



**COMBINED SCRUTINIZER REPORT FOR E-VOTING, PHYSICAL  
BALLOT & POLL FOR MAHINDRA LIFESPACE DEVELOPERS LIMITED**

To,  
**The Chairman,**  
**16<sup>th</sup> Annual General Meeting**  
**Mahindra Lifespace Developers Limited**  
WalchandHirachand Hall, 4<sup>th</sup> Floor, Indian Merchant Chamber Building, IMC Marg,  
Churchgate, Mumbai – 400020.

**Sub: Passing of Resolution through Electronic Voting, Physical Ballot Paper  
and Poll conducted at the 16<sup>th</sup> AGM of Mahindra Lifespace Developers  
Limited (the Company) held on Friday, July 31, 2015 at Walchand  
Hirachand Hall, 4th Floor, Indian Merchant Chamber Building, IMC Marg,  
Churchgate, Mumbai – 400020 at 3.00 p.m.**

Dear Sir,

The Company had appointed me as Scrutinizer to scrutinize the E-voting process together with voting through the physical Ballot Forms and also for the Poll held at the 16<sup>th</sup> AGM of the Company held on July 31, 2015.

The E-voting was held between July 27 to July 30, 2015. Receipt of the physical Ballot Forms from those shareholders who did not have access to E-voting facility was made available up to the closure of E-Voting period on July 30, 2015. The members of the Company as on "cut-off" date i.e. 24<sup>th</sup> July, 2015 were entitled to vote on the resolutions as set out in the notice to the Annual General Meeting (AGM) of the members of the Company.



The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Monday, July 27, 2015, 9.00 a.m. till Thursday, July 30, 2015, 5.00 p.m. The e-voting results were unblocked by me on 31<sup>st</sup> July, 2015 in the presence of the two witnesses Ms. Sherlyn Rebello and Ms. Dolly Dhanresha. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" and "invalid" each of the resolutions that were put to vote, were generated from e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had also sent physical Ballot Forms to the shareholders to facilitate the process of voting through physical forms where such shareholders did not have access to E-voting facility. Sharepro Services (India) Private Limited ("Sharepro") are the Registrar and Share Transfer Agents of the Company.

At the 16<sup>th</sup> AGM of the Company held on July 31, 2015, the Chairman of the Company had called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting or could not cast their votes physically through the physical Ballot Forms, to record their votes through the poll process. After the time fixed for closing of the poll by the Chairman at the Annual General Meeting, ballot box kept for polling were locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the record maintained by the Company/ Registrar and transfer Agent of the Company and the authorizations/proxies lodged with the Company. The Poll papers, which were complete, have been treated as valid.



**The result of the E-voting together with the votes cast through the physical Ballot Forms and those of the Poll are as under:**

Item No. 1 - Ordinary Resolution

**To receive, consider and adopt the audited Financial Statement of the Company for the year ended 31st March, 2015, (including audited Consolidated Financial Statement) and the Reports of the Directors' and the Auditors' thereon.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	110	29004958	99.9999	3	32	0.0001
Ballot forms	657	1036350	100	0	0	0
Poll	32	6179	97.63	1	150	2.37
<b>TOTAL</b>	<b>799</b>	<b>30047487</b>	<b>99.9994</b>	<b>4</b>	<b>182</b>	<b>0.0006</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	3	25
Ballot forms	15	1134	0	0
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>3</b>	<b>25</b>



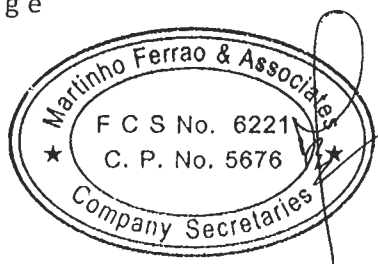
**To confirm the payment of Interim Dividend (Special Dividend by way of an Interim Dividend) and to declare a Final Dividend on equity shares for the Financial Year ended 31st March, 2015;**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	111	29004957	99.9999	4	57	0.0001
Ballot forms	655	1036085	100	0	0	0
Poll	33	6329	100	0	0	0
<b>TOTAL</b>	<b>799</b>	<b>30047371</b>	<b>99.9999</b>	<b>4</b>	<b>57</b>	<b>0.0001</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	1	1
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>3</b>	<b>266</b>



**Mr. Uday Phadke (DIN: 00030191), who was appointed as a Director of the Company liable to retire by rotation and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed as a Director of the Company and the vacancy so created on the Board of Directors of the Company, be not filled.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	111	29004955	99.9999	4	46	0.0001
Ballot forms	650	1035980	99.9899	5	105	0.0101
Poll	31	6171	97.5036	2	158	2.4964
<b>TOTAL</b>	<b>792</b>	<b>30047106</b>	<b>99.9990</b>	<b>11</b>	<b>309</b>	<b>0.0010</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	1	14
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>3</b>	<b>279</b>



Item No. 4 - Ordinary Resolution

**Appointment of a Director in place of Mr. Arun Nanda (DIN:00010029), who retires by rotation and being eligible, seeks re-appointment;**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	105	28914032	99.6868	8	90859	0.3132
Ballot forms	649	905350	99.9978	2	20	0.0022
Poll	31	5829	97.4913	1	150	2.5087
<b>TOTAL</b>	<b>785</b>	<b>29825211</b>	<b>99.6958</b>	<b>11</b>	<b>91029</b>	<b>0.3042</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	3	124
Ballot forms	15	1134	6	130980
Poll	1	28	1	350
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>10</b>	<b>131454</b>



Item No. 5 - Ordinary Resolution

**Appointment of M/s. B K Khare & Co, Chartered Accountants, Mumbai (ICAI Registration Number – 105102W), as the Auditors of the Company to hold office from the conclusion of this Annual General meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	110	29002141	99.9902	5	2860	0.0098
Ballot forms	655	1036085	100	0	0	0
Poll	32	6179	97.63	1	150	2.37
<b>TOTAL</b>	<b>797</b>	<b>30044405</b>	<b>99.9899</b>	<b>6</b>	<b>3010</b>	<b>0.0100</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	1	14
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>3</b>	<b>279</b>



**Appointment of Mr. Shailesh Haribhakti (DIN: 00007347) as an Independent Director not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of this 16<sup>th</sup> Annual General Meeting.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	106	29001390	99.9876	9	3611	0.0124
Ballot forms	648	1035953	99.9880	6	125	0.0120
Poll	32	6179	97.63	1	150	2.37
<b>TOTAL</b>	<b>786</b>	<b>30043522</b>	<b>99.9871</b>	<b>16</b>	<b>3886</b>	<b>0.0129</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	1	14
Ballot forms	15	1134	3	272
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>4</b>	<b>286</b>





**Appointment of Mr. Sanjiv Kapoor (DIN : 00004005) as an Independent Director not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years from the date of this 16<sup>th</sup> Annual General Meeting.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	106	29001572	99.9884	8	3379	0.0116
Ballot forms	648	1035962	99.9882	7	123	0.0118
Poll	32	6179	97.63	1	150	2.37
<b>TOTAL</b>	<b>786</b>	<b>30043713</b>	<b>99.9879</b>	<b>16</b>	<b>3652</b>	<b>0.0121</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	2	64
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>4</b>	<b>329</b>



Item No. 8 - Ordinary Resolution

**Appointment of Mr. Prakash Hebalkar (DIN: 00370499) as an Independent Director not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years from the date of this 16<sup>th</sup> Annual General Meeting.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	106	29004282	99.9979	6	633	0.0021
Ballot forms	646	1035839	99.9764	8	245	0.0236
Poll	31	1179	88.7134	1	150	11.2866
<b>TOTAL</b>	<b>783</b>	<b>30041300</b>	<b>99.9966</b>	<b>15</b>	<b>1028</b>	<b>0.0034</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	4	100
Ballot forms	15	1134	3	266
Poll	1	28	1	5000
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>8</b>	<b>5366</b>



**Private Placement of Non-Convertible Debentures and/or other Debt Securities upto an aggregate amount of Rs. 750,00,00,000/- (Rupees Seven Hundred Fifty Crores only)**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	110	29004940	99.9998	5	64	0.0002
Ballot forms	643	1035643	99.9574	12	442	0.0426
Poll	31	6171	97.5036	2	158	2.4964
<b>TOTAL</b>	<b>784</b>	<b>30046754</b>	<b>99.9978</b>	<b>19</b>	<b>664</b>	<b>0.0022</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	1	11
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>3</b>	<b>276</b>



**Approval of the Remuneration of Cost Auditor M/s. A. B. Nawal & Associates, Cost Accountants, Pune for the financial year ended 31<sup>st</sup> March, 2015.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	109	29004855	99.9993	4	86	0.0002
Ballot forms	650	1036049	99.9966	5	36	0.0034
Poll	32	6179	97.63	1	150	2.37
<b>TOTAL</b>	<b>791</b>	<b>30047083</b>	<b>99.9990</b>	<b>10</b>	<b>272</b>	<b>0.0009</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	3	74
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>5</b>	<b>339</b>



Item No. 11 - Special Resolution

**Approval of payment of Commission to Non-Executive Directors (other than the Managing Director and/or Whole-time Director, executive Directors and such of the remainder as may not desire to participate)**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	100	26165755	99.9986	12	383	0.0014
Ballot forms	643	904863	99.9439	9	508	0.0561
Poll	30	1171	88.1114	2	158	11.8886
<b>TOTAL</b>	<b>773</b>	<b>27071789</b>	<b>99.9962</b>	<b>23</b>	<b>1049</b>	<b>0.0038</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	4	2838877
Ballot forms	15	1134	5	130979
Poll	1	28	1	5000
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>10</b>	<b>2974856</b>



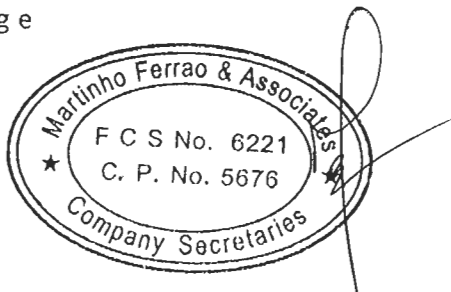
**Adoption of new set of Articles of Association in substitution and in place of the existing Articles of Association of the Company**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	109	29002119	99.9905	5	2782	0.0095
Ballot forms	647	1035913	99.9834	8	172	0.0166
Poll	32	6179	97.63	1	150	2.37
<b>TOTAL</b>	<b>788</b>	<b>30044211</b>	<b>99.9896</b>	<b>14</b>	<b>3104</b>	<b>0.0103</b>

**ii) Details of Invalid and Abstained votes**

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	2	114
Ballot forms	15	1134	2	265
Poll	1	28	0	0
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>4</b>	<b>379</b>



**Approval of the Material Related Party Transaction(s) between the Company and Mahindra Homes Private Limited, a Joint – Venture Company.**

**i) Details of Votes in favour and against the resolution:-**

Method of Voting	Votes in Favour of the resolution			Votes Against the resolution		
	No. of members voted	No. of votes cast by them	%age	No. of members voted	No. of votes cast by them	%age
E-voting	104	7893806	99.9926	10	588	0.0074
Ballot forms	637	897251	99.9803	9	177	0.0197
Poll	30	829	84.6783	1	150	15.3217
<b>TOTAL</b>	<b>771</b>	<b>8791886</b>	<b>99.9896</b>	<b>20</b>	<b>915</b>	<b>0.0104</b>

**ii) Details of Invalid and Abstained votes**

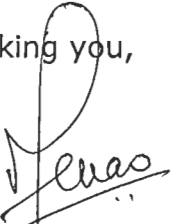
Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members whose votes were declared invalid	No. of votes cast by them	No. of members who abstained from voting	No. of votes held by them
E-voting	0	0	2	21110621
Ballot forms	15	1134	11	138922
Poll	1	28	2	5350
<b>TOTAL</b>	<b>16</b>	<b>1162</b>	<b>15</b>	<b>21254893</b>



All resolutions stand passed under e-voting, physical ballot forms and poll with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e-voting, physical ballot forms and Poll by the shareholder of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,



**MARTINHO FERRAO**  
**Scrutinizer**  
**Practicing Company Secretary**

Date: 31<sup>st</sup> July, 2015

Place: Mumbai

For Mahindra Lifespace Developers Limited

  
Suhas Kulkarni 31/7/2015  
Sr. Vice President - Legal & Company Secretary

For Mahindra Lifespace Developers Ltd.

  
Anita Arjundas 31/7/2015  
Managing Director & CEO