

**INFORMATION AS REQUIRED UNDER THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014  
("SBEB REGULATIONS") READ WITH SEBI CIRCULAR CIR/CFD/POLICY CELL/2/2015 DATED 16<sup>TH</sup> JUNE, 2015  
("SEBI CIRCULAR")**

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

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. 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. 2.24  |  |                    |                    |                             |                             |                             |                              |                             |  |
| 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: left;"><u>2000 Scheme</u></th> <th style="text-align: left;"><u>2010 Scheme</u></th> </tr> </thead> <tbody> <tr> <td>31<sup>st</sup> July, 2000</td> <td>28<sup>th</sup> July, 2010</td> </tr> <tr> <td>28<sup>th</sup> July, 2004</td> <td>8<sup>th</sup> August, 2014</td> </tr> <tr> <td>30<sup>th</sup> 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 <sup>st</sup> July, 2000 | 28 <sup>th</sup> July, 2010 | 28 <sup>th</sup> July, 2004 | 8 <sup>th</sup> August, 2014 | 30 <sup>th</sup> July, 2007 |  |
| <u>2000 Scheme</u>          | <u>2010 Scheme</u>  |   |  |                    |                    |                             |                             |                             |                              |                             |  |
| 31 <sup>st</sup> July, 2000 | 28 <sup>th</sup> July, 2010   |   |  |                    |                    |                             |                             |                             |                              |                             |  |
| 28 <sup>th</sup> July, 2004 | 8 <sup>th</sup> August, 2014  |   |  |                    |                    |                             |                             |                             |                              |                             |  |
| 30 <sup>th</sup> July, 2007 |   |   |  |                    |                    |                             |                             |                             |                              |                             |  |
| D.                          | Total number of options approved under ESOS   | <u>2000 Scheme</u><br>74,80,033 Equity Shares of Rs. 10 each.   | <u>2010 Scheme</u><br>2,25,53,034 Equity Shares of Rs. 5 each. |                    |                    |                             |                             |                             |                              |                             |  |
| E.                          | Vesting Requirements  | <b>2000 Scheme and 2010 Scheme</b>  |  |                    |                    |                             |                             |                             |                              |                             |  |
|                             |   | Vesting of options may commence after a period of not less than 1 year from the date of grant. 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.   |  |                    |                    |                             |                             |                             |                              |                             |  |

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

|  |  |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
|--|--|---|--|--|---|--|--|---|--|---|--|---|---|---|--|
| F. The pricing formula/<br>Exercise price                    | 2000 Scheme  |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
|  | 1 <sup>st</sup> Tranche  | 2 <sup>nd</sup> Tranche   | 3 <sup>rd</sup> Tranche  | 4 <sup>th</sup> Tranche  | 5 <sup>th</sup> Tranche   | 6 <sup>th</sup> Tranche  | 7 <sup>th</sup> Tranche  | 8 <sup>th</sup> Tranche   | 9 <sup>th</sup> Tranche  | 10 <sup>th</sup> Tranche  | 11 <sup>th</sup> Tranche   |   |   |   |  |
|  | Average price preceding the specified date – 27 <sup>th</sup> September, 2001  | Average price preceding the specified date – 30 <sup>th</sup> May, 2003 | Discount of 5.13% on the average price preceding the specified date – 31 <sup>st</sup> May, 2004   | Discount of 4.85% on the average price preceding the specified date – 30 <sup>th</sup> May, 2005 | Average price preceding the specified date – 14 <sup>th</sup> September, 2005 | Discount of 5.02% on the average price preceding the specified date – 29 <sup>th</sup> May, 2006 | Discount of 4.89% on the average price preceding the specified date – 13 <sup>th</sup> September, 2006 | Discount of 4.97% on the average price preceding the specified date – 30 <sup>th</sup> July, 2007 | Discount of 5.03% on the average price preceding the specified date – 4 <sup>th</sup> August, 2008 | Discount of 4.97% on the average price preceding the specified date – 30 <sup>th</sup> July, 2009 | Discount of 4.98% on the average price preceding the specified date – 7 <sup>th</sup> August, 2012 |   |   |   |  |
|  | 2010 Scheme  |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
|  | Exercise price of options : Rs. 5 per share  |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
|  | 1 <sup>st</sup> Tranche  | 2 <sup>nd</sup> Tranche   | 3 <sup>rd</sup> Tranche  | 4 <sup>th</sup> Tranche  | 5 <sup>th</sup> Tranche   | 6 <sup>th</sup> Tranche  | 7 <sup>th</sup> Tranche  | 8 <sup>th</sup> Tranche   | 9 <sup>th</sup> Tranche  | 10 <sup>th</sup> Tranche  | 11 <sup>th</sup> Tranche   | 12 <sup>th</sup> Tranche                        | 13 <sup>th</sup> Tranche                        | 14 <sup>th</sup> Tranche                      |  |
|  | Specified date – 29 <sup>th</sup> October, 2010  | Specified date – 9 <sup>th</sup> December, 2011                         | Specified date – 25 <sup>th</sup> October, 2012  | Specified date – 13 <sup>th</sup> November, 2013   | Specified date – 25 <sup>th</sup> August, 2015                                | Specified date – 5 <sup>th</sup> November, 2015  | Specified date – 10 <sup>th</sup> November, 2016   | Specified date – 9 <sup>th</sup> February, 2017   | Specified date – 29 <sup>th</sup> May, 2017  | Specified date – 9 <sup>th</sup> November, 2017   | Specified date – 13 <sup>th</sup> November, 2018   | Specified date – 7 <sup>th</sup> November, 2019 | Specified date – 9 <sup>th</sup> November, 2020 | Specified date – 25 <sup>th</sup> March, 2021 |  |
|  | 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. |  |   |  |  |   |  |   |  |   |   |   |  |
|  | Specified date   | –   | Date on which the Committee decided to recommend to the ESOP Trust, the grant of Options   |  |   |  |  |   |  |   |  |   |   |   |  |
|  | G. Maximum term of options granted   | <b>2000 Scheme</b>  |  |  |   |  | <b>2010 Scheme</b>   |   |  |   |  |   |   |   |  |
|  | 108 months from the date of grant  |   |  |  |   | 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 <sup>th</sup> 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 <sup>th</sup> 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 <sup>st</sup> April, 2007.   |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
| J. Method used to account for ESOS - intrinsic or fair value | The Company has calculated the employee compensation cost using fair value.  |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
|  | 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 2020-21:        |  |   |  |  |   |  |  |   |  |   |  |   |   |   |  |
|  | <b>Particulars</b>   | <b>2000 Scheme</b>  |  |  |   |  | <b>2010 Scheme</b>   |   |  |   |  |   |   |   |  |
| (a)  | Number of options outstanding at the beginning of the period   | 10,000  |  |  |   |  | 66,24,672  |   |  |   |  |   |   |   |  |
| (b)  | Number of options granted during the year  | NIL   |  |  |   |  | 11,08,032  |   |  |   |  |   |   |   |  |
| (c)  | Number of options forfeited during the year  | NIL   |  |  |   |  | 1,63,750   |   |  |   |  |   |   |   |  |
| (d)  | Number of options lapsed during the year   | 5,000   |  |  |   |  | 65,782   |   |  |   |  |   |   |   |  |
| (e)  | Number of options vested during the year   | NIL   |  |  |   |  | 16,11,260  |   |  |   |  |   |   |   |  |
| (f)  | Number of options exercised during the year  | NIL   |  |  |   |  | 17,28,702  |   |  |   |  |   |   |   |  |
| (g)  | Number of shares arising as a result of exercise of options  | 2,500   |  |  |   |  | 17,28,702  |   |  |   |  |   |   |   |  |

| 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  | 5,000  | 57,74,470   |   |   |
| (k)  | Number of options exercisable at the end of the year  | 5,000  | 22,51,577   |   |   |
| 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.)                             |   |
|  |   | 9 <sup>th</sup> November, 2020<br>(5 tranches vesting over a period of 60 months)                  | 5.00  | 598.42  |   |
|  |   | 9 <sup>th</sup> November, 2020<br>(3 tranches vesting over a period of 36 months)                  | 5.00  | 601.27  |   |
|  |   | 9 <sup>th</sup> November, 2020<br>(2 tranches vesting over a period of 24 months)                  | 5.00  | 602.82  |   |
|  | 25 <sup>th</sup> March, 2021<br>(3 tranches over a period of 36 months)   | 5.00   | 799.05  |   |   |
| 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 9 <sup>th</sup> November, 2020 | 2010 scheme Options granted on 25 <sup>th</sup> March, 2021 |
| <b>Exercise price of options : Rs. 5 per share</b>   |   |  |   |   |   |
|  | Pawan Goenka®   | Managing Director & CEO & Member of the Group Executive Board                                      |   | 30,013  | 57,195  |
|  | Shriprakash Shukla  | Group President (Agri, Aerospace, Defence & Steel Sector) & Member of the Group Executive Board    |   | 25,111  | NIL   |
|  | Anish Shah*   | Managing Director & CEO & Member of the Group Executive Board                                      |   | 57,755  | NIL   |
|  | Zhooben Bhiwandiwalla   | President - Mahindra Partners and Group Legal and Compliance & Member of the Group Executive Board |   | 1,849   | NIL   |
|  | S. Durgashankar   | President - Group Controller of Finance & Accounts & Member of the Group Executive Board           |   | 14,620  | NIL   |
|  | Ruzbeh Irani  | President - Group HR & Communications & Member of the Group Executive Board                        |   | 14,251  | NIL   |
|  | Rajesh Jejurikar  | Executive Director (Auto & Farm Sectors) & Member of the Group Executive Board                     |   | 49,870  | NIL   |
|  | Manoj Chugh   | President - Group Public Affairs & Member of the Group Executive Board                             |   | 14,257  | NIL   |
|  | Hemant Sikka  | President Farm Equipment Sector & Member of the Group Executive Board                              |   | 12,818  | NIL   |
|  | Narayan Shankar   | Company Secretary  |   | 6,604   | NIL   |
| <p>® Ceased as MD, CEO and Director of the Company w.e.f. 2<sup>nd</sup> April, 2021</p> <p>* Re-designated as Managing Director &amp; CEO with effect from 2<sup>nd</sup> April, 2021</p> |   |  |   |   |   |

| ii) Any other employees who receives a grant in one year of options amounting to 5% or more options granted during the year:  | 2000 Scheme  |   |  |   | 2010 Scheme   |   |   |   |   |   |
|---|--|---|--|---|---|---|---|---|---|---|
|   | Name and Designation   | Options granted during the year ended 31 <sup>st</sup> March 2004 <sup>\$</sup> | Name and Designation   | Options granted during the year ended 31 <sup>st</sup> March 2005 <sup>\$\$</sup> | Name and Designation  | Options granted during the year ended 31 <sup>st</sup> March 2014 <sup>\$\$\$</sup> | Name and Designation  | Options granted during the year ended 31 <sup>st</sup> March 2017 <sup>\$\$\$</sup> | Name and Designation  | Options granted during the year ended 31 <sup>st</sup> March 2021 <sup>\$\$\$</sup> |
|   | Mr. Raghunath Murti – President – Trade, Retail & Logistics Sector & Member of the Group Management Board <sup>†</sup>   | 15,000  | Mr. Pranab Datta – President & Chief Executive Officer, GESCO <sup>‡</sup>                       | 15,240  | Mr. Rajesh Jejurikar – Executive Director (Automotive and Farm Sectors) <sup>##</sup> | 36,901 <sup>^</sup>   | Mr. Shriprakash Shukla – Group President & CEO (Aerospace & Defence Sector) | 31,317 <sup>^</sup>   | Dr. Anish Shah - Managing Director & CEO <sup>###</sup>                                       | 57,755  |
|   | Mr. Hemant Luthra – President (Systech Sector) & Member of The Group Management Board <sup>†</sup>   | 15,240  | Mr. Rajeev Dubey – Group President (HR & Corporate Services) & CEO (After Market Sector)         | 15,000 <sup>**</sup>  | Mr. Ramakrishna Subbaraman – President (Group Public Affairs)                         | 23,146 <sup>^</sup>   | Ms. Suman Mishra – Senior Vice President – Group Strategy                   | 15,423 <sup>^</sup>   | Dr. Pawan Goenka - Managing Director & CEO & Member of the Group Executive Board <sup>@</sup> | 87,208  |
|   | Mr. Ramesh Iyer – Managing Director (Mahindra & Mahindra Financial Services Ltd) & President (Financial Services Sector)   | 25,920  | Mr. Allen Sequeira – Executive Vice President Group HR & Leadership Development <sup>†</sup>     | 10,160  |   |   | Mr. Arvind Mathew – Chief of International Operations                       | 15,829 <sup>^</sup>   | Mr. Amit Kumar Sinha – President Group Strategy   | 1,09,697  |
|   |  |   | Dr. Prince M. Augustin – Executive Vice President – Group Human Capital & Leadership Development | 5,080   |   |   |   |   | Mr. Amit Raje - EVP - Partnerships & Alliances  | 97,783  |
|   | <p>* The Options granted stand augmented by an equal number of Options and the Exercise Price stands reduced to half on account of the 1:1 Bonus Issue made in September, 2005.</p> <p>** The Options granted and outstanding as of 30<sup>th</sup> March, 2010, stand augmented by an equal number of Options and the Exercise Price stands reduced to half on account of the sub-division of the Face Value of Equity Share from Rs. 10 to Rs. 5.</p> <p># Designation at the time of retirement/resignation.</p> <p>## Appointed as Whole-time Director of the Company designated as 'Executive Director (Automotive and Farm Sectors)' with effect from 1<sup>st</sup> April, 2020.</p> <p>### Designated as Managing Director and CEO with effect from 2<sup>nd</sup> April, 2021</p> <p>@ Ceased as MD, CEO and Director of the Company w.e.f. 2<sup>nd</sup> April, 2021</p> <p>^ The number of stock options granted and outstanding as on 23<sup>rd</sup> December, 2017 stand augmented by an equal number of options on account of the 1:1 Bonus Issue made in December 2017.</p> <p>\$ Exercise price at the time of grant of options: Rs. 123</p> <p>\$\$ Exercise price at the time of grant of options: Rs. 430</p> <p>\$\$\$ Exercise price at the time of grant of options: Rs. 5/-</p> |   |  |   |   |   |   |   |   |   |
| 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 – 9 <sup>th</sup> Nov, 2020 - 5 yrs vesting)   | 2010 Scheme (Grant date – 9 <sup>th</sup> Nov, 2020 - 3 yrs vesting) | 2010 Scheme (Grant date – 9 <sup>th</sup> Nov, 2020 - 2 yrs vesting) | 2010 Scheme (Grant date – 25 <sup>th</sup> Mar, 2021 - 3 yrs vesting) |
|--|--|--|--|---|
| (a) weighted-average values of:  | 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:   |  |  |   |
| (i) share price  | 613.60   | 613.60   | 613.60   | 811.40  |
| (ii) exercise price  | Rs. 5 per share  | Rs. 5 per share  | Rs. 5 per share  | Rs. 5 per share   |
| (iii) expected volatility  | 32.02%   | 34.54%   | 37.36%   | 36.25%  |
| (iv) expected option life  | 4.9 years  | 3.5 years  | 2.75 years   | 3.5 years   |
| (v) expected dividends   | 0.38%  | 0.38%  | 0.38%  | 0.29%   |
| (vi) risk-free interest rate   | 5.26%  | 4.78%  | 4.47%  | 5.26%   |
| (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, 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 Note No. 32 to the Financial Statement for the year ended 31<sup>st</sup> March, 2021 forming part of the Annual Report (2020-21) 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"> <li>- Educational Scholarships and reimbursement of expenses towards school/college fees and for further studies, self-improvement courses, libraries, and books &amp; periodicals etc.;</li> <li>- Granting loans for purchase or construction of houses or apartments;</li> <li>- 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.;</li> <li>- Providing meals or refreshments or canteens either free of cost or on subsidised basis;</li> <li>- 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 subsidized rates;</li> <li>- 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.;</li> <li>- Conducting any other welfare activities which would be conducive to the welfare of the employees/beneficiaries.</li> </ul> |  |  |
| (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. 64.54 crore   | Rs. 74.39 crore  | Rs. 2.16 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 –

| Sl. 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.      | Name of the Trust         | M&M Employees Welfare Fund No. 1   | M&M Employees Welfare Fund No. 2   | M&M Employees Welfare Fund No. 3   | Mahindra & Mahindra Employees' Stock Option Trust  |
| 2.      | Details of the Trustee(s) | 1) Ms. Padmini Khare Kaicker<br>2) Mr. Arindam Ghosh<br>3) Mr. Vijay Thakurdesai<br>4) Mr. Vilas Paranjape | 1) Ms. Padmini Khare Kaicker<br>2) Mr. Arindam Ghosh<br>3) Mr. Vijay Thakurdesai<br>4) Mr. Vilas Paranjape | 1) Ms. Padmini Khare Kaicker<br>2) Mr. Arindam Ghosh<br>3) Mr. Vijay Thakurdesai<br>4) Mr. Vilas Paranjape | 1) Ms. Padmini Khare Kaicker<br>2) Mr. Arindam Ghosh<br>3) Mr. Vijay Thakurdesai<br>4) Mr. Vilas Paranjape |

| Sl. 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                           |
| 3.      | Amount of loan disbursed by company / any company in the group, during the year   | NIL                              | NIL                              | NIL                              | NIL                               |
| 4.      | Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year                                  | NIL                              | NIL                              | NIL                              | NIL                               |
| 5.      | 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                               |
| 6.      | Any other contribution made to the Trust during the year  | NIL                              | NIL                              | NIL                              | NIL                               |

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

| Sl. 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 | 5,01,52,865 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 17,28,702 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 | 4,84,24,163 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 and as a percentage of paid-up equity capital as at the end of the year | Number of shares and as a percentage of paid-up equity capital as at the end of the year | Number of shares and as a percentage of paid-up equity capital as at the end of the year | Number of shares and as a percentage of paid-up equity capital as at the end of the year |
| 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  |