

**IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS****BIDDER'S UNDERTAKING FOR BID CUM APPLICATION FORM**

**(IN CASE OF A JOINT APPLICATION, THE CONFIRMATIONS, AUTHORISATIONS, UNDERTAKINGS AND REPRESENTATIONS MADE BY THE FIRST BIDDER WILL BE DEEMED TO HAVE BEEN MADE ON BEHALF OF ALL JOINT BIDDERS. THE FIRST BIDDER SHALL BE LIABLE FOR ALL THE OBLIGATIONS ARISING OUT OF THE ISSUE OF EQUITY SHARES.)**

On the basis of the Red Herring Prospectus dated October 16, 2017 filed with the Registrar of Companies, Mumbai ("RHP"), the General Information Document for Investing in Public Issues ("GID") and having studied the attached details as per the Abridged Prospectus, I/we hereby apply for Allotment to me/us of the Equity Shares in the Offer upto my/our Bids for maximum number of Equity Shares at or above the Offer Price, to be discovered through the Book Building Process. I/We hereby confirm that I am/we are eligible person(s) to invest in the Offer in accordance with applicable laws. I/We agree to accept the Equity Shares Bid for, or such lesser number as may be Allotted to me/us subject to the terms of the RHP, Abridged Prospectus, the GID, the Bid cum Application Form and other applicable laws. The amount payable on bidding has been blocked with the relevant SCSB. I/We undertake that I/ we will sign all such other documents and do all such acts, if any, necessary on my/our part to enable me/us to be registered as the holder(s) of the Equity Shares which may be Allotted and to register my/our address as given in the depository records. I/We note that in case of QIB Bidders, the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject Bids (including technical rejections) at the time of acceptance of Bid cum Application Form provided that the reasons for rejecting the same shall be provided to such Bidder in writing, whereas it has a right to reject it from Non-Institutional Bidders and Retail Individual Bidders based only on technical grounds and/or as specified in the Abridged Prospectus, GID and the RHP. I/We authorise the Company to make the necessary changes in this Bid cum Application Form and the RHP for filing of the Prospectus with the Registrar of Companies, Mumbai without intimation to me/us and use this Bid cum Application Form as the Application Form for the purpose of this Issue.

**I/WE CONFIRM THAT:** EITHER I am/We are Indian national(s) resident in India and I am/we are not applying for the said Equity Shares as nominees of any person resident outside India or foreign nationals OR I am/we are Indian national(s) resident in India and I am/we are applying for the said Equity Shares as power of attorney holder(s) of Non-Resident Indian(s) on non-repatriation basis OR I am/we are Indian national(s) resident outside India and I am/we are applying for the said Equity Shares on my/our own behalf through NRO account on non repatriation basis. I am/We are, or at any time the Equity Shares are purchased will be, the beneficial owner of such Equity Shares and I/ We and any customer I/we represent, (a) am/are located outside the United States within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and am/are purchasing the Equity Shares in an "offshore transaction" (as defined in Regulation S) and (b) I/We am/are not an affiliate of the Company or a person acting on behalf of such affiliate.

**FOR QIB BIDDERS:** We confirm that the Bid size/maximum Equity Shares applied for by us do not exceed the relevant regulatory approvals/limits. I/We am/are not prohibited from accessing capital markets under any order/ruling/judgment of any regulatory, judicial or any other authority, including SEBI or under the provisions of any law, regulation or statute.

**Further:** 1) In accordance with ASBA process provided in SEBI ICDR Regulations and as disclosed in the RHP, I/We authorise (a) the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or the RTAs or the CDPs to do all acts as are necessary to make the application in the Offer, including uploading my/our Bid, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Bid cum Application Form, transfer of funds to the Public Offer Account on receipt of instruction from Registrar to the Offer, after finalisation of Basis of Allotment; and (b) the Registrar to the Offer to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalisation of the Basis of Allotment. 2) In case the amount available in the specified bank account is insufficient as per the highest Bid option, the SCSB shall reject the application. 3) I/We hereby authorise the members of the Syndicate (in Specified Locations only) or the Registered Brokers (at Broker Centres) or the SCSBs or CDPs or the RTAs, as the case may be, to make relevant revisions as may be required to be done in the Bid, in the event of a revision of the Price Band.

In accordance with the FDI Policy, participation by non-residents in the Offer is allowed to the extent of participation by (i) FPIs through the portfolio investment scheme under Schedule 2A of the FEMA Regulations, subject to limit of the individual holding of an FPI below 10% of the total paid-up Equity share capital of our Company and the aggregate limit for FPI investment up to 24% of the paid-up Equity share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. The existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10% and 49% of the total paid-up Equity Share capital of our Company, respectively; and (ii) Eligible NRIs through the portfolio investment scheme under Schedule 2A of the FEMA Regulations, subject to 10% of the paid-up Equity Share capital of our Company. Such limit for NRI investment under the portfolio investment scheme under Schedule 2A of the FEMA Regulations may be increased by passing a Board resolution, followed by a special resolution by the Shareholders, subject to prior intimation to the RBI. Our Company has increased such limit for NRI investment under the portfolio investment scheme under Schedule 2A of the FEMA Regulations to 24% of our paid-up Equity Share capital. In accordance with RBI Regulations, OCBs cannot participate in this Offer. For Further details see "Offer Procedure" on Page 318 of the RHP.

**INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM**

- Name of sole/ First Bidder should be exactly the same as it appears in the Depository records. In case of joint Bids, only the name of the First Bidder (which should also be the first name in which the depository account is held) should be provided in the Bid cum Application Form. The Bid means an 'Indication to make an Offer' and not 'an Offer'.
- The First Bidder, should mention his/ her PAN allotted under the Income Tax Act, except for Bids by or on behalf of the Central or State Government and the officials appointed by the Courts and by investors residing in the state of Sikkim, the Bidders, or in the case of Bid in joint names, the First Bidder (the first name under which the depository account is held), should mention his/ her PAN allotted under the Income Tax Act. Any Bid cum Application Form without the PAN is liable to be rejected.
- Based on the PAN, DP ID and Client ID provided by the Bidders, the Registrar will obtain Demographic Details registered with Depository Participants to be used for Allotment or technical rejections or unblocking of ASBA Account. Hence, Bidders are advised to immediately update any change in their details as appearing on the records of the Depository Participant. Please note that failure to do so could result in failure in Allotment of Equity Shares, delay in unblocking of ASBA Account, at the Bidder's sole risk and neither the Syndicate or the Registered Brokers or the Registrar or RTAs/CDPs or the SCSBs nor the Company shall have any responsibility and undertake any liability for the same.
- Price Band and Bid Lot:** The Price Band for the Offer will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, in the manner as agreed upon in the Offer Agreement. The minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholders in consultation with the BRLMs and will be advertised at least five Working Days prior to the Bid/Offer Opening Date, in all editions of the English national newspaper the Financial Express, all editions of the Hindi national newspaper Jansatta and Mumbai edition of Navshakti (Marathi being the regional language of Maharashtra, where the Registered Office is located), where our Registered Office is located) at least five working days prior to the Bid/Offer Opening Date and shall be made available to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges") for the purpose of uploading on their websites. In case of revision of the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of Price Band subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and on the terminals of the Syndicate Members and by intimation to SCSBs, Registered Brokers, CDPs and RTAs.  
**Maximum and Minimum Bid Size:** In case of resident Retail Individual Bidders, bids must be such number of Equity Shares such that the Bid Amount does not exceed ₹ 200,000 (in case of Eligible Employees ₹ 500,000). Bids at the Cut-Off Price indicate their agreement to purchase the Equity Shares at the Issue Price, as determined at the completion of the Book Building Process. In case of Non-Institutional Bidders and QIB Bidders, the minimum Bid size shall be such number of Equity Shares such that Bid Amount exceeds ₹ 200,000. The maximum Bid by any investor should not exceed the investment limits prescribed for them by applicable laws.
- Please tick Category as applicable to ensure proper upload of Bid in Stock Exchange system.
- Please tick investor status as applicable. Please ensure investor status is updated in your Depository records.
- Total Bid Amount payable must be calculated for the highest of three options, at Bid Price, at the time of the submission of the Bid cum Application Form. "Cheques/Demand Draft/Cash/stock invest/money orders/postal orders will not be accepted". All NRI Bidders bidding on a non-repatriation basis by using Resident forms are required to authorise their SCSB to block their Non-Resident Ordinary (NRO) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. The NRI Bidders can obtain the Bid cum Application Form from the Company's Registered Office or from any of the members of the Syndicate or CDPs or RTAs or Registered Brokers from their offices. Bidders to please ensure that your Bank has notified an SCSB Branch in the city where Bid cum Application Form is being submitted.
- Only the First Bidder is required to sign the Bid cum Application Form/Revision Form. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Signature of ASBA Account holder is mandatory. If the First Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder (necessary revisions in the Bidders undertaking and institution will be required depending upon the jurisdiction in which the sale of shares in proposed).
- Other Instructions:** a. Bids must be made only in the prescribed Bid cum Application Form. b. Bids must be completed in full, in BLOCK LETTERS in ENGLISH. Bidders should note that the members of the Syndicate, Registered Broker, CDPs, RTAs, and/or SCSBs will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms. c. Ensure that all applicable documents in support of the Bid are attached with the Application Form.
- The Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding systems of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected.
- The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to "qualified institutional buyers" (as defined in Rule 144A ("Rule 144A") under the Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act and the exemption under Rule 144A. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, the except in compliance with the applicable laws of such jurisdiction.

**Note:** Terms used but not defined herein shall have the meaning assigned to such terms in the RHP. For detailed instructions for filling the various fields of this Bid cum Application Form, please refer to the GID, which is available on the websites of the BRLMs and Stock Exchanges.

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	<b>COMPANY CONTACT DETAILS</b>	<b>REGISTRAR CONTACT DETAILS</b>
<ul style="list-style-type: none"><li>In case of queries related to Allotment/ credit of Allotted Equity Shares, the Bidders should contact Registrar to the Offer</li><li>In case of Bids submitted to the SCSBs, the Bidders should contact the relevant SCSB</li><li>In case of queries related to upload of Bids submitted to the Syndicate Members/RTAs/Registered Brokers/CDPs, as applicable the Bidders should contact the relevant Designated Intermediary.</li></ul>	<b>MAHINDRA LOGISTICS LIMITED</b> <b>Registered Office:</b> Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018; <b>Tel:</b> +91 22 24901441, <b>Fax:</b> +91 22 2490 0833 <b>Corporate Office:</b> 1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai – 400062, <b>Tel:</b> +91 22 2871 6800; <b>Contact Person:</b> Nikhil Nayak, Chief Financial Officer and Compliance Officer <b>Tel:</b> +91 22 2871 5500; <b>E-mail:</b> cfo.mll@mahindra.com; <b>Website:</b> www.mahindralogistics.com <b>Corporate Identity Number:</b> U63000MH2007PLC173466	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 1st floor, 247 Park, L B S Marg, Mumbai 400 083 <b>Tel:</b> (+91 22) 4918 6200; <b>Fax:</b> (+91 22) 4918 6195 <b>E-mail:</b> mahindralogistics.ipo@linkintime.co.in <b>Investor grievance e-mail:</b> mahindralogistics.ipo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Registration No.:</b> INR000004058