

INFORMATION AS REQUIRED UNDER THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 ("SBEB REGULATIONS")

The Company has in force the following schemes which get covered under the provisions of SBEB Regulations:

- (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, 2024

Note 1: The schemes mentioned in points (1) and (2) are collectively known as "ESOP Schemes" or "ESOS" and are administered by the Mahindra & Mahindra Employees' Stock Option Trust ("ESOP Trust") through Mahindra & Mahindra Employees' Stock Option Trust Deed.

Note 2: The schemes mentioned in points (3) to (5) are administered by their respective trust deeds and are hereinafter collectively referred to as GEBS i.e. General Employee Benefit Schemes.

(A) ESOP SCHEMES

A.	General terms and conditions	<p>Each option entitles the holder thereof to apply for and be allotted one Equity Share of the Company of Rs. 5 each upon payment of the exercise price during the exercise period.</p> <p>The exercise period may commence from the date of vesting and will expire not later than 5 years from the date of vesting or such other period as may be decided by Governance, Nomination and Remuneration Committee ("the Committee"), from time to time.</p> <p>The options will be exercisable by the Employees by a written application to the Company/ ESOP Trust or any other entity which may be set up for this purpose to exercise the options, in such manner and on execution of such documents, as may be prescribed by the Committee from time to time.</p> <p>The options will lapse if not exercised within the specified exercise period. The options may also lapse under certain circumstances even before the expiry of the specified exercise period.</p> <p>The ESOP Schemes will be under the superintendence of and be administered by the Committee, the members of which are Independent Directors of the Company.</p>									
B.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (IndAS 33) 'Earnings per Share'	Rs. 89.08									
C.	Date of shareholders' approval	<p>The shareholders have granted approvals on the following dates:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;"><u>2000 Scheme</u></th> <th style="text-align: center;"><u>2010 Scheme</u></th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">31st July, 2000</td> <td style="text-align: center;">28th July, 2010</td> </tr> <tr> <td style="text-align: center;">28th July, 2004</td> <td style="text-align: center;">8th August, 2014</td> </tr> <tr> <td style="text-align: center;">30th July, 2007</td> <td></td> </tr> </tbody> </table> <p>Since the ESOP Schemes were existing as on the date of notification of SBEB Regulations, Regulation 6(1) does not apply and as such further shareholders' approval is not required for implementing the schemes</p>		<u>2000 Scheme</u>	<u>2010 Scheme</u>	31 st July, 2000	28 th July, 2010	28 th July, 2004	8 th August, 2014	30 th July, 2007	
<u>2000 Scheme</u>	<u>2010 Scheme</u>										
31 st July, 2000	28 th July, 2010										
28 th July, 2004	8 th August, 2014										
30 th July, 2007											
D.	Total number of options approved under ESOS	<u>2000 Scheme</u> 74,80,033 Equity Shares of Rs. 10 each.	<u>2010 Scheme</u> 2,25,53,034 Equity Shares of Rs. 5 each.								
E.	Vesting Requirements	2000 Scheme and 2010 Scheme									
		<p>Vesting of options may commence after a period of not less than 1 year from the date of grant, except in case of death or permanent incapacity in which case options would vest immediately. The vesting may occur in one or more tranches, subject to terms and conditions of vesting as may be stipulated by Governance, Nomination and Remuneration Committee.</p>									

* Diluted Earnings Per Share (EPS) pursuant to effect of potential dilutive shares due to employee stock options calculated in accordance with Accounting Standard (IndAS 33) 'Earnings per Share'.

F. Exercise price/pricing formula	2000 Scheme																										
	1 st Tranche	2 nd Tranche	3 rd Tranche	4 th Tranche	5 th Tranche	6 th Tranche	7 th Tranche	8 th Tranche	9 th Tranche	10 th Tranche	11 th Tranche																
	Average price preceding the specified date - 27 th September, 2001	Average price preceding the specified date - 30 th May, 2003	Discount of 5.13% on the average price preceding the specified date - 31 st May, 2004	Discount of 4.85% on the average price preceding the specified date - 30 th May, 2005	Average price preceding the specified date - 14 th September, 2005	Discount of 5.02% on the average price preceding the specified date - 29 th May, 2006	Discount of 4.89% on the average price preceding the specified date - 13 th September, 2006	Discount of 4.97% on the average price preceding the specified date - 30 th July, 2007	Discount of 5.03% on the average price preceding the specified date - 4 th August, 2008	Discount of 4.97% on the average price preceding the specified date - 30 th July, 2009	Discount of 4.98% on the average price preceding the specified date - 7 th August, 2012																
	Average price -		Average of the daily high and low of the prices for the Company's Equity Shares quoted on BSE Limited during 15 days preceding the specified date.																								
	2010 Scheme																										
	Exercise price of options : Rs. 5 per share																										
	1 st Tranche	2 nd Tranche	3 rd Tranche	4 th Tranche	5 th Tranche	6 th Tranche	7 th Tranche	8 th Tranche	9 th Tranche	10 th Tranche	11 th Tranche	12 th Tranche	13 th Tranche	14 th Tranche	15 th Tranche	16 th Tranche	17 th Tranche	18 th Tranche	19 th Tranche	20 th Tranche	21 st Tranche	22 nd Tranche	23 rd Tranche	24 th Tranche	25 th Tranche	26 th Tranche	27 th Tranche
	Speci- fied date - 29 th October, 2010	Speci- fied date - 9 th December, 2011	Speci- fied date - 25 th October, 2012	Speci- fied date - 13 th November, 2013	Speci- fied date - 25 th August, 2015	Speci- fied date - 5 th November, 2015	Speci- fied date - 10 th November, 2016	Speci- fied date - 9 th February, 2017	Speci- fied date - 29 th May, 2017	Speci- fied date - 9 th November, 2017	Speci- fied date - 13 th November, 2018	Speci- fied date - 7 th November, 2019	Speci- fied date - 9 th November, 2020	Speci- fied date - 25 th March, 2021	Speci- fied date - 29 th June, 2021	Speci- fied date - 1 st July, 2021	Speci- fied date - 8 th November, 2021	Speci- fied date - 10 th February, 2022	Speci- fied date - 14 th March, 2022	Speci- fied date - 27 th May, 2022	Speci- fied date - 4 th August, 2022	Speci- fied date - 10 th November, 2022	Speci- fied date - 10 th February, 2023	Speci- fied date - 23 rd February, 2023	Speci- fied date - 25 th May, 2023	Speci- fied date - 9 th November, 2023	Speci- fied date - 13 th February, 2024
	Specified date -		Date on which the Committee decided to recommend to the ESOP Trust, the grant of Options																								
G. Maximum term of options granted	2000 Scheme 108 months from the date of grant											2010 Scheme 120 months from the date of grant															
H. Source of shares (primary, secondary or combination)	The source of shares currently held by the ESOP Trust is primary issuance. All the shares acquired by the ESOP Trust through secondary market prior to SEBI Circular of 17 th January, 2013 prohibiting acquisition of securities from the secondary market, have already been transferred to employees pursuant to exercise of options by them. The ESOP Trust has not acquired any shares from the secondary market thereafter.																										
I. Variation in terms of options	At the Sixty-first Annual General Meeting of the Company held on 30 th July, 2007, 2000 Scheme was amended to provide for recovery from Eligible Employees, the fringe benefit tax in respect of options which are granted to or vested or exercised by the Eligible Employees on or after 1 st April, 2007.																										
J. (i) Method used to account for ESOS - intrinsic or fair value	The Company has calculated the employee compensation cost using fair value.																										
(ii) Where the company opts for expensing of options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options. The impact of this difference on profits and on EPS of the company.	—																										
K. Option movement during the financial year 2023-24:																											
	Particulars		2000 Scheme											2010 Scheme													
(a)	Number of options outstanding at the beginning of the period		NIL											57,13,124													
(b)	Number of options granted during the year		NIL											8,16,514													
(c)	Number of options forfeited during the year		NIL											81,632													
(d)	Number of options lapsed during the year		NIL											64,168													
(e)	Number of options vested during the year		NIL											10,10,411													
(f)	Number of options exercised during the year		NIL											11,27,976													
(g)	Number of shares arising as a result of exercise of options		NIL											11,27,976													

Particulars		2000 Scheme	2010 Scheme	
(h)	Money realized by exercise of options (INR), if scheme is implemented directly by the company	Not Applicable		
(i)	Loan repaid by the ESOP Trust during the year from exercise price received	NIL		
(j)	Number of options outstanding at the end of the year	NIL	52,55,862	
(k)	Number of options exercisable at the end of the year	NIL	19,24,703	
L.	Weighted-average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	2010 Scheme		
		Options Grant Date	Exercise price/ weighted average exercise price (Rs.)	Weighted-average Fair value (Rs.)
		25 th May, 2023 (5 tranches vesting over a period of 60 months)	5.00	1215.32
		09 th November, 2023 (3 tranches vesting over a period of 36 months)	5.00	1427.84
		09 th November, 2023 (5 tranches over a period of 60 months)	5.00	1405.02
	13 th February, 2024 (2 tranches over a period of 60 months)	5.00	1568.33	
M.	Employee-wise details of options granted during the year to:			
i) Senior Managerial Personnel (including Key Managerial Personnel)	Name	Designation	2010 scheme Options granted on 9th November 2023⁵	
	Anish Shah	Managing Director & CEO & Member of the Group Executive Board	53,944	
	Rajesh Jejurikar	Executive Director & CEO (Auto & Farm Sector) & Member of the Group Executive Board	45,455	
	Ruzbeh Irani	President - Group HR & Member of the Group Executive Board	8,672	
	Hemant Sikka	President - Farm Equipment Sector & Member of the Group Executive Board	7,871	
	Manoj Bhat*	President & Group Chief Financial Officer & Member of the Group Executive Board	11,257	
	R. Velusamy	President - Automotive Technology and Product Development & Member of the Group Executive Board	9,371	
	Vijay Nakra	President - Automotive Division & Member of the Group Executive Board	9,371	
	Vinod Sahay	President and Chief Purchase Officer (AFS) and President for Aerospace & Defence and MTBD & CE	7,953	
	Asha Kharga	Chief Customer and Brand Officer & Member of the Group Executive Board	4,782	
	Mohit Kapoor	Executive Vice President and Group Chief Technology Officer & Member of the Group Executive Board	7,240	
	Naveen Raju	General Counsel & Executive Vice President -Group Legal & Member of the Group Executive Board	6,155	
	Abanti Sankaranarayanan	Chief Group Public Affairs Officer & Member of the Group Executive Board	6,428	
	Puneet Renjhen	Executive Vice President - Partnerships & Alliances & Member of the Group Executive Board	8,444	
	K N Vaidyanathan	Executive Vice President - Corporate Management Services & Group Chief Internal Auditor	1,847	
	Narayan Shankar	Company Secretary	3,516	
	Name	Designation	2010 scheme Options granted on 25th May 2023⁵	2010 scheme Options granted on 9th November 2023⁵
	Amarjyoti Barua**	Executive Vice President - Group Strategy & Member of the Group Executive Board	53,869	8,568
⁵ Exercise Price at the time of grant of options: Rs. 5/-.				
* Ceased to be Group Chief Financial Officer w.e.f. close of 16 th May, 2024, on account of his transition to a new role within the Mahindra Group.				
** Appointed as Group Chief Financial Officer with effect from 17 th May, 2024.				

ii) Any other employee who receives a grant in any one year of options amounting to 5% or more of option granted during that year:	2010 Scheme				
	Name and Designation	Options granted during the year ended 31st March 2024^s			
	Dr. Anish Shah - Managing Director & CEO	53,944			
	Mr. Rajesh Jejurikar - Executive Director & CEO (Auto & Farm Sector)	45,455			
	Mr. Amarjyoti Barua - EVP Group Strategy ^{ss}	62,437			
	^s Exercise price at the time of grant of options: Rs. 5/-. ^{ss} Appointed as Group Chief Financial Officer with effect from 17 th May, 2024.				
iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NIL				
N. A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following information:	2010 Scheme (Grant date - 25 th May, 2023 - 5 years vesting)	2010 Scheme (Grant date - 09 th Nov, 2023 - 3 years vesting)	2010 Scheme (Grant date - 09 th Nov, 2023 - 5 years vesting)	2010 Scheme (Grant date - 13 th Feb, 2024 - 2 years vesting)	
	The fair-value of the stock options granted under 2010 Scheme have been calculated using Black-Scholes Options pricing formula and the significant assumptions made in this regard are as follows:				
	(a) weighted-average values of:				
	(i) share price (Rs. Per Share)	1215.32	1427.84	1405.03	1568.33
	(ii) exercise price (Rs. Per Share)	5	5	5	5
	(iii) expected volatility	34.22%	31.36%	34.05%	33.23%
	(iv) expected option life	5 years	4 years	5 years	6 years
	(v) expected dividends	0.91%	1.09%	1.09%	0.98%
	(vi) risk-free interest rate	6.84%	7.16%	7.20%	7.03%
	(vii) any other inputs to the model	NIL			
	(b) The method used and the assumptions made to incorporate the effects of expected early exercise	The Company has estimated the expected life of the options on the basis of average of minimum and maximum life of the Options. Historical data is not considered in expected life calculations.			
	(c) How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Volatility is the measure of the amount by which a price has fluctuated or is expected to fluctuate during a period. The measure of volatility used in the Black-Scholes options pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. For calculating volatility, the daily volatility of the stock prices on the National Stock Exchange of India Limited, over a period prior to the date of grant, corresponding with the expected life of the options has been considered.			
	(d) Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	No other feature has been considered for fair valuation of options except as mentioned in this table at point (a) above.			
	O. Disclosures in respect of grants made in three years prior to IPO under each ESOS	Not applicable			

Please refer notes to the Statement of Changes in Equity and ESOP Note No. 39 to the Financial Statement for the year ended 31st March, 2024 forming part of the Annual Report (2023-24) for relevant disclosures in terms of the Ind AS.

(B) DETAILS RELATED TO GEBS

Sr. No.	Particulars	M&M Employees Welfare Fund No. 1	M&M Employees Welfare Fund No. 2	M&M Employees Welfare Fund No. 3
(a)	General terms and conditions	To manage the Trust Fund and collect and recover the interest, dividends and income thereof and to pay the expenses of collection and other outgoings, if any. To apply or utilize the Trust Fund or any part thereof in the absolute discretion of the Trustees to or for all or any of the Trust objects, schemes, purpose for the benefit and welfare of the Beneficiaries either directly or indirectly and this shall be made from the Trust Fund after deduction of all cost and expenses in accordance with the provision of this Trust Deed.		
(b)	Date of shareholders' approval	Since the GEBS (in the form of Trust Deeds) were existing as on the date of notification of SBEB Regulations, Regulation 6(1) does not apply and as such shareholders' approval is not required for implementing the Trust Deeds.		
(c)	Kind of benefits to be granted under the scheme	<p>The following are the benefits granted to the beneficiaries under these Schemes:</p> <ul style="list-style-type: none"> - Educational Scholarships and reimbursement of expenses towards school/college fees and for further studies, self-improvement courses, libraries, books & periodicals, etc.; - Granting loans for purchase or construction of houses or apartments; - Reimbursement or payment of expenses incurred by or for the beneficiaries towards hospital treatment, surgery, clinical treatment, consultations, periodic checkup, examination including dental, optical, etc.; - Providing meals or refreshments or canteens either free of cost or on subsidised basis; - Providing loans for purchase of cars, motor cycles/scooters, etc. Provision of transport facilities to and from residence to place of work either free of cost or at subsidised rates; - Providing recreation facilities, reimbursing fees, subscriptions and expenses of clubs or other recreation institutions, subsidising expenses of get-togethers, socials, excursions, tours and gymnasias or the purchase of instruments, apparatus, books and other articles for gymnasias, etc.; - Conducting any other welfare activities which would be conducive to the welfare of the employees/beneficiaries. 		
(d)	Beneficiaries of the scheme	The Beneficiaries of this Trust shall mean all persons who are in permanent employment of the Company, former employees who have retired from the employment of the Company including their respective spouses, dependent unmarried children (up to the age of 25 years) and dependent parents of such employees (including such employees who have deceased during the course of their employment with the Company) or retired employees except promoter or person belonging to the promoter group, independent director, a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding shares of the Company or employees of the Company to whom the provisions of Industrial Disputes Act, 1947 apply and whose terms and conditions of employment with the Company are generally governed by the periodical agreements with the Company.		
(e)	Total assets of the scheme*	Rs. 16.94 crore	Rs. 6.78 crore	Rs. 2.99 crore
(f)	Quantum of holding in own shares/listed holding company shares (both absolute and in percentage)*	6,94,312 Equity Shares of Rs. 5 each of the Company aggregating to 0.06%	4,13,828 Equity Shares of Rs. 5 each of the Company aggregating to 0.03%	1,69,600 Equity Shares of Rs. 5 each of the Company aggregating to 0.01%
(g)	Whether scheme is in compliance of regulation 26(2)/ 27(3) of the regulations, as applicable	Yes	Yes	Yes
(h)	Variation in terms of scheme	NIL	NIL	NIL

* These figures are based on the Unaudited Financial Results.

(C) DETAILS RELATED TO TRUST

(i) General information on all schemes -

Sr. No.	Particulars	M&M Employees Welfare Fund No. 1	M&M Employees Welfare Fund No. 2	M&M Employees Welfare Fund No. 3	M&M Employees' Stock Option Trust
		Details	Details	Details	Details
1.	Details of the Trustee(s)	1) Ms. Padmini Khare Kaicker			
		2) Mr. Arindam Ghosh			
		3) Mr. Sanjay Gawde			
		4) Mr. Sunil Rane			
2.	Amount of loan disbursed by company / any company in the group, during the year	NIL	NIL	NIL	NIL
3.	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	NIL	NIL	NIL	NIL
4.	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	NIL	NIL	NIL	NIL
5.	Any other contribution made to the Trust during the year	NIL	NIL	NIL	NIL

(ii) Brief details of transactions in shares by the Trust -

Sr. No.	Particulars	M&M Employees Welfare Fund No. 1	M&M Employees Welfare Fund No. 2	M&M Employees Welfare Fund No. 3	M&M Employees' Stock Option Trust
(a)	Number of shares held at the beginning of the year	6,94,312 Equity Shares of Rs. 5 each of the Company	4,13,828 Equity Shares of Rs. 5 each of the Company	1,69,600 Equity Shares of Rs. 5 each of the Company	4,54,10,607 Equity Shares of Rs. 5 each of the Company
(b)	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	NIL	NIL	NIL	NIL
(c)	Number of shares transferred to the employees/sold along with the purpose thereof	NIL	NIL	NIL	Transferred 11,27,976 Equity Shares of Rs. 5 each of the Company to the employees pursuant to exercise of options by them
(d)	Number of shares held at the end of the year	6,94,312 Equity Shares of Rs. 5 each of the Company	4,13,828 Equity Shares of Rs. 5 each of the Company	1,69,600 Equity Shares of Rs. 5 each of the Company	4,42,82,631 Equity Shares of Rs. 5 each of the Company

(iii) In case of secondary acquisition of shares by the Trust -

Particulars	M&M Employees Welfare Fund No. 1	M&M Employees Welfare Fund No. 2	M&M Employees Welfare Fund No. 3	M&M Employees' Stock Option Trust
	Number of shares as a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained	Number of shares as a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained	Number of shares as a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained	Number of shares as a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	NIL	NIL	NIL	NIL
Acquired during the year	NIL	NIL	NIL	NIL
Sold during the year	NIL	NIL	NIL	NIL
Transferred to the employees during the year	NIL	NIL	NIL	NIL
Held at the end of the year	NIL	NIL	NIL	NIL