

Mahindra & Mahindra Ltd.

Mahindra Towers, Dr. G. M. Bhosale Marg, Worli, Mumbai 400 018 India

Tel: +91 22 24901441 Fax: +91 22 24975081

REF:NS:SEC: 6th December, 2019

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

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

Bourse de Luxembourg Societe de la Bourse de Luxembourg Societe Anonyme/R.C.B. 6222, B.P. 165, L-2011 Luxembourg. London Stock Exchange Plc 10 Paternoster Square London EC4M 7LS.

Sub: <u>Intimation pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Disclosure of Related Party Transactions</u>

Dear Sir,

In compliance with the provision of Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the disclosure of related party transactions of Mahindra & Mahindra Limited on a consolidated basis for the Half year ended on 30st September, 2019, in the format specified in the relevant accounting standards for annual results.

You are requested to take the above information on record.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED

NARAYAN SHANKAR COMPANY SECRETARY

Encl: a/a

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Regd.Office: Gateway Building, Apollo Bunder, Mumbai 400 001, India Tel: + 91 22 22021031 | Fax: + 91 22 22875485 Email: group.communation@mahindra.com mahindra.com

CIN NO L65990MH1945PLC004558

Mahindra & Mahindra Limited CIN L65990MH1945PLC004558

Compliance under Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Consolidated Disclosure of Related Party transactions and balances for the half year ended 30 September 2019

The related parties of Mahindra & Mahindra Limited ('Parent') consists of its subsidiaries, associates, joint ventures, Key Managerial Personnel (KMP), close members of KMPs and entities controlled & jointly controlled by KMPs & welfare funds. Transactions and balances of Parent with its subsidiaries and those between the subsidiaries are eliminated on consolidation.

(a) The Group (Mahindra & Mahindra Limited and subsidiaries) had transactions and balances with the following related parties:

(i) Associates

| S. No. | Name of Entity | S. No. | Name of Entity |
|--------|---|--------|--|
| 1 | Tech Mahindra Limited | 17 | Okanetsu Kogyo co., Ltd. |
| 2 | Mahindra CIE Automotive Limited | 18 | Kitaiwate Ryono co., Ltd. |
| 3 | CIE Automotive, S.A. | 19 | Aizu Ryono co., Ltd. |
| 4 | Swaraj Engines Limited | 20 | Joban Ryono co., Ltd. |
| 5 | Mahindra Finance USA, LLC | 21 | FukuryoKiki Hanbai co., Ltd. |
| 6 | PF Holdings B.V. | 22 | Ibaragi Ryono co., Ltd. |
| 7 | Pininfarina S.p.A. | 23 | Honda Seisakusho co., Ltd. |
| 8 | Satyam Venture Engineering Services Private Limited | 24 | Yamaichi Honten co., Ltd. |
| 9 | Tech Mahindra Foundation | 25 | Tohoku Agri Daiya Partnership |
| 10 | Tech Mahindra (Shanghai) Co. Limited | 26 | Tobu Ryono Kikai Partnership |
| 11 | Brainbees Solutions Private Limited | 27 | Chubu Ryono Kikai Partnership |
| 12 | HDG-Asia Ltd | 28 | Seibu Ryono Kikai Partnership |
| 13 | PSL Media & Communications Limited | 29 | Kyushu Mitsubishi Noki Partnership |
| 14 | Kumsan Dokum Mazelmeri A.S. | 30 | The East India Company Group Ltd BVI |
| 15 | Shiga Mitsubishi Nokihanbai co., Ltd. | 31 | Mahindra Knowledge Park Mohali Limited |
| 16 | Kagawa Mitsubishi Nokihanbai co., Ltd. | | |

(ii) Joint Ventures

14 Zoomcar India Private Limited

| S. No. | Name of Entity | S. No. | Name of Entity |
|--------|--|--------|---|
| 1 | Mahindra Tsubaki Conveyor Systems Private Limited | 15 | M.I.T.R.A. Agro Equipments Private Limited |
| 2 | Mahindra Homes Pvt Ltd | 16 | Mahindra Industrial Park Private Limited |
| 3 | Mahindra World City (Jaipur) Limited | 17 | Mahindra Happinest Developers Limited |
| 4 | Mahindra Inframan Water Utilities Pvt Ltd | 18 | Classic Legends Private Limited |
| 5 | Mahindra World City Developers Limited | 19 | Mahindra Ideal Lanka (Private) Limited |
| 6 | SY Auto Capital Co., LTD | 20 | Sampo-Rosenlew Oy, Finland |
| 7 | Mahindra Sanyo Special Steel Pvt.Ltd. | 21 | Transtech Logistics Private Limited |
| 8 | Mahindra Aerospace Private Limited | 22 | Mahindra Top Greenhouses Private Limited |
| 9 | Mahindra-BT Investment Company (Mauritius) Limited | 23 | Mahindra Summit Agriscience Limited |
| 10 | Mahindra Telephonics Integrated Systems Limited | 24 | Marvel Solren Private Limited (w.e.f from 23-08-2019) |
| 11 | Mahindra Industrial Park Chennai Ltd | 25 | Smartshift Logistics Solutions Private Limited |
| 12 | Jinan Qingqi Peugeot Motocycles Co Ltd | | (Formerly known as Resfeber Labs Private Limited) |
| 13 | Brightsolar Renewable Energy Limited | | |



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Consolidated Disclosure of Related Party transactions and balances for the half year ended 30 September 2019 (contd.)

(iii) Key Management Personnel (KMPs)

| S. No. | Name of KMP | Designation |
|------------|---|----------------------|
| 1. | Mr. Anand G. Mahindra | Executive Chairman |
| 2. | Dr. Pawan Goenka | Managing Director |
| 3. | Mr. Nadir B. Godrej | Independent Director |
| 4. | Mr. R. K. Kulkarni (ceased to be Independent Director | |
| | w.e.f. 08-08-2019) | Independent Director |
| * 5 | Mr. M. M. Murugappan | Independent Director |
| 6 | Dr. Vishakha N. Desai | Independent Director |
| 7 | Mr. Vikram Singh Mehta | Independent Director |
| 8 | Mr. Anupam Puri (ceased to be Independent Director | |
| | w.e.f. 08-08-2019) | Independent Director |
| 9 | Mr. T. N. Manoharan | Independent Director |
| 10 | Mr. Haigreve Khaitan (appointed as Independent Director | |
| | w.e.f 08-08-2019) | Independent Director |
| 11 | Mrs. Shikha Sharma (appointed as Independent Director | |
| | w.e.f 08-08-2019) | Independent Director |
| 12 | Mr. Vijay Kumar Sharma | Nominee Director |

(iv) Close members of KMPs

| S. No. | Name of the person | S. No. | Name of the person | |
|--------|---------------------|--------|--------------------|--|
| 1 | Anuradha Mahindra | 5 | Swati Desai | |
| 2 | Radhika Nath | 6 | Mamta Goenka | |
| 3 | Suresh Kumar Goenka | 7 | Dr. T.N. Gajendran | |
| 4 | Shakuntala Kulkarni | | - | |

(v) Entities controlled/jointly controlled by KMPs

S. No. Name of Entity

- 1 The Indian & Eastern Engineer Company Private Limited
- 2 EPIC Television Network Private Limited
- 3 Empire Products Limited
- Prudential Management & Services Pvt Ltd *
 - * Entity belonging to Promoter/ Promoter group holding 10% or more in the Company

(vi) Welfare Funds

S. No. Name of the Funds

- 1. M&M Employees' Welfare Fund 1
- 2. M&M Employees' Welfare Fund 2
- 3. M&M Employees' Welfare Fund 3
- 4. Mahindra World School Education Trust



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Consolidated Disclosure of Related Party transactions and balances for the half year ended 30 September 2019 (contd.)

(b) Transactions and balances of the Group with related parties on consolidated basis during the half year ended 30 September 2019:

| | | | | | I | Rupees crores |
|----------|---|------------|----------|-------|----------------------------------|---------------|
| S.No. | Particulars | Associates | Joint | KMPs | Close members of | Welfare Funds |
| | | | Ventures | | KMPs and | |
| | | | | | Entities | li II |
| | | | | | controlled/jointly controlled by | |
| | | | | | KMPs | |
| A | Transactions: | | | | | |
| 1 | Purchases : | | | | | |
| | Goods | 1,173.91 | 106.57 | | _ | ÷i i |
| | Property, Plant and Equipment | 40.27 | | 141 | | el. |
| | Services | 213.37 | 1.35 | 841 | | ar 8 |
| 2 | Sales: | | | | | |
| _ | Goods | 94.77 | 120.62 | | 0.10 | |
| | Property, Plant and Equipment | 0.05 | 120.02 | | 0.10 | |
| | Services | 31.71 | 14.74 | _ | 0.01 | |
| 3 | Investments: Purchases/Subscribed/Conversion/Issued | 31./1 | 223.74 | - | 0.01 | - |
| 3 | pursuant to Scheme of Arrangement | | 223.74 | | | |
| 4 | Management contracts including deputation of personnel: | | | | | |
| • | From Parties | 0.03 | 0.46 | | | |
| | To Parties | 2.49 | | 1- | 0.10 | |
| 5 | Write-off of Receivables | | 0.40 | - | 0.10 | - 1 |
| 6 | Managerial remuneration | 30.01 | - | 4.32 | | |
| 7 | Commission and other benefits to Non-executive/ Independent | | | 0.32 | - | 171 |
| | / Nominee directors | - | - | 0.32 | * | - |
| 8 | Finance: | | | | | |
| | Inter-Corporate Deposits given | - | 28.30 | | - | 120 |
| | Inter-Corporate Deposits taken | 10.00 | | 120 | 21 | 121 |
| | Inter-Corporate Deposits refunded to parties | 510.00 | - | - | | - |
| | Debentures issued to related parties | 150.00 | - | 24 | - | - |
| | Interest income | 1.16 | 3.14 | 0.25 | * | let. |
| | Interest expense | 19.07 | le! | 141 | | - |
| | Proceeds from buyback of shares | 446.85 | le I | | lat. | - |
| | Dividend received | 396.35 | 18.90 | 120 | - " | 91 |
| | Dividend distributed | - | | 3.28 | 120.29 | 1.09 |
| 9 | Guarantees & Collaterals given | 12.85 | | | | -21 |
| 10 11 | Guarantees and Collaterals taken Other Transactions: | 0.19 | l=1 | -7 | [4] | - |
| | Other Income | 7.20 | 1.05 | 121 | 0.21 | |
| | Other Expenses | 0.12 | 106.16 | - | 0.09 | |
| | Reimbursements from parties | 3.30 | 4.48 | 0.00 | 0.07 | 31.63 |
| | Reimbursements to parties | 0.07 | 2.10 | 0.00 | _ | 31.03 |
| | | 0.07 | 2.1.0 | | | |
| В | Balances Outstanding: | | | | | |
| 1 | Trade and other payables | 253.36 | 55.99 | 0.05 | | |
| 2 | Trade and other receivables | 345.39 | 226.01 | 10.62 | 1.90 | 48.63 |
| 4 | Inter-Corporate Deposits given | (¥1 | 36.87 | 4. | | |
| 5 | Inter-Corporate Deposits taken | 10.00 | Tall | | | - |
| 6 | Debenture issued to related parties | 150.00 | 63.82 | 100 | 2 | ė. |
| 7 | Guarantees given outstanding | 438.42 | | 3 | | 191 |
| 8 | Advances given | - | 37.40 | - | | - |
| 10 | Share Application Monies received, pending allotment | | | 0.16 | - | |
| | | | | | | |
| | | | | | | |

