

28th July, 2016

Bombay Stock Exchange Limited

Corporate Services,
Piroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Listing: <http://listing.bseindia.com>

Listing: <https://www.connect2nse.com/LISTING/>

Re:

Security	BSE	NSE	ISIN
Equity Shares	532313	MAHLIFE	INE813A01018
Debentures	Scrip Code : 949079 Scrip ID : 8MLDL2017B	-	INE813A07056
	Scrip Code : 949080 Scrip ID : 8MLDL2018C	-	INE813A07031

Dear Sirs,

Sub : Compliance with Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings and details of the Voting Results of 17th Annual General Meeting and Certified copy of Resolutions

As per the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of E-voting to the Shareholders to enable them to cast their votes electronically on all the resolutions set out in the Notice of the 17th Annual General Meeting (AGM) of the Company held on 28th July, 2016 at 3.00 pm at Y. B. Chavan Centre, General Jagannath Bhosle Marg, next to Sachivalaya Gymkhana, Mumbai 400 021. The E-voting facility was kept open from 9.00 a.m. on Sunday, 24th July, 2016 and ended at 5.00 pm on Wednesday, 27th July, 2016.

The Company had also provided Ballot forms alongwith Annual Report to all shareholders to cast their vote in case any of them is unable to access e-voting facility provided by the Company.

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Further, the Company has conducted voting by means of Insta-Poll (electronic voting) at the 17th AGM to facilitate the members present in the meeting who could not participate in the voting earlier.

The Board of Directors had appointed Mr. Martinho Ferrao, a member and a Practicing Company Secretary, (ACS : 5676) as the Scrutinizer for the Ballot, E-voting process to scrutinize the process in a fair and transparent manner. Mr. Martinho Ferrao has carried out the scrutiny of all the Ballot forms and electronic votes received up to 5.00 p.m. on 27th July, 2016 and also of the votes cast during the 17th AGM and has submitted his report dated 28th July, 2016.

The Results as per the Scrutinizer's Report dated 28th July, 2016 are as follows :

Resolution No.	Resolutions	Number of votes in favour	Number of Votes against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited Financial Statement of the Company for the year ended 31 st March, 2016 (including Audited, Consolidated Financial Statement) and the Reports of the Board of Directors and Auditors thereon - Ordinary Resolution	3,23,24,222	57
2.	To declare Dividend on equity shares for the financial year ended on 31 st March, 2016 - Ordinary Resolution	3,23,24,236	57
3.	To appoint a Director in place of Ms. Anita Arjundas (DIN: 00243215), who retires by rotation and being eligible, offers herself for re-appointment - Ordinary Resolution	3,23,15,651	603
4.	To Appoint 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	2,99,79,982	3,141

	the next Annual General Meeting of the Company and to fix their remuneration - Ordinary Resolution		
SPECIAL BUSINESS			
5.	To Appoint Dr. Anish Shah as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation - Ordinary Resolution	2,99,26,833	56,251
6.	To approve Private Placement of Non-Convertible Debentures and/or other Debt Securities upto an aggregate amount of Rs.7,50,00,00,000 (Rupees Seven Hundred Fifty Crores only) - Special Resolution	3,23,23,749	544
7.	To Approve the Remuneration of the Cost Auditor CMA Vaibhav Prabhakar Joshi, Cost Accountant, Mumbai for the financial year ended on 31st March, 2016 - Ordinary Resolution	2,99,82,493	464
8.	To approve Maintenance of the Register of Members and Related Books at a Place other than the Registered Office of the Company - Special Resolution	2,99,82,130	827
9.	To approve Alteration of Articles of Association of the Company - Special Resolution	2,91,03,030	8,75,427
10.	To approve Material Related Party Transaction with Mahindra Homes Private Limited, a Joint Venture company - Ordinary Resolution	89,82,521	807
11.	To approve Material Related Party Transaction with respect to sale of a property of the Company - Ordinary Resolution	83,10,909	892

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Based on the consolidated Report of the Scrutinizer, annexed as **Annexure - 1**, all Resolutions as set out in the Notice of 17th Annual General Meeting have been duly approved by the Shareholders with requisite majority. www.mahindralifespaces.com

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details regarding the voting results in the specified format as **Annexure - 2**.

The copies of the voting results will also be available on the website of the Company and at the Registered Office of the Company.

Further pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the certified true copy of the resolutions passed at the 17th AGM of the Company as **Annexure - 3**.

Kindly acknowledge and take the same on the records.

Thanking you,

Yours faithfully,
For Mahindra Lifespace Developers Limited



Suhas Kulkarni
Sr. Vice President – Legal & Company Secretary
FCS-2427

Encl : a/a.

CC : Karvy Computershare Private Limited

MARTINHO FERRAO & ASSOCIATES



Company Secretaries

Level 3, Office # 301, Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai - 400 001

Tel: +91 22 2202 4366 • Email: mferraocs@yahoo.com • Website: www.csmartinhoandassociates.com

CONSOLIDATED SCRUTINIZER'S REPORT [Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman/MD & CEO,
17th Annual General Meeting,
Mahindra Lifespace Developers Limited
held at Y. B. Chavan Centre, General Jagannath Bhosle Marg,
next to Sachivalaya Gymkhana, Mumbai - 400 021.

Sub: Consolidated Scrutinizer's Report on passing of Resolutions through Electronic Voting (Remote e-voting), Ballot Papers and at votes cast at the meeting through electronic voting system (Insta Poll) conducted at the 17th ANNUAL GENERAL MEETING of Mahindra Lifespace Developers Limited (the Company) held on Thursday, July 28, 2016 at Y. B. Chavan Centre, General Jagannath Bhosle Marg, next to Sachivalaya Gymkhana, Mumbai 400 021 at 3.00 p.m.

Dear Sir,

The Company had appointed me as Scrutinizer to scrutinize the E-voting process (Remote e-voting) together with voting through the Ballot Papers and also for electronic voting system (Insta Poll) at the 17th AGM of the Company held on July 28, 2016.

The Company had appointed Karvy Computershare Private Limited ("Karvy"), the Registrar and Share Transfer Agents (RTA) of the Company, as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Sunday, 24th July 2016 (9 A.M.) to Wednesday, 27th July, 2016 (5 P.M.). The Company had also sent Ballot Papers to the shareholders to facilitate the process of



voting where such shareholders did not have access to E-voting facility. The members were allowed to cast votes through Ballot Papers up to the closure of E-Voting period on, 27th July, 2016 (5 P.M.). The members of the Company as on "cut-off" date i.e. Thursday, 21st July, 2016 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.

In addition to above, the members who could not avail the facility of voting / ballot papers and attending AGM were provided with the facility through electronic voting (Insta Poll) at the AGM by availing services of Karvy Computershare Private Limited.

After the Chairman announced the commencement of voting, the members present at the AGM casted votes through electronic voting system (Insta Poll).

On completion of voting at the meeting, Karvy provided me with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.

Subsequently, the votes casted at the meeting and received through ballot papers were reconciled with the records maintained by the Karvy after considering the authorization / proxies lodged with the Company.

After reconciling the votes casted at the AGM, the e-voting results were unblocked by me on 28th July, 2016 in the presence of the two witnesses who were not in the employment of the Company.

Accordingly, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" and "invalid" for each of the resolutions that were put to vote, were generated from e-voting website <https://evoting.karvy.com> (Karvy Website).

I now submit my consolidated report as under on the result of e-voting, ballot papers and electronic voting system (Insta Poll) at the 17th AGM of the Company.



The result of the Remote E-voting, the Ballot Papers and those through electronic voting system (Insta-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, 2016, (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	166	3,17,02,520	99.9998	4	57	0.0002
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	650	3,23,24,222	99.9998	4	57	0.0002

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	11	2,585	4	64
Insta Poll	-	-	-	-
TOTAL	11	2,585	4	64



Item No. 2 - Ordinary Resolution

To declare dividend on equity shares for the Financial Year ended 31st March, 2016;

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	167	3,17,02,534	99.9998	4	57	0.0002
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	651	3,23,24,236	99.9998	4	57	0.0002

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	11	2,585	3	50
Insta Poll	-	-	-	-
TOTAL	11	2,585	3	50



Item No. 3 - Ordinary Resolution

To appoint a Director in place of Ms. Anita Arjundas (DIN: 00243215), who retires by rotation and being eligible, offers herself for 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	156	3,16,93,949	99.9981	12	603	0.0019
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	640	3,23,15,651	99.9981	12	603	0.0019

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	11	2,585	6	8,089
Insta Poll	-	-	-	-
TOTAL	11	2,585	6	8,089



Item No. 4 - 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	159	2,93,58,280	99.9893	11	3,141	0.0107
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	643	2,99,79,982	99.9895	11	3,141	0.01051

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	11	2,585	4	23,41,220
Insta Poll	-	-	-	-
TOTAL	11	2,585	4	23,41,220



Item No. 5 - Ordinary Resolution

Appointment of Dr. Anish Shah (DIN: 02719429) as a Non-Executive Non Independent Director.

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	154	2,93,05,131	99.8084	15	56,251	0.1916
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	638	2,99,26,833	99.8124	15	56,251	0.1876

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	11	2,585	5	23,41,259
Insta Poll	-	-	-	-
TOTAL	11	2,585	5	23,41,259



Item No. 6 - Special Resolution

Private Placement of Non-Convertible Debentures and/or other Debt Securities.

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	153	3,17,02,047	99.9983	18	544	0.0017
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	637	3,23,23,749	99.9983	18	544	0.0017

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	11	2,585	3	50
Insta Poll	-	-	-	-
TOTAL	11	2,585	3	50



Item No. 7 - Ordinary Resolution

Remuneration of Cost Auditor CMA Vaibhav Prabhakar Joshi, Cost Accountant, Mumbai (Registration No. 101329)

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	155	2,93,60,791	99.9984	12	464	0.0016
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	639	2,99,82,493	99.9985	12	464	0.0015

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	11	2,585	7	23,41,386
Insta Poll	-	-	-	-
TOTAL	11	2,585	7	23,41,386



Item No. 8 - Special Resolution

Maintenance of the Register of Members and Related Books at a Place other than the Registered Office 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	151	2,93,60,428	99.9972	16	827	0.0028
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	635	2,99,82,130	99.9972	16	827	0.0028

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	11	2,585	7	23,41,386
Insta Poll	-	-	-	-
TOTAL	11	2,585	7	23,41,386



Item No. 9 - Special Resolution

Alteration of 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 member s voted	No. of votes cast by them	%age	No. of member s voted	No. of votes cast by them	%age
E-voting	137	2,84,81,328	97.018	30	8,75,427	2.982
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	621	2,91,03,030	97.0798	30	8,75,427	2.9202

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	11	2,585	7	23,41,386
Insta Poll	-	-	-	-
TOTAL	11	2,585	7	23,41,386



Item No. 10 - Ordinary Resolution

Approval of Material Related Party Transactions with 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	140	83,60,819	99.9903	15	807	0.0097
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	624	89,82,521	99.991	15	807	0.009

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	11	2,585	19	2,33,41,015
Insta Poll	-	-	-	-
TOTAL	11	2,585	19	2,33,41,015



Item No. 11 - Ordinary Resolution

Approval of Material Related Party Transaction(s) with respect to sale of a property 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	136	76,89,207	99.9884	19	892	0.0116
Insta Poll	484	6,21,702	100	-	-	-
TOTAL	620	83,10,909	99.9893	19	892	0.0107

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	11	2,586	19	2,40,12,542
Insta Poll	-	-	-	-
TOTAL	11	2,586	19	2,40,12,542

Note: E-voting includes remote voting through electronic mode and ballot papers.



All resolutions stand passed under remote e-voting, ballot papers and through electronic voting system (Insta 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 remote e-voting, ballot papers and through electronic voting system (Insta Poll) by the shareholders of the Company. I shall be arranging to hand over these records in due course in accordance with the relevant applicable rules under section 108 of the Companies Act, 2013 to the Chairman of the Company or Managing Director & CEO of the Company, authorized by the Board of Directors in this regard.

Thanking you,


MARTINHO FERRAO
Scrutinizer
Practicing Company Secretary



Date: 28th July, 2016
Place: Mumbai

Countersigned by:


Chairman / Managing Director & CEO
Mahindra Lifespace Developers Limited
Date: 28th July, 2016
Place: Mumbai

	MAHINDRA LIFESPACE DEVELOPERS LTD
Date of the AGM/EGM	28-07-2016
Total number of shareholders on record date	62995
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	1
Public:	502
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statement of the Company for the year ended on 31st March, 2016 (including							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	10674911	97.2602	10674911	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	180590	1.9098	180533	57	99.9684	0.0316
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA		NA	NA	NA	NA
Total		41033750	32324279	78.7749	32324222	57	99.9998	0.0002

Resolution required: (Ordinary/ Special)	ORDINARY - To declare Dividend on equity shares for the financial year ended on 31st March, 2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000

Promoter and Promoter Group	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	10975625	10674911	97.2602	10674911	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	9211049	180604	1.9098	180547	57	99.9684	0.0316
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	41033750	32324293	78.7749	32324236	57	99.9998	0.0002

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Ms. Anita Arjundas (DIN: 00243215), who retires by rotation and being eligible, offers herself for re-							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	10975625	10674911	97.2602	10674911	0	100.0000	0.0000
	Poll	10975625	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	9211049	172565	1.8230	171962	603	99.7731	0.3494
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	41033750	32316254	78.7553	32315651	603	99.9981	0.0019

Resolution required: (Ordinary/ Special)	ORDINARY - To Appoint M/s. B K Khare & Co, Chartered Accountants, Mumbai (ICAI Registration Number- 105102W) as the Auditors of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000

	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	10975625	8333741	75.9295	8331013	2728	99.9673	0.0327
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	9211049	180604	1.9607	180191	413	99.7713	0.2287
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	41033750	29983123	73.0694	29979982	3141	99.9895	0.0105

Resolution required: (Ordinary/ Special)	ORDINARY - To Appoint Dr. Anish Shah as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	10975625	8333741	75.9295	8277958	55783	99.3306	0.6694
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	E-Voting	9211049	180565	1.9603	180097	468	99.7408	0.2592
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	41033750	29983084	73.069	29926833	56251	99.8124	0.1876

Resolution required: (Ordinary/ Special)	Special - To approve Private Placement of Non-Convertible Debentures and/or other Debt Securities upto an aggregate amount of Rs.7,50,00,00,000 (Rupees Seven Hundred Fifty Crores only)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	10674911	97.2602	10674911	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	180604	1.9607	180060	544	99.6988	0.3012
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		41033750	32324293	78.7749	32323749	544	99.9983	0.0017

Resolution required: (Ordinary/ Special)		ORDINARY - To Approve the Remuneration of the Cost Auditor CMA Vaibhav Prabhakar Joshi, Cost Accountant, Mumbai for the financial year ended						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	8333741	75.9295	8333741	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	180438	1.9589	179974	464	99.7428	0.2572
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		41033750	29982957	73.0690	29982493	464	99.9985	0.0015

Resolution required: (Ordinary/ Special)	SPECIAL - To approve Maintenance of the Register of Members and Related Books at a Place other than the Registered Office of the Company
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Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	8333741	75.9295	8333741	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	180438	1.9589	179611	827	99.5417	0.4583
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		41033750	29982957	73.0690	29982130	827	99.9972	0.0028

Resolution required: (Ordinary/ Special)	SPECIAL - To approve Alteration of Articles of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	20847076	100.0000	20847076	0	100.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	8333741	75.9295	7458851	874890	89.5018	10.4982
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	175938	1.9101	175401	537	99.6948	0.3052
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		41033750	29978457	73.0580	29103030	875427	97.0798	2.9202

Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction with Mahindra Homes Private Limited, a Joint Venture company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes – Deemed to be interested pursuant to Reg.23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	0	0.0000	00	0	0.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	8333741	75.9295	8333741	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	27885	0.3027	27078	807	97.1060	2.8940
	Poll	9211049	621702	6.7495	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		41033750	8983328	21.8925	8982521	807	99.9910	0.0090

Resolution required: (Ordinary/ Special)	ORDINARY - To approve Material Related Party Transaction with respect to sale of a property of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes – Deemed to be interested pursuant to Reg.23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	20847076	0	0.0000	00	0	0.0000	0.0000
	Poll	20847076	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	10975625	7662175	69.8108	7662175	0	100.0000	0.0000
	Poll	10975625	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	9211049	27924	0.3032	27032	892	96.8056	3.1944
	Poll	10975625	621702	5.6644	621702	0	100.0000	0.0000
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		41033750	8311801	20.2560	8310909	892	99.9893	0.0107

RESOLUTIONS



CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF MAHINDRA LIFESPACE DEVELOPERS LIMITED AT ITS 17TH ANNUAL GENERAL MEETING HELD ON THURSDAY, 28TH JULY, 2016 AT 3.00 P.M. AT Y. B. CHAVAN CENTRE, GEN. JAGANNATHRAO BHONSLE MARG, NEXT TO SACHIVALAYA GYMKHANA, MUMBAI – 400 021.

ORDINARY BUSINESS:

1. Audited Financial Statement of the Company for the year ended 31st March, 2016 (including audited consolidated Financial Statement) and the Reports of the Directors' and the Auditor's thereon – Ordinary Resolution;

“RESOLVED THAT the standalone financial statement comprising Balance Sheet as at 31st March, 2016, a Profit & Loss account for the year ended 31st March, 2016, together with Cash Flow Statement and explanatory notes for the year ended 31st March, 2016 and the Consolidated financial statement for the financial year ended 31st March, 2016, as laid before the meeting be received, considered and adopted.”

2. Declaration of dividend on equity shares for the financial year ended on 31st March, 2016– Ordinary Resolution;

“RESOLVED THAT pursuant to the provisions of Section 123, 124 of the Companies Act, 2013 and Rules thereunder and all other applicable provisions of the Companies Act, 2013, and Article 144 of the Articles of Association of the Company, dividend @ 60% i.e. Rs. 6 per share on 4,10,33,750 Equity Shares of Rs.10 each fully paid-up in the paid-up share capital of the Company, for the year ended on 31st March, 2016 aggregating Rs.24,62,02,500/- (Rupees Twenty Four Crore Sixty Two Lakh Two Thousand Five Hundred Only) out of profits for the current year be and is hereby declared as dividend for the financial year 2015-16 for distribution (subject to tax, if any) to those members whose names will appear on the Register of Members of the Company and in respect of those members who hold shares in the electronic form as per the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited (CDSL) or to their mandates as of close of business hours on Thursday, 21st July, 2016.”



3. **Re-appointment of Ms. Anita Arjundas (DIN: 00243215) the Retiring Director, – Ordinary Resolution;**

RESOLVED THAT Ms. Anita Arjundas (DIN: 00243215) be re-appointed as a Director of the Company, liable to retire by rotation."

4. **Appointment of and fixing of remuneration of Auditors – Ordinary Resolution;**

"RESOLVED THAT pursuant to Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (ICAI Registration Number- 105102W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM"), until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS

5. **Appointment of Dr. Anish Shah as a Director – Ordinary Resolution;**

"RESOLVED THAT in accordance with the provisions of the Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Dr. Anish Shah (DIN: 02719429) who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act and the Articles of Association of the Company as an Additional Director on 28th August, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

6. **Private Placement of Non-Convertible Debentures and/ or other Debt Securities- – Special Resolution**



"RESOLVED THAT in supersession of the Special Resolution passed at the 16th Annual General Meeting of the Company held on 31st July, 2015 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, as may be amended / enacted / re-enacted from time to time, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ["SEBI (ICDR) Regulations"] and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999 (FEMA), the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Registrar of Companies ("ROC"), the Stock Exchanges, Articles of Association of the Company and subject to receipt of necessary approvals as may be applicable and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals which may be agreed to by the Board of Directors of the Company ("the Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Company, be and is hereby accorded to the Board for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures including but not limited to Bonds, and / or other Debt Securities on Private Placement basis, in one or more tranches, to such person(s) / Financial Institution(s) / Bank(s) / Mutual Fund(s) / Body Corporate(s) / Company(ies) / any other entities on such terms and conditions as the Board may deem fit during a period of one year from the date of passing of this resolution upto an aggregate amount of Rs.7,50,00,00,000 (Rupees Seven Hundred Fifty Crore Only) within the overall borrowing limits of the Company, as approved by the members, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle or vary / modify the terms and conditions on which all such monies are to be borrowed from time to time, as to interest, premium, repayment, pre-payment, security or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all documents or writing as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or any regulatory bodies and to delegate all or any of the powers conferred herein to any Committee of Directors, or officers of the Company and / or in such manner as it may deem fit."

7. Remuneration of Cost Auditor– Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), CMA Vaibhav Prabhakar Joshi, Cost Accountant, Mumbai (Registration No. 101329), appointed by the Board of Directors of the Company as Cost Auditor for conducting the audit of the cost records of the Company, for the financial year ended on 31st March, 2016, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. Maintenance of the Register of Members and Related Books at a Place other than the Registered Office of the Company– Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 88, 94 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded that the register of members and index of members – separately for each class of equity and preference shares, register and index of debenture holders,

register and index of any other Security holders, register of renewed and duplicate shares / debentures / Securities certificates, register of sweat equity shares, register of ESOP, and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act, and other related books be shifted, kept and maintained at the office of the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, situated at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai 400 023 or such other place within Mumbai, where the Registrar and Share Transfer Agent may shift its office from time to time.

RESOLVED FURTHER THAT the registers, indexes, returns, documents, etc. as aforesaid be kept open for inspection between the hours of 2:30 p.m. and 5:00 p.m. on any working day at abovementioned office of the Registrar and Share Transfer Agent except when the Registers and Books are closed."

9. Alteration of Articles of Association of the Company – Special Resolution;

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to alterations to the Articles of Association, as set out under the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental thereto."

10. Material Related Party Transactions with Mahindra Homes Private Limited, a Joint Venture company – Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of the Memorandum and Articles of Association of the Company and all applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

["SEBI LODR"], including any statutory modifications or amendments or re-enactments thereof, for the time being in force, approval of the members of the Company be and is hereby accorded to the Board of Directors ("the Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to enter into or to continue performance of the ongoing contracts / arrangements / transactions / commitments / investment in the ordinary course of business and at arm's length with Mahindra Homes Private Limited ("MHomes"), being a Related Party as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, on such terms and conditions as set out under the Explanatory Statement annexed to the notice convening this meeting and as may be mutually agreed upon between the Company and MHomes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, and to negotiate and finalize the terms and conditions as may be considered necessary, expedient or desirable, from time to time in order to give effect to this Resolution."

11. Material Related Party Transaction(s) with respect to sale of a property of the Company- Ordinary Resolution

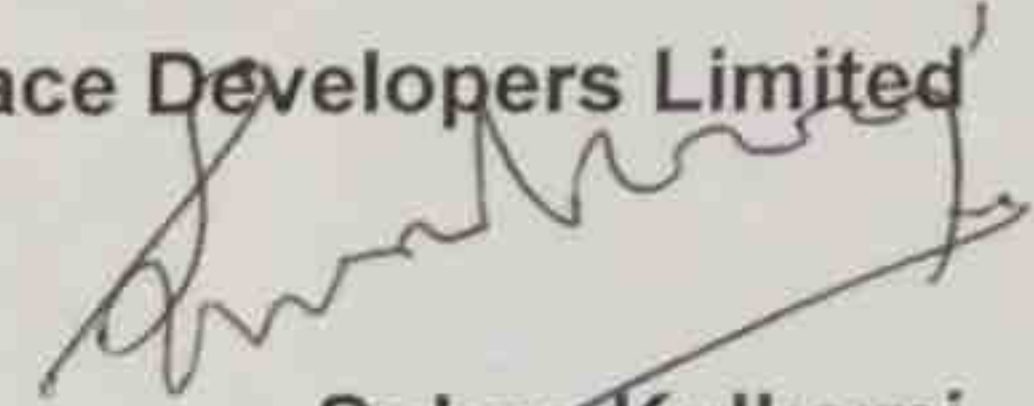
"RESOLVED THAT pursuant to the provisions of the Memorandum and Articles of Association of the Company and all applicable provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI LODR"], including any statutory modifications or amendments or re-enactments thereof, for the time being in force, approval of the members of the Company be and is hereby accorded to the Board of Directors ("the Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to enter into contracts / arrangements / transactions / commitments in the ordinary course of business and at arm's length with a Trust, acting through its trustee/s, whereunder the beneficiaries would be Mr. Anand Mahindra and / or his family members (the said Trust), being a related party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR, as set out under the Explanatory Statement

annexed to the notice convening this meeting and as may be mutually agreed upon between the Company and the said Trust.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, and to negotiate and finalize the terms and conditions as may be considered necessary, expedient or desirable, from time to time in order to give effect to this Resolution."

CERTIFIED TRUE COPY

For Mahindra Lifespace Developers Limited



Suhas Kulkarni

**Sr. Vice President - Legal & Company Secretary
FCS 2427**

Date: 28th July, 2016