Mahindra Logistics Limited
Unit No. 3 & 4, 7th Floor, Techniplex 2,
Techniplex Complex, Veer Savarkar Marg,
Goregaon (West). Mumbai – 400 062

Tel : + 91 22 28715500
Toll Free : 1800 258 6787
Mahindralogistics.com

Regd Office
Mahindra Towers,
P. K. Kurne Chowk, Worli,
Mumbai – 400 018

CIN : L63000MH2007PLC173466

Our Ref: MLLSEC/147/2020

Date: 1 August 2020

**To,**
**BSE Limited (Security Code: 540768)**
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai-400 001.

**National Stock Exchange of India Ltd., (Symbol: MAHLOG)**
Exchange Plaza, 5th Floor, Plot No. C/1, "G" Block,
Bandra –Kurla Complex, Bandra (East)
Mumbai –400 051.

Dear Sirs,

**Sub: Disclosure of Voting Results of the 13th Annual General Meeting (3rd AGM Post IPO) of the Company - Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")**

In compliance with Regulation 44 and other applicable provisions of the Listing Regulations, please find enclosed Voting Results (remote e-voting and e-voting at the 13th Annual General Meeting & 3rd AGM Post IPO) of the business transacted at the 13th Annual General Meeting of the Company held on Thursday, 30 July 2020 at 3:30 p.m. (IST) through Video Conferencing in the prescribed format under Regulation 44(3) of the Listing Regulations together with the Combined Scrutinizer's Report thereon as **Annexure I**.

All seven (7) resolutions proposed in the Notice convening the 13th Annual General Meeting of the Company were approved and passed by the Members of the Company with requisite majority.

The voting results along with the Scrutinizers Report dated 1 August 2020 is available on the website of the Company www.mahindralogistics.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com .

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours Faithfully,
For **Mahindra Logistics Limited**

Brijbala Mohanlal Batwal
Digitally signed by Brijbala Mohanlal Batwal
Date: 2020.08.01 15:48:38 +05'30'

**Brijbala Batwal**
**Company Secretary**

*Enclosure: As above*

**Voting Results of the 13th Annual General Meeting (3rd AGM Post IPO) of the Company (Remote e-voting and e-voting at the AGM)**

| | |
|---|---|
| Date of Annual General Meeting/~~Extraordinary General Meeting~~ | Thursday, 30 July 2020 |
| Total No. of Shareholders as on record date (i.e. Cut-off Date - 23 July 2020) | 56,956 |
| No. of Shareholders present in the meeting either in person or through proxy | Not Applicable* |
| - Promoter & Promoter group | |
| - Public | |
| No. of Shareholders attended the meeting through Video Conferencing | |
| - Promoter & Promoter group | 1 |
| - Public | 83 |

* Physical presence of Members at the AGM is exempted vide the said MCA Circulars

# Agenda wise details of voting results

| Resolution (1) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Adoption of the Audited Standalone Financial Statements of the Company for the year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon. | | | | |
| **Category** | **Mode of voting** | **No. of shares held** | **No. of votes polled** | **% of Votes polled on outstanding shares** | **No. of votes – in favour** | **No. of votes – against** | **% of votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | **(1)** | **(2)** | **(3)=[(2)/(1)]*100** | **(4)** | **(5)** | **(6)=[(4)/(2)]*100** | **(7)=[(5)/(2)]*100** |
| **Promoter and Promoter Group** | **E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | **Poll** | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | **Postal Ballot (if applicable)** | | | | | | | |
| | **Total** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| **Public- Institutions** | **E-Voting** | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | **Poll** | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | **Postal Ballot (if applicable)** | | | | | | | |
| | **Total** | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| **Public- Non Institutions** | **E-Voting** | 8040516 | 992525 | 12.3440 | 992443 | 82 | 99.9917 | 0.0083 |
| | **Poll** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | **Postal Ballot (if applicable)** | | | | | | | |
| | **Total** | 8040516 | 1010794 | 12.5713 | 1010712 | 82 | 99.9919 | 0.0081 |
| **Total** | | 71569184 | 61917088 | 86.5136 | 61917006 | 82 | 99.9999 | 0.0001 |
| | | | | | | **Whether resolution is Pass or Not.** | Yes | |
| | | | | | | Disclosure of notes on resolution | Add Notes | |

*

| Details of Invalid Votes | |
|---|---|
| **Category** | **No. of Votes** |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

## Resolution (2)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Ordinary |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | No |
| **Description of resolution considered** | Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon. |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 8040516 | 992511 | 12.3439 | 992429 | 82 | 99.9917 | 0.0083 |
| | Poll | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8040516 | 1010780 | 12.5711 | 1010698 | 82 | 99.9919 | 0.0081 |
| Total | | 71569184 | 61917074 | 86.5136 | 61916992 | 82 | 99.9999 | 0.0001 |

| | |
|---|---|
| **Whether resolution is Pass or Not.** | Yes |
| Disclosure of notes on resolution | Add Notes |

## Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

## Resolution (3)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Ordinary |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | No |
| **Description of resolution considered** | Declaration of final dividend at the rate of Rs. 1.50 per equity share for the financial year ended 31st March, 2020. |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 8040516 | 992511 | 12.3439 | 992359 | 152 | 99.9847 | 0.0153 |
| | Poll | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8040516 | 1010780 | 12.5711 | 1010628 | 152 | 99.9850 | 0.0150 |
| Total | | 71569184 | 61917074 | 86.5136 | 61916922 | 152 | 99.9998 | 0.0002 |

| | |
|---|---|
| **Whether resolution is Pass or Not.** | Yes |
| Disclosure of notes on resolution | Add Notes |

## Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

## Resolution (4)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Ordinary |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | No |
| **Description of resolution considered** | Appointment of Director in place of Mr. Parag Shah (DIN: 00374944), who retires by rotation and, being eligible, offers himself for re-appointment. |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 8040516 | 992511 | 12.3439 | 991926 | 585 | 99.9411 | 0.0589 |
| | Poll | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8040516 | 1010780 | 12.5711 | 1010195 | 585 | 99.9421 | 0.0579 |
| Total | | 71569184 | 58511927 | 81.7558 | 58511342 | 585 | 99.9990 | 0.0010 |

| | |
|---|---|
| **Whether resolution is Pass or Not.** | Yes |
| Disclosure of notes on resolution | Add Notes |

## Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

## Resolution (5)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Ordinary |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | No |
| **Description of resolution considered** | Appointment of Mr. V. S. Parthasarathy (DIN:00125299) as a Non-Executive Director of the Company, liable to retire by rotation. |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 8040516 | 992511 | 12.3439 | 991688 | 823 | 99.9171 | 0.0829 |
| | Poll | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8040516 | 1010780 | 12.5711 | 1009957 | 823 | 99.9186 | 0.0814 |
| Total | | 71569184 | 58511927 | 81.7558 | 58511104 | 823 | 99.9986 | 0.0014 |

| | |
|---|---|
| **Whether resolution is Pass or Not.** | Yes |
| Disclosure of notes on resolution | Add Notes |

## Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

## Resolution (6)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Special |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | No |
| **Description of resolution considered** | Appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as Managing Director & CEO of the Company for the period of 5 years w.e.f. 4 February 2020 to 3 February 2025 (both days inclusive), liable to retire by rotation. |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 8040516 | 992511 | 12.3439 | 990552 | 1959 | 99.8026 | 0.1974 |
| | Poll | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8040516 | 1010780 | 12.5711 | 1008821 | 1959 | 99.8062 | 0.1938 |
| Total | | 71569184 | 61917074 | 86.5136 | 61915115 | 1959 | 99.9968 | 0.0032 |

| | |
|---|---|
| **Whether resolution is Pass or Not.** | Yes |
| Disclosure of notes on resolution | Add Notes |

## Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

## Resolution (7)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | Ordinary |
| **Whether promoter/promoter group are interested in the agenda/resolution?** | No |
| **Description of resolution considered** | Appointment of Ms. Malvika Sinha (DIN: 08373142) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years commencing from 30 July 2020 to 29 July 2025, not liable to retire by rotation |

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 8040516 | 992511 | 12.3439 | 990524 | 1987 | 99.7998 | 0.2002 |
| | Poll | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8040516 | 1010780 | 12.5711 | 1008793 | 1987 | 99.8034 | 0.1966 |
| Total | | 71569184 | 58511927 | 81.7558 | 58509940 | 1987 | 99.9966 | 0.0034 |

| | |
|---|---|
| **Whether resolution is Pass or Not.** | Yes |
| Disclosure of notes on resolution | Add Notes |

## Details of Invalid Votes

| Category | No. of Votes |
|---|---|
| Promoter and Promoter Group | 0 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

# MAKARAND M. JOSHI & CO.
Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136


**Consolidated Report of Scrutinizer on**
**Remote e-voting and electronic voting at the 13th Annual General Meeting (AGM) of Mahindra Logistics Limited**

**To**
**Mahindra Logistics Limited**
Mr. V. S. Parthasarathy
**Chairman**

of 13th Annual General Meeting of the Members of **Mahindra Logistics Limited (herein after the "Company")**, held on Thursday, 30th July, 2020, through video conferencing ("VC") /other audio-visual means (OVAM)

**Consolidated Scrutinizer's Report on voting through Remote e-voting and e-voting at the AGM in terms of provisions of the Companies Act, 2013 (herein after the Act") read with the Rules issued there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 20th May, 2020 to conduct the following:

(i) **Remote e-voting** process done by the Members of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and

(ii) **E-voting at the 13th AGM** by the Members of the Company under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 13th AGM held on Thursday, 30th July, 2020.

B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 13th AGM of the Company along with the process of remote e-voting and e-voting at the 13th AGM were sent to the Members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circular No. 20/2020 dated 5th May, 2020 read with circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020.

C. The Company had availed facility from National Securities Depositories Limited ("NSDL") for conducting the remote e-voting by the Members of the Company. The remote e-voting commenced on Saturday, 25th July, 2020 at 9.00 a.m. and ended on Wednesday, 29th July, 2020 at 5.00 p.m. and the NSDL remote e-voting platform was blocked for voting thereafter.

D. The Company had also provided e-voting facility of NSDL to the Members who were present at the 13th AGM through VC and who had not cast their votes through remote e-voting. The E-voting was opened during the AGM and remained opened for 15 minutes after the conclusion of the AGM. The e-voting was closed and votes cast through remote e-voting and e-voting at the 13th AGM were unblocked in the presence of two witnesses.

E. Voting rights were reckoned as on Thursday, 23rd July, 2020, being the cut-off date for the purpose of deciding the entitlements of Members for remote e-voting and e-voting at the 13th AGM.

F. On the basis of the votes exercised by the Members of the Company by way of remote e-voting and e-voting at the 13th AGM held on Thursday, 30th July, 2020, I have issued separate Scrutinizer's Report dated 1st August, 2020

Voting Results of the 13th AGM pursuant to Regulation 44 of the Listing Regulations:

| | |
|---|---|
| **Date of AGM** | **30th July 2020** |
| **Total number of shareholders on record date (i.e. as on 23rd July, 2020)** | **56,956** |
| **No. of shareholders present in the meeting either in person or through proxy:** | |
| Promoter and Promoter group | **NA*** |
| Public | **NA*** |
| **No. of shareholders attended the meeting through Video Conferencing:** | |
| Promoter and Promoter group | **1** |
| Public | **83** |

*** Physical presence of Members at the AGM is exempted vide the said MCA Circulars**

**Resolution on Item No. 1:**

Adoption of the Audited Standalone Financial Statements of the Company for the year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.

| **Resolution Required: (Ordinary / Special)** | | **Ordinary Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes - in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| **1** | **Promoter and Promoter Group** | **Remote E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| **2** | **Public - Institutional holders** | **Remote E-Voting** | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **19094037** | **87.9245** | **19094037** | **0** | **100.0000** | **0.0000** |
| **3** | **Public-Others** | **Remote E-Voting** | 8040516 | 992525 | 12.3440 | 992443 | 82 | 99.9917 | 0.0083 |
| | | **E-voting at AGM** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010794** | **12.5713** | **1010712** | **82** | **99.9919** | **0.0081** |
| **Total** | | | **71569184** | **61917088** | **86.5136** | **61917006** | **82** | **99.9999** | **0.0001** |

*No of votes polled does not include no of votes abstained

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 0 | 0 |

**Resolution on Item No. 2:**

Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon.

| **Resolution Required: (Ordinary / Special)** | | **Ordinary Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes - in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| **1** | **Promoter and Promoter Group** | **Remote E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| **2** | **Public - Institutional holders** | **Remote E-Voting** | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **19094037** | **87.9245** | **19094037** | **0** | **100.0000** | **0.0000** |
| **3** | **Public-Others** | **Remote E-Voting** | 8040516 | 992511 | 12.3439 | 992429 | 82 | 99.9917 | 0.0083 |
| | | **E-voting at AGM** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010780** | **12.5711** | **1010698** | **82** | **99.9919** | **0.0081** |
| **Total** | | | **71569184** | **61917074** | **86.5136** | **61916992** | **82** | **99.9999** | **0.0001** |

*No of votes polled does not include no of votes abstained

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 1 | 14 |

**Resolution on Item No. 3:**

Declaration of final dividend at the rate of Rs. 1.50 per equity share for the financial year ended 31st March, 2020.

| **Resolution Required: (Ordinary / Special)** | | **Ordinary Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes - in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| 1 | Promoter and Promoter Group | Remote E-Voting | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| 2 | Public - Institutional holders | Remote E-Voting | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | | E-voting at AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **19094037** | **87.9245** | **19094037** | **0** | **100.0000** | **0.0000** |
| 3 | Public-Others | Remote E-Voting | 8040516 | 992511 | 12.3439 | 992359 | 152 | 99.9847 | 0.0153 |
| | | E-voting at AGM | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010780** | **12.5711** | **1010628** | **152** | **99.9850** | **0.0150** |
| **Total** | | | **71569184** | **61917074** | **86.5136** | **61916922** | **152** | **99.9998** | **0.0002** |

*No of votes polled does not include no of votes abstained

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 1 | 14 |

**Resolution on Item No. 4:**

Appointment of a Director in place of Mr. Parag Shah (DIN: 00374944), who retires by rotation and, being eligible, offers himself for re-appointment.

| **Resolution Required: (Ordinary / Special)** | | **Ordinary Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes - in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| **1** | **Promoter and Promoter Group** | **Remote E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| **2** | **Public - Institutional holders** | **Remote E-Voting** | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **15688890** | **72.2444** | **15688890** | **0** | **100.0000** | **0.0000** |
| **3** | **Public-Others** | **Remote E-Voting** | 8040516 | 992511 | 12.3439 | 991926 | 585 | 99.9411 | 0.0589 |
| | | **E-voting at AGM** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010780** | **12.5711** | **1010195** | **585** | **99.9421** | **0.0579** |
| **Total** | | | **71569184** | **58511927** | **81.7558** | **58511342** | **585** | **99.9990** | **0.0010** |

*No of votes polled does not include no of votes abstained

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 5 | 3405161 |

**Resolution on Item No. 5:**

Appointment of Mr. V. S. Parthasarathy (DIN:00125299) as a Non-Executive Director of the Company, liable to retire by rotation.

| **Resolution Required: (Ordinary / Special)** | | **Ordinary Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes - in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| **1** | **Promoter and Promoter Group** | **Remote E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| **2** | **Public - Institutional holders** | **Remote E-Voting** | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **15688890** | **72.2444** | **15688890** | **0** | **100.0000** | **0.0000** |
| **3** | **Public-Others** | **Remote E-Voting** | 8040516 | 992511 | 12.3439 | 991688 | 823 | 99.9171 | 0.0829 |
| | | **E-voting at AGM** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010780** | **12.5711** | **1009957** | **823** | **99.9186** | **0.0814** |
| **Total** | | | **71569184** | **58511927** | **81.7558** | **58511104** | **823** | **99.9986** | **0.0014** |

*No of votes polled does not include no of votes abstained

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 5 | 3405161 |

**Resolution on Item No. 6:**

Appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as Managing Director & CEO of the Company for the period of 5 years w.e.f. 4 February 2020 to 3 February 2025 (both days inclusive), liable to retire by rotation.

| **Resolution Required: (Ordinary / Special)** | | **Special Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes – in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| **1** | **Promoter and Promoter Group** | **Remote E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| **2** | **Public - Institutional holders** | **Remote E-Voting** | 21716411 | 19094037 | 87.9245 | 19094037 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **19094037** | **87.9245** | **19094037** | **0** | **100.0000** | **0.0000** |
| **3** | **Public-Others** | **Remote E-Voting** | 8040516 | 992511 | 12.3439 | 990552 | 1959 | 99.8026 | 0.1974 |
| | | **E-voting at AGM** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010780** | **12.5711** | **1008821** | **1959** | **99.8062** | **0.1938** |
| **Total** | | | **71569184** | **61917074** | **86.5136** | **61915115** | **1959** | **99.9968** | **0.0032** |

*No of votes polled does not include no of votes abstained

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 1 | 14 |

**Resolution on Item No. 7:**

Appointment of Ms. Malvika Sinha (DIN: 08373142) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years commencing from 30 July 2020 to 29 July 2025, not liable to retire by rotation.

| **Resolution Required: (Ordinary / Special)** | | **Ordinary Resolution** | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Whether promoter / promoter group are interested in the agenda / resolution?** | | **No** | | | | | | | |
| **Sr. No** | **Promoter/ Public** | **Mode of Voting** | **Total No. of Shares Held** | **No. of votes polled*** | **% of Votes Polled on outstanding shares** | **No. of Votes – in favour** | **No. of Votes – against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | | **[1]** | **[2]** | **[3]=[(2)/(1)] *100** | **[4]** | **[5]** | **[6]=[(4)/(2)] *100** | **[7]=[(5)/(2)] *100** |
| **1** | **Promoter and Promoter Group** | **Remote E-Voting** | 41812257 | 41812257 | 100.0000 | 41812257 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **41812257** | **100.0000** | **41812257** | **0** | **100.0000** | **0.0000** |
| | **Public - Institutional holders** | **Remote E-Voting** | 21716411 | 15688890 | 72.2444 | 15688890 | 0 | 100.0000 | 0.0000 |
| | | **E-voting at AGM** | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | **Total** | | **15688890** | **72.2444** | **15688890** | **0** | **100.0000** | **0.0000** |
| **3** | **Public-Others** | **Remote E-Voting** | 8040516 | 992511 | 12.3439 | 990524 | 1987 | 99.7998 | 0.2002 |
| | | **E-voting at AGM** | | 18269 | 0.2272 | 18269 | 0 | 100.0000 | 0.0000 |
| | | **Total** | | **1010780** | **12.5711** | **1008793** | **1987** | **99.8034** | **0.1966** |
| **Total** | | | **71569184** | **58511927** | **81.7558** | **58509940** | **1987** | **99.9966** | **0.0034** |

*No of votes polled does not include no of votes abstained and invalid votes

**Invalid Votes:**

| **Total number of Members whose votes were declared invalid** | **Total number of votes cast** |
|---|---|
| 0 | 0 |

**Abstained Votes:**

| **Total number of Members who have abstained from voting** | **Total number of votes** |
|---|---|
| 5 | 3405161 |

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the e-voting facilitated at the 13th AGM.

I further report that:
a. I have received all the documents as mentioned in Section 113 of the Act and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register; and

b. The electronic data and all other relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 13th Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary/Compliance Officer of the Company for safe keeping.

It is to be noted that:
All the aforesaid resolutions were passed with requisite majority.

Thanking You,
Yours faithfully,

**For Makarand M. Joshi & Co.,**
**Practicing Company Secretaries**

Digitally signed by MAKARAND MADHUSUDAN JOSHI
DN: cn=MAKARAND MADHUSUDAN JOSHI, c=IN, st=Maharashtra, o=Personal, serialNumber=bea4609e399287838241404700ee8d3949ae4badb642ed597e8360b687ca030f
Date: 2020.08.01 12:56:34 +05'30'

**Makarand Joshi**
**Partner**
**CP No.** 3662
**Date: 1 August, 2020**
**Place:** Mumbai

**For Mahindra Logistics Limited**

Brijbala Mohanlal Batwal
Digitally signed by Brijbala Mohanlal Batwal
Date: 2020.08.01 15:49:37 +05'30'

**Company Secretary**
**Date: 1 August, 2020**
**Place:** Mumbai