 10387032) as an Independent Director of the Company for a term of five consecutive years commencing from 17th May, 2024 to 16th May, 2029 (both days inclusive);
2. Mr. Ranjan Pant (DIN: 00005410) as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation; and
3. Mr. Sat Pal Bhanoo (DIN: 10482731) as a Non-Executive and Non-Independent Director representing Life Insurance Corporation of India ("LIC"), liable to retire by rotation.

The aforesaid appointments of Directors has been considered and approved by the Shareholders of the Company at the Seventy Eighth Annual General Meeting of the Company, held on 31st July, 2024.

The composition of the Board represents an optimum combination of knowledge, experience and skills from diverse fields including manufacturing, finance, economics, law, governance, etc. which are required by the Board to discharge its responsibilities effectively. The Directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, policy direction, strategy, governance, compliance, etc. and play a critical role on strategic issues and add value in the decision making process of the Board of Directors.

The maximum tenure of Independent Directors is in compliance with the Companies Act, 2013 ("the Act") and the Listing Regulations. All the Independent Directors have provided an annual confirmation that they meet the criteria of Independence as mentioned in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act. Based on the confirmations / disclosures received from the Independent Directors, the Board of Directors of the Company is of the opinion that the Independent Directors fulfil the conditions specified in the Listing Regulations and are Independent of the Management.

Apart from reimbursement of expenses incurred in the discharge of their duties, the remuneration that these Directors were/are entitled to, under the Act as Non-Executive Directors and the remuneration that a Non-Executive Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of these Directors have any other pecuniary relationships with your Company, its Subsidiaries or Associates or their Promoters or Directors, during the three immediately preceding financial years or during the current financial year. None of the Directors of your Company are inter-se related to each other.

Professional Fees for the year under review (upto 7th August, 2024) to Khaitan & Co., Mumbai, Advocates and Solicitors, in which Mr. Haigreve Khaitan, Non-Executive and Independent Director of your Company upto 7th August, 2024, is a partner, during the period 1st April, 2024 to 7th August, 2024, amounted to Rs. 101.43 lakhs (including out of pocket expenses). The fees received by Khaitan & Co., Mumbai, Advocates and Solicitors from the Company, its Subsidiary(ies) or Associate(s) companies did not exceed ten per cent or more of the gross turnover of Khaitan & Co., Mumbai.

The Senior Management of your Company has made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

### A. Role of Chairman

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

### B. Role of Group CEO and Managing Director

As Group CEO and Managing Director, Dr. Anish Shah plays a pivotal role in driving the Company's success by executing strategic initiatives in alignment with the Board's vision. Responsible for Brand Equity, Strategic planning and External relations, he oversees all facets of the Company's Management. This includes achieving annual and long-term business targets, monitoring market dynamics and identifying growth opportunities.

In addition to leading and evaluating executive leaders, the Group CEO and MD acts as a vital link between the Board and the Management team. He champions the organization's vision and mission, ensuring he guides every aspect of operations. By building strong customer relationships and exploring avenues for expansion and acquisition, the Group CEO and MD enhances Shareholder value and propels the Company towards its strategic objectives.

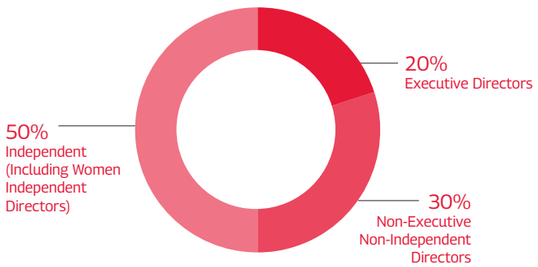
The key responsibilities also include nurturing the Company's reputation, fostering Stakeholder relationships and upholding Corporate Governance Standards. By steering the organization with vision and purpose, the Group CEO and MD drives sustainable growth and excellence across all levels of the Company.

## C. Composition of the Board

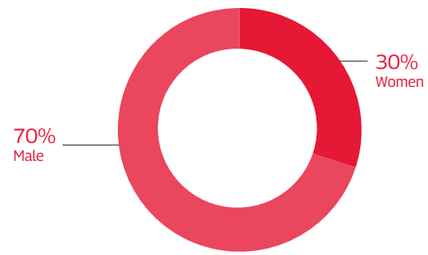
The Board of your Company comprised of Ten Directors as on 31st March, 2025:

### Board Composition (as on 31st March, 2025)

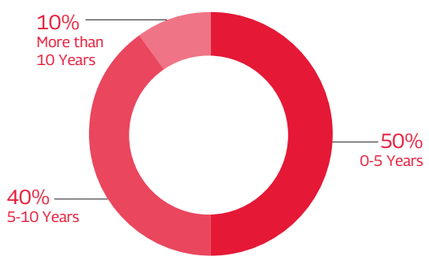
#### Board Demographics



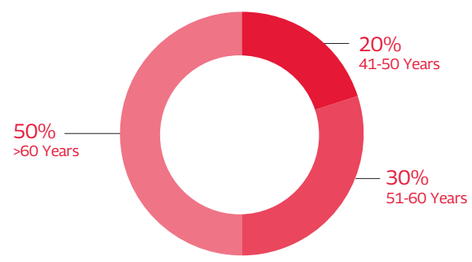

#### Gender Diversity




#### Director's Duration on Board




#### Age Profile




None of the Directors is a Director (including any alternate directorships) in more than 10 public limited companies (as specified in section 165 of the Act) and Director in more than 7 listed entities or acts as an Independent Director in more than 7 listed entities or 3 listed entities in case he/she serves as a Whole-time Director/Managing Director in any listed entity (as specified in Regulation 17A of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/ she is a Director.

The names and categories of Directors, DIN, the number of Directorships, Committee positions held by them in the companies and the names of listed entities where he/she is a Director alongwith the category of their Directorships and other details are given hereafter.



## Board of Directors as on 31st March, 2025:

### Mr. Anand G. Mahindra

(DIN – 00004695)
*Promoter - Chairman*

| | |
|---|---|
| **Age** | 69 |
| **Date of Appointment** | 23rd November, 1989 |
| **Tenure on Board** | 35 years and 4 months |
| **Term Ending Date** | N.A. |
| **Shareholding** | 14,30,008 Equity Shares (0.1150%) |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Promoter - Chairman |
| **Tech Mahindra Limited** | Chairman (Non-Executive Non-Independent) |
| **Other Directorships*** | 2 |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: 1 |

### Dr. Anish Shah

(DIN – 02719429)
*Managing Director and Chief Executive Officer (designated as "Group CEO and Managing Director" effective 1st April, 2025)*

| | |
|---|---|
| **Age** | 55 |
| **Date of Appointment** | 1st April, 2020 *(re-appointed with effect from 1st April, 2025 for another period of five years)* |
| **Tenure on Board** | 5 years |
| **Term Ending Date** | 31st March, 2030 |
| **Shareholding** | 1,65,693 Equity Shares (0.0133%) |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Group CEO and Managing Director |
| **Tech Mahindra Limited** | Non-Executive Non-Independent Director |
| **Mahindra & Mahindra Financial Services Limited** | Chairman (Non-Executive Non-Independent Director) |
| **Mahindra Lifespace Developers Limited** | Non-Executive Non-Independent Director |
| **Mahindra Holidays & Resorts India Limited** | Non-Executive Non-Independent Director |
| **Mahindra Logistics Limited** | Chairman (Non-Executive Non-Independent Director) |
| **Other Directorships*** | 1 |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: Nil |

* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at the Web-link: https://www.mahindra.com/leadership.

## Mr. Rajesh Jejurikar

(DIN – 00046823)
*Executive Director and CEO (Auto and Farm Sector)*

| | |
|---|---|
| **Age** | 60 |
| **Date of Appointment** | 1st April, 2020 (re-appointed with effect from 1st April, 2025) |
| **Tenure on Board** | 5 years |
| **Term Ending Date** | 24th June, 2029 |
| **Shareholding** | 1,30,138 Equity Shares (0.0105%) |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Executive Director and CEO (Auto and Farm Sector) |
| **Swaraj Engines Limited** | Chairman (Non-Executive Non-Independent Director) |
| **Other Directorships*** | 3 |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: 1 |

## Mr. T. N. Manoharan

(DIN – 01186248)
*Lead Independent Director*

| | |
|---|---|
| **Age** | 68 |
| **Date of Appointment** | 11th November, 2016 |
| **Tenure on Board** | 8 years and 5 months |
| **Term Ending Date** | 10th November, 2026 (End of 2nd Term) |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Lead Independent Director |
| **IDBI Bank Limited** | Independent Director |
| **Other Directorships*** | Nil |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: 1<br>Member: 1 |

* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at the Web-link: https://www.mahindra.com/leadership.

## Ms. Shikha Sharma

(DIN – 00043265)
*Independent Director*

| | |
|---|---|
| **Age** | 66 |
| **Date of Appointment** | 8th August, 2019 |
| **Tenure on Board** | 5 years and 8 months |
| **Term Ending Date** | 7th August, 2029 (End of 2nd Term) |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Independent Director |
| **Dr. Reddy's Laboratories Limited** | Independent Director |
| **Tata Consumer Products Limited** | Independent Director |
| **Tech Mahindra Limited** | Lead Independent Director |
| **Piramal Enterprises Limited** | Non-Executive Non-Independent Director |
| **Other Directorships*** | 1 |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: 4 |

## Ms. Nisaba Godrej

(DIN – 00591503)
*Independent Director*

| | |
|---|---|
| **Age** | 47 |
| **Date of Appointment** | 8th August, 2020 |
| **Tenure on Board** | 4 years and 8 months |
| **Term Ending Date** | 7th August, 2025 (1st Term) |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Independent Director |
| **Godrej Consumer Products Limited** | Executive Chairperson |
| **Godrej Agrovet Limited** | Non-Executive Non-Independent Director |
| **Godrej Industries Limited** | Non-Executive Non-Independent Director |
| **Bharti Airtel Limited** | Independent Director |
| **Other Directorships*** | 1 |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: 2 |

* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.

** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Note:

- The profile of the Directors is available on the website of the Company at the Web-link: https://www.mahindra.com/leadership.

## Mr. Muthiah Murugappan

(DIN – 07858587)
*Independent Director*

| | |
|---|---|
| **Age** | 41 |
| **Date of Appointment** | 8th August, 2020 |
| **Tenure on Board** | 4 years and 8 months |
| **Term Ending Date** | 7th August, 2025 (1st Term) |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Independent Director |
| **E.I.D. Parry (India) Limited** | Whole Time Director & CEO |
| **Carborundum Universal Limited** | Non-Executive Non-Independent Director |
| **Other Directorships*** | Nil |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: 1<br>Member: 3 |

## Ms. Padmasree Warrior

(DIN – 10387032)
*Independent Director*

| | |
|---|---|
| **Age** | 64 |
| **Date of Appointment** | 17th May, 2024 |
| **Tenure on Board** | 11 months |
| **Term Ending Date** | 16th May, 2029 (1st Term) |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Independent Director |
| **Other Directorships*** | Nil |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: Nil |

* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.
** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).
Note:
- The profile of the Directors is available on the website of the Company at the Web-link: https://www.mahindra.com/leadership.

## Mr. Ranjan Pant

(DIN – 00005410)
*Non-Executive Non-Independent Director*

| | |
|---|---|
| **Age** | 65 |
| **Date of Appointment** | 17th May, 2024 |
| **Tenure on Board** | 11 months |
| **Term Ending Date** | N.A. |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies** | |
| **Mahindra & Mahindra Limited** | Non-Executive Non-Independent Director |
| **Schneider Electric President Systems Limited^** | Non-Executive Non-Independent Director |
| **Other Directorships*** | 3 |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: 3<br>Member: 3 |

## Mr. Sat Pal Bhanoo

(DIN – 10482731)
*Non-Executive Non-Independent Director (Nominee of LIC)*

| | |
|---|---|
| **Age** | 59 |
| **Date of Appointment** | 17th May, 2024 |
| **Tenure on Board** | 11 months |
| **Term Ending Date** | N.A. |
| **Shareholding** | Nil |
| **Board Memberships - Indian Listed Companies / Entity** | |
| **Mahindra & Mahindra Limited** | Non-Executive Non-Independent Director (Nominee of LIC) |
| **Life Insurance Corporation of India** | Managing Director |
| **Other Directorships*** | Nil |
| **Committee details as per Regulation 26 of Listing Regulations**** | Chairperson: Nil<br>Member: Nil |

^ Listed on Metropolitan Stock Exchange of India Ltd. (MSE)
* Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship.
** Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).
Note:
- The profile of the Directors is available on the website of the Company at the Web-link: https://www.mahindra.com/leadership.

## D. Board Procedure

A detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed Notes and Presentation(s) if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and each Committee Meeting(s) except where Meeting(s) have been convened at a shorter notice to transact urgent business. To provide a web-based solution, a soft copy of the said Agenda(s) and Presentation(s) is also uploaded on the Board Portal which acts as a document repository. Video Conferencing facilities are provided to enable Director(s) who are unable to attend the Meeting(s) in person, to participate in the Meeting.

To enable the Board to discharge its responsibilities effectively and take informed decisions, the Group CEO and Managing Director apprises the Board at every Meeting of the overall performance of your Company, followed by Presentation(s) by the Executive Director, the Sector President(s) and Group Chief Financial Officer. A detailed functional Report is also presented at the Board Meeting(s).

The Board, *inter alia*, periodically reviews / approves:

- Strategy and Business Plans;
- Annual Operating and Capital Expenditure Budget(s);
- Investment and Exposure Limit(s);
- Compliance Report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non-compliances;
- Performance of Operating Divisions;
- Major Legal Issues;
- Minutes of the Committees of the Board and of Board Meetings of your Company's Unlisted Subsidiary Companies;
- Significant Transactions and Arrangements entered into by the Unlisted Subsidiary Companies;
- Quarterly / Half-Yearly / Annual Financial Results;
- Significant Labour Problems and their proposed solutions;
- Safety and Risk Management;
- Transactions pertaining to Purchase / Disposal of Property(ies);
- Sale of Investments;
- Major Accounting Provisions and Write-Offs;
- Corporate Restructuring, Joint Ventures or Collaboration Agreement(s);
- Material Default in Financial Obligations, if any;
- Fatal or Serious Accidents;
- Any Material Effluent or Pollution Problems;
- Transactions that involve Substantial Payment towards Goodwill, Brand Equity or Intellectual Property;
- Any issue that involves possible Public or Product Liability Claims of Substantial Nature, including judgement or order which may have passed strictures on the conduct of your Company; and
- Quarterly details of Foreign Exchange Exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, statutory updates, etc.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and Individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

The Board of Directors of your Company closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organisational growth. Your Board ensures statutory and ethical conduct and places high importance on the internal financial reporting.

Your Company has a well-established framework for the Meetings of the Board and its Committees which seeks to systematise the decision-making process at the Meetings in an informed and efficient manner. Regular inputs and feedback of Board Members are taken and considered while preparing the agenda and related documents for the Board and Committee Meetings. The Board also has access to the Members of the Management and to the Company related information. Apart from Board Members and the Company Secretary, the Board and Committee Meeting(s) are also attended by the Group Chief Financial Officer and wherever required, by the Heads of various Corporate and Business Functions.

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to Directors, to facilitate convening of Meetings and acts as interface between the Management and Regulatory Authorities for Governance related matters of the Company.



Further, effective follow-up on action items from Board Meetings is essential for organizational success. These action items play a pivotal role in guiding strategic initiatives and operational changes. Therefore, it is imperative to promptly distribute these action items to relevant functional heads, accompanied by clear directives and deadlines. A robust tracking system is established to monitor and review each action item continuously until satisfactory closure. This proactive approach fosters accountability within the organization and facilitates timely execution of critical tasks.

By ensuring prompt dissemination of action items, providing clear guidance and implementing a diligent tracking process, the organization demonstrates a commitment to operational excellence and the successful implementation of strategic directives set forth by the Board.

## E. Number of Board Meetings, Attendance of the Directors at Board Meetings and at the last Annual General Meeting ("AGM")

During the year 1st April, 2024 to 31st March, 2025, Seven Board Meetings were held on 16th May, 2024, 31st July, 2024, 7th November, 2024, 7th & 8th February, 2025, 20th February, 2025, 28th February, 2025 and 31st March, 2025. The Board met at least once in every Calendar Quarter and the gap between two consecutive Meetings did not exceed one hundred and twenty days. These Meetings were well attended by the Directors.

The 78th AGM of your Company was held on 31st July, 2024 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility.

The attendance of the Directors at these Meetings held during the year, was as under:

**AGM and Board Attendance**

| Name of the Directors | AGM, 31st July, 2024 (VC/ OAVM) | Board Meeting Dates and Mode | | | | | | | Held during the Year/ Tenure | Attended | % of Attendance of a Director |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | | | |
| | | 16th May, 2024 | 31st July, 2024 | 7th November, 2024 | 7th & 8th February, 2025 | 20th February, 2025 | 28th February, 2025 | 31st March, 2025 | | | |
| | | Physical | Hybrid | Hybrid | Hybrid | VC | VC | VC | | | |
| Mr. Anand G. Mahindra | Attended through Video Conference | Attended in-person | Attended in-person | Attended through Video Conference | Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 7 | 7 | 100% |
| Dr. Anish Shah | Attended through Video Conference | Attended in-person | Attended in-person | Attended in-person | Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 7 | 7 | 100% |
| Mr. Rajesh Jejurikar | Attended through Video Conference | Attended in-person | Attended in-person | Attended in-person | Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 7 | 7 | 100% |
| Dr. Vishakha N. Desai@ | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | - | - | 0% |
| Mr. Vikram Singh Mehta* | Attended through Video Conference | Attended in-person | Attended in-person | N.A. | N.A. | N.A. | N.A. | N.A. | 2 | 2 | 100% |
| Mr. T. N. Manoharan | Attended through Video Conference | Attended in-person | Attended in-person | Attended in-person | Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 7 | 7 | 100% |
| Mr. Haigreve Khaitan* | Attended through Video Conference | Attended in-person | Attended in-person | N.A. | N.A. | N.A. | N.A. | N.A. | 2 | 2 | 100% |
| Ms. Shikha Sharma | Attended through Video Conference | Attended in-person | Attended in-person | Attended in-person | Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 7 | 7 | 100% |
| Ms. Nisaba Godrej | Attended through Video Conference | Attended in-person | Attended through Video Conference | Attended in-person | Attended in-person | Attended through Video Conference | Leave of Absence | Attended through Video Conference | 7 | 6 | 85.71% |
| Mr. Muthiah Murugappan | Attended through Video Conference | Attended in-person | Attended in-person | Attended in-person | Attended through Video Conference + Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 7 | 7 | 100% |
| Ms. Padmasree Warrior** | Attended through Video Conference | N.A. | Attended in-person | Attended through Video Conference | Attended through Video Conference + Leave of Absence | Attended through Video Conference | Leave of Absence | Attended through Video Conference | 6 | 5 | 83.33% |
| Mr. Ranjan Pant** | Attended through Video Conference | N.A. | Attended in-person | Attended in-person | Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 6 | 6 | 100% |
| Mr. Sat Pal Bhanoo** | Attended through Video Conference | N.A. | Attended in-person | Attended in-person | Leave of Absence + Attended in-person | Attended through Video Conference | Attended through Video Conference | Attended through Video Conference | 6 | 6 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | 100% | 80% | 100% | | | |

Attended through Video Conference  Leave of Absence  Attended in-person

@ Ceased to be a Director of the Company w.e.f. 1st May, 2024.
* Ceased to be a Director of the Company w.e.f. 8th August, 2024.
** Appointed as Director of the Company w.e.f. 17th May, 2024.

## F. Meetings of Independent Directors

The Independent Directors of your Company often meet before the Board Meeting(s) without the presence of the Chairman, the Group CEO and Managing Director or the Executive Director or other Non-Independent Director(s) or any other Management Personnel.

These Meetings are conducted in an informal and flexible manner to enable the Independent Directors to, *inter alia*, discuss matters pertaining to review of performance of Non-Independent Directors and the Board of Directors as a whole, review the performance of the Chairman of the Company (taking into account the views of other Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Four Meetings of Independent Directors were held during the year under review and these Meetings were well attended by the Independent Directors.

The Independent Directors communicate as appropriate, suggestions, views or concerns to the Chairman or Group CEO and Managing Director upon conclusion of their Meeting(s).

## G. Director(s) seeking Re-appointment

Mr. Anand G. Mahindra, Chairman of the Company and Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector) of the Company are liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company, have offered themselves for re-appointment.

The Governance, Nomination and Remuneration Committee of the Company ("GNRC") has been entrusted with the responsibility for developing competency requirements for the Board, based on the Industry, Strategy and Vision of the Company.

The Board composition analysis reflects an in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The GNRC advises the Board on the appointment and re-appointment of Directors and also conducts periodic gap analyses to refresh the Board and reviewing potential candidates' profiles to ensure they have the required competencies. Upon receiving the GNRC's recommendation, the Board considers the appointment and if approved, recommends the same to the Shareholders for their approval.

Further, pursuant to the recommendation of the GNRC, the Board at its Meeting held on 5th May, 2025, subject to approval of the Shareholders of the Company, considered and approved:

- Re-appointment of Ms. Nisaba Godrej (DIN: 00591503) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive); and
- Re-appointment of Mr. Muthiah Murugappan (DIN: 07858587) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive).

### Mr. Anand G. Mahindra [Chairman]

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

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

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

He has served on several influential international bodies including the UN Global Compact Board, Global Board of Advisors of the Council on Foreign Relations, World Bank Group's Advisory Board for Doing Business, the International Advisory Council of Singapore's Economic Development Board, and the Sustainable Markets Initiative. He has been the President of The Confederation of Indian Industry and served on the boards of the National Stock Exchange of India and the National Council of Applied Economic Research. He is currently on the Central Board of the Reserve Bank of India. He is also a member of the Council of Scientific & Industrial Research Society.

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

Mr. Mahindra is an incisive business commentator and humanitarian with over 11 million followers on Twitter. Among his many social change initiatives is the Nanhi Kali programme, which, for the last two decades, has provided over 3,30,000 underprivileged girls access to high-quality education. Mr. Mahindra is the Chairman of the Board of Naandi Foundation, India's leading NGO focused on educating girls, skilling youth and providing sustainable livelihoods to small farmers through biodynamic agriculture. Mr. Mahindra also serves on the Founders Board of The Rise Fund, a $2 billion impact fund.

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

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

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

Mr. Anand G. Mahindra is the Chairman of Mahindra & Mahindra Limited, Chairman (Non-Executive, Non-Independent) of Tech Mahindra Limited, Chairman of Classic Legends Private Limited, Mahindra Holdings Limited, The Mahindra United World College of India, Gujarat Foundation for Entrepreneurial Excellence and a Director of Araku Originals Private Limited, Prudential Management and Services Private Limited, Breach Candy Hospital Trust, Naandi Community Water Services Private Limited, Tech Mahindra Foundation, The Indian and Eastern Engineer Company Private Limited and Mahindra Knowledge Foundation.

Mr. Anand G. Mahindra is also a Part-time Non-official Director of Central Board of Reserve Bank of India.

Mr. Anand G. Mahindra has completed 70 years of age.

**Board Committee Memberships:**

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

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

Mr. Mahindra has not resigned as a Director from any listed entity in the past three years and is not inter-se related to any other Director or Key Managerial Personnel ("KMP") of the Company.

### Mr. Rajesh Jejurikar [Executive Director and CEO (Auto and Farm Sector)]

Mr. Rajesh Jejurikar is Executive Director and CEO (Auto and Farm Sector) at Mahindra & Mahindra Limited since 2020 and serves on the Boards of other Mahindra Group companies in India as well as overseas.

He has diverse experience across Packaged Goods, Advertising, Media, Automotive and Farm Equipment. He joined Mahindra in 2000 as Vice President – Marketing for Automotive Sector. He was then appointed Executive Vice President – Sales & Marketing and went on to become the Managing Director of Mahindra Renault. Mr. Jejurikar became Chief of Operations of the Automotive Sector and in 2010, he was appointed Chief Executive for the Automotive Division and Member of the Group Executive Board. He became President of the Farm Equipment Sector in 2015.

An MBA from S. P. Jain Institute of Management and Research, Mr. Jejurikar attended the Advanced Management Program at The Wharton School, University of Pennsylvania.

Mr. Jejurikar serves on the Governing Council of S. P. Jain Institute of Management and Research. He has represented the Tractor Manufacturers Association ('TMA') in India as its President on the National Council of the Confederation of Indian Industry ('CII') in 2016 and 2017. He was also a Member of the CII National Council on Agriculture.

Over the years, Mr. Jejurikar has been recognised for his contributions and has received many accolades, with the recent ones being:

- CEO of the Year - Forbes India Leadership Awards (FILA) 2025.
- Business Leader of the Year – Car & Bike Awards 2024.
- Indian Global Automotive Leader of the Year – BBC Top Gear Awards, 2024.
- Distinguished Alumnus Award 2023 – S. P. Jain Institute of Management and Research.
- Autocar Person of the Year – 2023.

Mr. Jejurikar is Executive Director and CEO (Auto and Farm Sector) of Mahindra & Mahindra Limited. He is also Chairman of Swaraj Engines Limited, Mahindra Last Mile Mobility Limited, Mahindra Two Wheelers Europe Holdings S.a.r.l., Mahindra USA Inc., Mitsubishi Mahindra Agricultural Machinery Co., Ltd. and Automobili Pininfarina GmbH and Director of Classic Legends Private Limited and Mahindra Electric Automobile Limited.

Mr. Rajesh Jejurikar has completed 60 years of age.

**Board Committee Memberships:**

| Sr. No. | Name of the Company | Name of the Committee(s) | Position held |
|---|---|---|---|
| 1. | Mahindra and Mahindra Limited | Risk Management Committee | Member |
| 2. | Swaraj Engines Limited | Nomination and Remuneration Committee | Member |
| 3. | Classic Legends Private Limited | Nomination and Remuneration Committee | Chairman |
| 4. | Mahindra Electric Automobile Limited | Environmental, Social and Governance Matters Committee | Chairman |
| | | Risk Committee | Chairman |
| | | Audit Committee | Member |
| 5. | Mahindra Last Mile Mobility Limited | Nomination and Remuneration Committee | Member |

Mr. Rajesh Jejurikar holds 1,49,292 Ordinary (Equity) Shares in the Company.

Mr. Jejurikar has not resigned as a Director from any listed entity in the past three years and is not inter-se related to any other Director or KMP of the Company.

### Ms. Nisaba Godrej [Independent Director]

Ms. Nisaba Godrej is the Executive Chairperson of Godrej Consumer Products Limited ("GCPL"). She has been a key architect of GCPL's strategy and transformation for almost two decades. She is also the Chairperson of Teach for India and sits on the Board of Godrej Industries Limited, Godrej Agrovet Limited, Bharti Airtel Limited, Mahindra & Mahindra Limited, Godrej Seeds and Genetics Limited and Indian School of Business. She has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School. Ms. Nisaba is passionate about education, the human mind, trekking and equestrian sports.

Ms. Nisaba Godrej has completed 47 years of age.

**Board Committee Memberships:**

| Sr. No. | Name of the Company | Name of the Committee(s) | Position held |
|---|---|---|---|
| 1. | Mahindra and Mahindra Limited | Governance, Nomination and Remuneration Committee | Member |
| | | Stakeholders' Relationship Committee | Member |
| 2. | Godrej Consumer Products Limited | ESG Committee | Chairperson |
| | | Management Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Member |
| | | Risk Management Committee | Member |
| 3. | Godrej Agrovet Limited | Nomination & Remuneration Committee | Member |
| | | Managing Committee | Member |
| 4. | Godrej Seeds and Genetics Limited | Corporate Social Responsibility Committee | Member |
| | | Management Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| | | Audit Committee | Member |
| 5. | Bharti Airtel Limited | ESG Committee | Chairperson |
| | | Nomination & Remuneration Committee | Member |



Ms. Nisaba Godrej does not hold any Ordinary (Equity) Shares in the Company.

Ms. Nisaba Godrej has resigned as an Independent Director of VIP Industries Limited with effect from 3rd June, 2024 and is not inter-se related to any other Director or KMP of the Company.

### Mr. Muthiah Murugappan [Independent Director]

Mr. Muthiah Murugappan (known as Mr. Muthu Murugappan) is a fifth-generation member of the Murugappa Family. Mr. Muthiah started his career in August, 2004 with CavinKare Private Limited, an Indian FMCG major. Initially as an Area Sales Manager, his portfolio included Western and Southern regions covering Maharashtra, Madhya Pradesh, Chhattisgarh and Andhra Pradesh. Mr. Muthiah subsequently became a Product Manager handling Brand Management for the International Business Unit covering the GCC and ASEAN regions.

In July, 2007, Mr. Muthiah joined CUMI's exports function. He then moved to the US to handle the trading operations in North America. Mr. Muthiah returned to India and headed the Wear Ceramics business between 2010 and 2013. In 2013, he took a sabbatical to pursue an MBA at the London Business School. He returned to the Murugappa Group in September, 2015 to head the Nutraceuticals Business of E.I.D. - Parry (India) Limited. In November, 2018, he took charge as Head of Strategy for E.I.D. - Parry (India) Limited, in addition to his role as the Head of the Nutraceuticals Business. He was appointed as Whole Time Director & CEO of E.I.D. - Parry (India) Limited in May, 2022.

Mr. Muthiah has work experience in a wide spectrum of areas such as Brand Management, General Management, Financial Planning & Analysis, Strategy, Sales and Marketing.

Mr. Muthiah has completed 41 years of age.

Mr. Muthiah is an Independent Director of Mahindra and Mahindra Limited, Whole-time Director and CEO of E.I.D.- Parry (India) Limited, Director of Algavista Greentech Private Limited, Phase Lifestyle Private Limited, US Nutraceuticals Inc., Alimtec S.A, Carborundum Universal Limited and Parry Infrastructure Company Private Limited.

**Board Committee Memberships:**

| Sr. No. | Name of the Company | Name of the Committee(s) | Position held |
|---|---|---|---|
| 1. | Mahindra and Mahindra Limited | Corporate Social Responsibility Committee | Chairman |
| | | Stakeholders' Relationship Committee | Chairman |
| | | Audit Committee | Member |
| 2. | E.I.D. - Parry (India) Limited | Stakeholders Relationship Committee | Member |
| | | Risk Management Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| | | Loans & Investments Committee | Member |
| 3. | Carborundum Universal Limited | Corporate Social Responsibility Committee | Member |

Mr. Muthiah Murugappan does not hold any Ordinary (Equity) Shares in the Company.

Mr. Muthiah Murugappan has not resigned as a Director from any listed Company in the past three years and is not inter-se related to any other Director or KMP of the Company.

## H. Codes of Conduct

The Board of your Company has laid down two separate Codes of Conduct ("Codes"), one for all the Board Members and the other for Employees of the Company. These Codes have been posted on the website of your Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents. All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Group CEO and Managing Director to this effect is enclosed at the end of this Report.

The Code of Conduct for the Board Members of the Company also includes Code for Independent Directors which is a guide to professional conduct for Independent Directors, pursuant to section 149(8) and Schedule IV of the Act.

## I. Codes of Conduct for Suppliers

The Company has also developed "Supplier Code of Conduct" to guide its Suppliers as to how to engage in ethical, responsible and legal business practices in their operations around the world. This Code is applicable to all 'Suppliers' i.e. domestic and international. Suppliers include suppliers, service providers, vendors, traders, agents, consultants, contractors, joint venture partners, third parties including their employees, agents and other representatives, who have a business relationship with and provide, sell, seek to sell, any kind of goods or services to the Company. The Code emphasises on the Suppliers of the Company to conduct their business activities and deal on behalf of their company with professionalism, honesty and integrity, as well as with high moral and ethical standards. Such conduct shall be fair and transparent and perceived to be as such by third parties.

## J. CEO/CFO Certification

The Group CEO and Managing Director and Group Chief Financial Officer of the Company have jointly provided an annual certification on financial reporting and internal controls to the Board and Audit Committee in terms of Regulation 17(8) of the Listing Regulations and quarterly certification on financial results while placing the financial results before the Board and Audit Committee in terms of Regulation 33(2) of the Listing Regulations.

## K. Induction and Familiarisation Programme for Independent Directors

A newly appointed Independent Director is provided with an appointment letter along with their roles, duties & responsibilities and the Company's Code of Conduct for Directors, etc. as may be applicable to them.

Each newly appointed Independent Director is taken through an induction and familiarisation programme including the presentation and interactive session with the Group CEO and Managing Director, Executive Director, other Functional Heads on the Company's manufacturing, marketing and other important aspects. The Company Secretary briefs the Director about their legal & regulatory responsibilities as a Director. The programme also includes visit to the plant(s) to familiarise them with all facets of manufacturing.

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including periodic review of Investments of the Company at Strategic Investment Committee Meetings, Regulatory updates, Industry Outlook, Business Strategy at the Board Meetings and changes with respect to Listing Regulations, Framework for Related Party Transactions, etc. at the Audit Committee Meetings, various Business Entity Risks, etc. at the Risk Management Committee Meetings, Product Launches and Showcase of New Vehicles, Session on Geopolitics, etc. The details as required under Regulations 46 and 62(1A) of the Listing Regulations are available on the website of your Company at the Web-link: https://www.mahindra.com/sites/default/files/2025-04/Familiarisation-Programmes-conducted-in-FY-2025-for-Independent-Non-Executive-Directors-Website.pdf.

## L. Board Confirmation regarding Independence of the Independent Directors

All the Independent Directors of the Company have given declarations / disclosures under section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfil the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Further, the Board after taking these declarations / disclosures on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

## M. Matrix setting out the core skills/ expertise/competence of the Board of Directors

A chart / matrix setting out the core skills / expertise / competencies identified by the Board of Directors in the context of the Company's businesses and sectors as required for it to function effectively and those actually available with the Board alongwith the names of Directors who have such skills / expertise / competence, is given below:



| Sr. No. | Skills | Particulars |
|---|---|---|
| 1. | Business Experience | Established leadership skills in strategic planning, succession planning, driving change and long-term growth and guiding the Company towards its vision, mission and values.<br>Critically analysing complex and detailed information and developing innovative solutions and striking a balance between agility and consistency. |
| 2. | Global business/ broad international exposure/ emerging markets experience | Global mindset and staying updated on global market opportunities, experience in driving business success in markets around the world with an understanding of diverse business environments, economic conditions, sensitivity to cultural diversity and adaptability. |
| 3. | Financial Experience and Risk Oversight | The Company uses various financial metrics to measure its performance. Accurate Financial Reporting and Robust Auditing are critical to its success.<br>The Company expects its Directors :-<br>1. To have an understanding of Finance and Financial Reporting Processes;<br>2. To understand and oversee various risks facing the Company and ensure that appropriate policies and procedures are in place to effectively manage risk. |
| 4. | Technology and Innovation | An appreciation of emerging trends in product design and development, research, disruptions in technology and in business models. |
| 5. | Governance and Regulatory oversight | Devise systems for compliance with a variety of regulatory requirements, reviewing compliance and governance practices for a long-term sustainable growth of the Company and protecting stakeholders' interest. |
| 6. | Sales and Marketing Exposure | Ability in developing strategies to increase market share through innovation, build better brand experience for customers, improve prospective customer engagement levels and help establish active customers become loyal brand followers. |

| Name of Directors | Skills | | | | | |
|---|---|---|---|---|---|---|
| | Business Experience | Global business/ broad international exposure/emerging markets experience | Financial Experience and Risk Oversight | Technology and Innovation | Governance and Regulatory Oversight | Sales and Marketing Exposure |
| Mr. Anand G. Mahindra | √ | √ | √ | √ | √ | √ |
| Dr. Anish Shah | √ | √ | √ | √ | √ | √ |
| Mr. Rajesh Jejurikar | √ | √ | √ | √ | √ | √ |
| Dr. Vishakha N. Desai (upto 30th April, 2024) | √ | √ | √ | √ | √ | √ |
| Mr. Vikram Singh Mehta (upto 7th August, 2024) | √ | √ | √ | — | √ | √ |
| Mr. T. N. Manoharan | √ | √ | √ | √ | √ | — |
| Mr. Haigreve Khaitan (upto 7th August, 2024) | √ | √ | √ | √ | √ | — |

| Name of Directors | Skills | | | | | |
|---|---|---|---|---|---|---|
| | Business Experience | Global business/ broad international exposure/emerging markets experience | Financial Experience and Risk Oversight | Technology and Innovation | Governance and Regulatory Oversight | Sales and Marketing Exposure |
| Ms. Shikha Sharma | √ | √ | √ | √ | √ | √ |
| Ms. Nisaba Godrej | √ | √ | √ | √ | √ | √ |
| Mr. Muthiah Murugappan | √ | √ | √ | √ | √ | √ |
| Ms. Padmasree Warrior* | √ | √ | √ | √ | √ | √ |
| Mr. Ranjan Pant* | √ | √ | √ | √ | √ | √ |
| Mr. Sat Pal Bhanoo* | √ | — | — | — | — | √ |

* Appointed with effect from 17th May, 2024.

## N. Resignation of Independent Director(s)

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

Further, during the year, Dr. Vishakha Desai, Mr. Vikram Singh Mehta and Mr. Haigreve Khaitan have ceased to be the Independent Directors of your Company, as follows:

- Dr. Vishakha Desai has completed her second term as an Independent Director of the Company on 30th April, 2024;
- Mr. Vikram Singh Mehta has completed his second term as an Independent Director of the Company on 7th August, 2024; and
- Mr. Haigreve Khaitan ceased to be an Independent Director of the Company with effect from 8th August, 2024 upon completion of his first term of five consecutive years from 8th August, 2019 to 7th August, 2024.

## O. Lead Independent Director

Mr. T. N. Manoharan, Independent Director and Chairman of Audit Committee, Governance, Nomination and Remuneration Committee and Risk Management Committee has been appointed as the Lead Independent Director with effect from 8th August, 2024 in place of Mr. Vikram Singh Mehta, pursuant to cessation of Mr. Mehta as Independent Director of the Company with effect from 8th August, 2024.

Similar to Mr. Mehta, Mr. Manoharan has also been entrusted, *inter alia*, with the following roles and responsibilities as a Lead Independent Director:

(i) Provide leadership to the Independent Directors and liaise between the Chairperson of the Board and Independent Directors without inhibiting direct communication between them;

(ii) Ensure Board effectiveness to maintain high-quality governance of the Company and the effective functioning of the Board;

(iii) Convene exclusive Meeting(s) of Independent Directors, set agenda, preside over the meetings of the Independent Directors and provide feedback to the Chairperson / Board of Directors after such Meetings;

(iv) Preside over Meetings of the Board at which the Chairperson is not present;

(v) Identify critical issues for the Board to deal with and assist the Board in achieving consensus on important issues;

(vi) Communicate to the Chairman and Management, as appropriate, any decisions reached, suggestions, views or concerns expressed by Independent Directors at their Meetings or outside of the Board Meetings;

(vii) Play the role of a facilitator outside the Boardroom, especially, on contentious issues;

(viii) Provide candid feedback to Group CEO and Managing Director and Group CFO post Meeting of Independent Directors; and

(ix) Take the lead role, along with Chairman in assessing the performance evaluation of the Board and that of Individual Director.



## P. Senior Management

Particulars of Senior Management Personnel ("SMP") as on 31st March, 2025 and changes therein since the close of the previous financial year:

| Sr. No | Name of the SMP of the Company | Designation |
|---|---|---|
| 1. | Veejay R Nakra | President, Automotive Division *(Re-designated as "President Farm Equipment Business" with effect from 5th May, 2025)* |
| 2. | R. Velusamy | President, Automotive Technology and Product Development |
| 3. | Ruzbeh Irani | President, Group HR |
| 4. | Vinod Sahay | President, Aerospace & Defence and MTBD & CE *(Re-designated with effect from 1st March, 2025)* |
| 5. | K N Vaidyanathan | EVP, Corporate Management Services & Group Chief Internal Auditor |
| 6 | Naveen Raju | EVP, Group Legal |
| 7 | Mohit Kapoor | EVP, Group Chief Technology Officer |
| 8. | Asha Kharga | EVP, Group Customer & Brand |
| 9. | Puneet Renjhen | EVP, Group Partnerships & Alliances |
| 10. | Abanti Sankaranarayanan | EVP, Group Public Affairs |
| Changes since the close of the previous financial year | | |
| 11. | Mr. Manoj Bhat* | President & Group Chief Financial Officer (upto close of 16th May, 2024) |
| 12. | Mr. Amarjyoti Barua** | *President & Group Chief Financial Officer (with effect from 17th May, 2024)* |
| 13. | Mr. Narayan Shankar# | Company Secretary *(upto close of 1st April, 2025)* |
| 14. | Ms. Divya Mascarenhas## | Interim Company Secretary *(with effect from 2nd April, 2025)* |
| 15. | Mr. Hemant Sikka@ | President - Farm Equipment Sector *(upto close of 4th May, 2025)* |

* Ceased to be the Chief Financial Officer of the Company designated as "Group Chief Financial Officer" and Key Managerial Personnel of the Company and as such a SMP with effect from close of 16th May, 2024, on account of his transition to a new role within the Mahindra Group, as Managing Director and CEO of Mahindra Holidays & Resorts India Limited, with effect from 17th May, 2024.

** Appointed as the Chief Financial Officer, Key Managerial Personnel and SMP of the Company, designated as "President & Group CFO" with effect from 17th May, 2024.

\# Retired as Company Secretary of the Company with effect from close of 1st April, 2025, pursuant to his reaching the age of superannuation, and consequently ceased to be Compliance Officer under Listing Regulations, Key Managerial Personnel and SMP of the Company with effect from close of 1st April, 2025.

\## Appointed as Company Secretary of the Company and Compliance Officer under Listing Regulations (in the Interim capacity) designated as "Interim Company Secretary" and Key Managerial Personnel and SMP of the Company with effect from 2nd April, 2025.

@ Ceased to be SMP of the Company with effect from the close of 4th May, 2025 consequent to his resignation on account of his transition to a new role within the Mahindra Group, as the Managing Director and CEO of Mahindra Logistics Limited, a Listed Subsidiary of the Company.

# II. REMUNERATION TO DIRECTORS

## A. Remuneration Policy

Your Company has a well-defined Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees. This Policy is available on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

The Board while deciding the basis for determining the compensation, both fixed and variable to the Non-Executive Directors, takes into consideration various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Act and Listing Regulations and such other factors as the GNRC deems fit.

The elements of remuneration package of Executive Directors include salary, benefits, stock options, provident fund, etc. and is decided based on the individual performance as well as performance of the Company, inflation, prevailing industry trends and benchmarks. The Non-Executive Directors are paid remuneration in the form of Commission, and sitting fees for attending the Meetings of the Board of Directors or any Committee thereof, as approved by the Board of Directors.

Based on the Shareholders' approval, Mr. Anand G. Mahindra, as Non-Executive Chairman of the Company is entitled to Remuneration (by way of monthly payment) and Commission apart from sitting fees for attending the Meetings of the Board of Directors or any Committee thereof as approved by the Board of Directors for Non-Executive Directors of the Company and also Reimbursements and Benefits as per the Company's Policy with effect from 12th November, 2021.

## B. Remuneration to Non-Executive Directors for the year ended 31st March, 2025

Pursuant to the approval granted by the Members of the Company at the 69th AGM held on 7th August, 2015, the eligible Non-Executive Directors are paid commission upto a maximum of 1% of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof or Rs. 38 crores in the aggregate, whichever is lower; provided that none of such Directors shall, in any Financial Year individually receive a portion of such remuneration more than one quarter percent of the net profits of the Company.

Further, the Shareholders of the Company at the 78th AGM held on 31st July, 2024, considered and approved the revision in the terms of Remuneration of Mr. Anand G. Mahindra, Non-Executive Chairman of the Company for a period from 1st April, 2024 to 11th November, 2026, being the remainder period for which remuneration was earlier approved by the Shareholders at the 75th AGM. Accordingly, the Chairman will be paid Remuneration of Rs. 2.75 crores per annum by way of monthly payment and a fixed Commission of Rs. 2.75 crores per annum.

During the year under review, the following Non-Executive Directors were paid a commission of Rs. 571.31 lakhs (provided for in the accounts for the year ended 31st March, 2024), distributed amongst the Directors as follows:

| Name of Directors | Commission for the year ended 31st March, 2024, paid during the year under review (Rs. in Lakhs) |
|---|---|
| Mr. Anand G. Mahindra | 250.00 |
| Mr. Vikram Singh Mehta (upto 7th August, 2024) | 45.00 |
| Dr. Vishakha N. Desai (upto 30th April, 2024) | 45.00 |
| Mr. T.N. Manoharan | 45.00 |
| Mr. Vijay Kumar Sharma (Nominee of LIC) (upto 19th December, 2023) | 27.31# |
| Mr. Haigreve Khaitan (upto 7th August, 2024) | 45.00## |
| Ms. Shikha Sharma | 38.00 |
| Mr. C.P. Gurnani (upto 19th December, 2023)^ | Nil |
| Ms. Nisaba Godrej | 38.00 |
| Mr. Muthiah Murugappan | 38.00 |

# Commission is payable to LIC

## Sitting fees were paid to Khaitan & Co., in which Mr. Haigreve Khaitan is a Partner.

^ Mr. CP Gurnani, was Managing Director & CEO of Tech Mahindra Limited upto 19th December, 2023, had waived his right to receive sitting fees for attending the Meetings of the Board of Directors or any other remuneration payable to the Non-Executive Directors of the Company from 1st April, 2020 to 19th December, 2023, as a Non-Executive Director on the Board of Directors of the Company.

A Commission of Rs. 897.53 lakhs has been provided as payable to the Non-Executive Directors in the accounts for the year under review. Non-Executive Directors are also paid sitting fees of Rs. 1,00,000 each for every Meeting of the Board and Rs. 60,000 each for every Committee Meeting other than Stakeholders Relationship Committee. The sitting fees paid for every Meeting of Stakeholders Relationship Committee is Rs. 30,000 each for Non-Executive Director. Additionally, Non-Executive Directors are also reimbursed for expenses incurred in the performance of their official duties.

The sitting fees paid to Non-Executive Directors and the commission payable to them for the year ended 31st March, 2025 along with their respective shareholdings in your Company are as under:

| Name of Directors | Sitting Fees paid for the Board and Committee Meetings held during the year ended 31st March, 2025 (Rs. in Lakhs) | Commission for the year ended 31st March, 2025, provided as payable in the accounts of the Company for the year under review (Rs. in Lakhs) | No. of Ordinary (Equity) Shares held as on 31st March, 2025 |
|---|---|---|---|
| Mr. Anand G. Mahindra | 12.40 | 275.00 | 14,30,008 |
| Mr. Vikram Singh Mehta (upto 7th August, 2024) | 8.00 | 29.70 | 18,500 |
| Dr. Vishakha N. Desai (upto 30th April, 2024) | 0.60 | 6.90 | 12,500 |
| Mr. T.N. Manoharan | 17.20 | 84.00 | Nil |
| Mr. Haigreve Khaitan (upto 7th August, 2024) | 6.20 | 29.70# | Nil |
| Ms. Shikha Sharma | 18.40 | 84.00 | Nil |
| Ms. Nisaba Godrej | 9.60 | 84.00 | Nil |
| Mr. Muthiah Murugappan | 13.00 | 84.00 | Nil |
| Ms. Padmasree Warrior* | 7.40 | 73.41 | Nil |
| Mr. Ranjan Pant* | 8.40 | 73.41 | Nil |
| Mr. Sat Pal Bhanoo* | 7.80 | 73.41## | Nil |

# Sitting fees were paid to Khaitan & Co., in which Mr. Haigreve Khaitan is a Partner.
## Commission is payable to LIC.
* Appointed as Director with effect from 17th May, 2024.

The Non-Executive Directors were not granted Stock Options during the year under review.



## C. Remuneration paid/payable to the Whole-time Directors for the year ended 31st March, 2025

Remuneration to the Whole-time Directors is fixed by GNRC basis the approval of the Board of Directors and Shareholders at a General Meeting. Following is the remuneration paid/payable to the Whole-time Directors during the year ended 31st March, 2025:

| Whole Time Director(s) | (Rs. in Lakhs) | | | | | Contract Period |
|---|---|---|---|---|---|---|
| | Salary | Company's Contribution to Funds[1] | Allowances and Perquisites other than ESOPs | Perquisites related to ESOPs exercised | Total | |
| Dr. Anish Shah, Group CEO and Managing Director | 1,648.55# | 65.38 | 1.13 | 3,018.13 | 4,733.19 | • Deputy Managing Director and Group Chief Financial Officer from 1st April, 2020 to 1st April, 2021.<br>• Managing Director and Chief Executive Officer from 2nd April, 2021 to 31st March, 2025.<br>• Group CEO and Managing Director from 1st April, 2025 to 31st March, 2030. |
| **KPIs for Incentive Payment for Executive Directors / Claw-Back Clauses** | 50% of the Performance Pay annually, payable to Dr. Anish Shah, is based on the Group Corporate Office Scorecard comprising of Consolidated Sector Balance Scorecards, Return on Equity, Earnings Per Share, MCARES, Group Level ESG Performance Index and such other parameters as may be decided by the Company from time to time. | | | | | |
| **ESG parameters for determining Performance Pay** | • Drive global & domestic sustainability/ ESG/ climate thought leadership<br>• Drive Mahindra's 'Planet Positive' strategy across all key group companies<br>• Drive Nanhi Kali program, women empowerment related actions and diversity & inclusion<br>• Drive high standards in governance | | | | | |

| Whole Time Director(s) | (Rs. in Lakhs) | | | | | Contract Period |
|---|---|---|---|---|---|---|
| | Salary | Company's Contribution to Funds[1] | Allowances and Perquisites other than ESOPs | Perquisites related to ESOPs exercised | Total | |
| Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector) | 1,390.93## | 46.18 | 0.20 | 2,390.16 | 3,827.47 | • 1st April, 2020 to 31st March, 2025 Designated as Executive Director (Automotive and Farm Sector) upto 14th March, 2023 and Re-designated as Executive Director and CEO (Auto and Farm Sector) from 15th March, 2023.<br>• Executive Director and CEO (Auto and Farm Sector) from 1st April, 2025 to 24th June, 2029. |
| **KPIs for Incentive Payment for Executive Directors / Claw-Back Clauses** | 50% of the Performance Pay annually, payable to Mr. Rajesh Jejurikar, is based on the Business Scorecard comprising of Consolidated Revenue, Consolidated Profit Before Tax, Consolidated Free Cash Flow, Return on Capital Employed, MCARES, MCAPS and such other parameters as may be decided by the Company from time to time. | | | | | |
| **ESG parameters for determining Performance Pay** | • Drive reduction in Scope 1+2 emissions (Auto & Farm sector)<br>• Drive reduction in Scope 3 emissions (Product in Use) (Auto & Farm sector)<br>• Drive reduction in Scope 3 emissions (Supply Chain) (Auto & Farm sector) | | | | | |

1 Aggregate of the Company's contributions to Superannuation Fund and Provident Fund.
# Includes Performance pay of Rs. 780.17 lakhs.
## Includes Performance pay of Rs. 672.75 lakhs.

**Notes:**

a. Notice period applicable to each of the Whole-time Director(s) is six months.
b. Employee Stock Options and Performance Pay are the only components of remuneration that are performance-linked. All other components are fixed.
c. There is no separate provision for payment of Severance Fees.

## D. Remuneration paid/payable to Mr. Anand G. Mahindra, Non-Executive Chairman for the year ended 31st March, 2025

The remuneration of Mr. Anand G. Mahindra was recommended by GNRC and subsequently approved by the Board of Directors and thereafter by the Shareholders of the Company at the 75th AGM held on 6th August, 2021.

Further, the Shareholders of the Company at the 78th AGM held on 31st July, 2024, considered and approved the revision in the terms of Remuneration of Mr. Anand G. Mahindra, Non-Executive Chairman of the Company for a period from 1st April, 2024 to 11th November, 2026, being the remainder period for which remuneration was earlier approved by the Shareholders at the 75th AGM.

The Shareholders at the 78th AGM held on 31st July, 2024, pursuant to the provisions of Regulation 17(6)(ca) of the Listing Regulations, also accorded their approval for payment of remuneration to Mr. Anand G. Mahindra for FY25, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for FY25.

Following is the remuneration paid/payable to Mr. Anand G. Mahindra as Non-Executive Chairman during the year ended 31st March, 2025:

| Director(s) | (Rs. in Lakhs) | | |
|---|---|---|---|
| | Remuneration | Commission | Total |
| Mr. Anand G. Mahindra | 275.00# | 275.00 | 550.00 |

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

# Excludes Sitting Fees.

## E. The Stock Options granted to Directors, the period over which accrued and over which exercisable are as under:

| Name of Directors (alongwith their Designation) to whom Stock Options have been granted | Options granted in November, 2024 under 2010 Scheme | Vesting period | Exercise period | Exercise price |
|---|---|---|---|---|
| Dr. Anish Shah, Group CEO and Managing Director | 33,733 | Three instalments in November 2025, 2026 & 2027 | On the date of vesting or within the exercise period specified for each vesting. The maximum exercise period is 4 years from the date of vesting | Rs. 5 per share |
| Mr. Rajesh Jejurikar, Executive Director & CEO (Auto and Farm Sector) | 28,979 | | | |

**Note:** All relevant information on Stock options granted to Directors in pervious Financial Years is accessible in the Company's earlier Annual Report(s).

## III. RISK MANAGEMENT

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. These levels form the strategic defence cover of the Company's Risk Management. The Company has a robust organisational structure for managing and reporting on Risks.

Your Company has constituted a Risk Management Committee consisting of Board Members which is authorised to monitor and review Risk Management Plan and Risk Certificate. The Committee is also empowered, *inter alia*, to review and recommend to the Board modifications to the Risk Management Policy.

Further, the Board has constituted a Corporate Risk Council comprising of the Senior Executives including Chief Risk Officer of the Company. The terms of reference of the Council comprise review of Risks and Risk Management Policy at periodic intervals.

Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Framework of the Company includes identification of risks, including Cyber Security and related risks and also those which in the opinion of the Board may threaten the existence of the Company. The Risk Management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives. Further, it is embedded across all the major functions and revolves around the goals and objectives of the Company.

## IV. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations; which concern the Company and need a closer review. Majority of the Members constituting the Committees are Independent Directors or Chaired by a Independent Director and each Committee is guided by its Charter or Terms of Reference, which provide for the scope, powers, duties and responsibilities.

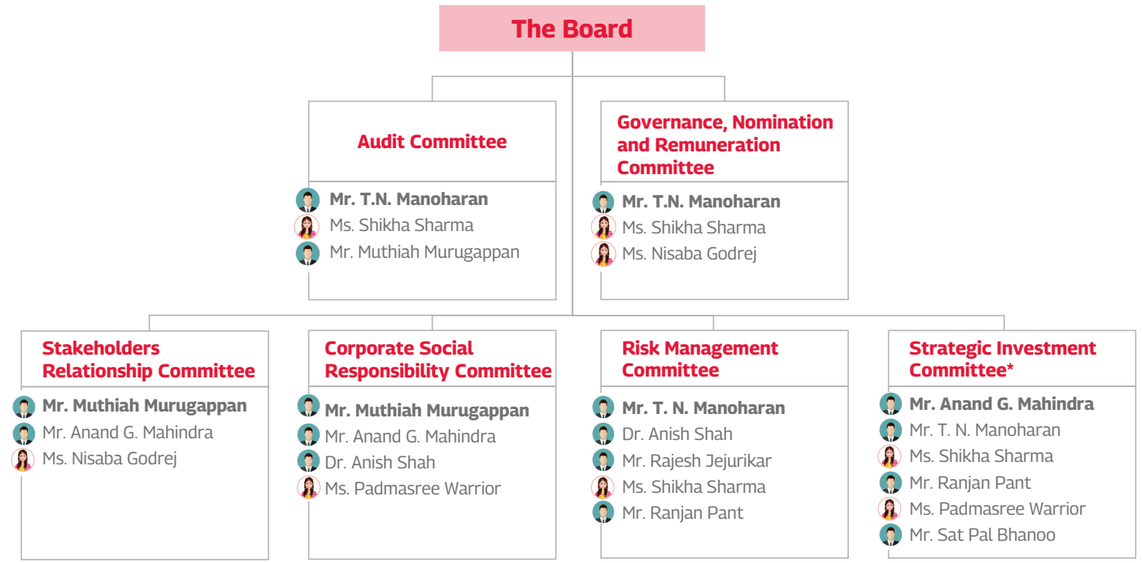
The Chairperson of the respective Committee informs the Board about the summary of the discussions held in the respective Committee Meetings. The Minutes of the Meeting of all Committees are presented before the Board for review and noting.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.



There are Six Board constituted Committees as on 31st March, 2025, which comprise of Five Statutory Committees and One Non-statutory Committee (Voluntary Committee), details of which are as follows:

### Board Committees as on 31st March, 2025:




## A. Audit Committee

This Committee comprises of the following Directors viz. Mr. T. N. Manoharan (Chairman of the Committee), Ms. Shikha Sharma and Mr. Muthiah Murugappan. All the Members of the Committee are Independent Directors and possess strong accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

During the year under review, the Board at its Meeting held on 16th May, 2024, had re-constituted the Audit Committee with effect from 8th August, 2024 by inducting Mr. Muthiah Murugappan as a Member in place of Mr. Vikram Singh Mehta, who ceased to be a Member of the Committee with effect from 8th August, 2024 upon completion of his second term as an Independent Director of the Company on 7th August, 2024. Further, Mr. Haigreve Khaitan, also ceased to be a Member of the Committee with effect from 8th August, 2024 upon completion of his first term as an Independent Director of the Company on 7th August, 2024.

**Key Terms of Reference of the Committee:**

The terms of reference of this Committee are very wide and are in line with the regulatory requirements as mandated by the Act and Part C of Schedule II of the Listing Regulations.

Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorised to, *inter alia*, review and monitor the Auditor's independence and performance, scope and effectiveness of audit process, oversight of the Company's financial reporting process and the disclosure of its financial information, review with the management the quarterly and annual financial statements and auditor's report before submission to the Board for approval, select and establish accounting policies, review Reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters, their independence on quarterly basis, review of Non-Audit Services rendered by the

Statutory Auditors, to consider and grant prior approval for the related party transactions including material related party transactions in terms of Regulation 23 read with Regulation 2(1)(zc) and Regulation 2(1)(zb) of the Listing Regulations, granting omnibus approvals for related party transactions subject to fulfilment of certain conditions and quarterly reviews thereof, approve transaction(s) of the Company or any Subsidiaries of the Company on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any Subsidiaries of the Company.

The Committee is also authorised to scrutinise inter-corporate loans and investments, valuation of undertakings or assets of the Company, review the risk assessment and minimisation procedures, evaluate internal financial controls and risk management systems, monitor end use of the funds raised through public offers and related matters, review the utilisation of loans and / or advances from / investment by the Company in the subsidiary companies exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments and review compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

The Committee is also empowered to, *inter alia*, recommend to the Board, the remuneration payable to the Statutory Auditors, availing of such other permitted services from the Auditors and to recommend a change in the Auditors, if felt necessary. Further, the Committee is empowered to recommend to the Board, the appointment of Chief Financial Officer, the term of appointment and remuneration of the Cost Auditor, Secretarial Auditor, Internal Auditor, etc., review the functioning of the Whistle-blower Policy / Vigil Mechanism, to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders. The Committee also reviews Financial Statements and Investments of unlisted subsidiary companies, Management Discussion & Analysis of financial condition and results of operations, review the report submitted by monitoring agency for the utilization of proceeds of preferential issue or qualified institutions placement in addition to public issue or rights issue, etc.

The Audit Committee has been granted powers as prescribed under Regulation 18(2)(c) of the Listing Regulations and reviews all the information as prescribed in Part C of Schedule II of the Listing Regulations. The Committee also reviews the Report on compliance under Code of Conduct for Prevention of Insider Trading adopted by the Company pursuant to PIT Regulations. Further, Compliance Reports under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Whistle-blower Policy are also presented before the Committee.

The Meetings of the Audit Committee are also attended by the Chairman, the Group CEO and Managing Director, Executive Director and CEO (Auto and Farm Sector), Group Chief Financial Officer, the Statutory Auditors, the Group Chief Internal Auditor, the Controller of Accounts, the Chief Financial Officer of Auto and Farm Sector and the Company Secretary.

As required under the Secretarial Standard on General Meetings, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him on his behalf shall attend the General Meeting of the Company.

Mr. T. N. Manoharan, Chairman of the Audit Committee, was virtually present at the 78th AGM of the Company held through Video Conferencing facility on 31st July, 2024 to address the Shareholders' queries pertaining to Annual Accounts of the Company.

Apart from the Meetings, Circular Resolution(s) are also passed by the Members. Subsequently, these Circular Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) are passed by the Members.

## Composition and Attendance (in brief):

| 100% | 3 | 7 | 100% |
|---|---|---|---|
| Independence | Members | Meetings | Attendance |

The Committee met Seven times during the year under review on 15th May, 2024, 30th July, 2024, 6th November, 2024, 6th February, 2025, 20th February, 2025, 28th February, 2025 and 31st March, 2025. The gap between two Meetings did not exceed one hundred and twenty days.



The attendance at the Meetings was as under:

### Audit Committee Attendance

| Name of the Members | Committee Meeting Dates and Mode | | | | | | | Meetings held during the Year/ Tenure | Attended | % of attendance of a Member |
|---|---|---|---|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | | | |
| | 15th May, 2024 | 30th July, 2024 | 6th November, 2024 | 6th February, 2025 | 20th February, 2025 | 28th February, 2025 | 31st March, 2025 | | | |
| | Physical | Physical | Physical | Hybrid | VC | VC | VC | | | |
| Mr. T.N. Manoharan (Chairman) | ✓ | ✓ | ✓ | ✓ | 🎥 | 🎥 | 🎥 | 7 | 7 | 100% |
| Ms. Shikha Sharma | ✓ | ✓ | ✓ | ✓ | 🎥 | 🎥 | 🎥 | 7 | 7 | 100% |
| Mr. Vikram Singh Mehta* | ✓ | ✓ | N.A. | N.A. | N.A. | N.A. | N.A. | 2 | 2 | 100% |
| Mr. Haigreve Khaitan* | ✓ | ✓ | N.A. | N.A. | N.A. | N.A. | N.A. | 2 | 2 | 100% |
| Mr. Muthiah Murugappan** | N.A. | N.A. | ✓ | 🎥 | 🎥 | 🎥 | 🎥 | 5 | 5 | 100% |
| % of Attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | 100% | 100% | | | |

🎥 Attended through Video Conference ✕ Leave of Absence ✓ Attended in-person

* Ceased to be a Director and Member w.e.f. 8th August, 2024.
** Appointed as Member w.e.f. 8th August, 2024.

## Audit Committee Report for the year ended 31st March, 2025:

| Activities of the Committee during the year | Frequency |
|---|---|
| Reviewed Quarterly, Half yearly and Annual Standalone and Consolidated Financials of the Company prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under the Act read with the relevant rules thereunder | Q / A |
| Held discussions with the Statutory Auditors regarding the Company's financial statements, scope of their Reports and sought the auditors' judgment on the quality and applicability of the accounting principles, the reasonableness of significant judgments, the adequacy of disclosures in the financial statements and other matters as the Committee deemed necessary | Q |
| Considered and recommended to the Board the Audit Fees and Fees payable for other services rendered by the Statutory Auditors during the year under review | A |
| Considered and made recommendation on the Remuneration payable to the Chief Internal Auditor and Group Chief Financial Officer of the Company | A |
| Reviewed the performance of the Statutory Auditors and Chief Internal Auditor | A / E |
| Reviewed with independent auditors, the nature and scope of the audit alongwith the review of audit engagement to ascertain adequacy and appropriateness | E |
| Reviewed the Management Discussion and Analysis of the financial condition and results of operations of the Company | A |
| Reviewed the Directors' Responsibility Statement after making enquiries from the Operating Management | A |
| Reviewed the internal audit findings, the action taken status and other matters concerning the internal audit function of the Company and the Group and reviewed the performance of the Chief Internal Auditor | Q |
| Reviewed the utilisation of loans and/or advances from/investment by the Company in the subsidiaries exceeding Rs. 100 crores or 10% of the asset size of the subsidiary, whichever is lower | Q |
| Reviewed and granted prior approval for transactions with related parties including material related party transactions in terms of Regulation 23 read with Regulation 2(1)(zc) and Regulation 2(1)(zb) of the Listing Regulations, approved specific arrangements/ transactions, granted omnibus approval for transactions proposed to be entered with related parties, within the maximum limit per transaction and maximum limit in the aggregate, granted omnibus approval to cover unforeseen related party transactions and reviewed related party transactions entered into by the Company for previous quarter pursuant to the prior and omnibus approvals accorded by the Committee and recommended to the Board for onward recommendation to the Shareholders for approval as and when necessary | Q / A |
| Considered and approved revised process of taking approvals of related party transactions and reporting thereof | E |

| Activities of the Committee during the year | Frequency |
|---|---|
| Reviewed the risk assessment and minimisation procedures to ensure that Executive Management controls risk through means of a properly defined framework and risk management systems, etc. | Q |
| Reviewed the Audited financial statements, in particular the investments made by all unlisted subsidiary companies and all significant transactions and arrangements entered into by unlisted subsidiary companies. | A |
| Approved the other services proposed to be rendered by the Statutory Auditors, directly or indirectly. | A / E |
| Noted the Material Subsidiary(ies) of the Company | A |
| Monitored and reviewed the mechanism to track the compliances under PIT Regulations and also reviewed the compliance updates in addition to the investigations of the Whistle-blower Complaints received alongwith Report under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. | Q |
| Considered and approved the appointment of Cost Auditors, remuneration payable to them and the Cost Audit Report and recommended the same to the Board. | A |
| Held meeting with the Representatives of the Credit Rating Agencies which have rated the Non-Convertible Debentures issued by the Company. | A |
| Reviewed compliance of PIT Regulations and Systems for Internal Controls for prevention of Insider Trading. | A |
| Considered and Approved amendments to the Policy on Materiality of and Dealing with Related Party Transactions of the Company pursuant to Amendments to the Listing Regulations. | E |
| Considered, approved and recommended to the Board, change in Chief Investor Relations Officer of the Company | E |
| Considered, approved and recommended to the Board, amendment to the Code of Conduct for Prevention of Insider Trading in Securities of Mahindra & Mahindra Limited, pursuant to amendments to the PIT Regulations. | E |
| Considered, approved and recommended to the Board, amendment to the following policies, pursuant to amendments to the Listing Regulations:<br>• Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;<br>• Policy for Determination of Materiality for Disclosure of Events or Information' and 'Indicative Guidelines' framed thereunder;<br>• Policy for Determining Material Subsidiaries. | E |
| Took note of the Retirement of Mr. Narayan Shankar (ICSI Membership No. A8666), Company Secretary of the Company with effect from close of 1st April, 2025, pursuant to his reaching the age of superannuation and his consequent cessation as the Compliance Officer of the Company under Listing Regulations and also as the Key Managerial Personnel and Senior Management Personnel of the Company and as such his cessation as a Related Party of the Company. | E |
| Considered, approved and recommended to the Board, appointment of Ms. Divya Mascarenhas (ICSI Membership No. F10249), as Company Secretary of the Company and Compliance Officer under Listing Regulations (in the Interim capacity) designated as "Interim Company Secretary" who would also be Key Managerial Personnel and part of Senior Management Personnel with effect from 2nd April, 2025 and as such a Related Party of the Company and the remuneration payable to her. | E |

Frequency: A Annually Q Quarterly E Event-Based



## B. Governance, Nomination and Remuneration Committee

All Committee Members are Independent Directors including the Chairman. The Members are Mr. T. N. Manoharan (Chairman of the Committee), Ms. Shikha Sharma and Ms. Nisaba Godrej. Mr. Anand G. Mahindra, Chairman, Dr. Anish Shah, Group CEO & Managing Director and Mr. Ruzbeh Irani, President - Group HR are permanent invitees to the Committee.

During the year under review, the Board at its Meeting held on 16th May, 2024, re-constituted the Committee with effect from 8th August, 2024 and inducted Mr. T. N. Manoharan as a Member and Chairman in place of Mr. Vikram Singh Mehta upon completion of his tenure as an Independent Director on 7th August, 2024. Further, Mr. Haigreve Khaitan ceased to be an Independent Director and thereby Member of the Committee with effect from 8th August, 2024.

**Key Terms of Reference of the Committee:**

The Committee has been vested with the authority to, *inter alia*, recommend nominations for Board Membership, develop and recommend Policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track record, integrity, establish Director retirement policies and appropriate succession plans and determine overall compensation policies of the Company.

The Committee also administers the Company's Employee Stock Option Schemes formulated from time to time including "Mahindra & Mahindra Limited Employees Stock Option Scheme - 2010" and takes appropriate decisions in terms of the concerned Scheme(s).

The terms of reference of this Committee are aligned with the Listing Regulations and the Act.

The scope of the Committee, *inter alia*, includes review of market practices and deciding on remuneration packages applicable to the Chairman, Managing Director, the Executive Director(s), Presidents and other Members of Senior Management as may be decided from time to time (including the Chief Financial Officer and Company Secretary).

In addition to the above, the Committee's role includes identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every Director's performance.

The Committee has also formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees. This policy has also been posted on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

The Committee has undertaken a structured and comprehensive succession planning program over a period of time and has carried out a rigorous review for an orderly Succession to the Board and the Senior Management.

The Committee carries out a separate exercise to evaluate the performance of Individual Directors. Feedback is sought by way of structured questionnaires covering various aspects of the Board's functioning such as adequacy of time spent on strategic issues, effectiveness of Governance practices, setting corporate culture and values, execution and performance of specific duties, obligations and governance. The performance evaluation is carried out based on the responses received from the Directors.

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

During the year under review, the Committee ascertained and reconfirmed that the deployment of "questionnaire" as a methodology is effective for evaluation of performance of Board and Committees and Individual Directors.

Where the services rendered by a director are in professional capacity, the Committee is also empowered to opine whether such Director possesses requisite qualification for the practice of the profession. As per section 178(7) of the Act and Secretarial Standard on General Meetings, the Chairman of the Committee or in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The former Chairman of the Committee, Mr. Vikram Singh Mehta was virtually present at the 78th AGM of the Company held through Video Conferencing facility on 31st July, 2024.

### Composition and Attendance (in brief):

| 100% | 3 | 5 | 100% |
|---|---|---|---|
| Independence | Members | Meetings | Attendance |

The Committee met five times during the year under review on 15th May, 2024, 30th July, 2024, 6th November, 2024, 6th February, 2025, and 31st March, 2025. The attendance at the Meetings was as under:

**Governance, Nomination and Remuneration Committee Attendance**

| Name of the Members | Committee Meeting Dates and Mode | | | | | Held during the Year/Tenure | Attended | % of attendance of a Member |
|---|---|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | 5 | | | |
| | 15th May, 2024 | 30th July, 2024 | 6th November, 2024 | 6th February, 2025 | 31st March, 2025 | | | |
| | Hybrid | Hybrid | Physical | Hybrid | VC | | | |
| Mr. T. N. Manoharan (Chairman)# | N.A. | N.A. | ✓ | ✓ | 🧍 | 3 | 3 | 100% |
| Mr. Vikram Singh Mehta* | ✓ | ✓ | N.A. | N.A. | N.A. | 2 | 2 | 100% |
| Mr. Haigreve Khaitan** | ✓ | ✓ | N.A. | N.A. | N.A. | 2 | 2 | 100% |
| Ms. Shikha Sharma | ✓ | ✓ | ✓ | ✓ | 🧍 | 5 | 5 | 100% |
| Ms. Nisaba Godrej | 🧍 | 🧍 | ✓ | 🧍 | 🧍 | 5 | 5 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | 100% | 100% | | | |

🧍 🧍 Attended through Video Conference ⊗ Leave of Absence ✓ Attended in-person

# Appointed as Chairman w.e.f. 8th August 2024.
* Ceased to be a Director and Chairman w.e.f. 8th August, 2024.
** Ceased to be a Director and Member w.e.f. 8th August, 2024.

## Governance, Nomination and Remuneration Committee Report for the year ended 31st March, 2025:

| Activities of the Committee during the year | Frequency |
|---|---|
| Finalisation of the process of evaluation, amending the evaluation questionnaires and carrying out evaluation of the performance of the Board, its Committees, Directors, Chairman, Group CEO and Managing Director and Executive Director and CEO (Auto and Farm Sector) of the Company and mapping of chart / matrix of core skill/ expertise/ competencies of the Board | A |
| Recommended to the Board amendment to the Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management, Code of Conduct for employees and Policy on Gifts and Entertainment | E |
| Update on Retention Data of employees in certain categories to whom Stock Options have been granted | E |
| Grant of Stock Options to the Eligible Employees under the Mahindra & Mahindra Limited Employees Stock Option Scheme - 2010 and cancellation of Stock Options | A / E |
| Recommended to the Board revision in Remuneration to be paid to Senior Management | A / E |
| Approved revision in Remuneration to be paid to Wholetime Directors and their Performance Pay for FY24 | A |
| Recommended to the Board the appointment of Mr. T. N. Manoharan, as the new Lead Independent Director in place of Mr. Vikram Singh Mehta with effect from 8th August, 2024 | E |
| Recommended to the Board revision in remuneration of Mr. Anand G. Mahindra, Non-Executive Chairman of the Company with effect from 1st April, 2024 and approval under Regulation 17(6)(ca) of Listing Regulations for onward recommendation to the Shareholders | A / E |
| Recommended to the Board for onward recommendation to the Shareholders, the appointment of:<br>i. Ms. Padmasree Warrior (DIN: 10387032) as Non-Executive Independent Director for a term of 5 (five) consecutive years commencing from 17th May, 2024 to 16th May, 2029 (both days inclusive);<br>ii. Mr. Ranjan Pant (DIN: 00005410) as Non-Executive Non-Independent Director of the Company with effect from 17th May, 2024;<br>iii. Mr. Sat Pal Bhanoo (DIN: 10482731) as Non-Executive Non-Independent Director of the Company representing Life Insurance Corporation of India with effect from 17th May, 2024 | E |
| Recommended to the Board for onward recommendation to the Shareholders, the re-appointment of Mr. Haigreve Khaitan (DIN - 00005290) and Ms. Shikha Sharma (DIN - 00043265) as Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 8th August, 2024 to 7th August, 2029 | E |



| Activities of the Committee during the year | Frequency |
|---|---|
| Recommended to the Board for onward recommendation to the Shareholders, the re-appointment of:<br>i. Dr. Anish Shah (DIN: 02719429) as a "Managing Director and Chief Executive Officer" of the Company Designated as "Group CEO and Managing Director" with effect from 1st April, 2025 to 31st March, 2030 (both days Inclusive) and Remuneration payable to him;<br>ii. Mr. Rajesh Jejurikar (DIN: 00046823) as a Whole-Time Director Designated as "Executive Director and CEO (Auto and Farm Sector)" of the Company with effect from 1st April, 2025 upto 24th June, 2029 (both days inclusive) and his remuneration | E |
| Recommended the following to the Board:<br>i. Retirement of Mr. Narayan Shankar, Company Secretary of the Company with effect from close of 1st April, 2025, pursuant to his reaching the age of superannuation and his consequent cessation as the Compliance Officer of the Company under Listing Regulations and also as the Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) of the Company; and<br>ii. Appointment of Ms. Divya Mascarenhas, as Company Secretary of the Company and Compliance Officer under Listing Regulations (in the interim capacity) designated as 'Interim Company Secretary' who would also be KMP and part of SMP w.e.f. 2nd April, 2025 and remuneration payable to her | E |

Frequency A Annually E Event Based

## C. Stakeholders Relationship Committee

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr. Muthiah Murugappan, (Non-Executive - Independent Director). The other Members of the Stakeholders Relationship Committee are Mr. Anand G. Mahindra (Non-Executive - Non-Independent Director) and Ms. Nisaba Godrej (Non-Executive - Independent Director). Majority of the Committee comprises of Independent Directors.

During the year under review, the Board by way of a Circular Resolution dated 7th August, 2024, re-constituted the Committee with effect from 8th August, 2024 and appointed Mr. Muthiah Murugappan as the Chairman of the Committee in place of Mr. Haigreve Khaitan upon him ceasing to be an Independent Director and thereby Member and Chairman of the Committee with effect from 8th August, 2024 and inducted Ms. Nisaba Godrej as a Member.

Mr. Narayan Shankar, Company Secretary was the Compliance Officer of the Company. Post his retirement w.e.f. close of 1st April, 2025, Ms. Divya Mascarenhas, Interim Company Secretary is the Compliance Officer of the Company effective 2nd April, 2025.

**Key Terms of Reference of the Committee:**

The Committee meets, as and when required, to, *inter alia*, deal with matters relating to issue of Letter of Confirmation in case of loss of share certificates, issue of new share certificates (including for transfer to Investor Education & Protection Fund as per the provisions of the Act and Rules framed thereunder), resolve the grievances of security holders of the Company including complaints related to dematerialisation of shares, non-receipt of annual report, non-receipt of declared dividends, etc., review of measures taken for effective exercise of voting rights by shareholders, review of adherence to the service standards adopted by the Company in respect of services being rendered by the Registrar & Transfer Agent, review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ demand drafts/annual reports/statutory notices by the Shareholders of the Company. With a view to expedite the process of transmission, necessary authority has been delegated to certain officers of the Company. The Committee is, *inter alia*, authorised to approve the requests for transmission of shares and issue of duplicate share certificates.

The role and terms of reference of the Committee cover the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act, as applicable, besides other terms as referred by the Board of Directors.

Further, the Investor Relations team presents investor engagement plans/ initiatives, movement in shareholdings and ownership structure to the Committee.

As per section 178(7) of the Act and the Secretarial Standard on General Meetings, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The former Chairman of the Committee, Mr. Haigreve Khaitan was virtually present at the 78th AGM of the Company held through Video Conferencing facility on 31st July, 2024.

Apart from the Meeting(s), urgent business (including approvals for issue of Letter of Confirmation in case of loss of share certificates) was transacted through Circular Resolution(s). Subsequently, these Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) is/are passed by the Members.

## Composition and Attendance (in brief):

| 66.67% | 3 | 4 | 100% |
|---|---|---|---|
| Independence | Members | Meetings | Attendance |

The Committee met four times during the year under review on 15th May, 2024, 30th July, 2024, 6th November, 2024 and 6th February, 2025. The attendance at the Meetings was as under:

### Stakeholders Relationship Committee Attendance

| Name of the Members | Committee Meeting Dates and Mode | | | | Held during the Year/ Tenure | Attended | % of attendance of a Member |
|---|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | | | |
| | 15th May, 2024 | 30th July, 2024 | 6th November, 2024 | 6th February, 2025 | | | |
| | Physical | Physical | Hybrid | Hybrid | | | |
| Mr. Muthiah Murugappan (Chairman)# | ✓ | ✓ | ✓ | 👤 | 4 | 4 | 100% |
| Mr. Haigreve Khaitan* | ✓ | ✓ | N.A. | N.A. | 2 | 2 | 100% |
| Mr. Anand G. Mahindra | ✓ | ✓ | 👤 | ✓ | 4 | 4 | 100% |
| Ms. Nisaba Godrej@ | N.A. | N.A. | ✓ | 👤 | 2 | 2 | 100% |
| % of attendance at a meeting | 100% | 100% | 100% | 100% | | | |

👤 Attended through Video Conference ✕ Leave of Absence ✓ Attended in-person

# Appointed as Chairman w.e.f. 8th August 2024.
* Ceased to be a Director and Chairman w.e.f. 8th August 2024.
@ Appointed as Member w.e.f. 8th August, 2024.

## Stakeholders Relationship Committee Report for the year ended 31st March, 2025

| Activities of the Committee during the year | Frequency |
|---|---|
| Reviewed compliances related to Share Transfer Agent activities of KFin Technologies Limited and Investor Related Compliances | Q |
| Review of Investor Grievances | Q |
| Approved issuance of new share certificate for transfer of shares to Investor Education and Protection Fund (IEPF), approved transfer of shares to IEPF and related matters | A |
| Reviewed measures taken for effective exercise of voting rights by Shareholders | P |
| Reviewed various initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the Shareholders of the Company | P |
| Reviewed adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA) | P |
| Noted release of shares from Mahindra & Mahindra Limited - Unclaimed Securities Suspense Account | P |
| Noted transfer of shares to Mahindra & Mahindra Limited - Suspense Escrow Demat Account | P |
| Noted status of Legal Case(s) pertaining to Shares | Q |
| Took note of status of various accounts relating to payment of investor dues | Q |
| Took note of the annual audit report submitted by the Independent Auditors on the Annual Internal Audit conducted on the RTA operations as mandated by SEBI | A |
| Approved issue of Letter of Confirmation in case of loss of share certificates | E |
| Status of Debentures and Commercial Papers | Q |

Frequency A Annually Q Quarterly P Periodically E Event Based

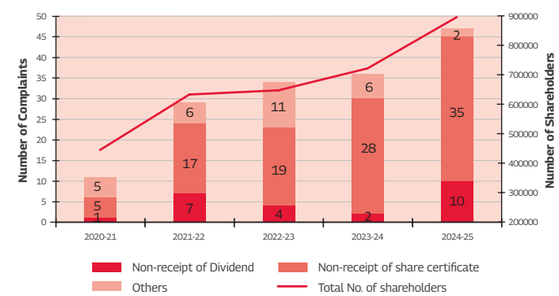


**Details of Shareholders'/ Investors' Complaints:**

During the Financial Year ended 31st March, 2025, 47 complaints were received from Shareholders, all of which have been attended/resolved to the satisfaction of the Shareholders. As of date, there are no pending complaints pertaining to the year under review.

**Trend of Complaints and Number of Shareholders during last 5 years:**

| Financial Year | 2021 | 2022 | 2023 | 2024 | 2025 |
|---|---|---|---|---|---|
| Total No. of Complaints received and resolved | 11 | 30 | 34 | 36 | 47 |
| No. of Shareholders as on 31st March | 4,44,755 | 6,32,821 | 6,47,146 | 7,21,674 | 8,95,700 |




Your Company has taken adequate measures to resolve the complaints of the shareholders. In order to expedite the process of redressal of shareholders' grievances, the Company has introduced an escalation matrix, which can be accessed at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

## D. Corporate Social Responsibility Committee

Mr. Muthiah Murugappan, Independent Director is the Chairman of the Committee. Mr. Anand G. Mahindra, Dr. Anish Shah and Ms. Padmasree Warrior are the other Members of the Committee. Out of the total number of Members of the Committee, two Members are Independent Directors.

During the year under review, Dr. Vishakha N. Desai ceased to be an Independent Director of the Company and as such the Chairperson and Member of the Committee with effect from 1st May, 2024 and the Board at its Meeting held on 18th & 19th March, 2024, had appointed Mr. Vikram Singh Mehta as the Chairman of the Committee with effect from 1st May, 2024.

Further, the Board at its Meeting held on 16th May, 2024, re-constituted the CSR Committee by inducting Ms. Padmasree Warrior as a Member with effect from 17th May, 2024 and appointed Mr. Muthiah Murugappan as the Chairman with effect from 8th August, 2024 in place of Mr. Vikram Singh Mehta, who ceased to be an Independent Director of the Company upon completion of his tenure on 7th August, 2024 and as such he ceased to be the Chairman and Member of the Committee with effect from 8th August, 2024.

**Key Terms of Reference of the Committee:**

The Committee has been constituted by the Board with powers, *inter alia*, to make contributions to Charitable and/ or CSR projects or programs to be implemented directly through its ESOPs (Employee Social Options) programme or through implementing partners which include a company established under section 8 of the Act or a registered public trust or a registered society exempted or registered and approved under Income Tax Act, 1961 established by the company or company established under section 8 of the Act or a registered trust or a registered society established by the Central Government or State Government or any entity established under an Act of Parliament or a State legislature or a registered public trust or a registered society exempted or registered and approved and having an established track record of at least three years in undertaking similar activities, of at least two percent of the Company's average net profits during the three immediately preceding Financial Years in pursuance of its CSR Policy for the Company's CSR Initiatives.

The scope of functions of the Committee, *inter alia*, includes formulation and recommendation to the Board, an Annual Action Plan in pursuance of CSR Policy of the Company including CSR projects or programmes that are approved to be undertaken, manner of execution of such projects or programmes, modalities of utilisation of funds and implementation schedule(s), monitoring and reporting mechanism, need and impact assessment, if any, for the projects undertaken by the Company, recommendation of the amount of expenditure to be incurred on the CSR activities as enumerated in Schedule VII of the Act and also referred to in the CSR Policy of the Company, as also to monitor the CSR Policy from time to time, etc.

Pursuant to the commitment of the Company towards sustainable business practices and the increasing adaptability of Environment, Social and Governance (ESG) framework by all companies, the terms of reference of the CSR Committee, *inter alia*, also include the following:

- Recommend to the Board, the Company's overall general strategy with respect to Environment, Social and Governance ("ESG") matters;

- Ensure ESG and social considerations in the Company's business operations and build a culture of Sustainable Business;
- Ensure compliance with the Sustainability initiatives by Regulators including but not limited to Business Responsibility and Sustainability Report and recommend the same to the Board;
- Monitor and ensure the effective implementation of ESG policies of the Company and recommend changes/ deletions/ additions/ new ESG/ Sustainability policies to the Board for its approval;
- Ensure compliance in relation to the policies created for or linked to the 9 key principles of the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business';
- Ensure in concurrence with the Risk Management Committee that the ESG risks pertaining to the Company are minimal and effectively managed.

The CSR Policy of your Company, in alignment with the CSR provisions is available on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

Apart from the Meetings, Circular Resolution(s) are also passed by the Members. Subsequently, these Circular Resolution(s) are noted in the Meeting held after the date on which the Circular Resolution(s) are passed by the Members.

## Composition and Attendance (in brief):

| 50% | 4 | 3 | 100% |
|---|---|---|---|
| Independence | Members | Meetings | Attendance |

The Committee met 3 times during the year under review on 2nd April, 2024, 15th May, 2024 and 6th February, 2025. The attendance at the Meetings was as under:

### Corporate Social Responsibility Committee Attendance

| Name of the Members | Committee Meeting Dates and Mode | | | Meetings held during the Year/ Tenure | Attended | % of attendance of a Member |
|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | | | |
| | 2nd April, 2024 | 15th May, 2024 | 6th February, 2025 | | | |
| | VC | Physical | Hybrid | | | |
| Mr. Muthiah Murugappan (Chairman)* | | ✓ | | 3 | 3 | 100% |
| Mr. Anand G. Mahindra | | ✓ | ✓ | 3 | 3 | 100% |
| Dr. Vishakha N. Desai** | | N.A. | N.A. | 1 | 1 | 100% |
| Mr. Vikram Singh Mehta*** | | ✓ | N.A. | 2 | 2 | 100% |
| Dr. Anish Shah | | ✓ | ✓ | 3 | 3 | 100% |
| Ms. Padmasree Warrior^ | N.A. | N.A. | | 1 | 1 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | | | |

Attended through Video Conference  Leave of Absence  ✓ Attended in-person

* Appointed as Chairman w.e.f. 8th August, 2024.
** Ceased to be a Director and Chairperson w.e.f. 1st May, 2024.
*** Ceased to be a Director and Chairman w.e.f. 8th August, 2024.
^ Appointed as Director and Member w.e.f. 17th May, 2024.



## CSR Committee Report for the year ended 31st March, 2025:

| Activities of the Committee during the year | Frequency |
|---|---|
| Considered and recommended to the Board, Business Responsibility and Sustainability Report and Corporate Social Responsibility Report of the Company for approval and inclusion in the Annual Report of the Company | A |
| Noted the Status of the Impact Assessment Studies for the Projects qualifying for Impact Assessment for the Financial Year | P |
| Reviewed the Company's Business Responsibility and Sustainability Performance, the projects and programs under Corporate Social Responsibility Projects of the Company, status of utilization of fund(s) by the Implementing Agencies for the Financial Year | P |
| Considered and approved revised CSR Budget for the Financial Year and amendment to the Annual Action Plan for the Financial Year and recommended the same to the Board | A / E |
| Considered and approved amendment in Annexure to the CSR Policy pertaining to the CSR Projects undertaken by the Company in FY25 and recommended the same to the Board | A / E |
| Noted the changes in provisions governing Business Responsibility and Sustainability Report ("BRSR") | E |
| Considered, approved and recommended to the Board change in Business Responsibility Head of the Company | E |

Frequency A Annually P Periodically E Event Based

## E. Risk Management Committee

Regulation 21 of the Listing Regulations mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company. Accordingly, the Board has constituted a Risk Management Committee ("RMC"). The Committee is chaired by Mr. T. N. Manoharan. The other Members of the Committee are Dr. Anish Shah, Mr. Rajesh Jejurikar, Ms. Shikha Sharma and Mr. Ranjan Pant.

During the year under review, the Board at its Meeting held on 16th May, 2024, had re-constituted the RMC by inducting Mr. Ranjan Pant as a Member with effect from 8th August, 2024 in place of Mr. Vikram Singh Mehta who ceased to be an Independent Director of the Company upon completion of his tenure on 7th August, 2024 and as such he ceased to be the Member of the Committee with effect from 8th August, 2024.

Further, Mr. Haigreve Khaitan ceased to be an Independent Director and thereby Member of the Committee with effect from 8th August 2024.

**Key Terms of Reference of the Committee:**

The terms of the reference of RMC are wide and are in line with the regulatory requirements of the Listing Regulations and, *inter alia*, include:

1. Formulation of a detailed Risk Management Policy, which shall include:
   a. Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by RMC;
   b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
   c. Business continuity plan.
2. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. Monitoring and overseeing implementation of the Risk Management Policy, including evaluating the adequacy of Risk Management Systems.
4. Periodically reviewing the Risk Management Policy (at least once in two years) including by considering the changing industry dynamics and evolving complexity.
5. Keeping the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
6. Reviewing the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

## Composition and Attendance (in brief):

| 40% | 5 | 3 | 100% |
|---|---|---|---|
| Independence | Members | Meetings | Attendance |

The Committee met 3 times during the year under review on 26th April, 2024, 30th July, 2024 and 6th February, 2025. The attendance at the Meetings was as under:

## Risk Management Committee Attendance

| Name of the Members | Committee Meeting Dates and Mode | | | Meetings held during the Year/ Tenure | Attended | % of attendance of a Member |
|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | | | |
| | 26th April, 2024 | 30th July, 2024 | 6th February, 2025 | | | |
| | VC | Physical | Physical | | | |
| Mr. T.N. Manoharan (Chairman) | | ✓ | ✓ | 3 | 3 | 100% |
| Mr. Vikram Singh Mehta* | | ✓ | N.A. | 2 | 2 | 100% |
| Dr. Anish Shah | | ✓ | ✓ | 3 | 3 | 100% |
| Mr. Rajesh Jejurikar | | ✓ | ✓ | 3 | 3 | 100% |
| Ms. Shikha Sharma | | ✓ | ✓ | 3 | 3 | 100% |
| Mr. Haigreve Khaitan* | | ✓ | N.A. | 2 | 2 | 100% |
| Mr. Ranjan Pant** | N.A. | N.A. | ✓ | 1 | 1 | 100% |
| % of attendance at a Meeting | 100% | 100% | 100% | | | |

Attended through Video Conference ✕ Leave of Absence ✓ Attended in-person

* Ceased to be a Director and Member w.e.f. 8th August, 2024.
** Appointed as a Member w.e.f. 8th August, 2024.

## Risk Management Committee Report for the year ended 31st March, 2025:

| Activities of the Committee during the year | Frequency |
|---|---|
| Reviewed the Risk Certificate covering risk management measures and controls and made recommendation to the Audit Committee and the Board | P |
| Reviewed the Risk Management Report, potential Risks for the upcoming Financial Year, Risk Mitigation Measures as prescribed under the Risk Management Policy alongwith Extreme Risks their impact, likelihood and exposure, Risk Scorecard, Cyber Security Risks, Reputation Risk, Governance & Controllership, etc. and presented the same to the Audit Committee and the Board | P |
| Considered and approved the change in the Chief Risk Officer of the Company | E |

Frequency P Periodically E Event Based

## F. Strategic Investment Committee (A voluntary initiative of your Company)

The Strategic Investment Committee is a voluntary Committee of your Company and Mr. Anand G. Mahindra is the Chairman of the Committee. Mr. T. N. Manoharan, Ms. Shikha Sharma, Mr. Ranjan Pant, Ms. Padmasree Warrior and Mr. Sat Pal Bhanoo are other Members of the Committee. Apart from the Committee Members, the Committee Meetings are also invariably attended by the other Directors as Invitees.

During the year, the Board at its Meeting held on 16th May, 2024 inducted Ms. Padmasree Warrior, Mr. Ranjan Pant and Mr. Sat Pal Bhanoo as Members of the Committee with effect from 17th May, 2024. Further, Mr. Vikram Singh Mehta ceased to be the Member of the Committee with effect from 8th August, 2024 upon completion of his tenure as an Independent Director of the Company on 7th August, 2024.

**Key Terms of Reference of the Committee:**

This Committee is constituted by the Board with powers, *inter alia*, to evaluate, scrutinize and consider all proposals for funding including but not limited to making Investment in, providing Loan to, providing Guarantee for any Subsidiary, Associate, Joint Venture, Trust, Entity, any other company or Body Corporate, business acquisitions where Cumulative exposure in such entity is above the specified threshold and make appropriate recommendations to the Board, operation reviews for such Subsidiary, Associate, Joint Venture, Trust, Entity, any other company or Body Corporate, evaluate, scrutinise and approve disinvestments (total or partial) / exit from such Subsidiary, Associate, Joint Venture, Trust, Entity, any other company or Body Corporate, approve Merger or De-Merger or Arrangement within Group companies as specified, approve entry into new industries (greenfield, acquisition of majority stake or path to majority), etc.



## Composition and Attendance (in brief):

| 50% | 6 | 4 | 100% |
|---|---|---|---|
| Independence | Members | Meetings | Attendance |

The Committee met four times during the year under review on 15th May, 2024, 30th July, 2024, 6th November, 2024 and 6th February, 2025. The attendance at the Meetings was as under:

## Strategic Investment Committee Attendance

| Name of the Members | Committee Meeting Dates and Mode | | | | Meetings held during the Year/ Tenure | Attended | % of attendance of a Member |
|---|---|---|---|---|---|---|---|
| | 1 | 2 | 3 | 4 | | | |
| | 15th May, 2024 | 30th July, 2024 | 6th November, 2024 | 6th February, 2025 | | | |
| | Physical | Physical | Hybrid | Hybrid | | | |
| Mr. Anand G. Mahindra (Chairman) | ✓ | ✓ | | ✓ | 4 | 4 | 100% |
| Mr. T.N. Manoharan | ✓ | ✓ | ✓ | ✓ | 4 | 4 | 100% |
| Ms. Shikha Sharma | ✓ | ✓ | ✓ | ✓ | 4 | 4 | 100% |
| Mr. Vikram Singh Mehta* | ✓ | ✓ | N.A. | N.A. | 2 | 2 | 100% |
| Mr. Ranjan Pant** | N.A. | ✓ | ✓ | ✓ | 3 | 3 | 100% |
| Ms. Padmasree Warrior** | N.A. | ✓ | | | 3 | 3 | 100% |
| Mr. Sat Pal Bhanoo** | N.A. | ✓ | ✓ | ✓ | 3 | 3 | 100% |
| % of attendance at a meeting | 100% | 100% | 100% | 100% | | | |

Attended through Video Conference ✕ Leave of Absence ✓ Attended in-person

* Ceased to be a Director and Member w.e.f. 8th August, 2024.
** Appointed as a Director and Member w.e.f. 17th May, 2024.

## Strategic Investment Committee Report for the year ended 31st March, 2025:

| Activities of the Committee during the year | Frequency |
|---|---|
| Considered, approved and recommended to the Board significant investments/financial assistance to be made/given by the Company, delegated authority to evaluate various strategic options and taking note of outstanding debt, if any | Q / E |
| Considered, approved and granted in-principle approval for divestment of stake in the Subsidiaries/Associates of the Company and other Investments of the Company | E |
| Considered, approved and granted in-principle approval for Merger of certain Group companies and divestment of investments made by the Company into another Group company | E |
| Considered, approved and recommended to the Board extension of timeline for authorising individuals to approve disbursals within already approved Investment limits, incorporation of a subsidiary(ies) and investment therein | E |
| Considered and approved Voluntary Liquidation of certain subsidiaries of the Company, change in certain approvals for Offer for Sale as part of the proposed IPO of an Associate of the Company, Restructuring of subsidiary's business of the Company | E |
| Noted updates on Cyber Security and Controllership, comprehensive Update on CSR activities including Broad Framework, Approach, Areas of Focus and Evaluation Methodology, etc. | E |

Frequency Q Quarterly E Event Based

## V. SUBSIDIARY COMPANIES

Regulation 16 of the Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Under this definition, Mahindra & Mahindra Financial Services Limited ("MMFSL") continues to be a Material Listed Subsidiary of the Company, formed on 1st January, 1991 at Mumbai. Further, M/s. M M Nissim & Co LLP, Chartered Accountants (Firm Registration No. 107122W/W100672) and M/s. M P Chitale & Co., Chartered Accountants (Firm Registration No. 101851W) are the Joint Statutory Auditors of MMFSL, appointed by its shareholders to hold office for a period of 3 (three) consecutive years from the conclusion of the 34th Annual General Meeting of MMFSL till the conclusion of the 37th Annual General Meeting of MMFSL to be held in the year 2027. The Joint Statutory Auditors hold a valid peer review certificate issued by Peer Review Board of ICAI, as prescribed under the Listing Regulations.

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board Meetings of unlisted subsidiaries of the Company are placed before the Board of Directors of the Company for their review at every quarterly Meeting.

In addition to the above, Regulation 24 of the Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. For the purpose of this provision, material subsidiary means a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

There is no Subsidiary which falls under this definition of unlisted material subsidiary for the financial year ended 31st March, 2025.

The other requirements of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

## VI. DISCLOSURES

### A. Policy for determining 'material' subsidiaries

Your Company has formulated a Policy for determining 'Material' Subsidiaries ("Materiality Policy") as defined in Regulation 16 of the Listing Regulations. During the year, the Materiality Policy was amended in alignment with the amendments made to the Listing Regulations.

This updated Materiality Policy has been posted on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

### B. Policy on Materiality of and Dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions ("RPT Policy") which specifies the manner of entering into related party transactions. During the year, the RPT Policy was reviewed and amended in alignment with the amendments made to the Listing Regulations.

The updated RPT Policy has also been posted on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/investor-relations/policies-and-documents.

### C. Disclosure of Transactions with Related Parties

During FY25, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the Management, Subsidiaries, etc. that may have potential conflict with the interests of the Company at large. Further, details of related party transactions are presented in Note No. 40 to Annual Accounts in the Annual Report.

In addition to the above and as required under the Listing Regulations, the Company is in compliance with the Accounting Standards on related party disclosures, has been submitting disclosures of related party transactions to the Stock Exchanges in the prescribed format within prescribed timelines and also publishing it on the website of the Company.

### D. Disclosure of Accounting Treatment in preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards ("IndAS") as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Act and other relevant provisions of the Act.

### E. Code for Prevention of Insider Trading Practices

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, *inter alia*, includes Policy for determination of 'Legitimate Purpose' and 'Code of Conduct for Prevention of Insider Trading in Securities of Mahindra & Mahindra Limited' ("M&M Code of Conduct") in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations").

M&M Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the PIT Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and caution them of the consequences of violations. The Company has amended M&M Code of Conduct incorporating therein provisions pertaining to Trading Plan in line with the recent amendments by SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024.

### F. Policy and procedure for inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information

The Company has formulated the 'Policy and procedure for inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information' ('UPSI'). The Policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the Policy is to strengthen the internal control systems to ensure that UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak / suspected leak of UPSI.

### G. Whistle-blower Policy

The Vigil Mechanism as envisaged in the Act and the Rules prescribed thereunder and the Listing Regulations is implemented through the Code of Conduct, Whistle-blower and other Governance Policies and the Vigil Mechanism frameworks.

The Company has taken adequate measures to create awareness amongst its employees on the Code of Conduct and Governance Policies through regular classroom / online and E-learning sessions. The Company has a third-party whistleblowing helpline service through an external service provider. The Ethics helpline service includes toll free number, web portal access and e-mail facilities. This helpline serves as platform under vigil mechanism for all stakeholders and associates to raise any concerns on unethical behaviour and is provided by Convercent, a Global service provider.

- Helpline No: 000 800 100 4175

  The toll-free helpline number is available in English and Multiple Languages.

- Web-link: https://ethics.mahindra.com/ is available in Multiple Languages.

Direct complaints can also be raised with the Chairperson of the Audit Committee through the third-party web portal at the link mentioned above or by sending an email to chairpersonofauditcommittee@mahindra.com or by sending a letter to the below address:

Chairperson of the Audit Committee,
Mahindra & Mahindra Limited,
Mahindra Towers, Dr. G. M. Bhosale Marg,
P. K. Kurne Chowk, Worli,
Mumbai – 400 018.

The Whistle-blower Policy has an established reporting mechanism for Stakeholders and associates to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Code, including insider trading violations and reporting instances of leak of Unpublished Price Sensitive Information by the employees. Under the Vigil Mechanism, the employees are encouraged to voice their concerns. All stakeholders and associates have been provided access to the Audit Committee through the Chairperson. No person has been denied access to the Audit Committee. The Policy provides for adequate safeguards against victimization of persons who use the mechanism.

The Whistle-blower Policy was updated during the year, the details of which may be referred to in the Board's Report.

The Whistle-blower Policy of the Company is available on the website of the Company and can be accessed in the Governance section at the Web-link: https://www.mahindra.com/sites/default/files/2024-05/Whistle-blower-Policy-Revised.pdf.

## VII. MEANS OF COMMUNICATION

The Company recognizes the importance of two-way communication with Shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos.

Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

**Financial Results:**

The unaudited quarterly financial results are announced within forty-five days of the close of each quarter, other than the last quarter. The audited annual financial results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The aforesaid financial results are announced to the Stock Exchanges within the statutory time period from the conclusion of the Board Meeting(s) at which these are considered and approved.

**Other Information:**

Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information. All information is filed electronically on the online portal of BSE Limited – Corporate Compliance & Listing Centre ('BSE Listing Centre') and on the online portal of National Stock Exchange of India Limited – NSE's Electronic Application Processing System ('NEAPS'). The information to the Stock Exchanges located outside India is filed through electronic means or other permissible means.

**Analyst/Institutional Investors Presentations**

The Company hosts calls with institutional investors/analysts post quarterly/half-yearly and the audited financial results are announced and on request. Presentations are also made to international and domestic institutional investors and analysts. These presentations and other disclosures which are required to be disseminated are filed electronically with the Stock Exchanges as well as uploaded on the Company's website at the following Web-link: https://www.mahindra.com and as per the Archival Policy of the Company, would be hosted on the website for a minimum period of five years from the date of respective disclosures. In addition to the above, the Company also uploads transcripts of post earnings/quarterly calls and Audio Visual recordings on the website of the Company.

The details of Investors/Analyst interactions held during the year under review are as follows:

| Investors/Analyst Interactions - FY25 | | | | | |
|---|---|---|---|---|---|
| Particulars | One on one/ Group Interactions* | Conferences/ Non-Deal Roadshows | Company Events# | Keynote address at Investor Forums by Senior Management | Total |
| Number of Meetings | 112 | 114 | 5 | 6 | 237 |
| Number of Hours spent** | 130 | 114 | 14 | 6 | 264 |

* includes 1x1 physical/virtual, group physical/virtual, Plant/R&D centre visit, new product launch event, Dealer visit/test drive, specific events arranged by the Company.

** Total hours = Average budgeted time slot of 60 mins per interaction except for Company driven events.

\# includes quarterly earnings calls/analyst meet, Group Investor Day.

The Annual Report of the Company, the quarterly/half-yearly and the audited financial statements and the official news releases of the Company are also disseminated on the Company's website. The quarterly, half-yearly and yearly results are also published in Business Standard and Sakal which are national and local dailies respectively. These are not sent individually to the Shareholders.

**FAQs for the Shareholders:**

The Investor Relations page of the Company's website provides more than 50 Frequently Asked Questions on various topics related to transfers and transmissions of shares, dematerialisation, nomination, change of address, loss of share certificates, dividend and sub-division of share certificates. In addition, various downloadable forms required to be executed by the Shareholders have also been provided on the website of the Company at the Web-link: https://www.mahindra.com/investor-relations/reports.



**Investor Services Web-based Query Redressal System:**

Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries, by visiting the Web-link: https://kprism.kfintech.com.

Investors can submit their query in the option provided on the above website, which would generate a reference number. For accessing the status / response to the query submitted, the grievance reference number can be used at the option "Track your query" at the left-hand corner under Contact Us tab of the above website. Investors can continue to put an additional query, if any, relating to the grievance till they get a satisfactory reply.

Investors can provide their feedback on the services provided by the Company and its Registrar and Transfer Agent by filling the Shareholder Satisfaction Survey form available in Investor Relations page under Investors FAQ's table on website of the Company at the Web-link: https://www.mahindra.com/investor-relations/reports.

**KPRISM Mobile service application by KFintech:**

Members are requested to note that KFin Technologies Limited ("KFintech") has a mobile application - KPRISM and a website https://kprism.kfintech.com for online service to Members.

Members can download the mobile application from play store, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFintech, Dividend status, request for change of address, change/update Bank Mandate. Through the Mobile app, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursement.

In addition, Members can also visit the Investor Service Center (ISC) webpage, https://kprism.kfintech.com and get benefitted from the list of services that can be executed from the page like raising or tracking a query, upload tax exemptions forms, view the Demat / Remat request, check dividend status and download required ISR forms and check KYC status for Physical Folios.

The Members may visit the Web-link: https://kprism.kfintech.com to download the mobile application.

**Senior Citizens – Investor Support**

As part of the initiative to enhance investor experience, KFintech has formed a Senior Citizens investor cell to exclusively assist the Senior Citizens in redressing their grievances, complaints and queries. This special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email address - senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) have to provide the following details:

- ID proof showing Date of Birth
- Folio Number
- Company Name
- Nature of Grievance.

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information.

## VIII. GENERAL SHAREHOLDER INFORMATION

Pursuant to General Circular No. 20/2020 issued by Ministry of Corporate Affairs ('MCA') dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively and MCA General Circular No. 09/2024 dated 19th September, 2024, the companies whose AGMs are due in the Year 2025 are allowed to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on or before 30th September, 2025. Accordingly, your Company will be conducting the 79th AGM through VC/OAVM facility. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM and this mode will be available throughout the proceedings of the AGM.

In addition to conducting the AGM through VC/OAVM, the Company would also be providing one-way live webcast of the proceedings of the 79th AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-meetings website of KFintech at the Web-link: https://emeetings.kfintech.com using their secure login credentials.

During the live AGM, Members may post their queries in the message box provided on the screen or may submit questions in advance on the email ID of the Company at investors@mahindra.com.

In case of any query and/or help, in respect of attending AGM through VC/OAVM, Members may visit the Web-link: https://emeetings.kfintech.com (KFintech Website) or contact at investors@mahindra.com or Mr. Premkumar Maruturi, Senior Manager - Corporate Registry, KFintech at Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or on phone No.: 040-6716 1509 or call KFintech's toll free No.: 1800-3094-001 for any further clarifications.

1. **79th Annual General Meeting**

   Date : 31st July, 2025
   Day : Thursday
   Time : 3:00 p.m. (IST)
   Venue : Meeting through VC/OAVM

2. **Financial Year of the Company**

   The financial year covers the period from 1st April to 31st March.

3. **Date of Book Closure, Record Date and Dividend Payment Date**

   The Record Date for Dividend shall be Friday, 4th July, 2025. The Register of Members and Share Transfer Books of the Company will remain closed for payment of Dividend and AGM from Saturday, 5th July, 2025 to Thursday, 31st July, 2025, both days inclusive and the Dividend would be paid/dispatched after 31st July, 2025.

4. **Listing of Ordinary (Equity) Shares, Debentures on Stock Exchanges**

   Your Company's Ordinary (Equity) Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Global Depository Receipts (GDRs) of your Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of the London Stock Exchange. The requisite listing fees have been paid in full to all these Stock Exchanges.

   The Company's privately placed Non-Convertible Debentures (NCDs) are listed on the Debt Segment of BSE.

| Name and Address of the Exchanges | Type of Security/ Scrip Code | International Securities Identification Number (ISIN) |
|---|---|---|
| **Ordinary (Equity) Shares** | | |
| BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai - 400 001. | Ordinary (Equity) Shares | INE101A01026 |
| National Stock Exchange of India Limited<br>Exchange Plaza, C-1, Block G,<br>Bandra-Kurla Complex,<br>Bandra (East), Mumbai - 400 051. | | |
| **GDRs** | | |
| The Luxembourg Stock Exchange<br>35A Boulevard Joseph II, L-1840<br>Luxembourg. | Global Depository Receipts (GDRs) | USY541641194 |
| London Stock Exchange Plc,<br>10, Paternoster Square,<br>London - EC4M 7LS. | GDRs/MHID | |
| **NCDs** | | |
| BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Fort, Mumbai - 400 001. | NCD/949342/<br>Scrip ID: 955MML2063 | INE101A08070 |
| | NCD/954977/<br>Scrip ID: 757MML26 | INE101A08088 |

5. **List of all Credit Ratings obtained by the Company along with revisions for FY25**

   The credit ratings obtained by the Company along with revisions, if any, thereto during FY25, for all the debt instruments, fixed deposit programme, any scheme or proposal of the Company involving mobilisation of funds, in India or abroad are given below:

| Instrument Details | Rating(s) | | | |
|---|---|---|---|---|
| | CARE Ratings Limited | CRISIL Ratings Limited | ICRA Limited | India Ratings & Research Private Limited |
| Non-Convertible Debentures | - | CRISIL AAA/Stable | [ICRA] AAA (Stable) | IND AAA/Stable |
| Bank Facilities - Long Term | CARE AAA; Stable | - | [ICRA] AAA (Stable) | IND AAA/Stable |
| Bank Facilities - Short Term | CARE A1+ | CRISIL A1+ | [ICRA] A1+ | IND A1+ |
| Commercial Paper (CP) | - | CRISIL A1+ | - | - |

   The above ratings have been assigned / affirmed / re-affirmed by the Credit Rating Agencies for the financial year ended 31st March, 2025.

6. **Corporate Identity Number: L65990MH1945PLC004558**

7. **Registered Office Address**

   Mahindra & Mahindra Limited
   Gateway Building, Apollo Bunder,
   Mumbai - 400 001.

8. **Registrar and Transfer Agents**

   KFin Technologies Limited
   Unit: Mahindra & Mahindra Limited,
   Selenium Building, Tower B,
   Plot No. 31 & 32
   Financial District, Nanakramguda, Serilingampally,
   Hyderabad, Rangareddi, Telangana - 500032, India
   Tel. No. : +91 40 6716 2222
   Email : einward.ris@kfintech.com
   Website: www.kfintech.com
   Toll Free No.: 1800 3094 001

9. **Share Transfer System**

   Trading in Ordinary (Equity) Shares of the Company through recognized Stock Exchanges is permitted only in dematerialised form.

   The Stakeholders Relationship Committee meets as and when required to, *inter alia*, consider the issue of Letter of Confirmation in case of loss of share certificates and attend to Shareholders' grievances, etc.

   Pursuant to Regulation 40 of Listing Regulations, no requests for effecting transfer of securities have been processed unless the securities are held in the dematerialised form with the depository with effect from 1st April, 2019. However, this restriction shall not be applicable to request received for effecting transmission or transposition of physical shares. Further, SEBI has mandated that securities shall be issued only in dematerialized mode while processing duplicate/ unclaimed suspense/renewal/exchange/endorsement/sub-division /consolidation /transmission/transposition service requests received from physical securities holders.

   SEBI has also mandated furnishing of PAN, contact details, bank account details and nomination by holders of physical securities. Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from 1st April, 2024. Hence the Shareholders are requested to update their details with the Company/RTA by submitting ISR Forms which are available on website of the Company at the Web-link: https://www.mahindra.com/investor-relations/reports to avoid delay in receipt of dividend.

   The Shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest to avoid any inconvenience in future while transferring the shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account to seek guidance in the demat procedure.

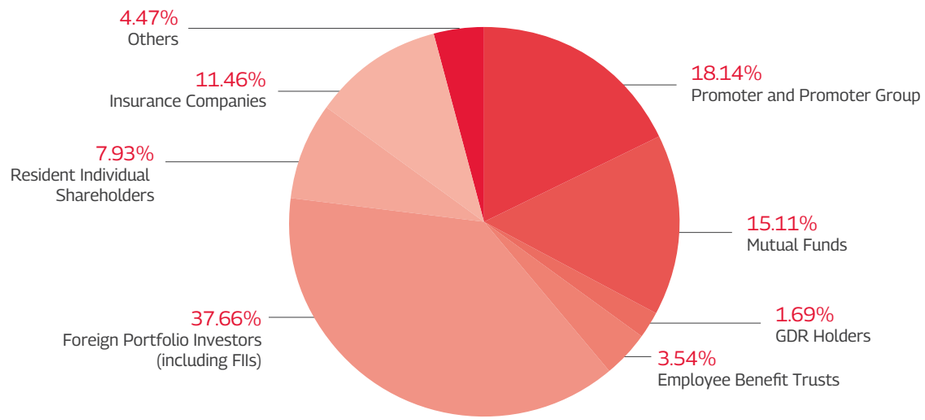
   The Shareholders may also visit website of depositories viz. National Securities Depository Limited viz. https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited viz. https://www.cdslindia.com/Investors/open-demat.html for further understanding of the Demat procedure.

10. **Distribution of Shareholding as on 31st March, 2025**

| Number of Shares held | Number of Shareholders* | Number of Shares held | % of Shareholding |
|---|---|---|---|
| 1-100 | 8,20,736 | 1,55,78,225 | 1.25 |
| 101-500 | 74,994 | 1,65,42,125 | 1.33 |
| 501-1,000 | 12,322 | 91,25,235 | 0.73 |
| 1,001-5,000 | 12,188 | 2,63,24,368 | 2.12 |
| 5,001-10,000 | 1,872 | 1,31,95,290 | 1.06 |
| 10,001-20,000 | 972 | 1,35,54,332 | 1.09 |
| 20,001-30,000 | 360 | 88,98,259 | 0.72 |
| 30,001-40,000 | 209 | 73,11,110 | 0.59 |
| 40,001-50,000 | 155 | 69,86,509 | 0.56 |
| 50,001-1,00,000 | 456 | 3,25,66,263 | 2.62 |
| 1,00,001 and above | 947 | 1,09,34,47,115 | 87.93 |
| **Total** | **9,25,211** | **1,24,35,28,831** | **100.00** |

* Without consolidating the folios on the basis of PAN

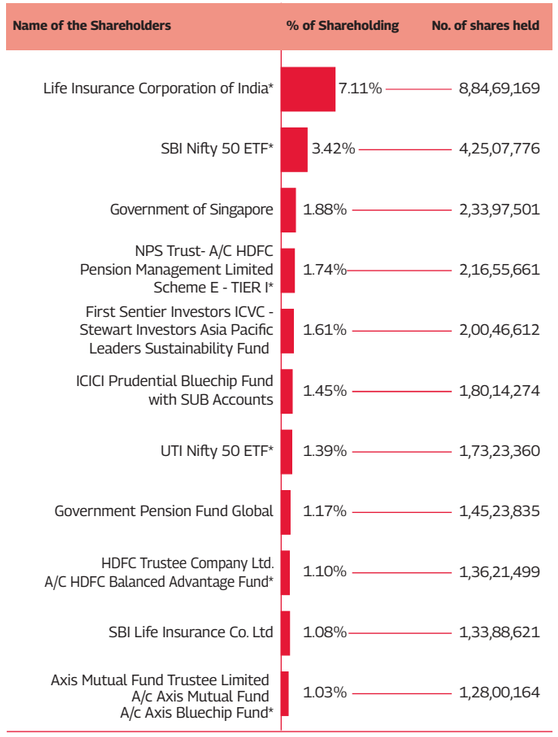
### 11. Category-wise shareholding as of 31st March, 2025




Note: Resident Individual Shareholders mentioned above exclude Key Managerial Personnel, Non Independent Directors and their relative(s).

### 12. Shareholders holding more than 1% of the shares as on 31st March, 2025

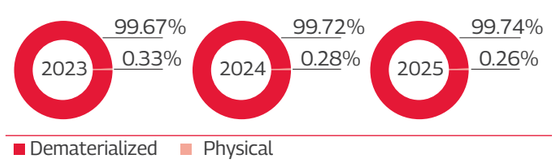
The details of Public shareholders holding more than 1% (PAN-based) of the equity as on 31st March, 2025 are as follows:




* including sub-accounts

### 13. Dematerialisation of Shares and Liquidity

99.74% of the paid-up Ordinary (Equity) Share Capital of your Company is held in a dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as on 31st March, 2025. The market lot of the Share of your Company is one Share, as the trading in the Equity Share of your Company is permitted only in dematerialised form. The Non-Promoters' holding as on 31st March, 2025 is around 81.86% and the stock is highly liquid.




### 14. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

2,10,23,010 GDRs constituting 1.69% of the paid-up Equity Share Capital were outstanding as on 31st March, 2025. Since the underlying Ordinary (Equity) Shares represented by GDRs have been allotted in full, the outstanding GDRs have no impact on the Equity of the Company. There are no other convertible instruments outstanding as on 31st March, 2025.

### 15. Commodity price risk or Foreign Exchange Risk & hedging activities

The Commodity prices in FY25 were stable for most part of the year as compared to the previous year, on account of lower global manufacturing activity and weak economic outlook. Your Company stayed focused on cost reduction through measures like value assessment/ engineering, negotiation with suppliers, long term price contracting, etc.

Your Company continues to watch the market situation closely and continues to focus on mitigating commodity price volatility through "Commodity Risk Management".

Hedging of currencies and commodities are being governed in accordance with the Foreign Exchange Risk Management Policy and Commodity Risk Management Policy, approved by the Board of Directors of your Company.

The details of Foreign Exchange hedging activities undertaken by the Company are disclosed in Note No. 39 to the Annual Accounts of the Annual Report.

Disclosures regarding commodity price risk and hedging activities, the details of exposure of the Company to material commodities and risks faced by it throughout the year as mandated by Regulation 34(3) read with Clause 9(n) of Part C of Schedule V of the Listing Regulations and Section VI-E: Disclosures regarding commodity risks by listed entities of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, is as follows:

(a) Total exposure of the listed entity to commodities in INR: Rs. 12,855 crores.

(b) Exposure of the listed entity to various commodities:

| Commodity Name | Exposure towards the particular commodity (Rs crores)* | FY25 Exposure in Quantity terms towards the particular commodity (tons)# | % of such exposure hedged through commodity derivatives | | | | |
|---|---|---|---|---|---|---|---|
| | | | Domestic market | | International market | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| Flat Steel (Sheet Metal) | 6,082 | 10,13,368 | Nil | Nil | Nil | Nil | Nil |
| Casting | 3,233 | 7,01,940 | Nil | Nil | Nil | Nil | Nil |
| Alloy Steel (Forging) | 3,540 | 5,35,185 | Nil | Nil | Nil | Nil | Nil |

* As per average prices of FY25
\# As per Actual FY25 Volumes

(c) Commodity risks faced by the listed entity during the year and how they have been managed:
The commodity risks on above commodities are mitigated through close monitoring of commodity movements and mitigation measures like value engineering, long term supply agreements yielding significant cost reduction.

### 16. Plant Locations

Your Company's manufacturing facilities are located at Kandivali, Nashik, Igatpuri, Nagpur, Chakan, Zaheerabad, Jaipur, Rudrapur, Haridwar, Mohali and Pithampur.

### 17. Address for correspondence

Shareholders may correspond with the Registrar and Transfer Agents at:

**KFin Technologies Limited**
Unit: Mahindra & Mahindra Limited
Selenium Building, Tower B, Plot No. 31 & 32,
Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddi,
Telangana - 500032, India.

Tel. No. : +91 40 6716 2222
Email : einward.ris@kfintech.com
Website : www.kfintech.com
Toll Free No. : 1800 3094 001

for all matters relating to transmission/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of your Company.

**Other Service Centers of KFin Technologies Limited for investors:**

**Mumbai:**
KFin Technologies Limited,
6/8, Ground Floor, Crossley House, Near BSE (Bombay Stock Exchange), Next to Union Bank, Fort, Mumbai - 400001.
Tel: 022-46052082
Email: mumbaimfd@Kfintech.com

**Pune:**
KFin Technologies Limited,
Office # 207-210, second floor, Kamla Arcade, JM Road, Opposite, Balgandharva, Shivaji Nagar, Pune - 411005.
Tel: 020-46033615 / 020-66210449
Email: punemfd@Kfintech.com

**New Delhi:**
KFin Technologies Limited,
305 New Delhi House, 27 Barakhamba Road,
New Delhi - 110001.
Tel: 011-41911300
Email: delhimfd@Kfintech.com

**Bengaluru:**
KFin Technologies Limited,
No. 35, Puttanna Road, Basavanagudi, Bengaluru - 560004.
Tel: 080-26603411 / 080-26603914
Email: bangaloremfd@Kfintech.com

**Kolkata:**
KFin Technologies Limited,
2/1 Russel Street, 4th Floor, Kankaria Centre,
Kolkata - 700016.
Tel: 033-66285900
Email: mfskolkata@Kfintech.com

**Chennai:**
KFin Technologies Limited,
9th Floor, Capital Towers, 180, Kodambakkam High Road,
Nungambakkam, Chennai - 600034.
Tel: 044-28309147 / 044-28309146
Email: chennaimfd@Kfintech.com

Your Company has also designated investors@mahindra.com as an exclusive email ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website. KFin Technologies Limited also acts as Registrar and Transfer Agents for the Listed Non-Convertible Debentures of the Company.

Security holders would have to correspond with the respective Depository Participants for Securities held in dematerialised form for transfer/transmission of Shares, change of Address, change in Bank details, etc.

For all investor related matters, the Company Secretary & Compliance Officer can also be contacted at:

Mahindra Towers,
2nd Floor, Dr. G. M. Bhosale Marg,
Worli, Mumbai - 400 018.
Tel. No. : +91 022 6919 5194 / 6919 5195
Email: investors@mahindra.com

Your Company can also be visited at its website: https://www.mahindra.com.

**18. Name and Address for correspondence with Debenture Trustee**

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg,
Dadar West, Mumbai - 400 028.
Tel. No. : +91 22 6230 0451
E-mail : debenturetrustee@axistrustee.in

**19. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account:**

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

| Particulars | Number of Shareholders | Number of Equity Shares |
|---|---|---|
| Aggregate Number of Shareholders and the outstanding shares in the Suspense Account lying as on 1st April, 2024 | 2,378 | 5,04,636 |
| Less: Number of Shareholders whose shares were transferred from suspense account during the year | 62 | 29,550 |
| Aggregate number of Shareholders and the outstanding shares in the suspense account lying as on 31st March, 2025 | 2,316 | 4,75,086 |

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

**20. Management Discussion and Analysis Report**

Management Discussion and Analysis Report forms part of this Annual Report.

**21. Details of non-compliance, etc.**

Your Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets. The Company has also complied with the requirements of Corporate Governance Report of Paras (2) to (10) mentioned in Part 'C' and Parts 'D' to 'G' of Schedule V of the Listing Regulations and disclosed necessary information as specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) and (t) of the Listing Regulations in the respective places in this Report.

**22. Unclaimed Dividend and shares transferred to Investor Education and Protection Fund ("IEPF")**

In accordance with the provisions of sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF").

The IEPF Rules mandate companies to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more in the name of IEPF. The Members whose dividend/ shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the IEPF Rules.

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due for transfer to the IEPF Authority and simultaneously published newspaper advertisement.

**The details of Dividend remitted to IEPF during the year:**

| Financial Year | Dividend declared on | Amount transferred to IEPF (in Rs.) | Date of transfer to IEPF |
|---|---|---|---|
| 2016-17 | 4th August, 2017 | 2,85,78,212 | 11th September, 2024 |
| 2023-24* | 31st July, 2024 | 4,90,34,861 | 2nd August, 2024 |

* Dividend on shares which are transferred to IEPF.

**23. Shares transferred/ credited to IEPF**

During the year 2024-25, the Company transferred 58,278 Ordinary (Equity) Shares to IEPF Authority corresponding to unclaimed dividend for the year 2016-17. The IEPF Authority holds 28,32,386 Ordinary (Equity) Shares in the Company as on 31st March, 2025.

Pursuant to IEPF Rules, given below are the details of Ordinary (Equity) Shares transferred to and released from IEPF Authority:

| Particulars | Number of shares transferred to / released from IEPF |
|---|---|
| Transferred to IEPF during the year 2017-18 | 11,00,234 |
| Bonus shares credited to IEPF on 26th December, 2017 | 11,00,234 |
| Total number of shares held by IEPF as on 31st March, 2018 | 22,00,468 |
| Transferred to IEPF during the year 2018-19 | 61,352 |
| Total number of shares held by IEPF as on 31st March, 2019 | 22,61,820 |
| Transferred to IEPF during the year 2019-20 | 62,079 |
| Released from IEPF during the year 2019-20 | 31,012 |
| Total number of shares held by IEPF as on 31st March, 2020 | 22,92,887 |
| Transferred to IEPF on 8th April, 2020 | 30 |
| Total number of shares held by IEPF as on 8th April, 2020 | 22,92,917 |
| Transferred to IEPF during the year 2020-21 | 60,436 |
| Released from IEPF during the year 2020-21 | 13,412 |
| Total number of shares held by IEPF as on 31st March, 2021 | 23,39,941 |
| Transferred to IEPF during the year 2021-22 | 1,20,649 |
| Released from IEPF during the year 2021-22 | 2,724 |

| Particulars | Number of shares transferred to / released from IEPF |
|---|---|
| Total number of shares held by IEPF as on 31st March, 2022 | 24,57,866 |
| Transferred to IEPF during the year 2022-23 | 1,17,855 |
| Released from IEPF during the year 2022-23 | 7,738 |
| Total number of shares held by IEPF as on 31st March, 2023 | 25,67,983 |
| Transferred to IEPF during the year 2023-24 | 2,47,443 |
| Released from IEPF during the year 2023-24 | 29,432 |
| Total number of shares held by IEPF as on 31st March, 2024 | 27,85,994 |
| Transferred to IEPF during the year 2024-25 | 58,278 |
| Released from IEPF during the year 2024-25 | 11,886 |
| Total number of shares held by IEPF as on 31st March, 2025 | 28,32,386 |

The voting rights on these shares shall remain frozen until the rightful owner claims the shares.

The Company has appointed a Nodal Officer under the provisions of IEPF Rules, the details of which are available on the website of the Company at the Web-link: https://www.mahindra.com/contact-us.

Further, the Company has also appointed Deputy Nodal Officers to assist the Nodal Officer to, *inter alia*, verify the claim(s) and co-ordinate with the IEPF Authority.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the Company's website at the Web-link: https://www.mahindra.com/investor-relations/regulatory-filings and on the website of the Ministry of Corporate Affairs at the Web-link: https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html.

The following table provides dates on which unclaimed dividend and their corresponding shares would become liable to be transferred to the IEPF:

| Year | Date of declaration of dividend | Due date for transfer to IEPF | Amount (Rs.) (As on 31st March, 2025) |
|---|---|---|---|
| 2017-18 | 7th August, 2018 | 6th September, 2025 | 2,44,36,027.50 |
| 2018-19 | 7th August, 2019 | 6th September, 2026 | 2,90,34,338.00 |
| 2019-20 | 7th August, 2020 | 7th September, 2027 | 75,45,732.15 |
| 2020-21 | 6th August, 2021 | 7th September, 2028 | 1,87,53,323.00 |
| 2021-22 | 5th August, 2022 | 6th September, 2029 | 2,27,92,798.71 |
| 2022-23 | 4th August, 2023 | 4th September, 2030 | 3,11,35,539.61 |
| 2023-24 | 31st July, 2024 | 30th August, 2031 | 7,58,47,690.79 |

## IX. OTHER DISCLOSURES

1. **Compliance with Mandatory requirements**

   Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

2. **Compliance with Non-mandatory requirements:**

   (a) **Separate posts of Chairman and CEO**

   Your Company has separate posts of Chairman and CEO. Whilst Mr. Anand G. Mahindra is the Chairman, Dr. Anish Shah is the Group CEO and Managing Director of the Company.

   (b) **Office for Non-Executive Chairman**

   Mr. Anand G. Mahindra, Chairman of the Company is entitled to maintain a full-fledged office including staff, appropriate security, etc., the expense of which is borne by the Company.

   (c) **Unmodified Audit Opinion**

   During the year under review, there is no audit qualification in your Company's standalone financial statements. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified audit qualifications.

3. **Details of utilisation of funds of Preferential Allotment/ QIP**

   The Company has not raised funds through Preferential Allotment/QIP during the year under review.

4. **Total fees for all services paid to the Statutory Auditors by the Company and its Subsidiaries for FY25**

   Total fees paid by the Company and its Subsidiaries on a consolidated basis, to the Statutory Auditor viz. B S R & Co. LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022 and all entities in the network firm/network entity of which the Statutory Auditors is a part, are as follows:

   *(Rs. in Crores)*

| Particulars | Amount |
|---|---|
| Audit Fees | 11.52 |
| Other Services | 1.00 |
| Reimbursement of expenses | 0.56 |
| **Total** | **13.08** |

5. **Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:**

   During the year under review, there were no such recommendations made by any Committee of the Board which were mandatorily required and not accepted by the Board.

6. **Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors**

   A certificate from Company Secretary in Practice certifying that none of the Directors on the Board of the Company as on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Director of companies by the Board/ Ministry of Corporate Affairs or any such Statutory Authority, is annexed at the end of this Report.

7. **Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for FY25 is as under:**

   (a) Number of complaints filed during the financial year under review : 22

   (b) Number of complaints disposed of during the financial year under review : 19

   (c) Number of complaints pending as on end of the financial year : 3

8. **Particulars of loans/advances/investments pursuant to Para A of Schedule V of the Listing Regulations:**

   The particulars of loans/advances/investments required to be disclosed pursuant to Para A of Schedule V of the Listing Regulations are furnished separately in the Board's Report and forms part of this Annual Report.

9. **Disclosure of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:**

   The Loans and advances in the nature of loans to firms/ companies in which directors are interested are disclosed separately in the Board's Report and forms part of this Annual Report.

10. **Directors and Officers Liability Insurance:**

    As per the provisions of the Act and in compliance with Regulation 25(10) of the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including Independent Directors and Officers of the Company for indemnifying any of them against any personal liability coming onto them whilst discharging fiduciary responsibilities in relation to the Company.

**11. Disclosure of certain type of Agreements binding Listed Entities**

During the year under review, there were no agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company. Further, the Agreement(s) as disclosed in the Company's earlier Annual Report(s) have not been amended or altered during the year under review.

**12. No Permanent Board Seats**

SEBI had amended the Listing Regulations with effect from 1st April, 2024 mandating shareholders' approval for a directors' continuation on the Board at least once every 5 years from the date of their appointment or reappointment. However, this provision is not applicable to the Company as it does not have any Permanent Board seats.

As on 31st March, 2025, there were 5 Independent Directors on the Board of your Company. The balance 5 Directors viz. Non-Executive Chairman, Group CEO and Managing Director, Executive Director and 2 Non-Executive Non-Independent Directors are subject to retirement by rotation.

This practice of not having any permanent Board seats was already institutionalised by the Company much before such amendment was made effective.

**13. No Special Rights to Shareholders**

SEBI introduced Regulation 31B to the Listing Regulations, pursuant to which "Special Rights" granted to a Shareholder will be subject to the approval by the Shareholders in a general meeting by way of a special resolution once in every five years starting from the date of grant of such Special Right. The existing "Special Rights" to any shareholder must be ratified within five years of 14th July, 2023.

The Company ensures equitable treatment to all Shareholders and has not granted any special rights like Nomination Rights, Veto Rights / Affirmative voting, Information Rights, Anti-Dilution Rights, Right of First Refusal, Tag Along Rights, Divestment Rights, etc. to its Shareholders.

**14. Shareholding of Key Managerial Personnel of the Company as on 31st March, 2025:**

The Shareholding of Key Managerial Personnel ("KMP") of your Company as on 31st March, 2025 is as follows:

| Name of KMP (alongwith their Designations) | No. of Ordinary (Equity) Shares held as on 31st March, 2025 | % of Shareholding |
|---|---|---|
| Dr. Anish Shah, Managing Director and Chief Executive Officer (Group CEO and Managing Director with effect from 1st April, 2025) | 1,65,693 | 0.01% |
| Mr. Rajesh Jejurikar, Executive Director and CEO (Auto and Farm Sector) | 1,30,138 | 0.01% |
| Mr. Amarjyoti Barua, Group Chief Financial Officer | Nil | - |
| Mr. Narayan Shankar, Company Secretary (upto 1st April, 2025) | 55,527 | 0.00% |

## X. GENERAL BODY MEETINGS

**Details of General Meetings and Special Resolutions passed**

AGM held during the past 3 years and the Special Resolutions passed therein:

| Year | Date | Time | Special Resolutions passed | | Web-link for webcast/ transcripts |
|---|---|---|---|---|---|
| 2022 | 5th August, 2022 | 3:00 p.m. | 1 | Payment of remuneration to Mr. Anand G. Mahindra (DIN: 00004695) as Non-Executive Chairman of the Company for the Financial Year 2022-23. | https://www.mahindra.com/investor-relations/reports |
| 2023 | 4th August, 2023 | 3:00 p.m. | 1 | Payment of Remuneration to Mr. Anand G. Mahindra (DIN: 00004695) as Non-Executive Chairman of the Company for the Financial Year 2023-24 | |
| | | | 2 | Revision in the terms of remuneration of Dr. Anish Shah (DIN: 02719429), Managing Director and Chief Executive Officer of the Company | |
| | | | 3 | Revision in the terms of remuneration of Mr. Rajesh Jejurikar (DIN: 00046823), Executive Director and CEO (Auto and Farm Sector) of the Company | |
| | | | 4 | Amendment to the Articles of Association of the Company | |
| 2024 | 31st July, 2024 | 3:00 p.m. | 1 | Revision in the terms of Remuneration of Mr. Anand G. Mahindra (DIN: 00004695), Non-Executive Chairman of the Company | |
| | | | 2 | Appointment of Ms. Padmasree Warrior (DIN: 10387032) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 17th May, 2024 to 16th May, 2029 (both days inclusive). | |
| | | | 3 | Re-appointment of Ms. Shikha Sharma (DIN: 00043265) as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 8th August, 2024 to 7th August, 2029 (both days inclusive). | |
| | | | 4 | Re-appointment of Dr. Anish Shah (DIN: 02719429) as Managing Director and Chief Executive Officer of the Company designated as "Group CEO and Managing Director" with effect from 1st April, 2025 to 31st March, 2030 | |
| | | | 5 | Re-appointment of Mr. Rajesh Jejurikar (DIN: 00046823) as Whole-time Director of the Company designated as "Executive Director and CEO (Auto and Farm Sector)" of the Company with effect from 1st April, 2025 to 24th June, 2029 | |

Notes:

(i) In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively, MCA General Circular No. 02/2021 dated 13th January, 2021, MCA General Circular No. 02/2022 dated 5th May, 2022, MCA General Circular No. 10/2022 dated 28th December, 2022 and MCA General Circular No. 09/2023 dated 25th September, 2023 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 read with SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI Circular No. SEBI /HO /CFD /CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI Circular No.SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, the Company conducted the AGM(s) in the year 2022, 2023 and 2024 through Video Conferencing /Other Audio Visual Means ("VC"/"OAVM").

Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGMs of the Company held in the year 2022, 2023 and 2024 were deemed to have been conducted at the Registered Office of the Company being the deemed venue of the AGM.

(ii) Mr. Haigreve Khaitan has vide his letter dated 1st August, 2024 requested not to be considered for another term on the Board of the Company upon completion of his term on 7th August, 2024, on account of his professional commitments. Consequently, the Resolution proposed at the 78th AGM of the Company held on 31st July, 2024, as per Notice dated 16th May, 2024, stands infructuous.

No Extraordinary General Meeting was held during the past 3 years.

No Special Resolution(s) requiring a Postal Ballot is being proposed at the ensuing AGM of the Company.

No Postal Ballot was conducted during FY25.

## XI. Advisory to Investors / Shareholders

**1. Confidentiality of security details**

Folio Nos./DP ID/Client ID should not be disclosed to any unknown persons. Signed delivery instruction slips should not be given to any unknown persons.

**2. Dealing with Registered Intermediaries**

Members should transact through a registered intermediary. In case the intermediary does not act professionally, Members can take up the matter with SEBI.

**3. Obtain documents relating to purchase and sale of securities**

A valid Contract Note/Confirmation Memo should be obtained from the broker/sub-broker within 24 hours of execution of the trade. It should be ensured that the Contract Note/Confirmation Memo contains order number, trade number, trade time, quantity, price and brokerage.

**4. Prevention of Frauds**

There is a possibility of fraudulent transactions relating to folios which lie dormant. Hence, we urge you to exercise diligence and notify the Company of any change in address, as and when required.

**5. Non-Resident Shareholders**

The non-resident shareholders are requested to notify the following to the Company in respect of shares held in physical form and to their depository participants in respect of shares held in the dematerialized form:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of Bank Account maintained with a Bank in India, if not furnished earlier;
- RBI permission reference number with the date to facilitate credit of dividend in their Bank Account.



## DECLARATION UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

**The Members of Mahindra & Mahindra Limited**

I, Anish Shah, Group CEO and Managing Director of Mahindra & Mahindra Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2025.

**Anish Shah**
Group CEO and Managing Director

Mumbai, 5th May, 2025

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## CERTIFICATE

The Members
Mahindra & Mahindra Limited
Mahindra Towers,
Dr. G.M. Bhosale Marg, Worli,
Mumbai 400018

5th May, 2025

**Independent Auditor's certificate on compliance with the Corporate Governance requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. This report is issued in accordance with the terms of our engagement letter dated 1 September 2022.
2. We have examined the compliance of conditions of Corporate Governance by Mahindra & Mahindra Limited ("the Company"), for the year ended 31 March 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

**Management's Responsibility**

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

**Auditors' Responsibility**

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2025.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on use**

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Venkataramanan Vishwanath**
*Partner*
Membership No: 113156
ICAI UDIN: 25113156BMODKB1758

Place: Mumbai
Date: 5 May 2025

## Certificate of Non-Disqualification of Directors

### CERTIFICATE

*[Pursuant to Regulation 34(3) and sub-clause (i) of clause (10) of Paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,
The Members of
Mahindra and Mahindra Limited
Gateway Building, Apollo Bunder,
Mumbai - 400 001

I have examined the relevant registers, returns and records maintained by Mahindra and Mahindra Limited ("the Company") having CIN L65990MH1945PLC004558 and registered office at Gateway Building, Apollo Bunder, Mumbai - 400 001, forms and disclosures received from the Directors of the Company, produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with sub-clause (i) of clause (10) of Paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors' Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its Officers, I certify that none of the Directors on the Board of the Company for the Financial year ended on March 31, 2025 has been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory Authority.

Ensuring eligibility for appointment/continuity of every director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS SACHIN BHAGWAT
Membership No.: A 10189
C. P. No.: 6029
UDIN: A010189G000263497
PR Certificate No.: 6175/2024

Place: Pune
Date: 5 May 2025

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. DETAILS [GRI 2-1, 2-2, 2-3]

| | | |
|---|---|---|
| 1 | Corporate Identity Number (CIN) of the Listed Entity | L65990MH1945PLC004558 |
| 2 | Name of the Listed Entity | Mahindra & Mahindra Limited |
| 3 | Year of incorporation | 1945 |
| 4 | Registered office address | Gateway Building, Apollo Bunder, Mumbai - 400001 |
| 5 | Corporate address | Mahindra Towers, Dr. G. M. Bhosale Marg, Worli, Mumbai - 400018 |
| 6 | E-mail | investors@mahindra.com |
| 7 | Telephone | +9122 6897 5500 |
| 8 | Website | www.mahindra.com |
| 9 | Financial Year for which reporting is being done | 01-04-2024 to 31-03-2025 |
| 10 | Name of the Stock Exchange(s) where shares are listed | Your Company's Ordinary (Equity) Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").<br>The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of the London Stock Exchange.<br>The Company's privately placed Non-Convertible Debentures (NCDs) are listed on the Debt Segment of BSE. |
| 11 | Paid-up Capital | Rs. 621.76 Cr. |
| 12 | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | |
| | Name of Contact Person | Rohit Thakur<br>Chief Human Resources Officer – Auto and Farm Sectors |
| | Contact Number of Contact Person | +9122 2884 9702 |
| | Email of Contact Person | rohitthakur@mahindra.com |
| 13 | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken, together). | The disclosures under this report are made on Standalone basis. |
| 14 | Name of assessment or assurance provider | DNV Business Assurance India Private Limited |
| 15 | Type of assessment or assurance obtained | Reasonable Assurance obtained on the BRSR Core |



### II. PRODUCTS/SERVICES [GRI 2-6]

**16. Details of business activities:**

| S. No. | Description of main activity | Description of business activity | % of turnover of the entity |
|---|---|---|---|
| 1 | Manufacturing | Motor vehicles, trailers, semi-trailers and other Transport Vehicles | 91.18 |

**17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

| S. No. | Product/Service | NIC Code | % of total Turnover contributed |
|---|---|---|---|
| 1 | Automotive | 29101, 29102 | 69.51 |
| 2 | Farm Equipment | 28211 | 21.66 |

### III. OPERATIONS [GRI 2-6]

**18. Number of locations where plants and/or operations/offices of the entity are situated:**

| Location | Number of plants | Number of offices | Total |
|---|---|---|---|
| National | 38 | 114 | 152 |
| International | - | 10 | 10 |

**19. Markets served by the entity:**

**a. Number of locations**

| Location | Number |
|---|---|
| National (No. of States) | 28 States and 6 Union Territories |
| International (No. of Countries) | 68 |

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

4.38%

**c. A brief on types of customers**

The Company serves various customers including urban population, rural population, government and corporates, SMEs, agricultural and non-agricultural businesses, and tours and travels businesses amongst others.

## IV. EMPLOYEES [GRI 2-7, 2-8, 405-1, 401-1]

**20. Details as at the end of Financial Year:**

**a. Employees and workers (including differently abled):**

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 14,755 | 13,181 | 89.33 | 1,574 | 10.67 |
| 2. | Other than Permanent (E) | 464 | 291 | 62.72 | 173 | 37.28 |
| **3.** | **Total employees (D + E)** | **15,219** | **13,472** | **88.52** | **1,747** | **11.48** |
| WORKERS | | | | | | |
| 4. | Permanent (F) | 10,467 | 10,409 | 99.45 | 58 | 0.55 |
| 5. | Other than Permanent (G) | 53,070 | 46,506 | 87.63 | 6,564 | 12.37 |
| **6.** | **Total workers (F + G)** | **63,537** | **56,915** | **89.58** | **6,622** | **10.42** |

**b. Differently abled Employees and workers:**

| S. No. | Particulars | Total (A)* | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 5 | 5 | 100.00 | 0 | 0.00 |
| 2. | Other than Permanent (E) | 0 | 0 | 0.00 | 0 | 0.00 |
| **3.** | **Total differently abled employees (D + E)** | **5** | **5** | **100.00** | **0** | **0.00** |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 4. | Permanent (F) | 5 | 5 | 100.00 | 0 | 0.00 |
| 5. | Other than Permanent (G) | 25 | 21 | 84.00 | 4 | 16.00 |
| **6.** | **Total differently abled workers (F + G)** | **30** | **26** | **86.67** | **4** | **13.33** |

* Numbers mentioned above are based on voluntary disclosure from employees & workers

**21. Participation/Inclusion/Representation of women**

| | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No. (B) | % (B/A) |
| Board of Directors | 10 | 3 | 30.00% |
| Key Management Personnel | 4* | 0 | 0.00% |

* Includes Group CEO & Managing Director and Executive Director & CEO (Auto and Farm Sector) as per the definition of Key Management Personnel (KMP), also covered in the number of directors on the Board.

Note: Mr. Narayan Shankar Company Secretary of the Company retired with effect from close of 1st April, 2025, pursuant to him reaching the age of superannuation and consequently he ceased to be the Compliance Officer of the Company under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and also the Key Managerial Personnel and Senior Management Personnel of the Company. With effect from 2nd April 2025, Ms. Divya Mascarenhas has been appointed as Company Secretary of the Company and Compliance Officer under Listing Regulations (in the Interim capacity) designated as "Interim Company Secretary" who would also be Key Managerial Personnel and part of Senior Management Personnel of the Company.

**22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)**

| | FY25 (Turnover rate in current FY) | | | FY24 (Turnover rate in previous FY) | | | FY23 (Turnover rate in the year prior to the previous FY) | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 10.7% | 12.0% | 10.8% | 13.7% | 16.1% | 13.8% | 16.4% | 24.9% | 17.0% |
| Permanent Workers* | 4.1% | 1.9% | 4.1% | 5.8% | 7.6% | 5.8% | 5.0% | 8.8% | 5.0% |

* Includes workers opted for retirement under voluntary retirement scheme of the Company



## V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES) [GRI 2-2]

**23. (a) Names of holding/subsidiary/associate companies/joint ventures**

For FY25, the below mentioned subsidiaries are those who have participated in Business Responsibility initiatives of the Company. The list of other subsidiaries, associates and joint ventures of the Company is provided in Form AOC-1 and forms part of this Annual Report.

| S. No. | Name of the holding/subsidiary/associate companies/ joint ventures (A) | Indicate whether holding/Subsidiary/ Associate/Joint Venture | % of shares held by listed entity* | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1 | Mahindra Steel Service Centre Limited | Subsidiary | 61.00 | Yes |
| 2 | Mahindra Agri Solutions Limited | Subsidiary | 99.02 | Yes |
| 3 | Mahindra Accelo Limited (Formerly known as Mahindra Intertrade Limited) | Subsidiary | 100.00 | Yes |
| 4 | Mahindra Holidays & Resorts India Limited | Subsidiary | 66.74 | Yes |
| 5 | Mahindra & Mahindra Financial Services Limited | Subsidiary | 52.16 | Yes |
| 6 | Mahindra Insurance Brokers Limited | Subsidiary | 100.00 | Yes |
| 7 | Mahindra Rural Housing Finance Limited | Subsidiary | 98.43 | Yes |
| 8 | Mahindra Lifespace Developers Limited | Subsidiary | 51.14 | Yes |
| 9 | Mahindra World City (Jaipur) Limited | Subsidiary | 74.00 | Yes |
| 10 | Mahindra World City Developers Limited | Subsidiary | 89.00 | Yes |
| 11 | Mahindra Logistics Limited | Subsidiary | 57.97 | Yes |
| 12 | Mahindra Susten Private Limited | Subsidiary | 60.01 | Yes |
| 13 | Mahindra EPC Irrigation Limited | Subsidiary | 54.21 | Yes |

* Percentage holding in subsidiaries represents aggregate percentage of shares/voting power held by the Company and/or its subsidiaries.

## VI. CSR DETAILS [GRI 201-1]

**24. CSR Details**

| | |
|---|---|
| Whether CSR is applicable as per section 135 of Companies Act, 2013 | Yes |
| Turnover (in Rs. crores) | 1,16,483.68 |
| Net worth (in Rs. crores) | 61,195.27 |

## VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES [GRI 2-25]

**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) | If Yes, then provide web-link for grievance redressal policy | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|---|---|
| | | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes | There is no official policy, however, the Company has a grievance redressal mechanism at each plant, allowing community members to register concerns. | 0 | 0 | NA | 0 | 0 | NA |
| Investors (other than shareholders) | Yes | Name of the Policy: Investors Grievance Redressal Policy Web-Link: https://www.mahindra.com/investor-relations/policies-and-documents | 0 | 0 | NA | 0 | 0 | NA |
| Shareholders | Yes | Name of the Policy: Investors Grievance Redressal Policy Web-Link: https://www.mahindra.com/investor-relations/policies-and-documents | 47* | 0 | NA | 36* | 0 | NA |
| Employees and workers | Yes | Name of the Policy: Code of Conduct for Employees Web-Link: https://www.mahindra.com/investor-relations/policies-and-documents | 126 | 10 | NA | 85 | 15 | NA |
| Customers | Yes | There is no official policy, however, in all the Company's touch points like - Owner's Manual, Website, With You Hamesha (WYH) App & Repair Orders, it is mentioned to connect on the registered customer care email ID or toll free number in case of any feedback. | 83,288 | 1,463 | NA | 83,742 | 3,199 | NA |
| Value Chain Partners | Yes | Name of the Policy: Suppliers Code of Conduct Web-Link: https://www.mahindra.com/investor-relations/policies-and-documents | 0 | 0 | NA | 0 | 0 | NA |
| Other | NA | – | - | - | NA | - | - | NA |

* Please note that the complaints received from shareholders pertain to non-receipt of shares, dividend, annual report, etc. and not under any specific principles of National Guidelines on Responsible Business Conduct.

**26. Overview of the entity's material responsible business conduct issues [GRI 3-1, 3-2, 3-3, 201-2]**

**Material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications**

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | Product Stewardship | O | The Company continuously reviews and improves its product stewardship by integrating advanced quality control processes and aligning product design with the highest safety and sustainability standards. This includes comprehensive R&D initiatives and close monitoring of customer feedback to align with evolving expectations and regulations. | NA | Positive Implications: Investments in sustainable product development and quality improvements enhance brand reputation, drive customer loyalty, and result in greater market share and reduced risk of regulatory penalties or product recalls. |
| 2 | Resource Circularity (Including EPR & General Waste Management) | R | Evolving EPR mandates for various waste categories, such as end-of-life vehicles, plastics, batteries, and e-waste, introduce compliance risks and operational challenges. These are compounded by general waste management obligations that require extensive recycling and disposal measures. | The Company addresses this risk through initiatives like CERO Recycling for vehicle takebacks, onboarding of lithium-ion battery recyclers, authorized plastic recyclers, and used oil collection via dealerships. Supplier engagement ensures compliance across all material streams. | Negative Implications: These initiatives involve increased compliance costs and investments in waste infrastructure and traceability. Positive Implications: They reduce the long-term risk of fines and operational disruption due to non-compliance. |
| 3 | Water Management | R | Operating in water-stressed geographies exposes M&M to risks of resource scarcity, operational disruptions, and regulatory restrictions. Water management is critical to ensure long-term production stability. | The Company has adopted proactive water conservation strategies, including rainwater harvesting systems, Zero Liquid Discharge (ZLD) installations, and water recycling initiatives across sites to minimize freshwater dependency. | Positive Implications: While capital-intensive initially, these measures mitigate long-term operational and regulatory risks, protecting productivity and reducing potential future liabilities. |
| 4 | Carbon Emissions | R | The Company's operational activities contribute to its carbon footprint. Without mitigation, emissions could lead to inefficiencies, investor concerns, and reputational risks. | The Company is investing in renewable energy, improving energy efficiency, and deploying emissions tracking systems. | Negative Implications: These investments lead to higher capital and operational expenditure in the short term. Positive Implications: They help avoid regulatory penalties and maintain competitiveness. |

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 5 | Carbon Emissions | O | The Company's commitment to becoming carbon neutral by 2040 positions the Company as a sustainability leader. This aligns with global climate goals and presents avenues for innovation, efficiency, and stakeholder engagement. | NA | Positive Implications:<br>Transitioning early to a low-carbon business model unlocks access to green financing, improves brand equity, and reduces long-term costs through energy savings and process optimization.<br>The Company is transitioning toward low-carbon operations through clean energy adoption, green technologies, and emission offset programs. Internal carbon pricing and decarbonization strategies support the 2040 net-zero target. |
| 6 | Corporate Social Responsibility | R | The Company operates in diverse communities where social license to operate is essential. Non-compliance or inadequate engagement can lead to reputational risk and regulatory challenges. | CSR initiatives are governed by a Board-level committee and aligned with national development priorities. Projects are strategically implemented and monitored for high social impact and regulatory adherence. | Negative Implications:<br>CSR-related expenditures are ongoing.<br>Positive Implications:<br>These investments foster goodwill, reduce reputational risk, and enhance long-term operational resilience in key geographies. |
| 7 | Health & Safety | R | Health and safety lapses can result in injury, legal issues, and production losses. Ensuring workforce well-being is vital for sustainable business operations. | The Company has instituted robust health and safety systems that include frequent training, regular audits, and proactive risk assessments to create a strong safety culture and prevent incidents across sites. | Positive Implications:<br>While there are costs associated with maintaining high safety standards, these measures significantly reduce the financial and reputational impact of workplace incidents, regulatory actions, or downtime. |
| 8 | Sustainable Supply Chain | R | The supply chain poses ESG risks due to its complexity, dependency on critical materials, and increasing scrutiny from stakeholders. Any disruptions or lack of traceability can result in reputational and operational risks. | The Company has implemented ESG due diligence across its supply base and collaborates with the Sustainable Supplier Impact Programme (SSIP), a strategic initiative aimed at improving ESG performance among suppliers. The Company is also investing in local sourcing and diversification to enhance supply resilience. | Positive Implications:<br>While implementing responsible sourcing and supplier capacity-building increases near-term costs, these measures are expected to reduce exposure to long-term disruptions, supply shortages, and reputational risks, thereby ensuring stable margins. |



## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| | |
|---|---|
| P1 | Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable |
| P2 | Businesses should provide goods and services in a manner that is sustainable and safe |
| P3 | Businesses should respect and promote the well-being of all employees, including those in their value chains |
| P4 | Businesses should respect the interests of and be responsive towards all its stakeholders |
| P5 | Businesses should respect and promote human rights |
| P6 | Businesses should respect, protect and make efforts to restore the environment |
| P7 | Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| P8 | Businesses should promote inclusive growth and equitable development |
| P9 | Businesses should engage with and provide value to their consumers in a responsible manner |

| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| **Policy and Management Processes** | | | | | | | | | | |
| **1** | **a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) [GRI 2-23, 2-11]** | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | **b. Has the policy been approved by the Board? (Yes/No) [GRI 2-23, 2-11]** | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | **c. Web Link of the Policies, if available [GRI 2-23, 2-11]** | It has been the Company's practice to upload all policies on the intranet site for the information and implementation by the internal stakeholders.<br>Policies viz. Code of Conduct for Directors, Code of Conduct for Employees, Anti-Bribery and Anti-Corruption Policy, Policy on Prevention of Sexual Harassment and Corporate Social Responsibility Policy are available on the following Web-link:<br>https://www.mahindra.com/investor-relations/policies-and-documents | | | | | | | | |
| **2** | **Whether the entity has translated the policy into procedures. (Yes/No) [GRI 2-24, 2-10]** | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| **3** | **Do the enlisted policies extend to your value chain partners? (Yes/No) [GRI 2-23]** | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes | No |
| **4** | **Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.** | 1. ISO 14001<br>2. ISO 45001<br>3. ISO 9001 (QMS)<br>4. ISO 27001<br>5. GRI Standards<br>6. United Nations Global Compact ('UNGC')<br>7. Sustainable Development Goals ('SDGs')<br>8. Carbon Disclosure Project (CDP) on Climate Change & water,<br>9. S&P Global Corporate Sustainability Assessment (CSA)<br>10. Science Based Targets initiative (SBTi)<br>11. Task Force on Climate-related Financial Disclosures (TCFD)<br>12. WEF's Stakeholder Capitalism Metrics<br>13. European Union's ELV Directive | | | | | | | | |

| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 5 | **Specific commitments, goals and targets set by the entity with defined timelines, if any. [GRI 3-3]** | - **P1:** Maintaining Gold Standard in governance compliance & disclosures and Commitment to abide by Code of Conduct & Ethics.<br>- **P5:** The Company has a formal policy on Human Rights and Equal Opportunities which is available in the public domain, and the Company stands committed to the same.<br>- **P6:** The Company is committed to becoming a Planet Positive business with a clear action plan that includes becoming Carbon Neutral (Scope 1 and 2) by 2040, doubling energy productivity by 2030, zero waste to landfill by 2030, sustaining its water positivity index and increasing its share of renewable energy to 100% by 2030. The Company is the largest electric 3-wheeler company in the country with dominant Market Share and supporting a net-zero supply chain. Also, 69% of waste generated by the Company is recycled and reused.<br>- **P8:** The Company is committed to educate 1 million girls per year by 2026 under Nanhi Kali. The Company is also committed to support 1 million women per year by 2026. | | | | | | | | |
| 6 | **Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. [GRI 3-3]** | The Company has a clear 3-year roadmap on material ESG aspects and planet positive commitments. The detailed performance against roadmap/Action plan is provided in the Sustainability Report.<br>• Energy productivity for FY25 is 122%<br>• 9% of waste generated has been disposed by landfilling<br>• 84% (21/25) of sites are ZWL certified<br>• ~20% Renewable Energy Share for FY25<br>• 1.25 Lac tons of waste recycled (~66% of total waste generated) | | | | | | | | |

| Governance, Leadership and Oversight | | |
|---|---|---|
| 7 | **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements [GRI 2-22, 2-12]** | At Mahindra, our approach to sustainability is rooted in our purpose of "Rise for Good," focusing on mitigating environmental impact and transitioning to a people-and planet-positive economy. The Mahindra Group is committed to its 'Planet Positive' strategy integrating climate action within its operations & supply chains, fostering circularity, conserving biodiversity, and importantly integrating sustainability as a core part of its business strategy. Investor interest in sustainability has also surged with >70% of global investors now emphasizing the integration of ESG into corporate strategy (PwC Global Investor Survey, 2024). This aligns very well with the ethos championed by our Chairman and Board and is reflective in the growing engagement by our investor base on this subject. While multiple challenges persist, we remain focused on achieving tangible & measurable outcomes and driving impactful change, both within our operations but also helping advance the ecosystem we are a part of. Progress is possible only when all stakeholders – investors, employees, customers, government, and communities – are united in purpose. |
| 8 | **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). [GRI 2-13]** | Dr. Anish Shah - Group CEO and Managing Director (DIN: 02719429) is the Director responsible for implementation and oversight of the Business Responsibility Policy(ies).<br>Mr. Rohit Thakur - Chief Human Resources Officer (Auto and Farm Sectors) is the Business Responsibility Head. |



| | | |
|---|---|---|
| 9 | **Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details. [GRI 2-9]** | Yes. The Company has a CSR Committee of the Board which oversees the CSR performance during the year. It currently comprises of 4 members including the Chairman of the Company, Independent Directors and Group CEO and Managing Director. The details of the composition of the CSR Committee are provided in the Corporate Governance Report forming part of the Annual Report.<br>The CSR Committee of the Board assesses the BRSR performance twice a year. Other supporting councils or cells are Group Sustainability Council, Group CSR Council, Central Safety Council and Corporate Governance Council, which meet every 3 months for decision making related to sustainability issues. |

**10. Details of Review of NGRBCs by the Company:**

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | | Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| **Performance against above policies and follow up action** | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Half Yearly | | | | | | | | |
| **Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances** | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Quarterly | | | | | | | | |

| | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 11. | **Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency [GRI 2-5]** | No | No | No | No | No | No | No | No | No |

**12.** If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

| Question | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the Principles material to its business (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| It is planned to be done in the next financial year (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Any other reason (please specify) | NA | NA | NA | NA | NA | NA | NA | NA | NA |

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

## PRINCIPLE 1

**BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.**

### ESSENTIAL INDICATORS

**1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year [GRI 2-17, 2-24]:**

| Segment | Total number of training and awareness programmes held | Topics / principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|---|---|---|---|
| Board of Directors | 16 | Familiarization Programmes that include Legislative and statutory updates, Risk Management, Industry Outlook, Code of Conduct and Conflict of Interest etc. | 100 |
| Key Managerial Personnel | 10 | Code of Conduct (COC), Anti-Bribery & Anti-Corruption (ABAC), Prevention of Sexual Harassment at Workplace (POSH), Whistle Blower Mechanism, Gifts and Entertainment and Conflict of Interest | 100 |
| Employees other than BoD and KMPs | 10* | COC, ABAC, POSH, Whistle Blower Mechanism, Gifts and Entertainment and Conflict of Interest | COC - 99<br>ABAC - 99<br>POSH - 99 |
| Workers | 3 | COC, ABAC and POSH | 100 |

* The above-mentioned data of trainings pertains exclusively to the ethical trainings conducted. Other than the above, trainings on topics such as Human rights, Health & Safety, Skill upgradation, etc. are also undertaken by the employees.

Note: In a continuous endeavour to strengthen compliance, the Company is taking various measures to improve the overall completion rate of these trainings.



**2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website) [GRI 2-27]:**

| Monetary* | | | | |
|---|---|---|---|---|
| NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/NA) |
| Penalty/ Fine | | | | |
| Nil | NA | - | NA | NA |
| Settlement | | | | |
| Nil | NA | - | NA | NA |
| Compounding fee | | | | |
| Nil | NA | - | NA | NA |

| Non-Monetary | | | |
|---|---|---|---|
| NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/NA) |
| Imprisonment | | | |
| Nil | NA | NA | NA |
| Punishment | | | |
| Nil | NA | NA | NA |

* There are no fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the Company or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions in the financial year which are material as specified in Regulation 30(4)(i)(c) of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 ("LODR"). Please refer to Company's website at https://www.mahindra.com/investor-relations/regulatory-filings to access the disclosures made to the Stock Exchanges under Regulation 30 of LODR.

**3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed. [GRI 2-27]**

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|---|---|
| NA | NA |

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy [GRI 2-23, 3-3]**

Yes, the Company practices a zero-tolerance approach towards bribery and corruption and has a policy on Anti-Bribery and Anti-Corruption. The Anti-Bribery and Anti-Corruption (ABAC) Policy of Mahindra Group establishes a clear framework to ensure compliance with global anti-bribery and corruption laws. The Company adopts a strict zero-tolerance stance toward any form of bribery or corrupt practices, prioritizing integrity over business gains. All Stakeholders are required to comply with this Policy or the relevant local laws—whichever is stricter—and no exceptions or waivers are permitted. The Policy outlines responsibilities and provides guidance to help identify and manage bribery and corruption risks in interactions with government and private entities. It reflects Mahindra's commitment to acting professionally, fairly, and ethically in all business dealings, and is to be read in conjunction with the Company's Code of Conduct. The web-link to the policy is https://www.mahindra.com/investor-relations/policies-and-documents

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption [GRI 205-1, 205-3]:**

| | FY25 | FY24 |
|---|---|---|
| Directors | 0 | 0 |
| KMPs | 0 | 0 |
| Employees | 0 | 0 |
| Workers | 0 | 0 |

**6. Details of complaints with regard to conflict of interest [GRI 2-25, 2-15]:**

| | FY25 | | FY24 | |
|---|---|---|---|---|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0 | NA | 0 | NA |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | 0 | NA | 0 | NA |

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. [GRI 205-3]**

NA

**8. Number of days of accounts payables ((Accounts payable*365)/ Cost of goods/ services procured) in the following format:**

| | FY25 | FY24 |
|---|---|---|
| Number of days of accounts payable | 99 | 90 |

**9. Open-ness of Business**

**Details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties:**

| Parameter | Metrics | FY25 | FY24 |
|---|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 0.04% | 0.08% |
| | b. Number of trading houses where purchases are made from | 11 | 11 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 99.50% | 99.82% |
| Concentration of Sales | a. Sales to dealers/ distributors as a % of total sales | 99.09% | 79.33% |
| | b. Number of dealers/ distributors to whom sales are made | 3,695 | 740 |
| | c. Sales to top 10 dealers/ distributors as a % of total sales to dealers/ distributors | 23.11% | 12.96% |
| Share of RPTs in | a. Purchases (Purchases with related parties/ Total purchases) | 10.48% | 12.18%# |
| | b. Sales (Sales with related parties/ Total Sales) | 7.70% | 6.02%# |
| | c. Loans & Advances (Loans & Advances given to related parties/ Total loans & advances) | 110.94% | 99.09% |
| | d. Investments (Investments in related parties/ Total Investments made) | 8.46% | 11.78%# |

# Previous year figures restated due to merger by absorption of Mahindra Heavy Engines Limited, Mahindra Two Wheelers Limited and Trringo.com Limited with the Company.



## LEADERSHIP INDICATORS

**1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year [GRI 2-24]:**

The Company runs various programmes such as supplier business capability building (SBCB), ESG and supplier risk management & mitigation (SRMM) for critical, long term, strategic and needy suppliers. Under these programmes, below mentioned trainings were conducted in FY25 covering several aspects such as governance, ethics, transparency, accountability, health, safety, employee wellbeing and various regulatory requirements.

| Total number of awareness programmes held | Topics / principles covered under the training | %age of value chain partners covered (by value of business done with such partners) under the awareness programmes |
|---|---|---|
| 20 | a. Essentials of Sustainability<br>b. Regulatory requirements of Environment, Social, Governance, Health, Safety and working conditions<br>c. Various disclosures including BRSR, BRSR Core & Reporting frameworks<br>d. M&M's ESG commitments | 68.9% in FY25<br>77.7% Cumulatively from FY24 |
| 6 | a. Basics of Industrial Safety<br>b. Safety risk mitigation techniques<br>c. Occupational Health & Safety<br>d. Personal Protective Equipment<br>e. Regulatory requirements of Health and Safety<br>f. Electrical fire safety | 10% in FY25<br>17.5% Cumulatively from FY21 |
| 3 | Ethics, Transparency, Accountability, Supplier Risk Management, Value analysis & Engineering, Program management, Leadership, Strategy, Crafting and Exhibition | 1.7% in FY25<br>9.7% Cumulatively from FY24 |

**2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same. [GRI 2-10, 2-15]**

Yes, the Company has laid out a separate Code of Conduct for the Board of Directors which sets clear guidelines for avoiding and disclosing actual or potential conflicts of interest with the Company. Directors are required to avoid any actual or perceived conflicts of interest that could impair their ability to perform their duties objectively and effectively. While Directors may engage in personal investments and maintain normal social or business interactions, they must not have interests that could negatively influence their responsibilities as members of the Board. The Code of Conduct outlines these expectations and provides guidance, although it does not cover every possible scenario. Any suspected or potential conflict must be disclosed promptly to the Chairman of the Board, who will assess the situation and decide on the appropriate action. Directors are expected to recuse themselves from discussions or decisions where a conflict exists or may appear to exist.

Name of the Policy:

Code of Conduct for Directors

Web-Link:

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

## PRINCIPLE 2

### BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

### ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

| | FY25% | FY24% | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | 45* | 47* | Development of Trem 4, Trem V, CPCB4, Stage V Technologies<br>– To reduce air pollution<br>– Mitigate Global warming effects Electric tractor<br>– Concept development of e-tractor & POC completion |
| Capex | 21* | 28* | Facility addition for Born Electric vehicle development<br>– Mainly Battery & Electric Vehicle technology development labs/ Inhouse testing facilities<br>Development of Born Electric Vehicles<br>– Zero Tailpipe emission & improving air quality<br>– Reducing reliance on Fossil fuel |

* A large amount of capital expenditure related to electric vehicles & other technologies to improve the environmental and social impacts of products and processes are incurred through a separate entity Mahindra Electric Automobile Limited (MEAL) [a Subsidiary of the Company]. The same has been included in the scope of reporting.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No) [GRI 308-1, 414-1]**

   Yes

   b. **If yes, what percentage of inputs were sourced sustainably? [GRI 308-1, 414-1]**

   The Company prioritizes responsible business practices by contributing to environmental protection and enhancing people's performance through green procurement and services while ensuring business growth for the supply chain. The Company has developed a stringent Supplier Code of Conduct to guide suppliers to engage in ethical, responsible, and legal business practices in their operations. This Code is signed by more than 90% of suppliers.

   The Company has been working to enhance the degree of sustainability associated with its sourcing practices under "ONE SOURCING". As part of the sourcing strategy, the Company has set up vendor parks near manufacturing plants, sources from tightly knit clusters, optimizes logistics to reduce fuel consumption, emissions and carbon footprint.

   Out of 432 ESG audited suppliers in FY24 and FY25, 206 suppliers (47.6%) are using renewable energy, 273 suppliers (63%) are using recycled water.

   From the 215 suppliers audited in FY25, 108 supplier (50%) are already using renewable energy, and 146 suppliers (68%) use recycled water in their operations. Further, the Company is exploring potential collaboration with suppliers towards the adaptation of renewable energy through group companies who produces renewable energy. 53% of suppliers by value are certified either for ISO 14001 or 45001.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste. [GRI 3-3, 306-2]**

   CERO, which is India's first and largest network of vehicle recycling company, is a brand under subsidiary Mahindra MSTC Recycling Private Limited, established in collaboration with Government of India Enterprise (GOI). CERO strives to achieve the goal of zero pollution, wastage and metal scrap imports.

   **(a) Plastics (including packaging)**

   Plastic which is being removed from end-of-life vehicle is recycled through agencies authorized by the Pollution Control Board. Granules are prepared from the plastic waste and used as raw material for making new product. The Company does not use any packaging material in its process.

   The post-consumer plastic packaging waste generated from product and spares are disclosed under Extended Producer Responsibility (EPR) obligations of the Company and its suppliers. Waste management agencies and recyclers authorized by the Pollution control board are engaged to fulfil the EPR targets through channelization of plastic packaging waste from post-consumer market and also through procurement of recycling certificates from authorized recyclers.

   **(b) E-waste**

   E-waste is recycled through recyclers authorized by the Pollution Control Board as per E-waste management Rules, 2022.

   **(c) Hazardous waste**

   All hazardous waste from the vehicle is removed before beginning the scrapping process. This includes collection of fluid and CFC. The Hazardous waste (fluid) is sent to agencies authorized by the Pollution Control Board for recycling/refining.

   **(d) Other waste**

   All the ferrous and non-ferrous metals are extracted from the vehicle for recycling. Some parts are also sold to end users / garages for reuse purpose, which are allowed as per Automotive Industry Standard (AIS) 129.

   Lead-acid battery waste generated in post-consumer market are disclosed under the EPR obligation of battery suppliers to the Company, who ensure recycling through agencies authorized by the Pollution Control Board.

   The Company aligns with the European Union's ELV Directive, advocating for the responsible dismantling and recycling of End-of-Life Vehicles (ELVs) to minimize environmental impact. Our initiatives include preventing specific heavy metals, de-pollution of fluids, marking polymeric parts, and achieving reuse, recycling, and recovery targets. This directive applies to M1 and N1 vehicle categories, ensuring compliance irrespective of the vehicle's service history. Moreover, all of the Company's products are designed with 100% recyclability or reusability. We ensure major models are devoid of hazardous materials like Lead, Cadmium, and Mercury. Comprehensive dismantling manuals are readily available for all the Company's vehicles. To meet EEC directive 2005/64/EC for ELV regulation, we have implemented specialized procedures. Additionally, for European exports we adhere to the EC directive on Recycle, Recovery & Reuse (RRR). Some of our best-selling products such as the XUV700, Scorpio-N etc. have recovery rates above 95%.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).**

   Yes

   **If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes

### LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)?**

   Yes

   **If yes, provide details**

| NIC Code | Name of Product/ Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective / Assessment was conducted | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | If yes, provide the web-link. |
|---|---|---|---|---|---|---|
| 29101 | Monocoque SUV | 11 | Cradle to grave | Yes | No | - |

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same. [GRI 3-3, 306-1, 306-2]**

   No significant social or environmental risks were identified from the Life Cycle Assessment (LCA) studies carried out.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

   Through our LCA studies, we have identified usage of approximately 8% overall recycled material in our vehicles from commodities such as steel, aluminium, cast iron and polymers. We are in continuous progress to identify the recycled input materials for each input material.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed [GRI 301-2, 301-3]:**

| | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Re-Used | Recycled | Safely Disposed | Re-Used | Recycled | Safely Disposed |
| Plastics (including packaging) | - | 2,413.80 | - | - | 2,283.25 | - |
| E-waste | - | - | - | - | - | - |
| Hazardous waste | - | - | - | - | - | - |
| Other waste | - | - | - | - | - | - |

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category. [GRI 301-2, 301-3]**

| Indicate product category | Reclaimed products and their packaging materials as % of total products sold in respective category |
|---|---|
| Plastics used for protecting or packaging parts of the vehicles sold & Packaging used in Spare Parts Business | The Company recycled 2,413.80 MT of plastic as part of its EPR Compliance under the Plastic Waste Management Rules, 2016. |

## PRINCIPLE 3

### BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

### ESSENTIAL INDICATORS

1. a. **Details of measures for the well-being of employees [GRI 401-2]:**

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity Benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Permanent employees | | | | | | | | | | | |
| Male | 13,181 | 13,181 | 100.00 | 13,181 | 100.00 | NA | NA | 13,181 | 100.00 | - | 0.00 |
| Female | 1,574 | 1,574 | 100.00 | 1,574 | 100.00 | 1,574 | 100.00 | NA | NA | 1,574 | 100.00 |
| Total | 14,755 | 14,755 | 100.00 | 14,755 | 100.00 | 1,574 | 100.00 | 13,181 | 100.00 | 1,574 | 10.67 |



| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity Benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Other than Permanent employees | | | | | | | | | | | |
| Male | 291 | 291 | 100.00 | 291 | 100.00 | NA | NA | - | 0.00 | - | 0.00 |
| Female | 173 | 173 | 100.00 | 173 | 100.00 | 173 | 100.00 | NA | NA | 173 | 100.00 |
| Total | 464 | 464 | 100.00 | 464 | 100.00 | 173 | 100.00 | - | 0.00 | 173 | 37.28 |

Note: All employees are covered under wellbeing measures as per applicable legal requirements

b. **Details of measures for the well-being of workers:**

| Category | % of workers covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity Benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| Permanent workers | | | | | | | | | | | |
| Male | 10,409 | 10,409 | 100.00 | 10,409 | 100.00 | NA | NA | - | 0.00 | - | 0.00 |
| Female | 58 | 58 | 100.00 | 58 | 100.00 | 58 | 100.00 | NA | NA | 58 | 100.00 |
| Total | 10,467 | 10,467 | 100.00 | 10,467 | 100.00 | 58 | 100.00 | - | 0.00 | 58 | 0.55 |
| Other than Permanent workers | | | | | | | | | | | |
| Male | 46,506 | 46,506 | 100.00 | 46,506 | 100.00 | NA | NA | - | 0.00 | - | 0.00 |
| Female | 6,564 | 6,564 | 100.00 | 6,564 | 100.00 | 6,564 | 100.00 | NA | NA | 6,564 | 100.00 |
| Total | 53,070 | 53,070 | 100.00 | 53,070 | 100.00 | 6,564 | 100.00 | - | 0.00 | 6,564 | 12.37 |

Note: All workers are covered under well-being measures as per applicable legal requirements

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**

| | FY25 | FY24 |
|---|---|---|
| Cost incurred on well-being measures as a % of total revenue of the company | 0.34% | 0.53% |

2. **Details of retirement benefits, for Current FY and Previous Financial Year. [GRI-201-3]**

| Benefits | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF^ | 100.00 | 100.00 | Yes | 100.00 | 100.00 | Yes |
| Gratuity^ | 100.00 | 100.00 | Yes | 100.00 | 100.00 | Yes |
| ESI^ | 0.00 | 100.00 | Yes | 0.00 | 100.00 | Yes |
| Other – Please specify | NA | NA | NA | NA | NA | NA |

^ All eligible employees and workers are covered

3. Accessibility of workplaces

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard. [GRI 3-3]**

Yes. The facilities are designed to ensure accessibility, including ramps, wider doorways, elevators, and designated restrooms for differently-abled individuals. Additionally, the Company ensures that all necessary adjustments are made to support employees with disabilities, enabling them to perform their duties effectively.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? [GRI 3-3]**

Yes, the Company has an Equal Opportunity policy which is available on the intranet site for information and implementation by the internal stakeholders.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave. [GRI 401-3]**

| Gender | Permanent employees | | Permanent workers* | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | 100% | 87.00% | NA | NA |
| Female | 100% | 89.47% | NA | NA |
| Total | 100% | 87.15% | NA | NA |

* In FY25, no permanent worker availed parental leave.

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? [GRI 2-25]**

Yes

**If yes, give details of the mechanism in brief.**

| | Yes/No (If Yes, then give details of the mechanism in brief) | Remark |
|---|---|---|
| Permanent Workers | Yes | The Company has a Whistle blower Policy and Prevention of Sexual Harassment at Workplace (POSH) Policy to provide a work environment that ensures all employees (permanent/ temporary including workers) at the workplace are treated with respect, dignity and is afforded equal as well as fair treatment.<br>Issues/Complaints relating to sexual harassment are handled under the Company's gender-neutral POSH policy and by the respective region-wise Internal Committees.<br>The Whistle-Blower policy establishes a vigil mechanism to report any other violations of the Company policies/unethical activities. These complaints are handled by the respective Ethics and Governance Committees. |
| Other than Permanent Workers | Yes | |
| Permanent Employees | Yes | |
| Other than Permanent Employees | Yes | |



7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity [GRI 2-30, GRI 402-1, GRI 407-1]:**

| Category | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | 14,755 | 0 | 0.00 | 13,807 | 0 | 0.00 |
| - Male | 13,181 | 0 | 0.00 | 12,717 | 0 | 0.00 |
| - Female | 1,574 | 0 | 0.00 | 1,090 | 0 | 0.00 |
| Total Permanent Workers | 10,467 | 8,615 | 82.31 | 10,598 | 9,247 | 87.25 |
| - Male | 10,409 | 8,602 | 82.64 | 10,549 | 9,236 | 87.55 |
| - Female | 58 | 13 | 22.41 | 49 | 11 | 22.45 |

8. **Details of training given to employees and workers [GRI 403-5, GRI 404-1, GRI 404-2]:**

| Category | FY25* | | | | | FY24* | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| Male | 13,472 | 12,819 | 95.15 | 11,564 | 85.84 | 13,035 | 12,882 | 98.83 | 11,386 | 87.35 |
| Female | 1,747 | 1,577 | 90.27 | 1,567 | 89.70 | 1,229 | 1,193 | 97.07 | 1,033 | 84.05 |
| Total | 15,219 | 14,396 | 94.59 | 13,131 | 86.28 | 14,264 | 14,015 | 98.67 | 12,419 | 87.07 |
| **Workers** | | | | | | | | | | |
| Male | 56,915 | 53,225 | 93.52 | 29,254 | 51.40 | 50,753 | 44,972 | 88.61 | 43,715 | 86.13 |
| Female | 6,622 | 4,900 | 74.00 | 4,851 | 73.25 | 3,397 | 3,181 | 93.64 | 3,054 | 89.90 |
| Total | 63,537 | 58,125 | 91.48 | 34,105 | 53.67 | 54,150 | 48,153 | 88.93 | 46,769 | 86.37 |

* Permanent as well as other than permanent employees and workers have been considered while arriving at the %.

**9. Details of performance and career development reviews of employees and worker [GRI 404-3]:**

| Category | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 13,181 | 13,181 | 100.00 | 12,717 | 12,717 | 100.00 |
| Female | 1,574 | 1,574 | 100.00 | 1,090 | 1,090 | 100.00 |
| Total | 14,755 | 14,755 | 100.00 | 13,807 | 13,807 | 100.00 |
| **Workers** | | | | | | |
| Male | 10,409 | 1,125 | 10.81 | 10,549 | 991 | 9.39 |
| Female | 58 | 31 | 53.45 | 49 | 34 | 69.39 |
| Total | 10,467 | 1,156 | 11.04 | 10,598 | 1,025 | 9.67 |

**10. Health and safety management system [GRI 403-1, GRI 403-2, GRI 403-4, GRI 403-6]:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?**

Yes, all Plants are ISO 45001:2018 certified for OHSMS by TuV Nord.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Across all manufacturing plants, Hazard Identification & Risk Assessment - Control (HIRA) is in place for each of the Routine and Non-Routine activities performed in plants. In addition to HIRA, the Company also identifies work related hazards through the following processes:

1. Process Hazard Analysis
2. Job Safety Analysis
3. Safety inspections
4. Safety Surveys
5. Internal & External Safety Audits
6. Electrical Safety Audits
7. Fire Safety Audits
8. Plant Level Safety Committee meetings
9. Department Level Safety committee meetings
10. Safety Observation Tours (SoT)
11. Department Level Safety Sub Committee (SSC) meetings
12. Aspect & Impact Assessment
13. Safety Assessments & Surveys

**c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, The Company has a Plant Safety Committee under Factories Act, 1948 at each Manufacturing Plant and Factories. Additionally the Company has adopted the following processes:

- **Safety Recognition:** Monthly "Safety Employee of the Month" award for outstanding contributions.
- **Hazard Identification:** SOP for identifying workplace hazards and risk mitigation planning.
- **Employee Participation:** Active involvement in Job Safety Analysis (JSA) and Safety Committee Meetings.
- **Daily Safety Practices:** Safety Observation Tours (SOT) and Daily Work Management (DWM) to eliminate unsafe acts, conditions, and behaviors.
- **Incident Reporting:** Near-miss reporting system with follow-up actions in place.
- **Monitoring & Compliance:** CCTV observations and robust Work Permit System for critical operations.
- **Safety Events & Training:** Annual celebrations (Road Safety Week, National Safety Day, Fire Service Week), OJT, VR-based training, and dexterity programs.
- **Self-Managed Teams (SMTs):** Focused on fire safety and sustainability initiatives.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, the annual medical examination conducted for all employees include early identification and diagnosis of lifestyle diseases (non-occupational diseases). The health index of the working population is derived from the annual medical examination every year. Other than lifestyle diseases, it also includes addressal of sleep disorders and abnormal eating habits.

**11. Details of safety related incidents [GRI 403-9, GRI 403-10]:**

| Safety Incident/Number | Category | FY25 | FY24 |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 0.09 | 0.16 |
| Total recordable work-related injuries | Employees | 0 | 0 |
| | Workers | 9 | 10 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 1 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |

**12. Describe the measures taken by the entity to ensure a safe and healthy work place. [GRI 3-3, GRI 403-2, GRI 403-9, GRI 403-10]**

The Company has taken the following initiatives to ensure a safe & healthy work place:

- **Safety Observation Tours (SoT):** Conducted as per schedule and monitored at senior levels.
- **Employee Training:** Dexterity, induction, refresher, and on-job training on safety, occupational health, and environment, including rigorous training for new joinees before starting work.
- **Toolbox Talks:** Conducted for high-risk work.
- **Thematic Safety Initiatives:** Monthly safety themes driven across plants and sectors.
- **Focused Activities:** Formation of fortnight sector teams for deploying safety activities.
- **Safety Audits:** Walkthrough, external, internal, fire, and electrical safety audits for identifying unsafe conditions.
- **Behavior-Based Safety:** Implementation of behavior-based safety practices.
- **Daily Reviews:** Closure of safety observations and reviews under Daily Work Management (DWM).
- **Environmental Monitoring:** Workplace monitoring for noise, heat, ventilation, air, and water sampling as per schedule.
- **Equipment and Machinery Safety:** Regular checks of critical equipment and machinery.
- **Management of Change:** Gap audits, safe operating procedures, competency training, employee participation, mechanical integrity, work permit systems, incident investigation, compliance audits, and emergency planning/response.
- **Startup/Shutdown Procedures:** Pre-startup and shutdown procedures in place.
- **Compliance Management:** Monthly compliance certificates generated via mCompliance 2.0 portal.
- **Management Reviews:** Regular safety reviews with Senior Management.
- **Committee Meetings:** Plant-level and department-level safety committee meetings, HIRA sheets, JSA, and safety inspections conducted regularly.

**13. Number of Complaints on the following made by employees and workers [GRI 2-25]:**

| | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 0 | 0 | NA | 0 | 0 | NA |
| Health & Safety | 0 | 0 | NA | 0 | 0 | NA |

**14. Assessments for the year [GRI 3-3]:**

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100.00 |
| Working Conditions | 100.00 |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions. [GRI 3-3, GRI 403-9, GRI 403-10]**

**HIRA-C** is a dynamic and live document that is periodically updated and reviewed to ensure safety across all activities and operations performed in the plant. In the event of a Near Miss or Injury Incident, the HIRA sheet is promptly revised, and adequate control measures are implemented to address risks and ensure safe execution of the respective activity.

**LEADERSHIP INDICATORS**

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N). [GRI 401]**

   A. Employees - Yes

   B. Workers - Yes

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   The Company has set stringent Code of Conduct ("COC") for all supplier partners. This Code of Conduct is signed by most of our suppliers. The CoC includes clauses like regulatory compliance, human rights, respect & dignity, no child or forced labor, minimum wages, hours of work, accounting and reporting, bribery, corruption & money laundering and tax laws compliance.

   Also, we conduct 3rd party onsite ESG audits at identified and prioritized suppliers to verify the compliance. This audit covers compliance related topics such as Provident Fund and Miscellaneous Provisions act, 1952, Child Labour (Prohibition and Regulation) Act, 1986; Employees State Insurance Act, 1948; Minimum Wages Act, 1948; Payments of Wages Act, 1936; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; Leave and workmen's compensation for accidents, etc.



3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment [GRI 3-3]:**

| | Total no. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY25 | FY24 | FY25 | FY24 |
| Employees | 0 | 0 | 0 | 0 |
| Workers | 0 | 1* | 0 | 0 |

* In FY24, as per law, financial compensation was provided to the kin of the deceased. Compassionate employment was also offered to the kin which was declined by them.

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No) [GRI 404-2]**

   Yes, for all employees transitioning into retirement, the Company offers comprehensive workshops and seminars focused on post-retirement financial and health management.

   In case of separations, as applicable, severance packages are offered to departing employees. In certain cases, retiring employees are hired back on a contract basis, in an advisory capacity.

5. **Details on assessment of value chain partners [GRI 414-2]:**

   The Company conducts onsite safety audits at prioritized suppliers through renowned third-party agencies. These third party audits cover various aspects such as occupational health, safety, employee well-being and working conditions. The Company initiated safety audits in FY21. Cumulatively since FY21 738 (60.6% by value) supplier audits have been completed including 218 (17.8% by value) audits conducted in FY25.

   The Company also conducts ESG audits of suppliers which covers employee health & safety, employee wellbeing, environmental impact, working conditions along with other environmental, social and governance aspects. The Company initiated ESG audits in FY24. Cumulatively since FY24 432 (55.5% by value) audits have been completed including 215 (32.9% by value) audits conducted in FY25.

| | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | • 17.8% in F25<br>• 60.6% Cumulatively from F21 |
| Working Conditions | • 32.9% in F25<br>• 55.5% Cumulatively from F24 |

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners. [GRI 414-2]**

   There were no significant risks / concerns noticed during onsite supplier assessments with regards to occupational health, safety and working conditions. However, for the supplier audits where minor concerns were observed related to safety at supplier location, the suppliers have submitted the corrective action plans. The implementation of action plans and its effectiveness is verified through re-audits.

   As a proactive measure, the Company also conducts training programs on health, safety and working condition to inculcate awareness among suppliers.

## PRINCIPLE 4

### BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

### ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity. [GRI 2-29]**

   The Company identifies its stakeholders based on the Value Chain of the businesses and how they influence the Company. The Company also believes in being a neighbour of choice and works in consultation with neighbourhood communities in and around the vicinity of its business operation as well as in some of the aspirational districts beyond the neighbourhood.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group. [GRI 3-1, GRI 2-29]**

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Shareholders | No | Website, E-mail, Newsletters, dissemination of information on the website of the Stock Exchanges, Press Releases, Annual Reports, General Meetings, Institutional Investors Meets | Quarterly/Event-based | Dissemination of information having a bearing on the performance/operations of the Company including price sensitive information, updating Shareholders on various statutory requirements with respect to their shareholding in the Company, addressing shareholders' queries at the General Meetings, earnings call with institutional investors/ analysts in respect of quarterly/ half-yearly/annual financial results |
| Employees | No | Website, E-mail, Newsletters | Regular | Open & transparent communication. Addressing employees' questions & clarifications |
| Community | No | Community Meetings | Regular | Project progress and benefits |
| Suppliers | No | Website, E-mail, Newsletters | Regular | Business Model Resilience, Supply Chain Management, Materials Sourcing & Material Efficiency |
| Dealers | No | Website, E-mail | Regular | Service Quality, Sustainability & Creating Customer Delight |
| Customer | No | Website, E-mail, Newsletters | Regular | Product Quality & Safety, Selling Practices & Product Labelling, Access & Affordability |

### LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board. [GRI 2-12, GRI 2-13, GRI 2-29]**

   Engaging with stakeholders is crucial to ensure that the Company's decisions and actions are in line with their expectations. As a key driver of sustainable and responsible business practices, it fosters trust and collaboration, drives innovation and manages risks effectively. Please refer to the Stakeholder Engagement Section of the Company's Sustainability Report to understand how the Company engages with diverse stakeholder groups to consult on economic, environmental and social topics.

   The Corporate Social Responsibility (CSR) Committee of the Board of Directors also has ESG under its purview. The CSR Committee sets a direction for ESG and CSR Agenda for the Company and other group companies. The Company also has a Sustainability Council chaired by Dr. Anish Shah, Group CEO and Managing Director and consists of all the Group Executive Board (GEB) members. The Council approves new initiatives and monitors progress of integration of the ESG parameters in business and operations.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity. [GRI 3-1]**

   Yes, as part of the Company's materiality assessment, environmental, social and governance (ESG) issues that are significant and relevant to the Company's operation and stakeholders are identified. The materiality process involves a collaborative mapping exercise that engages all stakeholders in the identification of key issues. Top management engagement and stakeholder consultations lead to the development of a final material assessment matrix and a strategic roadmap. Please refer to the 'rise for an equal world' section of the Annual Report to learn more about measures the Company has undertaken as part of the materiality assessment process that was undertaken.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups. [GRI 2-29]**

   The key material issue in social capital is CSR management, where we focus on formulating community-centric policies and implementing a sustainable strategy.

   As per the Company's CSR Policy and in alignment with the core purpose, the CSR mission is to:

   - Empower Girls
   - Empower Women
   - Environment Conservation

   Some of our key initiatives include:

   1. Project Nanhi Kali: The Company's flagship CSR initiative has empowered underprivileged girls across India by supporting their education.
   2. Mahindra Pride Classroom: The Mahindra Pride Classrooms provides 40 to 120 hours training modules with the help of expert trainers to final year female students studying in Government Colleges, ITIs and Polytechnic Institutes.
   3. Prerna: The flagship intervention, PRERNA is an integral part of various projects which includes training and advisory services like soil health, access to gender friendly farm equipment, linkages to Government. welfare support initiatives, resource efficient agriculture methodologies for enhancing crop productivity. The project focusses on female farmers.
   4. Water Conservation projects: Various water conservation projects across diverse geographies have been undertaken to prevent soil erosion, improve soil health, and increase water tables through water structure enhancement and creation.

## PRINCIPLE 5

### BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

### ESSENTIAL INDICATORS

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity [GRI 2-24, GRI 205-2, GRI 403-5, GRI 404-1]:**

| Category | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B / A) | Total (C) | No. of employees/ workers covered (D) | % (D / C) |
| **Employees** | | | | | | |
| Permanent | 14,755 | 14,066 | 95.33 | 13,807 | 10,181 | 73.74 |
| Other than permanent | 464 | 417 | 89.89 | 457 | 88 | 19.26 |
| Total Employees | 15,219 | 14,483 | 95.16 | 14,264 | 10,269 | 71.99 |
| **Workers** | | | | | | |
| Permanent | 10,467 | 7,549 | 72.12 | 10,598 | 9,689 | 91.42 |
| Other than permanent | 53,070 | 44,340 | 83.55 | 43,552 | 32,753 | 75.20 |
| Total Workers | 63,537 | 51,889 | 81.67 | 54,150 | 42,442 | 78.38 |

**2. Details of minimum wages paid to employees and workers, in the following format [GRI 202-1, GRI 405-2]:**

| Category | FY25 | | | | | FY24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| *Permanent* | 14,755 | 0 | 0.00 | 14,755 | 100.00 | 13,807 | 0 | 0.00 | 13,807 | 100.00 |
| Male | 13,181 | 0 | 0.00 | 13,181 | 100.00 | 12,717 | 0 | 0.00 | 12,717 | 100.00 |
| Female | 1,574 | 0 | 0.00 | 1,574 | 100.00 | 1,090 | 0 | 0.00 | 1,090 | 100.00 |
| *Other than permanent* | 464 | 0 | 0.00 | 464 | 100.00 | 457 | 0 | 0.00 | 457 | 100.00 |
| Male | 291 | 0 | 0.00 | 291 | 100.00 | 318 | 0 | 0.00 | 318 | 100.00 |
| Female | 173 | 0 | 0.00 | 173 | 100.00 | 139 | 0 | 0.00 | 139 | 100.00 |
| **Workers** | | | | | | | | | | |
| *Permanent* | 10,467 | 0 | 0.00 | 10,467 | 100.00 | 10,598 | 0 | 0.00 | 10,598 | 100.00 |
| Male | 10,409 | 0 | 0.00 | 10,409 | 100.00 | 10,549 | 0 | 0.00 | 10,549 | 100.00 |
| Female | 58 | 0 | 0.00 | 58 | 100.00 | 49 | 0 | 0.00 | 49 | 100.00 |
| *Other than permanent* | 22,840 | 0 | 0.00 | 22,840 | 100.00 | 22,522 | 0 | 0.00 | 22,522 | 100.00 |
| Male | 21,604 | 0 | 0.00 | 21,604 | 100.00 | 21,812 | 0 | 0.00 | 21,812 | 100.00 |
| Female | 1,236 | 0 | 0.00 | 1,236 | 100.00 | 710 | 0 | 0.00 | 710 | 100.00 |

Note: For the above calculations, only the workforce which are covered under Minimum wages Act have been considered.



**3. Details of remuneration/salary/wages [GRI 2-19, GRI 2-21]:**

**a. Median remuneration/ wages**

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 7 | Rs. 0.97 Cr. | 3 | Rs. 0.88 Cr. |
| Key Managerial Personnel | 4* | Rs. 23.51 Cr. | 0 | - |
| Employees other than BoD and KMP | 13,181 | Rs. 0.17 Cr. | 1,574 | Rs. 0.14 Cr. |
| Workers | 10,409 | Rs. 0.07 Cr. | 58 | Rs. 0.04 Cr. |

* Includes Group CEO & Managing Director and Executive Director & CEO (Auto and Farm Sector) who are also covered in the number of directors on the Board.

**b. Gross wages paid to females as % of total wages paid by the entity:**

| | FY25 | FY24 |
|---|---|---|
| Gross wages paid to females as % total wages | 8.05% | 6.55% |

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) [GRI 2-13]**

Yes, there is an Ethics helpline (ethics.mahindra.com) that addresses all such issues through respective Ethics and Governance Committees having a structured mechanism for investigation and closure.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues. [GRI 2-25]**

The Company has policies and laid down processes against Sexual harassment and discrimination at workplace.

Prevention of Sexual Harassment (POSH) policy includes processes for addressing complaints relating to sexual harassment at workplace:

- The Company has established Internal Committees at respective regions to handle POSH cases.
- Complaints can be made to the Internal Committee members through email or letter.
- The POSH policy is gender neutral and ensures confidentiality of the complainant.
- All the complaints are investigated and closed within the timeframe of 90 days as statutorily required.

Ethics and Governance policies include processes for human rights grievance redressal practices:

- The Company has implemented a detailed code of conduct and Whistle-blower policy as a guidance and redressal mechanism to address any human rights grievances.
- The Complaint can be reported through third party ethics helpline (portal and toll-free number) or can be directly addressed to the Chairperson of the Audit Committee.
- The Whistle-blower policy strictly practices non-retaliation against the complainants and keeps their identity confidential.
- The Company has established Ethics Committees consisting of senior officials who look into the complaints received, investigations required and actions to be taken.

**6. Number of Complaints on the following made by employees and workers [GRI 2-25, GRI 406-1]:**

| | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | 22 | 3 | NA | 11 | 4 | NA |
| Discrimination at workplace | - | - | NA | - | - | NA |
| Child Labour | - | - | NA | - | - | NA |
| Forced Labour/ Involuntary Labour | - | - | NA | - | - | NA |
| Wages | - | - | NA | - | - | NA |
| Other human rights related issues | - | - | NA | - | - | NA |

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

| | FY25 | FY24 |
|---|---|---|
| Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 22 | 11 |
| Complaints on POSH as a % of female employees/ workers | 0.26% | 0.24% |
| Complaints on POSH upheld | 12 | 3 |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. [GRI 2-25]**

The Company has robust policies and processes against discrimination and harassment-free workplace.

The Company has a gender-neutral Prevention of Sexual Harassment (POSH) policy and Whistle-blower policy with stringent processes for maintaining complainant confidentially and against any kind of retaliation. The Company respects the privacy of the complainant and practices a zero-tolerance approach against any deviation from this practice.

Both these policies cover the requirements of applicable laws and all bona fide complaints are assured utmost confidentiality.

The Company's policies allow reporting violations both anonymously and non-anonymously which have a detailed process of investigation respectively. Further, malicious complaints and complaints made with wrongful intent may also face a disciplinary action post the required investigation.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No) [GRI 2-23, GRI 2-24, GRI 414 & GRI 3-3]**

Yes, the Company has a policy on zero child labour, zero tolerance for discrimination at workplace and other human rights violations which extends to the value chain as well.

**10. Assessments for the year:**

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child labour | 100.00 |
| Forced/involuntary labour | 100.00 |
| Sexual harassment | 100.00 |
| Discrimination at workplace | 100.00 |
| Wages | 100.00 |
| Others | NA |

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

NA

**LEADERSHIP INDICATORS**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints. [GRI 2-25, GRI 3-3]**

There have been no human rights grievances / complaints in FY25 requiring the Company to modify its business processes or introduce new business processes.

**2. Details of the scope and coverage of any Human rights due-diligence conducted. [GRI 3-1, GRI 3-3]**

The scope and coverage of Human Rights Due Diligence extends to the Company's operations and its value chain partners.

The Company is a signatory to the United Nations Global Compact and is committed to the highest standards of human conduct and the dignity of all those associated with the Company. The Company's Human Rights Policy ensures that all sectors/business units assess the human rights implications of investments, encompassing new projects, joint ventures, acquisitions of existing businesses, and all business partnerships like vendors, dealers, and suppliers.

As part of strengthening its human rights due diligence framework, the Company is currently undergoing the SA8000 certification process—an internationally recognized standard for decent workplaces, grounded in the principles of international human rights norms and national labour laws. This process includes a rigorous evaluation of core areas such as child labour, forced or compulsory labour, health and safety, freedom of association, discrimination, disciplinary practices, working hours, and remuneration.

The certification process involves comprehensive internal audits, worker interviews, management reviews, and stakeholder engagement, thereby reinforcing the Company's ongoing commitment to ethical labour practices. Once completed, the certification will serve as a formal validation of Company's human rights management systems and labour standards, both within its operations and across its value chain.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes. The facilities include ramps, accessible entrances, and designated restrooms to ensure easy access for individuals with disabilities. The entity is committed to providing a barrier-free environment, ensuring that all visitors, regardless of their abilities, can navigate the premises with ease.

**4. Details on assessment of value chain partners [GRI 414-1, GRI 414-2]:**

The Company also conducts ESG audit of suppliers which covers employee health & safety, employee well-being, environmental impact, working conditions along with other environmental, social and governance aspects. The audit also covers various social aspects such as child labour, human rights, minimum wage compliance, etc. The Company initiated ESG audits in FY24 and these were continued in FY25 as well. Cumulatively, audits were completed for 432 suppliers.

| | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Child labour | 32.9% in FY25<br>55.5% Cumulatively from FY24 |
| Forced/involuntary labour | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Other human rights related issues | |

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   There are no significant risks / concerns observed during third party ESG audits at supplier's end. As a proactive measure, the Company also conducts training programs on human rights which is a part of the ESG training to create awareness among suppliers.

   The Company always encourages suppliers to report violation of Code of Conduct (CoC) and any questionable behavior through the Company's protected and confidential reporting channels mentioned in our website or by sending an email to speakup2cpo@mahindra.com. All such communications are kept confidential and due action is taken as per procedures laid down.

## PRINCIPLE 6

### BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

### ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or multiples) and energy intensity [GRI 302-1]:**

| Parameter | Please specify unit | FY25 | FY24 |
|---|---|---|---|
| **From renewable sources** | | | |
| Total electricity consumption (A) | GJ - Giga Joules | 5,31,663 | 5,07,996 |
| Total fuel consumption (B) | GJ - Giga Joules | - | - |
| Energy consumption through other sources (C) | GJ - Giga Joules | - | - |
| **Total energy consumed from renewable sources (A+B+C)** | **GJ - Giga Joules** | **5,31,663** | **5,07,996** |
| **From non-renewable sources** | | | |
| Total electricity consumption (D) | GJ - Giga Joules | 12,56,687 | 10,50,875 |
| Total fuel consumption (E) | GJ - Giga Joules | 10,90,636 | 9,93,352 |
| Energy consumption through other sources (F) | GJ - Giga Joules | - | - |
| **Total energy consumed from non-renewable sources (D+E+F)** | GJ - Giga Joules | **23,47,323** | **20,44,227** |
| **Total energy consumed (A+B+C+D+E+F)** | GJ - Giga Joules | **28,78,986** | **25,52,223** |
| **Energy intensity per rupee of turnover** (Total energy consumption/ revenue from operations) | GJ - Giga Joules/ Cr. rupee of turnover | 24.72 | 25.84 |
| **Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*** (Total energy consumption/ revenue from operations adjusted for PPP) | GJ/ Cr. rupee of turnover adjusted for Purchasing Power Parity | 510.62 | 578.88 |



| Parameter | Please specify unit | FY25 | FY24 |
|---|---|---|---|
| **Energy intensity in terms of physical output** | GJ - Giga Joules/ Eq Vehicle<br>GJ - Giga Joules/ Eq Tractor<br>GJ - Giga Joules/ Ton of packaging | Automotive Sector: 1.117<br>Farm Sector: 1.146<br>Spares Business Unit: 1.217 | Automotive Sector: 1.121<br>Farm Sector: 1.271<br>Spares Business Unit: 1.426 |
| Energy intensity (optional) - the relevant metric may be selected by the entity | GJ - Giga Joules | - | - |

* For India PPP conversion factor is 20.66 & 22.4 for the year 2025 and 2024 respectively as per Implied PPP conversion rate available at https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

   No

3. **Details of the following disclosures related to water [GRI 303-1, GRI 303-3, GRI 303-5]:**

| Parameter | Please specify unit | FY25 | FY24 |
|---|---|---|---|
| Water withdrawal by source (in kilolitres) | | | |
| (i) Surface water^ | Kilolitres | 69,425 | 71,585 |
| (ii) Groundwater | Kilolitres | 5,49,670 | 5,74,298 |
| (iii) Third party water | Kilolitres | 22,64,188 | 14,94,874 |
| (iv) Seawater/desalinated water | Kilolitres | - | - |
| (v) Others | Kilolitres | 27,228 | 21,584 |
| **Total volume of water withdrawal^ (in kilolitres) (i + ii + iii + iv + v)** | **Kilolitres** | **29,10,511** | **21,62,341** |
| **Total volume of water consumption (in kilolitres)** | **Kilolitres** | **28,80,263** | **21,30,613** |
| **Water intensity per rupee of turnover** (Total water consumption/ revenue from operations) | Kilolitres/ Cr. Rupee of turnover | 24.73 | 21.57 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*** (Total water consumption/ revenue from operations adjusted for PPP) | Kilolitres/ Cr. Rupee of turnover adjusted for Purchasing Power Parity | 510.85 | 483.25 |
| **Water intensity in terms of physical output** | Kilolitres/ Eq Vehicle<br>Kilolitres/ Eq Tractor<br>Kilolitres/ Ton of packaging | Automotive Sector: 1.011<br>Farm Equipment Sector: 0.689<br>Spares Business Unit: 4.158 | Automotive Sector: 1.070<br>Farm Equipment Sector: 0.717<br>Spares Business Unit: 4.529 |
| Water intensity (optional) - the relevant metric may be selected by the entity | NA | - | - |

^ Includes 71,585 KL & 69,245 KL Rainwater harvested and consumed in FY24 & FY25 respectively.

* For India PPP conversion factor is 20.66 & 22.4 for the year 2025 and 2024 respectively as per Implied PPP conversion rate available at https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

**4. Provide the following details related to water discharged [GRI 303-4]:**

| Parameter | Please specify unit | FY25 | FY24 |
|---|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | | |
| (i) To Surface water | Kilolitres | - | - |
| - No treatment | Kilolitres | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - |
| (ii) To Groundwater | Kilolitres | - | - |
| - No treatment | Kilolitres | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - |
| (iii) To Seawater | Kilolitres | - | - |
| - No treatment | Kilolitres | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - |
| (iv) Sent to third-parties | Kilolitres | 30,248 | 31,728 |
| - No treatment | Kilolitres | - | - |
| - With treatment - please specify level of treatment (Tertiary Treatment, through effluent treatment plant) | Kilolitres | 30,248 | 31,728 |
| (v) Others | Kilolitres | - | - |
| - No treatment | Kilolitres | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - |
| **Total water discharged (in kilolitres)** | **Kilolitres** | **30,248** | **31,728** |

Note: During the year 9,88,292 KL Water Treated & Reused in Process

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, details of its coverage and implementation. [GRI 303-1, GRI 303-2]**

- Yes, Zero Liquid Discharge (ZLD) is one of the main focus areas among all environment related initiatives. No water goes out from the Company's site boundary untreated except rainwater through dedicated storm water drains. Hence, the process required under ZLD is completed where water is recovered and recycled in the manufacturing process, leaving behind only solid residues that are managed and disposed of safely. All the manufacturing plants of the Company are ZLD certified, except one.
- Most of the plants are having rainwater recharging pits for injecting rainwater to deep aquifers.
- Though the Company relies more heavily on freshwater, recycled water is, and will continue to be, important for the Company to secure enough water to manufacture vehicles and parts. The Company recycle 39% of fresh water through wastewater recycling plants.
- Domestic wastewater is recycled through STP (Sewage Treatment Plant) and process wastewater through ETP (Effluent Treatment Plant). Each STP and ETP has got 3 levels of treatment i.e., Primary, Secondary, and Tertiary, followed by advance treatment procedures like Reverse Osmosis (RO).
- Treated water is recycled for process and cooling requirement.

**6. Details of air emissions (other than GHG emissions) by the entity [GRI 305-7]:**

| Parameter | Please specify unit | FY25 | FY24 |
|---|---|---|---|
| NOx | MT | 14.15 | 13.86 |
| SOx | MT | 9.80 | 10.58 |
| Particulate matter (PM) | MT | 13.20 | 16.31 |
| Persistent organic pollutants (POP) | MT | NA | NA |
| Volatile organic compounds (VOC) | MT | NA | NA |
| Hazardous air pollutants (HAP) | MT | NA | NA |
| Others | NA | NA | NA |

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

**7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity [GRI 305-1, GRI 305-2, GRI 305-3, GRI-305-4]:**

| Parameter | Unit | FY25 | FY24 |
|---|---|---|---|
| Total Scope 1 emissions (Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | tCO2e | 67,829 | 60,359 |
| Total Scope 2 emissions (Break-up of the GHG into CO 2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | tCO2e | 2,49,830 | 2,09,007 |
| **Total Scope 1 & Scope 2 emissions** | tCO2e | 3,17,659 | 2,69,366 |
| **Total Scope 1 and Scope 2 emissions intensity per rupee of turnover** (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations) | tCO2e/ Cr. Rupee of turnover | 2.73 | 2.73 |
| **Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*** (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP) | tCO2e/ Cr. Rupee of turnover adjusted for Purchasing Power Parity | 56.34 | 61.00 |
| Total Scope 1 and Scope 2 emissions intensity in terms of physical output | tCO2e/ Eq Vehicle<br>tCO2e/ Eq Tractor<br>tCO2e/ Ton of packaging | Auto Sector: 0.101<br>Farm Sector: 0.163<br>Spares Business Units: 0.107 | Auto Sector: 0.094<br>Farm Sector: 0.175<br>Spares Business Units: 0.120 |
| Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity | NA | - | - |

* For India PPP conversion factor is 20.66 & 22.4 for the year 2025 and 2024 respectively as per Implied PPP conversion rate available at https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, details. [GRI 305-5]**

- Yes, the Company is committed to becoming Carbon Neutral by 2040. It is also committed for Science Based Target (SBT) to de-carbonize its growth and thus contributing to keep global temperature rise below 2 degrees Celsius as per Paris accord 2015.
- The Company has a robust roadmap for achieving these commitments through improvement in energy efficiency and adoption of renewable energy.
- Few of the initiatives to reduce Green House Gas emission are mentioned below:
  - Adoption of Renewable energy through solar and windmills
  - Adoption of clean energy i.e., through switching over from HSD to PNG
  - Replacement of conventional air circulators with BLDC technology air circulators
  - Radiant cooling system to optimize the HVAC operating load
  - Replacement of old conventional lights with LEDs
  - Installation of energy efficient air compressor
  - Replacement of old motors with premium efficiency IE3 motors
  - Installation of Energy efficient inverter split ACs
  - Installation of auto shut off valves for compressed air
  - Waste heat recovery from air compressors
  - Installation of IT guns for spot welding

**9. Provide details related to waste management by the entity, in the following format [GRI 306-3, GRI 306-4, GRI, GRI 306-5, GRI 306-4-5, GRI 306-5]:**

| Parameter | FY25 | FY24 |
|---|---|---|
| **Total Waste generated (in metric tonnes)** | | |
| Plastic waste (A) | 8,067 | 3,822 |
| E-waste (B) | 288 | 158 |
| Bio-medical waste (C) | 0.225 | 0.4 |
| Construction and demolition waste (D) | 411 | 747 |
| Battery waste (E) | 228 | 169 |
| Radioactive waste (F) | - | - |
| Other Hazardous waste. Please specify, if any. (G) | | |
| - Paint sludge | 1,726 | 2,230 |
| - Phosphate sludge | 219 | 301 |
| - ETP Sludge | 1,437 | 957 |
| - Other (Oil, oil-soaked waste, grinding mud, hazardous waste containers etc.) | 6,644 | 5,860 |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) | | |
| - Foundry sand | 63,912 | 48,689 |
| - Metal scrap (Aluminium, Material Steel, Copper, Steel etc) | 83,771 | 83,762 |
| - Other (Cardboard, wood, food waste etc.) | 28,959 | 30,884 |
| **Total (A + B + C + D + E + F + G + H)** | **1,95,663** | **1,77,579** |
| **Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)** | **1.68** | **1.70** |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)*** (Total waste generated/ Revenue from operations adjusted for PPP) | **34.70** | **40.28** |



| Parameter | FY25 | FY24 |
|---|---|---|
| **Waste intensity in terms of physical output** | Auto Sector: 73.79<br>Farm Sector: 110.58<br>Spares Business Units: 225.26 | Auto Sector: 79.99<br>Farm Sector: 112.29<br>Spares Business Units: 211.38 |
| **Waste intensity** (optional) – the relevant metric may be selected by the entity | - | - |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Recycled | 1,26,113 | 1,16,480 |
| (ii) Re-used | 1,706 | 3,383 |
| (iii) Other recovery operations | 1,929 | 1,905 |
| **Total** | **1,29,748** | **1,21,767** |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Incineration | 1,998 | 1,920 |
| (ii) Landfilling | 63,917 | 53,089 |
| (iii) Other disposal operations | 0 | 802 |
| **Total** | **65,915** | **55,812** |

* For India PPP conversion factor is 20.66 & 22.4 for the year 2025 and 2024 respectively as per Implied PPP conversion rate available at https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/IND

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes. [GRI 306-2, GRI 3-3]**

- The Company has a robust waste management process and aims to be Zero Waste to Landfill for all its sites by 2030.
- The Company's approach to waste management is that of a circular economy aimed at eliminating waste and the continual use of resources. In a circular economy, waste materials and energy become input for other processes or as regenerative resources for nature.
- The Company is committed to responsible disposal as per all applicable norms, leading to better ecosystems. When the waste diversion rate for any company is 99% or more then it can be declared as "Zero Waste to Landfill".
- Landfill diversion can occur through recycling which can include glass, paper, metal, plastic, textile, or electronics (E-Waste), lead batteries etc.
- Organic Waste can be diverted to biological treatment through which the waste is reused. Another method is the thermal treatment (incineration) with the generation of power.
- Hazardous waste such as paint sludge, oily cotton waste can be diverted to coprocessing operation, which can be reused as a resource (fuel) for cement industries. It can be also recycled as raw material.
- Food waste generated at manufacturing plants are moved to the biogas plant for biogas generation. All the non-hazardous waste, which is generated inside the plant like metal, non-metal parts are being recycled.
- Implementing "Zero Waste to Landfill" program resulted in not only environmental benefit but also in business benefit. The Company started looking at all the Company's waste as a valuable resource and started converting it into wealth. This is also called Waste Circular Economy in which the Company's waste is used as a resource for someone.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details [GRI 304-1]:**

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) |
|---|---|---|---|
| - | NA | NA | NA |

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year [GRI 304, GRI 413-1, GRI 303-1]:**

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| NA | NA | NA | NA | NA | NA |

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, details of all such non-compliances [GRI 2-27]:**

Yes

| S. No. | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|---|---|---|---|---|
| - | NA | NA | NA | NA |



## LEADERSHIP INDICATORS

**1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres) [GRI 303-3, GRI 303-4]:**

| (i) Name of the area | | Jaipur | | Mohali | | Pithampur | | Chennai | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| (ii) Nature of operations | | Manufacturing | | Manufacturing | | Manufacturing | | Manufacturing | | | |
| (iii) Water withdrawal, consumption and discharge in the following format: | | | | | | | | | | | |
| Parameter | Please specify unit | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) |
| **Water withdrawal by source (in kilolitres)** | | | | | | | | | | | |
| **Surface water** | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| **Groundwater** | Kilolitres | 3,642.92 | 1786 | 1,97,630.77 | 1,11,002 | - | - | - | - | 2,01,273.69 | 1,12,788 |
| **Third-parties** | kilolitres | 25,469.1 | 26,385 | 824 | 1797 | 30,625.03 | 29,917 | 1,19,950.12 | 1,09,858 | 1,76,868.25 | 1,67,957 |
| **Seawater / desalinated water** | Kilolitres | - | - | - | - | - | - | - | - | 0 | 0 |
| **Others** | Kilolitres | - | - | - | - | - | - | 27,228 | 21,584 | 27,228 | 21,584 |
| **Total volume of water withdrawal (in kilolitres)** | Kilolitres | 29,112.02 | 28,171 | 1,98,454.77 | 1,12,799 | 30,625.03 | 29917 | 1,47,178.12 | 1,31,442 | 4,05,369.94 | 3,02,329 |
| **Total volume of water consumption (in kilolitres)** | Kilolitres | 29,112.02 | 28,171 | 1,98,454.77 | 1,12,799 | 30,625.03 | 29917 | 1,47,178.12 | 1,31,442 | 4,05,369.94 | 3,02,329 |
| **Water intensity per rupee of turnover (Water consumed / turnover)** | Kilolitres/ Cr. rupees of turnover | - | | | | | | | | 3.48 | 3.06 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Water consumed / turnover adjusted for PPP)** | Kilolitres/ Cr. rupees of turnover adjusted for Purchasing Power Parity (PPP) | - | | | | | | | | 71.90 | 68.57 |
| **Water intensity (optional) - the relevant metric may be selected by the entity** | - | - | | | | | | | | - | - |
| **Water discharge by destination and level of treatment (in kilolitres)** | | | | | | | | | | | |
| **(i) Into Surface water** | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| **- No treatment** | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| **- With treatment - please specify level of treatment** | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| **(ii) Into Groundwater** | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| **- No treatment** | Kilolitres | - | - | - | - | - | - | - | - | - | - |

| (i) Name of the area | | Jaipur | | Mohali | | Pithampur | | Chennai | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| (ii) Nature of operations | | Manufacturing | | Manufacturing | | Manufacturing | | Manufacturing | | | |
| (iii) Water withdrawal, consumption and discharge in the following format: | | | | | | | | | | | |
| Parameter | Please specify unit | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) | FY25 (Current Financial Year) | FY24 (Previous Financial Year) |
| Water withdrawal by source (in kilolitres) | | | | | | | | | | | |
| - With treatment - please specify level of treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| (iii) Into Seawater | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| - No treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| (iv) Sent to third-parties | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| - No treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| (v) Others | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| - No treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| - With treatment - please specify level of treatment | Kilolitres | - | - | - | - | - | - | - | - | - | - |
| Total water discharged (in kilolitres) | Kilolitres | - | - | - | - | - | - | - | - | - | - |

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited

**2. Details of total Scope 3 emissions & its intensity [GRI 305-3, GRI 305-4]:**

| Parameter | Unit | FY25 | FY24 |
|---|---|---|---|
| Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | 9,45,55,745 | 7,66,25,951 |
| Total Scope 3 emissions per rupee of turnover | Metric tonnes of CO2 equivalent/ per Crore rupees of turnover | 811.75 | 775.85 |
| Total Scope 3 emission intensity (optional) - the relevant metric may be selected by the entity | - | - | - |

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Yes, DNV Business Assurance India Private Limited



**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. [GRI 304-2, GRI 304-3]**

Not Applicable

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, details of the same as well as outcome of such initiatives [GRI 3-3]:**

| Sr. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|---|
| 1 | Adoption of renewable energy - Group Captive solar | 76 MWp Group Captive Solar Project was implemented for Maharashtra plants, which is expected to generate 100 million Units a year. The project was commissioned on 1st April 2022. | Reduction of GHG emissions & Reduction in energy costs |
| 2 | Adoption of renewable energy - Rooftop Solar | In past 4-5 years, 18 MWp rooftop solar is implemented in totality across the manufacturing sites of the Company. | Reduction of GHG emissions & Reduction in energy costs |
| 3 | Adoption of renewable energy - Windmill | The Company has implemented 6.3 MW windmills for captive consumption in Maharashtra (through own capex). | Reduction of GHG emissions & Reduction in energy costs |
| 4 | Energy efficient blower for paint shop & Replacement of BLDC fan with conventional fan | In paint shops, high energy is consumed by the conventional blowers. This has been replaced with energy efficient EC (electronically computed) motors. This motor consumes around 30% less energy compared to conventional fans. These fans were installed at Nasik, Chakan, Rudrapur plants in the past 2 years. Also the Company has replaced around 1700 air ciculators/Fan with BLDC tech fans which saves more energy. | Reduction of GHG emissions & Reduction in energy costs |
| 5 | Wastewater recycling | At Chakan & Kandivali plants of Auto division, a new containerized reverse osmosis plant is installed which treats the STP & ETP treated water and converts wastewater into fresh water with potable quality water. The permeate water is being used again for processes and cooling tower. | Saving freshwater withdrawal |
| 6 | Optimizing plastic in packaging | Carton boxes are converted into re-usable packaging material with the help of a shredder. Due to this initiative, plastic packaging is eliminated. | Plastic waste reduction |

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

The Company has prepared an Onsite Emergency Plan (OEP) / Disaster Control Plan (DCP). This Emergency preparedness and response plan for manufacturing unit also includes all the risks and emergencies associated with manufacturing operations. The plan also contains processes towards its mitigation for these emergencies and this OEP plan is subject to regularly conducted mock drills. All these mock drills are scheduled as per the annual calendar. All the external as well as internal responsible stakeholders that are to be contacted in emergency situations are readily available with their respective contact numbers along with respective responsibility communication matrix.

All emergency contact numbers for nearby hospitals and applicable Government Agencies are provided in the OEP/DCP. Designated assembly points considering the safety of the given headcount on a day-to-day basis are mentioned in the plan. Duration of each mock drill is recorded, so as to increase the effectiveness and decrease the time during each iteration. Scenario analysis with high-risk priority number (RPN) emergency and maximum severity is conducted in presence of government authorities and Mutual Aid Response Group (MARG) to demonstrate effectiveness.

In addition to operational emergency preparedness, the Company has also conducted a climate risk assessment to identify physical and transition risks arising from climate change. This assessment helps in proactively identifying vulnerabilities that could impact operations—such as extreme weather events, regulatory shifts, or energy transition risks—and mapping existing mitigation measures already in place.

To further strengthen overall risk resilience, the Company has implemented an IT Operations and Risk Management Policy, which outlines protocols to manage and recover from potential disruptions to IT infrastructure, cyber threats, and data breaches. This ensures business continuity and safeguards critical operations across digital platforms.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard. [GRI 308-2]**

   There were no significant risks / concerns noticed during onsite supplier assessments with regards to adverse environmental impact.

   As a proactive measure, the Company also conducts training programs on environmental impact and sustainability to inculcate awareness among suppliers.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. [GRI 308-1, GRI 308-2]**

   The Company has initiated environmental impact assessment in FY24 through on-site ESG Audits and continued these in FY25 as well assessing 432 suppliers which covers 55.5% of suppliers by value. In FY25 alone, the Company audited 215 suppliers, which account for 32.9% of total spend. So far, out of these assessed suppliers, not a single supplier has been identified which has significant adverse impact on the environment. Further, in FY26, the Company will expand its scope and conduct more audits.

8. **a. Green credits generated or procured by the entity**

   None

   **b. Green credits generated or procured by top ten value chain partners (in terms of value of purchases and sales respectively)**

   None

## PRINCIPLE 7

### BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

### ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   5

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to. [GRI 2-28]**

| S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/ National) |
|---|---|---|
| 1 | The Associated Chambers of Commerce and Industry of India (ASSOCHAM) | National |
| 2 | Bombay Chamber of Commerce and Industry (BCCI) | State |
| 3 | Confederation of Indian Industry (CII) | National |
| 4 | Federation of Indian Chambers of Commerce & Industry (FICCI) | National |
| 5 | Society of Indian Automobile Manufacturers (SIAM) | National |

2. **Details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities. [GRI 206-1, GRI 3-3]**

| Name of authority | Brief of the case | Corrective action taken |
|---|---|---|
| NA | NA | NA |



### LEADERSHIP INDICATORS

1. **Details of public policy positions advocated by the entity [GRI 2-28, GRI 415]:**

   The Company pursues an active Public Affairs agenda by engaging with a range of stakeholders across Government, Think Tanks, Climate Organizations, Trade Associations and Diplomatic Consulates to communicate its corporate position, address policy related issues that are relevant to its strategy and help build thought leadership.

| S. No. | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others - please specify) | Web Link, if available |
|---|---|---|---|---|---|
| 1. | The Company engages with a range of stakeholders across Government, Think Tanks, Climate Organizations, Trade Associations and Diplomatic Consulates, to communicate its corporate position, provide feedback and address policy related issues relevant to its businesses. The Company's approach is guided by its Code of Conduct which requires maintaining ethical business standards, anti-bribery, and anti-corruption. Only authorised personnel can engage in commenting on political process or in policy debate. | Membership of leading industry associations such as CII, FICCI and ASSOCHAM and industry bodies such as SIAM; active participation in relevant Committees and Roundtables, stakeholder consultation and providing verbal and written proposals to Central and State Government departments. The Company operates with the principle of co-operating with Government, Chambers of Commerce and Trade Associations in matters concerning the industry, to promote, protect and enhance the Company's business interests. | No | NA | NA |

## PRINCIPLE 8

### BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

### ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year. [GRI 413-1, GRI 203-1]**

| Name and brief details of project | SIA notification No. | Date of notification | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes / No) | Relevant Web Link |
|---|---|---|---|---|---|
| NA | NA | NA | NA | NA | NA |

The Company did not start any greenfield project in the reporting year, and hence, no social impact assessments of projects undertaken by the entity were required to be conducted as per applicable laws.

2. **Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity [GRI 413-1, GRI 413-2]:**

| S. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In INR) |
|---|---|---|---|---|---|---|
| NA | NA | NA | NA | NA | NA | NA |

The Company did not start any greenfield project in the reporting year, and hence, no community group was rehabilitated and resettled for any project. Therefore, the question is not applicable.

**3. Describe the mechanisms to receive and redress grievances of the community [GRI 3-3, GRI 2-25, GRI 413-1]**

The Company has established a formal grievance redressal mechanism at each of its plant locations to ensure timely and effective resolution of concerns raised by the local community. A grievance register is maintained at the plant entrance gates, where community members can directly record their grievances.

Once a grievance is received, it is addressed in accordance with a defined escalation matrix, which typically includes the Plant Operations Head and the Human Resources Team, depending on the nature of the issue. The grievance is first assessed and resolved at the local plant level, ensuring quick and contextual redressal.

In cases where resolution at the plant level is not feasible or requires further intervention, the grievance is escalated to higher management levels as required. This structured approach enables transparency, accountability, and responsiveness to the concerns of the community.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers [GRI 204-1]:**

| | FY25 | FY24 |
|---|---|---|
| Directly sourced from MSMEs/ small producers | 12% | 10% |
| Directly from within India | 88% | 84% |

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations as % of total wage cost**

| Location | FY25 | FY24 |
|---|---|---|
| Rural | 0.5% | 0.47% |
| Semi-urban | 23.4% | 21.14% |
| Urban | 8.5% | 8.48% |
| Metropolitan | 67.6% | 69.91% |

(Location categorized as per RBI Classification System – rural/ semi-urban/ urban/ metropolitan)

**LEADERSHIP INDICATORS**

**1. Details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above) [GRI 3-3, GRI 413-1, GRI 203-1]:**

| Details of negative social impact identified | Corrective action taken |
|---|---|
| NA | NA |

The Company did not start any greenfield project in the reporting year, and hence, no social impact assessments of projects undertaken by the entity were required to be conducted as per applicable laws.

**2. Information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies [GRI 413-1, GRI 203-1]:**

| S. No. | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| 1 | Andhra Pradesh | Y.S.R.Kadapa, Alluri Sitharamaraju | 6,77,62,459.74 |
| 2 | Assam | Barpeta, Dhubri, Baksa, Goalpara | 5,71,221.89 |
| 3 | Bihar | Araria, Aurangabad, Begusarai, Jamui, Khagaria, Muzaffarpur, Purnea, Sheikhpura, Sitamarhi, Gaya, Katihar, Banka, Nawada | 23,49,842.59 |
| 4 | Chhattisgarh | Korba, Mahasamund, Kondagaon | 34,003.58 |
| 5 | Gujarat | Dahod | 2,48,026.06 |
| 6 | Jammu & Kashmir | Baramula, Kupwara | 30,22,573.34 |
| 7 | Jharkhand | Bokaro, Dumka, Purbi Singhbhum, Garhwa, Giridh, Gumla, Latehar, Ramgarh, Ranchi, Simdega, Pashchimi Singhbhum, Palamu, Hazaribag, Sahibganj, Chatra | 25,34,345.80 |



| S. No. | State | Aspirational District | Amount spent (In INR) |
|---|---|---|---|
| 8 | Karnataka | Raichur, Yadgir | 12,39,236.33 |
| 9 | Kerala | Wayanad | 59,407.44 |
| 10 | Madhya Pradesh | Chhatarpur, Damoh, Khandwa, Rajgarh, Guna | 2,52,443.08 |
| 11 | Maharashtra | Gadchiroli, Nandurbar, Osmanabad, Washim | 11,26,551.44 |
| 12 | Odisha | Balangir, Dhenkanal, Kalahandi,Koraput, Malkangiri, Rayagada, Nuapada, Gajapati, Nabarangapur | 16,70,182.03 |
| 13 | Punjab | Ferozepur, Moga | 1,65,19,085.41 |
| 14 | Rajasthan | Karauli, Sirohi, Baran, Jaisalmer | 89,242.35 |
| 15 | Tamil Nadu | Ramanathapuram, Virudhunagar | 35,39,512.19 |
| 16 | Telangana | Bhadradri-Kothagudem | 2,69,261.68 |
| 17 | Uttar Pradesh | Chitrakoot, Shravasti, Bahraich, Fatehpur, Sonbhadra | 3,33,76,885.59 |
| 18 | Uttarakhand | Udham Singh Nagar, Haridwar | 1,04,35,194.91 |

**3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

NA

**(b) From which marginalized /vulnerable groups do you procure?**

NA

**(c) What percentage of total procurement (by value) does it constitute?**

NA

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge [GRI 201-1]:**

| S. No. | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|---|---|---|---|---|
| - | NA | NA | NA | NA |

Not Applicable since the Company does not own and has not acquired any intellectual property based on traditional knowledge.

**5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. [GRI 3-3]**

| Name of authority | Brief of the Case | Corrective action taken |
|---|---|---|
| NA | NA | NA |

Not Applicable since the Company does not own and has not acquired any intellectual property based on traditional knowledge.

**6. Details of beneficiaries of CSR Projects [GRI 413-1, GRI 203-1]:**

| S. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|---|---|---|---|
| 1 | Kaabil-Women empowerment through Mahindra Pride Project | 80,222 | 71 |
| 2 | Kaabil-Women empowerment in Apparel Sector | 4,100 | 69 |
| 3 | Kaabil-Women empowerment in Health Care/ Retail and EET | 12,526 | 49 |
| 4 | Women empowerment through Farm Skilling Project | 50,000 | 78 |
| 5 | ITI Auto Skills Project- Centum | 4,208 | 99 |
| 6 | ITI Auto Skills Project-LBS | 3,206 | 79 |

| S. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized groups |
|---|---|---|---|
| 7 | Swaraj Jal Samriddhi - Water Management Project (MP) | 7,700 | 95 |
| 8 | AD Igatpuri Jal Samriddhi - Water Management Project | 7,633 | 95 |
| 9 | Swaraj Jal Samriddhi - Water Management Project (Rajasthan) | 6,597 | 96 |
| 10 | Swaraj Jal Samriddhi - Water Management Project (Mohali) | 6,092 | 46 |
| 11 | Swaraj Gyandeep - Promotion of Education Project | 5,555 | 34 |
| 12 | AD Chakan Engine Ekakrit Vikas - Integrated Development Project | 3,837 | 60 |
| 13 | AD KCO Jal Samriddhi - Water Management Project (Rajasthan) | 3,725 | 86 |
| 14 | AD Nashik 1 Jal Samriddhi - Water Management Project | 3,715 | 100 |
| 15 | AD Chakan Jal Samriddhi - Water Management Project | 2,860 | 42 |
| 16 | Swaraj Prerna - Women Empowerment Project | 2,033 | 79 |
| 17 | FD Zaheerabad Ekakrit Vikas - Integrated Development Project | 1,875 | 97 |
| 18 | FD Kandivali Gyandeep - Promotion of Education Project | 1,723 | 22 |
| 19 | MRV Jal Samriddhi - Water Management Project | 1,651 | 58 |
| 20 | AD Nashik 2 Jal Samriddhi - Water Management Project | 1,317 | 100 |
| 21 | AD Haridwar Ekakrit Vikas - Integrated Development Project | 1,233 | 95 |
| 22 | AD Zaheerabad Ekakrit Vikas - Integrated Development Project | 1,060 | 85 |

## PRINCIPLE 9

**BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER**

**ESSENTIAL INDICATORS**

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback. [GRI 2-25, GRI 2-29]**

   The Mahindra Relationships Center (MRC) manages Toll free numbers, Social Media Platforms and an email address through which consumer can raise their complaints.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about [GRI 417-1]:**

| | As a percentage to total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 100.00 |
| Safe and responsible usage | 100.00 |
| Recycling and/or safe disposal | 100.00 |

3. **Number of consumer complaints in respect of the following [GRI 418-1]:**

| | FY25 | | | FY24 | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | 0 | 0 | NA | 0 | 0 | NA |
| Advertising | 0 | 0 | NA | 0 | 0 | NA |
| Cyber-security | 0 | 0 | NA | 0 | 0 | NA |
| Delivery of essential services | 0 | 0 | NA | 0 | 0 | NA |
| Restrictive Trade Practices | 0 | 0 | NA | 0 | 0 | NA |
| Unfair Trade Practices | 0 | 0 | NA | 0 | 0 | NA |
| Other (Customer Complaints) | 83,288 | 1,463 | - | 83,742 | 3,199 | - |



4. **Details of instances of product recalls on account of safety issues [GRI 416-2]:**

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | 0 | NA |
| Forced recalls | 0 | NA |

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. [GRI 2-23, GRI 3-3, GRI 418]**

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

6. **Details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. [GRI 3-3]**

   Not Applicable

7. **Provide the following information relating to data breaches [GRI 418-1]:**

   a. **Number of instances of data breaches**

      Nil

   b. **Percentage of data breaches involving personally identifiable information of customers**

      NA

   c. **Impact, if any, of the data breaches**

      NA

**LEADERSHIP INDICATORS**

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available). [GRI 2-6]**

   Information on products and services of the Company can be accessed through: https://www.mahindra.com/mahindra-services-and-businesses

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services. [GRI 417, GRI 3-3]**

   An owner's manual is made and is available for every product. This manual is shared with the customer at the time of delivery, which gives the customer all the relevant information for responsible usage of the product. In the case of Tractors, the installation is done at the customers' site wherein the customer is made aware of routine maintenance, Do's & Don'ts along with an explanation of the Warranty & Service policy.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not Applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable) If yes, provide details in brief. [GRI 417-1]**

   Yes, product information is displayed over and above the requirements mandated by local laws. An owner's manual is created and made available for each product. This manual is provided to the customer at the time of delivery, offering comprehensive guidance for responsible product usage. Specifically, for tractors, installation takes place at the customer's site, where they are briefed on routine maintenance, important Do's and Don'ts, and given a detailed explanation of the Warranty and Service policies.

   **Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes

# INDEPENDENT ASSURANCE STATEMENT

**To,**
**The Board of Directors,**
**Mahindra & Mahindra Limited**
**Mumbai, India**

Mahindra & Mahindra Limited (Corporate Identity Number L65990MH1945PLC004558, hereafter referred to as M&M Ltd or 'the Company') has commissioned DNV Business Assurance India Private Limited ('DNV', 'us' or 'we') to undertake an independent assurance of the Company's disclosures in its Business Responsibility and Sustainability Report (hereafter referred to as 'BRSR') for the period 2024-25. The disclosures include the BRSR Core attributes as per Annexure 17A of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024.

## Scope of Work and Boundary

The scope of our engagement includes a reasonable level of assurance of the '9 BRSR Core Attributes' for the Financial Year (FY) 2024-25.

Boundary for the assessment covers the performance of M&M Ltd's operations in India that fall under the direct operational control of the Company's Legal structure. Based on the agreed scope with the Company, the boundary of reasonable assurance covers the operations of M&M Ltd across all locations in India for BRSR core attributes 5-9. For BRSR core attributes 1-4, the boundary is 22 manufacturing plants located India, corporate office & area office.

## Reporting Criteria and Standards

The disclosures have been prepared by M&M Ltd in reference to:

- Industry Standard on Reporting of BRSR Core, Circular No.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated Dec 20, 2024.
- BRSR Core (Annexure 17A) and BRSR reporting guidelines (Annexure 16) as per Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024 and,
- The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard.

## Assurance Methodology/Standard and Level of Assurance

This assurance engagement has been carried out in accordance with DNV's VeriSustain™ protocol, V6.0, which is based on our professional experience and international assurance practice, and the international standard in Assurance Engagements, ISAE 3000 (revised) - Assurance Engagements other than Audits or Reviews of Historical Financial Information. DNV's VeriSustain™ Protocol, V6.0 has been developed in accordance with the most widely accepted reporting and assurance standards.

## Responsibility of the Company

M&M Ltd has the sole responsibility for the preparation of the BRSR and is responsible for all information disclosed in the BRSR Core attributes. The company is responsible for maintaining processes and procedures for collecting, analyzing and reporting the information and also, ensuring the quality and consistency of the information presented in the Report. M&M Ltd is also responsible for ensuring the maintenance and integrity of its website and any referenced BRSR disclosures on their website.

## DNV's Responsibility

In performing this assurance work, DNV's responsibility is to the Management of the Company; however, this statement represents our independent opinion and is intended to inform the outcome of the assurance to the stakeholders of the Company. DNV disclaims any liability or co-responsibility for any decision a person or entity would make based on this assurance statement.

## Inherent Limitations

DNV's assurance engagement assume that the data and information provided by the Company to us as part of our review have been provided in good faith, is true, complete, sufficient, and authentic, and is free from material misstatements. The assurance scope has the following limitations:

- The assurance engagement considers an uncertainty of ±5% based on materiality threshold for estimation/measurement errors and omissions.
- DNV has not been involved in evaluation or assessment of any financial data/performance of the company. DNV opinion on specific BRSR Core indicators (for total revenue from operations; Principle 3, Question 1(c) of Essential Indicators for Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company; Principle 8, Question 4 of Essential Indicators, Principle 1, Question 8 of Essential Indicators and Principle 1, Question 9 of Essential Indicators) relies on the third party audited financial reports of the Company. DNV does not take any responsibility of the financial data reported in the audited financial reports of the Company.
- The assessment is limited to data and information within the defined Reporting Period. Any data outside this period is not considered within the scope of assurance.
- Data outside the operations specified in the assurance boundary is excluded from the assurance, unless explicitly mentioned otherwise in this statement.
- The assurance does not cover the Company's statements that express opinions, claims, beliefs, aspirations, expectations, aims, or future intentions. Additionally, assertions related to Intellectual Property Rights and other competitive issues are beyond the scope of this assurance.
- The assessment does not include a review of the Company's strategy or other related linkages expressed in the Report. These aspects are not within the scope of the assurance engagement.
- The assurance does not extend to mapping the Report with reporting frameworks other than those specifically mentioned. Any assessments or comparisons with frameworks beyond the specified ones are not considered in this engagement.
- Aspects of the Report that fall outside the mentioned scope and boundary are not subject to assurance. The assessment is limited to the defined parameters.
- The assurance engagement does not include a review of legal compliances. Compliance with legal requirements is not within the scope of this assurance, and the Company is responsible for ensuring adherence to relevant laws.

## Basis of our conclusion

As part of the assurance process, a multi-disciplinary team of assurance specialists performed assurance work for selected sites of M&M Ltd. We carried out the following activities:

- Reviewed the disclosures under BRSR Core, encompassing the framework for assurance consisting of a set of Key Performance Indicators (KPIs) under 9 ESG attributes. The Industry Standard on Reporting of BRSR Core used a basis of reasonable level of assurance.
- Evaluation of the design and implementation of key systems, processes and controls for collecting, managing and reporting the BRSR Core indicators. Assessment of operational control and reporting boundaries.
- Seek extensive evidence across all relevant areas, ensuring a detailed examination of BRSR Core indicators. Engaged directly with stakeholders to gather insights and corroborative evidence for each disclosed indicator.
- DNV audit team conducted on-site audits for data testing and to assess the uniformity in reporting processes and, quality checks at different locations of the Company. Sites for data testing and reporting system checks were selected based on the percentage contribution each site makes to the reported indicator, complexity of operations at each location (high/low/medium) and reporting system within the organization. Sites selected for audits are listed in Annexure II.
- Interviews with selected senior managers responsible for management of disclosures and review of selected evidence to support environmental KPIs and metrics disclosed the Report. We were free to choose interviewees and interviewed those with overall responsibility of monitoring, data collation and reporting the selected indicators.
- Verification of the consolidated reported performance disclosures in context to the Principle of Completeness as per VeriSustain™ Protocol, V6.0 for reasonable level of assurance for the disclosures.

## Our Conclusion:

Based on our review and procedures followed for a reasonable level of assurance, DNV is of the opinion that, in all material aspects, the BRSR Core Key Performance Indicators (KPIs) under 9 ESG attributes (as listed in Annexure I of this statement) for FY 2024-25 are reported in accordance with reporting requirements outlined in Industry Standard on Reporting of BRSR Core.

## Our competence, and Independence

DNV applies its own management standards and compliance policies for quality control, which are based on the principles enclosed within ISO/IEC 17029:2019- Conformity Assessment - General principles and requirements for validation and verification bodies and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements. DNV has complied with the Code of Conduct during the assurance engagement. DNV's established policies and procedures are designed to ensure that DNV, its personnel and, where applicable, others are subject to independence requirements (including personnel of other entities of DNV) and maintain independence where required by relevant ethical requirements.

This engagement work was carried out by an independent team of sustainability assurance professionals. During the reporting period i.e. FY 2024-25, DNV, to the best of its knowledge, was not involved in any non-audit/non-assurance work with the Company and its Group entities which could lead to any Conflict of Interest. DNV was not involved in the preparation of any statements or data included in the Report except for this Assurance Statement. DNV maintains complete impartiality toward stakeholders interviewed during the assurance process.

## Use and distribution of Assurance statement

This assurance statement, including our conclusion has been prepared solely for the exclusive use and benefit of management of the company and solely for the purpose for which it is provided. To the fullest extent permitted by law, DNV does not assume responsibility to anyone other than company for DNV's work or this assurance statement. We have not performed any work, and do not express any conclusion, on any other information that may be published outside of the Report and/or on Company's website for the current reporting period.

The use of this assurance statement shall be governed by the terms and conditions of the contract between DNV and M&M Ltd. DNV does not accept any liability if this assurance statement is used for any purpose other than its intended use, nor does it accept liability to any third party in respect of this assurance statement.

For DNV Business Assurance India Private Limited,

**Ankita Parab**
Lead Verifier

**Anjana Sharma**
Assurance Reviewer

**Assurance Team:**
Roshni Sarage
Suraiya Rahman
Deepak Kumar

*13th June, 2025 Mumbai, India*



## ANNEXURE I

**BRSR Core Verified Data- for reasonable level of assurance**

| Sr. No. | Attribute | BRSR Core Parameter | Unit | Verified Value for FY 2024-25 |
|---|---|---|---|---|
| 1 | Green-house gas (GHG) footprint Greenhouse gas emissions may be measured in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard* | Total Scope 1 emissions | MT of $CO_{2e}$ | 67,829 |
| | | Total Scope 2 emissions | MT of $CO_{2e}$ | 249,830 |
| | | Total Scope 1 and Scope 2 emission intensity per rupee of turnover | MT $CO_{2e}$/ Revenue from operations in ₹ Cr | 2.73 |
| | | Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) | MT $CO_{2e}$/ Revenue from operations in ₹ Cr adjusted to PPP | 56.34 |
| | | Total Scope 1 and Scope 2 emission intensity in terms of physical output | MT $CO_{2e}$/Equivalent vehicles (Auto Sector) | 0.101 |
| | | | MT $CO_{2e}$/Equivalent number of tractors manufactured (Farm Sector) | 0.163 |
| | | | MT $CO_{2e}$/Tonnes of packaging (Spares Business Unit) | 0.107 |
| 2 | Water footprint | Total water consumption | KL | 2,880,263 |
| | | Water consumption intensity | KL/ Revenue from operations in ₹ Cr | 24.73 |
| | | | KL / Revenue from operations in ₹ Cr. adjusted for PPP | 510.85 |
| | | Water intensity in terms of physical output | Total water consumption in kilolitres/ Equivalent vehicles (Auto Sector) | 1.011 |
| | | | Total water consumption in kilolitres/ Equivalent number of tractors manufactured (Farm Sector) | 0.689 |
| | | | Total water consumption in kilolitres/ Equivalent vehicles (Spares Business Units) | 4.158 |
| | | Water Discharge by destination and levels of Treatment-Tertiary Treatment, through effluent treatment plant | KL | 30,248 |

| Sr. No. | Attribute | BRSR Core Parameter | Unit | Verified Value for FY 2024-25 |
|---|---|---|---|---|
| 3 | Energy footprint | Total energy consumed | Giga Joules (GJ) | 2,878,986 |
| | | % of energy consumed from renewable sources | In % terms | 18.47 |
| | | Energy intensity | GJ/ Revenue from operations in ₹ Cr | 24.72 |
| | | | GJ/ Revenue from operations in ₹ Cr. adjusted for PPP | 510.63 |
| | | | GJ/Equivalent vehicles (Auto Sector) | 1.117 |
| | | | GJ/Equivalent number of tractors manufactured (Farm Sector) | 1.146 |
| | | | GJ/Tonnes of packaging (Spares Business Units) | 1.217 |
| 4 | Embracing circularity - details related to waste management by the entity | Plastic waste (A) | MT | 8,067 |
| | | E-waste (B) | MT | 288 |
| | | Bio-medical waste (C) | MT | 0.225 |
| | | Construction and demolition waste (D) | MT | 411 |
| | | Battery waste (E) | MT | 228 |
| | | Radioactive waste (F) | MT | 0 |
| | | Hazardous waste (G) | | |
| | | Paint sludge | MT | 1,726 |
| | | Phosphate sludge | MT | 219 |
| | | ETP Sludge | MT | 1,437 |
| | | Other (Oil, oil-soaked waste, grinding mud, hazardous waste containers etc.) | MT | 6,644 |
| | | Non-hazardous waste (H) | | |
| | | Foundry sand | MT | 63,912 |
| | | Metal scrap (Aluminum, Material Steel, Copper, Steel etc) | MT | 83,771 |
| | | Other (Cardboard, wood, food waste etc.) | MT | 28,959 |
| | | Total (A+B + C + D + E + F + G+ H) | MT | 1,95,663 |
| | | Waste intensity per rupee of turnover from operations | MT/ Revenue from operations in ₹ Cr. | 1.68 |
| | | Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) | MT / Revenue from operations in ₹ Cr. adjusted for PPP | 34.70 |
| | | Waste intensity | Total waste generated in MT/ Equivalent vehicles (Auto Sector) | 73.79 |
| | | | Total waste generated in MT / Equivalent number of tractors manufactured (Farm Sector) | 110.58 |
| | | | Total waste generated in MT / Tonnes of packaging (Spares Business Units) | 225.26 |

| Sr. No. | Attribute | BRSR Core Parameter | Unit | Verified Value for FY 2024-25 |
|---|---|---|---|---|
| | | Total waste recovered through recycling, re-using or other recovery operations | | |
| | | (i) Recycled | MT | 1,26,113 |
| | | (ii) Re-used | MT | 1,706 |
| | | (iii) Other recovery | MT | 1,929 |
| | | Total | MT | 1,29,748 |
| | | Total waste disposed by nature of disposal method | | |
| | | (i) Incineration | MT | 1,998 |
| | | (ii) Landfilling | MT | 63,917 |
| | | (iii) Other disposal options | MT | 0 |
| | | Total | MT | 65,915 |
| 5 | Enhancing Employee Wellbeing and Safety | Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company (Excluding Workers) | In % terms | 0.34 |
| | | Details of safety related incidents for employees and workers (including contract-workforce e.g. workers in the company's construction sites) | Number of Permanent Disabilities | Employees – 0<br>Workers- 0 |
| | | | Total recordable work-related injuries | Employees – 0<br>Workers- 9 |
| | | | Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees – 0<br>Workers- 0.09 |
| | | | No. of fatalities | Employees – 0<br>Workers- 0 |
| 6 | Enabling Gender Diversity in Business | Gross wages paid to females as % of wages paid | In % terms | 8.05 |
| | | Complaints on POSH | Total Complaints on Sexual Harassment (POSH) reported | 22 |
| | | | Complaints on POSH as a % of female employees / workers | 0.26 |
| | | | Complaints on POSH upheld | 12 |

| Sr. No. | Attribute | BRSR Core Parameter | Unit | Verified Value for FY 2024-25 |
|---|---|---|---|---|
| 7 | Enabling Inclusive Development | Input material sourced from following sources as % of total purchases -and from within India | Directly sourced from MSMEs/ small producers (In % terms - As % of total purchases by value) | 12 |
| | | | Directly sourced from within India | 88 |
| | | Job creation in smaller towns - Wages paid to persons employed in smaller towns (permanent or non- permanent /on contract) as % of total wage cost | Location | |
| | | | Rural | 0.5 |
| | | | Semi-urban | 23.4 |
| | | | Urban | 8.5 |
| | | | Metropolitan | 67.6 |
| 8 | Fairness in Engaging with Customers and Suppliers | Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events | In % terms | Nil |
| | | Number of days of accounts payable | (Accounts payable *365) / Cost of goods/ services procured | 99 |
| 9 | Open-ness of business | Concentration of purchases & sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties | Purchases from trading houses as % of total purchases | 0.04 |
| | | | Number of trading houses where purchases are made from | 11 |
| | | | Purchases from top 10 trading houses as % of total purchases from trading houses | 99.5 |
| | | | Sales to dealers / distributors as % of total sales | 99.09 |
| | | | Number of dealers / distributors to whom sales are made | 3,695 |
| | | | Sales to top 10 dealers / distributors as % of total sales to dealers / distributors | 23.11 |
| | | | Share of RPTs (as respective %age) in | |
| | | | Purchases | 10.5 |
| | | | Sales | 7.7 |
| | | | Loans & advances | 110.9 |
| | | | Investments | 8.5 |

Note:

** Calculation of Scope 1 GHG emissions are based on conversion factors, emission factors considered in 2006 IPCC Guidelines for National Greenhouse Gas Inventories, IPCC sixth assessment report. Scope 2 GHG emissions for Indian operations are calculated based on the Grid Electricity EF - Central Electricity Authority, Govt. of India, $CO_2$ baseline database for Indian Power Sector, version 20, December 2024 EF considered (including RES & Captive power injection into grid) is 0.727 kg$CO_2$ per kWh.*



# ANNEXURE II

**Sites selected for audits**

| S.no | Site | Location |
|---|---|---|
| 1. | Corporate Office | Mumbai, Maharashtra |
| 2. | Manufacturing plants- on-site | Zaheerabad, Telangana- Automotive sector & Farm division |
| | | Jaipur, Rajasthan- Spare business unit |
| | | Nashik-1, Maharashtra- Automotive Sector |
| | | Swaraj Foundry, Chandigarh, Punjab |
| | | Swaraj Plant, Mohali, Punjab |

## Financial Position at a Glance

*Rupees crores*

| | 2025 | 2024 | 2023 | 2022 | 2021 | 2020 | 2019 | 2018 | 2017 | 2016 |
|---|---|---|---|---|---|---|---|---|---|---|
| Property, Plant and Equipment and Intangible Assets | 23,556 | 21,568 | 19,761 | 20,167 | 18,137 | 14,404 | 12,502 | 10,988 | 9,811 | 9,158 |
| Investments | 35,468 | 29,207 | 27,087 | 24,204 | 21,783 | 19,938 | 22,016 | 20,583 | 17,908 | 13,547 |
| Inventories | 10,333 | 9,718 | 8,881 | 5,970 | 4,783 | 3,401 | 3,839 | 2,702 | 2,758 | 2,688 |
| Trade Receivable/ Debtors | 5,726 | 4,568 | 4,042 | 3,039 | 2,203 | 2,999 | 3,946 | 3,173 | 2,939 | 2,512 |
| Other Non Current/ Current Assets | 24,566 | 18,648 | 16,009 | 13,226 | 14,659 | 9,760 | 10,394 | 10,001 | 6,297 | 7,594 |
| Borrowings and Lease liabilities | 1,682 | 2,051 | 5,026 | 6,743 | 7,786 | 2,932 | 2,480 | 2,864 | 2,773 | 1,844 |
| Non Current/Current Liabilities and Provisions | 34,719 | 27,804 | 25,927 | 19,903 | 17,378 | 11,694 | 15,373 | 14,011 | 10,409 | 10,773 |
| Deferred Tax Liabilities/(Assets) (Net) | 1,663 | 1,563 | 1,470 | 1,762 | 1,450 | 1,408 | 634 | 277 | (255) | 460 |
| Equity Capital | 600 | 600 | 599 | 598 | 597 | 597 | 596 | 595 | 297 | 296 |
| Other Equity | 60,985 | 51,692 | 42,758 | 37,600 | 34,354 | 33,871 | 33,613 | 29,699 | 26,489 | 22,127 |
| Net Worth | 61,585 | 52,291 | 43,357 | 38,198 | 34,951 | 34,468 | 34,209 | 30,294 | 26,786 | 22,423 |
| Book Value Per Share (Rupees) | 512.87 | 436.03 | 361.87 | 319.22 | 292.53 | 288.91 | 287.09 | + 254.59 | 451.23 | 378.36 |

+ Book Value Per Share is adjusted for Bonus Shares alloted in the ratio of 1:1 during December 2017.



## Summary of Operations

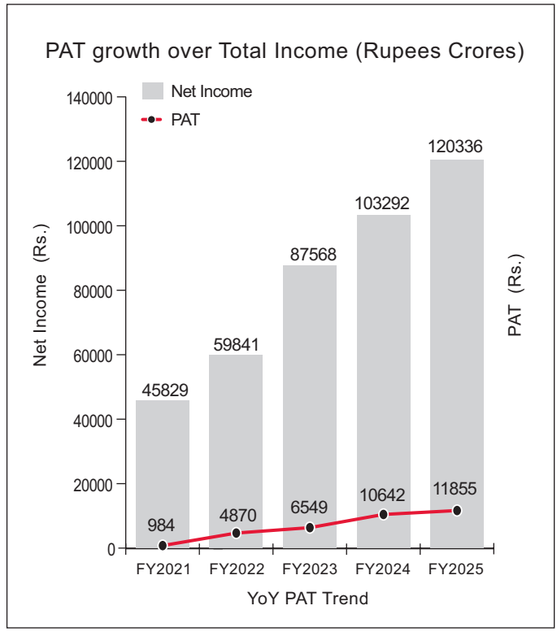
*Rupees crores*

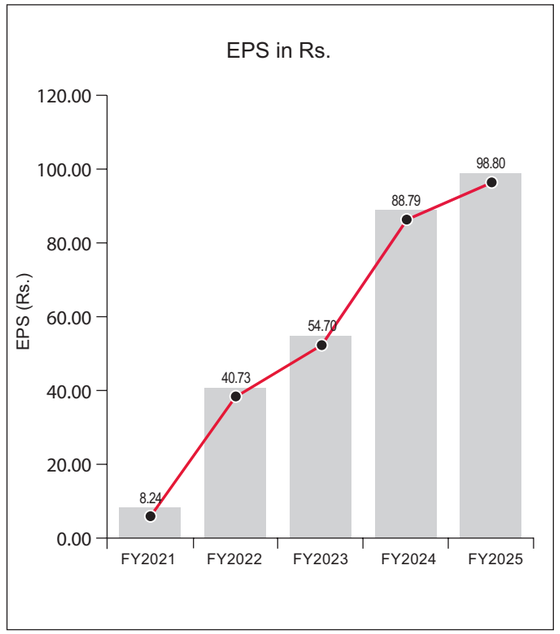
| | As per Ind AS and Schedule III of the Companies Act, 2013 | | | | | | | | | As per previous GAAP and Schedule III of the Companies Act, 2013 |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2025 | 2024 | 2023 | 2022 | 2021 | 2020 | 2019 | 2018 | 2017 | 2016 |
| Total Income | 1,20,336 | 1,03,292 | 87,568 | 59,841 | 45,829 | 47,156 | 55,303 | 50,481 | 48,729 | 44,489 |
| Materials | 86,340 | 73,995 | 64,558 | 42,560 | 30,177 | 31,633 | 38,256 | 34,135 | 32,081 | 29,516 |
| Excise Duty | - | - | - | - | - | - | - | 759 | 3,330 | 2,764 |
| Employee Benefits Expense | 4,881 | 4,463 | 3,650 | 3,330 | 3,252 | 2,880 | 2,980 | 2,841 | 2,714 | 2,349 |
| Finance Costs/Interest | 250 | 140 | 273 | 226 | 396 | 113 | 113 | 112 | 160 | 186 |
| Depreciation, amortisation and impairment expense | 4,227 | 3,488 | 3,154 | 2,498 | 2,370 | 2,223 | 1,860 | 1,479 | 1,526 | 1,068 |
| Loss from investment related to subsidiaries, associates and joint ventures | 848 | 253 | 63 | - | - | - | - | - | - | - |
| Other Expenses | 8,140 | 7,494 | 6,310 | 4,869 | 4,244 | 5,177 | 5,738 | 5,487 | 4,743 | 4,390 |
| Exceptional items | - | - | (1,430) | (209) | (3,087) | (2,014) | (30) | 434 | 548 | 69 |
| Profit before tax for the year | 15,650 | 13,458 | 8,131 | 6,148 | 2,303 | 3,116 | 6,325 | 6102 | 4723 | 4,284 |
| Tax for the year | 3,795 | 2,815 | 1,582 | 1,278 | 1,319 | 1,785 | 1,529 | 1,746 | 1,080 | 1,080 |
| Balance profit | 11,855 | 10,642 | 6,549 | 4,870 | 984 | 1,331 | 4,796 | 4,356 | 3,643 | 3,205 |
| Dividend (including tax thereon) | #3,146 | 2,624 | 2,021 | 1,436 | 1,088 | 292 | 1,187 | 1,055 | 925 | 841 |
| Equity Dividend (%) | 506 | 422 | 325 | 231 | 175 | 47 | 170 | 150 | 260 | 240 |
| Earnings Per Share (Rupees) ^ | 98.80 | 88.79 | 54.70 | 40.73 | 8.24 | 11.16 | 40.29 | 36.64 | 30.69 | 26.52 |
| Vehicles produced/purchased (Units) | 8,37,917 | 7,99,047 | 7,02,407 | 4,52,203 | 3,51,619 | 4,66,253 | 6,18,412 | 5,46,974 | 4,99,117 | 4,96,859 |
| Vehicles sold (Units) | 8,46,661 | 7,80,475 | 6,98,456 | 4,65,601 | 3,48,621 | 4,71,141 | 6,07,548 | 5,48,508 | 5,06,624 | 4,94,096 |
| Tractors produced (Units) | 4,26,446 | 3,71,936 | 4,15,832 | 3,55,299 | 3,49,262 | 2,95,126 | 3,35,519 | 3,15,759 | 2,72,308 | 2,17,383 |
| Tractors sold (Units) | 4,20,636 | 3,74,955 | 4,03,981 | 3,50,981 | 3,51,431 | 2,98,927 | 3,27,033 | 3,17,531 | 2,63,177 | 2,14,173 |

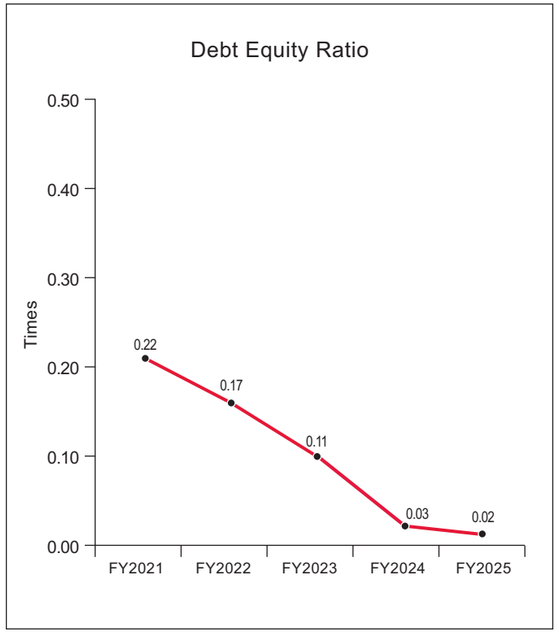
^ Adjusted for Bonus Shares alloted in the ratio of 1:1 during December 2017.

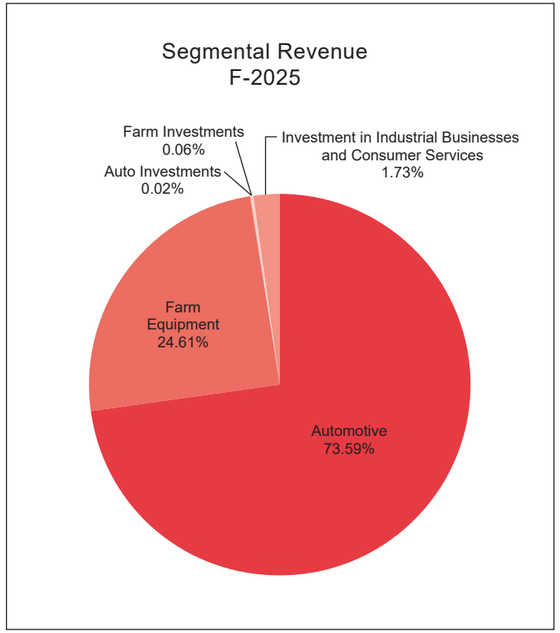
# Proposed Dividend

## Financial Highlights




# STANDALONE ACCOUNTS

# Independent Auditor's Report to the Members of Mahindra & Mahindra Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Mahindra & Mahindra Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Impairment assessment of certain long-term investments in subsidiaries, joint ventures and associates**

See Note 2(d)(iv) to standalone financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The Company has long-term investments in subsidiaries, joint ventures and associates (collectively "the investments") aggregating Rs. 22,378.60 crores as at 31 March 2025.<br><br>The Company records the investments at cost less any provision for impairment loss. Changes in business environment, including market or economic environment, geopolitical situations and general inflationary trends could have a significant impact on the valuation of certain investments. Investments where an indication based on these factors exists, are tested for impairment at the end of the reporting period.<br><br>The Company determines the recoverable value of such investments and compares it to its carrying amount to determine impairment loss. The recoverable value is determined basis following key assumptions:<br>• projected future cash inflows;<br>• expected growth rate; discount rate; terminal growth rate;<br>• comparison of price and market multiples<br><br>The recoverable amount, which is the higher of the market value or Value In Use (VIU) or fair value less costs of disposal of such investments (FVLCD), is estimated and the impairment loss, if any, is recognised in the statement of profit and loss and carrying amount of investments is reduced to its recoverable amount. The impairment test is considered to be a key audit matter considering the significant judgements required in determining the key assumptions. | Our audit procedures included:<br>• Assessed the design, implementation and operating effectiveness of key controls in respect of the Company's impairment assessment process, including the approval of forecasts and valuation models;<br>• Obtained an understanding of various external factors impacting the recoverable value of the respective investment as at the end of the reporting period;<br>• Involved valuation specialists, as applicable, to evaluate the appropriateness of the valuation models used, assumptions such as the discount rates used in VIU calculations and comparable companies considered in the FVLCD model;<br>• Tested the key VIU assumptions used in estimating future cash flows such as revenue, costs and growth rates by comparing these inputs with externally derived data, past performances, consistency with the Board approved investment plans and knowledge of the industry;<br>• Evaluated past performance where relevant, and assessed historical accuracy of the forecast produced by management; and<br>• Assessed the adequacy of disclosures on key judgements, assumptions and quantitative data with respect to impairment losses. |



**Impairment assessment of intangible assets under development in the Automotive cash generating unit (CGU)**

See Note 2(d)(iv) to standalone financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The Company has identified its Automotive business segment as a separate CGU ('Auto CGU'). The Company holds intangible assets under development and tests its Auto CGU for impairment at least annually.<br><br>For the purpose of the impairment test, the Company determines recoverable value of the Auto CGU which is the higher of Value In Use (VIU) or Fair Value Less Cost of Disposal (FVLCD). The recoverable value is dependent on certain assumptions and estimates of future performance and management's plans for continuation of the projects.<br><br>On discontinuing individual projects under development, an impairment loss relating to the specific project is recognised in the statement of profit and loss.<br><br>Changes in business environment, including market or economic environment, geopolitical situations and general inflationary trends could have a significant impact on the valuation of the Auto CGU and management's plan for specific projects under development. This annual impairment test is considered to be a key audit matter considering the significant judgements required in determining the key assumptions. | Our audit procedures included:<br>• Tested the design, implementation and operating effectiveness of key controls in respect of the Company's impairment assessment process, including the approval of forecasts and valuation models;<br>• Involved valuation specialists as applicable, to evaluate the appropriateness of the valuation models including assumptions such as the discount rates used in VIU calculations;<br>• Tested the key VIU assumptions used in estimating future cash flows such as revenue, costs, inflation and growth rates by comparing these inputs with past performances, consistency with the Board of Director's approved investment plans and knowledge of the industry;<br>• Evaluated past performance where relevant, and assessed historical accuracy of the forecast produced by management; and<br>• Evaluated the stage of development of the intangible assets under development, judgments used for expected probable economic benefits and associated expenditures, management plans for continuation of projects and their assessment of feasibility of the projects. |

## Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

## Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on 01 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

   f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 44 to the standalone financial statements.

   b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 39 to the standalone financial statements.

   c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   d. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 42 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

   (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

   e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

   As stated in Note 17 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

   f. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except that the audit trail was not enabled at the database level to log any direct data changes for accounting software used for maintaining the books of accounts till 05 July 2024.

   Further, where audit trail (edit log) facility was enabled and operated throughout the year for the accounting software, we did not come across any instance of the audit trail feature being tampered with. Additionally, except where audit trail was not enabled in the prior year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. 113156
ICAI UDIN: 25113156BMODKA5886

Place: Mumbai
Date: 05 May, 2025



# Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Mahindra & Mahindra Limited for the year ended 31 March 2025

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in three years. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any security or advance in nature of loans to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments, provided guarantee and granted unsecured loans, to companies and other parties in respect of which the requisite information is as below. The Company has not made investments, provided guarantees and granted loans in firms or limited liability partnership.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or stood guarantee to any other entity as below:

*Rs in crores*

| Particulars | Guarantees | Loans |
|---|---|---|
| Aggregate amount during the year | | |
| Subsidiaries* | - | 3,805 |
| Joint ventures* | - | 134 |
| Associates* | - | 50 |
| Others* | - | - |
| Balance outstanding as at balance sheet date | | |
| Subsidiaries* | - | 3,397 |
| Joint ventures* | - | 114 |
| Associates* | - | 50 |
| Others* | - | - |

*As per the Companies Act, 2013

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and guarantees provided during the year and the terms and conditions of the grant of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

| Name of the statute | Nature of the dues | Amount (Rs. In crores)* | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Income Tax | 29.15 | A.Y. 2007-2008, A.Y. 2009-2010, A.Y. 2012-2013, A.Y. 2016-2017, A.Y. 2018-2019, A.Y. 2019-2020, A.Y. 2020-2021, A.Y. 2021-2022 and A. Y. 2023-2024 | Assessing Officer |
| | | 3,151.34 | A.Y. 2014-2015, A.Y. 2016-2017, A.Y. 2017-2018, A.Y. 2018-2019, A.Y. 2020-2021, A.Y. 2021-2022 A.Y. 2022-2023 and A.Y. 2023-2024 | CIT(A) |
| | | 314.81 | A.Y. 2021-2022 | Income Tax Appellate Tribunal |



| Name of the statute | Nature of the dues | Amount (Rs. In crores)* | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Central Excise Act, 1944 | Duty of Excise | 0.27 | 2008-2013 | Appellate Authority-Commissioner |
| | | 200.50 | 1991, 2001, 2003-2005, 2006-2007, 2008-2016, and 2017-2019 | Appellate Authority-Tribunal |
| | | 12.59 | 2005-2016 | High Court |
| | | 1,905.77 | 2007-2017 | Supreme Court |
| Sales Tax and Value Added Tax | Sales Tax | 68.24 | 2007-2019 | Appellate Authority-Commissioner |
| | | 255.80 | 2007-2018 | Appellate Authority-Tribunal Level |
| | | 194.62 | 2004-2010 | High Court |
| Finance Act, 1994 | Service Tax | 47.42 | 2007-2013 and 2016-2018 | Appellate Authority-Tribunal |
| | | 2.55 | 2016-2017 | Appellate Authority-Commissioner |
| Customs Act, 1962 | Duty of Customs | 12.11 | 2012-2018 | Appellate Authority-Commissioner |
| | | 39.39 | 2007-2012 | Appellate Authority-Tribunal |
| GST Act, 2017 | Goods and Service Tax | 264.05 | 2017-2025 | Appellate Authority-Commissioner |
| | | 0.28 | 2017, 2019-2022 | Appellate Authority-Tribunal |
| | | 3.40 | 2017 | High Court |

* Net of amounts paid under protest (where applicable)

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC as part of the Group. The Group has four CICs as part of the Group

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Annual report is expected to be made available to us after the date of this auditor's report.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. 113156
ICAI UDIN: 25113156BMODKA5886

Place: Mumbai
Date: 05 May, 2025



# Annexure B to the Independent Auditor's Report on the standalone financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2025

## Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### Opinion

We have audited the internal financial controls with reference to financial statements of Mahindra & Mahindra Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No. 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. 113156
ICAI UDIN: 25113156BMODKA5886

Place: Mumbai
Date: 05 May, 2025

## Balance Sheet | as at 31st March, 2025

*Rupees crores*

| | Note No. | 2025 | 2024 |
|---|---|---|---|
| **I. ASSETS** | | | |
| **NON-CURRENT ASSETS** | | | |
| Property, plant and equipment | 4 | **15,961.68** | 13,988.97 |
| Capital work-in-progress | 5 | **1,763.19** | 1,852.54 |
| Goodwill | | **23.19** | 23.19 |
| Other Intangible assets | 6 | **3,666.43** | 3,792.41 |
| Intangible assets under development | 7 | **2,141.40** | 1,910.44 |
| Financial assets | | | |
| (i) Investments | 8 | **22,378.60** | 20,728.24 |
| (ii) Loans | 9 | **2,426.13** | 93.09 |
| (iii) Other financial assets | 10 | **1,576.48** | 3,235.24 |
| Income tax assets (net) | | **1,046.23** | 933.79 |
| Other non-current assets | 11 | **1,001.68** | 1,630.72 |
| | | **51,985.01** | 48,188.63 |
| **CURRENT ASSETS** | | | |
| Inventories | 12 | **10,333.34** | 9,718.04 |
| Financial assets | | | |
| (i) Investments | 8 | **13,089.45** | 8,478.90 |
| (ii) Trade receivables | 13 | **5,725.57** | 4,567.87 |
| (iii) Cash and cash equivalents | 14 | **1,264.39** | 1,876.03 |
| (iv) Bank balances other than cash and cash equivalents | 15 | **9,526.16** | 3,788.48 |
| (v) Loans | 9 | **1,169.49** | 2,378.99 |
| (vi) Other financial assets | 10 | **2,369.03** | 1,457.57 |
| Other current assets | 11 | **4,186.47** | 3,254.05 |
| | | **47,663.90** | 35,519.93 |
| **TOTAL ASSETS** | | **99,648.91** | 83,708.56 |
| **II. EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| Equity share capital | 16 | **600.39** | 599.62 |
| Other equity | | **60,984.71** | 51,691.56 |
| | | **61,585.10** | 52,291.18 |
| **LIABILITIES** | | | |
| **NON-CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 18 | **1,055.90** | 1,134.86 |
| (ii) Lease liabilities | | **390.49** | 337.47 |
| (iii) Other financial liabilities | 19 | **610.19** | 596.18 |
| Provisions | 20 | **1,425.74** | 1,193.05 |
| Deferred tax liabilities (net) | 21 | **1,662.88** | 1,563.12 |
| Other non-current liabilities | 22 | **838.82** | 651.02 |
| | | **5,984.02** | 5,475.70 |
| **CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 18 | **79.15** | 450.03 |
| (ii) Lease liabilities | | **156.25** | 128.30 |
| (iii) Trade payables | | | |
| (a) Total outstanding dues of Micro Enterprises and Small Enterprises | 23 | **536.38** | 223.80 |
| (b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises | 23 | **22,869.39** | 18,366.44 |
| (iv) Other financial liabilities | 19 | **1,879.70** | 1,524.32 |
| Other current liabilities | 22 | **5,152.40** | 4,194.50 |
| Provisions | 20 | **843.15** | 685.00 |
| Current tax liabilities (net) | | **563.37** | 369.29 |
| | | **32,079.79** | 25,941.68 |
| **TOTAL EQUITY AND LIABILITIES** | | **99,648.91** | 83,708.56 |

**The accompanying notes 1 to 48 are an integral part of the Financial Statements**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No: 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025



## Statement of Profit and Loss | for the year ended 31st March, 2025

*Rupees crores*

| | Note No. | 2025 | 2024 |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | 24 | **1,16,483.68** | 99,097.68 |
| Income from investments related to subsidiaries, associates and joint ventures | 25 | **2,140.85** | 2,238.09 |
| **Income from Operations** | | **1,18,624.53** | 1,01,335.77 |
| Other income | 26 | **1,711.87** | 1,956.08 |
| **Total income** | | **1,20,336.40** | 1,03,291.85 |
| **EXPENSES** | | | |
| Cost of materials consumed | 27 | **81,822.23** | 71,313.40 |
| Purchases of stock-in-trade | | **4,583.40** | 4,249.29 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 28 | **(65.54)** | (1,567.82) |
| Employee benefits expense | 29 | **4,881.48** | 4,463.19 |
| Finance costs | 30 | **250.47** | 140.48 |
| Depreciation, amortisation and impairment expense | 31 | **4,226.78** | 3,488.01 |
| Loss from investments related to subsidiaries, associates and joint ventures | 32 | **847.91** | 253.27 |
| Other expenses | 33 | **8,139.55** | 7,494.25 |
| **Total expenses** | | **1,04,686.28** | 89,834.07 |
| **Profit before tax** | | **15,650.12** | 13,457.78 |
| Tax expense | | | |
| Current tax | 21 | **3,678.11** | 2,777.39 |
| Deferred tax | 21 | **117.05** | 38.10 |
| **Profit for the year** | | **11,854.96** | 10,642.29 |
| **Other comprehensive income / (loss)** | | | |
| A. (i) Items that will not be reclassified to profit or loss | | | |
| (a) Remeasurements of the defined benefit plans | | **(82.71)** | 179.80 |
| (b) Equity instruments through other comprehensive income | | **(6.09)** | (29.07) |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | **20.51** | (45.16) |
| B. (i) Items that will be reclassified to profit or loss | | | |
| (a) Debt instruments through other comprehensive income | | **13.63** | (0.84) |
| (b) Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge | | **(0.84)** | (4.97) |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | **(3.22)** | 1.46 |
| **Total other comprehensive income / (loss)** | | **(58.72)** | 101.22 |
| **Total comprehensive income for the year** | | **11,796.24** | 10,743.51 |
| **Earnings per equity share:** | | | |
| (Face value Rs. 5 / - per share) (Rupees) | | | |
| Basic | 35 | **98.80** | 88.79 |
| Diluted | 35 | **98.45** | 88.45 |

**The accompanying notes 1 to 48 are an integral part of the Financial Statements**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No: 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

## Statement of Changes in Equity | for the year ended 31st March, 2025

### (A) Equity Share Capital

*Rupees crores*

| | 2025 | 2024 |
|---|---|---|
| **Issued, Subscribed and Paid-up:** | | |
| Balance as at the beginning of the year | **599.62** | 599.05 |
| Add: Allotment of shares by M&M ESOP Trust to Employees | **0.77** | 0.57 |
| Balance as at the end of the year | **600.39** | 599.62 |

### (B) Other Equity

*Rupees crores*

| | Reserves and Surplus | | | | | | Items of other comprehensive income | | | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | Securities Premium | General Reserve | Debenture Redemption Reserve | Share Option Outstanding Account | Retained Earnings | Debt instrument through Other Comprehensive Income | Equity instrument through Other Comprehensive Income | Effective portion of Cash Flow Hedges [note 39(ii)] | |
| **As at 1st April, 2024** | **450.15** | **2,805.22** | **1,750.13** | **50.64** | **298.76** | **46,400.46** | **(2.49)** | **(64.75)** | **3.44** | **51,691.56** |
| Profit for the year | **–** | **–** | **–** | **–** | **–** | **11,854.96** | **–** | **–** | **–** | **11,854.96** |
| Other Comprehensive Income / (Loss) | **–** | **–** | **–** | **–** | **–** | **(62.20)** | **10.20** | **(6.09)** | **(0.63)** | **(58.72)** |
| **Total Comprehensive Income for the year** | **–** | **–** | **–** | **–** | **–** | **11,792.76** | **10.20** | **(6.09)** | **(0.63)** | **11,796.24** |
| Dividend paid on Equity Shares | **–** | **–** | **–** | **–** | **–** | **(2,623.85)** | **–** | **–** | **–** | **(2,623.85)** |
| Exercise of employee stock options | **–** | **108.32** | **–** | **–** | **(108.32)** | **–** | **–** | **–** | **–** | **–** |
| Allotment of bonus shares by M&M ESOP Trust to Employees | **–** | **(0.38)** | **–** | **–** | **–** | **–** | **–** | **–** | **–** | **(0.38)** |
| On account of employee stock options lapsed | **–** | **–** | **3.26** | **–** | **(3.26)** | **–** | **–** | **–** | **–** | **–** |
| Share based payment to employees | **–** | **–** | **–** | **–** | **121.14** | **–** | **–** | **–** | **–** | **121.14** |
| **As at 31st March, 2025** | **450.15** | **2,913.16** | **1,753.39** | **50.64** | **308.32** | **55,569.37** | **7.71** | **(70.84)** | **2.81** | **60,984.71** |



### (B) Other Equity (contd.)

*Rupees crores*

| | Reserves and Surplus | | | | | | Items of other comprehensive income | | | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | Securities Premium | General Reserve | Debenture Redemption Reserve | Share Option Outstanding Account | Retained Earnings | Debt instrument through Other Comprehensive Income | Equity instrument through Other Comprehensive Income | Effective portion of Cash Flow Hedges [Note 39(ii)] | |
| **As at 1st April, 2023** | 528.30 | 2,724.36 | 1,746.40 | 50.64 | 260.33 | 37,478.03 | (1.86) | (35.68) | 7.16 | 42,757.68 |
| Acquisitions through business combinations [refer note 45 (B)] | (78.15) | 1.44 | – | – | – | 166.44 | – | – | – | 89.73 |
| Profit for the year | – | – | – | – | – | 10,642.29 | – | – | – | 10,642.29 |
| Other Comprehensive Income / (Loss) | – | – | – | – | – | 134.64 | (0.63) | (29.07) | (3.72) | 101.22 |
| **Total Comprehensive Income for the year** | – | – | – | – | – | 10,776.93 | (0.63) | (29.07) | (3.72) | 10,743.51 |
| Dividend paid on Equity Shares | – | – | – | – | – | (2,020.94) | – | – | – | (2,020.94) |
| Exercise of employee stock options | – | 79.70 | – | – | (79.70) | – | – | – | – | – |
| Allotment of shares by M&M ESOP Trust to Employees | – | (0.28) | – | – | – | – | – | – | – | (0.28) |
| On account of employee stock options lapsed | – | – | 3.73 | – | (3.73) | – | – | – | – | – |
| Share based payment to employees | – | – | – | – | 121.86 | – | – | – | – | 121.86 |
| **As at 31st March, 2024** | 450.15 | 2,805.22 | 1,750.13 | 50.64 | 298.76 | 46,400.46 | (2.49) | (64.75) | 3.44 | 51,691.56 |

Remeasurement gain (net) on defined benefit plans **Rs. 62.20 crores** (2024: Rs. 134.64 crores) has been recognised during the year as part of Retained earnings.

**(C) Description of the nature and purpose of Other Equity:**

(i) **Capital reserve:** Capital reserve mainly represents the amount of net assets acquired over and above consideration paid consequent to the Scheme of Arrangement.

(ii) **Securities premium:** Securities premium reserve is used to record the premium on issue of shares. The fair value of employee stock options is recognised in Securities Premium once the shares have been allotted on exercise of the options.

(iii) **General reserve:** General reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed / utilised by the Company in accordance with the Companies Act, 2013.

(iv) **Retained earnings:** Retained earnings comprises of accumulated balance of profits / (losses) of current and prior years including transfers made to / from other reserves from time to time. The reserve can be utilized or distributed by the Company in accordance with the provisions of the Companies Act, 2013.

(v) **Debenture redemption reserve:** Debenture redemption reserve is a statutory reserve (as per Companies Act, 2013) created out of profits of the Company available for payment of dividend for the purpose of redemption of Debentures issued by the Company. On completion of redemption, the reserve is transferred to retained earnings.

(vi) **Share option outstanding account:** Share option outstanding account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plan.

**Notes:**

(a) The Company has reduced the Share capital by **Rs. 10.69 crores** (2024: Rs. 11.08 crores) and Securities premium by **Rs. 182.94 crores** (2024: Rs. 182.94 crores) for the **2,13,72,521** shares of Rs. 5 each (2024: 2,21,41,316 shares of Rs. 5 each) held by the M&M ESOP Trust pending transfer to the eligible employees.

(b) The Share capital of the Company has also been reduced and the Securities premium increased by **Rs. 10.69 crores** (2024: Rs. 11.07 crores) for the **2,13,72,521** bonus shares of Rs. 5 each (2024: 2,21,41,315 bonus shares of Rs. 5 each) issued by the Company in December, 2017 to the M&M ESOP Trust but not yet transferred by the M&M ESOP Trust to the employees.

**The accompanying notes 1 to 48 are an integral part of the Financial Statements**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No: 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

## Cash Flow Statement | for the year ended 31st March, 2025

*Rupees crores*

| | 2025 | 2024 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES:** | | |
| Profit before tax | **15,650.12** | 13,457.78 |
| Adjustments for: | | |
| Depreciation, amortisation and impairment expense | **4,226.78** | 3,488.01 |
| Loss / (Gain) on foreign exchange fluctuations (net) | **37.83** | (7.92) |
| Dividend on investment and interest income | **(2,971.49)** | (2,303.98) |
| (Gain) arising on financial assets / liabilities measured at fair value | **(132.60)** | (893.09) |
| (Gain) arising on sale of non-current investments | **(116.80)** | (239.87) |
| Impairment provisions for non-current investment (net) | **775.84** | (28.19) |
| Finance costs | **250.47** | 140.48 |
| Equity-settled share-based payment expenses | **105.87** | 111.61 |
| (Gain) on sale of assets and business transfer | **–** | (209.60) |
| (Gain) on property, plant and equipment sold / scrapped / written off (net) | **(269.53)** | (24.60) |
| | **1,906.37** | 32.85 |
| Operating profit before working capital changes | **17,556.49** | 13,490.63 |
| Changes in: | | |
| Trade and other receivables | **(2,831.17)** | (328.57) |
| Inventories | **(615.30)** | (612.69) |
| Trade and other payables and provisions | **6,048.72** | 1,824.75 |
| | **2,602.25** | 883.49 |
| Cash generated from operations | **20,158.74** | 14,374.12 |
| Income taxes paid (net) | **(3,541.54)** | (2,900.48) |
| **NET CASH FLOW FROM OPERATING ACTIVITIES:** | **16,617.20** | 11,473.64 |
| **B. CASH FLOW FROM INVESTING ACTIVITIES:** | | |
| Payments to acquire property, plant and equipment and intangible assets | **(5,114.92)** | (5,042.01) |
| Proceeds from sale of property, plant and equipment and intangible assets | **466.04** | 196.36 |
| Payments to acquire non-current investments - subsidiaries | **(2,667.86)** | (2,941.88) |
| Payments to acquire non-current investments - joint ventures | **(123.62)** | (498.05) |
| Proceeds from sale of non current investments in subsidiaries, associates, joint ventures | **137.38** | 747.37 |
| Payments to acquire other non-current investments | **(1.96)** | (475.60) |
| Proceeds from sale of other non-current investments | **26.91** | 2.34 |
| Payments to acquire current investments | **(57,418.95)** | (32,493.35) |
| Proceeds from sale of current investments | **53,314.39** | 34,299.45 |
| Proceeds from sale of assets and business transfer | **–** | 846.90 |
| Net changes in earmarked balances and margin accounts with banks | **(5.97)** | 0.30 |
| Bank deposits placed | **(9,233.00)** | (6,017.23) |
| Bank deposits matured | **5,119.09** | 4,282.37 |
| Interest received | **773.20** | 545.49 |
| Dividends received | **1,824.80** | 1,642.27 |
| Receivables / Loans / Inter-corporate deposits given | **(4,238.90)** | (3,103.56) |
| Receivables / Loans / Inter-corporate deposits refunded | **3,269.35** | 2,624.81 |
| **NET CASH FLOW USED IN INVESTING ACTIVITIES** | **(13,874.02)** | (5,384.02) |



## Cash Flow Statement (contd.)

*Rupees crores*

| | 2025 | 2024 |
|---|---|---|
| **C. CASH FLOW FROM FINANCING ACTIVITIES:** | | |
| Proceeds from borrowings | **–** | 650.00 |
| Repayment of borrowings | **(450.03)** | (3,712.16) |
| Repayment of lease liabilities (including interest) | **(167.06)** | (161.29) |
| Dividends paid (including payment of unclaimed dividend) | **(2,619.62)** | (2,021.34) |
| Interest, commitment and finance charges paid | **(118.13)** | (301.78) |
| **NET CASH FLOW USED IN FINANCING ACTIVITIES** | **(3,354.84)** | (5,546.57) |
| **NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)** | **(611.66)** | 543.05 |
| **Cash and cash equivalents at the beginning of the year** | **1,876.03** | 1,310.11 |
| Addition / (deletion) on account of transfer of business [refer note 45 (B)] | **–** | 22.75 |
| Unrealised gain on foreign currency cash and cash equivalents | **0.02** | 0.12 |
| **Cash and cash equivalents at the end of the year [refer note 14]** | **1,264.39** | 1,876.03 |

**Note:**

The above Statement of Cash Flows has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows'.

**The accompanying notes 1 to 48 are an integral part of the Financial Statements**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No: 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
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**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

# Notes to the Standalone Financial Statements | for the year ended 31st March, 2025

**1. General Information**

Mahindra & Mahindra Limited ('the Company') is a limited company incorporated in India. The address of its registered office and principal activities of the Company are disclosed in the introduction to the Annual Report.

The Ordinary (Equity) shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of the London Stock Exchange. The Company's privately placed Non-Convertible Debentures (NCDs) are listed on the Debt Segment of BSE.

**2. Material accounting policy information**

**(a) Statement of compliance and basis of preparation and presentation**

These standalone or separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

These standalone or separate financial statements were approved by the Company's Board of Directors and authorised for issue on 5th May, 2025.

**(b) Basis of measurement**

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values in accordance with Ind AS.

**(c) Measurement of fair values**

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

— Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities;

— Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly;

— Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**(d) Use of estimates and judgments**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each Balance Sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Key sources of estimation uncertainty, critical judgments and assumptions at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of the below:

(i) Useful lives of property, plant and equipment and other intangible assets - refer note 2(e) and 2(f).

(ii) Provision for product warranties - refer note 2(q) and note 20.

(iii) Fair value of financial assets, liabilities and investments - refer note 39(f).

(iv) Impairment of tangible and intangible assets including investments - refer note 2(g).

(v) Classification of investment as subsidiary, associate or joint venture - refer note 2(j).

(vi) Recoverability of deferred tax asset on unabsorbed losses - refer note 2(p) and note 21.

**(e) Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any.

Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying tangible assets upto the date the assets are ready for use.

Depreciation is provided on straight-line basis for property, plant and equipment so as to expense the depreciable amount, i.e. the cost less estimated residual value, over its estimated useful lives. The estimated useful lives and residual values are reviewed annually and the effect of any changes in estimate is accounted for on a prospective basis.

When an asset is scrapped or otherwise disposed off, the cost and related accumulated depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss.



**2. Material accounting policy information (contd.)**

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Company's expected usage pattern supported by technical assessment:

| Asset Class | Useful lives |
|---|---|
| (i) Certain items of Plant and Equipment | 2 - 25 years as the case may be |
| (ii) Buildings (Roads) | 15 years |
| (iii) Vehicles | 5 years |

**(f) Other Intangible assets**

***Intangible assets under development***

The Company expenses costs incurred during research phase to profit or loss in the year in which they are incurred. Development phase expenses are initially recognised as intangible assets under development until the development phase is complete, upon which the amount is capitalised as intangible asset.

***Intangible assets***

Intangible assets are initially recognised at cost.

Subsequent to initial recognition, intangible assets with definite useful lives are amortised on a straight line basis so as to reflect the pattern in which the asset's economic benefits are consumed and are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

The intangible assets are amortised over the estimated period of benefit as below:

| Asset Class | Useful lives |
|---|---|
| (i) Development expenditure | 3-5 years |
| (ii) Brand licences | 30 years |
| (iii) Computer software | 3 years |
| (iv) Others (excluding TDRs) | 10 years |

The amortisation period for intangible assets are reviewed annually and changes in expected useful lives are treated as changes in estimates.

**(g) Impairment of assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets, intangible assets and investments in subsidiaries, associates and joint ventures to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash- generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset or a cash-generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) earlier.

Goodwill and other intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

**(h) Inventories**

Inventories are carried at cost or net realisable value whichever is lower. Cost is determined on the basis of the weighted average method and comprises of all cost of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

**(i) Foreign exchange transactions and translation**

Transactions in foreign currencies i.e. other than the Company's functional currency of Indian Rupees are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the functional currency using exchange rates prevailing at that date. Non-monetary items measured at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value is determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer policy on Derivative Financial Instruments and Hedge Accounting).

2. **Material accounting policy information (contd.)**

**(j) Investments in subsidiaries, associates and joint ventures**

The Company assesses if it has acquired control, joint control or significant influence over an investee based on shareholding, voting power, composition of board, rights under shareholder agreements and other facts and circumstances of each case which involves use of judgment.

The Company accounts for its equity investments in subsidiaries, associates and joint ventures at cost less accumulated impairment, if any.

**(k) Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. A trade receivable without a significant financing component is initially measured at the transaction price.

***Classification and subsequent measurement***

***Financial assets***

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as measured at

- Amortised cost - debt instrument; or
- Fair Value through Other Comprehensive Income (FVTOCI) - debt instrument; or
- Fair Value through Other Comprehensive Income (FVTOCI) - equity instrument; or
- Fair Value through Profit or Loss (FVTPL)

The classification of debt instrument as amortised cost or FVTOCI is based on the business model and cash flow characteristics of such instrument.

Financial assets are not reclassified subsequent to their initial recognition, except if the Company changes its business model for managing financial assets.

A financial asset not classified as measured at amortised cost or FVTOCI is measured at FVTPL. This includes all derivative financial assets unless designated as effective hedge instruments which are accounted as per hedge accounting requirements discussed below.

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest rate method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment expenses are recognised in profit or loss. Any gain and loss on derecognition is also recognised in profit or loss.

For equity investments other than investments in subsidiaries, associates and joint ventures, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These equity investments are not held for trading. Dividend income received on such equity investments are recognised in profit or loss.

Equity investments that are not designated to be measured at Cost or FVTOCI are designated to be measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss.

***Financial liabilities and equity instruments***

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

***Derecognition of financial assets***

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows from financial asset in a manner that substantially all the risks and rewards of ownership of the asset are transferred to another party. If the Company neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

If the Company enters into transactions whereby it transfers assets recognised on its Balance Sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised and the proceeds received are recognised as a collateralised borrowing.



2. **Material accounting policy information (contd.)**

***Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

***Derivative financial instruments and hedge accounting***

The Company enters into derivative financial instruments, primarily foreign exchange forward contracts and interest rate swaps, to manage its exposure to foreign exchange and interest rate risks. Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivatives are initially recognised at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Company designates certain hedging instruments, which include derivatives in respect of foreign currency risk, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

***Impairment of financial assets***

The Company applies the Expected Credit Loss (ECL) model for recognising impairment loss on financial assets. With respect to trade receivables and loans, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

**(l) Revenue Recognition**

***Sale of goods or services***

Revenue from sale of goods are recognised upon satisfaction of performance obligation which is at a point in time, generally on delivery of the goods, when control of the goods is transferred to customers. Revenue from services are recognised upon satisfaction of performance obligation towards rendering of such services.

The Company recognises revenue from sale of goods or services at the amount of transaction price (excluding variable consideration that is constrained), that is allocated to the performance obligation satisfied. Transaction price is the amount of consideration to which the Company expects it to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of third parties.

An amount of consideration can vary because of discounts, rebates, incentives etc. which are explicitly stated in the contract or are as per customary business practices. The consideration can also vary where the entitlement is contingent on occurrence or non-occurrence of a future event. The Company includes variable consideration as part of transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration is estimated using the expected value method or the most likely amount depending on which method the Company expects to better predict the amount of consideration to which it will be entitled and is applied consistently throughout the contract.

Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price and accounted as interest income / expense, as applicable.

***Dividend and interest income***

Dividend from investments are recognised in profit or loss when the right to receive payment is established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

**2. Material accounting policy information (contd.)**

**(m) Government Grants**

The Company, directly or indirectly through a consortium of Mahindra Group companies, is entitled to various incentives from government authorities. Government grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with.

Government grants that are revenue in nature, are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

**(n) Employee Benefits**

***Superannuation Fund, ESIC and Labour Welfare Fund***

The Company's contribution paid / payable during the year to Superannuation Fund, ESIC and Labour Welfare Fund are recognised in profit or loss.

***Provident Fund***

Contributions to Provident Fund are made to a Trust administered by the Company / Regional Provident Fund Commissioners and are charged to profit or loss as incurred. The Company is liable for the contribution and any shortfall in interest between the amount of income earned by the Trust and the interest payable to members at the rate declared by the Government of India in respect of the Trust administered by the Company. For such trust the shortfall and remeasurement thereof, if any, based on actuarial valuation is recognised through Other Comprehensive Income (OCI).

***Gratuity, long term compensated absences, post retirement medical benefit and post retirement housing allowance schemes***

The liability towards gratuity, long term compensated absences, post retirement medical benefit and post retirement housing allowance schemes are determined by independent actuaries, using the projected unit credit method.

Remeasurement of defined benefit plans, comprising of actuarial gains or losses, return on plan assets excluding interest income are recognised immediately in Balance Sheet with corresponding debit or credit to other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent period.

Remeasurement gains or losses on long term compensated absences that are classified as other long term benefits are recognised in profit or loss.

***Share based payments***

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of equity instruments that will eventually vest, with a corresponding increase in equity.

**(o) Borrowing Costs**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale except for the period the construction activities are temporarily suspended. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**(p) Income taxes**

***Current tax***

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and current tax liabilities are offset, if entity has a legally enforceable right to set off recognised amounts and intends to settle on net basis or to realise the current tax asset and settle the current tax liabilities simultaneously.

***Deferred tax***

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities, and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets including that on unused tax losses and unused tax credits are recognised to the extent that it is probable and there is convincing evidence that future taxable income will be available against which the deductible temporary differences could be utilised.



**2. Material accounting policy information (contd.)**

Deferred tax assets and liabilities are not recognised for temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**(q) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

Provisions for the expected cost of warranty obligations are recognised at the time of sale of the relevant products, at the best estimate of the expenditure required to settle the Company's obligation. The provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

**(r) Leases**

***The Company as a lessee***

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost.

The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at amortised cost at the present value of the future lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

***The Company as a lessor***

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term.

**(s) Business Combination**

Business Combination under common control are accounted under "the pooling of interest method" i.e. in accordance with Appendix C in Ind AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

**(t) Non-current assets held for sale**

Non-current assets or disposal groups are classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

**3. Recent Accounting Pronouncements:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There is no such notification which would have been applicable from 1st April, 2025.

## 4. Property, Plant and Equipment

Property, plant and equipment comprise of owned and right-of-use assets that do not meet the definition of Investment property.

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Owned assets | **14,891.06** | 12,962.64 |
| (b) Right-of-use assets | **1,070.62** | 1,026.33 |
| **Total** | **15,961.68** | 13,988.97 |

### (a) Owned assets

*Rupees crores*

| Particulars | Land - Freehold | Buildings | Plant and Equipment | Office Equipment | Furniture and Fixtures | Aircraft | Vehicles | Total |
|---|---|---|---|---|---|---|---|---|
| ***Cost*** | | | | | | | | |
| **Balance as at 1st April, 2023** | 323.95 | 4,453.09 | 21,114.97 | 214.53 | 252.48 | 57.22 | 368.23 | 26,784.47 |
| Acquisitions through business combinations [refer note 45 (B)] | – | 93.83 | 382.00 | 19.41 | 9.12 | – | 2.12 | 506.48 |
| Additions / Transfer from capital work-in-progress during the year | – | 268.68 | 2,229.04 | 17.59 | 16.13 | – | 36.71 | 2,568.15 |
| Disposals during the year | – | (5.55) | (253.69) | (4.02) | (5.27) | – | (83.05) | (351.58) |
| **Balance as at 31st March, 2024** | 323.95 | 4,810.05 | 23,472.32 | 247.51 | 272.46 | 57.22 | 324.01 | 29,507.52 |
| **Balance as at 1st April, 2024** | **323.95** | **4,810.05** | **23,472.32** | **247.51** | **272.46** | **57.22** | **324.01** | **29,507.52** |
| Additions / Transfer from capital work-in-progress during the year | **–** | **716.72** | **3,419.59** | **28.84** | **18.76** | **–** | **17.61** | **4,201.52** |
| Disposals during the year | **(1.52)** | **(25.27)** | **(364.51)** | **(32.48)** | **(18.51)** | **(57.22)** | **(93.95)** | **(593.46)** |
| **Balance as at 31st March, 2025** | **322.43** | **5,501.50** | **26,527.40** | **243.87** | **272.71** | **–** | **247.67** | **33,115.58** |
| ***Accumulated depreciation and impairment*** | | | | | | | | |
| **Balance as at 1st April, 2023** | – | 1,225.42 | 12,783.72 | 170.53 | 194.54 | 48.71 | 274.86 | 14,697.78 |
| Acquisitions through business combinations [refer note 45 (B)] | – | 31.13 | 210.63 | 17.24 | 6.87 | – | 1.72 | 267.59 |
| Depreciation expense for the year | – | 146.98 | 1,632.93 | 14.15 | 12.02 | 2.63 | 37.17 | 1,845.88 |
| Disposals during the year | – | (1.26) | (196.62) | (3.56) | (4.70) | – | (60.23) | (266.37) |
| **Balance as at 31st March, 2024** | – | 1,402.27 | 14,430.66 | 198.36 | 208.73 | 51.34 | 253.52 | 16,544.88 |
| **Balance as at 1st April, 2024** | **–** | **1,402.27** | **14,430.66** | **198.36** | **208.73** | **51.34** | **253.52** | **16,544.88** |
| Depreciation expense for the year | **–** | **164.07** | **1,979.94** | **15.92** | **13.23** | **1.92** | **24.09** | **2,199.17** |
| Disposals during the year | **–** | **(9.18)** | **(336.02)** | **(28.86)** | **(17.22)** | **(53.26)** | **(74.99)** | **(519.53)** |
| **Balance as at 31st March, 2025** | **–** | **1,557.16** | **16,074.58** | **185.42** | **204.74** | **–** | **202.62** | **18,224.52** |
| ***Net carrying amount*** | | | | | | | | |
| Net carrying amount as at 31st March, 2024 | 323.95 | 3,407.78 | 9,041.66 | 49.15 | 63.73 | 5.88 | 70.49 | 12,962.64 |
| **Net carrying amount as at 31st March, 2025** | **322.43** | **3,944.34** | **10,452.82** | **58.45** | **67.97** | **–** | **45.05** | **14,891.06** |

Notes:

a) Buildings include **Rs. * crores** (2024: Rs. * crores) being the value of shares in co-operative housing societies.

* denotes amounts less than Rs. 50,000.



## 4. Property, Plant and Equipment (contd.)

### (b) Right-of-use assets

*Rupees crores*

| Particulars | Land | Buildings | Vehicles | Others (refer note a) | Total |
|---|---|---|---|---|---|
| ***Cost*** | | | | | |
| **Balance as at 1st April, 2023** | 648.50 | 115.99 | 343.13 | 78.14 | 1,185.76 |
| Acquisitions through business combinations [refer note 45 (B)] | 6.94 | 33.98 | 1.32 | 3.89 | 46.13 |
| Additions during the year | 0.24 | 45.89 | 175.11 | 3.64 | 224.88 |
| Deductions during the year | (1.17) | (58.17) | (49.55) | (2.96) | (111.85) |
| **Balance as at 31st March, 2024** | 654.51 | 137.69 | 470.01 | 82.71 | 1,344.92 |
| **Balance as at 1st April, 2024** | **654.51** | **137.69** | **470.01** | **82.71** | **1,344.92** |
| Additions during the year | **15.04** | **44.15** | **169.64** | **7.60** | **236.43** |
| Deductions during the year | **–** | **(41.59)** | **(46.36)** | **(0.30)** | **(88.25)** |
| **Balance as at 31st March, 2025** | **669.55** | **140.25** | **593.29** | **90.01** | **1,493.10** |
| ***Accumulated depreciation and impairment*** | | | | | |
| **Balance as at 1st April, 2023** | 25.78 | 64.95 | 120.70 | 10.90 | 222.33 |
| Acquisitions through business combinations [refer note 45 (B)] | 1.10 | 22.72 | 0.49 | 0.21 | 24.52 |
| Depreciation expense for the year | 9.71 | 35.22 | 92.96 | 11.56 | 149.45 |
| Deductions during the year | (0.90) | (43.14) | (33.37) | (0.30) | (77.71) |
| **Balance as at 31st March, 2024** | 35.69 | 79.75 | 180.78 | 22.37 | 318.59 |
| **Balance as at 1st April, 2024** | **35.69** | **79.75** | **180.78** | **22.37** | **318.59** |
| Depreciation expense for the year | **11.28** | **28.31** | **113.03** | **12.86** | **165.48** |
| Deductions during the year | **–** | **(32.71)** | **(28.76)** | **(0.12)** | **(61.59)** |
| **Balance as at 31st March, 2025** | **46.97** | **75.35** | **265.05** | **35.11** | **422.48** |
| ***Net carrying amount*** | | | | | |
| Net carrying amount as at 31st March, 2024 | 618.82 | 57.94 | 289.23 | 60.34 | 1,026.33 |
| **Net carrying amount as at 31st March, 2025** | **622.58** | **64.90** | **328.24** | **54.90** | **1,070.62** |

Note:

a) Others include Plant & Equipment and Furniture & Fixtures.

## 5. Capital-work-in progress (CWIP)

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance at the beginning of the year** | **1,852.54** | 966.65 |
| Additions during the year | **4,201.50** | 3,390.68 |
| Interest capitalisation | **40.66** | 49.63 |
| Transfer to property, plant and equipment | **(4,201.52)** | (2,553.28) |
| Deletions during the year | **(0.89)** | (1.14) |
| Impairment losses during the year | **(129.10)** | – |
| **Balance at the end of the year** | **1,763.19** | 1,852.54 |

**5. Capital-work-in progress (CWIP) (contd.)**
**Ageing of capital work in progress**

*Rupees crores*

| Particulars | Amount in Capital work in progress for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| **As at 31st March, 2025** | | | | | |
| Projects in progress | **1,611.29** | **134.32** | **7.81** | **9.77** | **1,763.19** |
| **Total** | **1,611.29** | **134.32** | **7.81** | **9.77** | **1,763.19** |
| **As at 31st March, 2024** | | | | | |
| Projects in progress | 1,560.00 | 163.35 | 72.90 | 56.29 | 1,852.54 |
| **Total** | **1,560.00** | **163.35** | **72.90** | **56.29** | **1,852.54** |

**6. Other Intangible assets**

*Rupees crores*

| Particulars | Development Expenditure | Brand Licences | Computer Software | Others (refer note a) | Total |
|---|---|---|---|---|---|
| ***Cost*** | | | | | |
| **Balance as at 1st April, 2023** | 7,946.71 | 134.05 | 94.61 | 69.43 | 8,244.80 |
| Acquisitions through business combinations [refer note 45 (B)] | 36.92 | — | 5.03 | 112.93 | 154.88 |
| Additions / Transfer from Intangible assets under development during the year | 1,205.23 | — | 51.75 | — | 1,256.98 |
| Deductions during the year | (284.81) | — | (2.67) | (37.33) | (324.81) |
| **Balance as at 31st March, 2024** | 8,904.05 | 134.05 | 148.72 | 145.03 | 9,331.85 |
| **Balance as at 1st April, 2024** | **8,904.05** | **134.05** | **148.72** | **145.03** | **9,331.85** |
| Additions / Transfer from Intangible assets under development during the year | **1,435.70** | **—** | **18.53** | **—** | **1,454.23** |
| Deductions during the year | **(1,836.46)** | **—** | **(0.27)** | **(28.55)** | **(1,865.28)** |
| **Balance as at 31st March, 2025** | **8,503.29** | **134.05** | **166.98** | **116.48** | **8,920.80** |
| ***Accumulated amortisation and impairment*** | | | | | |
| **Balance as at 1st April, 2023** | 4,196.56 | 34.34 | 84.56 | 3.26 | 4,318.72 |
| Acquisitions through business combinations [refer note 45 (B)] | 31.34 | — | 4.69 | 106.31 | 142.34 |
| Amortisation expense for the year | 1,316.18 | 4.31 | 21.10 | 6.65 | 1,348.24 |
| Impairment losses during the year | 17.62 | — | — | — | 17.62 |
| Deductions during the year | (284.81) | — | (2.67) | — | (287.48) |
| **Balance as at 31st March, 2024** | 5,276.89 | 38.65 | 107.68 | 116.22 | 5,539.44 |
| **Balance as at 1st April, 2024** | **5,276.89** | **38.65** | **107.68** | **116.22** | **5,539.44** |
| Amortisation expense for the year | **1,521.58** | **4.31** | **25.73** | **0.04** | **1,551.66** |
| Deductions during the year | **(1,836.46)** | **—** | **(0.27)** | **—** | **(1,836.73)** |
| **Balance as at 31st March, 2025** | **4,962.01** | **42.96** | **133.14** | **116.26** | **5,254.37** |
| ***Net carrying amount*** | | | | | |
| Net carrying amount as at 31st March, 2024 | 3,627.16 | 95.40 | 41.04 | 28.81 | 3,792.41 |
| **Net carrying amount as at 31st March, 2025** | **3,541.28** | **91.09** | **33.84** | **0.22** | **3,666.43** |

Note:
a) Others include trade marks, Transferable Development Rights ("TDR"), etc.



**7. Intangible assets under development**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance at the beginning of the year** | **1,910.44** | 1,834.35 |
| Acquisitions through business combinations [refer note 45 (B)] | **—** | 0.30 |
| Additions during the year | **1,815.22** | 1,418.76 |
| Interest capitalisation | **45.97** | 67.37 |
| Transfer to Intangible assets | **(1,447.90)** | (1,255.10) |
| Deletions during the year | **(0.96)** | (28.42) |
| Impairment losses during the year | **(181.37)** | (126.82) |
| **Balance at the end of the year** | **2,141.40** | 1,910.44 |

**Ageing of intangible assets under development**

*Rupees crores*

| Particulars | Amount in Intangible assets under development for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| **As at 31st March, 2025** | | | | | |
| Projects in progress | **1,186.54** | **404.78** | **252.32** | **297.76** | **2,141.40** |
| **Total** | **1,186.54** | **404.78** | **252.32** | **297.76** | **2,141.40** |
| **As at 31st March, 2024** | | | | | |
| Projects in progress | 822.82 | 443.61 | 452.11 | 191.90 | 1,910.44 |
| **Total** | **822.82** | **443.61** | **452.11** | **191.90** | **1,910.44** |

**8. Investments**

**A. Non-current investments**

| Particulars | Face Value Per Unit (Rupees) | 2025 | | 2024 | |
|---|---|---|---|---|---|
| | | Number | Rupees crores | Number | Rupees crores |
| **Investments in Equity Instruments (fully paid-up, unless stated otherwise)** | | | | | |
| **Quoted** | | | | | |
| **(A) At Cost** | | | | | |
| **(i) In Subsidiary Companies** | | | | | |
| **Equity shares** | | | | | |
| Mahindra & Mahindra Financial Services Limited | 2 | **64,43,99,987** | **2,846.87** | 64,43,99,987 | 2,846.87 |
| Mahindra EPC Irrigation Limited | 10 | **1,51,44,433** | **77.75** | 1,51,44,433 | 77.75 |
| Mahindra Holidays & Resorts India Limited | 10 | **13,48,35,922** | **24.72** | 13,48,35,922 | 24.72 |
| Mahindra Lifespace Developers Limited | 10 | **7,93,19,550** | **440.28** | 7,93,19,550 | 440.28 |
| Mahindra Logistics Limited | 10 | **4,18,12,257** | **41.81** | 4,18,12,257 | 41.81 |
| Swaraj Engines Limited | 10 | **63,31,141** | **322.29** | 63,31,141 | 322.29 |
| | | | **3,753.72** | | 3,753.72 |
| **(ii) In Associate Companies** | | | | | |
| **Equity shares** | | | | | |
| Tech Mahindra Limited | 5 | **24,80,22,598** | **971.75** | 24,80,22,598 | 971.75 |
| Brainbees Solutions Limited # | 2 | **5,02,33,661** | **391.61** | — | — |
| | | | **1,363.36** | | 971.75 |
| **(B) Designated and measured at FVTPL** | | | | | |
| **In Other Companies** | | | | | |
| KG Mobility Co. Ltd. (listed on stock exchange outside India) | KRW 5,000 | **1,17,92,665** | **254.67** | 1,25,36,341 | 502.23 |
| RBL Bank Limited | 10 | **2,11,43,000** | **367.57** | 2,11,43,000 | 507.33 |
| | | | **622.24** | | 1,009.56 |

**8. Investments (contd.)**

**A. Non-current investments (contd.)**

| Particulars | Face Value Per Unit (Rupees) | 2025 Number | 2025 Rupees crores | 2024 Number | 2024 Rupees crores |
|---|---|---|---|---|---|
| **(C) Designated and measured at FVTOCI** | | | | | |
| **In Other Companies** | | | | | |
| Equity shares | | | **2.22** | | 2.31 |
| Preference shares | | | **0.03** | | 6.02 |
| | | | **2.25** | | 8.33 |
| **Investments in Equity Instruments-Quoted (Total)** | | | **5,741.57** | | 5,743.36 |
| **Unquoted** | | | | | |
| **(A) At Cost** | | | | | |
| **(i) In Subsidiary Companies** | | | | | |
| **Equity shares** | | | | | |
| Gromax Agri Equipment Limited | 10 | **59,73,218** | **4.29** | 59,73,218 | 4.29 |
| Kota Farm Services Limited | 10 | **2,73,420** | **—** | 2,73,420 | — |
| Mahindra & Mahindra Contech Limited | 10 | **35,000** | **0.04** | 35,000 | 0.04 |
| Mahindra Agri Solutions Limited | 10 | **12,74,42,973** | **443.38** | 11,09,12,949 | 406.85 |
| Mahindra and Mahindra South Africa (Proprietary) Limited | ZAR 1 | **5,20,00,000** | **28.54** | 5,20,00,000 | 28.54 |
| Mahindra Automotive Australia Pty. Limited | AUD 1 | **45,75,000** | **21.16** | 45,75,000 | 21.16 |
| Mahindra Automotive Mauritius Limited | | | | | |
| -Ordinary shares | EUR 1 | **13,30,05,001** | **1,075.42** | 13,30,05,001 | 1,075.42 |
| -Ordinary shares | NA | ******* | **1,028.55** | *** | 899.18 |
| Mahindra Aerospace Private Limited | 10 | **91,23,89,607** | **1,106.96** | 91,23,89,607 | 1,106.96 |
| Mahindra Construction Company Limited | 10 | **9,00,000** | **—** | 9,00,000 | — |
| Mahindra Defence Systems Limited | 10 | **1,67,23,655** | **292.95** | 1,67,23,655 | 292.95 |
| Mahindra do Brasil Industrial Ltda.(quotas) | BRL 1 | **6,09,10,950** | **97.80** | 6,09,10,950 | 97.80 |
| Mahindra Electric Automobile Limited [including 169,44,44,445 shares of face value of Rs. 10 each partly paid-up Rs. 5.72 per share in previous year] | 10 | **3,97,58,73,755** | **5,454.49** | 3,63,58,73,755 | 3,199.49 |
| Mahindra eMarket Limited | 10 | **3,59,865** | **0.02** | 3,59,865 | 0.02 |
| Mahindra Holdings Limited | 10 | **2,70,53,71,700** | **2,705.37** | 2,70,53,71,700 | 2,705.37 |
| Mahindra Overseas Investment Company (Mauritius) Limited | | | | | |
| - Ordinary shares | US $ 1 | **30,14,29,209** | **1,893.69** | 30,14,29,209 | 1,893.69 |
| - Ordinary shares | NA | **38,60,43,477** | **1,017.97** | 38,60,43,477 | 1,017.97 |
| Mahindra Sustainable Energy Private Limited | 10 | **12,34,35,200** | **123.44** | 12,34,35,200 | 123.44 |
| Mahindra Two Wheelers Europe Holdings S.a.r.l. | | | | | |
| - Class A Shares | EUR 1 | **1,49,00,000** | **188.71** | 1,49,00,000 | 188.71 |
| - Class B Shares | EUR 0.05 | **1,60,00,00,000** | **633.90** | 1,60,00,00,000 | 633.90 |
| - Class C Shares | EUR 0.03 | **53,33,33,300** | **135.16** | 53,33,33,300 | 135.16 |
| - Class D Shares | EUR 0.02 | **1,65,00,00,000** | **286.35** | 1,65,00,00,000 | 286.35 |
| Mahindra USA Inc. | | | | | |
| - Class A Shares | US $ 0.25 | **45,60,00,000** | **755.08** | 45,60,00,000 | 755.08 |
| - Class B Shares | US $ 0.16 | **67,25,00,000** | **795.94** | 67,25,00,000 | 795.94 |
| Mahindra Accelo Limited [including 1,50,00,000 shares of face value of Rs. 10 each partly paid-up Rs. 3.00 per share in previous year] | 10 | **2,71,00,007** | **710.71** | 2,71,00,007 | 700.21 |
| Mahindra Integrated Business Solutions Private Limited | 10 | **82,79,511** | **178.84** | 82,79,511 | 178.84 |
| Mitsubishi Mahindra Agricultural Machinery Co., Limited: | | | | | |
| - Equity share | NA | **1** | **42.53** | 1 | 42.53 |
| - Class A Shares | NA | **3** | **149.06** | 3 | 149.06 |



**8. Investments (contd.)**

**A. Non-current investments (contd.)**

| Particulars | Face Value Per Unit (Rupees) | 2025 Number | 2025 Rupees crores | 2024 Number | 2024 Rupees crores |
|---|---|---|---|---|---|
| M.I.T.R.A. Agro Equipments Private Limited | 10 | **2,63,126** | **89.02** | 2,63,126 | 89.02 |
| NBS International Limited | 10 | **4,45,50,476** | **45.30** | 4,45,50,466 | 45.30 |
| Resurgence Solarize Urja Private Limited | 10 | **25,94,800** | **2.59** | 25,94,800 | 2.59 |
| Sampo Rosenlew Oy | NA | **9,30,807** | **641.33** | 37,707 | 404.88 |
| Officemartindia.com Limited | 10 | **7,49,997** | **—** | 7,49,997 | — |
| Mahindra Last Mile Mobility Limited | 10 | **86,00,50,000** | **860.05** | 86,00,50,000 | 860.05 |
| | | | **20,808.64** | | 18,140.79 |
| **(ii) In Associate Companies** | | | | | |
| **Equity shares** | | | | | |
| PF Holdings B.V. | EUR 1 | **2,63,36,050** | **254.05** | 2,63,36,050 | 254.05 |
| PSL Media & Communications Limited | 5 | **19,750** | **0.01** | 19,750 | 0.01 |
| Blue Planet Integrated Waste Solutions Limited | 10 | **60,00,000** | **5.94** | 60,00,000 | 5.94 |
| Brainbees Solutions Limited # | 2 | **—** | **—** | 4,11,16,885 | 320.73 |
| ReNew Sunlight Energy Private Limited | 10 | **1,60,74,000** | **16.07** | 1,60,74,000 | 16.07 |
| | | | **276.07** | | 596.80 |
| **Preference shares (classified as equity instruments)** | | | | | |
| Compulsorily Convertible Preference Shares - Series D1 CCPS - Brainbees Solutions Limited | 2 | **—** | **—** | 1,22,17,950 | 95.07 |
| | | | **—** | | 95.07 |
| | | | **276.07** | | 691.87 |
| **(iii) In Joint Venture Companies** | | | | | |
| **Equity shares** | | | | | |
| Carnot Technologies Private Limited | 10 | **10,544** | **14.95** | 4,734 | 5.95 |
| Classic Legends Private Limited** | 10 | **45,27,95,511** | **525.71** | 31,50,00,235 | 315.71 |
| Mahindra Ideal Lanka (Private) Limited | LKR 1000 | **1,75,000** | **6.79** | 1,75,000 | 6.79 |
| Smartshift Logistics Solutions Private Limited | 10 | **2,77,68,400** | **71.56** | 2,77,68,400 | 71.56 |
| Mahindra-BT Investment Company (Mauritius) Limited | USD 1 | **67,71,600** | **123.62** | — | — |
| | | | **742.63** | | 400.01 |
| **Preference shares (classified as equity instruments)** | | | | | |
| Compulsorily Convertible Cumulative Preference shares: Carnot Technologies Private Limited | | | | | |
| - Series A | 100 | **6,663** | **5.77** | 6,663 | 5.77 |
| - Series B | 100 | **2,298** | **3.00** | 2,298 | 3.00 |
| - Series C | 100 | **1,613** | **2.50** | 7,423 | 11.50 |
| - Seed | 100 | **4,480** | **5.85** | 4,480 | 5.85 |
| Compulsorily Convertible Cumulative Participating Preference Shares: Smartshift Logistics Solutions Private Limited: | | | | | |
| - 0.01% Series C | 100 | **3,15,788** | **64.38** | 3,15,788 | 64.38 |
| - 0.01% Series C1 | 100 | **1,84,529** | **37.50** | 1,84,529 | 37.50 |
| - 0.01% Series B | 10 | **1,53,195** | **31.03** | 1,53,195 | 31.03 |
| | | | **150.03** | | 159.03 |
| | | | **892.66** | | 559.04 |
| **(iv) In Trust Securities** | | | | | |
| M&M Benefit Trust | | | **1,189.42** | | 1,189.42 |
| M&M Fractional Entitlement Trust | | | **0.01** | | 0.01 |
| Sunrise Initiatives Trust | | | **62.30** | | 62.30 |
| | | | **1,251.73** | | 1,251.73 |

**8. Investments (contd.)**

**A. Non-current investments (contd.)**

| Particulars | Face Value Per Unit (Rupees) | 2025 Number | 2025 Rupees crores | 2024 Number | 2024 Rupees crores |
|---|---|---|---|---|---|
| **(B) Designated and measured at FVTOCI** | | | | | |
| **(i) In Other Companies** | | | | | |
| Gamaya SA: | | | | | |
| - Common shares | CHF 1 | **48,237** | **–** | 48,237 | – |
| Equity shares - others | | | **0.07** | | 0.07 |
| | | | **0.07** | | 0.07 |
| **Preference shares (classified as equity instruments)** | | | | | |
| Compulsory Convertible Cumulative Preference shares: Health Care at Home India Private Limited | | | | | |
| - 0.001 % Class MW2 | 100 | **10,87,711** | **10.88** | 10,87,711 | 10.88 |
| **Investments in Equity Instruments-Unquoted (Total)** | | | **23,240.05** | | 20,654.38 |
| **Investments in Equity Instruments (Total)** | | | **28,981.62** | | 26,397.74 |
| **Investments in Debt instruments:** | | | | | |
| **Unquoted** | | | | | |
| **At Amortised Cost** | | | | | |
| **(i) In Subsidiary Companies** | | | | | |
| 10.00% Non-Cumulative Redeemable Participating Preference Shares: Mahindra Construction Company Limited | 100 | **5,40,000** | **–** | 5,40,000 | – |
| | | | **–** | | – |
| **(ii) In Other Companies** | | | | | |
| Others | | | * | | * |
| **Investments in Debt Instruments (Total)** | | | **–** | | – |
| **Other Non Current Investments** | | | | | |
| **Quoted** | | | | | |
| **Mandatorily measured at FVTPL** | | | | | |
| Sustainable Energy Infra Trust | 100 | **3,38,94,912** | **366.06** | 3,38,94,912 | 360.98 |
| **Unquoted** | | | | | |
| **Mandatorily measured at FVTPL:** | | | | | |
| **(i) In Subsidiary companies** | | | | | |
| 6.00% Optionally Convertible Cumulative Redeemable Preference Shares: Mahindra Agri Solutions Limited | 46 | **1,06,96,170** | **38.33** | 1,06,96,170 | 33.33 |
| 7.91% Optionally Convertible Redeemable Bonds: | | | | | |
| Mahindra Two Wheelers Europe Holdings S.a.r.l | 1 | **6,57,70,67,725** | **–** | 6,57,70,67,725 | 63.15 |
| | | | **38.33** | | 96.48 |
| **(ii) In Joint Venture Companies** | | | | | |
| 0.001% Compulsorily Convertible Non-Cumulative Preference Shares: Classic Legends Private Limited** | 10 | – | **–** | 21,00,00,000 | 210.00 |
| | | | **–** | | 210.00 |
| **(iii) In Others** | | | | | |
| Investment in Alternate Investment Fund | | | **27.40** | | 27.05 |
| | | | **27.40** | | 27.05 |
| **Other Non Current Investments - Unquoted (Total)** | | | **65.73** | | 333.53 |
| **Investment in Other Non Current Investments (Total)** | | | **431.79** | | 694.51 |

**8. Investments (contd.)**

**A. Non-current investments (contd.)**

| Particulars | Face Value Per Unit (Rupees) | 2025 Number | 2025 Rupees crores | 2024 Number | 2024 Rupees crores |
|---|---|---|---|---|---|
| **Total Non Current Investments (Gross)** | | | **29,413.41** | | 27,092.25 |
| Less: Aggregate amount of impairment in value of investments | | | **(7,034.81)** | | (6,364.01) |
| **Total** | | | **22,378.60** | | 20,728.24 |
| **Other Disclosures** | | | | | |
| (i) Aggregate amount of quoted investments (Gross) | | | **6,107.63** | | 6,104.34 |
| Market Value of quoted investments | | | **66,192.89** | | 63,638.48 |
| (ii) Aggregate amount of unquoted investments (Gross) | | | **23,305.78** | | 20,987.91 |

**Notes:**

\# The company became publicly listed on Stock Exchange during the current financial year.

** Compulsorily Convertible Preference Shares converted into equity shares during the year.

*** Number of shares - **2025: 50,56,67,23,69,88,84,56,43,097** (2024: 1,40,03,99,90,72,74,24,43,097)

NA face value not applicable

* Denotes amount less than Rs. 50,000

**B. Current investments**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Quoted:** | | |
| **Mandatorily measured at FVTPL** | | |
| Investments in Mutual Funds | **10,756.43** | 5,625.12 |
| Investments in Market Linked Debentures | **–** | 28.34 |
| | **10,756.43** | 5,653.46 |
| **Designated and measured at FVTOCI** | | |
| Investments in Equity Instruments | **0.01** | 0.02 |
| Investments in Debentures and Bonds | **1,677.81** | 593.52 |
| Investments in Government securities | **10.29** | 10.16 |
| | **1,688.11** | 603.70 |
| | **12,444.54** | 6,257.16 |
| **Unquoted:** | | |
| **Mandatorily measured at FVTOCI** | | |
| Investments in Commercial Papers | **97.68** | 987.73 |
| Investments in Certificate of Deposits | **197.23** | 709.08 |
| | **294.91** | 1,696.81 |
| **Measured at amortised cost** | | |
| Investments in Corporate Fixed Deposits | **350.00** | 425.00 |
| Investments in Treps | **–** | 99.93 |
| | **350.00** | 524.93 |
| | **644.91** | 2,221.74 |
| **Total Current Investments** | **13,089.45** | 8,478.90 |
| **Other Disclosures** | | |
| (i) Aggregate amount of quoted investments (Gross) | **12,444.54** | 6,257.16 |
| Market Value of quoted investments | **12,444.54** | 6,257.16 |
| (ii) Aggregate amount of unquoted investments (Gross) | **644.91** | 2,221.74 |

## 9. Loans

*Rupees crores*

| Particulars | Non-Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **Loans to related parties (refer note 40)** | | | | |
| Unsecured considered good | **2,422.37** | 87.80 | **1,168.30** | 2,376.88 |
| Credit impaired | **1.50** | 3.00 | **44.78** | 4.59 |
| | **2,423.87** | 90.80 | **1,213.08** | 2,381.47 |
| Less: Loss Allowance | **1.50** | 3.00 | **44.78** | 4.59 |
| **Total** | **2,422.37** | 87.80 | **1,168.30** | 2,376.88 |
| **Other Loans** | | | | |
| Unsecured, considered good | **3.76** | 5.29 | **1.19** | 2.11 |
| **Total** | **3.76** | 5.29 | **1.19** | 2.11 |
| **Total Loans** | **2,426.13** | 93.09 | **1,169.49** | 2,378.99 |

(a) Other Current and Non Current Loans mainly includes loans to employees and loans given to other companies.

(b) Loans given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

## 10. Other Financial Assets

*Rupees crores*

| Particulars | Non-Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **Measured at amortised cost:** | | | | |
| Security deposits | **44.24** | 41.77 | **34.40** | 24.59 |
| Corporate Fixed Deposits | **50.00** | 150.00 | **–** | – |
| Bank deposits with more than 12 months maturity | **8.09** | 1,623.75 | **–** | – |
| Interest accrued on investments, other loans and other financial assets | **–** | – | **479.02** | 227.78 |
| Government grant receivable | **1,460.95** | 1,405.03 | **1,273.15** | 612.88 |
| Others | **–** | – | **546.69** | 573.19 |
| **Measured at fair value:** | | | | |
| Derivative financial assets-foreign currency and commodity derivatives | **13.20** | – | **35.77** | 19.13 |
| Derivatives on interest in subsidiaries, associates and joint ventures | **–** | 14.69 | **–** | – |
| **Total** | **1,576.48** | 3,235.24 | **2,369.03** | 1,457.57 |

Other financial assets mainly includes receivables for oil royalty income, scrap sales and other recoverable expenses.

## 11. Other assets (non financial)

*Rupees crores*

| Particulars | Non-Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Capital advances | **574.99** | 1,204.57 | **–** | – |
| Balances with government authorities (other than current taxes) | **176.72** | 174.15 | **3,273.51** | 2,471.73 |
| Other advances | **249.97** | 252.00 | **912.96** | 782.32 |
| **Total** | **1,001.68** | 1,630.72 | **4,186.47** | 3,254.05 |

Other advances include advances to suppliers, prepaid expenses, export benefits receivable, other recoverable expenses, and contract assets.

## 12. Inventories

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Raw materials and bought-out components [includes in transit **Rs. 301.46 crores** ; 2024: Rs 221.41 crores] | **4,117.16** | 3,560.89 |
| Work-in-Progress | **228.18** | 255.84 |
| Finished goods produced | **4,028.54** | 4,251.97 |
| Stock-in-Trade | **954.54** | 841.85 |
| Manufactured Components | **709.66** | 505.72 |
| Stores and Spares | **209.11** | 215.59 |
| Loose tools | **86.15** | 86.18 |
| **Total** | **10,333.34** | 9,718.04 |

(a) The amount of inventories recognised as an expense during the year is **Rs. 96,261.49 crores** (2024: Rs. 82,912.50 crores).

(b) The cost of inventories recognised as an expense during the year includes **Rs. 478.57 crores** (2024: Rs. 460.59 crores) in respect of write-down of inventories to net realisable value, and has been reduced by **Rs. 231.01 crores** (2024: Rs. 66.48 crores) in respect of the reversal of such write downs. Reversal in provision is due to sale and / or consumption of inventories provided for in earlier years.

(c) Method of valuation of inventories is stated in Note 2(h).

## 13. Trade Receivables

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Unsecured, considered good | **5,725.57** | 4,567.87 |
| Credit impaired | **286.61** | 258.33 |
| | **6,012.18** | 4,826.20 |
| Less: Loss Allowance [refer note 39 (b)(ii)] | **286.61** | 258.33 |
| **Total** | **5,725.57** | 4,567.87 |

**Ageing of trade receivables**

*Rupees crores*

| Particulars | 2025 Outstanding for following periods from due date of payment | | | | | | |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - considered good | **2,731.10** | **2,797.38** | **101.14** | **76.57** | **12.22** | **7.16** | **5,725.57** |
| Undisputed trade receivables - credit impaired | **–** | **18.89** | **20.34** | **38.88** | **45.74** | **65.69** | **189.54** |
| Disputed trade receivables - credit impaired | **–** | **0.01** | **2.90** | **4.31** | **5.04** | **84.81** | **97.07** |
| | **2,731.10** | **2,816.28** | **124.38** | **119.76** | **63.00** | **157.66** | **6,012.18** |
| Less: Loss Allowance [refer note 39 (b)(ii)] | | | | | | | **(286.61)** |
| **Total Trade receivables** | | | | | | | **5,725.57** |

| Particulars | 2024 Outstanding for following periods from due date of payment | | | | | | |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Undisputed trade receivables - considered good | 1,324.74 | 2,940.85 | 169.31 | 108.19 | 15.06 | 9.72 | 4,567.87 |
| Undisputed trade receivables - credit impaired | – | 15.17 | 28.57 | 29.90 | 39.62 | 65.07 | 178.33 |
| Disputed trade receivables - credit impaired | – | – | – | 1.55 | 5.59 | 72.86 | 80.00 |
| | 1,324.74 | 2,956.02 | 197.88 | 139.64 | 60.27 | 147.65 | 4,826.20 |
| Less: Loss Allowance [refer note 39 (b)(ii)] | | | | | | | (258.33) |
| **Total Trade receivables** | | | | | | | 4,567.87 |

**14. Cash & cash equivalents**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Balances with banks | | |
| - On Current accounts | **386.38** | 880.02 |
| - Fixed deposits with original maturity less than 3 months | **809.22** | 879.31 |
| | **1,195.60** | 1,759.33 |
| Cheques, drafts on hand (including in transit) | **68.76** | 116.67 |
| Cash on hand | **0.03** | 0.03 |
| **Total** | **1,264.39** | 1,876.03 |

**15. Bank balances other than cash and cash equivalents**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Earmarked balances with banks | **21.01** | 16.78 |
| Balances with banks on margin accounts | **12.05** | 10.31 |
| Fixed deposits | **9,493.10** | 3,761.39 |
| **Total** | **9,526.16** | 3,788.48 |

**16. Equity Share Capital**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Authorised:** | | |
| **27,86,90,00,000** (2024: 22,31,30,00,000) Ordinary (Equity) Shares of Rs. 5 each | **13,934.50** | 11,156.50 |
| **25,00,000** Unclassified Shares of Rs. 100 each (2024: 25,00,000) | **25.00** | 25.00 |
| **150,00,00,000** Preference Shares of Rs. 10 each (2024: 150,00,00,000) | **1,500.00** | 1,500.00 |
| | **15,459.50** | 12,681.50 |
| **Issued and Subscribed and Paid-up:** | | |
| **1,24,35,28,831** (2024: 1,24,35,28,831) Ordinary (Equity) Shares of Rs. 5 each fully paid up | **621.77** | 621.77 |
| Less: | | |
| **4,27,45,042** (2024: 4,42,82,631) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M ESOP Trust but not yet allotted to employees | **21.38** | 22.15 |
| **Adjusted Issued, Subscribed and Paid-up Share Capital** | **600.39** | 599.62 |

a. Reconciliation of number of Ordinary (Equity) Shares and amount outstanding:

| Particulars | 2025 | | 2024 | |
|---|---|---|---|---|
| | No. of Shares | Rupees Crores | No. of Shares | Rupees Crores |
| **Issued, Subscribed and Paid-up:** | | | | |
| **At the beginning of the year** | **124,35,28,831** | **621.77** | 124,35,28,831 | 621.77 |
| Less: Shares issued to M&M ESOP Trust but not allotted to employees | **4,27,45,042** | **21.38** | 4,42,82,631 | 22.15 |
| **Adjusted Issued, Subscribed and Paid-up Share Capital** | **120,07,83,789** | **600.39** | 119,92,46,200 | 599.62 |

b. The Ordinary (Equity) Shares of the Company rank pari-passu in all respects including voting rights and entitlement to dividend.

c. Details of Ordinary (Equity) Shares held by shareholders holding more than 5% of the aggregate Issued, Subscribed and Paid-up shares of the Company:



**16. Equity Share Capital (contd.)**

| Name of the Shareholder | 2025 | | 2024 | |
|---|---|---|---|---|
| | No. of Shares | Shareholding % | No. of Shares | Shareholding % |
| Prudential Management and Services Private Limited | **13,22,21,940** | **10.63** | 13,22,21,940 | 10.63 |
| Life Insurance Corporation of India | **8,84,69,169** | **7.11** | 8,07,98,548 | 6.50 |
| M&M Benefit Trust | **8,44,70,428** | **6.79** | 8,44,70,428 | 6.79 |

d. Details of Ordinary (Equity) Shares held by Promoters and Promoter group:

| Name of the Promoters | 2025 | | | 2024 | | |
|---|---|---|---|---|---|---|
| | No. of Shares | Shareholding % | % Change during the year | No. of Shares | Shareholding % | % Change during the year |
| **Promoters:** | | | | | | |
| Anand Mahindra | **14,30,008** | **0.11%** | **0.00%** | 14,30,008 | 0.11% | 0.00% |
| **Sub Total (A)** | **14,30,008** | **0.11%** | | 14,30,008 | 0.11% | |
| **Promoter Group:** | | | | | | |
| Prudential Management and Services Private limited | **13,22,21,940** | **10.63%** | **0.00%** | 13,22,21,940 | 10.63% | -0.75% |
| M&M Benefit Trust | **8,44,70,428** | **6.79%** | **0.00%** | 8,44,70,428 | 6.79% | 0.00% |
| Leena S Labroo | **15,61,166** | **0.13%** | **0.00%** | 15,61,166 | 0.13% | 0.03% |
| Uma R Malhotra | **15,50,164** | **0.12%** | **0.00%** | 15,50,164 | 0.12% | 0.04% |
| Yuthica Mahindra Family Trust | **9,92,638** | **0.08%** | **0.00%** | 9,92,638 | 0.08% | 0.08% |
| Kema Services International Private Limited | **7,34,832** | **0.06%** | **0.00%** | 7,34,832 | 0.06% | 0.00% |
| Yuthica Keshub Mahindra | **6,44,744** | **0.05%** | **0.00%** | 6,44,744 | 0.05% | 0.00% |
| Anuradha Mahindra | **4,57,090** | **0.04%** | **0.00%** | 4,57,090 | 0.04% | 0.00% |
| Chetan Varde | **3,74,800** | **0.03%** | **0.00%** | 3,74,800 | 0.03% | 0.03% |
| Sanjay Labroo | **2,89,440** | **0.02%** | **0.00%** | 2,89,440 | 0.02% | 0.00% |
| Anjali K Mahindra | **1,72,962** | **0.01%** | **-0.01%** | 2,42,962 | 0.02% | 0.00% |
| Nisheeta Labroo | **1,70,500** | **0.01%** | **0.00%** | 1,70,500 | 0.01% | 0.00% |
| Aneesha Labroo | **1,70,000** | **0.01%** | **0.00%** | 1,70,000 | 0.01% | 0.00% |
| Radhika Nath | **93,616** | **0.01%** | **0.00%** | 93,616 | 0.01% | 0.00% |
| Deepak Varde | **88,720** | **0.01%** | **0.00%** | 88,720 | 0.01% | 0.01% |
| Marthand Singh Mahindra | **70,000** | **0.01%** | **0.00%** | 75,000 | 0.01% | 0.01% |
| Dhruv S Sharma | **30,000** | **0.00%** | **0.00%** | 30,000 | 0.00% | 0.00% |
| Deveshwar Jagat Sharma | **30,000** | **0.00%** | **0.00%** | 30,000 | 0.00% | 0.00% |
| Kabir Malhotra | **10,000** | **0.00%** | **0.00%** | 10,000 | 0.00% | 0.00% |
| Anjali Malhotra | **10,000** | **0.00%** | **0.00%** | 10,000 | 0.00% | 0.00% |
| Gautam P Khandelwal | **4,600** | **0.00%** | **0.00%** | 4,600 | 0.00% | 0.00% |
| Anuja P Sharma | **1,350** | **0.00%** | **0.00%** | — | 0.00% | 0.00% |
| **Sub Total (B)** | **22,41,48,990** | **18.03%** | | 22,42,22,640 | 18.03% | |
| **Total (A+B)** | **22,55,78,998** | **18.14%** | | 22,56,52,648 | 18.15% | |

e. For the period of preceding five years as on the Balance Sheet date, Issued, Subscribed and Paid-up Share Capital includes:

During the year ended 31st March, 2023, aggregate of 3,36,287 Ordinary (Equity) Shares of Rs. 5 each allotted as fully paid-up pursuant to Scheme of Arrangement without payment being received in cash.

**17. Details of dividend proposed:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Dividend per share (Rupees) | **25.30** | 21.10 |
| Dividend on Equity Shares (Rupees crores) | **3,146.13** | 2,623.85 |
| **Total** | **3,146.13** | 2,623.85 |

**18. Borrowings**

**A. Non-Current**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Long term borrowings (measured at amortised cost)** | | |
| **Unsecured:** | | |
| Debentures | **974.76** | 974.57 |
| Other loans | **81.14** | 160.29 |
| **Total** | **1,055.90** | 1,134.86 |

Notes:

(a) Debentures include:

*Rupees crores*

| | 2025 | 2024 |
|---|---|---|
| - 9.55 % p.a. Senior Redeemable Non-Convertible Debentures maturing in July 2063 | **500.00** | 500.00 |
| - 7.57 % p.a. Redeemable Non-Convertible Debentures maturing in September 2026 | **475.00** | 475.00 |
| Less: Unamortised finance cost | **0.24** | 0.43 |
| | **974.76** | 974.57 |

(b) Other loans mainly comprise of deferred sales tax loans which are interest free and repayable in five equal installments after ten years from the year of availment of the respective loan.

**B. Current**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(i) Short Term Borrowings (measured at amortised cost)** | | |
| **Unsecured:** | | |
| Term loan from bank | **–** | 350.00 |
| **Total** | **–** | 350.00 |
| **(ii) Current maturities of long term borrowings (measured at amortised cost)** | | |
| **Unsecured:** | | |
| Deferred sales tax loan / Others | **79.15** | 100.03 |
| **Total** | **79.15** | 100.03 |
| **Grand Total** | **79.15** | 450.03 |

The Company has also availed working capital facilities and other non-fund based facilities viz. bank guarantees and letters of credit, which are secured by hypothecation of certain current assets.



**18. Borrowings (contd.)**

**C. Reconciliation of movement in borrowings to cash flows from financing activities**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Opening balance** | | |
| Long Term Borrowings | **1,134.86** | 2,331.56 |
| Non current lease liabilities | **337.47** | 268.17 |
| Short term borrowings | **450.03** | 2,312.17 |
| Current lease liabilities | **128.30** | 113.62 |
| Unclaimed matured deposits | **0.01** | 0.01 |
| **Total Opening Balance** | **2,050.67** | 5,025.53 |
| Additions through business combinations | **–** | 16.54 |
| *Cash flow movements* | | |
| Proceeds from borrowings | **–** | 650.00 |
| Repayment of borrowings | **(450.03)** | (3,712.16) |
| Repayment of lease liabilities | **(167.06)** | (161.29) |
| | **(617.09)** | (3,223.45) |
| *Non-cash movements* | | |
| Additions in lease liabilities (includes interest thereon) | **281.37** | 262.86 |
| Deletions in lease liabilities | **(33.34)** | (34.14) |
| Effect of amortisation of loan origination costs | **0.19** | 3.33 |
| | **248.22** | 232.05 |
| Closing Balance | | |
| Long term borrowings | **1,055.90** | 1,134.86 |
| Non current lease liabilities | **390.49** | 337.47 |
| Short term borrowings | **79.15** | 450.03 |
| Current lease liabilities | **156.25** | 128.30 |
| Unclaimed matured deposits | **0.01** | 0.01 |
| **Total Closing Balance** | **1,681.80** | 2,050.67 |

**19. Other Financial Liabilities**

*Rupees crores*

| Particulars | Non-Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **Measured at Amortised Cost:** | | | | |
| Interest accrued and not due on borrowings | **–** | – | **20.56** | 20.69 |
| Unclaimed dividends | **–** | – | **21.01** | 16.78 |
| Unclaimed matured deposits and interest accrued thereon | **–** | – | **0.01** | 0.01 |
| Security Deposits | **91.16** | 88.65 | **–** | – |
| Other liabilities | **436.71** | 482.59 | **1,748.53** | 1,478.40 |
| **Measured at Fair Value:** | | | | |
| Derivative financial liabilities-foreign currency and commodity derivatives | **–** | – | **89.59** | 8.44 |
| Derivatives on interest in subsidiaries, associates and joint ventures | **82.32** | 24.94 | **–** | – |
| **Total** | **610.19** | 596.18 | **1,879.70** | 1,524.32 |

Other liabilities include salaries and wages payable, capital creditors, monies adjusted from share capital and other equity on account of shares held by M&M ESOP Trust pending transfer to the eligible employees.

## 20. Provisions

*Rupees crores*

| Particulars | Non-Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Provision for employee benefits | **666.22** | 561.28 | **130.67** | 126.17 |
| Provision for warranties | **713.41** | 596.84 | **523.45** | 413.92 |
| Provision for service coupons | **46.11** | 34.93 | **189.03** | 144.91 |
| **Total** | **1,425.74** | 1,193.05 | **843.15** | 685.00 |

Provision for employee benefits includes gratuity, provident fund, post retirement benefits, compensated absences, etc. (refer note 36)

Provision for warranties and service coupons relates to provision made in respect of sale of certain products and components, the estimated cost of which is accrued at the time of sale. The products are generally covered under a free warranty period ranging from 1 to 15 years.

The movement in provision for warranties and service coupons are as follows:

*Rupees crores*

| Particulars | Warranty | | Service coupons | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **Opening balance** | **1,010.76** | 799.10 | **179.84** | 135.41 |
| Additional net provisions recognised during the year | **689.49** | 657.28 | **239.95** | 207.43 |
| Amounts utilised during the year | **(529.63)** | (502.21) | **(195.85)** | (171.54) |
| Unwinding of discount | **66.24** | 56.59 | **11.20** | 8.54 |
| **Closing balance** | **1,236.86** | 1,010.76 | **235.14** | 179.84 |

## 21. Income Taxes

### (a) Income Tax recognised in profit or loss

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Current Tax:** | | |
| In respect of current year | **3,669.01** | 2,761.67 |
| In respect of prior years | **9.10** | 15.72 |
| **Total current tax expense** | **3,678.11** | 2,777.39 |
| **Deferred Tax:** | | |
| In respect of current year origination and reversal of temporary differences | **110.90** | 8.33 |
| Effect of utilisation of deferred tax on capital losses | **19.75** | 70.60 |
| Reversal of deferred tax liabilities | **–** | (25.47) |
| In respect of prior years | **(13.60)** | (15.36) |
| **Total deferred tax expense / (income)** | **117.05** | 38.10 |
| **Total income tax expense** | **3,795.16** | 2,815.49 |



## 21. Income Taxes (contd.)

### (b) Income tax recognised in Other Comprehensive Income

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Deferred tax related to items recognised in other comprehensive income during the year:** | | |
| Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge | **0.21** | 1.25 |
| Net fair value (loss) / gain on investments in debt instruments at FVTOCI | **(3.43)** | 0.21 |
| Remeasurement of defined benefit plans | **20.51** | (45.16) |
| **Total deferred tax income / (expense)** | **17.29** | (43.70) |

### (c) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in Statement of profit and loss is as follows:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Profit before tax | **15,650.12** | 13,457.78 |
| Applicable Income tax rate | **25.168%** | 25.168% |
| Expected income tax expense | **3,938.82** | 3,387.05 |
| **Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:** | | |
| Effect of income exempt from tax / non taxable on compliance of conditions | **(504.07)** | (560.13) |
| Effect of income chargeable at specified tax rates | **(92.69)** | (116.40) |
| Effect of expenses / provisions not deductible in determining taxable profit | **428.14** | 26.26 |
| Reversal of deferred tax liabilities | **–** | (25.47) |
| Effect of utilisation of deferred tax on capital losses | **19.75** | 70.60 |
| Effect of net (reversal) of provision in respect of prior years | **(4.50)** | – |
| Others | **9.71** | 33.58 |
| **Reported income tax expense** | **3,795.16** | 2,815.49 |

### (d) Amounts on which deferred tax asset has not been created and related expiry period

**Unused tax losses - capital in nature**

*Rupees crores*

| Expiry Period | 2025 | 2024 |
|---|---|---|
| More than five years | **2,672.96** | 2,906.59 |

**21. Income Taxes (contd.)**

**(e) Deferred tax Assets / (Liabilities) (Net)**

**The amount of the deferred tax assets and liabilities recognised in the Balance Sheet are as below**

*Rupees crores*

| Particulars | | Balance as at 01-04-2024 | Acquisitions through business combinations [refer note 45 (B)] | Recognised in Profit or Loss | Recognised in OCI / Reclassified from other comprehensive income | Balance as at 31-03-2025 |
|---|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | | |
| Property, plant and equipment and Intangible assets | | 1,923.55 | – | 86.31 | – | 2,009.86 |
| Others | | 188.06 | – | 74.53 | – | 262.59 |
| | (a) | 2,111.61 | – | 160.84 | – | 2,272.45 |
| **Deferred tax assets** | | | | | | |
| Provision for employee benefits | | 251.61 | – | 6.06 | 20.51 | 278.18 |
| Allowances for expected credit losses | | 83.46 | – | 12.90 | – | 96.36 |
| Carried forward tax losses | | 19.75 | – | (19.75) | – | – |
| Others | | 193.67 | – | 44.58 | (3.22) | 235.03 |
| | (b) | 548.49 | – | 43.79 | 17.29 | 609.57 |
| **Net deferred tax assets / (liabilities)(net)** | (b)-(a) | (1,563.12) | – | (117.05) | 17.29 | (1,662.88) |

*Rupees crores*

| Particulars | | Balance as at 01-04-2023 | Acquisitions through business combinations [refer note 45 (B)] | Recognised in Profit or Loss | Recognised in OCI / Reclassified from other comprehensive income | Balance as at 31-03-2024 |
|---|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | | |
| Property, plant and equipment and Intangible assets | | 1,926.95 | 15.34 | (18.74) | – | 1,923.55 |
| Others | | 111.18 | (0.05) | 76.93 | – | 188.06 |
| | (a) | 2,038.13 | 15.29 | 58.19 | – | 2,111.61 |
| **Deferred tax assets** | | | | | | |
| Provision for employee benefits | | 274.38 | 1.55 | 20.84 | (45.16) | 251.61 |
| Allowances for credit losses | | 81.71 | 0.80 | 0.95 | – | 83.46 |
| Carried forward tax losses | | 90.35 | – | (70.60) | – | 19.75 |
| Others | | 121.40 | 1.91 | 68.90 | 1.46 | 193.67 |
| | (b) | 567.84 | 4.26 | 20.09 | (43.70) | 548.49 |
| **Net deferred tax (liabilities) / assets(net)** | (b)-(a) | (1,470.29) | (11.03) | (38.10) | (43.70) | (1,563.12) |

**22. Other Non Financial Liabilities**

*Rupees crores*

| Particulars | Non-Current | | Current | |
|---|---|---|---|---|
| | **2025** | 2024 | **2025** | 2024 |
| Statutory dues (other than income taxes) | – | – | **3,621.37** | 3,086.13 |
| Contract Liabilities | **838.82** | 651.02 | **1,238.83** | 787.83 |
| Others | – | – | **292.20** | 320.54 |
| **Total** | **838.82** | 651.02 | **5,152.40** | 4,194.50 |

Contract liabilities are expected to be recognised in revenue over a period of 5 years.

Others mainly include salary deductions and TDS payable.

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

**23. Trade Payables**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises | **536.38** | 223.80 |
| Total outstanding dues other than micro enterprises and small enterprises | | |
| - Trade payable | **21,499.88** | 17,145.77 |
| - Acceptances | **1,369.51** | 1,220.67 |
| | **22,869.39** | 18,366.44 |
| **Total** | **23,405.77** | 18,590.24 |

Micro and Small enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Dues remaining unpaid at the end of each accounting year for micro and small enterprises | | |
| - Principal | **12.36** | 4.61 |
| - Interest on the above | **1.21** | 0.45 |
| (b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year | | |
| - Principal paid beyond the appointed date | **499.24** | 676.27 |
| - Interest paid in terms of Section 16 of the MSMED Act | **1.42** | 0.68 |
| (c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year | **1.89** | 3.19 |
| (d) Further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | **2.58** | 2.54 |
| (e) Amount of interest accrued and remaining unpaid | **5.68** | 6.18 |

**Ageing of trade payables**

*Rupees crores*

| Particulars | 2025 Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| **Trade Payables** | | | | | | |
| MSME | **524.02** | **12.36** | – | – | – | **536.38** |
| Others | **16,322.32** | **580.28** | **53.27** | **19.26** | **8.28** | **16,983.41** |
| Disputed dues - Others | – | – | – | – | **1.76** | **1.76** |
| | **16,846.34** | **592.64** | **53.27** | **19.26** | **10.04** | **17,521.55** |
| Accrued Expenses | | | | | | **5,884.22** |
| **Net trade payables** | **16,846.34** | **592.64** | **53.27** | **19.26** | **10.04** | **23,405.77** |

*Rupees crores*

| Particulars | 2024 Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Trade Payables | | | | | | |
| MSME | 219.19 | 4.61 | – | – | – | 223.80 |
| Others | 12,160.62 | 1,079.86 | 125.46 | 24.75 | 13.45 | 13,404.14 |
| Disputed dues - Others | – | – | – | – | 1.41 | 1.41 |
| | 12,379.81 | 1,084.47 | 125.46 | 24.75 | 14.86 | 13,629.35 |
| Accrued Expenses | | | | | | 4,960.89 |
| Net trade payables | 12,379.81 | 1,084.47 | 125.46 | 24.75 | 14.86 | 18,590.24 |

**24. Revenue from Operations**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **From contract with customers (as defined under Ind AS 115)** | | |
| Sale of products | **1,12,056.86** | 95,302.72 |
| Sale of services | **2,046.03** | 1,893.89 |
| Other operating revenue^ | **1,007.95** | 929.59 |
| | **1,15,110.84** | 98,126.20 |
| **Operating revenue from other sources** | | |
| - Government grant and incentives | **1,287.60** | 891.90 |
| - Others | **85.24** | 79.58 |
| | **1,372.84** | 971.48 |
| **Total** | **1,16,483.68** | 99,097.68 |

^ Other operating revenue mainly includes income from oil royalty and scrap sales.

Revenue disaggregation as per nature of products and services and geography has been included in segment information (refer note 43).

**Reconciliation of revenue recognised in the Statement of Profit and Loss with contracted price**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Revenue from contract with customers as per the contract price | **1,18,826.40** | 1,02,629.47 |
| Less: Trade discounts, volume rebates, returns, etc. | **(3,715.56)** | (4,503.27) |
| **Revenue from contract with customers as per the Statement of Profit and Loss** | **1,15,110.84** | 98,126.20 |

**25. Income from investments in subsidiaries, associates and joint ventures**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Dividend income | **1,821.35** | 1,638.99 |
| (b) Interest income on loans given | **201.31** | 84.19 |
| (c) Gains on derivatives on interest in subsidiaries, associates and joint ventures | **5.00** | 3.51 |
| (d) Profit on sale of investments | **113.19** | 239.87 |
| (e) Reversal of impairment of investments | **–** | 271.53 |
| **Total** | **2,140.85** | 2,238.09 |

**26. Other Income**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Interest Income | | |
| - On financial assets measured at Amortised Cost | **828.22** | 448.08 |
| - On financial assets at FVTOCI | **117.16** | 129.44 |
| (b) Dividend income on investments classified as financial assets | **3.45** | 3.28 |
| (c) Net gain arising on financial assets / liabilities measured at FVTPL | **203.28** | 899.51 |
| (d) Other non operating income (net of directly attributable expenses) # | **559.76** | 475.77 |
| **Total** | **1,711.87** | 1,956.08 |

# includes gain on sale of property, plant and equipment, rent income, etc.

**27. Cost of materials consumed**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Opening inventories | **3,560.89** | 4,531.83 |
| Purchases | **82,378.50** | 70,342.46 |
| | **85,939.39** | 74,874.29 |
| Less: Closing inventories | **4,117.16** | 3,560.89 |
| **Total** | **81,822.23** | 71,313.40 |

**28. Changes in inventories of finished goods, work-in-progress and stock-in-trade**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| ***Opening inventories:*** | | |
| Finished goods produced | **4,251.97** | 2,856.71 |
| Work-in-progress | **255.84** | 170.37 |
| Stock-in-trade | **841.85** | 799.34 |
| Manufactured components | **505.72** | 461.14 |
| | **5,855.38** | 4,287.56 |
| ***Less: Closing inventories:*** | | |
| Finished goods produced | **4,028.54** | 4,251.97 |
| Work-in-progress | **228.18** | 255.84 |
| Stock-in-trade | **954.54** | 841.85 |
| Manufactured components | **709.66** | 505.72 |
| | **5,920.92** | 5,855.38 |
| **Net (increase) in inventories** | **(65.54)** | (1,567.82) |

**29. Employee Benefits Expense**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Salaries and wages, including bonus | **4,100.60** | 3,743.85 |
| (b) Contribution to provident and other funds | **283.99** | 277.58 |
| (c) Equity settled share based payments (refer note 37) | **105.87** | 111.61 |
| (d) Staff welfare expenses | **391.02** | 330.15 |
| **Total** | **4,881.48** | 4,463.19 |

**30. Finance Costs**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Interest expense on financial liabilities measured at amortised cost | **107.81** | 120.42 |
| Less: Amounts included in the cost of qualifying assets | **86.63** | 117.00 |
| Interest on lease liabilities | **44.94** | 37.98 |
| | **66.12** | 41.40 |
| (b) Other borrowing costs | **184.35** | 99.08 |
| **Total** | **250.47** | 140.48 |

Other borrowing costs include discounting charges and unwinding of interest on other liabilities / provisions.

The weighted average capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is **7.24% p.a.** (2024: 6.76% p.a)

## 31. Depreciation, amortisation and impairment expense

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Depreciation of Property, Plant and Equipment | **2,199.17** | 1,845.88 |
| Depreciation of right-of-use assets | **165.48** | 149.45 |
| Amortisation of intangible assets | **1,551.66** | 1,348.24 |
| Impairment of property, plant & equipment, capital work in progress, intangible assets and intangible assets under development | **310.47** | 144.44 |
| **Total** | **4,226.78** | 3,488.01 |

## 32. Loss from investments related to subsidiaries, associates and joint ventures

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| (a) Impairment of investments* | **775.84** | 243.34 |
| (b) Loss on derivatives on interest in subsidiaries, associates and joint ventures | **72.07** | 9.93 |
| **Total** | **847.91** | 253.27 |

* Includes Impairment of ICD **Rs. 40.18 crores** (2024: Nil).

Impairment loss on certain investments in subsidiaries, associates and joint ventures has been recognised considering the performance of these companies and their future projections.

The Company has long-term investments in subsidiaries, associates and joint ventures which are measured at cost less impairment or at fair value through profit or loss. The management assesses the performance of these entities including the future projections, relevant economic and market conditions in which they operate to identify if there is any indicator of impairment in the carrying value of the investments. In case indicators of impairment exist, the impairment loss is measured by estimating the recoverable amounts based on the higher of (i) 'fair value less cost of disposal' determined using market price information, where available, and (ii) 'value-in-use' estimates determined using discounted cash flow projections, where available. The recoverable amount estimates are based on judgments, estimates, assumptions and market data as on reporting date and ignore subsequent changes in the economic and market conditions.

During the year ended 31st March 2025, the performance of certain subsidiaries along with capital allocation decisions, coupled with the relevant economic and market indicators resulted in indicators of impairment in respect of certain entities. Accordingly, the Company determined the recoverable amounts of these entities and recorded a provision of **Rs. 735.66 crores** (2024: Rs. 243.34 crores) for the year ended 31st March 2025.

## 33. Other Expenses

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Stores consumed | **317.27** | 293.92 |
| Tools consumed | **86.96** | 85.04 |
| Power and fuel | **432.39** | 367.20 |
| Freight outward | **1,086.47** | 959.13 |
| Repairs and maintenance | **491.61** | 441.17 |
| Advertisements | **623.34** | 643.09 |
| Sales promotion expenses | **340.44** | 298.53 |
| Travelling and conveyance expense | **256.95** | 235.92 |
| Legal and professional charges [refer note (a)] | **582.32** | 535.24 |
| CSR expenditure (refer note 34) | **152.36** | 116.86 |
| Hire and service charges | **1,749.02** | 1,660.50 |
| Miscellaneous expenses [refer note (b), (c) & (d)] | **2,020.42** | 1,857.65 |
| **Total** | **8,139.55** | 7,494.25 |



## 33. Other Expenses (contd.)

Notes:

(a) Auditors' remuneration (net of taxes, where applicable) included in legal and professional charges are as below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Statutory Auditors:** | | |
| Audit Fees (including quarterly limited reviews) | **7.20** | 7.26 |
| Other Services | **0.35** | 0.84 |
| Reimbursement of expenses | **0.20** | 0.27 |
| **Total** | **7.75** | 8.37 |
| **Cost Auditors:** | | |
| Audit Fees | **0.10** | 0.09 |
| **Total** | **0.10** | 0.09 |

(b) Foreign exchange loss recognised in profit or loss - **Rs. 37.83 crores** (2024: gain of Rs. 7.92 crores).

(c) Short term lease expenses recognised during the year - **Rs. 61.08 crores** (2024: Rs. 58.68 crores).

(d) Includes donation / contribution to political parties:

| | |
|---|---|
| Bhartiya Janata Party: | **Rs. 78.00 crores** (2024: Rs. Nil) |
| Shiv Sena (Uddhav Balasaheb Thackeray): | **Rs. 5.00 crores** (2024: Rs. Nil) |
| All India Congress Committee: | **Rs. 5.00 crores** (2024: Rs. Nil) |

## 34. Corporate Social Responsibility (CSR)

As per section 135 of the Companies Act, 2013, the Company is required to spend 2% of its average net profit of the immediately three preceding financial years on CSR.

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| a) Gross amount required to be spent by the Company during the year based on 2% of average net profits | **152.23** | 116.44 |
| b) Amount spent during the year on: | | |
| i) Construction / acquisition of assets held by the Company | **–** | – |
| ii) On purposes other than above | **152.36** | 116.86 |
| c) Unspent amount at the end of the year | **–** | – |

Driven by the core purpose and in line with CSR vision, your Company continued to focus on investing in girls / women empowerment, and environmental conservation through high standard projects in the domains of education, skill development and environment. Across all flagship projects, the Company has ensured that majority of beneficiaries are girls and women. Apart from investing in the areas of Girls and Women's Empowerment and Environment Conservation, your company has also given emphasis towards working closely with stakeholders / local communities to support local need-based projects around business locations.

Amount recognised as expense in profit or loss is **Rs. 152.36 crores** (2024: 116.86 crores). Further, the Company does not wish to carry forward any excess amount spent during the year.

## 35. Earning Per Share (EPS)

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Profit for the year for basic EPS (Rupees crores) | **11,854.96** | 10,642.29 |
| Profit for the year diluted EPS (Rupees crores) | **11,854.96** | 10,642.29 |
| Weighted average number of Ordinary (Equity) Shares used in computing basic EPS | **1,19,99,40,627** | 1,19,86,36,292 |
| Effect of dilutive potential Ordinary (Equity) Shares | **42,53,965** | 45,93,003 |
| Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS | **1,20,41,94,592** | 1,20,32,29,295 |
| Basic Earnings per share (Rs.) (Face value of Rs. 5 per share) | **98.80** | 88.79 |
| Diluted Earnings per share (Rs.) | **98.45** | 88.45 |

## 36. Employee Benefits

### (a) General description of defined benefit plans:

**(i) Gratuity**

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

**(ii) Post - retirement medical**

The Company provides post retirement medical cover to select grade of employees to cover the retiring employee and their spouse upto a specified age through mediclaim policy on which the premiums are paid by the Company. The eligibility of the employee for the benefit as well as the amount of medical cover purchased is determined by the grade of the employee at the time of retirement.

**(iii) Post - retirement housing allowance**

The Company operates a post retirement benefit scheme for a certain grade of employees in which a monthly allowance determined on the basis of the last drawn basic salary at the time of retirement, is paid to the retiring employee in lieu of housing.

### (b) Risk exposure

Though its defined benefit plans the Company 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 underperform compared to this yield, this will create or increase a deficit. The defined benefit plans may hold equity type assets, which may carry volatility and associated risk.

**(ii) Changes in bond yields**

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plan's investment in debt instruments.

**(iii) Inflation risk**

The present value of some of the defined benefit plan obligations are calculated with reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. The post retirement medical benefit obligation is sensitive to medical inflation and accordingly, an increase in medical inflation rate would increase the plan's liability.

**(iv) Life expectancy**

The present value of defined benefit plan obligation is calculated by reference to the best estimate of the mortality of plan participants, both during and after the employment. An increase in the life expectancy of the plan participants will increase the plan's liability.



## 36. Employee Benefits (contd.)

### (c) Details of defined benefit plans as per actuarial valuation are as below:

*Rupees crores*

| Particulars | Funded Plan | | Unfunded Plans | | | |
|---|---|---|---|---|---|---|
| | Gratuity | | Post retirement medical benefits | | Post retirement housing allowance | |
| | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 |
| **(i) Amounts recognised in profit or loss** | | | | | | |
| Current service cost | **77.75** | 71.79 | **0.45** | 0.83 | **2.51** | 2.22 |
| Past service cost | **–** | – | **–** | (20.23) | **–** | – |
| Net interest expense / (income) | **(5.46)** | (3.04) | **1.89** | 2.48 | **8.06** | 8.02 |
| Total amount included in employee benefits expense | **72.29** | 68.75 | **2.34** | (16.92) | **10.57** | 10.24 |
| **(ii) Amounts recognised in other comprehensive income** | | | | | | |
| Remeasurement (gains) / losses: | | | | | | |
| a) Actuarial (gains) / losses arising from changes in - | | | | | | |
| - demographic assumptions | **(2.22)** | 1.66 | **(0.06)** | 0.09 | **–** | – |
| - financial assumptions | **21.41** | 16.37 | **0.46** | 0.38 | **3.30** | 2.50 |
| - experience adjustments | **(15.78)** | (19.70) | **(0.12)** | (2.55) | **3.18** | 0.08 |
| b) Return on plan assets, excluding amount included in net interest expense / (income) | **(5.73)** | (0.66) | **–** | – | **–** | – |
| Total amount recognised in other comprehensive income | **(2.32)** | (2.33) | **0.28** | (2.08) | **6.48** | 2.58 |
| **(iii) Changes in the defined benefit obligation** | | | | | | |
| Opening defined benefit obligation | **968.95** | 933.58 | **27.47** | 47.93 | **116.29** | 112.15 |
| Additions / (Deletions) through business combinations / inter company transfers | **(0.77)** | (7.09) | **–** | – | **–** | – |
| Current service cost | **77.75** | 71.79 | **0.45** | 0.83 | **2.51** | 2.22 |
| Past service cost | **–** | – | **–** | (20.23) | **–** | – |
| Interest expense | **63.54** | 63.40 | **1.89** | 2.48 | **8.06** | 8.02 |
| Remeasurements (gains) / losses arising from changes in - | | | | | | |
| - demographic assumptions | **(2.22)** | 1.66 | **(0.06)** | 0.09 | **–** | – |
| - financial assumptions | **21.41** | 16.37 | **0.46** | 0.38 | **3.30** | 2.50 |
| - experience adjustments | **(15.78)** | (19.70) | **(0.12)** | (2.55) | **3.18** | 0.08 |
| Benefits paid | **(78.57)** | (91.06) | **(1.86)** | (1.46) | **(8.63)** | (8.68) |
| Closing defined benefit obligation | **1,034.31** | 968.95 | **28.23** | 27.47 | **124.71** | 116.29 |
| **(iv) Changes in fair value of plan assets** | | | | | | |
| Opening fair value of plan assets | **1,000.79** | 929.95 | **–** | – | **–** | – |
| Additions / (Deletions) through business combinations / inter company transfers | **–** | 0.84 | **–** | – | **–** | – |
| Interest income | **69.00** | 66.44 | **–** | – | **–** | – |
| Return on plan assets excluding interest income | **5.73** | 0.66 | **–** | – | **–** | – |
| Contribution by employer | **65.83** | 93.96 | **–** | – | **–** | – |
| Benefits paid | **(78.57)** | (91.06) | **–** | – | **–** | – |
| Closing fair value of plan assets | **1,062.78** | 1,000.79 | **–** | – | **–** | – |

**36. Employee Benefits (contd.)**

**(c) Details of defined benefit plans as per actuarial valuation are as below: (contd.)**

*Rupees crores*

| Particulars | Funded Plan | | Unfunded Plans | | | |
|---|---|---|---|---|---|---|
| | Gratuity | | Post retirement medical benefits | | Post retirement housing allowance | |
| | **2025** | 2024 | **2025** | 2024 | **2025** | 2024 |
| **(v) Net defined benefit obligation** | | | | | | |
| Defined benefit obligation | **1,034.31** | 968.95 | **28.23** | 27.47 | **124.71** | 116.29 |
| Fair value of plan assets | **1,062.78** | 1,000.79 | **–** | – | **–** | – |
| Surplus / (Deficit) | **28.47** | 31.84 | **(28.23)** | (27.47) | **(124.71)** | (116.29) |
| Current portion of the above | **–** | – | **(2.51)** | (2.33) | **(8.63)** | (8.63) |
| Non current portion of the above | **28.47** | 31.84 | **(25.72)** | (25.14) | **(116.08)** | (107.66) |

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(vi) Actuarial assumptions** | | |
| Discount rate (%) | **6.90%** | 7.20% |
| Attrition rate (%) | **12.50%** | 12.00% |
| Cost inflation (%) | **7 - 9%** | 7 - 9% |
| **(vii) Quantitative sensitivity analysis for impact of significant assumptions on defined benefit obligation are as below:** | | |
| One percentage point increase in discount rate | **(79.69)** | (77.91) |
| One percentage point decrease in discount rate | **91.85** | 90.08 |
| One percentage point increase in salary growth rate | **75.71** | 75.85 |
| One percentage point decrease in salary growth rate | **(67.80)** | (67.30) |
| One percentage point increase in attrition rate | **(4.93)** | (9.04) |
| One percentage point decrease in attrition rate | **5.33** | 9.41 |
| One percentage point increase in medical inflation rate | **1.61** | 1.63 |
| One percentage point decrease in medical inflation rate | **(1.49)** | (1.50) |
| **(viii) Maturity profile of defined benefit obligation** | | |
| Upto 1 year | **186.25** | 174.16 |
| 1 to 5 years | **513.34** | 485.21 |
| 6 to 9 years | **393.52** | 398.12 |
| 10 years and above | **1,180.44** | 1,129.57 |

Cost of inflation includes an estimate of medical inflation and 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.

The weighted average duration of the defined benefit obligation is **7.05 years** (2024: 6.96 years).

The Company expects to contribute **Rs. 80.00 crores** to the Gratuity Fund in the year ending 31st March, 2026.



**36. Employee Benefits (contd.)**

**(d) Trust-managed Provident fund:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(i) Net defined benefit obligation** | | |
| Defined benefit obligation | **3,766.63** | 3,456.11 |
| Fair value of plan assets | **3,688.36** | 3,456.11 |
| Surplus / (Deficit) | **(78.27)** | – |
| **(ii) Actuarial assumptions** | | |
| Discount rate | **6.90%** | 7.20% |
| Average remaining tenure of investment portfolio (years) | **5.66** | 5.46 |
| Guaranteed rate of returns | **8.25%** | 8.25% |

The Company has recognised an obligation of **Rs. 78.27 crores** (2024: Rs. Nil crores) on account of interest rate guarantee through OCI.

The plan assets have been primarily invested in government securities and corporate bonds.

The Company's contribution to Provident fund and Superannuation fund aggregating **Rs. 211.65 crores** (2024: Rs. 208.72 crores) has been recognised in profit or loss under 'Employee benefits expense'.

The weighted average duration of the defined benefit obligation is **8.76 years** (2024: 8.39 years).

The expected contribution payable to the plan next year is **Rs. 131.15 crores**.

**37. Employee Stock Option Plan**

The Company has setup Mahindra & Mahindra Employees Stock Option Trust (M&M ESOP Trust) and allotted certain ordinary shares which it holds for the benefit of the employees and issues them to the eligible employees as per the recommendations of the Nomination and Remuneration Committee (NRC).

*Mahindra and Mahindra Limited Employees Stock Option Scheme - 2010 ("2010 Scheme"):*

The Company has granted options at an exercise price of Rs. 5.00 which vests in 2 to 5 instalments ranging from 12 to 84 months from the date of grant. The exercise period of the options ranges from 1 year to 6 years from the date of vesting. Number of vested options exercisable is subject to a minimum of 50 or number of options vested, whichever is lower.

**Summary of stock options**

| Particulars | No. of stock options | Weighted average exercise price (Rs.) |
|---|---|---|
| Options outstanding on 1st April, 2024 | 52,55,862 | 4.89 |
| Options granted during the year | 4,58,479 | 5.00 |
| Options forfeited / lapsed during the year | 1,38,588 | 4.39 |
| Options exercised during the year | 15,37,589 | 4.74 |
| Options outstanding on 31st March, 2025 | 40,38,164 | 4.97 |
| Options vested but not exercised on 31st March, 2025 | 14,52,537 | 4.92 |

**37. Employee Stock Option Plan (contd.)**

**Average share price on the date of exercise of the options are as under:**

| Date of exercise | Weighted average share price (Rs.) |
|---|---|
| 1st April, 2024 to 24th March, 2025 | 2,822.50 |

**Information in respect of options outstanding as at 31st March, 2025**

| Range of exercise price | Number of options | Weighted average remaining life |
|---|---|---|
| Rs. 2.50* | 44,113 | 0.86 years |
| Rs. 5.00 | 39,94,051 | 3.60 years |

* adjusted for the effect of bonus

**The fair values of options granted during the year are as follows:**

| Grant Date | No. of Years vesting | Fair value per option |
|---|---|---|
| 6th November, 2024 | 3 years | Rs. 2,812.45 |
| 6th February, 2025 | 2 years | Rs. 3,059.26 |

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

| | Grant date & Vesting period | |
|---|---|---|
| **Particulars** | **6th November, 2024 (3 years vesting)** | **6th February, 2025 (2 years vesting)** |
| Risk free interest rate | 6.65% | 6.54% |
| Expected life | 4 years | 5.6 Years |
| Expected volatility | 30.31% | 33.64% |
| Expected dividend yield | 0.73% | 0.66% |
| Exercise Price (Rs.) | 5 | 5 |
| Stock Price (Rs.) | 2,899.45 | 3,178.75 |

Stock options granted to employees are accounted in accordance with the requirements of IND AS 102 - Share based payment. Consequently, share based payment expense recognised in profit or loss after adjusting for reversals on account of options forfeited amounted to **Rs. 105.87 crores** for the year ended 31st March, 2025 (2024: Rs. 111.61 crores) and included in salaries, wages and bonus, etc. The amount excludes **Rs. 15.27 crores** (2024: Rs. 10.25 crores) charged to subsidiaries for options issued to / held by their employees.



**38. Capital Management**

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and / or preference and / or convertible and / or combination of short term / long term debt as may be appropriate.

'The Company determines the amount of capital required on the basis of its product, capital expenditure, operations and strategic investment plans. The same is funded through a combination of capital sources be it either equity and / or preference and / or convertible and / or combination of short term / long term debt as may be appropriate.

The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio of the Company.

Net Debt and Equity is given in the table below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Total Equity** | **61,585.10** | 52,291.18 |
| **Net Debt** | | |
| Short term debt | **79.15** | 450.03 |
| Long term debt | **1,055.90** | 1,134.86 |
| ***Gross Debt*** | **1,135.05** | 1,584.89 |
| Less: | | |
| Current investments | **13,089.45** | 8,478.90 |
| Cash and bank balances | **10,798.64** | 7,288.26 |
| ***Net Debt*** | **(22,753.04)** | (14,182.27) |
| **Total Capital deployed** | **38,832.06** | 38,108.91 |

**39. Financial instruments**

**Financial Risk Management Framework**

In the course of its business, the Company is exposed to certain financial risks namely credit risk, interest risk, currency risk & liquidity risk. The Company's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors.

**(a) Market Risk Management**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates etc. could affect the Company's income or the value of its holdings of financial instruments including cash flow. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximising the return.

**(i) Currency Risk**

The Company's exposure to currency risk relates primarily to the Company's operating activities including anticipated sales, purchases and borrowings where the transactions are denominated in a currency other than the Company's functional currency.

The Company's foreign currency exposures are managed in accordance with its Foreign Exchange Risk Management Policy which has been approved by its Board of Directors. The Company hedges its foreign currency risk mainly by way of forward covers. Other derivative instruments may be used if deemed appropriate.

The carrying amounts of the Company's foreign currency exposure at the end of the reporting period are as follows:

*Rupees crores*

| Particulars | US Dollar | Euro | Others | Total |
|---|---|---|---|---|
| **As at 31st March, 2025** | | | | |
| Financial assets | **3,051.64** | **107.94** | **844.45** | **4,004.03** |
| Financial liabilities | **407.37** | **115.41** | **292.88** | **815.66** |
| As at 31st March, 2024 | | | | |
| Financial assets | 2,863.51 | 73.38 | 515.36 | 3,452.25 |
| Financial liabilities | 439.44 | 58.77 | 187.80 | 686.01 |

**39. Financial instruments (contd.)**

**(a) Market Risk Management (contd.)**

**Hedge Accounting - Forwards**

**Details of Forward Foreign Currency Contracts outstanding at the end of reporting period**

*Rupees crores*

| Outstanding Contracts | 2025 | | 2024 | |
|---|---|---|---|---|
| | Notional value # | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) | Notional value # | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) |
| **Cash Flow Hedges** | | | | |
| *Sell currency* | | | | |
| Maturing less than 1 year | | | | |
| — USD | — | — | 2,034.23 | 0.35 |
| — ZAR | **1,149.38** | **(3.39)** | 199.75 | 2.94 |
| — AUD | **437.15** | **11.17** | 245.13 | 4.14 |
| — BRL | **62.07** | **0.76** | — | — |
| — JPY | **40.18** | **0.26** | — | — |
| Maturing more than 1 year | | | | |
| — USD | **2,026.87** | **13.20** | — | — |
| **Total** | | **22.00** | | 7.43 |

There are no significant transactions of hedges which are ineffective.

# Notional value of respective currency pair have been converted into presentation currency i.e. Rupees (INR) using year end closing exchange rate.

**Details of outstanding forward exchange contracts that are not accounted as hedges are as follows:**

*Rupees crores*

| Particulars | 2025 | | 2024 | |
|---|---|---|---|---|
| | Notional value # | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) | Notional value # | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) |
| *Buy currency* | | | | |
| — JPY | **304.41** | **(3.69)** | 273.24 | (4.04) |
| — EUR | **67.64** | **(0.45)** | 54.14 | (0.33) |
| — USD | **2,766.64** | **(56.48)** | — | — |
| | | **(60.62)** | | (4.37) |

# Notional value of respective currency pair have been converted into presentation currency i.e. Rupees (INR) using year end closing exchange rate.



**39. Financial instruments (contd.)**

**(ii) The movements in Cash Flow Hedge Reserve for instruments designated in a cash flow hedge are as follows:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Balance as at the beginning of the year | **3.44** | 7.16 |
| (Gains) / Losses transferred to Profit or Loss on occurrence of the forecast transaction | **0.65** | (12.37) |
| Change in fair value of effective portion of cash flow hedges | **(1.49)** | 7.40 |
| **Total** | **(0.84)** | (4.97) |
| Deferred tax effect on above | **0.21** | 1.25 |
| Balance as at the end of the year | **2.81** | 3.44 |
| **Of the above:** | | |
| Balance relating to continuing hedges | **2.81** | 3.44 |

**(iii) Sensitivity Analysis**

***Foreign Currency Sensitivity***

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant.

*Rupees crores*

| Particulars | Currency | Change in rate | Effect on profit before tax | Effect on pre-tax equity* |
|---|---|---|---|---|
| **Year ended 31st March, 2025** | **USD / INR** | **10%** | **61.74** | **—** |
| | **EUR / INR** | **10%** | **(0.75)** | **—** |
| Year ended 31st March, 2024 | USD / INR | 10% | 38.98 | — |
| | EUR / INR | 10% | 1.46 | — |

* Related to items directly accounted in reserves only.

The sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

**(b) Credit risk management**

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure are continuously monitored.

**(i) Financial Guarantees**

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks. The Company's maximum exposure in this respect is the maximum amount, the Company would have to pay, if the guarantee is called on. The amount recognised in Balance Sheet as other financial liabilities and maximum exposure details are as given below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Maximum exposure | **1,222.25** | 828.51 |
| Amount recognised as liability | **6.58** | 11.22 |

**39. Financial instruments (contd.)**

**(ii) Trade Receivables**

The Company applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company. The Company has taken dealer deposits, bank guarantees etc. which are considered as collateral and these are considered in determination of expected credit losses, where applicable.

Amounts pertaining to these collaterals are as given below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Dealer Deposits | **2.24** | 3.06 |
| Bank Guarantees | **764.17** | 841.86 |
| Others (including Letters of Credit) | **395.78** | 222.49 |

**Reconciliation of loss allowance for Trade Receivables:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance as at the beginning of the year** | **258.33** | 230.71 |
| Additions during the year | **63.72** | 65.10 |
| Amounts written off during the year | **(3.53)** | (9.17) |
| Impairment losses reversed / written back | **(31.91)** | (28.31) |
| **Balance as at the end of the year** | **286.61** | 258.33 |

The Company's maximum exposure to credit risk in respect of financial guarantee contracts are disclosed in Note 39(b)(i).

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets.

**(c) Liquidity risk management**

**(i) Maturity profile of non-derivative financial liabilities**

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay and includes both interest and principal cash flows.

*Rupees crores*

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years | 5 Years and above |
|---|---|---|---|---|
| **As at 31st March, 2025** | | | | |
| Short term borrowings - Principal | **79.15** | **–** | **–** | **–** |
| Long term borrowings - Principal | **–** | **555.90** | **–** | **500.00** |
| Long term borrowings - Interest | **83.71** | **131.46** | **95.50** | **1,588.18** |
| Lease liabilities (including interest) | **180.65** | **287.75** | **94.65** | **56.29** |
| Trade payables | **23,405.77** | **–** | **–** | **–** |
| Other Financial Liabilities | **1,764.90** | **243.18** | **2.00** | **280.75** |
| Financial Guarantees | **1,222.25** | **–** | **–** | **–** |
| **Total** | **26,736.43** | **1,218.29** | **192.15** | **2,425.22** |



**39. Financial instruments (contd.)**

**(c) Liquidity risk management (contd.)**

*Rupees crores*

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years | 5 Years and above |
|---|---|---|---|---|
| **As at 31st March, 2024** | | | | |
| Short term borrowings - Principal | 450.03 | – | – | – |
| Short term borrowings - Interest | 4.41 | – | – | – |
| Long term borrowings - Principal | – | 608.32 | 26.54 | 500.00 |
| Long term borrowings - Interest | 83.71 | 148.99 | 95.50 | 1,635.93 |
| Lease liabilities (including interest) | 148.37 | 253.86 | 93.29 | 28.79 |
| Trade payables | 18,590.24 | – | – | – |
| Other Financial Liabilities | 1,388.32 | 209.63 | 176.87 | 280.39 |
| Financial Guarantees | 828.51 | – | – | – |
| **Total** | 21,493.59 | 1,220.80 | 392.20 | 2,445.11 |

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the arrangement.

**(ii) Maturity profile of derivative financial liabilities**

The following table details the Company's liquidity analysis for its derivative financial liabilities other than derivatives on interest in subsidiaries, associates and joint ventures.

*Rupees crores*

| Particulars | Less than 1 Year | 1-3 Years | 3-5 Years |
|---|---|---|---|
| **As at 31st March, 2025** | | | |
| Foreign exchange forward contracts | **69.35** | **–** | **–** |
| Commodity futures | **20.24** | **–** | **–** |
| **Total** | **89.59** | **–** | **–** |
| As at 31st March, 2024 | | | |
| Foreign exchange forward contracts | 4.63 | – | – |
| Commodity futures | 3.81 | – | – |
| Total | 8.44 | – | – |

**(d) Offsetting of balances**

The Company has not offset financial assets and financial liabilities.

**(e) Collaterals**

The Company has also availed working capital facilities and other non-fund based facilities viz. bank guarantees and letters of credit, which are secured by hypothecation of certain current assets..

## 39. Financial instruments (contd.)

### (f) Fair Value Disclosures

#### (i) Financial Instruments regularly measured using Fair Value - recurring items

*Rupees crores*

| Particulars | Financial assets / financial liabilities | Fair Value Category | Fair Value 2025 | Fair Value 2024 | Fair value hierarchy | Valuation technique(s) | Key inputs (for level 2 and level 3) | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
|---|---|---|---|---|---|---|---|---|---|
| 1) Foreign currency forwards & commodity derivatives | Financial Assets | Financial instruments measured at FVTPL / FVTOCI-Current | **35.77** | 19.13 | Level 2 | Discounted cash flow approach | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of counter parties. | — | — |
| 2) Foreign currency forwards & commodity derivatives | Financial Assets | Financial instruments measured at FVTPL / FVTOCI-Non Current | **13.20** | — | Level 2 | Discounted cash flow approach | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of counter parties. | — | — |
| 3) Foreign currency forwards & commodity derivatives | Financial Liabilities | Financial instruments measured at FVTPL / FVTOCI-Current | **89.59** | 8.44 | Level 2 | Discounted cash flow approach | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of counter parties. | — | — |
| 4) Derivatives on interest in subsidiaries, associates and joint ventures | Financial Assets | Financial instruments measured at FVTPL-Non Current | **—** | 14.69 | Level 3 | Comparable Companies Method / Discounted Cash Flow / Price of Recent Transaction / Comparable Companies Quoted multiples | For Comparable Companies Method / Comparable Companies Quoted Multiples - compares the price for which comparable companies are traded on the capital market.<br>For Discounted cash flow - Companies Financial projections. These include forecasts of Balance Sheet, Statement of profit and loss along with underlying assumptions. | Interest Rates to discount future cash flow, market multiple used for comparable companies. | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of derivatives on interest in subsidiaries and associates and joint ventures. |
| 5) Derivatives on interest in subsidiaries, associates and joint ventures | Financial Liabilities | Financial instruments measured at FVTPL-Non Current | **82.32** | 24.94 | Level 3 | Comparable Companies Method / Discounted Cash Flow / Price of Recent Transaction / Comparable Companies Quoted multiples | For Comparable Companies Method / Comparable Companies Quoted multiples - compares the price for which comparable companies are traded on the capital market.<br>For Discounted Cash Flow - Companies Financial projections. These include forecasts of Balance Sheet, Statement of Profit and Loss along with underlying assumptions. | Interest Rates to discount future cash flow , Financial Projections | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of derivatives on interest in subsidiaries and associates and joint ventures. |
| 6) Investment in market linked debentures | Financial Assets | Financial instruments measured at FVTPL -Current | **—** | 28.34 | Level 1 | Quoted market price | — | — | — |
| 7) Investment in mutual funds | Financial Assets | Financial instruments measured at FVTPL -Current | **10,756.43** | 5,625.12 | Level 1 | Net asset value | — | — | — |
| 8) Investment in alternate investment fund | Financial Assets | Financial instruments measured at FVTPL -Non current | **27.40** | 27.05 | Level 1 | Net asset value | — | — | — |
| 9) Investment in equity instruments -Quoted | Financial Assets | Financial instruments designated at FVTOCI-Non current | **2.25** | 8.33 | Level 1 | Quoted market price | — | — | — |



## 39. Financial instruments (contd.)

### (f) Fair Value Disclosures (contd.)

#### (i) Financial Instruments regularly measured using Fair Value - recurring items (contd.)

*Rupees crores*

| Particulars | Financial assets / financial liabilities | Fair Value Category | Fair Value 2025 | Fair Value 2024 | Fair value hierarchy | Valuation technique(s) | Key inputs (for level 2 and level 3) | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
|---|---|---|---|---|---|---|---|---|---|
| 10) Investment in equity instruments -Quoted | Financial Assets | Financial instruments designated at FVTOCI-Current | **0.01** | 0.02 | Level 1 | Quoted market price | — | — | — |
| 11) Investment in equity instruments-Quoted | Financial Assets | Financial instruments measured at FVTPL-Non current | **622.24** | 1,009.56 | Level 1 | Quoted market price | — | — | — |
| 12) Investment in Infrastructure Investment Trust-Quoted | Financial Assets | Financial instruments measured at FVTPL-Non current | **366.06** | 360.98 | Level 1 | Quoted market price | — | — | — |
| 13) Investment in equity instruments-Unquoted | Financial Assets | Financial instruments designated at FVTOCI-Non current | **10.95** | 10.95 | Level 3 | Discounted cash flow / Market Multiple Approach | For Discounted Cash Flow - Companies Financial projections. These include forecasts of Balance Sheet, Statement of Profit and Loss along with underlying assumptions.<br>For Market Multiple approach- In this approach fair value is derived based on market multiples like PE Multiple, Enterprise Value (EV) multiple, Revenue Multiple etc. | Financial projections including terminal growth rate, operating margins etc. and discount rates to discount future cash flows. | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of the equity component and / or the debt component. |
| 14) Investment in debt instrument-Government Securities-Quoted | Financial Assets | Financial instruments measured at FVTOCI-Current | **10.29** | 10.16 | Level 1 | Quoted market price | — | — | — |
| 15) Investments in debentures / bonds-Quoted | Financial Assets | Financial instruments measured at FVTOCI-Current | **1,677.81** | 593.52 | Level 1 | Quoted market price | — | — | — |
| 16) Investment in debt instruments -Commercial Papers and Certificate of Deposits-Unquoted | Financial Assets | Financial instruments measured at FVTOCI-Current | **294.91** | 1,696.81 | Level 2 | Discounted Cash Flow and Interest rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of counter parties. | — | — |
| 17) Investments in Optionally Convertible Cumulative Redeemable Preference Shares / Optionally Convertible Redeemable Bonds | Financial Assets | Financial instruments measured at FVTPL-Non current | **38.33** | 306.48 | Level 3 | Discounted cash flow approach | For Discounted cash flow - Investee's financial projections. These include forecasts of Balance Sheet, Statement of Profit and Loss along with underlying assumptions. | Financial projections including terminal growth rate, operating margins etc. and discount rates to discount future cash flows. | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of the equity component and / or the debt component. |

**39. Financial instruments (contd.)**

**(f) Fair Value Disclosures (contd.)**

**(i) Financial Instruments regularly measured using Fair Value - recurring items (contd.)**

**Reconciliation of Level 3 fair value measurements of financial instruments measured at fair value**

*Rupees crores*

| Particulars | Unquoted Equity investment | Derivatives on Interest over Subsidiaries, Associates and Joint Ventures (Net) | Investments in Optionally / Compulsorily Convertible Preference Shares / Debentures | Total |
|---|---|---|---|---|
| **Year ended 31st March, 2025** | | | | |
| **Opening balance** | **10.95** | **(10.25)** | **306.48** | **307.18** |
| Total gains or losses recognised: | | | | |
| (a) in profit or loss | **–** | **(72.07)** | **(58.15)** | **(130.22)** |
| (b) in other comprehensive income | **–** | **–** | **–** | **–** |
| Purchases, issues, sales and settlements: | | | | |
| a) Purchases | **–** | **–** | **–** | **–** |
| b) Issues | **–** | **–** | **–** | **–** |
| c) Sales | **–** | **–** | **–** | **–** |
| d) Conversion | **–** | **–** | **(210.00)** | **(210.00)** |
| **Closing balance** | **10.95** | **(82.32)** | **38.33** | **(33.04)** |
| Change in unrealised gains or losses for the year included in profit or loss for assets & liabilities existing on Balance Sheet date | **–** | **(72.07)** | **(58.15)** | **(130.22)** |
| Year ended 31st March, 2024 | | | | |
| Opening balance | 0.07 | (0.30) | 92.57 | 92.34 |
| Total gains or losses recognised: | | | | |
| (a) in profit or loss | – | (9.95) | 3.91 | (6.04) |
| (b) in other comprehensive income | – | – | – | – |
| Purchases, issues, sales and settlements: | | | | |
| a) Purchases | 10.88 | – | 210.00 | 220.88 |
| b) Issues | – | – | – | – |
| c) Sales | – | – | – | – |
| d) Conversion | – | – | – | – |
| Closing balance | 10.95 | (10.25) | 306.48 | 307.18 |
| Change in unrealised gains or losses for the year included in profit or loss for assets & liabilities existing on Balance Sheet date | – | (9.95) | 3.91 | (6.04) |



**39. Financial instruments (contd.)**

**(f) Fair Value Disclosures (contd.)**

**(ii) Financial Instruments measured at amortised cost**

*Rupees crores*

| Particulars | Carrying Value | Fair value (Level 2) |
|---|---|---|
| **As at 31st March, 2025** | | |
| **Financial liabilities** | | |
| **Non Current Borrowings** | | |
| – Debentures | **974.76** | **1,065.76** |
| – Other loans | **81.14** | **73.90** |
| As at 31st March, 2024 | | |
| Financial liabilities | | |
| Non Current Borrowings | | |
| – Debentures | 974.57 | 946.89 |
| – Other loans | 160.29 | 141.73 |

There were no transfers between Level 1 and Level 2 during the year.

**Valuation methodologies of financial instruments not measured at fair value**

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the company's financial statements. These fair values were calculated for disclosure purposes only.

***Non-Current Borrowings***

The fair value of borrowings which have a quoted market price in an active market is based on its market price and for other borrowings the fair value is estimated by discounting expected future cash flows, using current interest rates.

Except for the above, carrying value of financial assets / liabilities measured at amortised cost represent reasonable estimate of fair value.

**40. Related Party Disclosures:**

**(a) Related parties where control exists:**

**Subsidiaries:**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 1 | Mahindra do Brasil Industrial Ltda. | 18 | Holiday Club Canarias Investments S.L. |
| 2 | Ryono Engineering Co., Ltd. | 19 | Holiday Club Sport And Spa Hotels AB |
| 3 | Ryono Asset Management Co., Ltd. | 20 | Holiday Club Sweden Ab Åre |
| 4 | Mitsubishi Agricultural Machinery Sales Co., Ltd. | 21 | Are Villa 3 Ab |
| 5 | Bristlecone (Singapore) Pte. Limited | 22 | Ownership Services Sweden Ab |
| 6 | Bristlecone GmbH | 23 | Kiinteistö Oy Rauhan Liikekiinteistöt 1 |
| 7 | Bristlecone UK Limited | 24 | Mahindra Aerostructures Private Limited |
| 8 | Bristlecone International Ag | 25 | Mahindra Fruits Private Limited |
| 9 | Bristlecone (Malaysia) Sdn. Bhd. | 26 | Mahindra HZPC Private Limited |
| 10 | Bristlecone Consulting Limited | 27 | Mahindra & Mahindra Financial Services Limited Employees' Stock Option Trust |
| 11 | Bristlecone India Limited | | |
| 12 | Bristlecone Internacional Costa Rica Limited | 28 | Mahindra Finance CSR Foundation |
| 13 | Bristlecone Middle East DMCC | 29 | Mahindra Ideal Finance Limited |
| 14 | Bristlecone Inc. | 30 | Mahindra Rural Housing Finance Limited |
| 15 | Holiday Club Resorts Oy | 31 | Mahindra Insurance Brokers Limited |
| 16 | Holiday Club Canarias Vacation Club SLU | 32 | Mahindra Last Mile Mobility Limited |
| 17 | Holiday Club Canarias Resort Management S.L. | 33 | Mahindra Electric Automobile Limited |

**40. Related Party Disclosures: (contd.)**

**(a) Related parties where control exists: (contd.)**

**Subsidiaries: (contd.)**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 34 | Mahindra & Mahindra Employee Stock Option Trust | 74 | Mahindra Holidays & Resorts India Limited Employee Stock Option Trust |
| 35 | Sunrise Initiatives Trust | 75 | MHR Holdings (Mauritius) Limited |
| 36 | M.I.T.R.A Agro Equipments Private Limited | 76 | MH Boutique Hospitality Limited |
| 37 | Swaraj Engines Limited | 77 | Heritage Bird (M) Sdn Bhd |
| 38 | New Democratic Electoral Trust | 78 | Gables Promoters Private Limited |
| 39 | Officemartindia.com Limited | 79 | Mahindra Hotels & Residences India Limited |
| 40 | Mahindra & Mahindra Benefit Trust | 80 | Mahindra Water Utilities Limited |
| 41 | Kota Farm Services Limited | 81 | Mahindra MSTC Recycling Private Limited |
| 42 | Mahindra Aerospace Private Limited | 82 | PT Mahindra Accelo Steel Indonesia |
| 43 | Mahindra EPC Irrigation Limited | 83 | Mahindra Middleeast Electrical Steel Service Centre (FZC) |
| 44 | Mahindra Logistics Limited | 84 | Mahindra Auto Steel Private Limited |
| 45 | Mahindra Agri Solutions Limited | 85 | Mahindra Electrical Steel Private Limited |
| 46 | Mahindra emarket Limited | 86 | Mahindra Steel Service Centre Limited |
| 47 | Mahindra Integrated Business Solutions Private Limited | 87 | Rathna Bhoomi Enterprises Private Limited |
| 48 | Mahindra Two Wheelers Europe Holdings S.a.r.l. | 88 | Mahindra Bloomdale Developers Limited |
| 49 | Mahindra Defence Systems Limited | 89 | Anthurium Developers Limited |
| 50 | Mahindra Lifespace Developers Limited | 90 | Industrial Township (Maharashtra) Limited |
| 51 | Mahindra & Mahindra Financial Services Limited | 91 | Knowledge Township Limited |
| 52 | Sampo Rosenlew Oy | 92 | Mahindra World City (Maharashtra) Limited |
| 53 | Mahindra USA Inc. | 93 | Mahindra Infrastructure Developers Limited |
| 54 | Mahindra Automotive Mauritius Limited | 94 | Moonshine Construction Private Limited |
| 55 | Mahindra Overseas Investment Company (Mauritius) Limited | 95 | Deep Mangal Developers Private Limited |
| 56 | Mahindra Holdings Limited | 96 | MLL Global Logistics Limited (upto 4th March, 2025) |
| 57 | Mahindra and Mahindra South Africa (Proprietary) Limited | 97 | V-Link Freight Services Private Limited |
| 58 | Mahindra Accelo Limited | 98 | Zipzap Logistics Private Limited |
| 59 | Mahindra Holidays & Resorts India Limited | 99 | Lords Freight (India) Private Limited |
| 60 | Mahindra Automotive Australia Pty. Limited | 100 | MLL Mobility Private Limited |
| 61 | NBS International Limited | 101 | 2 X 2 Logistics Private Limited |
| 62 | Automobili Pininfarina GmbH | 102 | MLL Express Services Private Limited |
| 63 | Mahindra Vehicle Sales And Service Inc. | 103 | Erkunt Traktor Sanayii Anonim Şirketi |
| 64 | Mahindra Emirates Vehicle Armouring FZ-LLC | 104 | Erkunt Sanayi Anonim Şirketi |
| 65 | Mahindra Telephonics Integrated Systems Limited | 105 | Mahindra Racing UK Limited |
| 66 | Mahindra First Choice Wheels Limited ESOP Trust | 106 | Mahindra Automotive North America Inc. |
| 67 | Mahindra & Mahindra Contech Limited | 107 | Mahindra Europe s.r.l. |
| 68 | Bristlecone Worldwide, Inc | 108 | Mahindra Rural Housing Finance Limited Employee Welfare Trust |
| 69 | Mahindra Airways Limited | 109 | Resurgence Solarize Urja Private Limited |
| 70 | Mahindra First Choice Wheels Limited | 110 | Marvel Solren Private Limited |
| 71 | Gromax Agri Equipment Limited | 111 | Mahindra Solarize Private Limited |
| 72 | Mahindra Holidays & Resorts Harihareshwar Limited | 112 | Mahindra Construction Company Limited |
| 73 | Arabian Dreams Hotel Apartments LLC | 113 | Infinity Hospitality Group Company Limited |



**40. Related Party Disclosures: (contd.)**

**(a) Related parties where control exists: (contd.)**

**Subsidiaries: (contd.)**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 114 | Covington S.a.r.l. | 121 | Holiday Club Canarias Sales & Marketing S.L. |
| 115 | Ryono Factory Co., Ltd. | 122 | Mitsubishi Mahindra Agricultural Machinery Co., Ltd. |
| 116 | Mumbai Mantra Media Limited | 123 | Mahindra Aerospace Australia Pty Ltd (upto 9th July, 2024) |
| 117 | Guestline Hospitality Management and Developement Service Limited | 124 | Holiday Club Resorts Rus LLC (upto 10th October, 2024) |
| 118 | Mahindra Sustainable Energy Private Limited | 125 | Fifth Gear Ventures Limited (merged with Mahindra First Choice Wheels Limited) |
| 119 | Mahindra Armored Vehicles Jordan, LLC | 126 | Mahindra North American Technical Center, Inc. |
| 120 | Automobili Pininfarina Americas Inc. | 127 | Mahindra South East Asia Limited (w.e.f. 8th October, 2024) |

**(b) Other parties with whom transactions have taken place during the year:**

**(i) Associates:**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 1 | Sustainable Energy Infra Investment Managers Private Limited | 35 | Tech Mahindra Vietnam Company Limited |
| 2 | Pininfarina S.P.A. | 36 | Tech Mahindra Bolivia S.R.L. |
| 3 | CIE Automotive India Limited | 37 | Tech Mahindra Ecuador S.A |
| 4 | Tech Mahindra (Shanghai) Co. Limited | 38 | Tech Mahindra IT Services Nl B.V. |
| 5 | Satyam Venture Engineering Services Private Limited | 39 | Tech Mahindra Panama, S.A. |
| 6 | Golde Wuhan Co., Limited | 40 | Mahindra Knowledge Park (Mohali) Limited |
| 7 | Renew Sunlight Energy Private Limited | 41 | Tech-Mahindra S.A |
| 8 | Aurangabad Electricals Limited | 42 | Tech Mahindra Sweden Ab |
| 9 | Golde Pune Automotive India Private Limited | 43 | Tech Mahindra Egypt Technologies Tech |
| 10 | Tech Mahindra Limited | 44 | Tech Mahindra Global Chess Leauge Ag |
| 11 | Mahindra Educational Institutions | 45 | Tech Mahindra Spain S.L. |
| 12 | Blue Planet Integrated Waste Solutions Limited | 46 | Tech Mahindra France |
| 13 | PSL Media & Communications Limited | 47 | Tech Mahindra Defence Technologies Limited |
| 14 | Tech Mahindra Chile Spa | 48 | Tech Mahindra Holdco Pty Limited |
| 15 | Tech Mahindra Network Services International Inc. | 49 | Tech Mahindra South Africa (Pty) Limited |
| 16 | CIE Hosur Limited | 50 | Tech Mahindra Servicos De Informatica S.A |
| 17 | Mahindra Finance USA LLC | 51 | Tech Mahindra Servicos Ltda |
| 18 | Tech Mahindra (Americas) Inc. | 52 | Tech Mahindra De Mexico S.De R.L.De C.V |
| 19 | Tech Mahindra Consulting Group Inc. | 53 | Tech Mahindra LLC |
| 20 | Tech Mahindra Arabia Limited | 54 | Tech Mahindra London Limited |
| 21 | Tech Mahindra Credit Solutions Inc. | 55 | Tech Mahindra (Switzerland) SA |
| 22 | Tech Mahindra Digital Pty Ltd | 56 | Tech Mahindra Limited SPC |
| 23 | Tech Mahindra Technology Services LLC | 57 | Tech Mahindra Communications Japan Co., Limited |
| 24 | Tech Mahindra (Thailand) Limited | 58 | Tech Mahindra Cerium Private Limited |
| 25 | Pt Tech Mahindra Indonesia | 59 | Tech Mahindra Cerium Systems Inc |
| 26 | Tech Mahindra Ict Services (Malaysia) Sdn. Bhd | 60 | Tech Mahindra Cerium Systems Sdn. Bhd. |
| 27 | Tech Mahindra (Beijing) IT Services Limited | 61 | Tech Mahindra Gmbh |
| 28 | Tech Mahindra Mexico Cloud Services, S.De R.L. De C.V | 62 | Tech Mahindra Norway AS |
| 29 | Tech Mahindra (Nigeria) Limited | 63 | Tech Mahindra Luxembourg S.A R.L. |
| 30 | Tech Mahindra Bahrain Ltd W.L.L | 64 | Tech Mahindra (Singapore) Pte Limited |
| 31 | Tech Mahindra (Nanjing) Co. Limited | 65 | Tech Mahindra Costa Rica Sociedad Anonima |
| 32 | Tech Mahindra Technologies Inc. | 66 | Tech Mahindra Colombia S.A.S |
| 33 | Tech Mahindra De Peru S.A.C. | 67 | Tech Mahindra Fintech Holdings Limited |
| 34 | Tech Mahindra Guatemala S.A | 68 | Tech Mahindra Foundation |

**(ii) Joint Ventures:**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 1 | Mahindra World City (Jaipur) Limited | 8 | Mahindra Teqo Private Limited |
| 2 | Classic Legends Private Limited | 9 | Mahindra Industrial Park Private Limited |
| 3 | Mahindra Susten Private Limited | 10 | Mahindra Happinest Developers Limited |
| 4 | Mahindra Summit Agriscience Limited | 11 | Mahindra Manulife Investment Management Private Limited |
| 5 | Mahindra Ideal Lanka (Private) Limited | 12 | Mahindra Industrial Park Chennai Limited |
| 6 | Mahindra World City Developers Limited | 13 | Mahindra Homes Private Limited |
| 7 | Carnot Technologies Private Limited | 14 | Mahindra-BT Investment Company (Mauritius) Limited |

**40. Related Party Disclosures: (contd.)**

**b) Other parties with whom transactions have taken place during the year: (contd.)**

**(ii) Joint Ventures: (contd.)**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 15 | Smartshift Logistics Solutions Private Limited | 24 | Layer Hybren Private Limited |
| 16 | Martial Solren Private Limited | 25 | Neon Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 17 | Migos Hybren Private Limited | 26 | Orion Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 18 | Illuminate Hybren Private Limited | 27 | Pulse Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 19 | Hazel Hybren Private Limited | 28 | Quest Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 20 | Furies Solren Private Limited | 29 | Mahindra Manulife Trustee Private Limited |
| 21 | Gelos Solren Private Limited | | |
| 22 | Jade Hybren Private Limited | | |
| 23 | Kyros Hybren Private Limited | | |

**(iii) Key Management Personnel (KMP):**

| S. No. | Name of KMP | Designation |
|---|---|---|
| 1 | Mr. Anand G. Mahindra | Chairman |
| 2 | Dr. Anish Shah | Group CEO and Managing Director |
| 3 | Mr. Rajesh Jejurikar | Executive Director and CEO (Auto and Farm Sector) |
| 4 | Ms. Nisaba Godrej | Independent Director |
| 5 | Mr. Muthiah Murugappan | Independent Director |
| 6 | Dr. Vishakha N. Desai (upto 30th April, 2024) | Independent Director |
| 7 | Mr. Vikram Singh Mehta (upto 7th August, 2024) | Independent Director |
| 8 | Mr. T. N. Manoharan | Independent Director |
| 9 | Mr. Haigreve Khaitan (upto 7th August, 2024) | Independent Director |
| 10 | Ms. Shikha Sharma | Independent Director |
| 11 | Ms. Padmasree Warrior (w.e.f. 17th May, 2024) | Independent Director |
| 12 | Mr. Ranjan Pant (w.e.f. 17th May, 2024) | Non-Executive and Non-Independent Director |
| 13 | Mr. Sat Pal Bhanoo (w.e.f. 17th May, 2024) | Nominee Director |

**(iv) Close member of KMP and entities controlled / jointly controlled by KMP:**

| S. No. | Close member of KMP | S. No. | Close member of KMP |
|---|---|---|---|
| 1 | Ms. Anuradha Mahindra | 5 | Dr. T. N. Gajendran |
| 2 | Ms. Radhika Nath | 6 | Mr. Niraj Shah |
| 3 | Ms. Snehal Shah | 7 | Mr. Vivek Shah |
| 4 | Mr. Murugappan Muthiah Murugappan | | |

| S. No. | Entities controlled / jointly controlled by KMP | S. No. | Entities controlled / jointly controlled by KMP |
|---|---|---|---|
| 1 | The Indian & Eastern Engineer Company Private Limited | 4 | Goolestan Investments Private Limited |
| 2 | Araku Originals Private Limited | 5 | Gotham Park Projects LLP |
| 3 | Point RP Consulting Private Limited (OPC) | 6 | Naandi Community Water Services Private Limited |

**(v) Entity belonging to Promoter / Promoter Group holding 10% or more in the Company:**

| S. No. | Name of the entity |
|---|---|
| 1 | Prudential Management & Services Private Limited |

**(vi) Welfare Funds / Post-Employment benefit plans:**

| S. No. | Name of the Fund | S. No. | Name of the Fund |
|---|---|---|---|
| 1 | M&M Employees' Welfare Fund No. 1 | 5 | Mahindra & Mahindra Limited Staff Provident Fund |
| 2 | M&M Employees' Welfare Fund No. 2 | 6 | Mahindra & Mahindra Limited Staff & Workmen's Superannuation Scheme |
| 3 | M&M Employees' Welfare Fund No. 3 | 7 | Mahindra & Mahindra Limited Superannuation Scheme |
| 4 | Mahindra World School Education Trust | | |



**40. Related Party Disclosures: (contd.)**

**(c) The related party transactions are as under:**

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Subsidiaries | Associates | Joint Ventures | KMP | Close members of KMP and Entities controlled / jointly controlled by KMP | Entity belonging to Promoter / Promoter Group holding 10% or more in the Company | Welfare Funds / Post-Employment benefit plans |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Purchases: | | | | | | | | |
| | Goods | **2025** | **3,171.78** | **2,180.37** | **7.57** | **–** | **–** | **–** | **–** |
| | | 2024 | 3,015.22 | 2,416.51 | 0.06 | – | – | – | – |
| | Services | **2025** | **3,394.77** | **282.88** | **15.10** | **–** | **–** | **–** | **–** |
| | | 2024 | 3,676.93 | 71.14 | 21.14 | – | – | – | – |
| | Property, Plant and Equipment | **2025** | **94.94** | **0.74** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 108.35 | 14.80 | – | – | – | – | – |
| 2 | Sales: | | | | | | | | |
| | Goods | **2025** | **7,407.14** | **2.11** | **548.03** | **–** | **–** | **–** | **–** |
| | | 2024 | 4,246.97 | 4.79 | 742.48 | – | – | – | – |
| | Services | **2025** | **967.89** | **6.56** | **33.55** | **–** | **–** | **–** | **–** |
| | | 2024 | 936.22 | 3.63 | 30.28 | – | – | – | – |
| | Property, Plant and Equipment | **2025** | **7.85** | **–** | **0.01** | **–** | **–** | **–** | **–** |
| | | 2024 | 35.35 | – | – | – | – | – | – |
| 3 | Investments: | | | | | | | | |
| | Purchased / Subscribed / Conversion / Bonus | **2025** | **2,791.49** | **–** | **210.00** | **–** | **–** | **–** | **–** |
| | | 2024 | 3,229.93 | – | 210.00 | – | – | – | – |
| | Sold / Redeemed / Received on liquidation | **2025** | **–** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 28.85 | – | – | – | – | – |
| 4 | Deputation of Personnel: | | | | | | | | |
| | From Parties | **2025** | **9.81** | **–** | **0.79** | **–** | **–** | **–** | **–** |
| | | 2024 | 11.87 | – | 0.86 | – | – | – | – |
| | To Parties | **2025** | **7.78** | **0.90** | **0.03** | **–** | **–** | **–** | **–** |
| | | 2024 | 10.33 | – | 0.08 | – | – | – | – |
| 5 | Managerial Remuneration | **2025** | **–** | **–** | **–** | **37.02** | **–** | **–** | **–** |
| | | 2024 | – | – | – | 32.98 | – | – | – |
| 6 | Stock Options | **2025** | **–** | **–** | **–** | **54.08** | **–** | **–** | **–** |
| | | 2024 | – | – | – | 15.49 | – | – | – |

**40. Related Party Disclosures: (contd.)**

**(c) The related party transactions are as under: (contd.)**

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Subsidiaries | Associates | Joint Ventures | KMP | Close members of KMP and Entities controlled / jointly controlled by KMP | Entity belonging to Promoter / Promoter Group holding 10% or more in the Company | Welfare Funds / Post-Employment benefit plans |
|---|---|---|---|---|---|---|---|---|---|
| 7 | Commission and other benefits to Non-executive / independent directors (including nominee directors) ** | **2025** | **–** | **–** | **–** | **7.25** | **–** | **–** | **–** |
| | | 2024 | – | – | – | 4.42 | – | – | – |
| 8 | Others (Sitting Fees) # | **2025** | **–** | **–** | **–** | **0.12** | **–** | **–** | **–** |
| | | 2024 | – | – | – | 0.15 | – | – | – |
| 9 | Finance: | | | | | | | | |
| | Inter corporate deposits / loan given / rolled over | **2025** | **3,845.40** | **10.00** | **133.50** | **–** | **–** | **–** | **–** |
| | | 2024 | 2,269.76 | – | 179.80 | – | – | – | – |
| | Inter corporate deposits / loan refunded by parties | **2025** | **2,738.86** | **–** | **140.00** | **–** | **–** | **–** | **1.50** |
| | | 2024 | 1,596.11 | 0.81 | 715.00 | 0.38 | – | – | 3.00 |
| | Provision / (Reversal) of expected credit loss on Inter corporate deposit during the year | **2025** | **40.18** | **–** | **–** | **–** | **–** | **–** | **(1.50)** |
| | | 2024 | – | – | – | – | – | – | (3.00) |
| | Interest Income | **2025** | **195.70** | **0.44** | **18.17** | **–** | **–** | **–** | **–** |
| | | 2024 | 53.85 | – | 50.64 | – | – | – | – |
| | Dividend received | **2025** | **718.41** | **1,066.50** | **36.44** | **–** | **–** | **–** | **–** |
| | | 2024 | 547.69 | 1,091.30 | – | – | – | – | – |
| 10 | Dividend distributed | **2025** | **271.07** | **–** | **–** | **3.50** | **1.68** | **278.99** | **2.70** |
| | | 2024 | 210.81 | – | – | 2.80 | 1.22 | 229.97 | 2.08 |
| 11 | Guarantees Given | **2025** | **391.52** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 145.52 | – | – | – | – | – | – |
| 12 | Other Transactions: | | | | | | | | |
| | Other Income | **2025** | **225.28** | **3.91** | **12.61** | **–** | **0.91** | **0.04** | **–** |
| | | 2024 | 194.91 | 3.67 | 15.33 | – | 0.56 | 0.06 | – |
| | Other Expenses | **2025** | **454.81** | **30.00** | **–** | **–** | **0.56** | **–** | **317.76** |
| | | 2024 | 278.02 | 150.23 | – | 3.92 | 0.36 | – | 304.19 |



**40. Related Party Disclosures: (contd.)**

**(c) The related party transactions are as under: (contd.)**

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Subsidiaries | Associates | Joint Ventures | KMP | Close members of KMP and Entities controlled / jointly controlled by KMP | Entity belonging to Promoter / Promoter Group holding 10% or more in the Company | Welfare Funds / Post-Employment benefit plans |
|---|---|---|---|---|---|---|---|---|---|
| | Reimbursements received from parties | **2025** | **429.98** | **15.37** | **20.35** | **–** | **0.02** | **–** | **–** |
| | | 2024 | 434.45 | 14.86 | 22.55 | – | 0.02 | – | 9.83 |
| | Reimbursements made to parties | **2025** | **243.07** | **0.26** | **4.19** | **–** | **–** | **–** | **1.41** |
| | | 2024 | 139.90 | 0.13 | 4.53 | – | – | – | 0.76 |
| | Sale of assets / business under assets / business transfer agreement | **2025** | **–** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 846.90 | – | – | – | – | – | – |
| | Security deposit given | **2025** | **5.00** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | – | – | – | – | – | – | – |
| 13 | Outstandings: | | | | | | | | |
| | Trade and Other Payable | **2025** | **950.64** | **583.83** | **4.03** | **–** | **–** | **–** | **–** |
| | | 2024 | 629.24 | 208.28 | 0.22 | * | 0.03 | – | – |
| | Trade and Other Receivable | **2025** | **2,805.08** | **7.56** | **97.78** | **–** | **–** | **–** | **–** |
| | | 2024 | 1,881.22 | 1.93 | 83.30 | – | – | – | – |
| | Inter Corporate Deposits / Loans | **2025** | **3,442.15** | **10.00** | **183.30** | **–** | **–** | **–** | **1.50** |
| | | 2024 | 2,279.47 | – | 189.80 | – | – | – | 3.00 |
| | Guarantees given | **2025** | **649.96** | **572.29** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 271.17 | 557.34 | – | – | – | – | – |

* denotes amounts less than Rs. 50,000.

** includes sitting fees and commission paid / payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a partner. Mr. Haigreve Khaitan was a director of the Company upto 7th August 2024.

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

Note: Transactions with related parties are at arm's length.

**40. Related Party Disclosures: (contd.)**

**Details of related party transactions with Key Management Personnel are as under:**

| S. No. | Nature of Transaction | Name of KMP | For the Year Ended 31st March | Rupees crores |
|---|---|---|---|---|
| 1 | Salary including perquisites^ | Mr. Anand Mahindra | **2025** | **2.75** |
| | | | 2024 | 2.50 |
| | | Dr. Anish Shah | **2025** | **16.50** |
| | | | 2024 | 14.63 |
| | | Mr. Rajesh Jejurikar | **2025** | **13.91** |
| | | | 2024 | 12.40 |
| 2 | Stock Options | Dr. Anish Shah | **2025** | **30.18** |
| | | | 2024 | 9.04 |
| | | Mr. Rajesh Jejurikar | **2025** | **23.90** |
| | | | 2024 | 6.45 |
| 3 | Commission & Sitting fees | Mr. Anand Mahindra | **2025** | **2.87** |
| | | | 2024 | 2.65 |
| 4 | Other Contribution to Funds | Dr. Anish Shah | **2025** | **0.65** |
| | | | 2024 | 0.55 |
| | | Mr. Rajesh Jejurikar | **2025** | **0.46** |
| | | | 2024 | 0.40 |

^ Does not include post-employment benefits and other long term benefits based on actuarial valuation as these are done for the company as a whole.



**41. Disclosure required under Section 186(4) of the Companies Act,2013 for Loans and Guarantees (net of provision):**

**a) Inter Corporate deposits and Loans**

*Rupees crores*

| S. No. | Name | Relationship as per Companies Act, 2013 | 2025 | 2024 |
|---|---|---|---|---|
| 1 | Mahindra Overseas Investment Company (Mauritius) Limited | Subsidiary of the Company | **2,026.87** | 2,000.88 |
| 2 | Mahindra Agri Solutions Limited | Subsidiary of the Company | **25.00** | 48.00 |
| 3 | Classic Legends Private Limited | Subsidiary of the Company | **164.80** | 189.80 |
| 4 | Mahindra Defence Systems Limited | Subsidiary of the Company | **245.00** | 80.00 |
| 5 | Mahindra Aerostructures Private Limited | Subsidiary of the Company | **201.50** | 101.00 |
| 6 | Mahindra Steel Service Centre Ltd | Subsidiary of the Company | **35.00** | 15.00 |
| 7 | NBS International Limited | Subsidiary of the Company | **32.00** | 30.00 |
| 8 | Mahindra Auto Steel Private Limited | Subsidiary of the Company | **150.00** | – |
| 9 | Mahindra Accelo Limited | Subsidiary of the Company | **100.00** | – |
| 10 | Resurgence Solarize Urja Private Limited | Subsidiary of the Company | **37.00** | – |
| 11 | Mahindra Teqo Private Limited | Subsidiary of the Company | **18.50** | – |
| 12 | Mahindra Educational Institutions | Associate of the Company | **10.00** | – |
| 13 | Mahindra Lifespace Developers Limited | Subsidiary of the Company | **200.00** | – |
| 14 | Mahindra EPC Irrigation Limited | Subsidiary of the Company | **20.00** | – |
| 15 | Mahindra Logistics Limited | Subsidiary of the Company | **150.00** | – |
| 16 | MLL Express Services Pvt Limited | Subsidiary of the Company | **100.00** | – |
| 17 | Mahindra Solarize Private Limited | Subsidiary of the Company | **75.00** | – |
| | | | **3,590.67** | 2,464.68 |

**b) Guarantees**

| S. No. | Name | Relationship as per Companies Act, 2013 | 2025 | | 2024 | |
|---|---|---|---|---|---|---|
| | | | Outstanding | Recognized in Balance Sheet | Outstanding | Recognized in Balance Sheet |
| 1 | Mahindra Racing UK | Subsidiary of the Company | **–** | **–** | 21.05 | – |
| 2 | Mahindra Aerostructures Private Limited | Subsidiary of the Company | **521.68** | **–** | 125.06 | – |
| 3 | Mahindra USA Inc. | Subsidiary of the Company | **128.28** | **–** | 125.06 | – |
| 4 | PF Holding B.V. | Associate of the Company | **572.29** | **6.58** | 557.34 | 11.22 |

Notes:

(a) Inter corporate deposits given and repaid during the year amounting to **Rs. 20.00 crores** to Mahindra Agri Solutions Limited, **Rs. 50.00 crores** to Mahindra Defence Systems Limited, **Rs. 332.50 crores** to NBS International Limited and **Rs. 20.00 crores** to Mahindra Teqo Private Limited.

(b) Above inter corporate deposits and loans have been given for general business purposes (including investment purposes) and guarantees have been given against their borrowing / performance obligations.

(c) Refer note 8 for investments.

**42. Details of Investments made / Inter Corporate Deposits / Loans given to intermediaries:**

**A. Details of Investments made or Inter Corporate Deposits / Loans given to Intermediaries:**

*Rupees crores*

| Name of Company | Date of transaction | Amount |
|---|---|---|
| **Subsidiary Companies:** | | |
| Mahindra Automotive Mauritius Limited | 16th July, 2024 and 27th December, 2024 | **129.37** |
| Mahindra Agri Solutions Limited | 21st June, 2024 | **18.00** |

**B. Details of further Investments made or Inter Corporate Deposits / Loans given by Intermediary to Ultimate Beneficiary:**

*Rupees crores*

| Name of intermediary | Name of ultimate beneficiary | Date of transaction | Amount |
|---|---|---|---|
| Mahindra Automotive Mauritius Limited | Automobili Pininfarina GmbH | 18th July, 2024 and 30th December, 2024 | **129.37** |
| Mahindra Agri Solutions Limited | Mahindra Summit Agriscience Limited | 24th June, 2024 | **18.00** |

**C. Details of each Intermediary / Ultimate beneficiary:**

| Name of the Company | Relationship as per Companies Act, 2013 | Registered address | Identification number (CIN / Others) |
|---|---|---|---|
| Mahindra Automotive Mauritius Limited | Subsidiary | Sanne House, Twenty Eight, Bank Street, Mauritius | 25074105 |
| Automobili Pininfarina GmbH | Subsidiary | Dingolfinger Strade 9, 81673 Munchen, Germany | HRB 239596 |
| Mahindra Agri Solutions Limited | Subsidiary | Mahindra Towers, Dr. G. M. Bhosale Marg, P. K Kurne Chowk, Worli, Mumbai, India - 400018 | U01400MH2000PLC125781 |
| Mahindra Summit Agriscience Limited | Subsidiary | Mahindra Towers, Dr. G. M. Bhosale Marg, P. K Kurne Chowk, Worli, Mumbai, India - 400018 | U01400MH2018PLC315558 |

**43. Segment information**

**Operating Segments**

The Company is both an operating company, primarily having operations in the Automotive and Farm Equipment segments and a holding company with a portfolio of investments in subsidiaries, associates and joint ventures.

As part of the group strategy and vision, the Company is focused on operational efficiencies and synergies and driving value creation through partnerships, mergers and acquisitions in order to generate periodic returns from these portfolio of investments / businesses. The CODM (Chief Operating Decision Maker) of the Company therefore manages investments / businesses, allocates capital and measures performance under three key verticals, namely Automotive, Farm Equipment and Services.

The Company in its standalone financial statement has reported five segments, namely Automotive, Farm Equipment, Auto Investments, Farm Investments and Investments in Industrial Businesses and Consumer Services.

The Company has reported the dividend, interest and other investment related income pertaining to the aforesaid investment segments as 'Income from Investments related to subsidiaries, associates and joint ventures' as applicable. Similarly, loss pertaining to the aforesaid investment segments is reported as 'Loss from Investments related to subsidiaries, associates and joint ventures'.



**43. Segment information (contd.)**

**Operating Segments (contd.)**

Description of each of the reportable segments for all periods presented, is as under:

a) ***Automotive:*** This segment comprises of sale of automobiles, two wheelers, spares, construction equipments and related services;

b) ***Farm Equipment:*** This segment comprises of sale of tractors, implements, spares, powerol and related services;

c) ***Auto Investments:*** This segment comprises of investments in automotive related subsidiaries, associates and joint ventures;

d) ***Farm Investments:*** This segment comprises of investments in farm equipment related subsidiaries, associates and joint ventures;

e) ***Industrial Businesses and Consumer Services' segment:*** This segment comprises of investments in other than automotive & farm related subsidiaries, associates and joint ventures;

The measurement of each segment's revenues, expenses, assets and liabilities is consistent with the accounting policies that are used in preparation of the financial statements. Segment result represents the profit before interest and tax without allocation of corporate income and expenses.

Information regarding the Company's reportable segments is presented below:

*Rupees crores*

| Particulars | 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Automotive | Farm Equipment | Auto Investments | Farm Investments | Investment in Industrial Businesses and Consumer Services | Total Segment | Eliminations | Total |
| **Revenue** | | | | | | | | |
| External Revenue | **87,287.47** | **29,196.21** | **18.83** | **65.49** | **2,056.53** | **1,18,624.53** | **–** | **1,18,624.53** |
| Inter Segment Revenue | **155.63** | **40.45** | **–** | **–** | **–** | **196.08** | **(196.08)** | **–** |
| **Income from operation** | **87,443.10** | **29,236.66** | **18.83** | **65.49** | **2,056.53** | **1,18,820.61** | **(196.08)** | **1,18,624.53** |
| **Results** | | | | | | | | |
| Segment Result | **8,277.23** | **5,371.02** | **(175.40)** | **(588.19)** | **2,090.10** | **14,974.76** | **–** | **14,974.76** |
| Less: Finance costs | | | | | | | | **250.47** |
| Add: Unallocated corporate income net of unallocated expenses | | | | | | | | **925.83** |
| **Profit before tax** | | | | | | | | **15,650.12** |
| Income Taxes | | | | | | | | **3,795.16** |
| **Profit after tax** | | | | | | | | **11,854.96** |
| ***Out of total external revenue above:*** | | | | | | | | |
| Revenue from contracts with customers | | | | | | | | **1,15,110.84** |
| Revenue from other sources | | | | | | | | **1,372.84** |
| Income from investment related to subsidiaries, associates and joint ventures | | | | | | | | **2,140.85** |
| **Total** | | | | | | | | **1,18,624.53** |
| ***Other Information*** | | | | | | | | |
| Segment Assets | **35,836.19** | **12,007.36** | **7,120.31** | **2,215.88** | **14,479.82** | **71,659.56** | **–** | **71,659.56** |
| Unallocated Corporate Assets | | | | | | | | **27,989.35** |
| **Total Assets** | | | | | | | | **99,648.91** |
| Segment Liabilities | **27,444.27** | **6,431.92** | **–** | **82.32** | **–** | **33,958.51** | **–** | **33,958.51** |
| Unallocated Corporate Liabilities | | | | | | | | **4,105.30** |
| **Total Liabilities** | | | | | | | | **38,063.81** |
| Additions to non current assets | **4,243.05** | **838.21** | **–** | **–** | **–** | **5,081.26** | **–** | **5,081.26** |
| Depreciation, amortisation and impairment expense | **3,505.07** | **683.21** | **–** | **–** | **–** | **4,188.28** | **–** | **4,188.28** |

**43. Segment information (contd.)**

**Operating Segments (contd.)**

Information regarding the Company's reportable segments is presented below:

*Rupees crores*

| Particulars | 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Automotive | Farm Equipment | Auto Investments | Farm Investments | Investment in Industrial Businesses and Consumer Services | Total Segment | Eliminations | Total |
| **Revenue** | | | | | | | | |
| External Revenue | 73,805.37 | 25,292.30 | 25.85 | 293.65 | 1,918.60 | 1,01,335.77 | – | 1,01,335.77 |
| Inter Segment Revenue | 170.30 | 44.31 | – | – | – | 214.61 | (214.61) | – |
| **Income from operation** | 73,975.67 | 25,336.61 | 25.85 | 293.65 | 1,918.60 | 1,01,550.38 | (214.61) | 1,01,335.77 |
| **Results** | | | | | | | | |
| Segment Result | 6,378.00 | 4,115.90 | (137.79) | 213.72 | 1,933.79 | 12,503.62 | – | 12,503.62 |
| Less: Finance costs | | | | | | | | 140.48 |
| Add: Unallocated corporate income net of unallocated expenses | | | | | | | | 1,094.64 |
| **Profit before tax** | | | | | | | | 13,457.78 |
| Income Taxes | | | | | | | | 2,815.49 |
| **Profit after tax** | | | | | | | | 10,642.29 |
| ***Out of total external revenue above:*** | | | | | | | | |
| Revenue from contracts with customers | | | | | | | | 98,126.20 |
| Revenue from other sources | | | | | | | | 971.48 |
| Income from investment related to subsidiaries, associates and joint ventures | | | | | | | | 2,238.09 |
| Total | | | | | | | | 1,01,335.77 |
| ***Other Information*** | | | | | | | | |
| Segment Assets | 32,030.25 | 11,084.85 | 4,955.62 | 2,418.73 | 13,266.27 | 63,755.72 | – | 63,755.72 |
| Unallocated Corporate Assets | | | | | | | | 19,952.84 |
| **Total Assets** | | | | | | | | 83,708.56 |
| Segment Liabilities | 21,904.73 | 5,401.22 | – | 24.94 | – | 27,330.89 | – | 27,330.89 |
| Unallocated Corporate Liabilities | | | | | | | | 4,086.49 |
| **Total Liabilities** | | | | | | | | 31,417.38 |
| Additions to non current assets | 3,953.97 | 1,056.34 | – | – | – | 5,010.31 | – | 5,010.31 |
| Depreciation, amortisation and impairment expense | 2,935.53 | 510.32 | – | – | – | 3,445.85 | – | 3,445.85 |

Note:

Additions to non-current assets comprises of capital expenditure on property, plant and equipment, capital work-in-progress, intangible assets including those under development and capital advances.



**43. Segment information (contd.)**

**Revenue from type of products and services**

The operating segments are primarily based on nature of products and services and hence the Revenue from external customers of each segment is representative of revenue based on products and services.

**Geographical Information:**

*Rupees crores*

| Particulars | 2025 | | | 2024 | | |
|---|---|---|---|---|---|---|
| | Domestic | Overseas | Total | Domestic | Overseas | Total |
| Revenue from External Customers | **1,13,359.10** | **5,265.43** | **1,18,624.53** | 96,920.22 | 4,415.55 | 1,01,335.77 |
| comprising of: | | | | | | |
| - Revenue from contracts with customers | **1,10,018.67** | **5,092.17** | **1,15,110.84** | 93,995.60 | 4,130.60 | 98,126.20 |
| - Revenue from other sources | **1,362.65** | **10.19** | **1,372.84** | 959.46 | 12.02 | 971.48 |
| - Income from investments related to subsidiaries, associates and joint ventures | **1,977.78** | **163.07** | **2,140.85** | 1,965.16 | 272.93 | 2,238.09 |
| Non-Current Assets | **25,603.80** | **–** | **25,603.80** | 24,132.06 | – | 24,132.06 |

Domestic includes sales to customers located in India and service income accrued in India. Income from investment includes income from companies incorporated in India.

Overseas includes sales and services rendered to customers located outside India. Income from investment includes income from companies incorporated outside India.

**Information about major customers**

During the years ended 31st March, 2025 and 31st March, 2024 no revenues from transactions with a single external customer amount to 10% or more of the Company's revenues from external customers.

**44. Contingent Liability & Commitments:**

**(A) Contingent Liability:**

(a) Claims against the Company not acknowledged as debts comprise of:

(i) Excise Duty, Sales Tax and Service Tax claims disputed by the Company relating to issues of applicability and classification before tax aggregating **Rs. 3,037.91 crores** (2024: Rs. 3,069.43 crores).

(ii) Other matters (excluding claims where amounts are not ascertainable): **Rs. 345.29 crores** (2024: Rs. 393.86 crores).

(b) Taxation matters:

(i) Demands against the Company not acknowledged as debts and not provided for, in respect of which the Company is in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed :

- Income-tax: **Rs. 2,616.82 crores** (2024: Rs. 2,695.94 crores) net off MAT credit.

(ii) Items in respect of which the Company has succeeded in appeal, but the Income-tax Department is pursuing / likely to pursue in appeal / reference and exclusive of the effect of similar matters in respect of assessments remaining to be completed:

- Income-tax matters: **Rs. 564.88 crores** (2024: Rs. 567.66 crores).

(c) In respect of (a) & (b) above, it is not practicable for the Company to estimate the closure of these issues and the consequential timings of cash flows, if any.

(d) Financial guarantee given on behalf of Subsidiaries / Associates / Joint Ventures companies [refer note 39 (b)(i)]

**(B) Commitments:**

(i) The estimated amount of contracts remaining to be executed on capital account and not provided is **Rs. 2,255.83 crores** (2024: Rs. 3,475.86 crores)

(ii) The Company has contractual obligations towards long-term material purchase commitments for **Rs. 7,500.00 crores** (2024: Rs. 11,240.00 crores)

(iii) Uncalled liability on partly paid equity shares of subsidiaries as at 31st March,2025 **Rs. Nil** (2024: Rs. 735.72 crores)

(iv) Other commitments **Rs. 4.49 crores** (2024: Rs. 6.45 crores)

**45. Other information:**

**(A) Research and Development expenditure**

(a) In recognised Research and Development units:

(i) Expensed to Profit or Loss, including certain expenditure based on allocations made by the Company, aggregate **Rs. 748.33 crores** (2024: Rs. 728.50 crores) [excluding depreciation and amortisation of **Rs. 1,707.60 crores** (2024: Rs. 1,456.74 crores)].

(ii) Development expenditure incurred during the year **Rs. 1,562.41 crores** (2024: Rs. 1,273.53 crores).

(iii) Capitalisation of assets **Rs. 563.98 crores** (2024: Rs. 363.18 crores).

(b) In other units:

(i) Expensed to Profit or Loss, including certain expenditure based on allocations made by the Company, aggregate **Rs. 227.19 crores** (2024: Rs. 192.19 crores) [excluding depreciation and amortisation of **Rs. 84.34 crores** (2024: Rs. 70.98 crores)] .

(ii) Development expenditure incurred during the year **Rs. 171.01 crores** (2024: Rs. 135.25 crores).

(iii) Capitalisation of assets **Rs. 32.86 crores** (2024: Rs. 30.99 crores).

**(B)** The Scheme of Merger by Absorption of Mahindra Heavy Engines Limited (MHEL) and Mahindra Two Wheelers Limited (MTWL) and Trringo.com Limited (TCL) with Mahindra and Mahindra Limited ("Transferee Company") and their respective Shareholders ("Scheme") has been approved by the Mumbai Bench of National Company Law Tribunal on 7th May, 2024 and the required approvals / consent of Department of Industries, Government of Maharashtra and Maharashtra Industrial Development Corporation were also received on 30th May, 2024 and 5th June, 2024 respectively. Consequently, upon completion of other required formalities on 6th June 2024, the Scheme has become effective from the Appointed date i.e. 1st April, 2023. The merger has been accounted under 'the pooling of interests method' i.e. in accordance with Appendix C of Ind AS 103 - Business Combinations, read with Ind AS 10 - Events after the Reporting Period and comparatives have been restated from the beginning of the previous year i.e. 1st April, 2023. Accordingly, the financial statements of MHEL, MTWL & TCL have been included in the standalone financial statement of the company for the previous year presented. The effect of merger on the amounts of Revenue and Profit reported in the previous year are as below.

*Rupees crores*

| Particulars | 2024 |
|---|---|
| **Revenue from operations:** | |
| As reported in previous year financial statement | 98,763.42 |
| As restated for the effect of merger | 99,097.68 |
| **Profit / (loss) before tax:** | |
| As reported in previous year financial statement | 13,482.97 |
| As restated for the effect of merger | 13,457.78 |

**46. Compulsory Convertible Preference Shares (CCPS) issued by Mahindra Electric Automobile Limited (MEAL)**

Mahindra Electric Automobile Limited (MEAL), a subsidiary of the Company is engaged in the business of four-wheel passenger electric vehicles.

In accordance with and subject to the terms and conditions stipulated in the Securities Subscription Agreement and Shareholders' Agreement entered with British International Investment Plc (BII) [SSA and SHA] , BII invested **Rs. 1,850.00 crores** as at 31st March, 2025 (2024: Rs. 1,200.00 crores) in 0.001% Compulsory Convertible Preference Shares (CCPS) of MEAL.

In accordance with and subject to the terms and conditions stipulated in the amended and restated Securities Subscription Agreement and Shareholders' Agreement entered with British International Investment Plc (BII) and Jongsong Investments Pte Ltd ("Temasek") [amended and restated SSA and SHA], Temasek invested **Rs. 1,200.00 crores** as at 31st March, 2025 (2024: Rs. 300.00 crores) in 0.001% Series A Compulsory Convertible Preference Shares (Series A CCPS) of MEAL.

Unless agreed to, in writing, for an early conversion, each CCPS and Series A CCPS is compulsorily and automatically convertible into such number of equity shares as determined as per a pre-determined formula at the conversion date, as per terms and conditions of the agreement(s) entered between the Company, BII and Temasek. Since the CCPS and Series A CCPS are convertible into variable number of equity shares of MEAL, it has been classified as financial liability at fair value through profit or loss in the financial statements of MEAL and in the consolidated financial statements of the Company. Further, in accordance with the shareholders' agreement, the Company shall take best efforts to provide BII and Temasek with a complete exit between 1st November, 2027 and 1st November, 2030 through certain exit options (or a combination thereof), as may be determined by the Company in its sole discretion.

In case exit has not been provided to BII prior to 1st November, 2030, BII shall have the right upto 31st October, 2031 to require full exit to be provided by the Company or by its affiliates and / or a third party at the higher of fair market value and the amount invested by BII.

In case exit has not been provided to Temasek prior to 1st November, 2030, Temasek shall have the right up to 31st October, 2031 to require full exit to be provided by the Company by way of share swap if the fair market value of the Temasek interest is higher than the amount invested by it. However, the Company shall have the right, at its sole discretion, to provide cash exit to Temasek at the higher of fair market value of the Temasek interest and the amount invested by it. Further, if the Fair market value of the Temasek interest is lower than its investment amount, neither the Company nor Temasek shall be obligated to undertake their respective obligations with respect to the Share swap.



**47. Additional regulatory information:**

**a. Ratios:**

| Particulars | 2025 | 2024 |
|---|---|---|
| **Debt-Equity Ratio (times)**<br>(Long term Borrowings + Short term Borrowings) / (Total Equity) | **0.02** | 0.03 |
| **Debt Service Coverage Ratio (times)**<br>(Profit before interest, tax, depreciation, amortisation and impairments) /<br>(Gross interest for the period + Principal repayments of long term borrowing within a year) | **50.22** | 47.71 |
| **Return on Equity**<br>(Net Profit for the period / Average Total Equity for the period) | **20.82%** | 22.25% |
| **Inventory Turnover (times)**<br>(Cost of materials consumed / Average Inventories for the period) | **8.61** | 7.96 |
| **Trade Receivables Turnover (times)**<br>(Revenue from sale of goods and services) / (Average Trade Receivable for the period) | **22.17** | 22.58 |
| **Trade Payables Turnover (times)**<br>(Purchase of goods and services + Other Expenses) / (Average Trade Payable for the period) | **4.53** | 4.59 |
| **Net Capital Turnover (times)**<br>(Revenue from operations) / [Average working capital (Current assets less Current liabilities) for the period] | **9.26** | 10.90 |
| **Net Profit margin (%)**<br>(Net Profit for the period / Income from operations) | **9.99%** | 10.50% |
| **Return on Capital Employed (%)**<br>(Profit before interest and tax / (Average Total Equity + Average Total Debt for the period) | **27.27%** | 26.74% |
| **Return on Investment (%)**<br>(Income earned on investments / Average Investment for the period) | **7.80%** | 7.45% |

**Explanatory notes:**

(i) Cost of materials consumed for the purpose of Inventory turnover ratio includes Purchases of stock-in-trade and Changes in inventories of finished goods, stock-in-trade and work-in-progress.

(ii) Investments includes current and non-current investments including Fixed deposits, Mutual funds, Corporate deposits, Inter corporate deposits excluding investments in Equity instruments.

**Explanation for change in the ratios by more than 25%:**

Debt Equity Ratio (times): The debt equity ratio is at 0.02 in current year as against 0.03 in previous year primarily due to repayment of borrowings during the year.

**b.** Quarterly returns / statements filed by the Company with banks are in agreement with the books of accounts.

**c. Transactions with Struck off Companies:**

*Rupees crores*

| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances - Assets | Other Outstanding Balances - Liabilities | Number of Shares held by Struck off Companies |
|---|---|---|---|---|---|
| Babace Pneumatics Private Limited | – | * | – | – | – |
| Badri Sarraf Fin & Mutual Benefit Co Limited | – | – | – | – | **796** |
| Baux Arch Tech Private Limited | – | * | – | – | – |
| Betex India Limited | – | – | – | – | **860** |
| C Cube Sports Private Limited | – | **0.01** | – | – | – |
| Dimensions Engineering Technologies Private Limited | – | **0.01** | – | – | – |
| Dreams Comtrade Private Limited | – | – | – | – | **2** |
| Elegant Finvest Private Limited | – | – | – | – | **4** |
| Enffluence Technologies Private Limited | – | **0.02** | – | – | – |
| Frontline Corporate Finance Limited | – | – | – | – | **1,944** |
| Garlick Designing & Cons Private Limited | – | – | – | – | **264** |

**47. Additional Regulatory Information: (contd.)**

**c. Transaction with Struck off Companies: (contd.)**

*Rupees crores*

| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances - Assets | Other Outstanding Balances - Liabilities | Number of Shares held by Struck off Companies |
|---|---|---|---|---|---|
| Garsons Engineers Private Limited | * | – | – | – | – |
| HBN Homes Colonisers Private Limited | 0.02 | – | – | – | – |
| High Calibre Cnc Centre Private Limited | 0.07 | – | – | – | – |
| Hudson Engineering Industries Private Limited | – | – | – | – | 1,200 |
| Jaipal Consultancy Private Limited | – | – | – | – | 1 |
| Janardana Investments Private Limited | – | – | – | – | 12 |
| Knowledge Beans Training Management & Consulting Private Limited | 0.01 | – | – | – | – |
| M N S Logistics Private Limited | * | – | – | – | – |
| Magnate Leasing & Finance Private Limited | – | – | – | – | 104 |
| Padmini Diesel Emission Control Private Limited | – | * | – | – | – |
| Popular Stock & Share Services Limited | – | – | – | – | 1,328 |
| Purushothama Investments Private Limited | – | – | – | – | 20 |
| Rajpal Control Systems Private Limited | – | – | – | – | 160 |
| Rapidform Technologies Private Limited | * | – | – | – | – |
| Ray Shield Technology Private Limited | – | 0.01 | – | – | – |
| Robomatrix Automation & Solutions Private Limited | 0.03 | – | – | – | – |
| Shalaka Technologies Private Limited | – | 0.07 | – | – | – |
| Sindhudurg Investments Private Limited | – | – | – | – | 400 |
| Skylite Enterprise Private Limited | * | – | – | – | – |
| Technosteel Commercial Kitchen Equipments Private Limited | – | 0.01 | – | – | – |
| The India Sugar Agencies Private Limited | – | – | – | – | 80 |
| TI Tsubamex Private Limited | – | 0.01 | – | – | – |
| Versatile Options And Solutions Private Limited | – | 0.02 | – | – | – |

* denotes amounts less than Rs. 50,000.

Note: The above information is provided on basis of reasonable diligence done to ascertain relevant companies that have been struck off on the website of the Ministry of Company Affairs.

**48.** Previous year's figures have been regrouped wherever necessary (refer note 45 (B)).

**Signatures to Notes 1 to 48**

**The accompanying notes 1 to 48 are an integral part of the Financial Statements**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No: 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

# CONSOLIDATED ACCOUNTS

# Independent Auditor's Report to the Members of Mahindra & Mahindra Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Mahindra & Mahindra Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and its joint ventures, which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries, associates and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, its associates and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate/consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Impairment assessment of intangible assets under development in the Automotive Cash Generating Unit (CGU)**

See Note 2(h) to consolidated financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The Group has identified its Automotive business segment as a separate CGU ('Auto CGU'). The Holding Company holds intangible assets under development and tests its Auto CGU for impairment at least annually.<br><br>For the purpose of the impairment test, the Holding Company determines recoverable value of the Auto CGU which is the higher of Value In Use (VIU) or Fair Value Less Cost of Disposal (FVLCD). The recoverable value is dependent on certain assumptions and estimates of future performance and management's plans for continuation of the projects.<br><br>On discontinuing individual projects under development, an impairment loss relating to the specific project is recognised in the statement of profit and loss.<br><br>Changes in business environment, including market or economic environment, geopolitical situations and general inflationary trends could have a significant impact on the valuation of the Auto CGU and management's plan for specific projects under development. This annual impairment test is considered to be a key audit matter considering the significant judgements required in determining the key assumptions. | Our audit procedures included:<br>• Tested the design, implementation and operating effectiveness of key controls in respect of the Company's impairment assessment process, including the approval of forecasts and valuation models;<br>• Involved valuation specialists as applicable, to evaluate the appropriateness of the valuation models including assumptions such as the discount rates used in VIU calculations;<br>• Tested the key VIU assumptions used in estimating future cash flows such as revenue, costs, inflation and growth rates by comparing these inputs with past performances, consistency with the Board of Director's approved investment plans and knowledge of the industry;<br>• Evaluated past performance where relevant, and assessed historical accuracy of the forecast produced by management; and<br>• Evaluated the stage of development of the intangible assets under development, judgments used for expected probable economic benefits and associated expenditures, management plans for continuation of projects and their assessment of feasibility of the projects. |

**Impairment of loans and advances to customers in financial services business**

See Note 2(e)(v) to consolidated financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| As at March 31, 2025, the carrying value of loan assets in financial service business aggregating Rs 127,587 crores, against which an impairment loss of Rs 4,075 crores has been recorded. This mainly includes the loan given by Mahindra & Mahindra Financial Services Limited, a subsidiary of the Holding Company ('MMFSL' or 'Component'). The Component recognized impairment provision for loan assets based on the Expected Credit Loss ("ECL") approach laid down under 'Ind AS 109 - Financial Instruments'.<br><br>The estimation of ECL on financial instruments involves significant management judgement and estimates and the use of different modelling techniques and assumptions which could have a material impact on reported profits. Significant management judgement and assumptions involved in measuring ECL is required with respect to:<br>• ensuring completeness and accuracy of the data used to create assumptions in the model.<br>• determining the criteria for a significant increase in credit risk.<br>• factoring in future economic assumptions techniques used to determine probability of default, loss given default and exposure at default.<br><br>These parameters are derived from the Component's internally developed statistical models and other historical data.<br><br>The disclosure regarding Component's application of Ind AS 109 are key to explaining the key judgements and material inputs to the ECL results.<br><br>Considering the significance of the above matter to the overall financial statements and extent of management's estimates and judgements involved, it required significant auditor attention. Accordingly, the financial services business have identified this as a key audit matter. | The audit procedures applied by the component joint auditors included assessing appropriateness of component management's judgement and estimates used in the impairment analysis through procedures that included, but were not limited to, the following:<br>• Obtained an understanding of the modelling techniques adopted by the Component including the key inputs and assumptions;<br>• Considered the accounting policies for estimation of Expected Credit Loss on loans and assessing compliance with the policies in terms of Ind AS 109;<br>• Obtained an understanding of the management's updated processes, systems and controls implemented in relation to impairment allowance process.<br>• Accuracy of the computation of the ECL estimate including reasonableness of the methodology and assumption used to determine macro- economic overlays;<br>• Tested the design and operating effectiveness of key controls over completeness and accuracy of the key inputs and assumptions considered for calculation, recording, monitoring of the impairment loss recognized and staging of assets;<br>• Assessed the critical assumptions and input data used in the estimation of Expected Credit Loss models for specific key credit risk parameters, such as the movement logic between stages, Exposure at default (EAD), probability of default (PD) or loss given default (LGD);<br>• Evaluated the reports and working for the methodology used in the computation of Through The Cycle PD, Point In Time PD and LGD, among others;<br>• Performed test of details over calculation of ECL, in relation to the completeness and accuracy of the data;<br>• Obtained written representations from management and those charged with governance on whether they believe significant assumptions used in calculation of expected credit losses are reasonable; and<br>• Assessed the appropriateness and adequacy of the related presentation and disclosures of "Financial Risk Management" disclosed in financial statements in accordance with the applicable accounting standards. |

**Information Technology and General Controls in the financial services business**

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The component relating to the financial services business ('the Component') is highly dependent upon its Information Technology (IT) systems for carrying out its operations and owing to the significant volume of transactions that are processed daily basis as part of the operations, which impacts key financial accounting and reporting. The Component has put in place the IT General Controls and application controls to ensure that the information produced by the Component is complete, accurate and reliable.<br><br>Among other things, the Management also uses the information produced by the entity's IT systems for accounting and preparation and the presentation of the financial statements. Since our audit strategy included focus on entity's key IT systems relevant to our audit due to their potential pervasive impact on the financial statements of financial services business, we have determined the use of IT systems and related control environment for accounting and financial reporting as a key audit matter. | The audit procedures of the component joint auditors of the Component for assessment of the IT systems and controls over financial reporting, which includes carrying out the key audit procedures, but were not limited to the following:<br>• Obtained an understanding of the Component's key IT systems, IT General Controls which covered access controls, program / system changes, program development and computer operations i.e., job processing, data / system backup and incident management and application controls relevant to the audit;<br>• Tested the design, implementation and operating effectiveness of the general IT controls over the key IT systems that are critical to financial reporting. This included evaluation of entity's controls to ensure segregation of duties and access rights being provisioned / modified based on duly approved requests, access for exit cases being revoked in a timely manner and access of all users being recertified during the period of audit;<br>• Tested application controls (automated controls), related interfaces and report logic for system generated reports relevant to the audit of loans, expenses, payroll, borrowings and investment among others, for evaluating completeness and accuracy; |

| Information Technology and General Controls in the financial services business | |
|---|---|
| **The key audit matter** | **How the matter was addressed in our audit** |
| | • Tested compensating controls or performed alternate procedures to assess whether there were any unaddressed IT risks that would impact the controls or completeness and accuracy of data; and<br>• Relied on IS and other technology audits conducted during the year. |

## Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

## Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group the respective Board of Directors of its associates and joint ventures are responsible for overseeing the financial reporting process of each company.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

a. We did not audit the financial statements of 95 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs 166,641 crores as at 31 March 2025, total revenues (before consolidation adjustments) of Rs 41,217 crores and net cash inflows (before consolidation adjustments) amounting to Rs 905 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax (and other comprehensive income) (before consolidation adjustments) of Rs 322 crores for the year ended 31 March 2025, in respect of 11 associates and 18 joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

b. The financial statements of 11 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs 3,296 crores as at 31 March 2025, total revenues (before consolidation adjustments) of Rs 2,159 crores and net cash outflows (before consolidation adjustments) amounting to Rs 8 crores for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net profit after tax (and other comprehensive income) (before consolidation adjustments) of Rs 42 crores for the year ended 31 March 2025, as considered in the consolidated financial statements, in respect of 18 associates and 2 joint ventures, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in terms of sub-section (3) of

Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial statements certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries, associates and joint ventures as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint ventures incorporated in India, none of the directors of the Group companies, its associate companies and joint ventures incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, associate companies and joint ventures incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate / consolidated financial statements of the subsidiaries, associates and joint ventures, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group, its associates and joint ventures. Refer Note 46 to the consolidated financial statements.

b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 39 to the consolidated financial statements in respect of such items as it relates to the Group, its associates and joint ventures.

c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate companies and joint ventures incorporated in India during the year ended 31 March 2025.

d. (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited have represented to us and the other auditor of such subsidiary company that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary companies to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited have represented to us and the other auditor of such subsidiary company that, to the best of their knowledge and belief, no funds have been received by the Holding Company or such subsidiary companies from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 19 to the consolidated financial statements, the respective Board of Directors of the Holding Company and its subsidiary companies, associate companies and joint venture companies incorporated in India have proposed final dividend for the year which is subject to the approval of the respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, and as communicated by the respective auditor of the 60 subsidiaries, 10 associates and 17 joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company, subsidiaries, associates and joint ventures have used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

i. In case of the Holding Company and 16 subsidiaries and 2 joint ventures, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account till 05 July 2024 and for consolidation accounting software, used by the Holding Company till 27 May 2024.

ii. In case of 1 associate, the feature of audit trail (edit log) was not enabled at the database layer to log any direct data changes in the accounting softwares used for maintaining books of accounts relating to revenue system, payroll system and consolidation system for the period 01 April 2024 to 31 August 2024 and relating to the general ledger system for the period 01 April 2024 to 03 December 2024.

iii. In case of 2 subsidiaries, the feature of recording audit trail (edit log) facility was not enabled for price master changes at the application layer of software used for sales billing at resorts during the period from 1 April 2024 to 12 January 2025 and in case of 1 subsidiary during the period from 13 July 2024 to 12 January 2025 for the aforesaid software.

iv. In case of 1 joint venture, the accounting software used for maintenance of accounting records and the accounting software used for Employee Stock Options (ESOP) of the joint venture are operated by third-party software service providers. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), the auditor of the joint venture is unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the year. Further, due to absence of information in the Type 2 report on existence of audit trail (edit logs) for any direct changes made at the database level, the auditor of the joint venture is unable to comment on preservation of audit trail at the database level. Further, the audit trail pertaining to financial years from 2023-24 to 2024-25 have not been preserved by the joint venture as per the statutory requirements for record retention.

v. In case of 1 subsidiary, in respect of customer masters in two accounting software wherein earlier value is not retained, databases maintained in two accounting software where the audit trail feature was not enabled for part of the year and five accounting software where the audit trail feature at the database level (DML logs) was not enabled throughout the year to log any direct data changes. Accordingly, due to the absence of audit trail for the said periods, any instance of the audit trail feature being tampered have not been commented upon by the auditor of such subsidiary. Further, in case of 1 subsidiary, the feature of audit trail (edit log) for any change at direct data base level is not preserved for the period April 2024 to September 2024. The Subsidiary has not preserved audit trail logs for the previous year at a database level.

vi. In case of 11 subsidiaries and 5 associate companies and 7 joint ventures, for one accounting software the audit trail log for direct data changes at database level in the software were maintained only for the period of last six months in the previous year ended 31 March 2024.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we and the respective auditors of the above referred subsidiary companies, associate companies and joint ventures did not come across any instance of the audit trail feature being tampered with and except for the above, the audit trail has been preserved by the Holding Company, its subsidiary companies, associate companies and joint ventures as per the statutory requirements for record retention.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, associate companies and joint ventures incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies, associate companies and joint ventures to its directors is in accordance with the provisions of Section 197 of the Act, where applicable. The remuneration paid to any director by the Holding Company and its subsidiary companies, associate companies and joint ventures is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No.: 101248W/W-100022

**Venkataramanan Vishwanath**
*Partner*
Membership No.: 113156
ICAI UDIN: 25113156BMODJX8873

Place : Mumbai
Date : 05 May 2025



# Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Mahindra & Mahindra Limited for the year ended 31 March 2025

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have adverse remarks given by its respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Holding Company / Subsidiary / Joint Venture / Associate | Clause number of the CARO report which is adverse |
|---|---|---|---|---|
| 1 | Mahindra & Mahindra Financial Services Limited | L65921MH1991PLC059642 | Subsidiary | 3(vii)(a) and 3(xi)(b) |
| 2 | Kota Farm Services Limited | U02005MH2001PLC131699 | Subsidiary | 3(xvii) and 3(xix) |
| 3 | Mahindra Construction Company Limited | U45200MH1992PLC068846 | Subsidiary | 3(xvii) and 3(xix) |
| 4 | Mahindra First Choice Wheels Limited | U64200MH1994PLC083996 | Subsidiary | 3(xi)(b) |

In addition to the above, there are certain companies in the Group whose auditors have reported cash losses in the financial year under clause 3(xvii) of the CARO report. Based on information and explanations provided to us, in our opinion, these observations are not considered adverse in nature and hence not reported under this clause.

The above does not include comments, if any, in respect of the following entities as the CARO report relating to them has not been issued by its auditor till the date of principal auditor's report.

| Name of the entities | CIN | Subsidiary / Joint Venture / Associate |
|---|---|---|
| Aquasail Distribution Company Private Limited | U93090MH2006PTC164021 | Joint Venture |
| Brainbees Solutions Limited | L51100PN2010PLC136340 | Associate |
| ReNew Sunlight Energy Private Limited | U40300DL2020PTC374527 | Associate |
| Blue Planet Integrated Waste Solutions Limited | U37200PN2017PLC237767 | Associate |

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No.: 101248W/W-100022

**Venkataramanan Vishwanath**
*Partner*
Membership No.: 113156
ICAI UDIN: 25113156BMODJX8873

Place : Mumbai
Date : 05 May 2025

# Annexure B to the Independent Auditor's Report on the consolidated financial statements of Mahindra & Mahindra Limited for the year ended 31 March 2025

## Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### Opinion

In conjunction with our audit of the consolidated financial statements of Mahindra & Mahindra Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, its associate companies and joint ventures, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, associate companies and joint ventures, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies and joint ventures, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies, associate companies and joint ventures in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to 46 subsidiaries, 7 associates and 14 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

The internal financial controls with reference to financial statements in so far as it relates to 3 associates and 1 joint venture, which are companies incorporated in India and included in these consolidated financial statements, have not been audited either by us or by other auditors. In our opinion and according to the information and explanations given to us by the Management, such unaudited associate companies and joint ventures are not material to the Holding Company.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No.: 101248W/W-100022

**Venkataramanan Vishwanath**
*Partner*
Membership No.: 113156
ICAI UDIN: 25113156BMODJX8873

Place : Mumbai
Date : 05 May 2025

## Consolidated Balance Sheet | as at 31st March, 2025

*Rupees crores*

| | Note No. | 2025 | 2024 |
|---|---|---|---|
| **I. ASSETS** | | | |
| **NON-CURRENT ASSETS** | | | |
| Property, plant and equipment | 4 | **25,834.82** | 21,408.60 |
| Capital work-in-progress | 5 | **3,652.56** | 3,461.33 |
| Goodwill | 6 | **2,373.90** | 2,448.37 |
| Other intangible assets | 7 | **6,427.64** | 4,272.44 |
| Intangible assets under development | 8 | **4,645.08** | 4,577.97 |
| Investments accounted using equity method | 9 | **14,176.68** | 13,800.71 |
| Financial assets | | | |
| (i) Investments | 9 | **5,184.42** | 7,772.75 |
| (ii) Trade receivables | 10 | **256.54** | 270.66 |
| (iii) Loans | 11 | **79,607.31** | 67,783.65 |
| (iv) Other financial assets | 12 | **2,282.79** | 4,297.97 |
| Deferred tax assets (net) | 13 | **1,573.11** | 1,578.99 |
| Income tax assets (net) | | **2,270.77** | 2,129.91 |
| Other non-current assets | 14 | **2,727.38** | 4,231.74 |
| | | **1,51,013.00** | 1,38,035.09 |
| **CURRENT ASSETS** | | | |
| Inventories | 15 | **20,330.93** | 18,590.47 |
| Financial assets | | | |
| (i) Investments | 9 | **21,947.47** | 13,634.64 |
| (ii) Trade receivables | 10 | **8,279.70** | 7,459.40 |
| (iii) Cash and cash equivalents | 16 | **4,923.89** | 4,530.10 |
| (iv) Bank balances other than cash and cash equivalents | 17 | **15,690.95** | 7,482.65 |
| (v) Loans | 11 | **44,644.77** | 39,060.13 |
| (vi) Other financial assets | 12 | **3,552.48** | 2,102.43 |
| Other current assets | 14 | **7,203.08** | 5,380.35 |
| Assets held for sale | | **—** | 25.47 |
| | | **1,26,573.27** | 98,265.64 |
| **TOTAL ASSETS** | | **2,77,586.27** | 2,36,300.73 |
| **II. EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| Equity share capital | 18 | **558.15** | 557.38 |
| Other equity | | **76,480.71** | 65,633.17 |
| Equity attributable to owners of the company | | **77,038.86** | 66,190.55 |
| Non-controlling interests | | **12,059.14** | 11,318.79 |
| | | **89,098.00** | 77,509.34 |
| **LIABILITIES** | | | |
| **NON-CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 20 | **79,707.19** | 67,719.69 |
| (ii) Compulsorily convertible preference shares | 41 | **4,075.27** | 2,021.73 |
| (iii) Lease liabilities | | **3,170.14** | 2,813.92 |
| (iv) Other financial liabilities | 22 | **1,127.76** | 1,208.50 |
| Provisions | 23 | **1,982.02** | 1,763.28 |
| Deferred tax liabilities (net) | 13 | **1,912.07** | 1,772.13 |
| Other non-current liabilities | 24 | **6,191.81** | 5,946.49 |
| | | **98,166.26** | 83,245.74 |
| **CURRENT LIABILITIES** | | | |
| Financial liabilities | | | |
| (i) Borrowings | 20 | **41,465.76** | 35,483.54 |
| (ii) Lease liabilities | | **606.22** | 608.37 |
| (iii) Trade payables | 21 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | **926.72** | 459.70 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | **29,928.58** | 25,205.94 |
| (iv) Other financial liabilities | 22 | **5,542.63** | 4,480.96 |
| Other current liabilities | 24 | **9,818.62** | 7,641.62 |
| Provisions | 23 | **1,313.80** | 1,123.00 |
| Current tax liabilities (net) | | **719.68** | 542.52 |
| | | **90,322.01** | 75,545.65 |
| **TOTAL EQUITY AND LIABILITIES** | | **2,77,586.27** | 2,36,300.73 |

**The accompanying notes 1 to 49 are an integral part of the Consolidated Financial Statements.**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. : 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. : 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

## Consolidated Statement of Profit and Loss | for the year ended 31st March, 2025

*Rupees crores*

| | Note No. | 2025 | 2024 |
|---|---|---|---|
| **INCOME** | | | |
| Revenue from operations | 25 | **1,58,749.75** | 1,38,279.30 |
| Income from investments related to subsidiaries, associates and joint ventures | 26 | **461.07** | 798.97 |
| **Income from operations** | | **1,59,210.82** | 1,39,078.27 |
| Other income | 27 | **2,181.05** | 2,176.42 |
| **Total Income** | | **1,61,391.87** | 1,41,254.69 |
| **EXPENSES** | | | |
| Cost of materials consumed | 28 | **88,111.05** | 77,848.82 |
| Purchases of stock-in-trade | | **7,643.85** | 7,221.25 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 29 | **(12.18)** | (1,455.32) |
| Employee benefits expense | 30 | **11,126.17** | 10,624.33 |
| Finance costs | 31 | **9,083.39** | 7,488.21 |
| Depreciation, amortisation and impairment expense | 32 | **6,073.65** | 4,723.78 |
| Loss from investments related to subsidiaries, associates and joint ventures | 33 | **30.84** | 32.92 |
| Other expenses | 34 | **21,792.90** | 19,914.34 |
| **Total Expenses** | | **1,43,849.67** | 1,26,398.33 |
| **Profit Before share of profit of associates and joint ventures and tax** | | **17,542.20** | 14,856.36 |
| Share of profit of associates and joint ventures, (net) | | **1,537.42** | 1,121.43 |
| **Profit Before Tax** | | **19,079.62** | 15,977.79 |
| Tax Expense | 13 | | |
| Current tax | | **(4,851.93)** | (3,597.39) |
| Deferred tax | | **(154.52)** | (110.58) |
| **Profit for the year** | | **14,073.17** | 12,269.82 |
| **Other Comprehensive Income/(Loss)** | | | |
| A. (i) Items that will not be reclassified to profit or loss | | | |
| (a) Remeasurements of the defined benefit plans | | **(87.52)** | 205.44 |
| (b) Equity instruments through other comprehensive income | | **(46.73)** | (49.99) |
| (c) Share of other comprehensive income/(loss) of equity accounted investees | | **1.30** | (15.69) |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | **21.90** | (43.33) |
| B. (i) Items that will be reclassified to profit or loss | | | |
| (a) Exchange differences in translating the financial statements of foreign operations | | **151.60** | (34.97) |
| (b) Debt instruments through other comprehensive income | | **111.84** | 70.83 |
| (c) Effective portion of gains/(losses) on designated portion of hedging instruments in a cash flow hedge (net) | | **(68.83)** | 33.44 |
| (d) Share of other comprehensive income/(loss) of equity accounted investees | | **116.27** | 14.06 |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | **(19.75)** | 4.37 |
| **Total Other Comprehensive Income/(Loss)** | | **180.08** | 184.16 |
| **Total Comprehensive Income for the year** | | **14,253.25** | 12,453.98 |
| **Profit for the year attributable to:** | | | |
| Owners of the company | | **12,929.10** | 11,268.64 |
| Non-controlling interests | | **1,144.07** | 1,001.18 |
| | | **14,073.17** | 12,269.82 |
| **Other Comprehensive Income/(Loss) for the year attributable to:** | | | |
| Owners of the company | | **150.86** | 142.08 |
| Non-controlling interests | | **29.22** | 42.08 |
| | | **180.08** | 184.16 |
| **Total Comprehensive Income for the year attributable to:** | | | |
| Owners of the company | | **13,079.96** | 11,410.72 |
| Non-controlling interests | | **1,173.29** | 1,043.26 |
| | | **14,253.25** | 12,453.98 |
| **Earnings per equity share** | 35 | | |
| (Face value Rs. 5/- per share) (Rupees) | | | |
| Basic | | **115.91** | 101.14 |
| Diluted | | **115.06** | 100.70 |

**The accompanying notes 1 to 49 are an integral part of the Consolidated Financial Statements.**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. : 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. : 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

## Consolidated Statement of Changes in Equity | for the year ended 31st March, 2025

### (A) Equity Share Capital

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Issued, subscribed and paid up:** | | |
| Balance as at the beginning of the year | **557.38** | 556.82 |
| Add: Allotment of shares by M&M ESOP Trust to Employees | **0.77** | 0.56 |
| **Balance as at the end of the year** | **558.15** | 557.38 |

### (B) Other Equity

*Rupees crores*

| Particulars | Attributable to owners of the company | | | | | | | | | | Non-controlling interests | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Reserves and surplus | | | | | Items of other comprehensive income | | | | Total other equity | | |
| | Capital reserve on consolidation | Securities premium | Shares options outstanding account | Other reserves | Retained earnings | Debt instrument through other comprehensive income | Equity instrument through other comprehensive income | Effective portion of Cash Flow Hedges (Refer Note 39 (a) (iii)) | Foreign currency translation reserve | | | |
| **As at 1st April, 2024** | **369.27** | **2,824.90** | **298.76** | **5,032.80** | **57,717.86** | **(40.57)** | **(252.70)** | **(74.09)** | **(243.06)** | **65,633.17** | **11,318.79** | **76,951.96** |
| Profit for the year | **–** | **–** | **–** | **–** | **12,929.10** | **–** | **–** | **–** | **–** | **12,929.10** | **1,144.07** | **14,073.17** |
| Other comprehensive income /(loss) | **–** | **–** | **–** | **–** | **(68.17)** | **48.81** | **(42.80)** | **(57.66)** | **270.68** | **150.86** | **29.22** | **180.08** |
| **Total comprehensive income /(loss) for the year** | **–** | **–** | **–** | **–** | **12,860.93** | **48.81** | **(42.80)** | **(57.66)** | **270.68** | **13,079.96** | **1,173.29** | **14,253.25** |
| Dividend paid on equity shares | **–** | **–** | **–** | **–** | **(2,352.78)** | **–** | **–** | **–** | **–** | **(2,352.78)** | **(457.88)** | **(2,810.66)** |
| Transfers from Retained earnings | **–** | **–** | **–** | **245.84** | **(245.84)** | **–** | **–** | **–** | **–** | **–** | **–** | **–** |
| Transfers to Retained earnings | **–** | **–** | **–** | **(28.12)** | **28.12** | **–** | **–** | **–** | **–** | **–** | **–** | **–** |
| Exercise of employee stock options | **–** | **108.32** | **(108.32)** | **–** | **–** | **–** | **–** | **–** | **–** | **–** | **–** | **–** |
| Allotment of bonus shares by M&M ESOP Trust to employees | **–** | **(0.38)** | **–** | **–** | **–** | **–** | **–** | **–** | **–** | **(0.38)** | **–** | **(0.38)** |
| On account of employee stock options lapsed | **–** | **–** | **(3.26)** | **3.26** | **–** | **–** | **–** | **–** | **–** | **–** | **–** | **–** |
| Share-based payment to employees | **–** | **–** | **121.14** | **–** | **–** | **–** | **–** | **–** | **–** | **121.14** | **–** | **121.14** |
| Transactions with non-controlling interest and changes in group's interest | **–** | **–** | **–** | **–** | **(0.40)** | **–** | **–** | **–** | **–** | **(0.40)** | **24.94** | **24.54** |
| **As at 31st March, 2025** | **369.27** | **2,932.84** | **308.32** | **5,253.78** | **68,007.89** | **8.24** | **(295.50)** | **(131.75)** | **27.62** | **76,480.71** | **12,059.14** | **88,539.85** |

Remeasurement income/(loss) (net) on defined benefit plans, net of deferred tax, aggregating to loss of **Rs. 68.17 crores** (2024 : income of Rs. 137.49 crores) has been recognised during the year as part of Retained earnings.



## Consolidated Statement of Changes in Equity | for the year ended 31st March, 2025 (Continued)

### (B) Other Equity (Continued)

*Rupees crores*

| Particulars | Attributable to owners of the company | | | | | | | | | | Non-controlling interests | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Reserves and surplus | | | | | Items of other comprehensive income | | | | Total other equity | | |
| | Capital reserve on consolidation | Securities premium | Shares options outstanding account | Other reserves | Retained earnings | Debt instrument through other comprehensive income | Equity instrument through other comprehensive income | Effective portion of Cash Flow Hedges (Refer Note 39 (a) (iii)) | Foreign currency translation reserve | | | |
| **As at 1st April, 2023** | 369.27 | 2,745.48 | 260.33 | 4,844.87 | 48,187.61 | (67.73) | (196.97) | (104.49) | (229.40) | 55,808.97 | 10,716.32 | 66,525.29 |
| Profit for the year | – | – | – | – | 11,268.64 | – | – | – | – | 11,268.64 | 1,001.18 | 12,269.82 |
| Other comprehensive income /(loss) | – | – | – | – | 137.49 | 27.16 | (55.73) | 30.40 | 2.76 | 142.08 | 42.08 | 184.16 |
| **Total comprehensive income /(loss) for the year** | – | – | – | – | 11,406.13 | 27.16 | (55.73) | 30.40 | 2.76 | 11,410.72 | 1,043.26 | 12,453.98 |
| Dividend paid on equity shares | – | – | – | – | (1,810.14) | – | – | – | – | (1,810.14) | (436.46) | (2,246.60) |
| Other comprehensive income reclassified to profit or loss | – | – | – | – | – | – | – | – | (16.42) | (16.42) | – | (16.42) |
| Transfers from Retained earnings | – | – | – | 184.20 | (184.20) | – | – | – | – | – | – | – |
| On business combinations during the year | – | – | – | – | – | – | – | – | – | – | 11.53 | 11.53 |
| On disposal of subsidiaries during the year | – | – | – | – | – | – | – | – | – | – | (2.33) | (2.33) |
| Exercise of employee stock options | – | 79.70 | (79.70) | – | – | – | – | – | – | – | – | – |
| Allotment of bonus shares by M&M ESOP trust to employees | – | (0.28) | – | – | – | – | – | – | – | (0.28) | – | (0.28) |
| On account of employee stock options lapsed | – | – | (3.73) | 3.73 | – | – | – | – | – | – | – | – |
| Share-based payment to employees | – | – | 121.86 | – | – | – | – | – | – | 121.86 | – | 121.86 |
| Transactions with non-controlling interest and changes in group's interest | – | – | – | – | 118.46 | – | – | – | – | 118.46 | (13.53) | 104.93 |
| **As at 31st March, 2024** | 369.27 | 2,824.90 | 298.76 | 5,032.80 | 57,717.86 | (40.57) | (252.70) | (74.09) | (243.06) | 65,633.17 | 11,318.79 | 76,951.96 |

## Consolidated Statement of Changes in Equity | for the year ended 31st March, 2025 (Continued)

**(C) Other reserves**

*Rupees crores*

| Particulars | Capital Redemption Reserve | Capital Reserve | Debenture Redemption Reserve | General Reserve | Statutory Reserve | Total |
|---|---|---|---|---|---|---|
| **As at 1st April, 2024** | **73.69** | **23.52** | **73.79** | **3,154.13** | **1,707.67** | **5,032.80** |
| Transfer from retained earnings | **—** | **—** | **—** | **—** | **245.84** | **245.84** |
| Transfer to retained earnings | **(4.97)** | **—** | **(23.15)** | **—** | **—** | **(28.12)** |
| On account of employee stock options lapsed | **—** | **—** | **—** | **3.26** | **—** | **3.26** |
| **As at 31st March, 2025** | **68.72** | **23.52** | **50.64** | **3,157.39** | **1,953.51** | **5,253.78** |
| **As at 1st April, 2023** | 73.69 | 23.52 | 73.79 | 3,150.40 | 1,523.47 | 4,844.87 |
| Transfer from retained earnings | — | — | — | — | 184.20 | 184.20 |
| On account of employee stock options lapsed | — | — | — | 3.73 | — | 3.73 |
| **As at 31st March, 2024** | 73.69 | 23.52 | 73.79 | 3,154.13 | 1,707.67 | 5,032.80 |

**(D) Notes**

a) The Company has reduced the Share capital by **Rs. 10.69 crores** (2024: Rs. 11.08 crores) and Securities premium by **Rs. 182.94 crores** (2024: Rs. 182.94 crores) for the **2,13,72,521** shares of Rs. 5 each (2024: 2,21,41,316 shares of Rs. 5 each) held by the M&M ESOP Trust pending transfer to the eligible employees.

b) The Company has also reduced the Share capital by **Rs. 21.12 crores** (2024: Rs. 21.12 crores) and Retained earnings by **Rs. 1,168.20 crores** (2024: Rs. 1,168.20 crores) for **4,22,35,214 s**hares of Rs. 5 each (2024: 4,22,35,214 shares of Rs. 5 each) held by M&M Benefit Trust.

c) The share capital of the Company has also been reduced and the Securities premium increased by **Rs. 31.80 crores** (2024: Rs. 32.19 crores) for **2,13,72,521** bonus shares of Rs. 5 each (2024: 2,21,41,315 bonus shares of Rs. 5 each) issued by the Company to M&M ESOP Trust and for **4,22,35,214** bonus shares of Rs. 5 each (2024: 4,22,35,214 bonus shares of Rs. 5 each) issued by the Company to M&M Benefit Trust in December, 2017.

**(E) Description of the nature and purpose of reserves**

***(i) Capital reserve***

Capital reserve represents receipt of Government grants from a package of incentive given by Government for setting up / extension of plants in specified areas.

***(ii) Capital reserve on consolidation***

Gain on bargain purchase, i.e., excess of fair value of net assets acquired over the fair value of consideration in a business combination or on acquisition of interest in associate is recognised as capital reserve on consolidation.

***(iii) Securities premium***

Securities premium is used to record the premium on issue of shares. The fair value of employee stock options is recognised in securities premium once the shares have been allotted on exercise of the options.

***(iv) General reserve***

The general reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed / utilised by the Company in accordance with the Companies Act, 2013.

***(v) Retained earnings***

Retained earnings comprises of accumulated balance of profits / (losses) of current and prior years including transfers made to / from other reserves from time to time. The reserve can be utilised or distributed by the Company in accordance with the provisions of the Companies Act, 2013

***(vi) Debenture redemption reserve***

Debenture redemption reserve is a statutory reserve (as per Companies Act, 2013) created out of profits of the company available for payment of dividend for the purpose of redemption of debentures issued by the Company. On completion of redemption, the reserve is transferred to retained earnings.

***(vii) Share option outstanding account***

The share option outstanding account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the employee stock option plan.

***(viii) Statutory reserve***

Statutory reserve has been created pursuant to section 45- IC of the RBI Act, 1934 and section 29C of the National Housing Act, 1987.

***(ix) Capital redemption reserve***

Capital redemption reserve was created against redemption of preference shares.

**The accompanying notes 1 to 49 are an integral part of the Consolidated Financial Statements.**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. : 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. : 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025



## Consolidated Statement of Cash Flows | for the year ended 31st March, 2025

*Rupees crores*

| | 2025 | 2024 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES:** | | |
| Profit Before share of profit of associates and joint ventures and tax | **17,542.20** | 14,856.36 |
| Adjustments for: | | |
| Depreciation, amortisation and impairment expense | **6,073.65** | 4,723.78 |
| Loss/(Gain) on foreign exchange fluctuation and other adjustments (net) | **44.60** | (74.33) |
| (Gain)/Loss on fair valuation of compulsorily convertible preference shares | **(18.18)** | 43.45 |
| Income from investments related to subsidiaries, associates and joint ventures | **(461.07)** | (798.97) |
| Loss from investments related to subsidiaries, associates and joint ventures | **30.84** | 32.92 |
| Dividend on investments and interest income [excluding **Rs. 16,886.59 crores** (2024 : Rs. 14,587.20 crores) in respect of financial services business] | **(1,242.50)** | (784.77) |
| Finance costs [excluding **Rs. 8,401.88 crores** (2024 : Rs. 6,944.15 crores) in respect of financial services business] | **681.51** | 544.06 |
| Equity-settled share-based payment expenses | **120.15** | 128.86 |
| Gain on financial instruments measured at fair value (net) | **(388.15)** | (1,069.91) |
| Gain on property, plant and equipment sold / scrapped / written off (net) | **(333.21)** | (60.21) |
| | **4,507.64** | 2,684.88 |
| Operating Profit before working capital changes | **22,049.84** | 17,541.24 |
| Changes in: | | |
| Trade and other receivables | **(3,781.89)** | (1,889.81) |
| Financial services receivable | **(17,170.29)** | (19,887.00) |
| Inventories | **(1,646.35)** | (1,752.64) |
| Trade and other payables and provisions | **8,485.19** | 4,354.36 |
| | **(14,113.34)** | (19,175.09) |
| Cash generated from / (used in) operations | **7,936.50** | (1,633.85) |
| Income taxes paid (net) | **(4,760.69)** | (3,996.10) |
| **Net cash flow from / (used in) operating activities** | **3,175.81** | (5,629.95) |
| **B. CASH FLOW FROM INVESTING ACTIVITIES:** | | |
| Payment to acquire property, plant & equipment and other intangible assets | **(10,391.95)** | (9,945.99) |
| Proceeds from sale of property, plant & equipment and other intangible assets | **582.96** | 273.23 |
| Payment to acquire investments | **(90,594.98)** | (49,926.64) |
| Proceeds from sale of investments | **85,257.15** | 50,919.36 |
| Interest received (excluding financial services business) | **883.90** | 703.28 |
| Dividends received from joint ventures and associates | **1,364.65** | 1,200.31 |
| Dividends received from others | **9.55** | 12.38 |
| Proceeds from capital reduction / buy back of shares by joint venture | **59.71** | 27.27 |
| Bank deposits placed | **(15,139.63)** | (12,270.39) |
| Bank deposits matured | **9,034.06** | 12,199.41 |

## Consolidated Statement of Cash Flows | for the year ended 31st March, 2025 (Continued)

*Rupees crores*

| | 2025 | 2024 |
|---|---|---|
| Changes in earmarked and margin account with banks (net) | **20.83** | 10.23 |
| Inter corporate deposits placed | **(471.00)** | (410.08) |
| Inter corporate deposits refunded | **227.00** | 895.55 |
| Purchase of investment in joint ventures and associates | **(29.10)** | (248.84) |
| Purchase consideration paid for acquisition of subsidiaries net of cash acquired | **–** | (52.87) |
| Consideration received on disposal of subsidiaries | **–** | 20.24 |
| Consideration received on disposal (including partial sale of investment) of associates and joint ventures | **560.74** | 995.78 |
| **Net cash flow used in investing activities** | **(18,626.11)** | (5,597.77) |
| **C. CASH FLOW FROM FINANCING ACTIVITIES:** | | |
| Proceeds from issue of shares to employees by ESOP trust | **0.73** | 0.51 |
| Proceeds from borrowings | **82,589.64** | 61,307.84 |
| Repayments of borrowings | **(64,227.06)** | (46,443.19) |
| Net change in loans repayable on demand and cash credit | **(462.16)** | (362.03) |
| Proceeds from issue of compulsorily convertible preference shares | **2,050.00** | 1,600.00 |
| Repayment of lease liabilities (including interest) | **(887.11)** | (785.50) |
| Dividends paid (including payment of unclaimed dividends) | **(2,348.55)** | (1,810.54) |
| Dividend paid to non-controlling interests | **(457.88)** | (436.46) |
| Transactions with non-controlling interests | **12.47** | (192.35) |
| Interest, commitment and finance charges paid (excluding financial services business) | **(435.97)** | (596.87) |
| **Net cash flow from financing activities** | **15,834.11** | 12,281.41 |
| **NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)** | **383.81** | 1,053.69 |
| **Cash and cash equivalents at the beginning of the year** | **4,530.10** | 3,493.41 |
| Cash and cash equivalents related to disposal of subsidiaries | **–** | (4.97) |
| Unrealised gain/(loss) on foreign currency cash and cash equivalents (net) | **9.98** | (12.03) |
| **Cash and cash equivalents at the end of the year (Refer note 16)** | **4,923.89** | 4,530.10 |

**Notes to the Consolidated Statement of Cash Flows for the year ended 31st March, 2025.**

The above Consolidated Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7-Statement of Cash Flows.

**The accompanying notes 1 to 49 are an integral part of the Consolidated Financial Statements.**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. : 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. : 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025



## Notes to the Consolidated Financial Statements | for the year ended 31st March, 2025

**1. General information**

Mahindra & Mahindra Limited ('the Company') is a limited company incorporated in India. The address of its registered office and principal activities of the Company are disclosed in the introduction to the Annual Report.

The Ordinary (Equity) shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of London Stock Exchange. The Company's privately placed Non-Convertible Debentures (NCDs) are listed on the Debt Segment of BSE.

**2. Material accounting policy information**

**(a) Statement of compliance and basis of preparation and presentation**

These consolidated financial statements of Mahindra & Mahindra Limited and its subsidiaries ('the Group' or 'Mahindra Group') have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

These consolidated financial statements were approved by the Company's Board of Directors and authorised for issue on 5th May, 2025.

**(b) Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values in accordance with Ind AS.

**(c) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries.

The Group assesses if it has acquired control, joint control or significant influence over an investee based on shareholding, voting power, composition of board, rights under shareholder agreements and other facts and circumstances of each case which involves use of judgment.

Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. Investment in associates and joint ventures are accounted for using the equity method of accounting, after initially being recognised at cost. These financial statements are prepared by applying uniform accounting policies in use at the Group.

Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted as equity transactions. In case of loss of control of a subsidiary, the gain or loss is recognised in profit or loss. The fair value of any investment retained at the date when control is lost is regarded as the cost on initial recognition of investment in an associate or jointly controlled entity or as the fair value on initial recognition of investment classified as a financial asset, as the case may be.

**(d) Measurement of fair values**

A number of Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has established policies and procedures with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**(e) Use of estimates and judgments**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Key sources of estimation uncertainty, critical judgments and assumptions at the date of financial statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of the below:

(i) Useful lives of property, plant and equipment and other intangible assets - refer note 2(f) and note 2(g).
(ii) Provision for product warranties - refer note 2(q) and note 23.
(iii) Fair value of financial assets and liabilities and investments - refer note 39(d).
(iv) Impairment of tangible and intangible assets including goodwill and investments - refer note 2(h) and note 6.
(v) Impairment of financial services receivable - refer note 39 (b)(iii).
(vi) Classification of investment as subsidiary, associate or joint venture - refer note 2(c).
(vii) Recoverability of deferred tax asset on unabsorbed losses - refer note 2(p) and note 13.

**2. Material Accounting Policy Information (Continued)**

**(f) Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any.

Cost includes financing cost relating to borrowed funds attributable to the construction or acquisition of qualifying tangible assets upto the date the assets are ready for use.

Depreciation is provided on straight-line basis for property, plant and equipment so as to expense the depreciable amount, i.e. the cost less estimated residual value, over its estimated useful lives. The estimated useful lives and residual values are reviewed annually and the effect of any changes in estimate is accounted for on a prospective basis.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset classes, based on the Group's expected usage pattern supported by technical assessment:

| Asset Class | Useful lives |
|---|---|
| (i) Plant and equipment | 2-25 years |
| (ii) Buildings, including roads | 3-60 years |
| (iii) Vehicles | 2-10 years |

**(g) Goodwill and Intangible Assets**

***Goodwill***

Goodwill is initially recognised as the excess of consideration paid/payable over acquirer's interest in the fair value of the identifiable net assets of the acquired business. Subsequent to initial measurement, goodwill is measured at cost less accumulated impairment, if any. Goodwill is allocated to the cash-generating unit which is expected to benefit from the business combination.

***Intangible assets***

*Intangible assets under development*

The Group expenses costs incurred during research phase to profit or loss in the year in which they are incurred. Development phase expenses are initially recognised as intangible assets under development until the development phase is complete, upon which the amount is capitalised as intangible assets.

*Other intangible assets*

Intangible assets are initially recognised at cost except those acquired in a business combination. Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value on the acquisition date which is regarded as their cost. Subsequent to initial recognition, intangible assets with definite useful lives are amortised on a straight line basis so as to reflect the pattern in which the asset's economic benefits are consumed and are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

The other intangible assets are amortised over the estimated period of benefit as below:

| Asset Class | Useful lives |
|---|---|
| (i) Development expenditure | 3-5 years |
| (ii) Software expenditure | 3-10 years |
| (iii) Brand license fee and trademarks | 6-30 years |
| (iv) Technical knowhow | 3-10 years |
| (v) Others (excluding Transferable Development Rights) | 2-30 years |

The amortisation period for intangible assets are reviewed annually and changes in expected useful lives are treated as changes in estimates.

**(h) Impairment of Assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets and investments in associates and joint ventures to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount, which is the higher of the value in use or fair value less cost to sell, of the asset or cash-generating unit, as the case may be, is estimated and impairment loss (if any) is recognised and the carrying amount is reduced to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Except for goodwill, when an impairment loss subsequently reverses, the carrying amount of the asset or a cash-generating unit is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) earlier.

Goodwill, intangible assets and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.



**2. Material Accounting Policy Information (Continued)**

**(i) Inventories**

Inventories are carried at cost or net realisable value whichever is lower. Cost is determined on the basis of the weighted average method and comprises of all cost of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

**(j) Foreign exchange transactions and translation**

The functional currency of the Company and its Indian subsidiaries is Indian Rupees whereas the functional currency of foreign subsidiaries is the currency of the primary economic environment in which the respective entity operates.

Transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the functional currency using exchange rates prevailing at that date. Non-monetary items measured at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks (refer policy on Derivative Financial Instruments and Hedge Accounting).

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposal (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

**(k) Financial Instruments**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets or financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. A trade receivable without a significant financing component is initially measured at the transaction price.

***Classification and subsequent measurement***

***Financial assets***

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. All recognised financial assets are subsequently measured at either amortised cost or fair value depending on their respective classification.

On initial recognition, a financial asset is classified as measured at:

- Amortised cost - debt instrument; or
- Fair Value through Other Comprehensive Income (FVTOCI) - debt instrument; or
- Fair Value through Other Comprehensive Income (FVTOCI) - equity instrument; or
- Fair Value through Profit or Loss (FVTPL)

The classification of debt instrument as amortised cost or FVTOCI is based on the business model and cash flow characteristics of such instrument.

Financial assets are not reclassified subsequent to their initial recognition, except if the Group changes its business model for managing financial assets.

A financial asset not classified as measured at amortised cost or FVTOCI is measured at FVTPL. This includes all derivative financial assets unless designated as effective hedge instruments which are accounted as per hedge accounting requirements discussed below.

For equity investments other than investments in associates and joint ventures, the Group makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVTOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. These equity investments are not held for trading. Dividend income received on such equity investments are recognised in profit or loss.

**2. Material Accounting Policy Information (Continued)**

Equity investments that are not designated to be measured at FVTOCI are designated to be measured at FVTPL and subsequent changes in fair value are recognised in profit or loss.

Where the Group is a holder of a financial instrument that is a hybrid instrument or a compound instrument, such financial instrument is assessed in its entirety and the financial asset as a whole is measured at FVTPL if the contractual cash flow characteristics test is not met.

***Financial liabilities and equity instruments***

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is a derivative (that does not meet hedge accounting requirements) or it is designated as such on initial recognition.

***Compound instruments***

An issued financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments i.e. split into debt and equity components. The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognised directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortised using effective interest method.

***Derecognition of financial assets***

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows from financial asset in a manner that substantially all the risks and rewards of ownership of the asset are transferred to another party. If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised and the proceeds received are recognised as a collateralised borrowing.

***Offsetting***

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

***Derivative financial instruments and hedge accounting***

The Group enters into derivative financial instruments, primarily foreign exchange forward contracts and interest rate swaps, to manage its exposure to foreign exchange and interest rate risks. Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and economic characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derivatives are initially recognised at fair value at the date the contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Group designates certain hedging instruments, which include derivatives in respect of foreign currency risk, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

***Impairment of financial assets***

The Group applies the expected credit loss (ECL) model for recognising impairment loss on financial assets.

With respect to trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

For financial services business, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.



**2. Material Accounting Policy Information (Continued)**

**(l) Revenue Recognition**

***Sale of Goods or Services***

Revenue from sale of goods are recognised upon satisfaction of performance obligation which is at a point in time, generally on delivery of the goods, when control of the goods is transferred to dealers / customers. Revenue from services are recognised upon satisfaction of performance obligation towards rendering of such services.

The Group recognises revenue from sale of goods or services at the amount of transaction price (excluding variable consideration that is constrained), that is allocated to the performance obligation satisfied. Transaction price is the amount of consideration to which the Group expects it to be entitled in exchange for transferring goods or services to a customer excluding amounts collected on behalf of third parties.

An amount of consideration can vary because of discounts, rebates, incentives etc. which are explicitly stated in the contract or are as per customary business practices. The consideration can also vary where the entitlement is contingent on occurrence or non-occurrence of a future event. The Group includes variable consideration as part of transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration is estimated using the expected value method or the most likely amount depending on which method the Group expects to better predict the amount of consideration to which it will be entitled and is applied consistently throughout the contract.

Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price and accounted as interest income/expense, as applicable.

***Dividend and interest income***

Dividend from investments are recognised in profit or loss when the right to receive payment is established.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

***Income from financial services business***

*(i) Recognition of interest income on loans*

Interest income is recognised in Consolidated Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost, debt instruments measured at FVTOCI and debt instruments designated at FVTPL.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through interest income in the Consolidated Statement of profit and loss.

When a financial asset becomes credit-impaired, the Group calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

Additional interest levied on customers for delay in repayments / non payment of contractual cashflows is recognised on realisation. Interest on trade advances, are recognized when they become measurable and when it is not unreasonable to expect their ultimate collection.

Income from bill discounting is recognised over the tenure of the instrument so as to provide a constant periodic rate of return.

*(ii) Recognition of interest income on securitised loans*

The Group securities certain pools of loan receivables in accordance with applicable RBI guidelines, wherein by virtue of existence of credit enhancement, the Group is exposed to credit risk, being the expected losses that will be incurred on the transferred loan receivables to the extent of the credit enhancement provided.

In view of the above, the Group has retained substantially all the risks and rewards of ownership of the financial asset and thereby does not meet the de-recognition criteria as set out in Ind AS 109. Consideration received in this transaction is presented as "Associated liability related to Securitisation transactions" and the loan receivables securitised are continued to be reflected as loan assets. These loan assets are carried at amortised cost and the interest income is recognised by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

*(iii) Subvention income*

Subvention income received from manufacturer / dealers at the inception of the loan contracts which is directly attributable to individual loan contracts in respect of vehicles financed is recognised in profit or loss using the effective interest method over the tenor of such loan contracts measured at amortised cost. In case of subvention income which is subject to confirmation from manufacturer and received later than inception date is recognised in the Statement of Profit and Loss using straight line method over the tenor of such loan contracts.

***Fees, charges and commission income***

Service and administration charges income towards rendering of additional services to its loan customers is recognised at point in time upon satisfactory completion of service delivery.

Fees and commission that are not directly linked to the sourcing of financial assets are recognised at point in time on an accrual basis when the right to receive the same is established.

**2. Material Accounting Policy Information (Continued)**

Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery from the other entities.

Foreclosure charges are collected from loan customers for early payment / closure of loan and are recognised on realisation.

Collection fee related to transferred assets under securitisation transactions is recognised on remittance of collection proceeds to Special Purpose Vehicle (SPV) created under securitization transaction.

***Long term construction contracts and property development activity***

Some of the Group companies are in the business to develop and sell residential and commercial properties. Revenue from such contracts is recognised when control over the property has been transferred to the customer. An enforceable right to payment does not arise until the development of the property is completed. Therefore, revenue is recognised at a point in time as per IND AS 115 when

- The seller has transferred to the buyer all significant risks and rewards of ownership and the seller retains no effective control of the real estate unit to a degree usually associated with ownership;
- The seller has effectively handed over possession of the real estate unit to the buyer forming part of the transaction;
- No significant uncertainty exists regarding the amount of consideration that will be derived from real estate unit sales; and
- It is not unreasonable to expect ultimate collection of revenue from buyers.

The revenue is measured at the transaction price agreed under the contract.

Some of the Group companies invoices the customers for construction contracts based on achieving performance-related milestones.

For certain contracts involving the sale of property under development, deferred payment schemes are offered to the customers. The transaction price is adjusted for the effects of the significant financing component.

Costs to obtain contracts ("Contract costs") relate to fees paid for obtaining property sales contracts. Such costs are recognised as assets when incurred and amortised upon recognition of revenue from the related property sale contract.

Contract assets is the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer when that right is conditioned on something other than the passage of time.

Some of the Group companies recognise revenue at a point in time in each reporting period considering the estimates like reasonableness of collections from customers, disputes with the customer which may result in the cancellation of the contract, which are reassessed periodically by the management. The effect of these changes to estimates is recognised in the period when changes are determined.

***Income from Sale of land and other rights***

Revenue from sale of land and other rights is generally a single performance obligation and the Group has determined that this is satisfied at the point in time when control transfers as per the terms of the contract entered into with the buyers, which generally are with the firmity of the sale contracts / agreements.

***Land Lease Premium***

Land lease premium is recognised as income upon creation of leasehold rights in favour of the lessee or upon an agreement to create leasehold rights with handing over of possession. Property lease rentals, income from operation & maintenance charges and water charges are recognised on an accrual basis as per terms of the agreement with the lessees.

***Vacation ownership***

The Group's business is to sell vacation ownership and provide holiday facilities to members for a specified period each year, over a number of years, for which membership fee is collected either in full upfront, or on a deferred payment basis.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation.

Revenue from sale of vacation ownership weeks is recognized when related right to use the specific property over the specific weeks is transferred to the buyer for a consideration, which coincides with transfer of significant risks, rewards and control of ownership.

Income from sale of vacation ownership weeks in villas under construction is deferred until the point in time when construction activities are deemed to be completed, occupancy of the development is permissible, customer has executed a binding sales contract, collectability is reasonably assured, the purchaser's period to cancel for a refund has expired and the customer has the right to use. Project revenue and contract costs associated with the contract are recognised on completion of the performance obligations as mentioned above.

***Revenue from Membership fees***

For vacation ownership business, the Group recognises the membership fees over the tenure of membership as the performance obligation is fulfilled over the tenure of membership (33 years / 25 years / 10 years or any other tenure applicable to the respective member). The group recognises revenue on a straight line basis over the tenure of membership after considering the expected customer unexercised rights from date of admission of each member. The revenue which will be recognised in future periods are disclosed under other liabilities - contract liability. Revenue from consumer offers and other benefits provided on membership are recognised as and when such benefits are provided to members at its respective fair value. Discounts and other incentives provided to the customers are reduced from the overall contract value.



**2. Material Accounting Policy Information (Continued)**

Incremental costs of acquisition of the members are deferred over the period of effective membership in line with revenue deferral. Incremental costs are those that would not have been incurred if the contract was not obtained. Such cost which will be amortised in the future period are disclosed under deferred acquisition cost.

Revenue is recognised only when it is probable that economic benefits associated with the transaction will flow to the Group. Revenue with respect to instalments / contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled). The estimation of such revenues where there is uncertainty in collection has been made by the Group based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

***Revenue from Annual subscription fees***

Annual subscription fee dues from members are recognised as income on accrual basis and fees pertaining to the period beyond the year end is disclosed under Contract Liabilities and payment is due as per due date mentioned in invoice.

***Interest income on deferred payment plans***

Interest revenue is recognised only to the extent that a contract asset (or receivable) or a contract liability is recognised in accounting for a contract with the customer.

***Resort Income***

Income from resorts include income from room rentals, food and beverages, etc. and is recognized when services are rendered.

***Rental income***

Rental income from retail premises in case of HCR Oy are recognized on a straight line basis over the rental period.

**(m) Government Grants**

The Group, directly or indirectly through a consortium of Mahindra Group companies, is entitled to various incentives from government authorities. Government grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with.

Government grants that are revenue in nature, are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

**(n) Employee Benefits**

***Superannuation Fund, ESIC and Labour Welfare Fund***

The Group's contribution paid / payable during the year to Superannuation Fund, ESIC and Labour Welfare Fund are recognised in profit or loss.

***Provident Fund***

Contributions to Provident Fund are made to Trusts administered by the Group / Regional Provident Fund Commissioners and are charged to profit or loss as incurred. The Group is liable for the contribution and any shortfall in interest between the amount of income earned by the Trust and the interest payable to members at the rate declared by the Government of India in respect of the Trust administered by the Group companies. For such Trust, the shortfall and remeasurement thereof, if any, based on actuarial valuation is recognised through Other Comprehensive Income (OCI).

***Gratuity, long term compensated absences, post retirement medical benefit and post retirement housing allowance schemes***

The liability towards gratuity, long term compensated absences, post retirement medical benefit and post retirement housing allowance schemes are determined by independent actuaries, using the projected unit credit method.

Remeasurement of defined benefit plans, comprising of actuarial gains or losses, return on plan assets excluding interest income are recognised immediately in balance sheet with corresponding debit or credit to other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent period.

Remeasurement gains or losses on long term compensated absences that are classified as other long term benefits are recognised in profit or loss.

***Share based payments***

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest, with a corresponding increase in equity.

Share appreciation rights which are cash settled share-based payments are recognised as employee benefit expense over the relevant service period. The liabilities are remeasured to fair value at each reporting date.

**(o) Borrowing Costs**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale except for the period the construction activities are temporarily suspended. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**(p) Income taxes**

***Current tax***

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The current income tax expense for subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

**2. Material Accounting Policy Information (Continued)**

Current tax assets and current tax liabilities are offset, if entity has a legally enforceable right to set off recognised amounts and intends to settle on net basis or to realise the current tax asset and settle the current tax liabilities simultaneously.

***Deferred tax***

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities, and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets including that on unused tax losses and unused tax credits are recognised to the extent that it is probable and there is convincing evidence that future taxable income will be available against which the deductible temporary differences could be utilised.

Deferred tax assets and liabilities are not recognised for temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**(q) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is the present value of these cash flows (when the effect of the time value of money is material).

Provisions for the expected cost of warranty obligations are recognised at the time of sale of the relevant products, at the best estimate of the expenditure required to settle the Group's obligation. The provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

**(r) Leases**

***The Group as a lessee***

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost.

The right-of-use assets are subsequently depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. In addition, the right-of-use asset is reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at amortised cost at the present value of the future lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

***The Group as a lessor***

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term.

**(s) Business combinations**

Business Combination under common control are accounted under "the pooling of interest method" i.e. in accordance with Appendix C in Ind AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

The Group accounts for business combinations that are not under common control under acquisition method of accounting. The acquiree's identifiable assets including liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.



**2. Material Accounting Policy Information (Continued)**

Non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition, the carrying amount of non-controlling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amount for the items for which the accounting is incomplete. Those provisional amount are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date.

In consolidated financial statements, acquisition of non-controlling interest is accounted as equity transaction. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

**(t) Acquisition of interest in associate and joint ventures**

Acquisition of interest in an associate or a joint venture, is initially recognised at cost. Any excess of the cost of the investment over the Group's share of the fair value of the identifiable assets and liabilities of the investee is regarded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised in equity as capital reserve in the period in which the investment is acquired.

**(u) Non-current assets held for sale**

Non-current assets or disposal groups are classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying value and fair value less costs to sell.

**(v) Hyperinflationary economies**

The Turkish economy has been designated as hyperinflationary. Accordingly, financial statements of group entities whose functional currency is Turkish Lira have been prepared applying Ind AS 29 - 'Financial Reporting in Hyperinflationary Economies'. This primarily involves (i) restatement of non-monetary assets and liabilities measured at historical cost in the balance sheet and all items of income and expenses in the statement of profit and loss, using the general price index at the balance sheet date, and (ii) recording gain or loss on net monetary position in profit or loss.

**3. Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There is no such notification which would have been applicable from 1st April, 2025.

**4. Property, plant and equipment**

Property, plant and equipment comprise of owned assets and right-of-use assets that do not meet the definition of investment property.

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| a) Owned assets | **21,879.47** | 17,761.91 |
| b) Right-of-use assets | **3,955.35** | 3,646.69 |
| **Total** | **25,834.82** | 21,408.60 |

**a) Owned assets**

*Rupees crores*

| Particulars | Land | Buildings | Leasehold improvements | Plant and equipment | Furniture and fixtures | Vehicles | Aircraft | Office equipments | Total |
|---|---|---|---|---|---|---|---|---|---|
| **COST** | | | | | | | | | |
| **Balance as at 1st April, 2023** | 1,242.19 | 6,680.45 | 66.94 | 24,542.33 | 914.36 | 1,021.79 | 57.22 | 437.00 | 34,962.28 |
| Additions/Transfer from capital work-in-progress during the year | 100.48 | 429.67 | 11.12 | 2,572.92 | 136.36 | 329.31 | – | 48.51 | 3,628.37 |
| Acquisitions through business combinations | 42.29 | 20.69 | – | 128.83 | 0.16 | – | – | 2.02 | 193.99 |
| Foreign exchange translation differences | (68.26) | (66.44) | (0.04) | (218.86) | (13.37) | (0.57) | – | (0.22) | (367.76) |
| Disposals during the year | (20.51) | (35.02) | (9.04) | (327.25) | (43.02) | (197.07) | – | (20.40) | (652.31) |
| Disposal of subsidiaries | – | (1.07) | – | (41.58) | (0.71) | (0.91) | – | (0.15) | (44.42) |
| Hyperinflation adjustment | 35.65 | 35.33 | 0.72 | 215.25 | 9.10 | 0.25 | – | – | 296.30 |
| Reclassified as held for sale | (24.72) | (7.51) | – | – | – | – | – | – | (32.23) |
| **Balance as at 31st March, 2024** | 1,307.12 | 7,056.10 | 69.70 | 26,871.64 | 1,002.88 | 1,152.80 | 57.22 | 466.76 | 37,984.22 |
| **Balance as at 1st April, 2024** | **1,307.12** | **7,056.10** | **69.70** | **26,871.64** | **1,002.88** | **1,152.80** | **57.22** | **466.76** | **37,984.22** |
| Additions /Transfer from capital work-in-progress during the year | **6.60** | **871.22** | **9.77** | **5,580.62** | **139.35** | **337.62** | **205.99** | **55.57** | **7,206.74** |
| Foreign exchange translation differences | **(1.50)** | **13.94** | **1.13** | **(52.40)** | **3.37** | **1.12** | **–** | **0.55** | **(33.79)** |
| Disposals during the year | **(29.24)** | **(27.62)** | **(1.01)** | **(424.48)** | **(43.56)** | **(261.14)** | **(57.22)** | **(44.38)** | **(888.65)** |
| Hyperinflation adjustment | **29.11** | **29.09** | **0.58** | **168.85** | **7.74** | **0.33** | **–** | **–** | **235.70** |
| **Balance as at 31st March, 2025** | **1,312.09** | **7,942.73** | **80.17** | **32,144.23** | **1,109.78** | **1,230.73** | **205.99** | **478.50** | **44,504.22** |
| **ACCUMULATED DEPRECIATION AND IMPAIRMENT** | | | | | | | | | |
| **Balance as at 1st April, 2023** | 75.91 | 1,945.41 | 43.22 | 14,727.09 | 609.07 | 542.52 | 48.71 | 331.93 | 18,323.86 |
| Depreciation expense for the year | – | 210.29 | 6.90 | 1,934.73 | 81.33 | 177.68 | 2.63 | 36.97 | 2,450.53 |
| Foreign exchange translation differences | (8.31) | (27.96) | 0.13 | (117.51) | (13.32) | (0.56) | – | (0.22) | (167.75) |
| Disposals during the year | – | (12.64) | (7.79) | (288.47) | (30.76) | (123.30) | – | (18.56) | (481.52) |
| Disposal of subsidiaries | – | (0.99) | – | (12.44) | (0.31) | (0.22) | – | (0.11) | (14.07) |
| Hyperinflation adjustment | – | 6.93 | 0.24 | 107.06 | 3.71 | 0.08 | – | – | 118.02 |
| Reclassified as held for sale | – | (6.76) | – | – | – | – | – | – | (6.76) |
| **Balance as at 31st March, 2024** | 67.60 | 2,114.28 | 42.70 | 16,350.46 | 649.72 | 596.20 | 51.34 | 350.01 | 20,222.31 |
| **Balance as at 1st April, 2024** | **67.60** | **2,114.28** | **42.70** | **16,350.46** | **649.72** | **596.20** | **51.34** | **350.01** | **20,222.31** |
| Depreciation expense for the year | **–** | **237.09** | **7.81** | **2,422.60** | **100.85** | **174.59** | **6.08** | **40.05** | **2,989.07** |
| Foreign exchange translation differences | **2.83** | **10.59** | **0.76** | **(24.43)** | **2.09** | **(1.61)** | **–** | **0.46** | **(9.31)** |
| Disposals during the year | **–** | **(11.86)** | **(1.01)** | **(397.29)** | **(39.58)** | **(171.28)** | **(53.26)** | **(39.80)** | **(714.08)** |
| Impairment losses during the year | **–** | **20.50** | **–** | **57.67** | **11.90** | **0.26** | **–** | **0.15** | **90.48** |
| Hyperinflation adjustment | **–** | **3.36** | **0.12** | **41.09** | **1.63** | **0.08** | **–** | **–** | **46.28** |
| **Balance as at 31st March, 2025** | **70.43** | **2,373.96** | **50.38** | **18,450.10** | **726.61** | **598.24** | **4.16** | **350.87** | **22,624.75** |
| **NET CARRYING AMOUNT** | | | | | | | | | |
| Net carrying amount as at 31st March, 2024 | 1,239.52 | 4,941.82 | 27.00 | 10,521.18 | 353.16 | 556.60 | 5.88 | 116.75 | 17,761.91 |
| **Net carrying amount as at 31st March, 2025** | **1,241.66** | **5,568.77** | **29.79** | **13,694.13** | **383.17** | **632.49** | **201.83** | **127.63** | **21,879.47** |



**4. Property, plant and equipment (Continued)**

**b) Right-of-use assets**

*Rupees crores*

| Particulars | Land | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Office equipments | Total |
|---|---|---|---|---|---|---|---|
| **COST** | | | | | | | |
| **Balance as at 1st April, 2023** | 734.93 | 4,114.21 | 385.38 | 10.28 | 158.77 | 14.67 | 5,418.24 |
| Additions during the year | 60.10 | 575.86 | 28.77 | – | 7.17 | 3.51 | 675.41 |
| Foreign exchange translation differences | 0.10 | 13.80 | (33.62) | – | (1.76) | 0.14 | (21.34) |
| Deductions during the year | (4.52) | (333.19) | (21.10) | (2.20) | (18.33) | (4.48) | (383.82) |
| Disposal of subsidiaries | (0.09) | – | (5.92) | – | – | – | (6.01) |
| Hyperinflation adjustment | – | – | 4.35 | – | – | – | 4.35 |
| **Balance as at 31st March, 2024** | 790.52 | 4,370.68 | 357.86 | 8.08 | 145.85 | 13.84 | 5,686.83 |
| **Balance as at 1st April, 2024** | **790.52** | **4,370.68** | **357.86** | **8.08** | **145.85** | **13.84** | **5,686.83** |
| Additions during the year | **18.09** | **923.50** | **47.37** | **–** | **34.54** | **0.69** | **1,024.19** |
| Foreign exchange translation differences | **0.93** | **62.91** | **9.58** | **–** | **(0.31)** | **0.29** | **73.40** |
| Deductions during the year | **(7.01)** | **(279.81)** | **(20.73)** | **–** | **(24.27)** | **(0.29)** | **(332.11)** |
| Hyperinflation adjustment | **–** | **–** | **8.31** | **–** | **–** | **–** | **8.31** |
| **Balance as at 31st March, 2025** | **802.53** | **5,077.28** | **402.39** | **8.08** | **155.81** | **14.53** | **6,460.62** |
| **ACCUMULATED DEPRECIATION AND IMPAIRMENT** | | | | | | | |
| **Balance as at 1st April, 2023** | 39.41 | 1,320.60 | 232.88 | 5.10 | 98.77 | 8.57 | 1,705.33 |
| Depreciation expense for the year | 17.84 | 558.45 | 41.61 | 1.18 | 29.46 | 2.57 | 651.11 |
| Foreign exchange translation differences | 0.04 | 4.80 | (23.64) | – | (1.47) | 0.09 | (20.18) |
| Deductions during the year | (3.73) | (251.27) | (17.28) | (2.20) | (16.95) | (2.98) | (294.41) |
| Disposal of subsidiaries | (0.02) | – | (2.16) | – | – | – | (2.18) |
| Hyperinflation adjustment | – | – | 0.47 | – | – | – | 0.47 |
| **Balance as at 31st March, 2024** | 53.54 | 1,632.58 | 231.88 | 4.08 | 109.81 | 8.25 | 2,040.14 |
| **Balance as at 1st April, 2024** | **53.54** | **1,632.58** | **231.88** | **4.08** | **109.81** | **8.25** | **2,040.14** |
| Depreciation expense for the year | **23.20** | **594.22** | **48.42** | **0.87** | **32.93** | **1.26** | **700.90** |
| Foreign exchange translation differences | **0.84** | **22.82** | **8.97** | **–** | **(0.15)** | **0.20** | **32.68** |
| Deductions during the year | **(0.22)** | **(231.92)** | **(20.58)** | **–** | **(17.63)** | **(0.29)** | **(270.64)** |
| Hyperinflation adjustment | **–** | **–** | **2.19** | **–** | **–** | **–** | **2.19** |
| **Balance as at 31st March, 2025** | **77.36** | **2,017.70** | **270.88** | **4.95** | **124.96** | **9.42** | **2,505.27** |
| **NET CARRYING AMOUNT** | | | | | | | |
| Net carrying amount as at 31st March, 2024 | 736.98 | 2,738.10 | 125.98 | 4.00 | 36.04 | 5.59 | 3,646.69 |
| **Net carrying amount as at 31st March, 2025** | **725.17** | **3,059.58** | **131.51** | **3.13** | **30.85** | **5.11** | **3,955.35** |

## 5. Capital work-in-progress

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance at the beginning of the year** | **3,461.33** | 1,222.66 |
| Additions during the year | **6,803.78** | 5,084.52 |
| Interest capitalisation | **48.76** | 52.00 |
| Disposal of subsidiaries | **–** | (5.50) |
| Transfer to property, plant and equipment | **(6,515.23)** | (2,879.85) |
| Foreign exchange translation differences | **(7.54)** | (19.55) |
| Hyperinflation adjustment | **2.26** | 7.05 |
| Impairment losses recognised | **(140.80)** | – |
| **Balance at the end of the year** | **3,652.56** | 3,461.33 |

**Ageing of capital work-in-progress**

*Rupees crores*

| Particulars | Amount in Capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **As at 31st March, 2025** | | | | | |
| Projects in progress | **3,271.52** | **301.85** | **33.51** | **45.68** | **3,652.56** |
| **Total** | **3,271.52** | **301.85** | **33.51** | **45.68** | **3,652.56** |
| **As at 31st March, 2024** | | | | | |
| Projects in progress | 3,069.98 | 209.27 | 89.67 | 92.41 | 3,461.33 |
| **Total** | 3,069.98 | 209.27 | 89.67 | 92.41 | 3,461.33 |



## 6. Goodwill

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance at the beginning of the year** | **2,448.37** | 2,548.90 |
| Additions through business combinations | **–** | 56.91 |
| Measurement period adjustment to acquired assets and liabilities | **–** | (135.04) |
| Impairment during the year | **(79.24)** | (32.52) |
| Foreign exchange translation difference | **4.77** | 10.12 |
| **Balance at the end of the year** | **2,373.90** | 2,448.37 |

**Segment wise allocation of goodwill**

The carrying amount of goodwill has been allocated to segments as below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Automotive | **31.96** | 31.96 |
| Farm equipment | **832.70** | 910.50 |
| **Services:** | | |
| Financial services | **1.34** | 1.34 |
| Industrial Businesses and Consumer Services | **1,507.90** | 1,504.57 |
| **Total** | **2,373.90** | 2,448.37 |

The Group tests goodwill on annual basis and whenever there is an indication that the CGU to which the goodwill has been allocated may be impaired. The goodwill impairment test is performed at the level of the CGU or group of CGUs that benefit from the synergies of the acquisition and which represents the lowest level at which goodwill is monitored for internal management purposes. The recoverable amount is determined based on higher of value-in-use and fair value less cost of disposal. Where there is no basis for making a reliable estimate of the price at which an orderly transaction to sell the asset would take place between market participants at the measurement date under current market conditions, the recoverable amount is determined by value-in-use. In determining the value-in-use, cash flow projections approved by appropriate level of management are considered. In circumstances where a reliable value-in-use estimate is difficult to make whereas market value of the asset or the CGU or group of CGUs is readily available, the latter is used for the determination of recoverable amount with appropriate adjustments, where applicable.

Apart from the observable market information, significant management estimates and judgments are used to determine the recoverable amounts based on value-in-use. Key assumptions used for determination of value-in-use amount includes estimated growth rates (including terminal growth rates), margins and discount rates. Cash flow projections are usually considered for next 3-5 years and represent management's best estimate about future developments with due consideration for past performance. Cash flows beyond the five-year period are extrapolated using terminal growth rates.

In certain cases, the performance of the cash generating units were below their expected levels. Accordingly, the Group assessed such cash generating units for the recoverable amounts based on fair value less cost of disposal and value-in-use estimates.

The value-in-use calculation for the year used discount rates ranging from **11.60% to 24.10%** (2024: 11.60% to 18.90%) and the terminal growth rates ranging from **2% to 5%** (2024: 2% to 5%).

The goodwill impairment recognised in the consolidated statement of profit and loss and the operating segments to which it relates are as below:

'Farm Equipment' segment - **Rs. 79.24 crores** (2024: Rs. 32.52 crores). This relates to goodwill allocated to an international subsidiary.

## 7. Other intangible assets

*Rupees crores*

| Particulars | Development expenditure | Computer software | Brand License & trademarks | Others | Total |
|---|---|---|---|---|---|
| **COST** | | | | | |
| **Balance as at 1st April, 2023** | 7,908.68 | 638.49 | 167.80 | 445.42 | 9,160.39 |
| Additions/Transfer from intangibles assets under development during the year | 1,300.37 | 103.46 | 1.48 | 12.17 | 1,417.48 |
| Acquisitions through business combinations | — | — | 43.40 | 74.05 | 117.45 |
| Foreign exchange translation differences | (7.56) | (3.70) | 0.08 | (9.98) | (21.16) |
| Deductions during the year | (284.81) | (20.70) | — | (42.88) | (348.39) |
| Disposal of subsidiaries | — | (5.27) | — | (0.89) | (6.16) |
| Hyperinflation adjustment | 11.39 | 1.20 | — | 10.66 | 23.25 |
| **Balance as at 31st March, 2024** | 8,928.07 | 713.48 | 212.76 | 488.55 | 10,342.86 |
| **Balance as at 1st April, 2024** | **8,928.07** | **713.48** | **212.76** | **488.55** | **10,342.86** |
| Additions/Transfer from intangibles assets under development during the year | **3,772.46** | **268.25** | **—** | **9.68** | **4,050.39** |
| Foreign exchange translation differences | **(5.65)** | **5.82** | **0.42** | **(2.44)** | **(1.85)** |
| Deductions during the year | **(1,581.73)** | **(8.43)** | **—** | **(32.86)** | **(1,623.02)** |
| Hyperinflation adjustment | **23.15** | **3.59** | **—** | **8.68** | **35.42** |
| **Balance as at 31st March, 2025** | **11,136.30** | **982.71** | **213.18** | **471.61** | **12,803.80** |
| **ACCUMULATED AMORTISATION AND IMPAIRMENT** | | | | | |
| **Balance as at 1st April, 2023** | 4,144.36 | 512.81 | 43.13 | 220.34 | 4,920.64 |
| Amortisation expense for the year | 1,293.84 | 84.84 | 14.88 | 41.06 | 1,434.62 |
| Foreign exchange translation differences | (0.85) | (2.67) | 0.07 | (1.49) | (4.94) |
| Deductions during the year | (284.81) | (20.70) | — | (1.35) | (306.86) |
| Disposal of subsidiaries | — | (2.33) | — | (0.89) | (3.22) |
| Impairment losses during the year | 28.18 | — | — | — | 28.18 |
| Hyperinflation adjustment | 0.57 | 0.32 | — | 1.11 | 2.00 |
| **Balance as at 31st March, 2024** | 5,181.29 | 572.27 | 58.08 | 258.78 | 6,070.42 |
| **Balance as at 1st April, 2024** | **5,181.29** | **572.27** | **58.08** | **258.78** | **6,070.42** |
| Amortisation expense for the year | **1,710.41** | **112.26** | **12.96** | **32.58** | **1,868.21** |
| Foreign exchange translation differences | **(0.55)** | **5.72** | **0.40** | **0.09** | **5.66** |
| Deductions during the year | **(1,581.73)** | **(8.43)** | **—** | **(1.24)** | **(1,591.40)** |
| Impairment losses during the year | **2.26** | **4.47** | **—** | **12.86** | **19.59** |
| Hyperinflation adjustment | **1.38** | **0.38** | **—** | **1.92** | **3.68** |
| **Balance as at 31st March, 2025** | **5,313.06** | **686.67** | **71.44** | **304.99** | **6,376.16** |
| **NET CARRYING AMOUNT** | | | | | |
| Net carrying amount as at 31st March, 2024 | 3,746.78 | 141.21 | 154.68 | 229.77 | 4,272.44 |
| **Net carrying amount as at 31st March, 2025** | **5,823.24** | **296.04** | **141.74** | **166.62** | **6,427.64** |

**Note:**

Others include technical knowhow, customer relationships, Transferable Development Rights etc.

## 8. Intangible assets under development

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance at the beginning of the year** | **4,577.97** | 2,745.92 |
| Additions during the year | **4,116.44** | 3,273.90 |
| Interest capitalisation | **45.97** | 67.37 |
| Transfer to other intangible assets | **(3,910.64)** | (1,382.53) |
| Foreign exchange translation differences | **0.70** | 0.13 |
| Impairment losses recognised | **(185.36)** | (126.82) |
| **Balance at the end of the year** | **4,645.08** | 4,577.97 |

**Ageing of intangible assets under development**

*Rupees crores*

| Particulars | Amount in Intangibles assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **As at 31st March, 2025** | | | | | |
| Projects in progress | **2,399.66** | **1,141.27** | **804.32** | **299.83** | **4,645.08** |
| **Total** | **2,399.66** | **1,141.27** | **804.32** | **299.83** | **4,645.08** |
| **As at 31st March, 2024** | | | | | |
| Projects in progress | 2,561.68 | 1,368.85 | 454.77 | 192.67 | 4,577.97 |
| **Total** | 2,561.68 | 1,368.85 | 454.77 | 192.67 | 4,577.97 |

## 9. Investments

### A. Non-current investments

#### a) Measured as per equity accounting method

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Quoted** | | |
| Investments in equity instruments | | |
| — of Associates* | **10,188.90** | 9,244.77 |
| **Total** | **10,188.90** | 9,244.77 |
| **Unquoted** | | |
| Investments in equity instruments | | |
| — of Associates* | **1,191.39** | 1,568.34 |
| — of Joint ventures* | **2,796.39** | 2,987.60 |
| **Total** | **3,987.78** | 4,555.94 |
| **Investments measured as per equity accounting method** | **14,176.68** | 13,800.71 |

* Refer note 43

## 9. Investments (Continued)

### b) Measured as per other than equity accounting method

*Rupees crores*

| Particulars | Amortised Cost | | FVTOCI | | FVTPL | | Total | |
|---|---|---|---|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 |
| **Quoted** | | | | | | | | |
| Investments in non-convertible debentures/bonds | **25.70** | 25.84 | **308.18** | 453.34 | **—** | — | **333.88** | 479.18 |
| Investments in government securities | **887.37** | 1,181.51 | **2,511.03** | 4,012.12 | **—** | — | **3,398.40** | 5,193.63 |
| Investments in equity instruments | **—** | — | **162.26** | 203.11 | **622.43** | 1,009.78 | **784.69** | 1,212.89 |
| Investments in Infrastructure Investment Trust | **—** | — | **—** | — | **366.06** | 360.98 | **366.06** | 360.98 |
| | **913.07** | 1,207.35 | **2,981.47** | 4,668.57 | **988.49** | 1,370.76 | **4,883.03** | 7,246.68 |
| **Unquoted** | | | | | | | | |
| Investments in preference shares — of Joint ventures * | **114.46** | 112.57 | **—** | — | **0.08** | 208.44 | **114.54** | 321.01 |
| Investments in debentures/bonds — of Associates and joint ventures * | **—** | 6.42 | **—** | — | **90.75** | 50.20 | **90.75** | 56.62 |
| — of Other entities | **—** | — | **—** | 1.59 | **—** | — | **—** | 1.59 |
| Investments in Alternate Investment Fund | **—** | — | **—** | — | **27.41** | 27.05 | **27.41** | 27.05 |
| Investments in equity instruments | **—** | — | **39.26** | 41.64 | **29.43** | 78.16 | **68.69** | 119.80 |
| | **114.46** | 118.99 | **39.26** | 43.23 | **147.67** | 363.85 | **301.39** | 526.07 |
| **Total** | **1,027.53** | 1,326.34 | **3,020.73** | 4,711.80 | **1,136.16** | 1,734.61 | **5,184.42** | 7,772.75 |

*Rupees crores*

| Other Disclosures: | 2025 | 2024 |
|---|---|---|
| Aggregate amount of quoted investments (Gross) | **15,071.93** | 16,491.45 |
| Market value of quoted investments | **43,967.47** | 40,509.99 |
| Aggregate amount of unquoted investments (Gross) | **4,289.17** | 5,082.01 |

* Refer note 43.

### B. Current Investments

*Rupees crores*

| Particulars | Amortised Cost | | FVTOCI | | FVTPL | | Total | |
|---|---|---|---|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 |
| **Quoted** | | | | | | | | |
| Investments in debentures/bonds | **—** | — | **1,699.06** | 593.66 | **—** | 28.34 | **1,699.06** | 622.00 |
| Investments in equity instruments | **—** | — | **0.01** | 0.02 | **—** | — | **0.01** | 0.02 |
| Investments in government securities | **321.77** | 84.62 | **1,752.53** | 588.95 | **—** | — | **2,074.30** | 673.57 |
| Investments in mutual funds | **—** | — | **—** | — | **14,241.83** | 7,821.71 | **14,241.83** | 7,821.71 |
| | **321.77** | 84.62 | **3,451.60** | 1,182.63 | **14,241.83** | 7,850.05 | **18,015.20** | 9,117.30 |
| **Unquoted** | | | | | | | | |
| Investments in certificate of deposits | **—** | — | **325.95** | 1,094.55 | **2,330.40** | 967.73 | **2,656.35** | 2,062.28 |
| Investments in corporate fixed deposits | **410.00** | 485.00 | **—** | — | **—** | — | **410.00** | 485.00 |
| Investment in Triparty Repo Dealing System (TREPS) | **—** | 224.92 | **—** | — | **—** | — | **—** | 224.92 |
| Investments in debentures/bonds - of Other entities | **—** | — | **149.61** | — | **—** | — | **149.61** | — |
| Investments in commercial paper | **—** | — | **97.68** | 987.73 | **618.63** | 757.41 | **716.31** | 1,745.14 |
| | **410.00** | 709.92 | **573.24** | 2,082.28 | **2,949.03** | 1,725.14 | **3,932.27** | 4,517.34 |
| **Total** | **731.77** | 794.54 | **4,024.84** | 3,264.91 | **17,190.86** | 9,575.19 | **21,947.47** | 13,634.64 |



## 9. Investments (Continued)

*Rupees crores*

| Other disclosures: | 2025 | 2024 |
|---|---|---|
| Aggregate amount of quoted investments | **18,015.20** | 9,117.30 |
| Market value of quoted investments | **18,016.12** | 9,117.49 |
| Aggregate amount of unquoted investments | **3,932.27** | 4,517.34 |

## 10. Trade Receivables

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Secured, considered good | **12.87** | 6.25 | **42.19** | 54.60 |
| Unsecured, considered good | **243.67** | 264.41 | **8,237.51** | 7,404.80 |
| Credit impaired | **2.31** | 2.34 | **476.68** | 414.36 |
| | **258.85** | 273.00 | **8,756.38** | 7,873.76 |
| Less: Loss allowance [Refer note 39(b)(ii)] | **2.31** | 2.34 | **476.68** | 414.36 |
| **Total** | **256.54** | 270.66 | **8,279.70** | 7,459.40 |

### Ageing of trade receivables

*Rupees crores*

| Particulars | 2025 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Not Due | Outstanding for following periods from due date of payments | | | | | Total |
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables — considered good | **3,864.86** | **3,785.57** | **236.68** | **267.81** | **87.55** | **292.38** | **8,534.85** |
| Undisputed trade receivables — credit impaired | **5.40** | **37.84** | **54.74** | **81.26** | **57.74** | **117.40** | **354.38** |
| Disputed trade receivables — considered good | **0.04** | **0.11** | **0.34** | **0.27** | **0.18** | **0.45** | **1.39** |
| Disputed trade receivables — credit impaired | **0.42** | **0.05** | **3.95** | **11.15** | **11.65** | **97.39** | **124.61** |
| | **3,870.72** | **3,823.57** | **295.71** | **360.49** | **157.12** | **507.62** | **9,015.23** |
| Less: Loss allowance [Refer note 39(b)(ii)] | | | | | | | **(478.99)** |
| **Total** | | | | | | | **8,536.24** |

**10. Trade Receivables (Continued)**

*Rupees crores*

| Particulars | 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Not Due | Outstanding for following periods from due date of payments | | | | | Total |
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables — considered good | 3,174.78 | 3,512.69 | 298.40 | 341.89 | 85.17 | 315.34 | 7,728.27 |
| Undisputed trade receivables — credit impaired | 3.30 | 20.56 | 45.87 | 70.50 | 51.07 | 122.74 | 314.04 |
| Disputed trade receivables — considered good | — | 0.08 | 0.14 | 0.39 | 0.43 | 0.75 | 1.79 |
| Disputed trade receivables — credit impaired | 0.08 | 0.01 | 0.04 | 3.97 | 13.80 | 84.76 | 102.66 |
| | 3,178.16 | 3,533.34 | 344.45 | 416.75 | 150.47 | 523.59 | 8,146.76 |
| Less: Loss allowance [Refer note 39(b)(ii)] | | | | | | | (416.70) |
| Total | | | | | | | 7,730.06 |

**11. Loans**

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | **2025** | 2024 | **2025** | 2024 |
| **Loans to related parties** | | | | |
| Unsecured, considered good | **50.84** | 76.10 | **183.30** | 151.00 |
| Credit impaired | **1.50** | 3.00 | **—** | — |
| | **52.34** | 79.10 | **183.30** | 151.00 |
| Less: Loss allowance | **1.50** | 3.00 | **—** | — |
| Total | **50.84** | 76.10 | **183.30** | 151.00 |
| **Other Loans** | | | | |
| Unsecured, considered good | **482.76** | 172.31 | **22.86** | 102.34 |
| Credit impaired | **0.07** | 0.07 | **7.42** | 7.92 |
| | **482.83** | 172.38 | **30.28** | 110.26 |
| Less: Loss allowance | **0.07** | 0.07 | **7.42** | 7.92 |
| Total | **482.76** | 172.31 | **22.86** | 102.34 |
| **Financial Services receivable #** | | | | |
| Secured, considered good | **75,300.50** | 64,992.05 | **34,177.37** | 30,177.81 |
| Unsecured, considered good | **601.25** | 330.40 | **5,456.20** | 4,605.12 |
| Significant increase in credit risk | **3,710.00** | 3,019.06 | **3,274.15** | 2,745.84 |
| Credit impaired | **1,835.81** | 1,501.10 | **3,231.89** | 2,652.51 |
| | **81,447.56** | 69,842.61 | **46,139.61** | 40,181.28 |
| Less: Loss allowance | **2,373.85** | 2,307.37 | **1,701.00** | 1,374.49 |
| Total | **79,073.71** | 67,535.24 | **44,438.61** | 38,806.79 |
| **Grand Total** | **79,607.31** | 67,783.65 | **44,644.77** | 39,060.13 |

# Refer Note 39(b)(iii) for disclosures related to credit risk, impairment of financial services receivables under expected credit loss model and related disclosures.

**12. Other financial assets**

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | **2025** | 2024 | **2025** | 2024 |
| **Measured at amortised cost** | | | | |
| Bank deposits with more than 12 months maturity | **233.13** | 2,363.99 | **—** | — |
| Balances with banks on margin accounts | **9.57** | 1.85 | **—** | — |
| Security deposit | **411.00** | 279.81 | **136.11** | 71.86 |
| Interest accrued on investment, other loans and other financial assets | **3.31** | 31.79 | **848.64** | 527.11 |
| Government grant receivable | **1,494.86** | 1,438.77 | **1,702.19** | 815.62 |
| Corporate Fixed Deposit | **50.00** | 150.00 | **—** | — |
| Others | **62.47** | 17.07 | **803.22** | 667.91 |
| **Measured at fair value** | | | | |
| Foreign currency forwards and options, interest rate swaps & commodity derivatives | **18.45** | — | **62.32** | 19.93 |
| Derivatives on interest over subsidiaries and joint ventures | **—** | 14.69 | **—** | — |
| **Total** | **2,282.79** | 4,297.97 | **3,552.48** | 2,102.43 |

Others mainly includes receivables for oil royalty income, scrap sales and other recoverable expenses.

**13. Income taxes**

**(a) Income tax recognised in profit or loss**

*Rupees crores*

| Particulars | **2025** | 2024 |
|---|---|---|
| **Current Tax** | | |
| In respect of current year | **4,850.39** | 3,668.88 |
| In respect of prior years | **12.35** | (30.30) |
| Unrecognised tax losses of previous year used to reduce current tax expense | **(10.81)** | (41.19) |
| **Total current tax expense/(income)** | **4,851.93** | 3,597.39 |
| **Deferred Tax** | | |
| In respect of current year origination and reversal of temporary differences | **139.02** | 129.09 |
| Effect of utilisation/(recognition) of deferred tax on capital losses | **19.75** | 70.60 |
| Write down/reversal of deferred tax assets/liabilities | **14.55** | (20.86) |
| In respect of prior years | **(18.80)** | (68.25) |
| **Total deferred tax expense/(income)** | **154.52** | 110.58 |
| **Total income tax expense/(income)** | **5,006.45** | 3,707.97 |

**13. Income taxes (Continued)**

**(b) Income tax recognised in other comprehensive income**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Deferred tax related to items recognised in other comprehensive income** | | |
| Effective portion of gains and losses on designated portion of hedging instruments in a cash flow hedge | **16.90** | 2.00 |
| Net change in fair value of investments in debt instruments at FVTOCI | **(28.07)** | (17.90) |
| Net change in fair value of investments in equity shares at FVTOCI | **1.97** | 0.12 |
| Remeasurement of defined benefit plans | **19.93** | (43.45) |
| Exchange differences in translating the financial statements of foreign operations | **(8.58)** | 20.27 |
| **Total deferred tax (expense)/income** | **2.15** | (38.96) |
| **Classification of income tax recognised in other comprehensive income** | | |
| Income taxes related to items that will not be reclassified to profit or loss | **21.90** | (43.33) |
| Income taxes related to items that will be reclassified to profit or loss | **(19.75)** | 4.37 |
| **Total** | **2.15** | (38.96) |

**(c) The reconciliation of estimated income tax expense at tax rate to income tax expense reported in consolidated statement of profit and loss is as follows:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Profit before tax** | **19,079.62** | 15,977.79 |
| Applicable income tax rate | **25.168%** | 25.168% |
| Expected income tax expense | **4,801.96** | 4,021.29 |
| **Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:** | | |
| Effect of different tax rates in local and foreign tax jurisdictions | **(10.46)** | 3.15 |
| Effect of income exempt from tax/non taxable on compliance of conditions | **(390.76)** | (438.48) |
| Effect of income chargeable at specified tax rates | **(67.43)** | (54.54) |
| Effect of expenses/provisions that is non-deductible in determining taxable profit | **316.07** | 117.38 |
| Unrecognised tax losses of previous year used to reduce current tax expense | **(10.81)** | (41.19) |
| Effect of unused tax losses and tax offsets for which no deferred tax asset has been recognised | **369.68** | 210.01 |
| Effect of utilisation of deferred tax on capital losses (net) | **19.75** | 70.60 |
| Reversal of deferred tax assets/liabilities (net) | **14.55** | (20.86) |
| Effect of net additional/(reversal) of provision in respect of prior years | **(6.45)** | (98.55) |
| Others | **(29.65)** | (60.84) |
| **Income tax expense recognised in consolidated statement of profit and loss** | **5,006.45** | 3,707.97 |

**13. Income taxes (Continued)**

**(d) Amounts on which deferred tax asset has not been created and related expiry period**

Deferred tax assets have not been recognised in respect of following items, because it is not probable that future taxable profit will be available against which the Group can use the benefit therefrom.

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Deductible temporary differences (no expiry date) | **462.13** | 450.54 |
| Unused tax losses (revenue in nature) | **6,448.45** | 5,315.99 |
| Unused tax losses (capital in nature) | **2,786.65** | 3,000.98 |
| **Total** | **9,697.23** | 8,767.51 |

**(i) Unused tax losses — revenue in nature**

*Rupees crores*

| Expiry period | 2025 | 2024 |
|---|---|---|
| Up to five years | **1,411.56** | 1,094.15 |
| More than five years | **1,091.13** | 932.24 |
| No expiry date | **3,945.76** | 3,289.60 |
| **Total** | **6,448.45** | 5,315.99 |

**(ii) Unused tax losses — capital in nature**

*Rupees crores*

| Expiry period | 2025 | 2024 |
|---|---|---|
| Up to five years | **83.46** | 5.15 |
| More than five years | **2,703.19** | 2,995.83 |
| **Total** | **2,786.65** | 3,000.98 |

**(e) Aggregate amount of temporary differences associated with investment in subsidiaries, associates and joint ventures for which deferred tax liability has not been recognised :**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Undistributed earnings | **20,736.16** | 19,211.83 |

**13. Income taxes (Continued)**

**(f) Deferred tax assets/(liabilities) (net)**

**The amount of the deferred tax assets and liabilities recognised in the balance sheet are as below:**

*Rupees crores*

| Particulars | Balance as at 1st April, 2024 | Recognised in profit or loss | Recognised in OCI | Recognised in Equity | Recognised in business combination / disposal of subsidiaries | Foreign exchange translation differences | Balance as at 31st March, 2025 |
|---|---|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | | | |
| Property, plant and equipment and intangible assets | 2,066.86 | 204.14 | – | – | – | (5.67) | 2,265.33 |
| Undistributed profit of associate | 104.68 | 29.91 | 7.91 | – | – | – | 142.50 |
| Others | 242.41 | 63.46 | 19.01 | – | – | (0.19) | 324.69 |
| **Total (a)** | 2,413.95 | 297.51 | 26.92 | – | – | (5.86) | 2,732.52 |
| **Deferred tax assets** | | | | | | | |
| Provision for employee benefits | 323.81 | 18.23 | 19.93 | – | – | (1.37) | 360.60 |
| Allowances for expected credit loss/net change in fair value of debt instruments at FVTOCI | 1,000.74 | 100.27 | (28.07) | – | – | (0.19) | 1,072.75 |
| Carryforward tax losses | 375.16 | (25.17) | – | – | – | (0.07) | 349.92 |
| MAT credit | 0.62 | (0.62) | – | – | – | – | – |
| Unrealised gain on inter-company transactions (net) | 188.30 | 31.62 | – | – | – | – | 219.92 |
| Others | 332.18 | 18.66 | 37.21 | – | – | 2.32 | 390.37 |
| **Total (b)** | 2,220.81 | 142.99 | 29.07 | – | – | 0.69 | 2,393.56 |
| **Net deferred tax asset/(liabilities) (b-a)** | (193.14) | (154.52) | 2.15 | – | – | 6.55 | (338.96) |

*Rupees crores*

| Particulars | Balance as at 1st April, 2023 | Recognised in profit or loss | Recognised in OCI | Recognised in Equity | Recognised in business combination / disposal of subsidiaries | Foreign exchange translation differences | Balance as at 31st March, 2024 |
|---|---|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | | | |
| Property, plant and equipment and intangible assets | 2,035.20 | (12.37) | – | – | 45.04 | (1.01) | 2,066.86 |
| Undistributed profit of associates | 88.71 | 29.25 | (20.84) | 7.56 | – | – | 104.68 |
| Others | 123.73 | 122.60 | (0.99) | – | (2.35) | (0.58) | 242.41 |
| **Total (a)** | 2,247.64 | 139.48 | (21.83) | 7.56 | 42.69 | (1.59) | 2,413.95 |
| **Deferred tax assets** | | | | | | | |
| Provision for employee benefits | 348.89 | 20.42 | (43.45) | – | (0.32) | (1.73) | 323.81 |
| Allowances for expected credit loss/net change in fair value of debt instruments at FVTOCI | 990.79 | 27.28 | (17.90) | – | – | 0.57 | 1,000.74 |
| Carryforward tax losses | 281.43 | 93.09 | – | – | 0.54 | 0.10 | 375.16 |
| MAT credit | 1.45 | (0.83) | – | – | – | – | 0.62 |
| Unrealised gain on inter-company transactions (net) | 153.58 | 34.72 | – | – | – | – | 188.30 |
| Others | 478.32 | (145.78) | 0.56 | – | 0.20 | (1.12) | 332.18 |
| **Total (b)** | 2,254.46 | 28.90 | (60.79) | – | 0.42 | (2.18) | 2,220.81 |
| **Net deferred tax assets/(liabilities) (b-a)** | 6.82 | (110.58) | (38.96) | (7.56) | (42.27) | (0.59) | (193.14) |



**13. Income taxes (Continued)**

**Balances of deferred tax assets/deferred tax liabilities are presented in balance sheet as below:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Deferred tax assets (net) | **1,573.11** | 1,578.99 |
| Deferred tax liabilities (net) | **1,912.07** | 1,772.13 |
| Net deferred tax asset/(liabilities) | **(338.96)** | (193.14) |

**14. Other Assets (Non-Financial)**

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Capital Advances | **1,343.82** | 2,456.65 | **–** | – |
| Balances with government authorities (other than current taxes) | **219.20** | 628.99 | **5,263.96** | 3,676.26 |
| Contract assets | **–** | 16.58 | **260.54** | 227.95 |
| Deferred acquisition cost | **752.90** | 745.39 | **80.37** | 61.54 |
| Others | **411.46** | 384.13 | **1,598.21** | 1,414.60 |
| **Total** | **2,727.38** | 4,231.74 | **7,203.08** | 5,380.35 |

Others include advances to suppliers, prepaid expenses, export benefits receivable and other recoverable expenses.

Significant changes in contract assets during the year are as follows:–

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Reclassification of opening balances of contract assets to trade receivables | **242.99** | 152.60 |
| Adjustments due to contract modification | **0.10** | 13.83 |

In addition to the contract balances disclosed above, the group has also recognised a deferred acquisition cost in relation to some of the long-term contracts.

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Assets recognised from incremental cost of acquisition incurred to fulfil a contract | **833.27** | 806.93 |
| Amortisation of expenses during the year | **63.81** | 59.78 |

**15. Inventories**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Raw materials and bought-out components [includes in-transit **Rs. 799.95 crores** (2024: Rs. 732.82 crores)] | **6,827.87** | 6,337.60 |
| Work-in-progress | **448.29** | 527.11 |
| Work-in-progress-property development activity and long term contracts | **4,636.52** | 3,491.12 |
| Finished goods produced | **5,837.50** | 6,060.46 |
| Stock-in-trade [includes in-transit **Rs. 4.62 crores** (2024: Rs. 0.95 crores)] | **1,504.56** | 1,291.56 |
| Manufactured components | **734.61** | 540.92 |
| Stores and spares | **232.95** | 237.63 |
| Loose tools | **95.53** | 92.08 |
| Food, beverages, smokes and operating supplies | **13.10** | 11.99 |
| **Total** | **20,330.93** | 18,590.47 |

**Notes:**

(a) The cost of inventories recognised as an expense during the year was **Rs. 1,06,719.18 crores** (2024: Rs. 94,118.06 crores)

(b) The cost of inventories recognised as an expense include **Rs. 482.87 crores** (2024: Rs. 459.26 crores) in respect of write-down of inventories to net realisable value, and has been reduced by **Rs. 231.62 crores** (2024: Rs. 71.12 crores) in respect of the reversal of such write downs.

(c) Certain companies in the Group have availed working capital facilities and other non-fund based facilities viz. bank guarantees and letters of credit, which are secured by hypothecation of inventories.

(d) Mode of valuation of inventories is stated in Note 2. (i)

**16. Cash and cash equivalents**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Balances with banks | | |
| - On current accounts | **1,681.93** | 2,392.70 |
| - On saving accounts | **0.01** | 0.01 |
| - Fixed deposits with original maturity of less than 3 months | **3,090.36** | 1,918.28 |
| | **4,772.30** | 4,310.99 |
| Cheques, drafts on hand (including in transit) | **90.32** | 149.35 |
| Cash on hand | **61.27** | 69.76 |
| **Total** | **4,923.89** | 4,530.10 |

**17. Bank balances other than cash and cash equivalents**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Earmarked balances with banks | **42.98** | 38.76 |
| Balances with banks on margin accounts | **20.42** | 53.19 |
| Fixed deposits* | **15,627.55** | 7,390.70 |
| **Total** | **15,690.95** | 7,482.65 |

* includes fixed deposits under lien of **Rs. 1,429.66 crores** (2024: Rs. 477.60 crores)

**18. Equity share capital**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Authorised:** | | |
| **27,86,90,00,000** (2024: 22,31,30,00,000) **Ordinary (equity) Shares of Rs. 5 each** | **13,934.50** | 11,156.50 |
| **25,00,000** (2024: 25,00,000) **Unclassified Shares of Rs.100 each** | **25.00** | 25.00 |
| **1,50,00,00,000** (2024: 1,50,00,00,000) **Preference Shares of Rs. 10 each** | **1,500.00** | 1,500.00 |
| | **15,459.50** | 12,681.50 |
| **Issued, subscribed and paid-up:** | | |
| **1,24,35,28,831** (2024: 1,24,35,28,831) Ordinary (Equity) Shares of Rs. 5 each fully paid | **621.77** | 621.77 |
| **Less:** | | |
| **4,27,45,042** (2024: 4,42,82,631) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M ESOP trust but not yet allotted to employees | **21.38** | 22.15 |
| **Less:** | | |
| **8,44,70,428** (2024: 8,44,70,428) Ordinary (Equity) Shares of Rs. 5 each fully paid up issued to M&M benefit trust | **42.24** | 42.24 |
| **Adjusted issued, subscribed and paid-up share capital** | **558.15** | 557.38 |

**18. Equity share capital (Continued)**

**(a) Reconciliation of number of ordinary (equity) shares and amount outstanding:**

| Particulars | 2025 | | 2024 | |
|---|---|---|---|---|
| | No. of Shares | Rupees Crores | No. of Shares | Rupees Crores |
| **Issued, subscribed and paid-up** | | | | |
| **At the beginning of the year** | **1,24,35,28,831** | **621.77** | 1,24,35,28,831 | 621.77 |
| ***Less:*** | | | | |
| Shares issued to M&M ESOP Trust but not allotted to Employees | **4,27,45,042** | **21.38** | 4,42,82,631 | 22.15 |
| Shares issued to M&M Benefit Trust | **8,44,70,428** | **42.24** | 8,44,70,428 | 42.24 |
| **Adjusted issued, subscribed and paid-up share capital** | **1,11,63,13,361** | **558.15** | 1,11,47,75,772 | 557.38 |

(b) The Ordinary (Equity) Shares of the Company rank *pari-passu* in all respects including voting rights and entitlement to dividend.

(c) Details of Ordinary (Equity) Shares held by shareholders holding more than 5% of the aggregate Issued, Subscribed and Paid-up shares of the Company:

| Name of the Shareholder | 2025 | | 2024 | |
|---|---|---|---|---|
| | No. of Shares | % Shareholding | No. of Shares | % Shareholding |
| Prudential Management & Services Private Limited | **13,22,21,940** | **10.63%** | 13,22,21,940 | 10.63% |
| Life Insurance Corporation of India | **8,84,69,169** | **7.11%** | 8,07,98,548 | 6.50% |
| M&M Benefit Trust | **8,44,70,428** | **6.79%** | 8,44,70,428 | 6.79% |

**18. Equity share capital (Continued)**

(d) Details of Ordinary (Equity) Shares held by promoters in the Company's Paid-up Share Capital :

| Name of the Promotors | 2025 | | | 2024 | | |
|---|---|---|---|---|---|---|
| | No. of Shares | % Shareholding | % Change during the year | No. of Shares | % Shareholding | % Change during the year |
| **Promoters:** | | | | | | |
| Anand Mahindra | **14,30,008** | **0.11%** | **–** | 14,30,008 | 0.11% | – |
| **Sub Total (A)** | **14,30,008** | **0.11%** | | 14,30,008 | 0.11% | |
| **Promoter Group:** | | | | | | |
| Prudential Management & Services Private limited | **13,22,21,940** | **10.63%** | **–** | 13,22,21,940 | 10.63% | (0.75%) |
| M&M Benefit Trust | **8,44,70,428** | **6.79%** | **–** | 8,44,70,428 | 6.79% | – |
| Leena S Labroo | **15,61,166** | **0.13%** | **–** | 15,61,166 | 0.13% | 0.03% |
| Uma R Malhotra | **15,50,164** | **0.12%** | **–** | 15,50,164 | 0.12% | 0.04% |
| Yuthica Mahindra Family Trust | **9,92,638** | **0.08%** | **–** | 9,92,638 | 0.08% | 0.08% |
| Kema Services International Private Limited | **7,34,832** | **0.06%** | **–** | 7,34,832 | 0.06% | – |
| Yuthica Keshub Mahindra | **6,44,744** | **0.05%** | **–** | 6,44,744 | 0.05% | – |
| Anuradha Mahindra | **4,57,090** | **0.04%** | **–** | 4,57,090 | 0.04% | – |
| Chetan Varde | **3,74,800** | **0.03%** | **–** | 3,74,800 | 0.03% | 0.03% |
| Sanjay Labroo | **2,89,440** | **0.02%** | **–** | 2,89,440 | 0.02% | – |
| Anjali K Mahindra | **1,72,962** | **0.01%** | **(0.01%)** | 2,42,962 | 0.02% | 0.00% |
| Nisheeta Labroo | **1,70,500** | **0.01%** | **–** | 1,70,500 | 0.01% | 0.00% |
| Aneesha Labroo | **1,70,000** | **0.01%** | **–** | 1,70,000 | 0.01% | 0.00% |
| Radhika Nath | **93,616** | **0.01%** | **–** | 93,616 | 0.01% | – |
| Deepak Varde | **88,720** | **0.01%** | **–** | 88,720 | 0.01% | 0.01% |
| Marthand Singh Mahindra | **70,000** | **0.01%** | **0.00%** | 75,000 | 0.01% | 0.01% |
| Dhruv S Sharma | **30,000** | **0.00%** | **–** | 30,000 | 0.00% | – |
| Deveshwar Jagat Sharma | **30,000** | **0.00%** | **–** | 30,000 | 0.00% | – |
| Kabir Malhotra | **10,000** | **0.00%** | **–** | 10,000 | 0.00% | 0.00% |
| Anjali Malhotra | **10,000** | **0.00%** | **–** | 10,000 | 0.00% | 0.00% |
| Gautam P Khandelwal | **4,600** | **0.00%** | **–** | 4,600 | 0.00% | – |
| Anuja P Sharma | **1,350** | **0.00%** | **0.00%** | – | – | – |
| **Sub Total (B)** | **22,41,48,990** | **18.03%** | | 22,42,22,640 | 18.03% | |
| **Total (A+B)** | **22,55,78,998** | **18.14%** | | 22,56,52,648 | 18.15% | |

(e) For the period of preceding five years as on the balance sheet date, Issued, Subscribed and Paid-up Share Capital includes:

During the year ended 31st March, 2023, aggregate of 3,36,287 Ordinary (Equity) Shares of Rs. 5 each allotted as fully paid-up pursuant to Schemes of Arrangement without payment having been received in cash.

**19. Details of proposed dividend**

| Particulars | 2025 | 2024 |
|---|---|---|
| Proposed dividend per equity share (Rs.) | **25.30** | 21.10 |

**20. Borrowings**

**A. Non-Current**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(i) Long term borrowings** | | |
| **Secured (Measured at amortised cost):** | | |
| Debentures & bonds | **17,237.15** | 17,763.69 |
| Term loan | | |
| (i) From banks | **46,263.86** | 37,843.95 |
| (ii) From other parties | **659.70** | 365.09 |
| | **64,160.71** | 55,972.73 |
| **Unsecured (Measured at amortised cost):** | | |
| Debentures & bonds | **7,843.83** | 6,780.73 |
| Term loan | | |
| (i) From banks | **846.08** | 304.61 |
| (ii) From other parties | **–** | 75.00 |
| Deposits | **6,728.43** | 4,375.74 |
| Loan from related parties | **47.00** | 47.00 |
| Other loans | **81.14** | 163.88 |
| | **15,546.48** | 11,746.96 |
| **Total** | **79,707.19** | 67,719.69 |

(a) Other loans primarily comprise of deferred sales tax loans which are interest free and repayable in five equal installments after ten years from the year of availment of respective loan.

(b) Long term borrowings carry varying rates of interest ranging from **1.50% p.a. to 25.00% p.a.** which includes borrowing rates at overseas subsidiaries. These long term borrowings have maturities starting from FY 2026 and ending with FY 2063.

**B. Current**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(i) Short term borrowings** | | |
| **Secured (Measured at amortised cost):** | | |
| Loans repayable on demand | | |
| - From banks and cash credit account | **187.21** | 191.06 |
| Term loan from banks | **1,836.88** | 2,816.68 |
| Triparty repo dealing and settlement (TREPs) | **999.82** | – |
| Other loans | **71.32** | 79.36 |
| | **3,095.23** | 3,087.10 |
| **Unsecured (Measured at amortised cost):** | | |
| Deposits | **1,719.13** | 900.91 |
| Loans repayable on demand | | |
| - From banks and cash credit account | **56.07** | 506.23 |
| Commercial papers | **2,606.76** | 5,068.15 |
| Term loan from banks | **520.48** | 950.24 |
| Loan from related parties | **0.86** | 0.86 |
| Other loans | **194.58** | 416.15 |
| | **5,097.88** | 7,842.54 |
| **Total** | **8,193.11** | 10,929.64 |

**20. Borrowings (Continued)**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(ii) Current maturities of long-term borrowing** | | |
| **Secured (Measured at amortised cost):** | | |
| Debentures & bonds | **6,964.38** | 4,587.10 |
| Term loan | | |
| (i) From banks | **23,022.40** | 16,277.93 |
| (ii) From other parties | **87.34** | 8.34 |
| | **30,074.12** | 20,873.37 |
| **Unsecured (Measured at amortised cost):** | | |
| Debentures & bonds | **909.24** | 1,082.77 |
| Term loan | | |
| (i) From banks | **23.62** | 665.51 |
| (ii) From other parties | **—** | 75.01 |
| Deposits | **2,265.67** | 1,757.22 |
| Other loans | **—** | 100.02 |
| | **3,198.53** | 3,680.53 |
| **Total** | **33,272.65** | 24,553.90 |
| **Grand Total** | **41,465.76** | 35,483.54 |

Secured borrowings are secured by a pari-passu charge on immovable properties, both present and future of certain entities in the Group, subject to certain exclusions and are also secured by pari-passu charge on the movable properties of certain entities including inventories, movable machinery, machinery spares, tools and accessories, both present and future, subject to certain exclusions.

For Financial Services business, secured borrowings are secured by exclusive charges on receivables under loan contracts.

**C. Reconciliation of movement in borrowings and lease liabilities to cash flow from financing activities**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Opening balance** | | |
| - Long term borrowings | **67,719.69** | 55,027.39 |
| - Non Current lease liabilities | **2,813.92** | 2,882.50 |
| - Short term borrowings | **35,483.54** | 33,739.62 |
| - Current lease liabilities | **608.37** | 597.34 |
| - Unclaimed matured deposits | **4.38** | 4.88 |
| | **1,06,629.90** | 92,251.73 |
| **Cash flow movements** | | |
| - Proceeds from borrowings | **82,589.64** | 61,307.84 |
| - Repayment of borrowings | **(64,227.06)** | (46,443.19) |
| - Net increase in loans repayable on demand and cash credit | **(462.16)** | (362.03) |
| - Repayment of lease liabilities | **(887.11)** | (785.50) |
| | **17,013.31** | 13,717.12 |
| **Non-cash movements** | | |
| - Addition to lease liabilities during the year | **1,017.89** | 658.86 |
| - On account of acquisition/(disposal) of subsidiaries (net) | **—** | 28.96 |
| - Other adjustments | **165.21** | 81.07 |
| - Effect of amortisation of loan origination costs and foreign exchange translation | **126.83** | (107.84) |
| | **1,309.93** | 661.05 |
| **Closing balance** | | |
| - Long term borrowings | **79,707.19** | 67,719.69 |
| - Non Current lease liabilities | **3,170.14** | 2,813.92 |
| - Short term borrowings | **41,465.76** | 35,483.54 |
| - Current lease liabilities | **606.22** | 608.37 |
| - Unclaimed matured deposits | **3.83** | 4.38 |
| **Total** | **1,24,953.14** | 1,06,629.90 |

Refer note 39(d)(i) for reconciliation of movement in Compulsorily convertible preference shares

**21. Trade payables**

*Rupees crores*

| Particulars | Current | |
|---|---|---|
| | 2025 | 2024 |
| Total outstanding dues of micro enterprises and small enterprises | **926.72** | 459.70 |
| Total outstanding dues other than micro enterprises and small enterprises | | |
| — Trade payable | **27,881.95** | 23,559.19 |
| — Acceptances | **2,046.63** | 1,646.75 |
| **Total** | **30,855.30** | 25,665.64 |

**Ageing of trade payables**

*Rupees crores*

| Particulars | 2025 | | | | | |
|---|---|---|---|---|---|---|
| | Not Due | Outstanding for following periods from due date of payments | | | | Total |
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Trade payable** | | | | | | |
| MSME | **821.97** | **100.14** | **4.56** | **0.03** | **0.02** | **926.72** |
| Others | **18,772.70** | **4,146.34** | **219.63** | **67.24** | **42.20** | **23,248.11** |
| Disputed dues — Others | **—** | **—** | **—** | **—** | **2.24** | **2.24** |
| | **19,594.67** | **4,246.48** | **224.19** | **67.27** | **44.46** | **24,177.07** |
| Accrued Expenses | | | | | | **6,678.23** |
| **Total** | **19,594.67** | **4,246.48** | **224.19** | **67.27** | **44.46** | **30,855.30** |

*Rupees crores*

| Particulars | 2024 | | | | | |
|---|---|---|---|---|---|---|
| | Not Due | Outstanding for following periods from due date of payments | | | | Total |
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Trade payable | | | | | | |
| MSME | 308.94 | 148.86 | 1.26 | 0.64 | — | 459.70 |
| Others | 12,943.52 | 6,138.75 | 219.83 | 72.76 | 59.51 | 19,434.37 |
| Disputed dues — Others | — | — | — | — | 0.50 | 0.50 |
| | 13,252.46 | 6,287.61 | 221.09 | 73.40 | 60.01 | 19,894.57 |
| Accrued Expenses | | | | | | 5,771.07 |
| Total | 13,252.46 | 6,287.61 | 221.09 | 73.40 | 60.01 | 25,665.64 |

**22. Other financial liabilities**

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| **Measured at amortised cost** | | | | |
| Unclaimed dividends # | **—** | — | **21.01** | 16.78 |
| Unclaimed matured deposits and interest accrued thereon | **—** | — | **3.83** | 4.38 |
| Interest accrued | **319.35** | 229.06 | **1,923.39** | 1,691.23 |
| Others | **607.51** | 562.46 | **3,212.56** | 2,747.28 |
| **Measured at fair value** | | | | |
| Foreign currency forwards and options, Interest rate swaps & commodity derivatives | **114.79** | 334.34 | **381.84** | 21.29 |
| Gross obligation to acquire non-controlling interest | **86.11** | 82.64 | **—** | — |
| **Total** | **1,127.76** | 1,208.50 | **5,542.63** | 4,480.96 |

Other liabilities majorly include salaries and wages payable and capital creditors.

# There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

## 23. Provisions

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Provision for employee benefits | **1,044.62** | 965.40 | **420.26** | 374.17 |
| Provision for warranties | **865.81** | 743.12 | **673.38** | 544.61 |
| Provision for service coupons | **48.33** | 35.86 | **200.22** | 150.93 |
| Provision for others | **23.26** | 18.90 | **19.94** | 53.29 |
| **Total** | **1,982.02** | 1,763.28 | **1,313.80** | 1,123.00 |

Provision for warranties relates to provision made in respect of sale of certain products, the estimated cost of which is accrued at the time of sale. The products are generally covered under a free warranty period ranging from 6 months to 15 years.

Provision for employee benefits includes gratuity, provident fund, post retirement benefits, compensated absence etc.

The movement in provision for warranty and service coupon is as follows:

*Rupees crores*

| Particulars | Warranty | | Service coupons | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Opening Balance | **1,287.73** | 1,124.27 | **186.79** | 140.07 |
| Additional net provisions recognised during the year | **862.96** | 778.81 | **254.10** | 212.74 |
| Amounts utilised during the year | **(679.10)** | (658.17) | **(203.92)** | (174.85) |
| Unwinding of discount | **67.68** | 57.02 | **11.58** | 8.83 |
| Foreign exchange translation differences | **(0.08)** | (14.20) | **–** | – |
| **Closing Balance** | **1,539.19** | 1,287.73 | **248.55** | 186.79 |

## 24. Other non financial liabilities

*Rupees crores*

| Particulars | Non Current | | Current | |
|---|---|---|---|---|
| | 2025 | 2024 | 2025 | 2024 |
| Statutory dues (other than income taxes) | **–** | – | **4,013.77** | 3,363.63 |
| Contract liabilities | **6,191.81** | 5,946.49 | **5,167.86** | 3,661.49 |
| Others | **–** | – | **636.99** | 616.50 |
| **Total** | **6,191.81** | 5,946.49 | **9,818.62** | 7,641.62 |

Others mainly include salary deductions and TDS payable.

Contract liabilities represent deferred revenue and advance received from customers.

**Significant changes in Contract liabilities during the year are as follows:–**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Recognition of revenue arising from opening balance of contract liabilities | **2,404.97** | 1,187.36 |



## 25. Revenue from Operations

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| From contract with customers (as defined under Ind AS 115) | | |
| Sale of products | **1,26,555.23** | 1,10,049.06 |
| Sale of services | **11,835.70** | 10,960.25 |
| Income from long term contracts | **367.74** | 206.52 |
| Other operating revenue^ | **1,183.42** | 1,115.15 |
| | **1,39,942.09** | 1,22,330.98 |
| From financial services | | |
| Interest income of financial services business | **16,886.59** | 14,587.20 |
| | **16,886.59** | 14,587.20 |
| From Others | | |
| Government grant and incentives | **1,573.68** | 993.34 |
| Other operating revenue | **347.39** | 367.78 |
| | **1,921.07** | 1,361.12 |
| **Total** | **1,58,749.75** | 1,38,279.30 |

^ Other operating revenue mainly includes income from oil royalty and scrap sales.

The following table includes revenue expected to be recognised in future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date:

*Rupees crores*

| Time Band | 2025 | 2024 |
|---|---|---|
| Less than 1 year | **3,220.05** | 2,811.17 |
| Greater than 1 year but less than 5 years | **8,540.73** | 7,402.21 |
| Greater than 5 years | **3,582.71** | 3,191.63 |
| **Total** | **15,343.49** | 13,405.01 |

The Group applies the practical expedient of Ind AS 115 and does not disclose information about remaining performance obligations that have original expected duration of one year or less. Revenue disclosed above does not include estimated amount of variable consideration that are constrained.

**Reconciliation of revenue recognised in the consolidated statement of profit and loss with contracted price**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Revenue from contract with customer as per the contract price | **1,44,902.27** | 1,27,862.80 |
| Adjustments made to contract price | | |
| - Trade discounts, volume rebates, return etc. | **(6,318.80)** | (6,514.50) |
| - Deferment of revenue | **(1,046.35)** | (204.68) |
| - Recognition of revenue out of opening balance of contract liabilities | **2,404.97** | 1,187.36 |
| **Revenue from contract with customer as per the consolidated statement of profit and loss** | **1,39,942.09** | 1,22,330.98 |

Revenue disaggregation as per nature of products and services and geography has been included in segment information. (Refer note 45)

## 26. Income from investments related to subsidiaries, associates and joint ventures

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Interest income from associates and joint ventures | **18.61** | 50.64 |
| Gain on change in ownership interests in subsidiaries (resulting in loss of control), associates and joint ventures and change of relationships* | **442.46** | 748.33 |
| **Total** | **461.07** | 798.97 |

* includes gain on sale of investments **Rs. 312.46 crores** (2024: Rs. 589.74 crores).

## 27. Other Income

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Interest Income | | |
| On financial assets measured at amortised cost | **1,093.42** | 636.08 |
| On financial assets measured at FVTOCI | **139.53** | 137.90 |
| Dividend income | | |
| Mutual funds | **9.55** | 10.79 |
| Net gains/(losses) arising on financial assets/ liabilities measured at FVTPL | **412.73** | 1,069.91 |
| Other non-operating income (net of directly attributable expenses)* | **525.82** | 321.74 |
| **Total** | **2,181.05** | 2,176.42 |

* includes gain on sale of property, plant and equipment, rent income etc.

## 28. Cost of materials consumed

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Opening inventories | **6,337.60** | 7,292.16 |
| Purchases | **88,593.17** | 76,941.56 |
| Adjustment on account of business combination/(disposal) of subsidiary (net) | **–** | (1.06) |
| Hyperinflation adjustment | **39.19** | 71.43 |
| Foreign currency translation difference | **(31.04)** | (117.67) |
| | **94,938.92** | 84,186.42 |
| Less: Closing inventories | **6,827.87** | 6,337.60 |
| **Total** | **88,111.05** | 77,848.82 |

## 29. Changes in inventories of finished goods, work-in-progress and stock-in-trade

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Opening inventories** | | |
| Finished goods produced | **6,060.46** | 4,684.94 |
| Work-in-progress | **527.11** | 463.55 |
| Stock-in-trade | **1,291.56** | 1,335.56 |
| Manufactured components | **540.92** | 494.55 |
| | **8,420.05** | 6,978.60 |
| **Inventories on business combination/(disposal) of subsidiaries (net)** | | |
| Finished goods produced | **–** | (0.12) |
| Work-in-progress | **–** | (0.33) |
| | **–** | (0.45) |
| **Hyperinflation adjustment** | | |
| Finished goods produced | **58.38** | 78.45 |
| Work-in-progress | **12.91** | 26.03 |
| | **71.29** | 104.48 |
| **Foreign currency translation difference** | **21.44** | (117.90) |
| **Less: Closing Inventories** | | |
| Finished goods produced | **5,837.50** | 6,060.46 |
| Work-in-progress | **448.29** | 527.11 |
| Stock-in-trade | **1,504.56** | 1,291.56 |
| Manufactured components | **734.61** | 540.92 |
| | **8,524.96** | 8,420.05 |
| **Net (increase) in inventories** | **(12.18)** | (1,455.32) |

## 30. Employee benefits expense

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Salaries and wages, including bonus | **9,735.31** | 9,284.09 |
| Contribution to provident and other funds | **642.17** | 640.22 |
| Share based payment expenses * (Refer note 37) | **121.91** | 130.64 |
| Staff welfare expenses | **626.78** | 569.38 |
| **Total** | **11,126.17** | 10,624.33 |

* Share based payment expenses include equity settled share based payments and cash settled share based payments

## 31. Finance cost

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Interest expense on financial liabilities measured at amortised cost | **8,695.94** | 7,254.97 |
| Less: Amounts included in the cost of qualifying assets | **94.73** | 119.37 |
| | **8,601.21** | 7,135.60 |
| Interest on lease liabilities | **252.58** | 198.39 |
| Other borrowing costs | **229.60** | 154.22 |
| **Total** | **9,083.39** | 7,488.21 |
| **Out of the above, finance cost related to:** | | |
| – Financial services business | **8,401.88** | 6,944.15 |
| – Others | **681.51** | 544.06 |
| **Total** | **9,083.39** | 7,488.21 |

Other borrowing cost mainly includes discounting charges and unwinding of discount on financial liabilities other than lease liability.

The weighted average capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is **7.24% p.a.** (2024 : 6.76% to 8.75% p.a.)

## 32. Depreciation, amortisation and impairment expense

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Depreciation of property, plant and equipment | **2,989.07** | 2,450.53 |
| Depreciation of right-of-use assets | **700.90** | 651.11 |
| Amortisation of intangible assets | **1,868.21** | 1,434.62 |
| Impairment of property, plant and equipment, capital work-in-progress, goodwill, other intangible assets and intangible assets under development | **515.47** | 187.52 |
| **Total** | **6,073.65** | 4,723.78 |

## 33. Loss from investments related to subsidiaries, associates and joint ventures

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Loss on fair value of options related to subsidiaries and joint ventures | **14.69** | 13.51 |
| Loss on change in ownership interests in subsidiaries (resulting in loss of control), associates and joint ventures and change of relationships | **16.15** | 19.41 |
| **Total** | **30.84** | 32.92 |

## 34. Other Expenses

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Stores consumed | **540.88** | 492.97 |
| Tools consumed | **94.47** | 94.23 |
| Power and fuel | **832.35** | 752.73 |
| Rent including lease rentals | **345.84** | 366.00 |
| Insurance | **213.76** | 210.13 |
| Repairs and maintenance | **963.91** | 776.31 |
| Freight outward | **5,747.02** | 5,276.03 |
| Advertisement | **802.12** | 722.62 |
| Commission on sales / contracts | **1,379.15** | 1,173.69 |
| Sales promotion expenses | **624.98** | 589.71 |
| Travelling and conveyance expenses | **664.46** | 644.57 |
| Cost of projects | **548.00** | 414.95 |
| Legal and professional charges | **1,034.07** | 849.45 |
| Hire and service and subcontracting charges | **2,015.02** | 2,013.29 |
| Provision for expected credit losses including write offs (net) | **2,280.65** | 2,188.74 |
| Miscellaneous expenses | **3,706.22** | 3,348.92 |
| **Total** | **21,792.90** | 19,914.34 |

a) Short term leases and low value leases recognised as expense for the year ended 31st March, 2025 is aggregating to **Rs. 322.04 crores** (2024: Rs 343.19 crores) and **Rs. 23.10 crores** (2024: Rs 22.56 crores) respectively.

b) Miscellaneous expenses include gain/loss on net monetary position related to entities under hyperinflationary economies for the year ended 31st March, 2025 aggregating to gain of **Rs. 47.47 crores** (2024: loss of Rs. 20.22 crores).

c) Break-up of expected credit loss recognised during the year is as follows :-

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Expected credit loss on: | | |
| — Trade receivables | **108.87** | 94.41 |
| — Contract assets | **0.10** | 13.83 |
| — Financial services receivable | **2,091.11** | 1,962.46 |
| — Other financial assets | **80.57** | 118.04 |
| **Total** | **2,280.65** | 2,188.74 |

## 35 Earnings Per Share (EPS)

| Particulars | 2025 | 2024 |
|---|---|---|
| Profit for the year for basic EPS (Rupees crores) | **12,929.10** | 11,268.64 |
| Profit for the year for diluted EPS (Rupees crores) | **12,883.49** | 11,265.92 |
| Weighted average number of Ordinary (Equity) Shares used in computing basic EPS | **1,11,54,70,199** | 1,11,41,65,864 |
| Effect of dilutive potential Ordinary (Equity) Shares | **42,53,965** | 45,93,003 |
| Weighted average number of Ordinary (Equity) Shares used in computing diluted EPS | **1,11,97,24,164** | 1,11,87,58,867 |
| Basic Earnings per share (Rs.) (Face value of Rs. 5 per share) | **115.91** | 101.14 |
| Diluted Earnings per share (Rs.) | **115.06** | 100.70 |



## 36. Employee Benefits

### (a) General description of defined benefit plans

#### (i) Gratuity and pension plans

The Company and some of the group entities in India operate a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. Some entities makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

Certain overseas subsidiaries also provide for retirement benefits in the nature of pension plans in accordance with the local laws.

#### (ii) Post retirement medical

Few entities in the Group provide post retirement medical cover to select grade of employees to cover the retiring employee and their spouse upto a specified age through mediclaim policy on which the premiums are paid. The eligibility of the employee for the benefit as well as the amount of medical cover purchased is determined by the grade of the employee at the time of retirement.

#### (iii) Post retirement housing allowance

The Company operates a post retirement benefit scheme for a certain grade of employees in which a monthly allowance determined on the basis of the last drawn basic salary at the time of retirement, is paid to the retiring employee in lieu of housing.

### (b) Risk exposure

Through its defined benefit plans the Company 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 underperform compared to this yield, this will create or increase a deficit. The defined benefit plans may hold equity type assets, which may carry volatility and associated risk.

#### (ii) Changes in bond yields

A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plan's investment in debt instruments.

#### (iii) Inflation risk

The present value of some of the defined benefit plan obligations are calculated with reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. The post retirement medical benefit obligation is sensitive to medical inflation and accordingly, an increase in medical inflation rate would increase the plan's liability.

#### (iv) Life expectancy

The present value of defined benefit plan obligation is calculated by reference to the best estimate of the mortality of plan participants, both during and after the employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**36. Employee Benefits (Continued)**

**(c) Details of defined benefit plans as per actuarial valuation are as below :**

*Rupees crores*

| Particulars | Funded Plan | | Unfunded Plans | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Gratuity and pension plans | | Gratuity and pension plans | | Post retirement medical benefits | | Post retirement housing allowance | |
| | **2025** | 2024 | **2025** | 2024 | **2025** | 2024 | **2025** | 2024 |
| **(i) Amounts recognised in profit or loss:** | | | | | | | | |
| Current service cost | **116.70** | 99.70 | **13.53** | 32.90 | **0.56** | 1.02 | **2.51** | 2.22 |
| Past service cost | **1.43** | 0.01 | **–** | – | **5.25** | (20.39) | **–** | – |
| Net interest expense/(income) | **(3.79)** | (7.86) | **5.84** | 19.45 | **2.00** | 2.57 | **8.06** | 8.02 |
| Total amount included in employee benefits expense | **114.34** | 91.85 | **19.37** | 52.35 | **7.81** | (16.80) | **10.57** | 10.24 |
| **(ii) Amounts recognised in other comprehensive income** | | | | | | | | |
| Remeasurement (gains)/losses: | | | | | | | | |
| a) Actuarial (gains)/losses arising from changes in: | | | | | | | | |
| - demographic assumptions | **(4.65)** | (0.34) | **7.24** | (1.64) | **(0.05)** | 0.09 | **–** | – |
| - financial assumptions | **21.87** | 14.14 | **(3.10)** | 23.94 | **0.52** | 0.48 | **3.30** | 2.50 |
| - experience adjustments | **(7.16)** | (23.21) | **2.56** | (35.17) | **0.21** | (2.43) | **3.18** | 0.08 |
| b) Return on plan assets, excluding amount included in net interest expense/(income) | **(14.67)** | (5.92) | **–** | – | **–** | – | **–** | – |
| Total amount recognised in other comprehensive income | **(4.61)** | (15.33) | **6.70** | (12.87) | **0.68** | (1.86) | **6.48** | 2.58 |
| **(iii) Changes in the defined benefit obligation** | | | | | | | | |
| Opening defined benefit obligation | **1,360.23** | 1,322.77 | **272.32** | 287.59 | **29.04** | 49.23 | **116.29** | 112.15 |
| Current service cost | **116.70** | 99.70 | **13.53** | 32.90 | **0.56** | 1.02 | **2.51** | 2.22 |
| Past service cost | **1.43** | 0.01 | **–** | – | **5.25** | (20.39) | **–** | – |
| Interest expense | **83.50** | 79.88 | **5.84** | 19.45 | **2.00** | 2.57 | **8.06** | 8.02 |
| Remeasurements (gains)/ losses arising from changes in: | | | | | | | | |
| - demographic assumptions | **(4.65)** | (0.34) | **7.24** | (1.64) | **(0.05)** | 0.09 | **–** | – |
| - financial assumptions | **21.87** | 14.14 | **(3.10)** | 23.94 | **0.52** | 0.48 | **3.30** | 2.50 |
| - experience adjustments | **(7.16)** | (23.21) | **2.56** | (35.17) | **0.21** | (2.43) | **3.18** | 0.08 |
| Benefits paid | **(151.35)** | (112.37) | **(38.21)** | (28.64) | **(1.87)** | (1.53) | **(8.63)** | (8.68) |
| Add/(less): Change in plan on account of common control de-merger | **–** | (12.17) | **–** | 12.17 | **–** | – | **–** | – |
| Disposal of subsidiaries | **–** | – | **–** | (0.99) | **–** | – | **–** | – |
| Foreign exchange translation difference | **11.36** | (8.18) | **(0.53)** | (37.29) | **–** | – | **–** | – |
| Closing defined benefit obligation | **1,431.93** | 1,360.23 | **259.65** | 272.32 | **35.66** | 29.04 | **124.71** | 116.29 |

**36. Employee Benefits (Continued)**

*Rupees crores*

| Particulars | Funded Plan | | Unfunded Plans | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Gratuity and pension plans | | Gratuity and pension plans | | Post retirement medical benefits | | Post retirement housing allowance | |
| | **2025** | 2024 | **2025** | 2024 | **2025** | 2024 | **2025** | 2024 |
| **(iv) Changes in fair value of plan assets** | | | | | | | | |
| Opening fair value of plan assets | **1,389.85** | 1,281.53 | **–** | – | **–** | – | **–** | – |
| Interest income | **87.29** | 87.74 | **–** | – | **–** | – | **–** | – |
| Return on plan assets excluding interest income | **14.67** | 5.92 | **–** | – | **–** | – | **–** | – |
| Contributions by employer | **96.32** | 137.62 | **–** | – | **–** | – | **–** | – |
| Benefits paid | **(151.35)** | (112.37) | **–** | – | **–** | – | **–** | – |
| Foreign exchange translation difference | **8.04** | (10.59) | **–** | – | **–** | – | **–** | – |
| Closing fair value of plan assets | **1,444.82** | 1,389.85 | **–** | – | **–** | – | **–** | – |
| **(v) Net defined benefit obligation** | | | | | | | | |
| Defined benefit obligation | **1,431.93** | 1,360.23 | **259.65** | 272.32 | **35.66** | 29.04 | **124.71** | 116.29 |
| Fair value of plan assets | **1,444.82** | 1,389.85 | **–** | – | **–** | – | **–** | – |
| Surplus/(Deficit) | **12.89** | 29.62 | **(259.65)** | (272.32) | **(35.66)** | (29.04) | **(124.71)** | (116.29) |
| Current portion of the above | **(40.95)** | (8.42) | **(24.35)** | (27.87) | **(2.81)** | (2.49) | **(8.63)** | (8.63) |
| Non current portion of the above | **53.84** | 38.04 | **(235.30)** | (244.45) | **(32.85)** | (26.55) | **(116.08)** | (107.66) |

*Rupees crores*

| Particulars | **2025** | 2024 |
|---|---|---|
| **(vi) Actuarial assumptions** | | |
| Discount rate (%) | **1.67-29.32** | 1.25-23.00 |
| Attrition rate (%) | **1.45-83.05** | 1.28-71.00 |
| Cost inflation (%) | **7.00-9.00** | 7.00-9.00 |
| **(vii) Quantitative sensitivity analysis for impact of significant assumptions on defined benefit obligation are as below:** | | |
| One percentage point increase in discount rate | **(191.62)** | (186.19) |
| One percentage point decrease in discount rate | **216.77** | 211.06 |
| One percentage point increase in salary growth rate | **177.91** | 173.78 |
| One percentage point decrease in salary growth rate | **(160.02)** | (156.53) |
| One percentage point increase in attrition rate | **(76.99)** | (71.13) |
| One percentage point decrease in attrition rate | **80.52** | 72.50 |
| One percentage point increase in medical inflation rate | **3.36** | 2.47 |
| One percentage point decrease in medical inflation rate | **(2.86)** | (2.14) |

**36. Employee Benefits (Continued)**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(viii) Maturity profile of defined benefit obligation** | | |
| **Time periods** | | |
| Upto 1 year | **275.12** | 251.79 |
| 1 - 5 years | **786.65** | 786.69 |
| 6 - 9 years | **668.87** | 590.41 |
| 10 years and above | **1,441.74** | 1,337.79 |

Cost inflation includes an estimate of medical inflation and future salary increases taking in to account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The weighted average duration of the defined benefit obligation is **2.73 to 18.85 years** (2024: 2.68 to 18.91 years)

The Group expects to contribute **Rs. 139.80 crores** to the Gratuity fund for the year ending 31st March, 2026

**(d) Trust-managed Provident fund**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **(i) Net defined benefit obligation** | | |
| Defined benefit obligation | **3,766.63** | 3,456.11 |
| Fair value of plan assets | **3,688.36** | 3,456.11 |
| Surplus/(Deficit) | **(78.27)** | — |
| **(ii) Actuarial assumptions** | | |
| Discount rate | **6.90%** | 7.20% |
| Average remaining tenure of investment portfolio (years) | **5.66** | 5.46 |
| Guaranteed rate of return | **8.25%** | 8.25% |

***Notes***

(i) The Company has recognised an obligation of **Rs.78.27 crores** (2024: Nil) on account of interest rate guarantee through OCI.

(ii) The plan assets have been primarily invested in government securities and corporate bonds.

(iii) The weighted average duration of the defined benefit obligation is **8.76 years** (2024: 8.39 years).

(iv) The Company expects to contribute **Rs. 131.15 crores** to the Provident fund for the year ending 31st March, 2026.

**(e)** Group's contribution (in respect of companies where applicable) for Provident Fund and Superannuation Fund aggregating **Rs. 508.46 crores** (2024 : Rs. 496.02 crores) has been recognised in the Profit or Loss under 'Employee Benefits Expense'.

**37. Employee Stock Option Plan**

The Company has setup Mahindra & Mahindra Employees Stock Option Trust (M&M ESOP Trust) and allotted certain ordinary shares which it holds for the benefit of the employees and issues them to the eligible employees as per the recommendations of the Nomination and Remuneration Committee (NRC).

*Mahindra and Mahindra Limited Employees Stock Option Scheme - 2010 ("2010 Scheme"):*

The Company has granted options at an exercise price of Rs 5.00 which vests in 2 to 5 instalments ranging from 12 to 84 months from the date of grant. The exercise period of the options ranges from 1 year to 6 years from the date of vesting. Number of vested options exercisable is subject to a minimum of 50 or number of options vested, whichever is lower.

**Summary of stock options**

| | No. of stock options | Weighted average exercise price (Rs.) |
|---|---|---|
| Options outstanding on 1st April, 2024 | **52,55,862** | **4.89** |
| Options granted during the year | **4,58,479** | **5.00** |
| Options forfeited/lapsed during the year | **1,38,588** | **4.39** |
| Options exercised during the year | **15,37,589** | **4.74** |
| Options outstanding on 31st March, 2025 | **40,38,164** | **4.97** |
| Options vested but not exercised on 31st March, 2025 | **14,52,537** | **4.92** |



**37. Employee stock option plan (Continued)**

**Average share price on the date of exercise of the options are as under**

| Date of exercise | Weighted average share price (Rs.) |
|---|---|
| 1st April, 2024 to 24th March, 2025 | **2,822.50** |

**Information in respect of options outstanding as at 31st March, 2025**

| Range of exercise price | Number of options | Weighted average remaining life |
|---|---|---|
| Rs. 2.50* | **44,113** | **0.86 years** |
| Rs. 5.00 | **39,94,051** | **3.6 years** |

* adjusted for the effect of bonus

**The fair values of options granted during the year are as follows:**

| Grant Date | No. of years vesting | Fair value per options |
|---|---|---|
| 6th November, 2024 | **3 years** | **Rs. 2812.45** |
| 6th February, 2025 | **2 years** | **Rs. 3059.26** |

**The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows :**

| | Grant date and vesting period | |
|---|---|---|
| | 6th November, 2024 (3 years vesting) | 6th February, 2025 (2 years vesting) |
| Risk free interest rate | **6.65%** | **6.54%** |
| Expected life | **4 years** | **5.6 years** |
| Expected volatility | **30.31%** | **33.64%** |
| Expected dividend yield | **0.73%** | **0.66%** |
| Exercise Price (Rs.) | **5** | **5** |
| Stock Price (Rs.) | **2,899.45** | **3,178.75** |

Stock options granted to employees are accounted in accordance with the requirements of IND AS 102 - Share based payments. Consequently, share based payment expense recognised by the Company in profit or loss after adjusting for reversals on account of options forfeited amounted to **Rs. 105.87 crores** for the year ended 31st March, 2025 (2024: Rs.111.49 crores) and included in salaries, wages and bonus, etc.

**38. Capital management**

The Group's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. The same is done through a mix of either equity and/or preference and/or convertible and/or combination of short term /long term debt as may be appropriate.

The Group determines the amount of capital required on the basis of its product, capital expenditure, operations and strategic investment plans. The same is funded through a combination of capital sources be it either equity and/or preference and/or convertible and/or combination of short term/long term debt as may be appropriate.

The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio of the Group.

The retail loan finance business of the companies in financial service business is subject to the capital adequacy requirements of the Reserve Bank of India (RBI) and National Housing Bank (NHB). Under capital adequacy guidelines, these companies are required to maintain a capital adequacy ratio consisting of Tier I and Tier II Capital. The total of Tier II Capital at any point of time, shall not exceed 100 percent of Tier I Capital. The Group companies in the financial services business have complied with all regulatory requirements related to regulatory capital and capital adequacy ratios as prescribed by RBI and NHB.

## 38. Capital management (Continued)

Net Debt and Equity other than financial services segment is given in the table below :

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Total Equity** | **67,525.03** | 57,534.48 |
| **Net Debt** | | |
| Short term debt | **1,394.74** | 2,789.12 |
| Long term debt | **3,058.94** | 2,324.99 |
| **Gross Debt** | **4,453.68** | 5,114.11 |
| Less: | | |
| Current investments | **16,431.95** | 10,883.59 |
| Cash and Bank Balances | **15,182.33** | 10,472.04 |
| **Net Debt** | **(27,160.60)** | (16,241.52) |
| **Total Capital deployed** | **40,364.43** | 41,292.96 |

## 39. Financial instruments

**Financial Risk Management Framework**

In the course of its business, the Group is exposed to a certain financial risks namely credit risk, interest risk, currency risk & liquidity risk. The Group's primary focus is to achieve better predictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The financial risks are managed in accordance with the risk management policy which has been approved by Board of Directors of the respective Group companies.

Board of Directors of financial services businesses have established Asset and Liability Management Committee (ALCO), which is responsible for developing and monitoring risk management policies for their businesses. The financial services businesses are exposed to high credit risk given the unbanked rural customer base and diminishing value of collateral. The credit risk is managed through credit norms established based on historical experience.

**(a) Market Risk Management**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates etc. could affect the Group's income or the value of its holdings of financial instruments including cash flow. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximising the return.

**(i) Currency Risk**

The Group's exposure to currency risk relates primarily to the Group's operating activities including anticipated sales & purchase and borrowings where the transactions are denominated in foreign currencies.

The Group's foreign currency exposures are managed within approved parameters. The Group hedges its foreign currency risk mainly by way of Forward Covers. Other derivative instruments may also be used if deemed appropriate.

The carrying amounts of the Group's foreign currency exposure at the end of the reporting period are as follows :

*Rupees crores*

| Particulars | US Dollar | Euro | JPY | Others | Total |
|---|---|---|---|---|---|
| **As at 31st March, 2025** | | | | | |
| Financial Assets | **3,436.70** | **212.24** | **46.09** | **856.92** | **4,551.95** |
| Financial Liabilities | **6,854.95** | **288.54** | **1,013.17** | **257.15** | **8,413.81** |
| **As at 31st March, 2024** | | | | | |
| Financial Assets | 3,287.88 | 108.52 | 4.60 | 563.15 | 3,964.15 |
| Financial Liabilities | 1,833.35 | 130.02 | 1,304.38 | 210.44 | 3,478.19 |

**Hedge Accounting - Forwards & Options**

Contracts that meet the requirements for hedge accounting are accounted as per the hedge accounting requirements of Ind AS 109 - Financial Instruments, while other contracts are accounted as derivatives measured through profit or loss.



## 39. Financial instruments (Continued)

**Details of foreign currency forward contracts and options outstanding at the end of reporting period**

*Rupees crores*

| Outstanding Contracts | 2025 | | 2024 | |
|---|---|---|---|---|
| | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) |
| **Cash Flow Hedges** | | | | |
| *Buy currency* | | | | |
| Maturing in 1+ year | | | | |
| — JPY/INR | **—** | **—** | 831.13 | (176.47) |
| — USD/INR | **5,141.00** | **(90.31)** | 827.70 | (3.57) |
| Maturing less than 1 year | | | | |
| — JPY/INR | **831.13** | **(221.16)** | 4.39 | (0.93) |
| — USD/INR | **827.70** | **17.08** | — | — |
| *Sell currency* | | | | |
| Maturing in 1+ year | | | | |
| — USD/INR | **2,026.87** | **13.20** | — | — |
| Maturing less than 1 year | | | | |
| — USD/INR | **—** | **—** | 2,035.13 | 0.35 |
| — USD/JPY | **—** | **—** | 124.37 | (3.53) |
| — ZAR/INR | **1,149.38** | **(3.40)** | 199.75 | 2.94 |
| — EUR/INR | **38.88** | **0.13** | 15.25 | 0.16 |
| — CAD/INR | **—** | **—** | 3.72 | * |
| — AUD/INR | **437.15** | **11.17** | 245.13 | 4.14 |
| — JPY/INR | **40.18** | **0.26** | — | — |
| — BRL/INR | **62.07** | **0.76** | — | — |
| | | **(272.27)** | | (176.91) |

# Notional value of respective currency pair have been converted into presentation currency i.e. INR using year end closing exchange rate

* denotes amount less than Rs. 50,000

**The Company also has outstanding forward exchange forward contracts and options that are not accounted as hedges. Details of the same are as below:**

*Rupees crores*

| Outstanding Contracts | 2025 | | 2024 | |
|---|---|---|---|---|
| | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) |
| *Buy currency* | | | | |
| Maturing in 1+ years | | | | |
| — JPY/INR | **—** | **—** | 709.00 | (154.30) |
| Maturing less than 1 year | | | | |
| — JPY/INR | **545.47** | **(50.74)** | 273.24 | (4.04) |
| — EUR/INR | **67.64** | **(0.45)** | 85.14 | (0.30) |
| — USD/INR | **3,414.90** | **(66.88)** | 329.51 | 0.28 |
| — GBP/INR | **4.10** | * | — | — |
| — EUR/TRY | **98.36** | **(4.81)** | 6.24 | (0.03) |
| *Sell currency* | | | | |
| Maturing less than 1 year | | | | |
| — USD/INR | **254.05** | **0.59** | 140.63 | 0.16 |
| — USD/JPY | **0.15** | **(0.08)** | 202.63 | (8.20) |
| | | **(122.37)** | | (166.43) |

* denotes amount less than Rs. 50,000

# Notional value of respective currency pair have been converted into presentation currency i.e. INR using year end closing exchange rate.

**39. Financial instruments (Continued)**

**(ii) Interest Risk**

The Group uses a mix of cash and borrowings to manage the liquidity and fund requirements of its day to day operations. Interest rate risk on borrowings is managed by way of interest rate swaps.

Details of Interest Rate Swaps outstanding at the end of reporting period:

*Rupees crores*

| Outstanding Contracts | 2025 | | 2024 | |
|---|---|---|---|---|
| | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets / (Liabilities) | Notional value (#) | Carrying amount of hedging instrument included in Other Financial Assets/ (Liabilities) |
| **Cash Flow Hedges** | | | | |
| *Floating to fixed Interest Rate Swaps:* | | | | |
| Maturing in 1+ years | | | | |
| INR | **1,541.16** | **(17.66)** | – | – |
| **Not accounted as Hedges** | | | | |
| *Fixed to Floating Interest Rate Swaps:* | | | | |
| Maturing in 1+ years | | | | |
| INR | **100.00** | **(1.56)** | – | – |
| | | **(19.22)** | | |

**(iii) The movements in cash flow hedge reserve for instruments designated in a cash flow hedge are as follows:**

*Rupees crores*

| Particulars | 2025 | | | 2024 | | |
|---|---|---|---|---|---|---|
| | Exchange Rate Risk hedges | Interest Rate Risk hedges | Total | Exchange Rate Risk hedges | Interest Rate Risk hedges | Total |
| Balance at the beginning of the year | **(66.88)** | **(7.21)** | **(74.09)** | (94.45) | (10.04) | (104.49) |
| (Gains)/Losses transferred to Profit or Loss on occurrence of the forecast transaction | **0.65** | **–** | **0.65** | (5.38) | – | (5.38) |
| Change in fair value of effective portion of cash flow hedges | **(2.56)** | **(66.92)** | **(69.48)** | 35.03 | 3.79 | 38.82 |
| **Total** | **(68.79)** | **(74.13)** | **(142.92)** | (64.80) | (6.25) | (71.05) |
| Deferred tax on the above | **(0.73)** | **16.85** | **16.12** | 2.83 | (0.96) | 1.87 |
| **Balance at the end of the year** | **(69.52)** | **(57.28)** | **(126.80)** | (61.97) | (7.21) | (69.18) |
| Add: Share of associates/joint ventures | **(29.91)** | **–** | **(29.91)** | 6.91 | – | 6.91 |
| Deferred tax on share of associates /joint ventures | **0.78** | **–** | **0.78** | 0.13 | – | 0.13 |
| Add /(Less): Non-controlling interest | **24.18** | **–** | **24.18** | (11.95) | – | (11.95) |
| **Total** | **(74.47)** | **(57.28)** | **(131.75)** | (66.88) | (7.21) | (74.09) |
| **Of the above:** | | | | | | |
| Balance relating to continuing hedges | **(74.47)** | **(57.28)** | **(131.75)** | (66.88) | (7.21) | (74.09) |



**39. Financial instruments (Continued)**

**(iv) Sensitivity Analysis**

**Foreign Currency Sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in major exchange rates, with all other variables held constant.

*Rupees crores*

| Particulars | Currency | Change in rate | Effect on Profit Before Tax | Effect on pre-tax equity* |
|---|---|---|---|---|
| **Year ended 31st March, 2025** | **USD/INR** | **+10%** | **72.27** | **–** |
| | **EUR/INR** | **+10%** | **(2.81)** | **–** |
| **Year ended 31st March, 2024** | USD/INR | +10% | 30.56 | – |
| | USD/JPY | +10% | 1.17 | – |
| | EUR/INR | +10% | 1.36 | – |

* Related to items directly accounted in reserves only

The sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

**Interest Rate sensitivity**

The sensitivity analysis below have been determined based on exposure to interest rate for both derivative and non-derivative instruments at the end of reporting period. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

*Rupees crores*

| Particulars | Currency | Increase / decrease in basis points | Effect on profit before tax | Effect on pre-tax equity* |
|---|---|---|---|---|
| **Year ended 31st March, 2025** | **INR** | **+25 bps** | **(96.84)** | **–** |
| | **EUR** | **+25 bps** | **(1.91)** | **–** |
| **Year ended 31st March, 2024** | INR | +25 bps | (97.58) | – |
| | EUR | +25 bps | (2.19) | – |

* Related to items directly accounted in reserves only

**(b) Credit Risk Management**

Credit Risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group usually deals with creditworthy counterparties and obtain sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The exposure is continuously monitored.

**(i) Financial Guarantees**

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on. The amount recognised in Balance Sheet as liabilities and maximum exposure details are as given below:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Maximum exposure | **572.29** | 557.34 |
| Amount recognised as liability | **6.58** | 11.22 |

**39. Financial instruments (Continued)**

**(ii) Trade Receivables**

The Group applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Group has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Group. Forward-looking information (including macroeconomic information) has been incorporated into the determination of expected credit losses.

**Reconciliation of loss allowance for Trade Receivables:**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Balance as at beginning of the year** | **416.70** | 359.09 |
| Additions during the year | **141.03** | 131.43 |
| Amounts written off during the year | **(36.11)** | (14.76) |
| Impairment losses reversed/written back | **(42.46)** | (54.26) |
| Foreign exchange translation difference | **(0.17)** | (3.75) |
| On account of disposal of subsidiaries | **–** | (1.05) |
| **Balance as at end of the year** | **478.99** | 416.70 |

The Group's maximum exposure to credit risk in respect of Financial Guarantee contracts are disclosed in note 39 (b) (i).

In respect of other financial assets, the maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets.

**(iii) Credit risk related to financial services business**

Financial services business has a comprehensive framework for monitoring credit quality of its Retail and other loans based on days past due monitoring. Repayment by individual customers and portfolio is tracked regularly and required steps for recovery is taken through follow ups and legal recourse.

The following tables set out information about credit quality of loan assets measured at amortised cost:

**Retail Loans**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| *Gross carrying value of Retail and SME loan assets* | | |
| Neither Past due nor impaired | **1,01,911.75** | 88,990.81 |
| Past due but not impaired | | |
| 30 days past due | **10,435.08** | 8,261.28 |
| 31-90 days past due | **6,981.83** | 5,745.96 |
| Impaired (more than 90 days) | **5,059.32** | 4,146.74 |
| **Total Gross carrying value as at reporting date** | **1,24,387.98** | 1,07,144.79 |

**Trade Advances**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| *Gross carrying amount of trade advances* | | |
| Less than 60 days past due | **3,188.49** | 2,853.29 |
| 61-90 days past due | **2.32** | 18.94 |
| Impaired (more than 90 days) | **8.38** | 6.87 |
| **Total Gross carrying value as at reporting date** | **3,199.19** | 2,879.10 |



**39. Financial instruments (Continued)**

**Inputs considered in the ECL model**

In assessing the impairment of loans assets under Expected Credit Loss (ECL) Model, the loan assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the calculation and presentation of interest revenue.

The financial services business categorises loan assets (except trade advances) into stages based on the days past due status:

- Stage 1: 0-30 days past due
- Stage 2: 31-90 days past due
- Stage 3: More than 90 days

The financial services business categorises trade advances into stages primarily based on the days past due status:

- Stage 1: 0-60 days past due
- Stage 2: 61-90 days past due
- Stage 3: More than 90 days

***Assumptions considered in the ECL model***

The financial services business has made the following assumptions in the ECL Model:

- "Loss given default" (LGD) is common for all three Stages and is based on loss in past portfolio. Actual cash flows are discounted at loan EIR rate for arriving loss rate.
- "Probability of Default" (PD) is applied on Stage 1 and Stage 2 on portfolio basis and for Stage 3 PD at 100%.

***Estimation Technique***

The financial services business has applied the following estimation technique in its ECL model:

"Probability of Default" (PD) is an estimate of likelihood or risk of default occurring over a particular time horizon. The measurement of risk of defaults is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

- Loss given default is calculated based on discounted actual cash flow on past portfolio in default along with reversals.

***Forward Looking Information***

In calculating the expected credit loss rates, the financial services business considers historical loss rates on portfolio over a period which covers most external factors like drought, government and policy changes etc and these historical PDs are converted into forward looking PDs considering macro-economic variables like agricultural, GDP/Government consumption related parameters.

***Assessment of significant increase in credit risk***

When determining whether the risk of default has increased significantly since initial recognition, the financial services business considers both quantitative and qualitative information and analysis based on the business's historical experience, including forward-looking information. The financial services business considers reasonable and supportable information that is relevant and available without undue cost and effort. The financial services business's accounting policy is not to use the practical expedient that the financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result the financial services business monitors all financial assets and loan commitments that are subject to impairment for significant increase in credit risk.

***Definition of default***

The financial services business considers a financial asset to be in "default" and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.

Since financial services business portfolio predominantly includes retail loan portfolio with around 3 million loan accounts making it difficult to define default at an individual loan account, it has considered 90 days past due as the event of default. The same is also in line with the regulator's definition of default of 90 days past due.

***Policy for write off of Loan Assets***

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the financial services business determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities under the recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

**39. Financial instruments (Continued)**

**Impairment loss**

The expected credit loss allowance provision is determined as follows:

*Rupees crores*

| Particulars | Stage-1 | Stage-2 | Stage-3 | Total |
|---|---|---|---|---|
| Gross Balance as at 31st March, 2025 | **1,12,346.83** | **6,981.83** | **5,059.32** | **1,24,387.98** |
| Expected credit loss rate | **0.52%** | **9.32%** | **55.53%** | |
| Carrying amount as at 31st March, 2025 (net of impairment provision) | **1,11,757.23** | **6,331.27** | **2,249.74** | **1,20,338.24** |
| Gross Balance as at 31st March, 2024 | 97,252.09 | 5,745.96 | 4,146.74 | 1,07,144.79 |
| Expected credit loss rate | 0.63% | 11.24% | 58.07% | |
| Carrying amount as at 31st March, 2024 (net of impairment provision) | 96,643.35 | 5,100.04 | 1,738.89 | 1,03,482.28 |

**Level of Assessment - Aggregation Criteria**

The financial services business recognises the expected credit losses on a collective basis that takes into account comprehensive credit risk information and considers the economic and risk characteristics, pricing range and sector concentration.

**Reconciliation of loss allowance provision for Retail and SME loans**

*Rupees crores*

| Particulars | Stage-1 | Stage-2 | Stage-3 | Total |
|---|---|---|---|---|
| **Balance as at 1st April, 2024** | **608.74** | **645.92** | **2,407.85** | **3,662.51** |
| — Transferred to Stage-1 | **159.29** | **(104.02)** | **(55.27)** | **—** |
| — Transferred to Stage-2 | **(31.27)** | **79.83** | **(48.56)** | **—** |
| — Transferred to Stage-3 | **(10.80)** | **(122.40)** | **133.20** | **—** |
| Loans that have been derecognised during the year | **(67.01)** | **(128.76)** | **(720.48)** | **(916.25)** |
| New loans originated during the year | **288.40** | **69.51** | **109.56** | **467.47** |
| Write-offs | **(0.06)** | **(4.15)** | **(530.36)** | **(534.57)** |
| Net remeasurement of loss allowance | **(357.69)** | **214.63** | **1,513.64** | **1,370.58** |
| **Balance as at 31st March, 2025** | **589.60** | **650.56** | **2,809.58** | **4,049.74** |

*Rupees crores*

| Particulars | Stage-1 | Stage-2 | Stage-3 | Total |
|---|---|---|---|---|
| **Balance as at 1st April, 2023** | 599.55 | 623.56 | 2,406.15 | 3,629.26 |
| — Transferred to Stage-1 | 163.61 | (99.02) | (64.59) | — |
| — Transferred to Stage-2 | (14.40) | 52.45 | (38.05) | — |
| — Transferred to Stage-3 | (4.51) | (70.39) | 74.90 | — |
| Loans that have been derecognised during the year | (78.50) | (151.11) | (786.12) | (1,015.73) |
| New loans originated during the year | 335.91 | 83.34 | 194.12 | 613.37 |
| Write-offs | (0.02) | (1.03) | (627.45) | (628.50) |
| Net remeasurement of loss allowance | (392.90) | 208.12 | 1,248.89 | 1,064.11 |
| **Balance as at 31st March, 2024** | 608.74 | 645.92 | 2,407.85 | 3,662.51 |

**Trade advances**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Loss allowance provision | **25.11** | 19.35 |



**39. Financial instruments (Continued)**

Impairment loss on financial services receivable for the year ended 31st March, 2025 recognised in profit or loss of **Rs. 2,091.11 crores** (2024: Rs. 1,962.46 crores) includes bad debts and write offs of **Rs. 1,698.07 crores** (2024: Rs. 1,932.49 crores), provision for expected credit loss of **Rs. 392.99 crores** (2024: provision of Rs. 32.57 crores) and provision for loan commitments of **Rs. 0.05 crores** (2024: reversal of provision of Rs. 2.60 crores).

12 months ECL' and 'lifetime ECL not credit impaired' are collectively assessed. 'Lifetime ECL credit impaired' are individually assessed.

Loan which are written off continue to be subject of enforcement activity.

**Significant changes in the gross carrying value that contributed to change in loss allowance**

The financial services business mostly provides loans to retail individual customers in Rural and Semi urban area which are of small ticket size. Change in any single customer repayment will not impact significantly to provisioning. All customers are being monitored based on past due status of outstanding loan and corrective actions are taken accordingly to limit the financial services businesses risk.

**Concentration of Credit Risk**

Financial services business's loan portfolio is predominantly to finance retail automobile and housing loans. The financial services business manages concentration of risk primarily by geographical region in India. The following table shows the geographical concentrations of financial loans as at year end:

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Carrying Value | **1,27,587.17** | 1,10,023.89 |
| **Concentration by Geographical region:** | | |
| North | **41,709.20** | 34,299.31 |
| East | **22,789.93** | 21,138.69 |
| West | **37,449.66** | 31,845.58 |
| South | **25,638.38** | 22,740.31 |
| **Total Loans** | **1,27,587.17** | 1,10,023.89 |

**Maximum Exposure to credit Risk**

The maximum exposure to credit risk of loans is their carrying amount. The maximum exposure is before considering the effect of mitigation through collateral.

**Narrative Description of Collateral**

Collateral primarily include vehicles purchased by retail loan customers, residential property in case of housing loan and machinery & property in case of SME customers. The financial investments are secured by way of a first ranking pari-passu and charge created by way of hypothecation on the receivables of the other company.

**Gross value of total secured loans to value of collateral**

*Rupees crores*

| Loan To Value (LTV) | Gross value of secured loans | |
|---|---|---|
| | 2025 | 2024 |
| Upto 50% coverage | **12,765.10** | 10,946.95 |
| 51 - 70% coverage | **19,684.85** | 17,045.80 |
| 71 - 100% coverage | **67,699.08** | 59,262.76 |
| Above 100% coverage | **21,285.88** | 17,630.35 |
| | **1,21,434.91** | 1,04,885.86 |

**Quantitative Information of Collateral - Credit Impaired assets**

(Collateral Coverage - Value of collateral available to mitigate the credit exposure)

*Rupees crores*

| Loan To Value (LTV) | Gross Value of loans in stage 3 | |
|---|---|---|
| | 2025 | 2024 |
| Upto 50% coverage | **941.47** | 410.73 |
| 51 - 70% coverage | **970.57** | 388.23 |
| 71 - 100% coverage | **1,881.49** | 570.70 |
| Above 100% coverage | **1,265.79** | 2,777.08 |
| | **5,059.32** | 4,146.74 |

**39. Financial instruments (Continued)**

**(c) Liquidity risk management**

**(i) Maturity profile of non-derivative financial liabilities**

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

*Rupees crores*

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years | 5 years and above |
|---|---|---|---|---|
| **As at 31st March, 2025** | | | | |
| Borrowings - Principal | **41,465.76** | **56,776.23** | **15,067.65** | **8,211.62** |
| Borrowings - Interest | **7,629.35** | **8,499.08** | **2,575.18** | **3,451.33** |
| Trade payables | **30,855.30** | **—** | **—** | **—** |
| Financial Guarantees | **572.29** | **—** | **—** | **—** |
| Lease Liabilities (including interest) | **832.48** | **1,240.61** | **969.66** | **2,017.74** |
| Other Financial Liabilities | **3,232.76** | **480.94** | **14.26** | **110.37** |
| **Total** | **84,587.94** | **66,996.86** | **18,626.75** | **13,791.06** |
| **As at 31st March, 2024** | | | | |
| Borrowings - Principal | 35,483.54 | 46,077.06 | 12,469.49 | 9,274.33 |
| Borrowings - Interest | 6,804.92 | 7,879.33 | 2,504.01 | 3,860.15 |
| Trade payables | 25,665.64 | — | — | — |
| Financial Guarantees | 557.34 | — | — | — |
| Lease Liabilities (including interest) | 756.13 | 1,018.88 | 851.70 | 1,792.91 |
| Other Financial Liabilities | 2,763.81 | 288.22 | 177.57 | 90.08 |
| **Total** | 72,031.38 | 55,263.49 | 16,002.77 | 15,017.47 |

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that such an amount will not be payable under the arrangement.

**(ii) Maturity profile of derivative financial liabilities**

The following table details the Group's liquidity analysis for its derivative financial instruments.

*Rupees crores*

| Particulars | Less than 1 Year | 1-3 Years | 3 Years to 5 Years |
|---|---|---|---|
| **As at 31st March, 2025** | | | |
| Interest rate & currency swaps | **8.21** | **59.79** | **20.96** |
| Foreign exchange forward contracts | **365.71** | **49.81** | **—** |
| Commodity futures | **20.24** | **—** | **—** |
| Gross obligation to acquire non-controlling interests | **—** | **86.11** | **—** |
| **Total** | **394.16** | **195.71** | **20.96** |
| **As at 31st March, 2024** | | | |
| Interest rate & currency swaps | — | 167.38 | — |
| Foreign exchange forward contracts | 17.54 | 199.74 | — |
| Commodity futures | 3.81 | — | — |
| Gross obligation to acquire non-controlling interests | — | — | 82.64 |
| Total | 21.35 | 367.12 | 82.64 |



**39. Financial Instruments (Continued)**

**(d) Fair Value Disclosures**

**(i) Financial Instruments regularly measured using fair value - recurring items**

*Rupees crores*

| Particulars | Financial assets/ financial liabilities | Fair Value Category | Fair value 2025 | Fair value 2024 | Fair value hierarchy | Valuation technique(s) | Key inputs (for level 2 and level 3) | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
|---|---|---|---|---|---|---|---|---|---|
| 1) Foreign currency forwards, interest rate swaps & commodity derivatives | Financial Assets | Financial Instruments measured at FVTPL / FVTOCI - Non-current | **18.45** | — | Level 2 | Discounted Cash Flow and interest rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | — | — |
| | | Financial Instruments measured at FVTPL / FVTOCI - Current | **62.32** | 19.93 | Level 2 | | | | |
| 2) Derivatives on interest over subsidiaries and joint ventures | Financial Assets | Financial Instruments measured at FVTPL - Non-current | **—** | 14.69 | Level 3 | Comparable Companies Method / Discounted Cash-flow / Price of recent transactions / Comparable Companies quoted multiples | For Comparable Companies Method / Comparable Companies Quoted Multiples - compare the price for which comparable companies are traded on the capital market. For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions. | Interest rates to discount future cashflows, financial projections | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of derivatives on interest in subsidiaries, associates and joint ventures. |
| 3) Investment in debentures / bonds - Quoted | Financial Assets | Financial instrument measured at FVTOCI - Non-current | **308.18** | 453.34 | Level 1 | Quoted market price | — | — | — |
| | | Financial instrument measured at FVTOCI - Current | **1,699.06** | 593.66 | Level 1 | Quoted market price | — | — | — |
| | | Financial instrument measured at FVTPL - Current | **—** | 28.34 | Level 1 | Quoted market price | — | — | — |
| 4) Investment in debentures / bonds - Unquoted | Financial Assets | Financial instrument measured at FVTPL - Non-current | **90.75** | 50.20 | Level 3 | Income Approach - Discounted Cash Flow | For Discounted Cash Flow approach - The discounted cash flow method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes long term revenue growth rates, balance sheets, statement of profit and loss along with underlying assumptions. | Interest rates to discount future cash flow, financial projections | Increase or decrease in key assumptions will result in increase or decrease in valuation |
| | | Financial instrument measured at FVTOCI - Non-current | **—** | 1.59 | Level 2 | Discounted Cash Flow and interest rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | — | — |
| | | Financial instrument measured at FVTOCI - Current | **149.61** | — | Level 2 | | | | |

## 39. Financial Instruments (Continued)

*Rupees crores*

| Particulars | Financial assets/ financial liabilities | Fair Value Category | Fair value 2025 | Fair value 2024 | Fair value hierarchy | Valuation technique(s) | Key inputs (for level 2 and level 3) | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
|---|---|---|---|---|---|---|---|---|---|
| 5) Investment in preference shares | Financial Assets | Financial instrument measured at FVTPL - Non-current | **0.08** | 208.44 | Level 3 | Income Approach - Discounted Cash Flow | For Discounted Cash Flow approach - The discounted cash flow method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes, long term revenue growth rates, balance sheets, statement of profit and loss along with underlying assumptions. | Interest rates to discount future cash flow, financial projections | Increase or decrease in key assumptions will result in increase or decrease in valuation |
| 6) Investment in equity instruments - Quoted | Financial Assets | Financial instrument designated at FVTOCI - Non-current | **162.26** | 203.11 | Level 1 | Quoted bid price in active market | – | – | – |
| | | Financial instrument designated at FVTOCI - Current | **0.01** | 0.02 | Level 1 | Quoted bid price in active market | – | – | – |
| | | Financial instrument designated at FVTPL - Non-current | **622.43** | 1,009.78 | Level 1 | Quoted bid price in active market | – | – | – |
| 7) Investment in equity instruments - Unquoted | Financial Assets | Financial instrument designated at FVTOCI - Non-current | **39.26** | 41.64 | Level 3 | Discounted Cash Flow/ Market Multiple approach | For Discounted Cash Flow approach - The discounted cash flow method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes, long term revenue growth rates, long term pre tax operating profit margin, WACC, Discount for lack market for respective equity instrument<br>For Market Multiple approach - In this approach fair value is derived based on market multiples like PE multiple, Enterprise value (EV) multiple, Revenue Multiple etc. | Financial projections including terminal growth rate, operating margins, etc and discount rates to discount future cash flows. | Increase or decrease in key assumptions, multiples will result in increase or decrease in valuation. |
| | | Financial instrument measured at FVTPL - Non-current | **29.43** | 78.16 | Level 3 | Discounted Cash Flow approach | | | |
| 8) Investments in Infrastructure Investment Trust - Quoted | Financial Assets | Financial instrument measured at FVTPL - Non-current | **366.06** | 360.98 | Level 1 | Quoted market price | – | – | – |
| 9) Investment in government securities - Quoted | Financial Assets | Financial instrument measured at FVTOCI - Non-current | **2,511.03** | 4,012.12 | Level 1 | Quoted market price | – | – | – |
| | | Financial instrument measured at FVTOCI - Current | **1,752.53** | 588.95 | Level 1 | Quoted market price | – | – | – |
| 10) Investment in mutual funds-Quoted | Financial Assets | Financial instrument measured at FVTPL - Current | **14,241.83** | 7,821.71 | Level 1 | Net asset value | – | – | – |



## 39. Financial Instruments (Continued)

*Rupees crores*

| Particulars | Financial assets/ financial liabilities | Fair Value Category | Fair value 2025 | Fair value 2024 | Fair value hierarchy | Valuation technique(s) | Key inputs (for level 2 and level 3) | Significant unobservable input(s) for level 3 hierarchy | Relationship of unobservable inputs to fair value and sensitivity |
|---|---|---|---|---|---|---|---|---|---|
| 11) Investment in alternate investment fund | Financial Assets | Financial instrument measured at FVTPL - Non-current | **27.41** | 27.05 | Level 1 | Net asset value | – | – | – |
| 12) Investment in commercial paper | Financial Assets | Financial instrument measured at FVTOCI - Current | **97.68** | 987.73 | Level 2 | Discounted Cash Flow and Interest rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | – | – |
| | | Financial instrument measured at FVTPL - Current | **618.63** | 757.41 | Level 2 | | | | |
| 13) Investment in certificate of deposits | Financial Assets | Financial instrument measured at FVTOCI - Current | **325.95** | 1,094.55 | Level 2 | Discounted Cash Flow and Interest rate | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties. | – | – |
| | | Financial instrument measured at FVTPL - Current | **2,330.40** | 967.73 | Level 2 | | | | |
| 14) Foreign currency forwards and options, Interest rate swaps & commodity derivatives | Financial Liabilities | Financial Instruments measured at FVTPL - Non-current | **114.79** | 334.34 | Level 2 | Foreign currency forwards, Interest rate swaps & commodity derivatives - Discounted Cash Flow and Interest rate<br>Options - Black Scholes valuation model | Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counter parties.<br>Strike rate, spot rate, time to maturity, volatility and risk free interest rate. | – | – |
| | | Financial Instruments measured at FVTPL - Current | **381.84** | 21.29 | Level 2 | | | | |
| 15) Gross obligation to acquire non-controlling interest | Financial Liabilities | Financial Instruments measured at FVTPL - Non-current | **86.11** | 82.64 | Level 3 | Comparable Companies Method / Discounted Cash-flow / Price of recent transactions / Comparable Companies quoted multiples | For Comparable Companies Method / Comparable Companies Quoted Multiples - compare the price for which comparable companies are traded on the capital market.<br>For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss account along with underlying assumptions. | Interest rates to discount future cashflows, financial projections | Any change (increase / decrease) in the discount factor, financial projections etc. would entail corresponding change in the valuation of gross obligation to acquire non-controlling interest. |
| 16) Compulsory convertible preference shares | Financial Liabilities | Financial Instruments measured at FVTPL - Non-current | **4,075.27** | 2,021.73 | Level 3 | Income Approach - Discounted Cash Flow/ Market Multiple approach | For Discounted Cash Flow approach - The discounted cash flow method used to capture the present value of the expected future economic benefits to be derived from the ownership of these investees. The key inputs includes, long term revenue growth rates, balance sheets, statement of profit and loss along with underlying assumptions.<br>For Market Multiple approach - In this approach fair value is derived based on market multiples like Revenue multiple etc. | Interest rates to discount future cashflows, financial projections<br>Market multiples used for benchmarking. | Increase or decrease in key assumptions, multiples will result in increase or decrease in valuation. |

**39. Financial Instruments (Continued)**

**Reconciliation of Level 3 fair value measurements of financial instruments measured at fair value**

*Rupees crores*

| Particulars | Unquoted Equity investment | Investment in debentures / bonds / Preference shares etc | Derivatives on interest over Subsidiaries and joint ventures (Net) | Compulsorily convertible preference shares | Gross obligation to acquire non-controlling interest |
|---|---|---|---|---|---|
| **Year Ended 31st March, 2025** | | | | | |
| **Opening balance** | **119.80** | **258.64** | **14.69** | **(2,021.73)** | **(82.64)** |
| Total gains or losses recognised: | | | | | |
| a) in profit/(loss) | **(49.95)** | **(0.28)** | **(14.69)** | **18.18** | **–** |
| b) in other comprehensive income | **(3.24)** | **–** | **–** | **–** | **–** |
| Purchases, issued, sale/redemption: | | | | | |
| a) Purchases | **–** | **48.88** | **–** | **–** | **–** |
| b) Issued | **–** | **–** | **–** | **(2,050.00)** | **–** |
| c) Sale/Redemption/Conversion | **–** | **(216.50)** | **–** | **–** | **–** |
| Transfer of fair value loss from other liability on issue of CCPS during the year | **–** | **–** | **–** | **(21.72)** | **–** |
| Adjustment for share of losses of joint ventures | **–** | **0.09** | **–** | **–** | **–** |
| Exchange differences | **2.08** | **–** | **–** | **–** | **(3.47)** |
| **Closing balance** | **68.69** | **90.83** | **–** | **(4,075.27)** | **(86.11)** |
| **Year Ended 31st March, 2024** | | | | | |
| **Opening balance** | 108.99 | 68.99 | 28.20 | (400.00) | (299.19) |
| Total gains or losses recognised: | | | | | |
| a) in profit/(loss) | (0.25) | 2.36 | (13.51) | (21.73) | – |
| b) in other comprehensive income | 0.31 | – | – | – | – |
| Purchases, issued, sale/disposal: | | | | | |
| a) Purchases | 10.88 | 210.00 | – | – | – |
| b) Issued | – | – | – | (1,600.00) | – |
| c) Sale/Disposal | – | (15.56) | – | – | – |
| Exercise of put option | – | – | – | – | 206.39 |
| Adjustment for share of losses of joint ventures | – | (7.15) | – | – | – |
| Exchange differences | (0.13) | – | – | – | 10.16 |
| **Closing balance** | 119.80 | 258.64 | 14.69 | (2,021.73) | (82.64) |



**39. Financial instruments (Continued)**

**Equity Investments designated at FVTOCI**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| ***Investment in quoted and unquoted equity instruments:*** | | |
| Fair value of investments | **201.53** | 244.77 |

**(ii) Financial Instruments measured at amortised cost**

*Rupees crores*

| Particulars | Carrying Value | Fair value | Fair value | | |
|---|---|---|---|---|---|
| | | | Level 1 | Level 2 | Level 3 |
| **As at 31st March, 2025** | | | | | |
| **Financial assets** | | | | | |
| a) Investments | **1,759.30** | **1,793.03** | **1,268.53** | **524.50** | **–** |
| b) Financial Services Receivable | **1,23,512.32** | **1,25,309.28** | **–** | **–** | **1,25,309.28** |
| **Financial liabilities** | | | | | |
| Non-Current Borrowings | **79,707.19** | **80,865.46** | **22,261.52** | **58,603.94** | **–** |
| **As at 31st March, 2024** | | | | | |
| **Financial assets** | | | | | |
| a) Investments | 2,120.88 | 2,136.56 | 1,281.84 | 854.72 | – |
| b) Financial Services Receivable | 1,06,342.03 | 1,05,824.77 | – | – | 1,05,824.77 |
| **Financial liabilities** | | | | | |
| Non-Current Borrowings | 67,719.69 | 69,568.53 | 21,114.62 | 48,453.91 | – |

There were no transfers between Level 1 and Level 2 during the year.

**Valuation methodologies of financial instruments not measured at fair value**

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the company's financial statements. These fair values were calculated for disclosure purposes only.

**Investments**

The fair value of government and other securities that are quoted is based on the quoted market prices at the end of the reporting period. For other unquoted investments, the fair value is estimated by discounting expected future cash flows using current market rates.

**Financial Services Receivable**

The fair values of financial services receivables are calculated using a portfolio-based approach, grouping loans as far as possible into homogenous groups based on similar characteristics. The fair value is then extrapolated to the portfolio using discounted cash flow models that incorporate interest rate estimates considering all significant characteristics of the loans. This fair value is then reduced by impairment allowance which is already calculated incorporating probability of defaults and loss given defaults to arrive at fair value net of risk.

**Non-Current Borrowings**

The fair value of borrowings which have a quoted market price in an active market is based on its market price and for other borrowings the fair value is estimated by discounting expected future cash flows, using current interest rates.

Except for the above, the carrying value of financial assets/liabilities measured at amortised cost represent reasonable estimate of fair value.

**40. Significant acquisitions and changes in ownership**

During the year, the Group has sold investments in New Delhi Centre for Sight Limited (NDCFS). Post stake sale, NDCFS ceased to be a joint venture of the Company.

**41. Compulsory Convertible Preference Shares (CCPS) issued by Mahindra Electric Automobile Limited (MEAL) and Mahindra Last Mile Mobility Limited (MLMML)**

(a) Mahindra Electric Automobile Limited (MEAL), a subsidiary of the Company is engaged in the business of four-wheel passenger electric vehicles.

In accordance with and subject to the terms and conditions stipulated in the Securities Subscription Agreement and Shareholders' Agreement entered with British International Investment Plc (BII) [SSA and SHA] , BII invested **Rs. 1,850.00 crores** as at 31st March 2025 (2024: Rs. 1,200.00 crores) in 0.001% Compulsory Convertible Preference Shares (CCPS) of MEAL.

In accordance with and subject to the terms and conditions stipulated in the amended and restated Securities Subscription Agreement and Shareholders' Agreement entered with British International Investment Plc (BII) and Jongsong Investments Pte Ltd ("Temasek") [amended and restated SSA and SHA], Temasek invested **Rs. 1,200.00 crores** as at 31st March, 2025 (2024: Rs. 300.00 crores) in 0.001% Series A Compulsory Convertible Preference Shares (Series A CCPS) of MEAL.

Unless agreed to, in writing, for an early conversion, each CCPS and Series A CCPS is compulsorily and automatically convertible into such number of equity shares as determined as per a pre-determined formula at the conversion date, as per terms and conditions of the agreement(s) entered between the Company, BII and Temasek. Since the CCPS and Series A CCPS are convertible into variable number of equity shares of MEAL, it has been classified as financial liability at fair value through profit or loss in the financial statements of MEAL and in the consolidated financial statements of the Company. Further, in accordance with the shareholders' agreement, the Company shall take best efforts to provide BII and Temasek with a complete exit between 1st November, 2027 and 1st November, 2030 through certain exit options (or a combination thereof), as may be determined by the Company in its sole discretion.

In case exit has not been provided to BII prior to 1st November, 2030, BII shall have the right upto 31st October, 2031 to require full exit to be provided by the Company or by its affiliates and/or a third party at the higher of fair market value and the amount invested by BII.

In case exit has not been provided to Temasek prior to 1st November, 2030, Temasek shall have the right up to 31st October, 2031 to require full exit to be provided by the Company by way of share swap if the fair market value of the Temasek interest is higher than the amount invested by it. However, the Company shall have the right, at its sole discretion, to provide cash exit to Temasek at the higher of fair market value of the Temasek interest and the amount invested by it. Further, if the Fair market value of the Temasek interest is lower than its investment amount, neither the Company nor Temasek shall be obligated to undertake their respective obligations with respect to the Share swap.

(b) Mahindra Last Mile Mobility Limited (MLMML), a subsidiary of the Company is engaged in the business of last mile mobility through cargo and passenger vehicles.

In accordance with and subject to the terms and conditions stipulated in the Securities Subscription Agreement and Shareholders' Agreement entered with International Finance Corporation (IFC), IFC invested **Rs. 600.00 crores** as at 31st March, 2025 (2024: Rs. 300.00 crores) in Compulsory Convertible Preference Shares (CCPS) of MLMML.

Further, in accordance with and subject to the terms and conditions stipulated in the amended and restated Securities Subscription Agreement and Shareholders' Agreement entered with International Finance Corporation (IFC) and India-Japan Fund ("IJF"), IJF invested **Rs. 400.00 crores** as at 31st March, 2025 (2024: Rs. 200.00 crores) in Compulsory Convertible Preference Shares (Series A CCPS) of MLMML.

Unless agreed to, in writing, for an early conversion, each CCPS and Series A CCPS is compulsorily convertible into such number of equity shares as determined as per a pre-determined formula at the conversion date, as per terms and conditions of the agreement (s) entered between the Company, IFC and IJF. Since the CCPS and Series A CCPS are convertible into variable number of equity shares of MLMML, it has been classified as financial liability at fair value through profit or loss in the financial statements of MLMML and in the consolidated financial statements of the Company. Further, in accordance with the shareholders' agreement, the Company and MLMML shall take best efforts to provide IFC and IJF with a complete exit at fair value during the exit period, being the period between 5th and 7th anniversary from the date of IFC's first investment, through certain exit options as may be determined by the Company in its sole discretion. If IFC continues to hold any equity security of MLMML after the expiry of the exit period, IFC shall have the right to require MLMML to complete an initial public offering subject to favourable market conditions.



**42. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest**

**(a) Details of the Group's subsidiaries at the end of the reporting period are as follows:**

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of effective ownership interest* As at 31st March, 2025 | 2024 |
|---|---|---|---|
| NBS International Limited | India | 100.00% | 100.00% |
| Mahindra Automotive Australia Pty. Limited | Australia | 100.00% | 100.00% |
| Mahindra Europe s.r.l. | Italy | 100.00% | 100.00% |
| Mahindra and Mahindra South Africa (Proprietary) Limited | South Africa | 100.00% | 100.00% |
| Mahindra Two Wheelers Limited # | India | – | 100.00% |
| Mahindra Heavy Engines Limited # | India | – | 100.00% |
| Automobili Pininfarina GmbH | Germany | 100.00% | 100.00% |
| Automobili Pininfarina Americas Inc. | U.S.A. | 100.00% | 100.00% |
| Mahindra Electric Automobile Limited ** | India | 100.00% | 100.00% |
| Mahindra Last Mile Mobility Limited $$ | India | 100.00% | 100.00% |
| Mahindra Racing UK Limited | U.K. | 100.00% | 100.00% |
| Gromax Agri Equipment Limited | India | 60.00% | 60.00% |
| Trringo.com Limited # | India | – | 100.00% |
| Mahindra USA Inc. | U.S.A. | 100.00% | 100.00% |
| Mitsubishi Mahindra Agricultural Machinery Co., Ltd $ | Japan | 66.67% | 66.67% |
| Mitsubishi Agricultural Machinery Sales Co., Ltd. | Japan | 66.67% | 66.67% |
| Ryono Factory Co., Ltd. | Japan | 66.67% | 66.67% |
| Ryono Engineering Co., Ltd. | Japan | 66.67% | 66.67% |
| Ryono Asset Management Co., Ltd. | Japan | 66.67% | 66.67% |
| Mahindra do Brasil Industrial Ltda. | Brazil | 100.00% | 100.00% |
| Erkunt Traktor Sanayii Anonim Şirketi | Turkey | 100.00% | 100.00% |
| Erkunt Sanayi Anonim Şirketi | Turkey | 98.69% | 98.69% |
| Sampo Rosenlew Oy | Finland | 100.00% | 100.00% |
| Swaraj Engines Limited | India | 52.12% | 52.12% |
| M.I.T.R.A Agro Equipments Private Limited | India | 100.00% | 100.00% |
| Mahindra Automotive North America Inc. | U.S.A. | 100.00% | 100.00% |
| Mahindra Vehicle Sales and Service Inc. | U.S.A. | 100.00% | 100.00% |
| Mahindra North American Technical Center, Inc. ## | U.S.A. | – | 100.00% |
| Mahindra Solarize Private Limited | India | 100.00% | 100.00% |
| Resurgence Solarize Urja Private Limited | India | 100.00% | 100.00% |
| Mahindra South East Asia Limited (w.e.f. 8th October 2024) | Thailand | 100.00% | – |
| Kota Farm Services Limited @ | India | 47.81% | 47.81% |
| Mahindra Agri Solutions Limited | India | 99.06% | 98.98% |
| Mahindra EPC Irrigation Limited | India | 54.21% | 54.26% |
| Mahindra HZPC Private Limited | India | 59.39% | 59.34% |
| Mahindra Fruits Private Limited | India | 99.06% | 98.98% |

**42. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (Continued)**

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of effective ownership interest* As at 31st March, 2025 | 2024 |
|---|---|---|---|
| Mahindra First Choice Wheels Limited | India | 56.46% | 56.19% |
| Fifth Gear Ventures Limited ### | India | – | 56.19% |
| Mahindra First Choice Wheels Limited ESOP Trust | India | 56.46% | 56.19% |
| Mahindra & Mahindra Financial Services Limited | India | 52.18% | 52.20% |
| Mahindra Insurance Brokers Limited | India | 52.18% | 52.20% |
| Mahindra Rural Housing Finance Limited | India | 51.54% | 51.62% |
| Mahindra Finance CSR Foundation | India | 52.18% | 52.20% |
| Mahindra Rural Housing Finance Limited Employee Welfare Trust | India | 51.54% | 51.62% |
| Mahindra & Mahindra Financial Services Limited Employees' Stock Option Trust | India | 52.18% | 52.20% |
| Mahindra Ideal Finance Limited | Sri Lanka | 30.37% | 30.38% |
| Mahindra Lifespace Developers Limited | India | 51.14% | 51.17% |
| Mahindra Infrastructure Developers Limited | India | 51.14% | 51.17% |
| Mahindra World City (Maharashtra) Limited | India | 51.14% | 51.17% |
| Knowledge Township Limited | India | 51.14% | 51.17% |
| Industrial Township (Maharashtra) Limited | India | 51.14% | 51.17% |
| Anthurium Developers Limited | India | 51.14% | 51.17% |
| Mahindra Water Utilities Limited | India | 50.63% | 50.66% |
| Rathna Bhoomi Enterprises Private Limited | India | 51.14% | 51.17% |
| Deep Mangal Developers Private Limited | India | 51.14% | 51.17% |
| Moonshine Construction Private Limited | India | 51.14% | 51.17% |
| Mahindra Bloomdale Developers Limited | India | 51.14% | 51.17% |
| Mahindra Holidays & Resorts India Limited | India | 66.87% | 66.90% |
| Mahindra Hotels & Residences India Limited | India | 66.87% | 66.90% |
| Gables Promoters Private Limited | India | 66.87% | 66.90% |
| Heritage Bird (M) Sdn Bhd | Malaysia | 66.87% | 66.90% |
| Infinity Hospitality Group Company Limited | Thailand | 49.48% | 49.49% |
| MH Boutique Hospitality Limited @ | Thailand | 32.77% | 32.78% |
| MHR Holdings (Mauritius) Limited | Mauritius | 66.87% | 66.90% |
| Covington S.a.r.l | Luxembourg | 66.87% | 66.90% |
| Holiday Club Resorts Oy | Finland | 66.87% | 66.90% |
| Kiinteistö Oy Rauhan Liikekiinteistöt 1 | Finland | 66.87% | 66.90% |
| Ownership Services Sweden Ab | Sweden | 66.87% | 66.90% |
| Are Villa 3 Ab | Sweden | 66.87% | 66.90% |
| Holiday Club Sweden Ab Åre | Sweden | 66.87% | 66.90% |
| Holiday Club Sport and Spa Hotels AB | Sweden | 66.87% | 66.90% |

**42. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (Continued)**

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of effective ownership interest* As at 31st March, 2025 | 2024 |
|---|---|---|---|
| Holiday Club Resorts Rus LLC (upto 10th October, 2024) | Russia | – | 66.90% |
| Holiday Club Canarias Investments S.L. | Spain | 66.87% | 66.90% |
| Holiday Club Canarias Sales & Marketing S.L. | Spain | 66.87% | 66.90% |
| Holiday Club Canarias Resort Management S.L. | Spain | 66.87% | 66.90% |
| Holiday Club Canarias Vacation Club SLU | Spain | 66.87% | 66.90% |
| Arabian Dreams Hotels Apartments LLC @ | U.A.E | 32.77% | 32.78% |
| Mahindra Holidays & Resorts India Limited Employee Stock Option Trust | India | 66.87% | 66.90% |
| Mahindra Holidays & Resorts Harihareshwar Limited | India | 66.87% | 66.90% |
| Guestline Hospitality Management and Development Service Limited | India | 66.51% | 66.22% |
| Mahindra Logistics Limited | India | 57.97% | 58.04% |
| Lords Freight (India) Private Limited | India | 57.42% | 57.49% |
| 2 x 2 Logistics Private Limited | India | 31.88% | 31.92% |
| MLL Express Services Private Limited | India | 57.97% | 58.04% |
| MLL Mobility Private Limited | India | 57.97% | 58.04% |
| V-Link Freight Services Private Limited | India | 57.97% | 58.04% |
| MLL Global Logistics Limited (upto 4th March, 2025) | U.K. | – | 58.04% |
| ZipZap Logistics Private Limited | India | 37.16% | 34.82% |
| Mahindra Two Wheelers Europe Holdings S.a.r.l. | Luxembourg | 100.00% | 100.00% |
| Bristlecone Worldwide, Inc | U.S.A. | 95.08% | 96.40% |
| Bristlecone Consulting Limited | Canada | 95.08% | 96.40% |
| Bristlecone (Malaysia) Sdn. Bhd. | Malaysia | 95.08% | 96.40% |
| Bristlecone International AG | Switzerland | 95.08% | 96.40% |
| Bristlecone UK Limited | U.K. | 95.08% | 96.40% |
| Bristlecone Inc. | U.S.A. | 95.08% | 96.40% |
| Bristlecone Middle East DMCC | U.A.E. | 95.08% | 96.40% |
| Bristlecone India Limited | India | 95.08% | 96.40% |
| Bristlecone GmbH | Germany | 95.08% | 96.40% |
| Bristlecone (Singapore) Pte. Limited | Singapore | 95.08% | 96.40% |
| Bristlecone Internacional Costa Rica Limited | U.S.A. | 95.08% | 96.40% |
| Marvel Solren Private Limited | India | 100.00% | 100.00% |
| Mahindra Accelo Limited | India | 100.00% | 100.00% |
| Mahindra Steel Service Centre Limited | India | 61.00% | 61.00% |
| Mahindra Electrical Steel Private Limited | India | 100.00% | 100.00% |
| Mahindra Auto Steel Private Limited | India | 75.50% | 75.50% |

**42. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (Continued)**

| Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of effective ownership interest* As at 31st March, 2025 | 2024 |
|---|---|---|---|
| Mahindra MiddleEast Electrical Steel Service Centre (FZC) | U.A.E. | **90.00%** | 90.00% |
| Mahindra MSTC Recycling Private Limited | India | **50.00%** | 50.00% |
| PT Mahindra Accelo Steel Indonesia | Indonesia | **99.98%** | 99.98% |
| Mahindra Defence Systems Limited | India | **100.00%** | 100.00% |
| Mahindra Emirates Vehicle Armouring FZ-LLC | U.A.E. | **88.00%** | 88.00% |
| Mahindra Armored Vehicles Jordan, LLC | Jordan | **88.00%** | 88.00% |
| Mahindra Telephonics Integrated Systems Limited | India | **100.00%** | 100.00% |
| Mahindra Aerospace Private Limited | India | **100.00%** | 100.00% |
| Mahindra Aerostructures Private Limited | India | **100.00%** | 100.00% |
| Mahindra Aerospace Australia Pty Ltd (upto 9th July, 2024) | Australia | **–** | 100.00% |
| Mahindra Airways Limited | India | **100.00%** | 100.00% |
| Mahindra Automotive Mauritius Limited | Mauritius | **100.00%** | 100.00% |
| Mahindra Holdings Limited | India | **100.00%** | 100.00% |
| Mahindra Overseas Investment Company (Mauritius) Limited | Mauritius | **100.00%** | 100.00% |
| Mahindra Integrated Business Solutions Private Limited | India | **100.00%** | 100.00% |
| Mahindra eMarket Limited | India | **83.47%** | 83.47% |
| Mahindra Construction Company Limited | India | **65.19%** | 65.21% |
| Officemartindia.com Limited | India | **50.00%** | 50.00% |
| Mahindra & Mahindra Contech Limited @ | India | **46.66%** | 46.66% |
| Mahindra Sustainable Energy Private Limited | India | **100.00%** | 100.00% |
| New Democratic Electoral Trust @ | India | **33.35%** | 33.36% |
| Sunrise Initiatives Trust | India | **100.00%** | 100.00% |
| Mumbai Mantra Media Limited | India | **100.00%** | 100.00% |
| Mahindra & Mahindra Benefit Trust | India | **100.00%** | 100.00% |
| Mahindra & Mahindra ESOP Trust | India | **100.00%** | 100.00% |

* excluding shares issued to ESOP Trusts of the respective entities / their holding companies but not allotted to employees.

@ entities have been treated as subsidiaries even though the Group holds less than half of the voting power in these entities as it has unilateral control over the investees due to other factors that give power like control over composition of board, management control etc.

$ In addition to JPY750 million Common Stock (which represents 33.33% of the Common stock), the Company owns the entire JPY2250 million "Class A" shares (shares with no voting rights); "Class A" shares have rights over dividend and liquidation on an equal basis with Common Stock.

# Entity has been merged with Mahindra & Mahindra Limited

## Entity has been merged with Mahindra Automotive North America Inc.

### Entity has been merged with Mahindra First Choice Wheels Limited

$$ Voting power in the company is different from the ownership interests.

** 200 shares are held by investors.



**42. Disclosure of interest in Subsidiaries and interest of Non Controlling Interest (Continued)**

**(b) Details of Non-Wholly Owned Subsidiaries that have material Non Controlling Interest**

*Rupees crores*

| Sr. No. | Name of the Subsidiary | Place of Incorporation and Place of Operation | Proportion of Ownership Interest and voting rights held by non controlling interests 2025 | 2024 | Profit/(Loss) allocated to non controlling interest 2025 | 2024 | Accumulated non Controlling Interest 2025 | 2024 |
|---|---|---|---|---|---|---|---|---|
| 1 | Mahindra & Mahindra Financial Services Limited | India | **47.82%** | 47.80% | **1,080.40** | 933.93 | **10,372.27** | 9,634.58 |
| 2 | Individually Immaterial Non Controlling Interest | | | | **63.67** | 67.25 | **1,686.87** | 1,684.21 |
| | **Total** | | | | **1,144.07** | 1,001.18 | **12,059.14** | 11,318.79 |

Mahindra & Mahindra Financial Services Limited's Principal Activity - Financing and leasing of automobiles, tractors, commercial vehicles, SMEs and housing finance.

**(c) Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts based on their consolidated financial statements.**

*Rupees crores*

| Particulars | Mahindra & Mahindra Financial Services Limited-Consolidated 2025 | 2024 |
|---|---|---|
| Current Assets | **56,858.78** | 45,997.51 |
| Non-Current Assets | **87,246.50** | 77,718.28 |
| Current Liabilities | **44,755.37** | 37,100.82 |
| Non-Current Liabilities | **77,776.92** | 66,640.11 |
| Equity Interest Attributable to the owners | **21,529.45** | 19,933.25 |
| Non Controlling Interest | **43.52** | 41.61 |
| Total income | **18,530.46** | 15,970.32 |
| Expenses | **16,334.82** | 14,083.38 |
| Share of profit of associates and joint ventures, (net) | **65.23** | 56.11 |
| Profit/(Loss) for the year | **2,260.87** | 1,943.05 |
| Profit/(Loss) attributable to the owners of the company | **2,261.87** | 1,932.69 |
| Profit/(Loss) attributable to the Non-Controlling Interest | **(1.00)** | 10.36 |
| Opening Cash & Cash Equivalents | **903.54** | 586.53 |
| Closing Cash & Cash Equivalents | **1,827.85** | 903.54 |
| Net Cash inflow/(outflow) | **924.31** | 317.01 |
| Dividends paid to non controlling interest | **371.80** | 354.32 |

**43. Investment in Joint Arrangements and Associates**

**Interests in Joint Ventures:**

The Group's interests in jointly controlled entities of the Group are :

| Name of the Entity | Place of Incorporation and Place of Operation | Proportion of ownership interest*$ As at 31st March, 2025 | 2024 |
|---|---|---|---|
| Mahindra Ideal Lanka (Private) Limited | **India** | **35.00%** | 35.00% |
| Carnot Technologies Private Limited # | **India** | **73.00%** | 73.00% |
| Sampo Algeria SpA | **Algeria** | **38.00%** | 38.00% |
| Mahindra Top Greenhouses Private Limited # | **India** | **60.00%** | 60.00% |
| Mahindra Summit Agriscience Limited # | **India** | **60.00%** | 60.00% |
| Mahindra Manulife Investment Management Private Limited # | **India** | **51.00%** | 51.00% |
| Mahindra Manulife Trustee Private Limited # | **India** | **51.00%** | 51.00% |
| Mahindra World City (Jaipur) Limited # | **India** | **74.00%** | 74.00% |
| Mahindra World City Developers Limited # | **India** | **89.00%** | 89.00% |
| Mahindra Industrial Park Chennai Limited # | **India** | **60.00%** | 60.00% |
| Mahindra Homes Private Limited # | **India** | **74.35%** | 73.67% |
| Mahindra Inframan Water Utilities Private Limited | **India** | **50.00%** | 50.00% |
| Mahindra Industrial Park Private Limited ** | **India** | **100.00%** | 100.00% |
| Mahindra Happinest Developers Limited # | **India** | **51.00%** | 51.00% |
| Tropiikin Rantasauna Oy | **Finland** | **50.00%** | 50.00% |
| Classic Legends Private Limited # | **India** | **60.00%** | 60.00% |
| Mahindra-BT Investment Company (Mauritius) Limited # | **Mauritius** | **57.00%** | 57.00% |
| Mahindra Susten Private Limited # | **India** | **60.01%** | 60.01% |
| Mahindra Teqo Private Limited # | **India** | **80.00%** | 80.00% |
| Smartshift Logistics Solutions Private Limited | **India** | **25.93%** | 26.21% |
| New Delhi Centre for Sight Limited (upto 20th June, 2024) | **India** | **–** | 30.83% |
| Aquasail Distribution Company Private Limited | **India** | **17.65%** | 17.65% |
| Seino MLL Logistics Private Limited (w.e.f 23rd October, 2024) | **India** | **50.00%** | – |

* excluding shares issued to ESOP Trusts of the respective entities / their holding companies but not allotted to employees.

\# Entities have been treated as Joint Ventures even though the Group holds more than half of the voting power in these entities as it does not have unilateral control over the investee, primarily due to existence of agreements that give substantive rights to other investors.

$ Proportion of ownership interest held by the Company or any of its subsidiary directly

** As per agreement with other shareholders, the economic interest of Mahindra Lifespace Developers Limited (MLDL) is 50%.



**43. Investment in Joint Arrangements and Associates (Continued)**

**Interests in Associates:**

The Group's interests in associates are:

| Name of the Entity | Place of Incorporation and Place of Operation | Proportion of ownership interest*$ As at 31st March, 2025 | 2024 |
|---|---|---|---|
| Tech Mahindra Limited | **India** | **28.06%** | 28.13% |
| PF Holdings B.V. | **Netherlands** | **40.00%** | 40.00% |
| Shiga Mitsubishi Agricultural Machinery Sales Co., Ltd. | **Japan** | **22.40%** | 22.40% |
| Kagawa Mitsubishi Agricultural Machinery Sales Co., Ltd. | **Japan** | **33.33%** | 33.33% |
| Okanetsu Industry Co., Ltd. | **Japan** | **33.77%** | 33.77% |
| Kitaiwate Ryono Co., Ltd. | **Japan** | **25.00%** | 25.00% |
| Aizu Ryono Co., Ltd. (under liquidation) | **Japan** | **21.25%** | 21.25% |
| Joban Ryono Co., Ltd. | **Japan** | **20.00%** | 20.00% |
| Fukuryo Kiki Hanbai Co., Ltd. | **Japan** | **20.00%** | 20.00% |
| Ibaraki Ryono Co., Ltd. | **Japan** | **21.64%** | 21.64% |
| Kotobuki Noki Co, Ltd. | **Japan** | **33.33%** | 33.33% |
| Honda Seisakusyo, Inc. | **Japan** | **25.00%** | 25.00% |
| Yamaichi Honten Co., Ltd. | **Japan** | **42.85%** | 42.85% |
| Kumsan Dokum Mazelmeri A.S. | **Turkey** | **25.10%** | 25.10% |
| Mahindra Finance USA, LLC | **U.S.A.** | **49.00%** | 49.00% |
| CIE Automotive S.A. # | **Spain** | **8.01%** | 8.01% |
| Mahindra Knowledge Park (Mohali) Limited | **India** | **46.15%** | 46.15% |
| Ample Parks And Logistics Private Limited | **India** | **26.00%** | 26.00% |
| Ample Parks Project 1 Private Limited | **India** | **33.00%** | 33.00% |
| Ample Parks Project 2 Private Limited | **India** | **33.00%** | 33.00% |
| Ample Parks MMR Private Limited (formerly known as AMIP Project 1 Private Limited) (w.e.f 7th November, 2024) | **India** | **26.00%** | – |
| Kiinteistö Oy Seniori-Saimaa | **Finland** | **31.15%** | 31.15% |
| Great Rocksport Private Limited | **India** | **23.42%** | 23.42% |
| Renew Sunlight Energy Private Limited | **India** | **37.21%** | 37.21% |
| Sustainable Energy Infra Investment Managers Private Limited | **India** | **40.00%** | 40.00% |
| Green Energy Infra Project Managers Private Limited | **India** | **40.00%** | 40.00% |
| Brainbees Solutions Limited # | **India** | **10.49%** | 12.42% |
| PSL Media & Communications Limited | **India** | **40.00%** | 40.00% |
| The East India Company Group Limited BVI # | **U.K.** | **18.62%** | 18.62% |
| Blue Planet Integrated Waste Solutions Limited | **India** | **20.00%** | 20.00% |

The financial statements of the Associates are drawn upto 31st March, 2025 other than for CIE Automotive S.A. & The East India Company Group Limited BVI where it is upto 31st December, 2024.

* excluding shares issued to ESOP Trusts of the respective entities / their holding companies but not allotted to employees

\# Entities have been treated as Associate even though the Group holds less than 20% of the voting power in these entities as it has influence over the entity due to the board representation.

$ Proportion of ownership interest held by the Company or any of its subsidiary directly

All of the above associates/Joint ventures are accounted for using the equity method in consolidated financial statements.

**43. Investment in Joint Arrangements and Associates (Continued)**

Summarised financial information in respect of the Group's material associate is set out below:

*Rupees crores*

| Particulars | Tech Mahindra Limited - Consolidated | |
|---|---|---|
| | **2025** | 2024 |
| Current assets | | |
| Cash and cash equivalents | **4,318.50** | 4,347.10 |
| Other assets | **19,360.70** | 19,078.20 |
| Total current assets | **23,679.20** | 23,425.30 |
| Total Non-current assets | **20,815.30** | 19,998.30 |
| | | |
| Current liabilities | | |
| Financial liabilities | **7,573.30** | 7,942.90 |
| Other Liabilities | **6,331.10** | 5,904.10 |
| Total current liabilities | **13,904.40** | 13,847.00 |
| Total Non-current liabilities | **2,798.40** | 2,429.80 |
| Non-controlling interest | **430.20** | 477.40 |
| | | |
| Revenue from Operations | **52,988.30** | 51,995.46 |
| Interest Income | **196.60** | 154.00 |
| Depreciation and amortisation | **1,852.90** | 1,817.10 |
| Impairment of Goodwill and non-current assets | **27.30** | 458.20 |
| Interest Cost | **321.70** | 392.20 |
| Income tax expense | **1,400.20** | 827.60 |
| Profit /(Loss) for the year | **4,253.00** | 2,396.77 |
| Other Comprehensive Income/(Loss) for the year | **246.10** | 156.90 |
| Total Other Comprehensive Income for the year | **4,499.10** | 2,553.67 |

Tech Mahindra Limited's Principal Activity - Information Technology (IT) and IT Enabled Services

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

*Rupees crores*

| Particulars | Tech Mahindra Limited - Consolidated | |
|---|---|---|
| | **2025** | 2024 |
| Closing Net assets | **27,361.50** | 26,669.37 |
| Group's share in % | **28.06%** | 28.13% |
| Group share (Rs) | **7,677.64** | 7,502.09 |
| Goodwill | **539.64** | 540.02 |
| Carrying amount | **8,217.28** | 8,042.11 |
| Market Value | **35,203.91** | 30,980.44 |



**44. Related party disclosures**

**(a) Names of related parties where transactions have taken place during the year:**

**(i) Associates:**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 1 | CIE Automotive India Limited | 44 | Green Energy Infra Project Managers Private Limited |
| 2 | Tech Mahindra ICT Services (Malaysia) Sdn. Bhd | 45 | Golde Pune Automotive India, Private Limited |
| 3 | Tech Mahindra (Beijing) IT Services Limited | 46 | Mahindra Finance USA LLC |
| 4 | Tech Mahindra Mexico Cloud Services, S.De R.L. De C.V | 47 | Tech Mahindra Credit Solutions Inc |
| 5 | Tech Mahindra (Nigeria) Limited | 48 | Tech Mahindra Digital Pty Ltd |
| 6 | Tech Mahindra Limited | 49 | Tech Mahindra Technology Services LLC |
| 7 | Tech Mahindra (Nanjing) Co. Limited | 50 | Mahindra Educational Institutions |
| 8 | Tech Mahindra Vietnam Company Limited | 51 | Tech-Mahindra S.A |
| 9 | Satyam Venture Engineering Services Private Limited | 52 | Tech-Mahindra Panama, S.A. |
| 10 | Tech Mahindra Chile Spa | 53 | Tech Mahindra (Americas) Inc. |
| 11 | Tech Mahindra France | 54 | Tech Mahindra Technologies Inc. |
| 12 | Tech Mahindra Holdco Pty Limited | 55 | Tech Mahindra Sweden Ab |
| 13 | Tech Mahindra South Africa (Pty) Limited | 56 | Tech Mahindra (Singapore) Pte Limited |
| 14 | Tech Mahindra Servicos De Informatica S.A | 57 | Tech-Mahindra Guatemala S.A |
| 15 | Tech Mahindra Servicos Ltda | 58 | Tech Mahindra (Switzerland) SA |
| 16 | Tech Mahindra (Shanghai) Co. Limited | 59 | Tech Mahindra (Thailand) Limited |
| 17 | Tech Mahindra Cerium Private Limited | 60 | Tech-Mahindra Ecuador S.A |
| 18 | Tech Mahindra Cerium Systems Sdn. Bhd. | 61 | Tech Mahindra Arabia Limited |
| 19 | Renew Sunlight Energy Private Limited | 62 | Tech Mahindra Bahrain Ltd W.L.L |
| 20 | Tech Mahindra Costa Rica Sociedad Anonima | 63 | Tech Mahindra Cerium Systems Inc |
| 21 | Tech Mahindra Colombia S.A.S | 64 | Tech Mahindra Communications Japan Co., Limited |
| 22 | Tech Mahindra Egypt Technologies Tech | 65 | Tech Mahindra Consulting Group Inc. |
| 23 | PSL Media & Communications Limited | 66 | Tech Mahindra De Mexico S.De R.L.De C.V |
| 24 | Mahindra University | 67 | Tech Mahindra Defence Technologies Limited |
| 25 | PF Holdings B.V. | 68 | Tech Mahindra Fintech Holdings Limited |
| 26 | Brainbees Solutions Limited | 69 | Tech Mahindra Gmbh |
| 27 | CIE Automotive S.A. | 70 | Tech Mahindra It Services NL B.V. |
| 28 | Pininfarina S.P.A. | 71 | Tech Mahindra Limited SPC |
| 29 | Pininfarina Deutschland Gmbh | 72 | Tech Mahindra LLC |
| 30 | Golde Wuhan Co., Limited | 73 | Tech Mahindra London Limited |
| 31 | Mahindra Knowledge Park Mohali Limited | 74 | Tech Mahindra Luxembourg S.A R.L. |
| 32 | Kiinteistö Oy Seniori-Saimaa | 75 | Tech Mahindra Network Services International Inc., |
| 33 | Shiga Mitsubishi Agricultural Machinery Sales Co., Ltd. | 76 | Tech Mahindra Norway AS |
| 34 | Okanetsu Industry Co., Ltd | 77 | Tech Mahindra Global Chess Leauge Ag |
| 35 | Kitaiwate Ryono Co., Ltd. | 78 | Tech Mahindra Spain S.L. |
| 36 | Aizu Ryono Co., Ltd. (under liquidation) | 79 | Tech-Mahindra De Peru S.A.C. |
| 37 | Joban Ryono Co., Ltd. | 80 | Tech-Mahindra Bolivia S.R.L. |
| 38 | Fukuryo Kiki Hanbai Co., Ltd. | 81 | Kumsan Dokum Mazelmeri A.S. |
| 39 | Honda Seisakusyo, Inc. | 82 | Great Rocksport Private Limited |
| 40 | Ibaraki Ryono Co., Ltd. | 83 | Ample Parks Project 1 Private Limited |
| 41 | Yamaichi Honten Co., Ltd. | 84 | Ample Parks And Logistics Private Limited |
| 42 | Kagawa Mitsubishi Agricultural Machinery Sales Co., Ltd. | 85 | Ample Parks Project 2 Private Limited |
| 43 | Sustainable Energy Infra Investment Managers Private Limited | 86 | Ample Parks MMR Private Limited (formerly known as AMIP Project 1 Private Limited) (w.e.f 7th November, 2024) |

**44. Related party disclosures (Continued)**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 87 | Aurangabad Electricals, Limited | 90 | CIE Hosur, Limited |
| 88 | PT Tech Mahindra Indonesia | 91 | Tech Mahindra Foundation |
| 89 | Blue Planet Integrated Waste Solutions Limited | | |

**(ii) Joint Ventures:**

| S. No. | Name of the entity | S. No. | Name of the entity |
|---|---|---|---|
| 1 | Mahindra Industrial Park Chennai Limited | 18 | Sampo Algeria SpA |
| 2 | Mahindra Homes Private Limited | 19 | Illuminate Hybren Private Limited |
| 3 | Mahindra World City (Jaipur) Limited | 20 | Hazel Hybren Private Limited |
| 4 | Classic Legends Private Limited | 21 | Gelos Solren Private Limited |
| 5 | Mahindra Manulife Investment Management Private Limited | 22 | Layer Hybren Private Limited |
| 6 | Mahindra Summit Agriscience Limited | 23 | Jade Hybren Private Limited |
| 7 | Mahindra Manulife Trustee Private Limited | 24 | Kyros Hybren Private Limited |
| 8 | Mahindra Susten Private Limited | 25 | Martial Solren Private Limited |
| 9 | Mahindra Top Greenhouses Private Limited | 26 | Migos Hybren Private Limited |
| 10 | Carnot Technologies Private Limited | 27 | Furies Solren Private Limited |
| 11 | Mahindra Industrial Park Private Limited | 28 | Neon Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 12 | Mahindra World City Developers Limited | 29 | Orion Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 13 | Mahindra Inframan Water Utilities Private Limited | 30 | Pulse Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 14 | Mahindra Happinest Developers Limited | 31 | Quest Hybren Private Limited (w.e.f. 3rd May, 2024) |
| 15 | Tropiikin Rantasauna Oy | 32 | Mahindra Teqo Private Limited |
| 16 | Mahindra Ideal Lanka (Private) Limited | 33 | Seino MLL Logistics Private Limited (w.e.f 23rd October, 2024) |
| 17 | Smartshift Logistics Solutions Private Limited | 34 | Mahindra-BT Investment Company (Mauritius) Limited |

**(iii) Key Management Personnel (KMP):**

| S. No. | Name of KMP | Designation |
|---|---|---|
| 1 | Mr. Anand G. Mahindra | Chairman |
| 2 | Dr. Anish Shah | Group CEO and Managing Director |
| 3 | Mr. Rajesh Jejurikar | Executive Director and CEO (Auto and Farm Sector) |
| 4 | Dr. Vishakha N. Desai (upto 30th April, 2024) | Independent Director |
| 5 | Mr. Vikram Singh Mehta (upto 7th August, 2024) | Independent Director |
| 6 | Mr. T. N. Manoharan | Independent Director |
| 7 | Mr. Haigreve Khaitan (upto 7th August, 2024) | Independent Director |
| 8 | Ms. Shikha Sharma | Independent Director |
| 9 | Ms. Nisaba Godrej | Independent Director |
| 10 | Mr. Muthiah Murugappan | Independent Director |
| 11 | Ms. Padmasree Warrior (w.e.f 17th May, 2024) | Independent Director |
| 12 | Mr. Ranjan Pant (w.e.f 17th May, 2024) | Non-Executive and Non-Independent Director |
| 13 | Mr. Sat Pal Bhanoo (w.e.f 17th May, 2024) | Nominee Director |

**(iv) Close member of KMP and entities controlled/jointly controlled by KMP:**

| S. No. | Close member of KMP | S. No. | Close member of KMP |
|---|---|---|---|
| 1 | Ms. Anuradha Mahindra | 6 | Ms. Snehal Shah |
| 2 | Ms. Radhika Nath | 7 | Mr. Niraj Shah |
| 3 | Dr. T. N. Gajendran | 8 | Mr. Vivek Shah |
| 4 | Ms. Vasundhara Modi (upto 7th August, 2024) | 9 | Mr. Murugappan Muthiah Murugappan |
| 5 | Ms. Veena Jejurikar | | |



**44. Related party disclosures (Continued)**

| S. No. | Entities controlled/jointly controlled by KMP |
|---|---|
| 1 | The Indian & Eastern Engineer Company Private Limited |
| 2 | Araku Originals Private Limited |
| 3 | Point RP Consulting Private Limited (OPC) |
| 4 | Goolestan Investments Private Limited |
| 5 | Gotham Park Projects LLP |
| 6 | Naandi Community Water Services Private Limited |

**(v) Entity belonging to Promoter/Promoter Group holding 10% or more in the company:**

| S. No. | Name of the Company |
|---|---|
| 1 | Prudential Management & Services Private Limited |

**(vi) Welfare Funds/Post-employment benefit plans:**

| S. No. | Name of the Funds | S. No. | Name of the Funds |
|---|---|---|---|
| 1 | M&M Employees' Welfare Fund No. 1 | 5 | Mahindra & Mahindra Limited Staff Provident Fund |
| 2 | M&M Employees' Welfare Fund No. 2 | 6 | Mahindra & Mahindra Limited Superannuation Scheme |
| 3 | M&M Employees' Welfare Fund No. 3 | 7 | Mahindra & Mahindra Limited Staff & Workmen's Superannuation Scheme |
| 4 | Mahindra World School Education Trust | | |

**(b) The related party transactions are as under:**

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds/Post-employment benefit plans |
|---|---|---|---|---|---|---|---|---|
| 1. | Purchases: | | | | | | | |
| | Goods | **2025** | **2,346.64** | **7.61** | **–** | **–** | **–** | **–** |
| | | 2024 | 2,611.32 | 3.44 | – | – | – | – |
| | Services | **2025** | **363.06** | **18.32** | **–** | **–** | **–** | **–** |
| | | 2024 | 111.85 | 22.71 | – | – | – | – |
| | Property, plant & equipment and Intangible assets | **2025** | **0.74** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 14.80 | 9.40 | – | – | – | – |
| 2. | Sales: | | | | | | | |
| | Goods | **2025** | **165.37** | **607.07** | – | **–** | – | – |
| | | 2024 | 248.55 | 806.10 | – | – | – | – |
| | Services | **2025** | **124.77** | **40.35** | **0.17** | **–** | **–** | **–** |
| | | 2024 | 68.83 | 79.10 | – | – | – | – |
| | Property, plant and equipment | **2025** | **0.01** | **0.21** | **–** | **–** | **–** | **–** |
| | | 2024 | – | – | – | – | – | – |

**44. Related party disclosures (Continued)**

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds/Post-employment benefit plans |
|---|---|---|---|---|---|---|---|---|
| 3. | Investments: | | | | | | | |
| | Purchased/subscribed/ conversion/ bonus | **2025** | **15.61** | **228.00** | **–** | **–** | **–** | **–** |
| | | 2024 | 4.37 | 256.04 | – | – | 0.03 | – |
| | Proceeds from liquidation / sale of shares | **2025** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 28.85 | – | – | – | – | – |
| | Proceeds from capital reduction/buyback of shares | **2025** | **–** | **59.71** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 27.35 | – | – | – | – |
| 4. | Deputation of personnel: | | | | | | | |
| | From parties | **2025** | **–** | **0.79** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 0.86 | – | – | – | – |
| | To parties | **2025** | **0.90** | **0.03** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 0.51 | – | – | – | – |
| 5. | Managerial remuneration | **2025** | **–** | **–** | **37.02** | **–** | **–** | **–** |
| | | 2024 | – | – | 32.98 | – | – | – |
| 6. | Stock options | **2025** | **–** | **–** | **54.08** | **–** | **–** | **–** |
| | | 2024 | – | – | 15.49 | – | – | – |
| 7. | Commission and other benefits to non-executive/independent directors (including nominee directors) ** | **2025** | **–** | **–** | **7.25** | **–** | **–** | **–** |
| | | 2024 | – | – | 4.42 | – | – | – |
| 8. | Others (sitting fees) # | **2025** | **–** | **–** | **0.12** | **–** | **–** | **–** |
| | | 2024 | – | – | 0.15 | – | – | – |
| 9. | Finance: | | | | | | | |
| | Inter corporate deposits/loan given | **2025** | **10.03** | **149.01** | **–** | **–** | **–** | **–** |
| | | 2024 | 0.01 | 261.07 | – | – | – | – |
| | Inter corporate deposits/loan refunded by parties | **2025** | **–** | **152.00** | **–** | **–** | **–** | **1.50** |
| | | 2024 | 0.81 | 776.55 | 0.38 | – | – | 3.00 |
| | (Reversal) of expected credit loss on inter corporate deposit... | **2025** | **–** | **–** | **–** | **–** | **–** | **(1.50)** |
| | | 2024 | – | – | – | – | – | (3.00) |



**44. Related party disclosures (Continued)**

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds/Post-employment benefit plans |
|---|---|---|---|---|---|---|---|---|
| | Inter corporate deposits/loan taken | **2025** | **0.21** | **–** | **–** | **2.35** | **–** | **–** |
| | | 2024 | 0.65 | 1.37 | – | 0.20 | – | – |
| | Inter corporate deposits/loan refunded to parties | **2025** | **0.21** | **–** | **–** | **2.29** | **–** | **–** |
| | | 2024 | 200.00 | 23.92 | – | 0.20 | – | – |
| | Debenture redeemed by related parties | **2025** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 15.56 | – | – | – | – |
| | Debenture redeemed to related parties | **2025** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 13.95 | – | – | – | – |
| | Debenture/preference shares issued by parties | **2025** | **42.46** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 6.42 | – | – | – | – | – |
| | Invoice Discounting | **2025** | **2,932.96** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 3,847.62 | – | – | – | – | – |
| | Interest income | **2025** | **0.44** | **29.55** | **–** | **–** | **–** | **–** |
| | | 2024 | * | 53.38 | – | – | – | – |
| | Interest expense | **2025** | **0.07** | **4.09** | **–** | **0.11** | **–** | **–** |
| | | 2024 | 2.49 | 4.89 | – | 0.17 | – | – |
| | Dividend received | **2025** | **1,146.75** | **217.90** | **–** | **–** | **–** | **–** |
| | | 2024 | 1,167.01 | 33.30 | – | – | – | – |
| | Dividend distributed | **2025** | **–** | **–** | **3.50** | **1.68** | **278.99** | **2.70** |
| | | 2024 | – | – | 2.80 | 1.22 | 229.97 | 2.08 |
| 10. | Other Transactions: | | | | | | | |
| | Other income | **2025** | **12.67** | **15.32** | **–** | **0.91** | **0.04** | **–** |
| | | 2024 | 4.31 | 30.49 | – | 0.56 | 0.06 | – |
| | Other expenses | **2025** | **659.38** | **0.01** | **0.62** | **0.57** | **–** | **317.76** |
| | | 2024 | 778.02 | 0.01 | – | 0.38 | – | 304.19 |
| | Reimbursements received from parties | **2025** | **17.96** | **27.76** | **–** | **0.02** | **–** | **–** |
| | | 2024 | 15.61 | 28.45 | – | 0.02 | * | 9.83 |

## 44. Related party disclosures (Continued)

*Rupees crores*

| S. No. | Nature of Transactions | For the Year Ended 31st March | Associates/ Associates of Subsidiaries/ Subsidiaries of Associate | Joint Ventures/ Joint Ventures of Subsidiaries | KMP | Close members of KMP and Entities controlled/ jointly controlled by KMP | Entity belonging to Promoter/ Promoter Group holding 10% or more in the Company | Welfare Funds/Post-employment benefit plans |
|---|---|---|---|---|---|---|---|---|
| | Reimbursements made to parties | **2025** | **0.32** | **5.03** | **–** | **–** | **–** | **1.41** |
| | | 2024 | 0.13 | 5.48 | – | – | – | 0.76 |
| | Purchase of assets/business under assets/business transfer agreement | **2025** | **–** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 74.11 | – | – | – | – |
| 11. | Outstandings: | | | | | | | |
| | Trade and other payable | **2025** | **677.53** | **6.79** | **0.32** | ***** | **–** | **–** |
| | | 2024 | 323.32 | 2.51 | * | 0.03 | – | – |
| | Trade and other receivables | **2025** | **147.44** | **139.09** | **–** | **–** | **–** | **–** |
| | | 2024 | 122.06 | 109.29 | 0.01 | – | – | – |
| | Debentures/preference shares issued by parties | **2025** | **42.46** | **206.11** | **–** | **–** | **–** | **–** |
| | | 2024 | 6.42 | 206.11 | – | – | – | – |
| | Debentures issued to parties | **2025** | **–** | **47.00** | **–** | **–** | **–** | **–** |
| | | 2024 | – | 47.00 | – | – | – | – |
| | Inter corporate deposits given | **2025** | **10.04** | **224.10** | **–** | **–** | **–** | **1.50** |
| | | 2024 | 0.01 | 227.09 | – | – | – | 3.00 |
| | Inter corporate deposits /loan taken | **2025** | **0.86** | **–** | **–** | **0.61** | **–** | **–** |
| | | 2024 | 0.86 | – | – | 2.59 | – | – |
| | Security deposit paid | **2025** | **0.29** | **0.08** | **–** | **–** | **–** | **–** |
| | | 2024 | 0.28 | 0.08 | – | – | – | – |
| | Guarantees given | **2025** | **572.29** | **–** | **–** | **–** | **–** | **–** |
| | | 2024 | 557.34 | – | – | – | – | – |

* denotes amounts less than Rs.50,000.

** includes sitting fees and commission paid/payable to Khaitan & Co., in which Mr. Haigreve Khaitan is a partner.

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

Note: Transactions with related parties are at arm's length.



## 45. Segment information

### Operating Segments

The Company is both an operating company, primarily having operations in the Automotive and Farm Equipment segments and a holding company with a portfolio of investments in subsidiaries, associates and joint ventures that operate in segments, like Financial Services, IT services, Real Estate, Hospitality, Logistics, Defence, Renewables, etc. The operational revenue and results of these investments get reflected in the consolidated results of the Company.

As part of the group strategy and vision, the Company is focused on operational efficiencies and synergies and driving value creation through partnerships, mergers and acquisitions in order to generate periodic returns from these portfolio of investments/businesses. The CODM (Chief Operating Decision Maker) of the Company therefore manages investments/businesses, allocates capital and measures performance under three key verticals, namely Automotive, Farm Equipment and Services.

Pursuant to this, the Group has reported four segments, namely Automotive, Farm Equipment, Financial Services and Industrial Businesses and Consumer Services. Financial Services is part of the Services vertical but reported separately as it meets the required quantitative threshold for separate reporting. Industrial Businesses and Consumer Services segment comprises all other segments that individually do not meet the threshold for separate reporting. Further, the share of profit or loss and investments in associates and joint ventures are reported in their respective segments. Description of the each of the reportable segments is as under:

(a) *Automotive:* This segment comprises of sale of automobiles, two wheelers, spares, construction equipments and related services.

(b) *Farm Equipment:* This segment comprises of sale of tractors, implements, spares, powerol and related services.

(c) *Financial Services:* This segment comprises of offering financial products ranging from retail and other loans, SME finance, housing finance, mutual funds and life and non-life insurance broking services.

(d) *Industrial Businesses and Consumer Services segment* comprises of all other segments like IT services, Real Estate, Hospitality, Logistics, Steel trading and processing, Renewables, After-market, Defence, Agri, etc. that individually do not meet the reporting thresholds.

The measurement of each segment's revenues, expenses, assets and liabilities is consistent with the accounting policies that are used in preparation of the consolidated financial statements. Segment result represents the profit before interest and tax without allocation of corporate income and expenses.

Information regarding the Group's reportable segments is presented below:

*Rupees crores*

| Particulars | Automotive | Farm Equipment | Services | | Total | Eliminations | Consolidated Total |
|---|---|---|---|---|---|---|---|
| | | | Financial Services | Industrial Businesses and Consumer Services | | | |
| **Revenue** | | | | | | | |
| External Revenue | **90,424.08** | **35,315.81** | **18,295.83** | **15,175.10** | **1,59,210.82** | **–** | **1,59,210.82** |
| | 75,488.31 | 33,398.87 | 15,652.02 | 14,539.07 | 1,39,078.27 | – | 1,39,078.27 |
| Inter segment revenue | **400.50** | **59.49** | **–** | **3,796.33** | **4,256.32** | **(4,256.32)** | **–** |
| | 667.67 | 75.28 | – | 3,180.03 | 3,922.98 | (3,922.98) | – |
| **Total Income from operations** | **90,824.58** | **35,375.30** | **18,295.83** | **18,971.43** | **1,63,467.14** | **(4,256.32)** | **1,59,210.82** |
| | 76,155.98 | 33,474.15 | 15,652.02 | 17,719.10 | 1,43,001.25 | (3,922.98) | 1,39,078.27 |
| **Result** | | | | | | | |
| Segment result before Share of profit of associates and joint ventures, (net) | **7,930.96** | **4,933.56** | **2,936.80** | **1,124.85** | **16,926.17** | | **16,926.17** |
| | 6,157.20 | 4,311.64 | 2,501.11 | 1,108.70 | 14,078.65 | | 14,078.65 |
| Segment result after Share of profit of associates and joint ventures, (net) | **7,797.40** | **4,946.65** | **3,002.02** | **2,717.52** | **18,463.59** | | **18,463.59** |
| | 6,057.12 | 4,326.62 | 2,557.22 | 2,259.12 | 15,200.08 | | 15,200.08 |
| **Reconciliation to Profit/(Loss) after tax** | | | | | | | |
| (a) Unallocable income, net of expenses | | | | | | | **64.59** |
| | | | | | | | 547.79 |
| (b) Interest expenses not allocable to segments | | | | | | | **(681.51)** |
| | | | | | | | (544.06) |
| (c) Interest income not allocable to segments | | | | | | | **1,232.95** |
| | | | | | | | 773.98 |
| Profit before tax | | | | | | | **19,079.62** |
| | | | | | | | 15,977.79 |
| Tax expense | | | | | | | **(5,006.45)** |
| | | | | | | | (3,707.97) |
| Profit after tax | | | | | | | **14,073.17** |
| | | | | | | | 12,269.82 |

## 45. Segment Information (Continued)

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| **Out of total external revenue above:-** | | |
| - From contract with customers (as defined under Ind AS 115) | **1,39,942.09** | 1,22,330.98 |
| - From financial services | **16,886.59** | 14,587.20 |
| - Others | **1,921.07** | 1,361.12 |
| - Income from investments related to subsidiaries, associates and joint ventures | **461.07** | 798.97 |
| **Total** | **1,59,210.82** | 1,39,078.27 |

*Rupees crores*

| Particulars | Automotive | Farm Equipment | Services | | Total |
|---|---|---|---|---|---|
| | | | Financial Services | Industrial Businesses and Consumer Services | |
| **Other information:** | | | | | |
| Depreciation, Amortisation and Impairment expense | **3,804.40** | **1,125.36** | **321.20** | **789.31** | **6,040.27** |
| | 2,913.88 | 718.41 | 264.71 | 789.30 | 4,686.30 |
| Investment in associates and joint venture accounted using equity method | **93.27** | **208.51** | **1,106.20** | **12,768.70** | **14,176.68** |
| | 17.07 | 186.91 | 1,019.43 | 12,577.30 | 13,800.71 |
| Additions to non-current assets | **8,058.57** | **984.42** | **441.42** | **873.88** | **10,358.29** |
| | 7,267.23 | 1,331.62 | 325.01 | 990.77 | 9,914.63 |

*Notes:*

(i) Additions to non-current assets comprises of capital expenditure on property, plant and equipment, intangible assets including those under development and capital advances.

(ii) Figures in the above table for the current financial year have been presented in bold. Comparatives for each item have been presented below the respective current year figures.

**Segment assets and liabilities**

*Rupees crores*

| Particulars | Automotive | Farm Equipment | Services | | Total |
|---|---|---|---|---|---|
| | | | Financial Services | Industrial Businesses and Consumer Services | |
| **Segment Assets** | **47,136.13** | **18,309.67** | **1,39,101.47** | **37,376.19** | **2,41,923.46** |
| | 39,487.01 | 18,078.13 | 1,20,162.81 | 33,910.13 | 2,11,638.08 |
| **Segment Liabilities** | **29,223.19** | **9,308.13** | **1,22,259.51** | **15,976.86** | **1,76,767.69** |
| | 22,886.46 | 8,642.38 | 1,03,345.96 | 14,074.04 | 1,48,948.84 |
| ***Reconciliation of segment assets to total assets:*** | | | | | |
| Segment Assets | | | | | **2,41,923.46** |
| | | | | | 2,11,638.08 |
| Unallocable Assets | | | | | **35,662.81** |
| | | | | | 24,662.65 |
| **Total Assets** | | | | | **2,77,586.27** |
| | | | | | 2,36,300.73 |

Unallocable Assets primarily comprise of investments other than investments related to associates and joint ventures, income tax assets and deferred tax assets.



## 45. Segment Information (Continued)

*Rupees crores*

| Particulars | Automotive | Farm Equipment | Services | | Total |
|---|---|---|---|---|---|
| | | | Financial Services | Industrial Businesses and Consumer Services | |
| ***Reconciliation of segment liabilities to total liabilities:*** | | | | | |
| Segment Liabilities | | | | | **1,76,767.69** |
| | | | | | 1,48,948.84 |
| Unallocable Liabilities | | | | | **11,720.58** |
| | | | | | 9,842.55 |
| **Total Liabilities** | | | | | **1,88,488.27** |
| | | | | | 1,58,791.39 |

Unallocable Liabilities primarily comprise of borrowings (excluding related to Financial Services Segment) and deferred tax liability.

**Revenue from type of products and services**

The operating segments are primarily based on nature of products and services and hence the Revenue from external customers of each segment is representative of revenue based on products and services.

**Geographical information**

The Group operates in principal geographical areas - India (country of domicile), and Overseas. The Group's income from operations and information about its non-current assets are detailed below:

**(i) Income from operations**

*Rupees crores*

| Particulars | 2025 | | | | 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | Revenue from contract with customers | Other revenue | Income from investments related to subsidiaries, associates and joint ventures | Total income from operations | Revenue from contract with customers | Other revenue | Income from investments related to subsidiaries, associates and joint ventures | Total income from operations |
| Domestic | **1,25,223.56** | **18,615.63** | **461.07** | **1,44,300.26** | 1,06,646.72 | 15,755.88 | 763.58 | 1,23,166.18 |
| Overseas | **14,718.53** | **192.03** | **—** | **14,910.56** | 15,684.26 | 192.44 | 35.39 | 15,912.09 |
| | **1,39,942.09** | **18,807.66** | **461.07** | **1,59,210.82** | 1,22,330.98 | 15,948.32 | 798.97 | 1,39,078.27 |

**(ii) Non-Current assets**

*Rupees crores*

| Particulars | 2025 | 2024 |
|---|---|---|
| Domestic | **44,386.77** | 39,162.69 |
| Overseas | **3,545.38** | 3,367.67 |
| | **47,932.15** | 42,530.36 |

The revenue information above is based on the location of the customer. The non-current assets in the above table represent Property, plant and equipment, Capital work-in-progress, Goodwill, Other intangible assets, Intangibles under development, Income tax assets (Net) and Other non-current assets (Non-financial).

**Information about major customers**

During the year ended 31st March 2025 and 2024 respectively, revenues from transactions with a single external customer did not amount to 10 per cent or more of the Group's revenues from external customers.

**46. Contingent Liability & Commitments**

**A. Contingent Liability:**

(a) Claims against the Group not acknowledged as debts comprise of:

(i) Excise Duty, Sales Tax, and Service Tax claims disputed by the Group relating to issues of applicability and classification (before tax) aggregating **Rs. 4,117.33 crores** (2024 : Rs. 3,974.35 crores).

(ii) Other matters (before tax) (excluding claims where amounts are not ascertainable) : **Rs. 761.11 crores** (2024 : Rs. 736.29 crores).

(b) Taxation matters:

(i) Demands against the Group not acknowledged as debts and not provided for, relating to issues of deductibility and taxability in respect of which the Group is in appeal and exclusive of the effect of similar matters in respect of assessments remaining to be completed :

- Income-tax : **Rs. 3,305.84 crores** (2024 : Rs. 3,368.18 crores) net off MAT credit.

(ii) Items in respect of which the Group has succeeded in appeal, but the Income-tax Department is pursuing/likely to pursue in appeal/ reference and exclusive of the effect of similar matters in respect of assessments remaining to be completed :

- Income-tax matters : **Rs. 836.28 crores** (2024 : Rs. 839.07 crores).

(c) In respect of (a) & (b) above, it is not practicable for the Group to estimate the closure of these issues and the consequential timings of cash flows, if any.

(d) Financial guarantee given on behalf of associates/joint ventures companies (Refer Note 39 (b)(i))

(e) Share of contingent liabilities of joint venture/associates relating to claims not acknowledged as debts and taxation matters : **Rs. 2,285.05 crores** (2024: Rs. 2,160.74 crores).

**B. Commitments:**

(a) The estimated amount of contracts remaining to be executed on capital account and not provided for is **Rs. 3,833.12 crores** (2024 : Rs. 5,751.67 crores) and other commitment is **Rs. 770.58 crores** (2024 : Rs. 706.41 crores).

(b) The Group has contractual obligations towards long-term material purchase commitments for **Rs. 7,500.00 crores** (2024 : Rs. 11,240.00 crores).

(c) Share of capital commitment of joint venture/associates: **Rs. 98.48 crores** (2024 : Rs. 147.41 crores).

**47. Other information**

**Research and Development expenditure**

Expensed to the Consolidated Statement of Profit and Loss, including certain expenditure based on allocations made, aggregate **Rs. 1,028.51 crores** (2024 : Rs. 953.36 crores).

**48. Statement of net assets and profit and loss and other comprehensive income attributable to owners and non-controlling interest**

*Rupees crores*

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| **PARENT** | | | | | | | | |
| Mahindra and Mahindra Limited | 79.94% | 61,585.10 | 91.69% | 11,854.96 | -38.92% | (58.72) | 90.19% | 11,796.24 |
| **SUBSIDIARIES** | | | | | | | | |
| **Indian** | | | | | | | | |
| NBS International Limited | 0.03% | 25.31 | 0.06% | 7.61 | 0.00% | – | 0.06% | 7.61 |
| Gromax Agri Equipment Limited | 0.05% | 35.57 | -0.03% | (3.61) | 0.01% | 0.01 | -0.03% | (3.60) |
| Mahindra Agri Solutions Limited | 0.05% | 41.42 | 0.04% | 5.69 | -0.08% | (0.12) | 0.04% | 5.57 |
| Mahindra Fruits Private Limited | 0.00% | 0.12 | 0.00% | – | 0.00% | – | 0.00% | – |
| Mahindra HZPC Private Limited | 0.03% | 20.43 | 0.08% | 10.52 | 0.00% | – | 0.08% | 10.52 |
| Mahindra EPC Irrigation Limited (Consolidated) | 0.22% | 172.61 | 0.06% | 7.21 | 0.03% | 0.04 | 0.06% | 7.25 |
| Kota Farm Services Limited | 0.00% | (0.31) | 0.00% | – | 0.00% | – | 0.00% | – |
| Mahindra & Mahindra Financial Services Limited (Consolidated) | 27.95% | 21,529.45 | 17.49% | 2,261.87 | 71.09% | 107.25 | 18.11% | 2,369.12 |
| Mahindra Accelo Limited (Consolidated) | 1.45% | 1,114.01 | 1.22% | 157.65 | 0.76% | 1.15 | 1.21% | 158.80 |
| Mahindra Lifespace Developers Limited (Consolidated) | 2.46% | 1,896.11 | 0.47% | 61.29 | -0.27% | (0.41) | 0.47% | 60.88 |
| Mahindra Holidays & Resorts India Limited (Consolidated) | -0.36% | (276.52) | 0.99% | 127.60 | 0.50% | 0.76 | 0.98% | 128.36 |
| Mahindra Holdings Limited | 4.55% | 3,506.07 | 2.00% | 258.54 | 0.26% | 0.39 | 1.98% | 258.93 |
| Mahindra Integrated Business Solutions Private Limited | 0.27% | 204.85 | 0.18% | 23.51 | 0.01% | 0.02 | 0.18% | 23.53 |
| Mahindra Defence Systems Limited | 0.70% | 541.12 | 0.54% | 69.72 | -0.05% | (0.08) | 0.53% | 69.64 |
| Mahindra First Choice Wheels Limited (Consolidated) | 0.12% | 93.36 | -0.15% | (18.80) | -0.27% | (0.41) | -0.15% | (19.21) |
| Mahindra eMarket Limited | 0.00% | (1.13) | 0.00% | (0.04) | 0.00% | – | 0.00% | (0.04) |
| M & M Benefit Trust | 1.54% | 1,189.44 | 1.24% | 160.40 | 0.00% | – | 1.23% | 160.40 |
| Mahindra & Mahindra ESOP Trust | 1.00% | 767.52 | 0.60% | 77.51 | 0.00% | – | 0.59% | 77.51 |
| Sunrise Initiatives Trust | 0.00% | 0.83 | 0.00% | (0.10) | 0.00% | – | 0.00% | (0.10) |
| Mahindra Construction Company Limited | -0.03% | (21.63) | 0.00% | (0.05) | 0.00% | – | 0.00% | (0.05) |
| Officemartindia.com Limited | 0.00% | (0.26) | 0.00% | – | 0.00% | – | 0.00% | – |

**48. Statement of net assets and profit and loss and other comprehensive income attributable to owners and non-controlling interest (Continued)**

*Rupees crores*

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Mahindra & Mahindra Contech Limited | 0.03% | 20.91 | 0.01% | 1.45 | 0.02% | 0.03 | 0.01% | 1.48 |
| Mahindra Airways Limited | 0.23% | 174.22 | -0.01% | (0.96) | 0.00% | – | -0.01% | (0.96) |
| Mahindra Logistics Limited (Consolidated) | 0.61% | 470.22 | -0.33% | (42.36) | 0.12% | 0.18 | -0.32% | (42.18) |
| Mahindra Sustainable Energy Private Limited | 0.16% | 123.31 | 0.00% | (0.20) | 0.00% | – | 0.00% | (0.20) |
| Mahindra Solarize Private Limited | 0.05% | 37.71 | 0.05% | 6.34 | 0.01% | 0.02 | 0.05% | 6.36 |
| Swaraj Engines Limited | 0.69% | 530.09 | 1.27% | 164.03 | -0.13% | (0.19) | 1.25% | 163.84 |
| Mahindra Telephonics Integrated Systems Limited | 0.01% | 4.53 | 0.04% | 5.40 | 0.00% | – | 0.04% | 5.40 |
| M.I.T.R.A Agro Equipments Private Limited | 0.08% | 61.33 | -0.01% | (1.09) | -0.11% | (0.17) | -0.01% | (1.26) |
| Mahindra Electric Automobile Limited | 6.82% | 5,251.74 | -1.63% | (210.33) | -0.05% | (0.07) | -1.61% | (210.40) |
| Resurgence Solarize Urja Private Limited | 0.01% | 9.65 | 0.00% | (0.07) | 0.00% | – | 0.00% | (0.07) |
| Mahindra Aerospace Private Limited (Consolidated) | 0.35% | 267.76 | -0.12% | (15.32) | -0.48% | (0.72) | -0.12% | (16.04) |
| Mahindra Last Mile Mobility Limited | 1.26% | 967.62 | 1.91% | 246.72 | -0.35% | (0.53) | 1.88% | 246.19 |
| Marvel Solren Private Limited | 0.07% | 55.04 | 0.00% | 0.44 | 0.00% | – | 0.00% | 0.44 |
| **Foreign** | | | | | | | | |
| Mahindra Automotive Australia Pty. Limited | 0.05% | 41.58 | 0.01% | 1.70 | -0.40% | (0.61) | 0.01% | 1.09 |
| Mahindra Europe S.r.l. | 0.02% | 16.78 | 0.00% | 0.05 | 0.29% | 0.44 | 0.00% | 0.49 |
| Mahindra & Mahindra South Africa (Proprietary) Limited | 0.16% | 122.85 | 0.18% | 23.16 | 3.39% | 5.12 | 0.22% | 28.28 |
| Mahindra USA Inc. | -0.16% | (119.89) | -1.20% | (155.40) | -0.52% | (0.78) | -1.19% | (156.18) |
| Bristlecone Worldwide, Inc (Consolidated) | 0.45% | 344.48 | 0.83% | 106.93 | 1.19% | 1.80 | 0.83% | 108.73 |
| Mahindra Overseas Investment Company (Mauritius) Limited | -0.60% | (459.54) | 0.03% | 3.98 | -43.03% | (64.91) | -0.47% | (60.93) |



**48. Statement of net assets and profit and loss and other comprehensive income attributable to owners and non-controlling interest (Continued)**

*Rupees crores*

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| Mahindra Emirates Vehicle Armouring FZ-LLC (Consolidated) | 0.05% | 38.25 | 0.07% | 8.63 | 0.65% | 0.98 | 0.07% | 9.61 |
| Mahindra Racing UK Limited | 0.01% | 4.04 | -0.17% | (22.62) | 0.50% | 0.76 | -0.17% | (21.86) |
| Mahindra Two Wheelers Europe Holdings S.a r.l | 0.00% | (0.13) | 0.00% | (0.08) | 0.00% | – | 0.00% | (0.08) |
| Mitsubishi Mahindra Agricultural Machinery Co. Ltd (Consolidated) | -0.02% | (17.74) | -1.76% | (227.42) | 9.45% | 14.26 | -1.63% | (213.16) |
| Mahindra South East Asia Limited (w.e.f 8th October, 2024) | 0.03% | 22.40 | -0.02% | (2.69) | 0.01% | 0.01 | -0.02% | (2.68) |
| Mahindra do Brasil Industrial Ltda | 0.28% | 214.90 | 0.34% | 43.84 | -14.69% | (22.16) | 0.17% | 21.68 |
| Mahindra Automotive North America Inc. (Consolidated) | 0.09% | 71.58 | -0.18% | (23.51) | 1.41% | 2.12 | -0.16% | (21.39) |
| Erkunt Sanayi A.S. | 0.50% | 382.29 | -1.03% | (132.66) | 60.71% | 91.58 | -0.31% | (41.08) |
| Erkunt Traktor Sanayii A.S | 0.94% | 722.75 | -0.58% | (74.35) | 48.68% | 73.44 | -0.01% | (0.91) |
| Automobili Pininfarina GmbH (Consolidated) | -0.06% | (49.33) | -1.36% | (176.39) | 0.09% | 0.14 | -1.35% | (176.25) |
| Mahindra Automotive Mauritius Limited | 0.00% | 0.10 | -1.01% | (130.92) | 0.00% | – | -1.00% | (130.92) |
| Sampo Rosenlew Oy | 0.24% | 182.02 | -0.65% | (84.54) | 1.61% | 2.43 | -0.63% | (82.11) |
| **Associates (Investment as per the equity method)** | | | | | | | | |
| **Indian** | | | | | | | | |
| Tech Mahindra Limited (Consolidated) | 9.97% | 7,677.63 | 9.23% | 1,192.96 | 44.84% | 67.65 | 9.64% | 1,260.61 |
| PSL Media & Communications Limited | 0.00% | 1.10 | 0.00% | 0.04 | 0.00% | – | 0.00% | 0.04 |
| Brainbees Solutions Limited (Consolidated) | 0.64% | 495.20 | -0.13% | (17.29) | 0.00% | – | -0.13% | (17.29) |
| ReNew Sunlight Energy Private Limited | 0.02% | 14.28 | 0.00% | (0.44) | 0.00% | – | 0.00% | (0.44) |
| Blue Planet Integrated Waste Solutions Limited | 0.00% | 2.48 | -0.01% | (0.66) | -0.01% | (0.02) | -0.01% | (0.68) |

## 48. Statement of net assets and profit and loss and other comprehensive income attributable to owners and non-controlling interest (Continued)

*Rupees crores*

| Name of the entity | Net assets, i.e., total assets minus total liabilities | | Share of profit or loss | | Share of Other Comprehensive Income (OCI) | | Share of Total Comprehensive Income (TCI) | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated TCI | Amount |
| **Foreign** | | | | | | | | |
| CIE Automotive S.A. (Consolidated) | 1.44% | 1,111.71 | 1.83% | 236.56 | 16.41% | 24.75 | 2.00% | 261.31 |
| PF Holdings B.V. (Consolidated) | 0.12% | 90.20 | -0.16% | (20.96) | 1.74% | 2.63 | -0.14% | (18.33) |
| The East India Company Group Ltd BVI (Consolidated) | 0.00% | – | 0.00% | – | 0.00% | – | 0.00% | – |
| **Joint Ventures (Investment as per the equity method)** | | | | | | | | |
| **Indian** | | | | | | | | |
| Mahindra Susten Private Limited (Consolidated) | 1.41% | 1,089.04 | 0.01% | 0.70 | -0.04% | (0.06) | 0.00% | 0.64 |
| Classic Legends Private Limited (Consolidated) | 0.09% | 71.67 | -1.03% | (133.50) | 0.06% | 0.09 | -1.02% | (133.41) |
| Carnot Technologies Private Limited | 0.00% | 3.49 | 0.02% | 3.01 | 0.04% | 0.06 | 0.02% | 3.07 |
| Smartshift Logistics Solution Private Limited (Consolidated) | 0.17% | 128.23 | 0.11% | 14.35 | 0.06% | 0.09 | 0.11% | 14.44 |
| Mahindra Summit Agriscience Limited | 0.03% | 26.42 | -0.06% | (7.49) | -0.06% | (0.09) | -0.06% | (7.58) |
| Aquasail Distribution Company Private Limited | 0.00% | – | 0.00% | – | 0.00% | – | 0.00% | – |
| New Delhi Centre for Sight Limited (Consolidated) (upto 20th June, 2024) | 0.00% | – | 0.00% | – | 0.00% | – | 0.00% | – |
| Mahindra Teqo Private Limited | 0.13% | 99.08 | 0.03% | 4.34 | -0.11% | (0.17) | 0.03% | 4.17 |
| **Foreign** | | | | | | | | |
| Mahindra-BT Investment Company (Mauritius) Limited | 0.11% | 82.65 | 0.03% | 4.05 | 0.98% | 1.48 | 0.04% | 5.53 |
| Mahindra Ideal Lanka (Private) Limited | 0.00% | 1.79 | -0.01% | (0.97) | 0.00% | – | -0.01% | (0.97) |
| Non controlling Interest | -15.65% | (12,059.14) | -8.85% | (1,144.07) | -19.37% | (29.22) | -8.97% | (1,173.29) |
| Consolidation adjustments and Inter Company Eliminations | -30.78% | (23,711.96) | -12.18% | (1,574.77) | -45.99% | (69.38) | -12.57% | (1,644.15) |
| **Total** | 100.00% | 77,038.86 | 100.00% | 12,929.10 | 100.00% | 150.86 | 100.00% | 13,079.96 |



## 49. Additional Regulatory Information

### Transaction with Struck off Companies

*Rupees crores*

| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances- Assets | Other Outstanding Balances- Liabilities | Number of Shares held by Struck off Companies |
|---|---|---|---|---|---|
| Mahindra & Mahindra Limited | | | | | |
| Babace Pneumatics Private Limited | – | * | – | – | – |
| Badri Sarraf Fin & Mutual Benefit Co Limited | – | – | – | – | 796 |
| Baux Arch Tech Private Limited | – | * | – | – | – |
| Betex India Limited | – | – | – | – | 860 |
| C Cube Sports Private Limited | – | 0.01 | – | – | – |
| Dimensions Engineering Technologies Private Limited | – | 0.01 | – | – | – |
| Dreams Comtrade Private Limited | – | – | – | – | 2 |
| Elegant Finvest Private Limited | – | – | – | – | 4 |
| Enffluence Technologies Private Limited | – | 0.02 | – | – | – |
| Frontline Corporate Finance Limited | – | – | – | – | 1,944 |
| Garlick Designing & Cons Private Limited | – | – | – | – | 264 |
| Garsons Engineers Private Limited | * | – | – | – | – |
| HBN Homes Colonisers Private Limited | 0.02 | – | – | – | – |
| High Calibre Cnc Centre Private Limited | 0.07 | – | – | – | – |
| Hudson Engineering Industries Private Limited | – | – | – | – | 1,200 |
| Jaipal Consultancy Private Limited | – | – | – | – | 1 |
| Janardana Investments Private Limited | – | – | – | – | 12 |
| Knowledge Beans Training Management & Consulting Private Limited | 0.01 | – | – | – | – |
| M N S Logistics Private Limited | * | – | – | – | – |
| Magnate Leasing & Finance Private Limited | – | – | – | – | 104 |
| Padmini Diesel Emission Control Private Limited | – | * | – | – | – |
| Popular Stock & Share Services Limited | – | – | – | – | 1,328 |
| Purushothama Investments Private Limited | – | – | – | – | 20 |
| Rajpal Control Systems Private Limited | – | – | – | – | 160 |
| Rapidform Technologies Private Limited | * | – | – | – | – |
| Ray Shield Technology Private Limited | – | 0.01 | – | – | – |
| Robomatrix Automation & Solutions Private Limited | 0.03 | – | – | – | – |
| Shalaka Technologies Private Limited | – | 0.07 | – | – | – |
| Sindhudurg Investments Private Limited | – | – | – | – | 400 |
| Skylite Enterprise Private Limited | * | – | – | – | – |
| Technosteel Commercial Kitchen Equipments Private Limited | – | 0.01 | – | – | – |
| The India Sugar Agencies Private Limited | – | – | – | – | 80 |
| TI Tsubamex Private Limited | – | 0.01 | – | – | – |
| Versatile Options And Solutions Private Limited | – | 0.02 | – | – | – |

## 49. Additional Regulatory Information (Continued)

*Rupees crores*

| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances-Assets | Other Outstanding Balances-Liabilities | Number of Shares held by Struck off Companies |
|---|---|---|---|---|---|
| **Mahindra First Choice Wheels Limited** | | | | | |
| Aris Capital Private Limited | * | – | – | – | – |
| Retona Motors Private Limited | – | 0.01 | – | – | – |
| Auto Risk Management Services Private Limited | 0.02 | – | – | – | – |
| Ayushman Infotech Private Limited | 0.02 | – | – | – | – |
| Corgence Solutions Private Limited | – | 0.02 | – | – | – |
| G3 Motors Limited | 0.05 | – | – | – | – |
| **Mahindra Logistics Limited** | | | | | |
| Arohi Manpower and Ors Services Pvt. Ltd. | – | – | * | – | – |
| **Mahindra Holidays & Resorts India Limited** | | | | | |
| Annamalai Foods Private Limited | – | * | – | – | – |
| Aromas-N-Blends Private Limited | – | * | – | – | – |
| Lok Priya Buildwell Private Limited | – | * | – | – | – |
| Travel Preneurs | – | * | – | – | – |
| **Mahindra & Mahindra Financial Services Limited** | | | | | |
| Shiridi Srisai Solutions Pvt Limited | 0.18 | – | – | – | – |
| Console Cargo Logistics Services (I) Private Limited | 0.04 | – | – | – | – |
| Sambodhi Tech Solutions Private Limited | 0.05 | – | – | – | – |
| Balaji Infrastructure T&D Private Limited | 0.76 | – | – | – | – |
| VH Square Healthcare Pvt Ltd | 0.06 | – | – | – | – |
| Pallavi Infra Holding Private Limited | 0.07 | – | – | – | – |
| Probus Infratech Private Limited | 0.06 | – | – | – | – |
| Millpond Human Resource Private Limited | * | – | – | – | – |
| Sathesri Agro Products Private Limited | * | – | – | – | – |
| ASVRJ Logistic Private Limited | * | – | – | – | – |
| Puneeth Techno Projects (OPC) Private Limited | * | – | – | – | – |
| 4 Square Fitness Private Limited | * | – | – | – | – |
| Cocowings Enterprises Private Limited | * | – | – | – | – |
| Zafcon Engineering Private Limited | * | – | – | – | – |
| Retona Motors Private Limited | 0.09 | – | – | – | – |
| Chowdhary Motors Private Limited | – | 0.05 | – | – | – |
| Aparna Automobiles Private Limited | – | 0.01 | – | – | – |
| Liance Consultant & Engineers Private Limited | – | * | – | – | – |
| Gomateshwar Investments Pvt Ltd | – | – | – | 0.02 | – |



## 49. Additional Regulatory Information (Continued)

*Rupees crores*

| Name of the Struck off Company | Receivables | Payables | Other Outstanding Balances-Assets | Other Outstanding Balances-Liabilities | Number of Shares held by Struck off Companies |
|---|---|---|---|---|---|
| VMS Consultants Pvt. Ltd. | – | – | – | 0.70 | – |
| Dreams Broking Private Limited | – | – | – | – | 476 |
| Unickon Fincap Private Limited | – | – | – | – | 689 |

* denotes amounts less than Rs. 50,000.

**Note:**

The above information is provided on basis of reasonable diligence done to ascertain relevant companies that have been struck off on the website of the Ministry of Company Affairs.

**Signatures to Notes 1 to 49**

**The accompanying notes 1 to 49 are an integral part of the Consolidated Financial Statements.**

In terms of our report attached.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. : 101248W/W-100022

**Venkataramanan Vishwanath**
Partner
Membership No. : 113156

Mumbai, 5th May, 2025

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

**FORM AOC-1**

**Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014**

**Statement Containing salient features of the financial statements of subsidiaries/associate companies/joint ventures as included in the Consolidated Financial Statements**

**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013]** *Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Mahindra Electric Automobile Limited £ | 25/10/2022 | INR | 1.0000 | 3,975.87 | 1,275.87 | 10,382.81 | 5,131.07 | 1,412.52 | 2,264.06 | (278.56) | (68.23) | (210.33) | — | 100.00% |
| 2 | NBS International Limited | 05/02/2001 | INR | 1.0000 | 44.55 | (19.24) | 94.07 | 68.76 | — | 542.93 | 7.64 | — | 7.64 | — | 100.00% |
| 3 | Mahindra Automotive Australia Pty. Limited | 23/09/2008 | AUD | 53.7040 | 24.57 | 17.01 | 440.55 | 398.97 | — | 775.28 | 2.81 | 0.84 | 1.97 | — | 100.00% |
| 4 | Mahindra Europe S.r.l. | 31/05/2005 | EUR | 92.6550 | 13.17 | 3.65 | 81.44 | 64.62 | * | 50.49 | 0.35 | 0.30 | 0.05 | — | 100.00% |
| 5 | Mahindra and Mahindra South Africa (Proprietary) Limited | 20/10/2004 | ZAR | 4.6421 | 24.14 | 88.52 | 847.00 | 734.34 | — | 2,277.74 | 32.10 | 8.82 | 23.28 | — | 100.00% |
| 6 | Automobili Pininfarina GmbH | 07/05/2018 | EUR | 92.6550 | 2,138.48 | (2,187.77) | 94.93 | 144.22 | 0.34 | 204.15 | (177.42) | 2.73 | (180.15) | — | 100.00% |
| 7 | Automobili Pininfarina Americas Inc. | 15/01/2019 | USD | 85.5220 | 0.34 | (0.26) | 21.29 | 21.21 | — | 0.48 | 0.03 | 0.01 | 0.02 | — | 100.00% |
| 8 | Mahindra Racing UK Limited | 04/03/2011 | GBP | 110.8235 | 0.22 | 3.83 | 117.66 | 113.61 | — | 356.80 | (23.21) | — | (23.21) | — | 100.00% |
| 9 | Mahindra Last Mile Mobility Limited | 29/05/2023 | INR | 1.0000 | 860.05 | 107.57 | 2,988.23 | 2,020.61 | 10.01 | 3,783.31 | 318.62 | 71.90 | 246.72 | — | 100.00% |
| 10 | Mahindra Two Wheelers Europe Holdings S.a.r.l. $ | 02/12/2014 | EUR | 92.6550 | 1,333.31 | (1,333.43) | 0.76 | 0.88 | * | — | (0.04) | 0.04 | (0.08) | — | 100.00% |
| 11 | Classic Legends Private Limited | 18/10/2016 | INR | 1.0000 | 754.66 | (585.05) | 528.52 | 358.91 | 131.62 | 646.37 | (194.78) | (0.02) | (194.76) | — | 60.00% |
| 12 | BSA Company Limited | 21/10/2016 | GBP | 110.8235 | 4.09 | 12.42 | 70.89 | 54.38 | * | 18.66 | (29.79) | (0.91) | (28.88) | — | 60.00% |
| 13 | The Birmingham Small Arms Company Limited ** | 11/09/2020 | GBP | 110.8235 | * | — | * | — | — | — | — | — | — | — | 60.00% |
| 14 | BSA Corporation Limited ** | 11/09/2020 | GBP | 110.8235 | * | — | * | — | — | — | — | — | — | — | 60.00% |
| 15 | B.S.A. Motor Cycles Limited ** | 11/09/2020 | GBP | 110.8235 | * | — | * | — | — | — | — | — | — | — | 60.00% |
| 16 | Gromax Agri Equipment Limited | 18/12/1999 | INR | 1.0000 | 54.30 | (18.73) | 145.54 | 109.97 | — | 294.03 | (3.61) | — | (3.61) | — | 60.00% |
| 17 | Mahindra South East Asia Limited | 08/10/2024 | THB | 2.5183 | 25.18 | (2.79) | 38.58 | 16.19 | — | 2.67 | (2.79) | — | (2.79) | — | 100.00% |
| 18 | Mahindra USA Inc. | 08/06/1994 | USD | 85.5220 | 1,895.17 | (1,785.63) | 1,844.79 | 1,735.25 | — | 2,272.03 | (160.75) | (1.12) | (159.63) | — | 100.00% |
| 19 | Mahindra Automotive North America Inc. | 25/04/2017 | USD | 85.5220 | 1,662.06 | (810.20) | 989.43 | 137.57 | 779.16 | 218.31 | (22.67) | 0.01 | (22.68) | — | 100.00% |
| 20 | Mahindra Vehicle Sales and Service Inc. | 06/06/2017 | USD | 85.5220 | 770.86 | (781.21) | 0.45 | 10.80 | — | * | (1.10) | — | (1.10) | — | 100.00% |
| 21 | Mahindra do Brasil Industrial Ltda | 14/10/2016 | BRL | 14.8497 | 90.55 | 124.26 | 397.68 | 182.87 | — | 511.63 | 65.41 | 21.64 | 43.77 | — | 100.00% |



**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (Continued)** *Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 22 | Erkunt Traktor Sanayii A.S. # | 01/12/2017 | TRY | 2.2526 | 99.11 | 542.37 | 1,082.36 | 440.88 | 211.19 | 1,155.81 | (68.38) | 14.37 | (82.75) | — | 100.00% |
| 23 | Erkunt Sanayi A.S. # | 01/12/2017 | TRY | 2.2526 | 3.41 | 299.54 | 649.17 | 346.22 | 45.47 | 822.40 | (47.41) | 16.43 | (63.84) | — | 98.69% |
| 24 | Sampo Rosenlew Oy | 29/09/2020 | EUR | 92.6550 | 5.20 | 195.34 | 288.18 | 87.64 | 34.10 | 381.50 | (71.89) | — | (71.89) | — | 100.00% |
| 25 | Swaraj Engines Limited | 28/09/2022 | INR | 1.0000 | 12.15 | 407.05 | 672.15 | 252.95 | 19.19 | 1,681.89 | 223.04 | 57.06 | 165.98 | 126.94 | 52.12% |
| 26 | Carnot Technologies Private Limited | 17/03/2022 | INR | 1.0000 | 0.17 | 4.61 | 9.71 | 4.93 | — | 23.08 | 4.17 | 0.05 | 4.12 | — | 73.00% |
| 27 | M.I.T.R.A Agro Equipments Private Limited | 17/03/2023 | INR | 1.0000 | 0.26 | 35.20 | 52.16 | 16.70 | — | 63.47 | 3.21 | 1.07 | 2.14 | — | 100.00% |
| 28 | Mahindra Solarize Private Limited | 06/04/2020 | INR | 1.0000 | 35.39 | 2.32 | 272.00 | 234.29 | 36.51 | 550.41 | 6.48 | 0.14 | 6.34 | — | 100.00% |
| 29 | Resurgence Solarize Urja Private Limited | 29/08/2022 | INR | 1.0000 | 9.98 | (0.33) | 49.08 | 39.43 | — | — | (0.07) | — | (0.07) | — | 100.00% |
| 30 | Mahindra Agri Solutions Limited | 16/08/2000 | INR | 1.0000 | 128.65 | (87.23) | 271.65 | 230.23 | 57.17 | 327.17 | 5.69 | — | 5.69 | — | 99.06% |
| 31 | Mahindra Summit Agriscience Limited | 09/10/2018 | INR | 1.0000 | 188.11 | (144.14) | 159.64 | 115.67 | — | 191.25 | (12.49) | — | (12.49) | — | 59.44% |
| 32 | Mahindra EPC Irrigation Limited | 08/09/2011 | INR | 1.0000 | 27.93 | 144.68 | 291.53 | 118.92 | — | 272.67 | 10.71 | 3.50 | 7.21 | — | 54.21% |
| 33 | Mahindra Top Greenhouses Private Limited | 16/11/2018 | INR | 1.0000 | 3.00 | (2.95) | 0.06 | 0.01 | — | — | (0.02) | — | (0.02) | — | 32.53% |
| 34 | Mahindra HZPC Private Limited | 25/04/2013 | INR | 1.0000 | 49.64 | (29.22) | 97.16 | 76.74 | — | 86.67 | 10.52 | — | 10.52 | — | 59.39% |
| 35 | Mahindra Fruits Private Limited | 09/07/2014 | INR | 1.0000 | 12.33 | (12.21) | 0.59 | 0.47 | — | 0.46 | * | — | * | — | 99.06% |
| 36 | Mahindra & Mahindra Financial Services Limited | 30/09/1998 | INR | 1.0000 | 246.98 | 19,565.25 | 1,35,548.18 | 1,15,735.95 | 10,400.48 | 16,018.95 | 3,147.27 | 802.23 | 2,345.04 | 803.09 | 52.18% |
| 37 | Mahindra Insurance Brokers Limited | 07/04/2004 | INR | 1.0000 | 10.31 | 717.33 | 1,022.66 | 295.02 | 285.47 | 1,191.51 | 123.92 | 35.14 | 88.78 | 53.61 | 52.18% |
| 38 | Mahindra Rural Housing Finance Limited | 09/04/2007 | INR | 1.0000 | 122.46 | 1,137.84 | 7,877.34 | 6,617.04 | 402.00 | 1,186.79 | (304.58) | (76.64) | (227.94) | — | 51.54% |
| 39 | Mahindra Manulife Investment Management Private Limited | 20/06/2013 | INR | 1.0000 | 382.94 | (204.74) | 226.59 | 48.39 | 161.31 | 74.03 | (10.06) | — | (10.06) | — | 26.61% |
| 40 | Mahindra Manulife Trustee Private Limited | 25/04/2013 | INR | 1.0000 | 0.98 | 1.28 | 2.33 | 0.07 | 2.26 | 0.99 | 0.62 | 0.14 | 0.48 | — | 26.61% |
| 41 | Mahindra Ideal Finance Limited | 08/07/2021 | LKR | 0.2888 | 55.11 | 33.93 | 494.76 | 405.72 | 36.08 | 79.16 | 8.07 | 3.86 | 4.21 | — | 30.37% |
| 42 | Mahindra Finance CSR foundation | 02/04/2019 | INR | 1.0000 | * | * | 0.01 | 0.01 | — | 0.02 | * | — | * | — | 52.18% |
| 43 | Mahindra Lifespace Developers Limited | 30/03/2007 | INR | 1.0000 | 155.09 | 1,401.04 | 5,826.68 | 4,270.55 | 605.43 | 349.32 | 61.47 | 10.12 | 51.35 | 43.42 | 51.14% |

**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (Continued)**

*Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 44 | Mahindra Infrastructure Developers Limited | 14/12/2001 | INR | 1.0000 | 18.00 | 22.45 | 40.47 | 0.02 | 15.38 | – | 26.77 | 0.39 | 26.38 | – | 51.14% |
| 45 | Mahindra World City (Maharashtra) Limited | 21/09/2005 | INR | 1.0000 | 25.42 | (10.13) | 17.11 | 1.82 | 17.07 | – | (0.03) | – | (0.03) | – | 51.14% |
| 46 | Knowledge Township Limited | 16/08/2007 | INR | 1.0000 | 49.07 | 5.84 | 115.78 | 60.87 | * | – | 0.01 | – | 0.01 | – | 51.14% |
| 47 | Industrial Township (Maharashtra) Limited | 02/07/2008 | INR | 1.0000 | 5.00 | (2.21) | 2.79 | * | – | – | 0.05 | – | 0.05 | – | 51.14% |
| 48 | Anthurium Developers Limited | 02/06/2010 | INR | 1.0000 | 0.05 | 0.13 | 507.54 | 507.36 | – | – | 0.07 | 0.02 | 0.05 | – | 51.14% |
| 49 | Mahindra Industrial Park Private Limited | 29/03/2013 | INR | 1.0000 | 0.05 | (23.60) | 242.95 | 266.50 | – | – | (16.20) | – | (16.20) | – | 51.14% |
| 50 | Mahindra Water Utilities Limited | 27/07/2015 | INR | 1.0000 | 0.10 | 16.51 | 20.83 | 4.22 | 9.42 | 22.24 | 7.73 | 1.90 | 5.83 | – | 50.63% |
| 51 | Mahindra World City Developers Limited | 22/09/2004 | INR | 1.0000 | 20.00 | 292.77 | 855.58 | 542.81 | 316.24 | 656.49 | 201.15 | 58.98 | 142.17 | 5.00 | 45.51% |
| 52 | Mahindra World City Jaipur Limited | 26/08/2005 | INR | 1.0000 | 150.00 | 236.16 | 681.68 | 295.52 | 73.50 | 264.29 | 147.11 | 38.54 | 108.57 | – | 37.84% |
| 53 | Mahindra Bloomdale Developers Limited | 03/06/2008 | INR | 1.0000 | 0.05 | (26.21) | 239.12 | 265.28 | – | 0.72 | (3.67) | (0.92) | (2.75) | – | 51.14% |
| 54 | Mahindra Industrial Park Chennai Limited | 22/12/2014 | INR | 1.0000 | 380.00 | 14.76 | 407.21 | 12.45 | 15.30 | 18.90 | (2.92) | 0.74 | (3.66) | – | 30.68% |
| 55 | Mahindra Homes Private Limited | 30/03/2017 | INR | 1.0000 | 0.84 | 104.56 | 677.68 | 572.28 | – | – | 6.96 | (0.05) | 7.01 | – | 38.02% |
| 56 | Mahindra Happinest Developers Limited | 06/09/2017 | INR | 1.0000 | 0.10 | (20.89) | 178.51 | 199.30 | – | 200.63 | 17.06 | 8.65 | 8.41 | – | 26.08% |
| 57 | Mahindra Knowledge Park (Mohali) Limited | 07/05/2018 | INR | 1.0000 | * | (1.22) | * | 1.22 | – | – | 0.05 | – | 0.05 | – | 23.60% |
| 58 | Deep Mangal Developers Private Limited | 28/11/2017 | INR | 1.0000 | 6.42 | (1.10) | 5.39 | 0.07 | * | – | (0.12) | – | (0.12) | – | 51.14% |
| 59 | Moonshine Construction Private Limited | 28/11/2017 | INR | 1.0000 | * | (0.31) | * | 0.31 | * | – | 0.03 | – | 0.03 | – | 51.14% |
| 60 | Mahindra Holidays & Resorts India Limited | 28/03/2000 | INR | 1.0000 | 201.64 | 1,086.56 | 8,165.40 | 6,877.20 | 1,122.16 | 1,400.30 | 269.58 | 69.10 | 200.48 | – | 66.87% |
| 61 | Mahindra Hotels & Residences India Limited | 26/04/2007 | INR | 1.0000 | 45.00 | (15.35) | 129.44 | 99.79 | – | 15.91 | (8.34) | – | (8.34) | – | 66.87% |
| 62 | Gables Promoters Private Limited | 24/08/2012 | INR | 1.0000 | 65.00 | 9.64 | 153.18 | 78.54 | – | 28.44 | 0.52 | – | 0.52 | – | 66.87% |
| 63 | Heritage Bird (M) Sdn Bhd | 03/03/2008 | MYR | 19.2730 | 0.58 | 1.19 | 6.40 | 4.63 | – | 1.39 | 0.64 | 0.20 | 0.44 | – | 66.87% |
| 64 | Infinity Hospitality Group Company Limited | 05/11/2012 | THB | 2.5183 | 37.77 | (33.70) | 51.48 | 47.41 | – | 11.39 | 0.59 | – | 0.59 | – | 49.48% |
| 65 | MH Boutique Hospitality Limited | 02/11/2012 | THB | 2.5183 | 2.52 | (5.64) | 9.60 | 12.72 | 9.57 | * | (0.45) | – | (0.45) | – | 32.77% |
| 66 | MHR Holdings (Mauritius) Limited | 11/07/2014 | EUR | 92.6550 | 235.30 | (101.94) | 896.81 | 763.45 | 214.80 | – | (10.41) | – | (10.41) | – | 66.87% |
| 67 | Covington S.a.r.l | 17/07/2014 | EUR | 92.6550 | 0.12 | 144.40 | 825.43 | 680.91 | 628.98 | – | (21.93) | 0.05 | (21.98) | – | 66.87% |



**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (Continued)**

*Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 68 | Guestline Hospitality Management and Development Service Limited | 02/12/2022 | INR | 1.0000 | 0.03 | 5.55 | 5.83 | 0.25 | – | – | 0.32 | 0.08 | 0.24 | – | 66.51% |
| 69 | Mahindra Holidays & Resorts Harihareshwar Limited | 23/08/2022 | INR | 1.0000 | 0.05 | (0.14) | 1.31 | 1.40 | – | – | 0.11 | – | 0.11 | – | 66.87% |
| 70 | Holiday Club Resort Oy | 02/09/2015 | EUR | 92.6550 | 110.81 | 161.56 | 1,032.35 | 759.98 | 55.90 | 1,006.73 | (15.96) | – | (15.96) | – | 66.87% |
| 71 | Kiinteistö Oy Rauhan Liikekiinteistöt 1 | 02/09/2015 | EUR | 92.6550 | 0.93 | 18.31 | 63.82 | 44.58 | – | 6.67 | (0.82) | – | (0.82) | – | 66.87% |
| 72 | Ownership Services Sweden Ab | 02/09/2015 | SEK | 7.8478 | 0.09 | 1.56 | 5.85 | 4.20 | – | – | (0.01) | – | (0.01) | – | 66.87% |
| 73 | Are Villa 3 Ab | 26/01/2018 | SEK | 7.8478 | 0.04 | * | 0.04 | – | – | – | * | – | * | – | 66.87% |
| 74 | Holiday Club Sweden Ab Åre | 02/09/2015 | SEK | 7.8478 | 0.09 | 98.77 | 163.61 | 64.75 | 52.00 | 10.50 | (0.57) | – | (0.57) | – | 66.87% |
| 75 | Holiday Club Sport and Spa Hotels AB | 01/12/2015 | SEK | 7.8478 | 0.86 | 12.16 | 78.41 | 65.39 | – | 126.50 | (15.00) | (0.02) | (14.98) | – | 66.87% |
| 76 | Holiday Club Canarias Investments S.L. | 02/09/2015 | EUR | 92.6550 | 0.03 | 0.07 | 27.24 | 27.14 | 27.14 | 0.09 | 0.07 | * | 0.07 | – | 66.87% |
| 77 | Holiday Club Canarias Sales & Marketing S.L. | 02/09/2015 | EUR | 92.6550 | 0.03 | (17.06) | 132.95 | 149.98 | 30.48 | 46.16 | (2.09) | (0.06) | (2.03) | – | 66.87% |
| 78 | Holiday Club Canarias Resort Management S.L. | 02/09/2015 | EUR | 92.6550 | 0.03 | 77.75 | 156.61 | 78.83 | 96.24 | 60.54 | 5.28 | 1.52 | 3.76 | – | 66.87% |
| 79 | Holiday Club Canarias Vacation Club SLU | 18/12/2018 | EUR | 92.6550 | 0.03 | 23.51 | 36.76 | 13.22 | 1.79 | 50.68 | 5.97 | 1.49 | 4.48 | – | 66.87% |
| 80 | Bristlecone Worldwide, Inc. | 17/05/2004 | USD | 85.5220 | 0.17 | 54.04 | 110.62 | 56.41 | 104.98 | * | (6.98) | (0.94) | (6.04) | – | 95.08% |
| 81 | Bristlecone India Limited | 25/09/1995 | INR | 1.0000 | 19.05 | 184.72 | 331.69 | 127.92 | 59.92 | 618.45 | 72.73 | 18.35 | 54.38 | – | 95.08% |
| 82 | Bristlecone Consulting Limited | 01/06/2010 | CAD | 59.7263 | * | 3.62 | 4.53 | 0.91 | – | 4.89 | 0.43 | 0.01 | 0.42 | – | 95.08% |
| 83 | Bristlecone (Malaysia) Sdn.Bhd | 30/05/2007 | MYR | 19.2730 | 0.96 | 1.00 | 2.06 | 0.10 | – | 0.65 | * | – | * | – | 95.08% |
| 84 | Bristlecone International AG | 21/06/2011 | CHF | 97.3005 | 0.97 | 25.08 | 32.78 | 6.73 | – | 39.02 | 1.21 | 0.11 | 1.10 | – | 95.08% |
| 85 | Bristlecone (UK) Limited | 31/05/1999 | GBP | 110.8235 | 26.04 | (19.20) | 6.95 | 0.11 | – | 0.01 | * | – | * | – | 95.08% |
| 86 | Bristlecone Inc. | 17/05/2004 | USD | 85.5220 | 58.59 | (5.65) | 313.43 | 260.49 | – | 856.05 | 71.66 | 20.70 | 50.96 | – | 95.08% |
| 87 | Bristlecone Middle East DMCC | 18/07/2016 | AED | 23.2835 | 0.12 | 11.14 | 13.83 | 2.57 | – | 14.43 | 0.92 | 0.01 | 0.91 | – | 95.08% |
| 88 | Bristlecone GmbH | 09/12/2003 | EUR | 92.6550 | 0.46 | 60.40 | 87.87 | 27.01 | – | 82.20 | 6.52 | 1.85 | 4.67 | – | 95.08% |
| 89 | Bristlecone (Singapore) Pte. Limited | 21/02/2003 | SGD | 63.7840 | 10.65 | 0.23 | 11.03 | 0.15 | – | – | (0.05) | (0.03) | (0.02) | – | 95.08% |
| 90 | Bristlecone Internacional Costa Rica Limited ** | 04/01/2022 | USD | 85.5220 | 0.86 | (0.66) | 0.58 | 0.38 | – | – | (0.98) | – | (0.98) | – | 95.08% |

**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (Continued)**

*Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 91 | Mahindra—BT Investment Company (Mauritius) Limited | 24/12/2004 | USD | 85.5220 | 101.60 | 43.19 | 145.22 | 0.43 | 34.47 | 8.80 | 8.20 | 1.24 | 6.96 | — | 57.00% |
| 92 | Mahindra Accelo Limited | 28/04/1983 | INR | 1.0000 | 27.10 | 958.39 | 1,832.47 | 846.98 | 211.42 | 3,535.45 | 153.34 | 38.29 | 115.05 | 50.00 | 100.00% |
| 93 | Mahindra Steel Service Centre Limited | 29/12/1993 | INR | 1.0000 | 16.54 | 129.53 | 414.24 | 268.17 | — | 483.17 | 25.29 | 5.49 | 19.80 | 5.92 | 61.00% |
| 94 | Mahindra Electrical Steel Private Limited ** | 11/07/2009 | INR | 1.0000 | 2.50 | (2.44) | 0.09 | 0.03 | — | — | 11.44 | — | 11.44 | — | 100.00% |
| 95 | Mahindra Auto Steel Private Limited | 12/12/2013 | INR | 1.0000 | 68.50 | 147.35 | 625.43 | 409.58 | — | 1,001.91 | 62.99 | 18.69 | 44.30 | 6.63 | 75.50% |
| 96 | Mahindra Middleeast Electrical Steel Service Centre (FZC) | 08/08/2004 | AED | 23.2835 | 4.70 | 42.01 | 93.49 | 46.78 | — | 85.49 | 6.58 | — | 6.58 | 0.18 | 90.00% |
| 97 | PT Mahindra Accelo Steel Indonesia | 19/12/2018 | IDR | 0.0052 | 28.86 | (26.22) | 71.72 | 69.08 | — | 45.13 | (7.20) | (0.02) | (7.18) | — | 99.98% |
| 98 | Mahindra MSTC Recycling Private Limited | 16/12/2016 | INR | 1.0000 | 70.00 | (46.90) | 52.18 | 29.08 | — | 33.92 | (11.96) | (0.02) | (11.94) | — | 50.00% |
| 99 | Mahindra Holdings Limited | 02/11/2007 | INR | 1.0000 | 2,705.37 | 800.70 | 3,514.79 | 8.72 | 2,547.77 | 336.21 | 331.31 | 72.77 | 258.54 | — | 100.00% |
| 100 | Mahindra Overseas Investment Company (Mauritius) Limited | 24/12/2004 | USD | 85.5220 | 3,765.61 | (4,225.17) | 1,586.57 | 2,046.13 | 1,503.30 | 149.54 | 16.49 | 12.48 | 4.01 | — | 100.00% |
| 101 | Mahindra Automotive Mauritius Limited | 06/11/2018 | EUR | 92.6550 | 2,332.17 | (2,332.09) | 0.19 | 0.11 | * | — | (133.77) | — | (133.77) | — | 100.00% |
| 102 | Mahindra Susten Private Limited | 04/03/2011 | INR | 1.0000 | 390.92 | 1,489.27 | 2,054.96 | 174.77 | 957.84 | 354.04 | 90.72 | 26.04 | 64.68 | — | 60.01% |
| 103 | Migos Hybren Private Limited ** | 15/12/2023 | INR | 1.0000 | 0.20 | (0.30) | 5.21 | 5.31 | — | — | (0.28) | — | (0.28) | — | 60.01% |
| 104 | Layer Hybren Private Limited ** | 02/12/2023 | INR | 1.0000 | 0.20 | (1.88) | 36.91 | 38.59 | — | — | (1.80) | — | (1.80) | — | 60.01% |
| 105 | Kyros Hybren Private Limited ** | 30/11/2023 | INR | 1.0000 | 0.20 | (0.05) | 0.16 | 0.01 | — | — | (0.03) | — | (0.03) | — | 60.01% |
| 106 | Jade Hybren Private Limited ** | 30/11/2023 | INR | 1.0000 | 0.20 | (0.10) | 8.63 | 8.53 | — | — | (0.08) | — | (0.08) | — | 60.01% |
| 107 | Furies Solren Private Limited ** | 14/06/2023 | INR | 1.0000 | 0.20 | (1.03) | 116.39 | 117.22 | — | — | (0.86) | — | (0.86) | — | 60.01% |
| 108 | Gelos Solren Private Limited ** | 14/06/2023 | INR | 1.0000 | 0.20 | (3.87) | 54.93 | 58.60 | — | — | (3.84) | — | (3.84) | — | 60.01% |
| 109 | Hazel Hybren Private Limited ** | 02/06/2023 | INR | 1.0000 | 0.20 | (0.54) | 83.31 | 83.65 | — | — | (0.05) | — | (0.05) | — | 60.01% |
| 110 | Illuminate Hybren Private Limited ** | 30/05/2023 | INR | 1.0000 | 0.20 | (1.08) | 8.57 | 9.45 | — | — | (0.81) | — | (0.81) | — | 60.01% |
| 111 | Neon Hybren Private Limited ** | 03/05/2024 | INR | 1.0000 | 0.20 | (0.09) | 15.51 | 15.40 | — | — | (0.09) | — | (0.09) | — | 60.01% |
| 112 | Orion Hybren Private Limited ** | 03/05/2024 | INR | 1.0000 | 0.20 | (0.03) | 0.18 | 0.01 | — | — | (0.03) | — | (0.03) | — | 60.01% |



**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (Continued)**

*Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 113 | Pulse Hybren Private Limited ** | 03/05/2024 | INR | 1.0000 | 0.20 | (0.03) | 0.18 | 0.01 | — | — | (0.03) | — | (0.03) | — | 60.01% |
| 114 | Quest Hybren Private Limited ** | 03/05/2024 | INR | 1.0000 | 0.20 | (0.03) | 0.18 | 0.01 | — | — | (0.03) | — | (0.03) | — | 60.01% |
| 115 | Rhyme Hybren Private Limited ** | 13/12/2024 | INR | 1.0000 | 0.15 | (0.01) | 0.15 | 0.01 | — | — | (0.01) | — | (0.01) | — | 60.01% |
| 116 | Steer Hybren Private Limited ** | 29/11/2024 | INR | 1.0000 | 0.15 | (0.01) | 0.15 | 0.01 | — | — | (0.01) | — | (0.01) | — | 60.01% |
| 117 | Target Hybren Private Limited ** | 06/12/2024 | INR | 1.0000 | 0.15 | (0.01) | 0.15 | 0.01 | — | — | (0.01) | — | (0.01) | — | 60.01% |
| 118 | Ultrogen Hybren Private Limited ** | 29/12/2024 | INR | 1.0000 | 0.15 | (0.01) | 0.15 | 0.01 | — | — | (0.01) | — | (0.01) | — | 60.01% |
| 119 | Velos Hybren Private Limited ** | 09/12/2024 | INR | 1.0000 | 0.15 | (0.01) | 0.15 | 0.01 | — | — | (0.01) | — | (0.01) | — | 60.01% |
| 120 | Martial Solren Private Limited | 27/08/2020 | INR | 1.0000 | 6.91 | 143.54 | 1,511.36 | 1,360.91 | — | 2.69 | (11.57) | — | (11.57) | — | 60.01% |
| 121 | Mahindra Teqo Private Limited | 05/01/2016 | INR | 1.0000 | 0.13 | 80.34 | 157.73 | 77.26 | — | 223.04 | 13.20 | 2.67 | 10.53 | — | 80.00% |
| 122 | Marvel Solren Private Limited | 10/10/2015 | INR | 1.0000 | 27.82 | 27.24 | 122.63 | 67.57 | — | 20.76 | 1.01 | 0.54 | 0.47 | — | 100.00% |
| 123 | Mahindra Defence Systems Limited | 30/07/2012 | INR | 1.0000 | 16.72 | 524.40 | 1,374.17 | 833.05 | 69.04 | 960.17 | 88.55 | 18.83 | 69.72 | 12.54 | 100.00% |
| 124 | Mahindra Telephonics Integrated Systems Limited | 22/04/2013 | INR | 1.0000 | 50.78 | (46.25) | 73.39 | 68.86 | 8.03 | 63.31 | 5.40 | — | 5.40 | — | 100.00% |
| 125 | Mahindra Emirates Vehicle Armouring FZ—LLC | 05/08/2010 | AED | 23.2835 | 23.29 | 12.90 | 102.97 | 66.78 | 0.06 | 103.17 | 7.35 | — | 7.35 | — | 88.00% |
| 126 | Mahindra Armored Vehicles Jordan, LLC | 31/03/2019 | JOD | 120.6235 | 0.06 | 2.06 | 8.15 | 6.03 | — | 41.83 | 1.39 | — | 1.39 | — | 88.00% |
| 127 | Mahindra First Choice Wheels Limited | 24/03/2008 | INR | 1.0000 | 91.11 | 2.25 | 244.11 | 150.75 | 33.72 | 309.78 | (18.80) | — | (18.80) | — | 56.46% |
| 128 | Mahindra Integrated Business Solutions Private Limited | 18/01/2011 | INR | 1.0000 | 9.78 | 195.07 | 277.47 | 72.62 | 25.74 | 657.77 | 31.42 | 7.91 | 23.51 | 9.78 | 100.00% |
| 129 | Mahindra eMarket Limited | 11/08/2014 | INR | 1.0000 | 0.80 | (1.93) | 0.78 | 1.91 | — | — | (0.04) | — | (0.04) | — | 83.47% |
| 130 | Mahindra Airways Limited | 27/07/2016 | INR | 1.0000 | 183.00 | (8.78) | 225.55 | 51.33 | 4.92 | 14.24 | (0.96) | — | (0.96) | — | 100.00% |
| 131 | Mahindra Logistics Limited | 12/12/2007 | INR | 1.0000 | 72.13 | 627.12 | 2,318.29 | 1,619.04 | 418.99 | 5,012.56 | 58.18 | 14.68 | 43.50 | 18.01 | 57.97% |
| 132 | 2 x 2 Logistics Private Limited | 22/10/2012 | INR | 1.0000 | 9.01 | 3.47 | 55.82 | 43.34 | — | 85.07 | 17.54 | 5.32 | 12.22 | — | 31.88% |
| 133 | Lords Freight (India) Private Limited | 07/08/2014 | INR | 1.0000 | 2.36 | 49.77 | 86.88 | 34.75 | 5.01 | 298.73 | 8.63 | 2.24 | 6.39 | — | 57.42% |
| 134 | MLL Express Services Private Limited | 05/12/2019 | INR | 1.0000 | 282.97 | (300.92) | 363.94 | 381.89 | — | 363.83 | (97.34) | — | (97.34) | — | 57.97% |
| 135 | MLL Mobility Private Limited | 05/12/2019 | INR | 1.0000 | 0.64 | 38.17 | 106.21 | 67.40 | 15.64 | 320.53 | 5.42 | — | 5.42 | — | 57.97% |

**Part "A" Subsidiaries [as per section 2(87) of the Companies Act, 2013] (Continued)**

*Rupees crores*

| Sr. No. | Name of Subsidiary | The date since when subsidiary was acquired | Reporting currency | Exchange rate | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Gross Turnover ^ | Profit/(Loss) before Tax | Provision for Tax | Profit/ (Loss) after Tax | Proposed Dividend | Proportion of ownership interest @ ## |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 136 | V–Link Freight Services Private Limited | 09/09/2022 | INR | 1.0000 | 1.00 | (2.69) | 0.58 | 2.27 | – | 6.80 | (0.98) | – | (0.98) | – | 57.97% |
| 137 | MLL Global Logistics Limited € $ | 06/12/2022 | GBP | 110.8235 | – | – | – | – | – | – | – | – | – | – | 57.97% |
| 138 | Zipzap Logistics Private Limited | 22/12/2023 | INR | 1.0000 | 0.64 | 28.81 | 45.29 | 15.85 | – | 172.97 | 0.87 | 0.09 | 0.78 | – | 37.16% |
| 139 | Mahindra Aerospace Private Limited | 28/02/2008 | INR | 1.0000 | 912.39 | (538.79) | 373.81 | 0.21 | 372.00 | – | (0.35) | – | (0.35) | – | 100.00% |
| 140 | Mahindra Aerostructures Private Limited | 27/01/2011 | INR | 1.0000 | 464.50 | (304.96) | 400.64 | 241.10 | – | 258.06 | (7.80) | – | (7.80) | – | 100.00% |
| 141 | Mahindra Aerospace Australia Pty Limited € $ | 08/04/2010 | AUD | 53.7040 | 763.32 | (746.89) | 16.90 | 0.47 | – | – | (2.66) | – | (2.66) | – | 100.00% |
| 142 | Mahindra Sustainable Energy Private Limited | 25/06/2017 | INR | 1.0000 | 123.44 | (0.13) | 123.36 | 0.05 | 122.19 | 0.21 | (0.20) | – | (0.20) | – | 100.00% |
| 143 | Mahindra Construction Company Limited | 28/11/2017 | INR | 1.0000 | 2.40 | (24.03) | 1.37 | 23.00 | – | – | (0.05) | – | (0.05) | – | 65.19% |

**Notes:**

* denotes amounts less than Rs. 50,000.

^ Gross turnover means revenue from operations of respective entities.

** denotes companies yet to commence operations

# denotes companies where reporting period is different from 1st April, 2024 to 31st March, 2025. The financial year for all other subsidiaries is 1st April, 2024 to 31st March, 2025

€ Under liquidation

$ Based on unaudited financial statements as audit is not required as per their local laws

@ excluding shares issued to ESOP Trusts of the respective entities/their holding companies but not allotted to employees

## There are no companies where voting power is different from ownership interests except in case of Mahindra Last Mile Mobility Limited.

£ 200 shares are held by investors

Names of subsidiaries which have ceased to exist during the year on account of Liquidation/ Sale/Merger through scheme of arrangement are as under :

(a) Mahindra Heavy Engines Limited
(b) Mahindra Two Wheelers Limited
(c) Trringo.com Limited
(d) Mahindra North American Technical Center, Inc.
(e) Holiday Club Resort Rus LLC
(f) Fifth Gear Ventures Limited



## Part "B" Details of Associates / Joint Ventures [as per Section 2(6) of the Companies Act, 2013]

*Rupees crores*

| Name of Associates /Joint Ventures | Audited Balance Sheet Date | Date of Acquisition | No. of Equity shares held †† | Proportion of ownership interest | Cost of Investments | Networth attributable to Shareholding as per latest audited Balance Sheet | Profit/(Loss) for the year | |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | Considered in Consolidation | Not considered in consolidation |
| Tech Mahindra Limited | 31/03/2025 | 31/08/2012 | 24,82,20,799 | 28.06% | 971.75 | 7,677.63 | 1,192.96 | 3,058.53 |
| Officemartindia.com Limited | 31/03/2025 | 31/03/2002 | 7,49,997 | 50.00% | — | (0.13) | * | * |
| Mahindra & Mahindra Contech Limited | 31/03/2025 | 01/04/2010 | 70,000 | 46.66% | 1.73 | 9.76 | 0.68 | 0.77 |
| Kota Farm Services Limited | 31/03/2025 | 15/04/2011 | 3,10,000 | 47.81% | 0.30 | (0.15) | * | * |
| Mitsubishi Mahindra Agricultural Machinery co., Ltd.§ | | 01/10/2015 | 4 | 33.33% | 191.59 | (11.83) | (151.61) | (75.81) |
| P.F. holding BV$ | | 27/05/2016 | 2,63,36,050 | 40.00% | 254.05 | 90.20 | (20.96) | (31.44) |
| Smartshift Logistics Solutions Private Limited | 31/03/2025 | 28/03/2018 | 8,32,11,840 | 25.93% | 218.51 | 128.23 | 14.35 | 40.98 |
| Mahindra Ideal Lanka Private Limited | 31/03/2025 | 31/05/2018 | 1,75,000 | 35.00% | 6.79 | 1.79 | (0.97) | (1.81) |
| ReNew Sunlight Energy Private Limited | | 06/07/2021 | 1,60,74,000 | 37.21% | 16.07 | 14.28 | (0.44) | (0.74) |
| Brainbees Solutions Limited | | 29/04/2022 | 5,02,33,661 | 10.49% | 391.61 | 495.20 | (17.29) | (149.18) |
| Blue Planet Integrated Waste Solutions Limited | 31/03/2025 | 28/12/2023 | 60,00,000 | 20.00% | 5.94 | 2.48 | (0.66) | (2.63) |

**Notes:**

There are no associates or joint ventures which are yet to commence operations.

* denotes amount less than Rs. 50,000

†† Including equity/preferred shares to be issued on conversion of participating Compulsorily Convertible Preference Shares

$ Based on unaudited financial statements as audit is not required as per their local laws

§ In addition to JPY750 million Common Stock (which represents 33.33% of the Common stock), the Company owns the entire JPY 2,250 million "Class A" shares (shares with no voting rights); "Class A" shares have rights over dividend and liquidation on an equal basis with Common Stock.

For **Mahindra & Mahindra Limited**

Directors:
**T. N. Manoharan** (DIN - 01186248)
**Shikha Sharma** (DIN - 00043265)
**Nisaba Godrej** (DIN - 00591503)
**Muthiah Murugappan** (DIN - 07858587)
**Padmasree Warrior** (DIN - 10387032)
**Ranjan Pant** (DIN - 00005410)
**Sat Pal Bhanoo** (DIN - 10482731)

**Anand G. Mahindra** Chairman (DIN - 00004695)
**Anish Shah** Group CEO and Managing Director (DIN - 02719429)
**Rajesh Jejurikar** Executive Director and CEO (Auto and Farm Sector) (DIN - 00046823)
**Amarjyoti Barua** Group Chief Financial Officer
**Divya Mascarenhas** Interim Company Secretary (FCS No.10249)

Mumbai, 5th May, 2025

# Notes

mahindra Rise

Registered Office

**MAHINDRA &
MAHINDRA LIMITED**

Gateway Building, Apollo Bunder,
Mumbai - 400 001.

www.mahindra.com

Scan QR code to download

vakils



THE SEVENTY NINTH ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA LIMITED will be held on Thursday, the 31st day of July, 2025 at 03.00 p.m., Indian Standard Time (IST), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility to transact the following businesses.

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

**ORDINARY BUSINESS**

1. **Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon**

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

   "RESOLVED that the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

2. **Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon**

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

   "RESOLVED that the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

3. **Declaration of Dividend on Ordinary (Equity) Shares**

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

   "RESOLVED that a Dividend of Rs. 25.30 (506%) per Ordinary (Equity) Share of the face value of Rs. 5 each for the year ended 31st March, 2025 on 124,35,28,831 Ordinary (Equity) Shares of the Company aggregating Rs. 3,146.13 crores as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the Profits for the year ended on 31st March, 2025."

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

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

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

5. **Re-appointment of Mr. Anand G. Mahindra, as a Director liable to retire by rotation**

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

   "RESOLVED that Mr. Anand G. Mahindra (DIN: 00004695), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

**SPECIAL BUSINESS**

6. **Revision in terms of Remuneration to Mr. Anand G. Mahindra, Non-Executive Chairman of the Company**

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

   "RESOLVED that in partial modification of the Resolution No. 10 passed by the Members at the Seventy Fifth Annual General Meeting held on 6th August, 2021 ("75th AGM") and the Resolution No. 6 passed by the Members at the Seventy Eighth Annual General Meeting held on 31st July, 2024 ("78th AGM") and pursuant to the provisions of sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the revision in the Total Remuneration of Mr. Anand G. Mahindra (DIN: 00004695), Non-Executive Chairman of the Company for a period from 1st April, 2025 upto 11th November, 2026, being the remainder period for which his remuneration was earlier approved by Members at the 75th AGM and 78th AGM, as under:

   **Total Remuneration of Rs. 6,05,00,000 per annum split as under:**

   (a) Remuneration of Rs. 3,02,50,000 per annum by way of monthly payment and

   (b) Commission of Rs. 3,02,50,000 per annum.

   FURTHER RESOLVED that except for the revision in the Total Remuneration as above, all other terms and conditions of remuneration, as approved earlier by the Members at the 75th AGM, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

   Provided that the above remuneration be paid to Mr. Anand G. Mahindra even if it exceeds one percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

   Provided further that the above remuneration be paid to Mr. Anand G. Mahindra notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time.

   FURTHER RESOLVED that where in any financial year during the period from 1st April, 2025 upto 11th November, 2026, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Mr. Anand G. Mahindra, Non-Executive Chairman of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

   FURTHER RESOLVED that pursuant to the provisions of Regulation 17(6)(ca) of the Listing Regulations, approval of the Company be accorded for payment of the above remuneration to Mr. Anand G. Mahindra (DIN: 00004695), Non-Executive Chairman of the Company for the Financial Year 2025-26, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the Financial Year 2025-26.

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

7. **Re-appointment of Ms. Nisaba Godrej as an Independent Director**

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

"RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Nisaba Godrej (DIN: 00591503), who was appointed as an Independent Director of the Company at the 75th Annual General Meeting of the Company held on 6th August, 2021 and who holds office of Independent Director up to 7th August, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive)."

8. **Re-appointment of Mr. Muthiah Murugappan as an Independent Director**

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

"RESOLVED that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Muthiah Murugappan (DIN: 07858587), who was appointed as an Independent Director of the Company at the 75th Annual General Meeting of the Company held on 6th August, 2021 and who holds office of the Independent Director up to 7th August, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive)."

9. **Ratification of Remuneration to Cost Auditors**

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

"RESOLVED that pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee, the remuneration payable to Messrs D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026, amounting to Rs. 10,00,000 (Rupees Ten Lakhs only) (plus Goods and Services Tax and reimbursement of out-of-pocket expenses) be ratified.

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

10. **Appointment of M/s. Parikh & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company**

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

"RESOLVED that pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Parikh & Associates, Peer reviewed firm of Company Secretaries (ICSI Firm Registration No. P1988MH009800) be and are hereby appointed as the Secretarial Auditor of the Company for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the secretarial audit.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Secretarial Auditor, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Act or Listing Regulations and such other requirements without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution."





11. **Material Modification of earlier approved Material Related Party Transactions between the Company and Mahindra Electric Automobile Limited a Subsidiary of the Company**

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

"RESOLVED that in partial modification of the Resolution No. 11 passed by the Members at the Seventy Seventh Annual General Meeting of the Company held on 4th August, 2023 and Resolution No. 14 passed by the Members at the Seventy Eighth Annual General Meeting of the Company held on 31st July, 2024, and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Company to enter into/ continue with the existing Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations read with the definition of 'Related Party' under Regulation 2(1)(zb) of the Listing Regulations, with Mahindra Electric Automobile Limited ("MEAL"), Subsidiary and a Related Party of the Company, based on the revised monetary limit for a period commencing from the Seventy Ninth Annual General Meeting upto the date of Eightieth Annual General Meeting of the Company to be held in the year 2026 as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the Company and MEAL, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

FURTHER RESOLVED that except for the modification mentioned above, all other terms and conditions as approved earlier by the Members at the Seventy Seventh Annual General Meeting, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

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

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

12. **Approval for Material Related Party Transactions pertaining to Subsidiaries of the Company**

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

"RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations to be entered into by the Subsidiaries of the Company as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, for a period commencing from the Seventy Ninth Annual General Meeting upto the date of Eightieth Annual General Meeting of the Company to be held in the year 2026, provided that the said contract(s)/ arrangement(s)/ agreement(s) / transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis.

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

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

**Notes:**

1. **Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, MCA General Circular No. 09/2023 dated 25th September, 2023 and MCA General Circular No. 09/2024 dated 19th September, 2024 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").**

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

2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, physical attendance of Members has been dispensed with. Further, SEBI vide its Notification dated 12th December, 2024, amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), whereby the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID sbhagwatcs@yahoo.co.in with a copy marked to evoting@kfintech.com and to the Company at investors@mahindra.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

5. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.

6. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

7. The Explanatory Statement as required under section 102 of the Act is annexed hereto. Further, additional information with respect to Item No. 4 and 5 is also annexed hereto.

   The Board of Directors has considered and decided to include the Item Nos. 6 to 12 given above as Special Business in the AGM in view of the business requirements and as such unavoidable in nature.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 31st July, 2025.

   Members seeking to inspect such documents can send an email to agm.inspection@mahindra.com.

9. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is KFin, having their office at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India.

10. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will be closed from Saturday, 5th July, 2025 to Thursday, 31st July, 2025 (both days inclusive) for the purpose of Dividend and AGM.

11. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after 31st July, 2025, to those persons or their mandates:

    (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 4th July, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

    (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, 4th July, 2025 after giving effect to valid request(s) received for transmission/ transposition of shares.

12. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

    Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from 1st April, 2024. Hence the Shareholders are requested to update their details with Company/KFin by submitting ISR forms available on website of the Company viz. https://www.mahindra.com/investor-relations/reports to avoid delay in receipt of dividend.

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

    Members holding shares in demat form are requested to update their bank account details with their respective Depository Participants ("DPs"). The Company or KFin cannot act on any request received directly from the Members holding shares in dematerialised form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

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

13. **TDS ON DIVIDEND:** Pursuant to the Income-Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after 1st April, 2020 has become taxable in the hands of the shareholders and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2025 and amendments thereof. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company/KFin (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode) on or before Friday, 27th June, 2025.

    **For Resident Shareholders:** Tax shall be deducted at source under section 194 of the Income-Tax Act, 1961 at the rate of 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2025-26 provided a valid PAN is provided by the shareholder. In case shareholders do not have PAN or have invalid PAN or have not registered their valid PAN details with their DP/ KFin or shareholder's PAN is not linked with Aadhaar TDS at the rate of 20% shall be deducted under Section 206AA of the Income-Tax Act, 1961.

    a) **For Resident Individual:** No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2025-26 does not exceed Rs. 10,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2025-26.

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

    b) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:

       i. **Insurance Companies:** Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (IRDAI)/LIC/GIC.

       ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income-Tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.

       iii. **Alternative Investment Fund (AIF):** Self declaration that its income is exempt under section 10 (23FBA) of the Income-Tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF along with self attested copy of the PAN card and certificate of AIF registration with SEBI.

       iv. **New Pension System (NPS) Trust:** Self declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income-Tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

       v. **Recognized Provident Fund:** Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Income-Tax Act, 1961 or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952.

       vi. **Approved Superannuation Fund:** Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Income-Tax Act, 1961.

       vii. **Approved Gratuity Fund:** Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Income-Tax Act, 1961.

       viii. **National Pension Scheme:** A declaration that the NPS is exempt under Section 10(44) of the Income-Tax Act, 1961 and registration taken under Pension Fund Regulatory and Development Authority Act, 2013.

       ix. **Other Non-Individual shareholders:** Self attested copy of documentary evidence supporting the exemption along with self attested copy of PAN card.

    **For Non-resident Shareholders:** Taxes are required to be withheld in accordance with the provisions of section 195 read with section 115A of the Income-Tax Act, 1961 at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of GDRs and Foreign Portfolio Investors ("FPI")/ Foreign Institutional Investors ("FII"), the withholding tax shall be as per the rates specified in sections 196C and 196D of the Income-Tax Act, 1961 respectively (plus applicable surcharge and cess) on the amount of Dividend payable to them.

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

    - Self-attested copy of the PAN card allotted by the Indian Income-Tax authorities.
    - Self-attested copy of Tax Residency Certificate (TRC) for Financial Year 2025-26 obtained from the tax authorities of the country of which the shareholder is a resident.
    - Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Form 10F online at https://eportal.incometax.gov.in/ with effect from 1st April, 2023 to avail the benefit of DTAA.

- Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement for Financial Year 2025-26.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- In case of FIIs and FPIs, copy of SEBI registration certificate.
- In case of shareholder being tax resident of Singapore, a letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

**Declaration Under Rule 37BA**

In case the dividend income is assessable to tax in the hands of a person other than the registered shareholder as on Friday, 4th July, 2025, in terms of Rule 37BA of the Income Tax Rules, 1962, the registered shareholder is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before Saturday, 5th July, 2025. No request in this regard would be accepted by the Company/KFin after the said date or payment of dividend.

14. Members may submit the aforementioned documents at einward.ris@kfintech.com on or before Friday, 27th June, 2025, in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post Friday, 27th June, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible.

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

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

    An email communication informing the shareholders regarding TDS as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered email IDs of the Shareholders.

15. **IEPF:** Under section 124 of the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. An amount of Rs. 2,85,78,212 being unclaimed/unpaid dividend of the Company for the Financial Year ended 31st March, 2017 was transferred in September, 2024 to IEPF.

    The Company paid to IEPF on 2nd August, 2024, an amount of Rs. 4,90,34,861 towards dividend for the Financial Year ended 31st March, 2024 on the shares which were transferred to IEPF.

    Members who have not encashed the dividend warrants/ demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2017-18 and thereafter, are requested to make their claim to Kfin well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

| Financial Year ended | Date of declaration of dividend | Last date for claiming unpaid/ unclaimed dividend |
|---|---|---|
| 31st March, 2018 | 7th August, 2018 | 5th September, 2025 |
| 31st March, 2019 | 7th August, 2019 | 5th September, 2026 |
| 31st March, 2020 | 7th August, 2020 | 6th September, 2027 |
| 31st March, 2021 | 6th August, 2021 | 6th September, 2028 |
| 31st March, 2022 | 5th August, 2022 | 5th September, 2029 |
| 31st March, 2023 | 4th August, 2023 | 3rd September, 2030 |
| 31st March, 2024 | 31st July, 2024 | 29th August, 2031 |

    Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2024 on the website of the Company at https://www.mahindra.com and also on the website of the MCA at http://www.iepf.gov.in/.

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

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

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

16. **NOMINATION:** Members can avail nomination facility in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFin at the above-mentioned address. Members holding shares in electronic form may contact their respective DPs for availing this facility.

17. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7th May, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

    Members are accordingly requested to get in touch with any DP having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFin to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited ("NSDL") at https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited ("CDSL") at https://www.cdslindia.com/Investors/open-demat.html for further understanding the demat procedure. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website at https://www.mahindra.com/investor-relations/reports.

18. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 09/2023 dated 25th September, 2023, MCA General Circular No. 09/2024 dated 19th September, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, the Annual Report for Financial Year 2024-25, which, *inter alia*, comprises of the Audited Standalone Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended 31st March, 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/KFin or the DP(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

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

    A copy of the Notice of this AGM along with Annual Report for the FY 2024-25 is available on the website of the Company at https://www.mahindra.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at https://evoting.kfintech.com.

19. **Members are requested to:**

    a. intimate to KFin/ the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, in Form ISR- 1 and other forms prescribed by SEBI;

    b. intimate to the respective DP, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;

    c. quote their folio numbers/DP ID/ Client ID in all correspondence;

    d. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;

    e. register their PAN with their DPs, in case of shares held in dematerialised form; and

    f. refer to Frequently Asked Questions ("FAQs") section on Company's website https://www.mahindra.com/investor-relations/reports for all requisite formats and procedures.

20. **SCRUTINISER FOR E-VOTING:** Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS 10189) and failing him Mr. Mandar Jog, Practicing Company Secretary (Membership No. FCS 9552) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

21. **SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:**

    a. For ease of conduct of AGM, Members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-ID investors@mahindra.com, at least 48 hours before the time fixed for the AGM i.e. by 3.00 p.m. (IST) on Tuesday, 29th July, 2025, mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

    b. Alternatively, Members holding shares as on the cut-off date i.e. Thursday, 24th July, 2025, may also visit http://emeetings.kfintech.com and click on the tab "Post Your Queries" and post their queries/ views in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window shall be closed 48 hours before the time fixed for the AGM i.e. at 03.00 p.m. (IST) on Tuesday, 29th July, 2025.

    c. Members can also post their questions during AGM through the "Ask A Question" tab, which is available in the VC/OAVM Facility as well as in the one way live webcast facility.

    The Company will, at the AGM, endeavour to address the queries received till 03.00 p.m. (IST) on Tuesday, 29th July, 2025 from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

22. **SPEAKER REGISTRATION BEFORE AGM:** Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting https://emeetings.kfintech.com and clicking on "Speaker Registration" during the period from Tuesday, 22nd July, 2025 (9:00 a.m. IST) upto Thursday, 24th July, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date i.e. Thursday, 24th July, 2025. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

23. **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM:**

a) **ATTENDING THE AGM:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin. Members are requested to login at http://emeetings.kfintech.com and click on the "Video Conference" tab to join the Meeting by using the remote e-voting credentials.

b) Please note that Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions provided in Note No. 24 and 25.

c) Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.

d) Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Point No. a above and this mode will be available throughout the proceedings of the AGM.

e) In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Members may refer to the "How it Works" section of https://emeetings.kfintech.com or contact at investors@mahindra.com, or Mr. Premkumar Maruturi, Senior Manager – Corporate Registry, KFintech at Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India or at the email ID evoting@kfintech.com or on phone No.: 040-6716 1509 or call KFin's toll free No.: 1800-3094-001 for any further clarifications.

24. **PROCEDURE FOR REMOTE E-VOTING**

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Members are provided with the facility to cast their vote electronically through the e-voting services provided by KFin on all resolutions set forth in this Notice, through remote e-voting. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

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

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

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | **1. User already registered for IDeAS facility:**<br>I. Visit URL: https://eservices.nsdl.com<br>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.<br>III. On the new page, enter User ID and Password.<br>IV. Post successful authentication, click on "Access to e-Voting"<br>V. You will see Company Name: "Mahindra & Mahindra Limited" on the next screen. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.<br>**2. User not registered for IDeAS e-Services**<br>I. To register click on link: https://eservices.nsdl.com<br>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>III. Proceed with completing the required fields.<br>IV. Follow steps given in point 1. |





| Type of shareholders | Login Method |
|---|---|
| | **3. Alternatively by directly accessing the e-Voting website of NSDL**<br>I. Open URL: https://www.evoting.nsdl.com/<br>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.<br>IV. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "Mahindra & Mahindra Limited" on the next screen. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. |
| Individual Shareholders holding securities in demat mode with CDSL | **1. Existing user already opted for Easi/Easiest**<br>I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login<br>II. Enter your User ID and Password for accessing Easi/Easiest.<br>III. You will see Company Name: "Mahindra & Mahindra Limited" on the next screen. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.<br>**2. User not registered for Easi/Easiest**<br>I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br>II. Proceed with completing the required fields.<br>III. Follow the steps given in point 1.<br>**3. Alternatively, by directly accessing the e-Voting website of CDSL**<br>I. Visit URL: www.cdslindia.com<br>II. Click on Evoting tab and provide your demat Account Number and PAN.<br>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.<br>IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. |
| Individual Shareholders holding securities in demat mode – Login through demat accounts/ Website of Depository Participant | I. Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of DPs registered with NSDL/CDSL.<br>II. An option for "e-Voting" will be available once you have successfully logged-in through your respective logins. Click on the option "e-Voting" and you will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable).<br>III. Click on the e-Voting link available against Mahindra & Mahindra Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication. |

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

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

| Login type | Helpdesk details |
|---|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626 and 022-62343259 |

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

a. Member will receive an e-mail from KFin [for Members whose e-mail IDs are registered with the Company/DPs] which includes details of e-Voting Event Number ("EVEN"), user id and password:

(i) Launch internet browser by typing the URL: https://evoting.Kfintech.com.

(ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can login by using your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the "EVENT" i.e. Mahindra & Mahindra Limited.

(vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(viii) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

(ix) Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.

(x) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

(xii) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., duly authorising their authorised representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the Scrutiniser at his e-mail ID sbhagwatcs@yahoo.co.in with a copy marked to evoting@kfintech.com and to the Company at investors@mahindra.com. It should reach the Scrutiniser & the Company by email not later than Wednesday, 30th July, 2025 (5:00 p.m. IST). In case if the authorised representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.





b. In case e-mail ID of a Member is not registered with the Company/DPs then such Member is requested to register/update their e-mail addresses with the DP (in case of Shares held in dematerialised form) and inform KFin at the email ID einward.ris@kfintech.com (in case of shares held in physical form) by submitting the ISR forms. Please follow all steps from Note No. 24 (B) (a) (i) to (xii) above to cast your vote by electronic means.

**25. OTHER INSTRUCTIONS:**

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of http://evoting.kfintech.com or contact at investors@mahindra.com, or Mr. Premkumar Maruturi, Senior Manager - Corporate Registry, KFin at KFintech, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India or at the email ID evoting@kfintech.com or on phone No.: 040-6716 1509 or call KFin's toll free No.: 1800-3094-001 for any further clarifications.

b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting commences on Saturday, 26th July, 2025 (9:00 a.m. IST) and ends on, Wednesday, 30th July, 2025 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Thursday, 24th July, 2025 may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

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

d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Thursday, 24th July, 2025 being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.

e. Persons holding securities in physical mode and non-individual shareholders holding securities in demat mode who become Members of the Company after dispatch of AGM Notice but on or before the cut-off date for e-Voting, i.e. Thursday, 24th July, 2025, may obtain the User ID and Password in the manner as mentioned below:

(i) If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

(XXXX being EVEN)

(ii) If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of http://evoting.kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(iii) Member may call KFin toll free number 1800-3094-001.

(iv) Member may send an e-mail request to evoting@kfintech.com. KFin shall send User ID and Password to those new Members whose e-mail IDs are available.

**26. VOTING AT THE AGM:**

a. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.

b. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.

c. E-voting during the AGM is integrated with the VC/ OAVM platform and no separate login is required for the same.

d. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

e. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/ OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through VC/ OAVM mode during the AGM.

27. The results shall be declared within two working days from conclusion of the Meeting which is within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at https://www.mahindra.com and the website of KFin: http://evoting.kfintech.com immediately after the results are declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.

**28. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH KFIN (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):**

I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a. Members holding shares in demat form can get their email ID registered by contacting their respective DPs.

b. Members holding shares in physical form may register their email address and mobile number with KFin by sending Form ISR 1 and other relevant forms to KFintech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 or at the email ID einward.ris@kfintech.com for receiving the AGM Notice and the e-voting instructions.

II. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFin to enable serving of notices / documents / Annual Reports and other communications electronically to their email address in future.

**29. Webcast:**

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

**30. Procedure for registration and updation of email and mobile for securities held in physical mode:**

Members of the Company holding shares in physical mode are hereby notified that SEBI has mandated that all the folios have to be KYC compliant and accordingly, asked the shareholders to furnish their PAN, contact details, bank account details and nomination to the Registrar and Share Transfer Agents (RTAs). The shareholders are also required to register the postal address with PIN and are encouraged to register their e-mail ID.

Further, Members holding shares in physical mode can register/update their contact details by submitting the requisite Form ISR 1 along with the supporting documents. The aforesaid form can be downloaded from the website of the Company and RTA at: https://www.mahindra.com/investor-relations/regulatory-filings and https://ris.kfintech.com/clientservices/isc/isrforms.aspx respectively.

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a. Through 'In Person Verification' (IPV) - the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b. Through hard copies which are self-attested, which can be shared on the address below; or

| **Name** | **KFin Technologies Limited** | **Mahindra & Mahindra Limited** |
|---|---|---|
| **Address** | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. | Shares Department, Mahindra Towers, 2nd Floor, Dr. G. M. Bhosale Marg, Worli, Mumbai - 400 018. |

c. Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

Detailed FAQs can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and mobile detail for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

By Order of the Board

**DIVYA MASCARENHAS**
Interim Company Secretary
FCS No. 10249

Registered Office:
Gateway Building, Apollo Bunder,
Mumbai - 400 001.
CIN : L65990MH1945PLC004558
e-mail : investors@mahindra.com
Website : https://www.mahindra.com
Tel. : +91 22 22895500
Mumbai, 5th May, 2025





**Additional Information with respect to Item Nos. 4 and 5 and Explanatory Statement in respect of the Special Business in Item Nos. 6 to 12 pursuant to section 102 of the Companies Act, 2013**

**ITEM NO. 4**

**Proposal:**

Mr. Rajesh Jejurikar (DIN: 00046823), Executive Director and CEO (Auto and Farm Sector) of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Mr. Rajesh Jejurikar was first appointed as a Whole time Director designated as Executive Director (Automotive and Farm Sectors) on the Board of the Company with effect from 1st April, 2020 to 31st March, 2025. During the said tenure he was re-designated as Executive Director & CEO (Auto and Farm Sector) with effect from 15th March, 2023. The Shareholders of the Company at their 78th AGM held on 31st July 2024, approved the re-appointment of Mr. Rajesh Jejurikar as a Whole time Director designated as Executive Director and CEO (Auto and Farm Sector) on the Board of the Company with effect from 1st April, 2025 to 24th June, 2029.

Brief resume of Mr. Jejurikar, age, qualifications, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and are also provided in the Corporate Governance Report forming part of the Annual Report.

**Profile:**

Mr. Rajesh Jejurikar has completed 60 years of age.

Mr. Jejurikar is Executive Director and CEO (Auto and Farm Sector) at Mahindra & Mahindra Limited since 2020 and serves on the Boards of other Mahindra Group companies in India as well as overseas.

He has diverse experience across Packaged Goods, Advertising, Media, Automotive and Farm Equipment. He joined Mahindra in 2000 as Vice President - Marketing for Automotive Sector. He was then appointed Executive Vice President - Sales & Marketing and went on to become the Managing Director of Mahindra Renault. Mr. Jejurikar became Chief of Operations of the Automotive Sector and in 2010, he was appointed Chief Executive for the Automotive Division and Member of the Group Executive Board. He became President of the Farm Equipment Sector in 2015.

An MBA from S. P. Jain Institute of Management and Research, Mr. Jejurikar attended the Advanced Management Program at The Wharton School, University of Pennsylvania.

Mr. Jejurikar serves on the Governing Council of S. P. Jain Institute of Management and Research. He has represented the Tractor Manufacturers Association ('TMA') in India as its President on the National Council of the Confederation of Indian Industry ('CII') in 2016 and 2017. He was also a Member of the CII National Council on Agriculture.

Over the years, Mr. Jejurikar has been recognised for his contributions and has received many accolades, with the recent ones being:

- CEO of the Year - Forbes India Leadership Awards (FILA) 2025.
- Business Leader of the Year - Car & Bike Awards 2024.
- Indian Global Automotive Leader of the Year - BBC Top Gear Awards, 2024.
- Distinguished Alumnus Award 2023 - S. P. Jain Institute of Management and Research.
- Autocar Person of the Year - 2023.

**Directorships:**

Mr. Jejurikar is Executive Director and CEO (Auto and Farm Sector) of Mahindra & Mahindra Limited. He is also Chairman of Swaraj Engines Limited, Mahindra Last Mile Mobility Limited, Mahindra Two Wheelers Europe Holdings S.a.r.l., Mahindra USA Inc., Mitsubishi Mahindra Agricultural Machinery Co. Ltd. and Automobili Pininfarina GmbH and Director of Classic Legends Private Limited and Mahindra Electric Automobile Limited.

**Committee positions:**

| **Sr. No.** | **Name of the Company** | **Name of the Committee** | **Position Held** |
|---|---|---|---|
| 1. | Mahindra & Mahindra Limited | Risk Management Committee | Member |
| 2. | Swaraj Engines Limited | Nomination & Remuneration Committee | Member |
| 3. | Classic Legends Private Limited | Nomination & Remuneration Committee | Chairman |
| 4. | Mahindra Electric Automobile Limited | Environmental, Social Governance Matters Committee | Chairman |
| | | Risk Committee | Chairman |
| | | Audit Committee | Member |
| 5. | Mahindra Last Mile Mobility Limited | Nomination & Remuneration Committee | Member |

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

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

**Attendance at Board Meetings:**

During the year 1st April, 2024 to 31st March, 2025, 7 Board Meetings of the Company were held, and Mr. Jejurikar had attended all the Meetings.

**Remuneration:**

The terms and conditions and remuneration of Mr. Rajesh Jejurikar would be governed as per the approval granted by the Members of the Company at the Seventy Eighth Annual General Meeting held on 31st July, 2024.

The remuneration paid to Mr. Jejurikar during the Financial Year 2024-25 (including perquisite value of ESOPs exercised) is Rs. 3,827.47 lakhs.

**Other information:**

Mr. Jejurikar holds 1,49,292 Ordinary (Equity) Shares in the Company.

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

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

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

**ITEM NOS. 5 and 6**

**Proposal:**

Mr. Anand G. Mahindra (DIN: 00004695), Non-Executive Chairman of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment and hence consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

Mr. Mahindra, was first appointed on the Board on 23rd November, 1989 as a Director of the Company and transitioned to the role of Non-Executive Chairman of the Company with effect from 12th November, 2021.

At the Seventy Fifth Annual General Meeting of the Company held on 6th August, 2021 ("75th AGM"), based on the recommendation of the Board of Directors and the Governance, Nomination and Remuneration Committee ("GNRC"), the Members had, *inter alia*, approved payment of Total Remuneration to Mr. Anand G. Mahindra as Non-Executive Chairman of the Company for a period of 5 years with effect from 12th November, 2021 upto 11th November, 2026, as under:

**Total Remuneration of Rs. 5,00,00,000 per annum split as under:**

(a) Remuneration of Rs. 2,50,00,000 per annum by way of monthly payment and

(b) Commission of Rs. 2,50,00,000 per annum.

Thereafter, the Members of the Company at the Seventy Eighth Annual General Meeting of the Company held on 31st July, 2024 ("78th AGM"), based on the recommendation of the Board of Directors and GNRC, had, *inter alia*, approved revision in Total Remuneration of Mr. Anand G. Mahindra as Non-Executive Chairman of the Company for a period from 1st April, 2024 upto 11th November, 2026, being the remainder period for which his remuneration was earlier approved by Members at the 75th AGM, as follows:

**Total Remuneration of Rs. 5,50,00,000 per annum split as under:**

(a) Remuneration of Rs. 2,75,00,000 per annum by way of monthly payment and

(b) Commission of Rs. 2,75,00,000 per annum.

Mr. Anand G. Mahindra is instrumental in defining and enhancing the Mahindra brand. His unwavering commitment to providing feedback and guidance on critical matters, along with his vast experience, significantly bolsters the Company's leadership. As the Group embarks on ambitious strategic growth plans, his role becomes even more vital, requiring his active participation in key decision-making processes. Addressing these intricate challenges will demand both his expertise and an increased investment of time.

In his capacity as a mentor and advisor, Mr. Mahindra supports the Managing Director and Senior Management with a strong emphasis on strategic planning, risk management and external relations. Recognizing these contributions and following the recommendation of the GNRC, the Board of Directors at its Meeting held on 5th May, 2025, approved a revision in the Total Remuneration to be paid to Mr. Anand G. Mahindra for a period from 1st April, 2025 upto 11th November, 2026, being the remainder period for which his remuneration was earlier approved by Members at the 75th AGM, as follows:

**Total Remuneration of Rs. 6,05,00,000 per annum split as under:**

(a) Remuneration of Rs. 3,02,50,000 per annum by way of monthly payment and

(b) Commission of Rs. 3,02,50,000 per annum.

Except for the revision in the Total Remuneration amount, all other terms and conditions of remuneration, as approved earlier by the Members at the 75th AGM remain unchanged and continue to be effective.

The above remuneration will be paid to Mr. Anand G. Mahindra even if it exceeds one percent of the net profits of the Company in accordance with sections 197 and 198 of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time. Where in any Financial Year during the period from 1st April, 2025 upto 11th November, 2026, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Mr. Anand G. Mahindra, Non-Executive Chairman of the Company as the minimum remuneration, subject to receipt of the requisite approvals, if any.

Pursuant to the provisions of Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members of the Company by way of a Special Resolution is required to be obtained every year for payment of Annual Remuneration to a single Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof.

As the remuneration payable to Mr. Anand G. Mahindra in the Financial Year 2025-26 is likely to exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, consent of the Members is sought for passing a Special Resolution as set out at Item No. 6 of the Notice.

Brief resume of Mr. Mahindra, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and are also provided in the Corporate Governance Report forming part of the Annual Report.

**Profile:**

Mr. Anand G. Mahindra has completed 70 years of age.

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





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

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

He has served on several influential international bodies including the UN Global Compact Board, Global Board of Advisors of the Council on Foreign Relations, World Bank Group's Advisory Board for Doing Business, the International Advisory Council of Singapore's Economic Development Board, and the Sustainable Markets Initiative. He has been the President of The Confederation of Indian Industry and served on the boards of the National Stock Exchange of India and the National Council of Applied Economic Research. He is currently on the Central Board of the Reserve Bank of India. He is also a member of the Council of Scientific & Industrial Research Society.

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

Mr. Mahindra is an incisive business commentator and humanitarian with over 11 million followers on Twitter. Among his many social change initiatives is the Nanhi Kali programme, which, for the last two decades, has provided over 3,30,000 underprivileged girls access to high-quality education. Mr. Mahindra is the Chairman of the Board of Naandi Foundation, India's leading NGO focused on educating girls, skilling youth and providing sustainable livelihoods to small farmers through biodynamic agriculture. Mr. Mahindra also serves on the Founders Board of The Rise Fund, a $2 billion impact fund.

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

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

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

**Directorships:**

Mr. Anand G. Mahindra is the Chairman of Mahindra & Mahindra Limited, Chairman (Non- Executive, Non-Independent) of Tech Mahindra Limited, Chairman of Classic Legends Private Limited, Mahindra Holdings Limited, The Mahindra United World College of India and Gujarat Foundation for Entrepreneurial Excellence and a Director of Araku Originals Private Limited, Prudential Management and Services Private Limited, Breach Candy Hospital Trust, Naandi Community Water Services Private Limited, Tech Mahindra Foundation, The Indian and Eastern Engineer Company Private Limited and Mahindra Knowledge Foundation. He is also a Part-time Non-official Director of Central Board of Reserve Bank of India.

**Committee Positions:**

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

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

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

**Attendance at Board Meetings:**

During the year 1st April, 2024 to 31st March, 2025, 7 Board Meetings of the Company were held, and Mr. Mahindra had attended all the Meetings.

The additional information as required under Schedule V to the Companies Act, 2013, had been provided in the explanatory statement to Resolution No. 10 of the Notice of the 75th AGM and shall remain same, except to the extent being updated and as provided below:

**I. General Information:**

(i) **Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2025:**

| Particulars | Rs. in crores |
|---|---|
| Gross Turnover & Income | 1,20,336.40 |
| Net Profit as per Statement of Profit & Loss (After Tax) | 11,854.96 |
| Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013 | 16,742.94 |
| Net Worth | 61,195.27 |

**II. Information about the appointee:**

(i) **Past remuneration during the Financial Year ended 31st March, 2025:** Rs. 562.40 lakhs (including sitting fees of Rs. 12.40 lakhs)

(ii) **Remuneration proposed:**

The remuneration proposed to be paid to Mr. Anand G. Mahindra, Non-Executive Chairman for a period from 1st April, 2025 upto 11th November, 2026 is given below:

**Total Remuneration of Rs. 6,05,00,000 per annum split as under:**

(a) Remuneration of Rs. 3,02,50,000 per annum by way of monthly payment and

(b) Commission of Rs. 3,02,50,000 per annum.

Except for the revision in the Total Remuneration amount, all other terms and conditions of remuneration, as approved earlier by the Members at the 75th AGM remain unchanged and continue to be effective.

Mr. Mahindra, being the promoter, is not entitled to any stock options of the Company.

(iii) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

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

(iv) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to him, Mr. Anand Mahindra does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

**III. Other Information:**

(i) **Reasons of loss or inadequate profits:**

Not applicable, as the Company has posted a net profit after tax of Rs. 11,854.96 crores during the year ended 31st March, 2025.

(ii) **Steps taken or proposed to be taken for improvement and**

(iii) **Expected increase in productivity and profits in measurable terms:**

Not applicable as the Company has adequate profits.

**IV. Disclosures:**

The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

The conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act are not applicable to a Non-Executive Director.

The Board is of the view that Mr. Anand G. Mahindra's knowledge and experience will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the GNRC, recommends his revised remuneration as a Non-Executive Chairman of the Company for a period from 1st April, 2025 to 11th November, 2026 to the Members for approval.

**Other information:**

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

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

Save and except Mr. Mahindra, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 5 & 6 of the Notice. Mr. Mahindra is not inter se related to any other Director / KMP of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 and Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

**ITEM NOS. 7 & 8:**

**Proposal:**

Ms. Nisaba Godrej (DIN: 00591503) and Mr. Muthiah Murugappan (DIN: 07858587) were appointed as Independent Directors on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), by the Shareholders at the 75th Annual General Meeting of the Company held on 6th August, 2021. They hold office as Independent Directors of the Company upto 7th August, 2025 ("first term") in line with section 149(10) and (11) of the Act.

At the time of appointment of Ms. Nisaba and Mr. Muthiah for their first term of five years as Independent Directors of the Company, The Governance, Nomination and Remuneration Committee ("GNRC") had evaluated profiles of various candidates as certain Independent Directors were reaching end of their tenure.

The GNRC had identified skills, expertise and competencies required by the Board for the effective functioning of the Company. The GNRC with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time and attention to the professional obligations of an Independent Director, shortlisted profiles of select candidates from a range of backgrounds including Corporate Professionals, Consultants and Industrialist.

The process of shortlisting and selection of Ms. Nisaba and Mr. Muthiah as Independent Directors was carried out and concluded by GNRC members who were Independent Directors and not considered interested in such proposals.

From the shortlisted candidates, the GNRC had selected and recommended to the Board, the appointment of Ms. Nisaba Godrej and Mr. Muthiah Murugappan as Independent Directors of the Company taking the following factors into account:

(i) Need for Next-Generation Directors as they impact both content and dynamics of boardroom debate;

(ii) Enhancement of the age and gender diversity of the Board which would put the Board in an elite league with three women Independent Directors serving on it;

(iii) Adherence to the highest level of Corporate Governance in letter and spirit by the Independent Directors;





(iv) The valuable Industrial experience brought to the Board by Ms. Nisaba and Mr. Muthiah as Independent Directors.

GNRC at its Meeting held on 2nd May, 2025 on the basis of performance evaluation of Independent Directors and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Ms. Nisaba Godrej and Mr. Muthiah Murugappan during their tenure, has recommended to the Board that their continued association as Independent Directors of the Company would be beneficial to the Company.

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

Ms. Nisaba Godrej and Mr. Muthiah Murugappan possess the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by them are included in the Corporate Governance Report which forms a part of the Annual Report for the Financial Year ended 31st March, 2025.

Based on the above and the performance evaluation of Independent Directors, the Board at its Meeting held on 5th May, 2025 has recommended the re-appointment of Ms. Nisaba Godrej (DIN: 00591503) and Mr. Muthiah Murugappan (DIN: 07858587), as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term, as under:

| Sr. No. | Name of the Director | Period of Second Term |
|---|---|---|
| 1. | Ms. Nisaba Godrej | Five consecutive years commencing from 8th August, 2025 to 7th August, 2030 (both days inclusive) |
| 2. | Mr. Muthiah Murugappan | |

The Company has received notices in writing from a Member under section 160 of the Act, proposing the candidature of Ms. Nisaba Godrej and Mr. Muthiah Murugappan, for the office of Directors of the Company.

Brief resume of Ms. Nisaba and Mr. Muthiah, age, qualification, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which they hold directorships and memberships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to their resignation from listed entities in the past three years, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the Corporate Governance Report forming part of the Annual Report.

**Ms. Nisaba Godrej:**

**Profile:**

Ms. Nisaba Godrej has completed 47 years of age.

Ms. Nisaba Godrej is the Executive Chairperson of Godrej Consumer Products Limited ("GCPL"). She has been a key architect of GCPL's strategy and transformation for almost two decades. She is also the Chairperson of Teach for India and sits on the Board of Godrej Industries Limited, Godrej Agrovet Limited, Bharti Airtel Limited, Mahindra & Mahindra Limited, Godrej Seeds and Genetics Limited and Indian School of Business.

She has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School. Ms. Nisaba is passionate about education, the human mind, trekking and equestrian sports.

**Directorships:**

Ms. Nisaba Godrej is Independent Director on the Board of Mahindra & Mahindra Limited and the Executive Chairperson of Godrej Consumer Products Limited, Director of Godrej Agrovet Limited, Godrej Industries Limited, Godrej Seeds and Genetics Limited, Bharti Airtel Limited and Indian School of Business.

**Committee positions:**

| Sr. No. | Name of the Company | Name of the Committee | Position Held |
|---|---|---|---|
| 1. | Mahindra & Mahindra Limited | Governance, Nomination & Remuneration Committee | Member |
| | | Stakeholders' Relationship Committee | Member |
| 2. | Godrej Consumer Products Limited | ESG Committee | Chairperson |
| | | Management Committee | Chairperson |
| | | Corporate Social Responsibility Committee | Member |
| | | Risk Management Committee | Member |
| 3. | Godrej Agrovet Limited | Nomination & Remuneration Committee | Member |
| | | Managing Committee | Member |
| 4. | Godrej Seeds and Genetics Limited | Corporate Social Responsibility Committee | Member |
| | | Management Committee | Member |
| | | Nomination & Remuneration Committee | Member |
| | | Audit Committee | Member |
| 5. | Bharti Airtel Limited | ESG Committee | Chairperson |
| | | Nomination & Remuneration Committee | Member |

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

Ms. Nisaba Godrej resigned as an Independent Director of VIP Industries Limited w.e.f. 3rd June, 2024.

**Attendance at Board Meetings during 1st April, 2024 to 31st March, 2025:**

During the year 1st April, 2024 to 31st March, 2025, 7 Board Meetings of the Company were held, and Ms. Nisaba Godrej had attended 6 out of 7 Meetings.

**Remuneration:**

Ms. Nisaba Godrej would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

The sitting fees paid to Ms. Nisaba Godrej during the Financial Year 2024-25 were Rs. 9.60 lakhs.

The commission payable to her for the Financial Year 2024-25 is Rs. 84 lakhs.

**Mr. Muthiah Murugappan:**

**Profile:**

Mr. Muthiah has completed 41 years of age.

Mr. Muthiah Murugappan (known as Mr. Muthu Murugappan) is a fifth-generation member of the Murugappa Family. Mr. Muthiah started his career in August 2004 with CavinKare Pvt Ltd, an Indian FMCG major. Initially as an Area Sales Manager, his portfolio included Western and Southern regions covering Maharashtra, Madhya Pradesh, Chhattisgarh and Andhra Pradesh. Mr. Muthiah subsequently became a Product Manager handling Brand Management for the International Business Unit covering the GCC and ASEAN regions.

In July 2007, Mr. Muthiah joined CUMI's exports function. He then moved to the US to handle the trading operations in North America. Mr. Muthiah returned to India and headed the Wear Ceramics business between 2010 and 2013. In 2013, he took a sabbatical to pursue an MBA at the London Business School. He returned to The Murugappa Group in September 2015 to head the Nutraceuticals Business of E.I.D.- Parry (India) Ltd. In November 2018, he took charge as Head of Strategy for E.I.D.- Parry (India) Ltd, in addition to his role as the Head of the Nutraceuticals Business. He was appointed Whole Time Director & CEO of E.I.D.- Parry (India) Ltd. in May 2022.

Mr. Muthiah Murugappan has work experience in a wide spectrum of areas such as Brand Management, General Management, Financial Planning & Analysis, Strategy, Sales and Marketing.

**Directorships:**

Mr. Muthiah is an Independent Director of Mahindra and Mahindra Limited, Whole-time Director and CEO of E.I.D.- Parry (India) Limited, Director of Algavista Greentech Private Limited, Phase Lifestyle Private Limited, US Nutraceuticals Inc., Alimtec S.A, Carborundum Universal Limited and Parry Infrastructure Company Private Limited.

**Committee Positions:**

| Sr. No. | Name of the Company | Name of the Committee | Position Held |
|---|---|---|---|
| 1. | Mahindra & Mahindra Limited | Stakeholders' Relationship Committee | Chairman |
| | | Corporate Social Responsibility Committee | Chairman |
| | | Audit Committee | Member |
| 2. | E.I.D.- Parry (India) Limited | Stakeholders' Relationship Committee | Member |
| | | Risk Management Committee | Member |
| | | Corporate Social Responsibility Committee | Member |
| | | Loans & Investment Committee | Member |
| 3. | Carborundum Universal Limited | Corporate Social Responsibility Committee | Member |

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

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

**Attendance at Board Meetings:**

During the year 1st April, 2024 to 31st March, 2025, 7 Board Meetings of the Company were held, and Mr. Muthiah had attended all the Meetings.

**Remuneration:**

Mr. Muthiah would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. In addition, he would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company.

The sitting fees paid to Mr. Muthiah during the Financial Year 2024-25 were Rs. 13 lakhs.

The commission payable to him for the Financial Year 2024-25 is Rs. 84 lakhs.

**Other information:**

Ms. Nisaba Godrej and Mr. Muthiah Murugappan do not hold any Ordinary (Equity) Shares in the Company.

The GNRC has identified certain skills and capabilities required by the Directors of the Company. The skill sets possessed by Ms. Nisaba Godrej and Mr. Muthiah Murugappan are aligned to those identified by GNRC and complete details of the same are provided in the Corporate Governance Section of the Annual Report of the Company for the Financial Year ended 31st March, 2025.

Ms. Nisaba Godrej and Mr. Muthiah Murugappan are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from Ms. Nisaba Godrej and Mr. Muthiah Murugappan stating that they meet with the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and Listing Regulations. Ms. Nisaba Godrej and Mr. Muthiah Murugappan are not debarred from holding office of Directors pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Ms. Nisaba Godrej and Mr. Muthiah Murugappan, fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management.

The Board is of the view that the knowledge and experience of Ms. Nisaba Godrej and Mr. Muthiah Murugappan will be of immense benefit and value to the Company and, therefore, recommends their re-appointment to the Members.

A copy of the draft letters of appointment of Ms. Nisaba Godrej and Mr. Muthiah Murugappan setting out terms and conditions of their appointment are available for inspection by the Members in electronic form as per the instructions provided in Note No. 8 of this Notice.

Save and except Ms. Nisaba and Mr. Muthiah themselves, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 & 8 of the Notice. Ms. Nisaba and Mr. Muthiah are neither *inter-se* related to each other nor related to any other Director / KMP of the Company.

The Board recommends the Special Resolutions set out at Item Nos. 7 & 8 of the Notice for approval of the Members.

**ITEM NO. 9:**

The Board of Directors, at its Meeting held on 5th May, 2025, upon the recommendation of the Audit Committee, approved the appointment of Messrs D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending 31st March, 2026, at a remuneration of Rs. 10,00,000 (Rupees Ten Lakhs only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2026.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

**ITEM NO. 10:**

**Proposal:**

As per section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity.

Under the Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders' approval at the Annual General Meeting. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("SEBI").

Basis the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 5th May, 2025, has approved the appointment of M/s. Parikh & Associates ("the Firm") a peer reviewed firm of Company Secretaries in practice (ICSI Firm Registration No. P1988MH009800), as Secretarial Auditor of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

**Profile:**

M/s. Parikh & Associates is a well-known firm of Practising Company Secretaries founded in 1987 and based in Mumbai. Renowned for its commitment to quality and precision, the Firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Parikh & Associates has a team of 35 members including 10 partners and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The Firm provides its services to various prominent companies, and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

The Firm has no past association with the Company.

**Eligibility:**

The Firm has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, Listing Regulations and Circular(s) issued by SEBI in this regard and have given their consent for their appointment as Secretarial Auditor of the Company.

**Term of Appointment:**

M/s. Parikh & Associates is proposed to be appointed as Secretarial Auditor of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

**Remuneration:**

The proposed remuneration payable to the Secretarial Auditor to conduct the Secretarial Audit for the Financial Year 2025-26 shall be Rs. 2,00,000 (Rupees Two Lakhs Only) in addition to out of pocket expenses and subject to taxes as applicable.

The remuneration proposed to be paid to the Secretarial Auditor for the Financial Year 2026-27 till the Financial Year 2029-30 will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, which will be commensurate with the scope of work and other requirements as mutually agreed. The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority.

Mr. Sachin Bhagwat, Practicing Company Secretary (Certificate of Practice Number: 6029), has been the Secretarial Auditor of the Company since the Financial Year 2014-15.

Mr. Sachin Bhagwat, was paid a remuneration of Rs. 2,00,000 (Rupees Two Lakhs Only) excluding applicable taxes and reimbursement of out of pocket expenses on actuals, for conducting the Secretarial Audit of the Company for the Financial Year 2024-25.

Considering that Mr. Sachin Bhagwat has been the Secretarial Auditor for over ten years, to ensure independence and as a good governance practice, it is proposed to change the Secretarial Auditor of the Company.

**Basis of Recommendation:**

The Audit Committee and the Board of Directors has recommended the appointment of M/s. Parikh & Associates, as Secretarial Auditor of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them and reputation of the Firm.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 10 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the Members.

**ITEM NO. 11 & 12:**

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), prior approval of the shareholders is required for Related Party Transactions exceeding the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The approval is required even if the transactions are in the ordinary course of business and at an arm's length basis.

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

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

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

The Members of the Company at the Seventy Seventh Annual General Meeting of the Company held on 4th August, 2023 ("77th AGM"), had approved Material Related Party Transactions of the Company with Mahindra Electric Automobile Limited ("MEAL"), with the monetary limit not exceeding 9.5% of the annual consolidated turnover of the Company or Rs. 9,500 Crores whichever is higher, per annum for each of the Financial Year (FY) from FY 2023-24 to FY 2027-28 i.e., five Financial Year.

Thereafter, the Members of the Company at the Seventy Eighth Annual General Meeting of the Company held on 31st July, 2024 ("78th AGM"), had approved Material Related Party Transactions of the Company with MEAL, with the monetary limit not exceeding Rs. 30,500 crores for a period commencing from the Seventy Eighth Annual General Meeting upto the date of Seventy Ninth Annual General Meeting of the Company.

The estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with MEAL is anticipated to continue to exceed the aforesaid monetary limit as approved by the Members at the 77th AGM. Considering the same, the Company is seeking approval for Material Related Party Transactions of the Company with MEAL at this AGM.

Further, the Members of the Company at the 78th AGM, had approved Material Related Party Transactions of Mahindra Susten Private Limited with its certain subsidiaries which is valid till the 79th AGM. The Company is seeking similar approval at this AGM to ensure continuity of business.

The Members may please note that the Company and its subsidiaries and associates have been undertaking such transactions of similar nature with related parties in the past Financial Year, in the ordinary course of business and on arm's length after obtaining requisite approvals, including from the Audit Committee of the Company/ subsidiaries/ associates, as per the requirements of the applicable law.

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

Considering the quantum of transactions, approval of the Members is sought pursuant to Regulation 23 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 ("SEBI Master Circular"), for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with the SEBI Master Circular.

**1) For Item No. 11**

**Material Modification in earlier approved Material Related Party Transactions between the Company and Mahindra Electric Automobile Limited**

| Sr. No. | Name of the Related Party | Nature of relationship with the Company including nature of its concern or interest (financial or otherwise) | Monetary Value |
|---|---|---|---|
| 1. | Mahindra Electric Automobile Limited ("MEAL") | Subsidiary | Not exceeding Rs. 30,920 crores |

| 2. | Type, Nature, material terms and particulars of the contract or arrangements | Monetary Value Rs. in crores |
|---|---|---|
| | a) Purchase / Sale of any goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, castings, forgings, sheet metal, engines, engine components, tractors, implements, four-wheelers, spares, accessories and other related components/parts; | 23,500 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; | 5,600 |
| | c) Manufacturing services, Product development services, Shared services & other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, Licensing of technology / intellectual property rights, receipt of royalty / brand usage, manpower, management and management support services, owned / third party services, reimbursements and allied transactions; and | 1,520 |
| | d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements. | 300 |
| 3. | **Any advance paid or received for the contract or arrangement, if any**<br>Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid/ received in the ordinary course of business. | |
| 4. | **Tenure**<br>The shareholders' approval will be valid for the period commencing from the Seventy Ninth Annual General Meeting upto the date of Eightieth Annual General Meeting of the Company to be held in the year 2026. | |
| 5. | **Justification for why the proposed transaction is in the interest of the Company and Rationale for revision of monetary limit to Rs. 30,920 crores** | |
| | MEAL was incorporated on 25th October, 2022 to undertake the 4 (Four) Wheel Passenger Electric Vehicles Business of the Company.<br>As at 31st March, 2025, British International Investment Plc ("BII") invested Rs. 1,850 crores in MEAL in the form of 0.001% Compulsory Convertible Preference Shares (CCPS) and a nominal shareholding of 100 equity shares of MEAL.<br>Further, as at 31st March, 2025, Jongsong Investments Pte Ltd ("Temasek") invested Rs. 1,200 crores in MEAL in 0.001% Series A Compulsory Convertible Preference Shares (Series A CCPS) and a nominal shareholding of 100 equity shares of MEAL.<br>Both the investments are designed to significantly accelerate the availability and adoption of electric vehicles in India and other markets served by the Company.<br>Further, the Company has approved an investment of Rs. 12,000 crores in MEAL to fund its EV journey. As at 31st March, 2025, the Company has invested Rs. 5,454.49 Crores in MEAL in the form of equity shares of MEAL. The Company and its Auto Division expect to generate sufficient operating cash to satisfy all its capital investment needs and are not looking to raise additional capital.<br>The aforesaid investments would result in BII and Temasek having a shareholding in the range of 2.64% to 4.58% and 1.49% to 2.97% respectively in MEAL and the shareholding of the Company in MEAL would accordingly get diluted.<br>The funds infused by the Company, BII and Temasek will be utilized by MEAL primarily to create and market a world-class Electric SUV portfolio with advanced technologies.<br>In line with the Company's commitment to becoming planet-positive by 2040 and its strategic vision to lead the electric vehicle ("EV") market, it is anticipated that 20% to 30% of its SUVs will be electric by 2027. This ambitious target will be a key driver in propelling the Company towards a leadership position in the EV SUV sector. The Company's efforts will play a crucial role in the decarbonization of the automotive industry, both in India and globally. With the strong backing of BII and Temasek, coupled with the Company's unwavering ambition, it is poised to build a globally desirable brand that sets new standards in sustainability and innovation.<br>The Company will provide significant support to MEAL in terms of broader manufacturing capabilities, product development, design organizations and sourcing services along with the ecosystem of suppliers, dealers, and financiers of the Company.<br>Besides the above, the Company benefits through operational synergies, cost optimisation, efficient working capital, assurance of product/ service quality, utilising the expertise within the Group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses, providing enhanced level of user experience to the consumers of the Company to enable achieve growth objectives, access to and utilisation of strong R&D and design capabilities. This would drive growth in MEAL's business and will enable it to innovate, scale up and pursue growth opportunities in a more focused manner. These services will be provided at an arms length from the Company to MEAL which is the bulk of the related party transactions. As MEAL grows, the volume of these transactions will grow hence necessitating a higher limit.<br>Considering all of the above and the ambitious plans of the Group in the EV space, there would be a significant surge in the overall transactions between the Company and MEAL. | |



MAHINDRA & MAHINDRA LIMITED

| | | |
|---|---|---|
| **6.** | **If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** | |
| | i. details of the source of funds in connection with the proposed transaction; | The financial assistance / investment would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment. |
| | ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,<br>• nature of indebtedness;<br>• cost of funds; and<br>• tenure | Not applicable, since the Company would not be incurring financial indebtedness specially for giving financial assistance or making investments. |
| | iii. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; | Investments by way of subscription, purchase or otherwise in securities / debt instruments and / or providing of loans, advances, and guarantees in relation to above mentioned subsidiary would be in accordance with the provisions of the Companies Act, 2013. The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013.<br>The financial assistance in the form of loan / inter-corporate deposit, if any provided, will be on an arm's length basis considering the following:-<br>i) The nature and tenor of loan/ICD,<br>ii) The opportunity cost for the Company from investment in alternative options, and<br>iii) The cost of availing funds for the Company and for the related party. |
| | iv. The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction | The funds shall be used for operational activities and other business requirements of MEAL and/or for making investment(s) in and/or providing financial assistance to any of its subsidiaries / associates / joint ventures, if any. |
| **7.** | **Details of the Valuation Report or other external party report (if any)** | The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions are on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an independent valuer, wherever necessary.<br>**Arms' Length Basis:**<br>The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency. In case of inter corporate fund based/ non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. The reimbursements / recoveries would be basis actual cost incurred. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. |
| **8.** | **Percentage of the Company's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)** | Rs. 30,920 crores constitute 19.48% of the Consolidated Turnover* of the Company.<br>**Name of the Subsidiary** — **Rs. 30,920 Crores as a % of the Subsidiary's Annual Turnover* on Standalone Basis**<br>Mahindra Electric Automobile Limited — 1,365.69%<br>* Turnover includes Revenue from Operations.<br>Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2024-25 and the actual percentage shall depend upon the turnover of the Company/ Subsidiary as the case may be as per the last audited financial statements of the Company / Subsidiary during the above referred period for which approval is being sought. |





**9. Transactions undertaken in previous Financial Year ended 31st March, 2024 and 31st March, 2025**

Rs. in crores

| Sr. No. | Name of the Company | Nature of the Transaction | FY24 | FY25 |
|---|---|---|---|---|
| 1. | Mahindra Electric Automobile Limited | Sale of property, plant & equipment and other intangible assets, sale of goods, rendering of services, investments, other income, reimbursements received, etc. | 2,852.50 | 5,627.21 |

The royalty received from MEAL for usage of 'Mahindra' Brand/ trade name was Rs. 0.01 crores in FY25.
The royalty receivable from MEAL during the period from Seventy Ninth Annual General Meeting of the Company upto the Eightieth Annual General Meeting of the Company to be held in the year 2026 is expected to be around Rs. 40 crores, which would be well below the permitted statutory ceiling as prescribed under Regulation 23 (1A) of Listing Regulations i.e. 5% of the annual consolidated turnover of the Company.

**2) For Item No. 12:**

**Details of the Material Related Party Transactions pertaining to a Subsidiaries of the Company:**

| Sr. No. | Particulars | | Disclosures | | |
|---|---|---|---|---|---|
| | | | **Name of the Related Party** | **Monetary value** | **Nature of Relationship** |
| **1.** | **Name of the Related Party; Nature of relationship with the Subsidiary, including nature of its concern or interest (financial or otherwise); and Monetary Value** | **Name of the Subsidiary** | | | |
| | | Mahindra Susten Private Limited ("MSPL") | Gelos Solren Private Limited ("GSPL") | Not exceeding Rs. 1,400 Crores | MSPL is a subsidiary of Mahindra Holdings Limited ("MHL"). MHL is wholly owned subsidiary of the Company and thus, MSPL is a subsidiary of the Company. GSPL, FSPL, IHPL, JHPL, LHPL, and MHPL are wholly owned subsidiaries of MSPL which is a subsidiary of MHL and in turn of the Company. |
| | | | Furies Solren Private Limited ("FSPL") | Not exceeding Rs. 2,450 Crores | |
| | | | Illuminate Hybren Private Limited ("IHPL") | Not exceeding Rs. 3,750 Crores | |
| | | | Jade Hybren Private Limited ("JHPL") | Not exceeding Rs. 3,750 Crores | |
| | | | Layer Hybren Private Limited ("LHPL") | Not exceeding Rs. 3,050 Crores | |
| | | | Migos Hybren Private Limited ("MHPL") | Not exceeding Rs. 2,000 Crores | |

| | | |
|---|---|---|
| **2.** | **Type/Nature, material terms and particulars of the contract or arrangements** | |
| | **Gelos Solren Private Limited ("GSPL")** | **Monetary values Rs. in crores** |
| | a) Availing/rendering of services under EPC Contract; | 800 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; and | 580 |
| | c) Entering into lease arrangements, shared services and other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management and management support services, owned / third party services and reimbursements and allied transactions. | 20 |

| | | |
|---|---|---|
| | **Furies Solren Private Limited ("FSPL")** | **Monetary values Rs. in crores** |
| | a) Availing/rendering of services under EPC Contract; | 1,000 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; and | 1,418 |
| | c) Entering into lease arrangements, shared services and other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management and management support services, owned / third party services and reimbursements and allied transactions. | 32 |
| | **Illuminate Hybren Private Limited ("IHPL")** | **Monetary values Rs. in crores** |
| | a) Availing/rendering of services under EPC Contract; | 2,250 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; and | 1,479 |
| | c) Entering into lease arrangements, shared services and other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management and management support services, owned / third party services and reimbursements and allied transactions. | 21 |
| | **Jade Hybren Private Limited ("JHPL")** | **Monetary values Rs. in crores** |
| | a) Availing/rendering of services under EPC Contract; | 2,250 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; and | 1,479 |
| | c) Entering into lease arrangements, shared services and other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management and management support services, owned / third party services and reimbursements and allied transactions. | 21 |
| | **Layer Hybren Private Limited ("LHPL")** | **Monetary values Rs. in crores** |
| | a) Availing/rendering of services under EPC Contract; | 1,800 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; and | 1,229 |
| | c) Entering into lease arrangements, shared services and other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management and management support services, owned / third party services and reimbursements and allied transactions. | 21 |
| | **Migos Hybren Private Limited ("MHPL")** | **Monetary values Rs. in crores** |
| | a) Availing/rendering of services under EPC Contract; | 850 |
| | b) Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), convertible/ non-convertible instruments/ Guarantee/ security etc., in connection with loans provided and Interest, commission and other related income / expenses; and | 1,129 |
| | c) Entering into lease arrangements, shared services and other services including sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management and management support services, owned / third party services and reimbursements and allied transactions. | 21 |





| | | |
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| **3.** | **Any advance paid or received for the contract or arrangement, if any** | Based on the nature of transaction, advance for part or full amount of the transaction/ arrangement could be paid / received in the ordinary course of business. |
| **4.** | **Tenure** | The shareholders' approval will be valid for the period commencing from the Seventy Ninth Annual General Meeting upto the date of Eightieth Annual General Meeting of the Company to be held in the year 2026. |
| **5.** | **Justification for why the proposed transaction is in the interest of the Company** | MSPL has established itself as a cornerstone of India's renewable energy transformation, marking its 15th anniversary in the industry this year. MSPL has successfully evolved from a pioneering EPC player to become one of India's leading Independent Power Producers (IPPs). As the cleantech vertical of Mahindra Group, it has carved a niche for itself as an integrated clean-energy solution company with an uncompromising focus on quality, innovation and sustainability.<br>MSPL has an industry-leading portfolio that spans the renewable energy value chain, with a history of 4.2 GWp of EPC capacity complemented by 1.6 GWp of developed IPP projects. The 1.6 GWp of developed projects were sold to the Sustainable Energy Infra Trust ("InVIT") in FY24 enabling the business to free up capital for deployment into other projects. The business has since created a substantial 3.6 GWp project pipeline which are at various stages of development and execution across strategic locations nationwide. MSPL is targeting 7 GWp of projects, representing a 5X growth.<br>As MSPL develops the projects in its pipeline as well as projects it expects to win over the next few years, it will look to sell such built assets after ensuring the operating assets are performing well. Each of the projects will be housed in respective subsidiary companies or Project SPVs (special purpose vehicles). To enable these subsidiary companies to execute these projects, financial and technical support will be provided by MSPL. The financial support will be in the form of promoter contributions, loans and providing guarantees on behalf of these subsidiary companies. MSPL will also be entering into EPC and other necessary agreements with these subsidiary companies to enable successful execution of the projects.<br>The transactions as stated above are between MSPL and its 6 (Six) wholly owned subsidiaries representing the current pipeline of projects. As the business wins more and larger projects, the monetary limit of related party transactions for certain SPVs will rise as they develop and operate the projects. In the future, as the developed assets are sold, the capital deployed will be recouped.<br>Given the above ambition to grow the business 5X, the quantum of transactions between MSPL and these subsidiaries will grow. It is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into between MSPL and the subsidiary companies of MSPL to enable this growth. As the MSPL business realizes its ambition, it will not only enable growth of revenues and profits for the group, it will also enable the group to realize its vision of being a leader in sustainability. |
| **6.** | **If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:** | |
| | i) details of the source of funds in connection with the proposed transaction; | MSPL has infused/ would infuse subordinate debt in GSPL, FSPL, IHPL, JHPL, LHPL and MHPL ("subsidiaries") for construction of renewable power projects housed in the respective subsidiaries. This subordinate debt is a part of the overall Equity contribution by MSPL in the respective subsidiaries.<br>MSPL would be funding this subordinate debt partly through its internal accruals and partly through Loan from the Company. |
| | ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,<br>• nature of indebtedness;<br>• cost of funds; and<br>• tenure | • MSPL has funded / would be funding the subordinate debt partly through its internal accruals and partly through Loan from the Company;<br>• The loan from the Company is a combination of floating and fixed Rate of Interest, the current weighted average of loan is in the range of 9% per annum to 12% per annum; and<br>• Tenure of the loans from the Company varies from 1 to 2 years. |
| | iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; | Subordinate loans already advanced/ to be advanced by MSPL to subsidiaries are unsecured loans and are considered subordinate to existing or proposed bank debt. There is no fixed tenure of these loans as repayment will depend on meeting of secured loan covenants and approvals of Project secured lenders. The Rate of Interest charged on the loan will be between 9% to 12% per annum. |
| | iv) The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction | MSPL has infused/would infuse subordinate debt in the subsidiaries for construction of renewable power projects housed in the respective subsidiaries. This subordinate debt is a part of the overall equity contribution by MSPL in the projects. |

| | | |
|---|---|---|
| **7.** | **Details of the Valuation or other external party report (if any)** | The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.<br>**Arms' Length Basis:**<br>The Company ensures that the related party transactions are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available, or certified by any independent agency. In case of inter corporate fund based/ non fund based transaction(s), the interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. The reimbursements / recoveries would be basis actual cost incurred. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. |
| **8.** | **Percentage of the Company's annual consolidated turnover, for the immediately preceding Financial Year, that is represented by the value of the proposed transaction (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)** | 1) Rs. 1,400 crores constitutes 0.88% of the Consolidated Turnover* of the Company<br>2) Rs. 2,450 crores constitutes 1.54% of the Consolidated Turnover* of the Company<br>3) Rs. 3,750 crores constitutes 2.36% of the Consolidated Turnover* of the Company<br>4) Rs. 3,750 crores constitutes 2.36% of the Consolidated Turnover* of the Company<br>5) Rs. 3,050 crores constitutes 1.92% of the Consolidated Turnover* of the Company<br>6) Rs. 2,000 crores constitutes 1.26% of the Consolidated Turnover* of the Company |

| Mahindra Susten Private Limited ("MSPL") with its subsidiaries^ | Value of the proposed transaction p.a. as a % of the annual turnover* of MSPL on standalone basis |
|---|---|
| GSPL | 395% |
| FSPL | 692% |
| IHPL | 1,059% |
| JHPL | 1,059% |
| LHPL | 861% |
| MHPL | 565% |

* Turnover includes Revenue from Operations.
Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2024-25.
^ GSPL, FSPL, IHPL, JHPL, LHPL and MHPL are yet to commence operations and have Nil Turnover for FY 2024-25.

**9. Transactions undertaken in previous Financial Year ended 31st March 2024 and 31st March, 2025**

**Rs. in crores**

| Sr. No. | Name of the Company | Nature of Transactions | FY24 | FY25 |
|---|---|---|---|---|
| a. | Gelos Solren Private Limited ("GSPL") | Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), Guarantee etc., in connection with loans provided, Interest income, rendering of services and reimbursements from parties | 3.62 | 25.19 |
| b. | Furies Solren Private Limited ("FSPL") | Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), Guarantee etc., in connection with loans provided, Interest income, rendering of services and reimbursements from parties | 139.40 | 445.99 |
| c. | Illuminate Hybren Private Limited ("IHPL") | Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), Guarantee etc., in connection with loans provided, Interest income and reimbursements from parties | 123.14 | 142.86 |
| d. | Jade Hybren Private Limited ("JHPL") | Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), Guarantee etc., in connection with loans provided, Interest income and reimbursements from parties | 88.04 | 57.54 |
| e. | Layer Hybren Private Limited ("LHPL") | Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), Guarantee etc., in connection with loans provided, Interest income and reimbursements from parties | 25.80 | 141.02 |
| f. | Migos Hybren Private Limited ("MHPL") | Providing fund based and non-fund based support including equity/ debt/ Inter-corporate deposits (ICD), Guarantee etc., in connection with loans provided and Interest income | 60.20 | 23.80 |





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

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

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

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations. As per the amended Listing Regulations effective from 1st January, 2022, all the Related Party Transactions shall be approved only by those members of the audit committee, who are independent directors. Since the Company's Audit Committee comprises only of Independent Directors, the amendment to the Listing Regulations, requiring approval of related party transactions only by those members of the Audit Committee who are Independent Directors of the Company, was already institutionalised by the Company much before such amendment was made effective on 1st January, 2022.

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

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

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

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolutions at Item Nos. 11 and 12 of the Notice. Details of Directors or Key Managerial Personnel of the Company holding Directorships in the concerned Related Party(ies) are given below:

| Sr. No. | Company | Directors or Key Managerial Personnel of the Company holding Directorships in the concerned Related Party(ies) |
|---|---|---|
| **Item No. 11** | | |
| 1. | Mahindra Electric Automobile Limited | Dr. Anish Shah - Non-Executive Director |
| | | Mr. Rajesh Jejurikar – Non-Executive Director |
| | | Ms. Shikha Sharma – Independent Director |
| **Item No. 12** | | |
| 1. | Mahindra Susten Private Limited | Mr. Amarjyoti Barua – Non-Executive Director |
| 2. | Gelos Solren Private Limited | – |
| 3. | Furies Solren Private Limited | |
| 4. | Illuminate Hybren Private Limited | |
| 5. | Jade Hybren Private Limited | |
| 6. | Layer Hybren Private Limited | |
| 7. | Migos Hybren Private Limited | |

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 11 and 12 of the Notice.

The Board of Directors of the Company recommends the Material Related Party Transactions of the Company as set out in Item Nos. 11 and 12 of the Notice for approval of the Members by way of Ordinary Resolutions.

By Order of the Board

**DIVYA MASCARENHAS**
Interim Company Secretary
FCS No. 10249

Registered Office:

Gateway Building, Apollo Bunder,
Mumbai – 400 001.

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Tel. : +91 22 22895500

Mumbai, 5th May, 2025

**Information at a glance**

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | **Day, Date and Time of AGM** | Thursday, 31st July, 2025, 3.00 P.M (IST) |
| 2. | **Mode** | Video Conference (VC)/Other Audio-Visual Means (OAVM) |
| 3. | **Participation through Video-Conferencing** | Members can login from 2:30 p.m. (IST) on the date of AGM at https://emeetings.kfintech.com |
| 4. | **Helpline Number for VC participation** | Phone No.: 040-6716 1509 or KFintech's toll free No.: 1800-3094-001 |
| 5. | **Submission of Questions / Queries Before AGM** | Questions/queries shall be submitted 48 hours before the time fixed for AGM i.e. by 3:00 p.m. (IST) on Tuesday, 29th July, 2025, by any of the following processes:<br>• Email to investors@mahindra.com mentioning name, demat account number/folio number, registered email ID, mobile number, etc.<br>• Members holding shares as on the cut-off date i.e. Thursday, 24th July, 2025, may also visit https://emeetings.kfintech.com and click on "Post Your Queries" and post queries/views/questions in the window provided, by mentioning name, demat account number/folio number, email ID and mobile number.<br>Members can also post their questions during AGM through the "Ask A Question" tab which is available in the VC/OAVM Facility as well as in the one way live webcast facility. |
| 6. | **Speaker Registration Before AGM** | Visit https://emeetings.kfintech.com and click on "Speaker Registration" during the period from Tuesday, 22nd July, 2025 (9:00 a.m. IST) upto Thursday, 24th July, 2025 (5:00 p.m. IST). |
| 7. | **Recorded transcript** | Will be made available post AGM at https://www.mahindra.com/investor-relations/regulatory-filings |
| 8. | **Dividend for FY25 recommended by Board** | Rs. 25.30 (506%) per Ordinary (Equity) Share of the face value of Rs. 5 each |
| 9. | **Dividend Book Closure dates** | Saturday, 5th July, 2025 to Thursday, 31st July, 2025 (both days inclusive) |
| 10. | **Dividend payment date** | After Thursday, 31st July, 2025 |
| 11. | **Information of tax on Dividend for FY 2024-25** | https://www.mahindra.com/investor-relations/regulatory-filings |
| 12. | **Cut-off date for e-voting** | Thursday, 24th July, 2025 |
| 13. | **Remote E-voting start time and date** | Saturday, 26th July, 2025 (9:00 a.m. IST) |
| 14. | **Remote E-voting end time and date** | Wednesday, 30th July, 2025 (5:00 p.m. IST) |
| 15. | **Remote E-voting website** | https://evoting.kfintech.com |
| 16. | **Name, address and contact details of e-voting service Provider and Registrar and Transfer Agent** | KFin Technologies Limited ("KFintech"), Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032<br>**Contact detail:** Phone No.: 040-6716 1509 or KFintech's toll free No.: 1800-3094-001 |
| 17. | **Email Registration & Contact Updation Process** | **Demat shareholders:**<br>Contact respective Depository Participants. |
| | | **Physical Shareholders:**<br>Send Form ISR 1 and other relevant forms to KFintech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com |