

REF: NS: SEC:
8th May, 2017

**The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.**

**The Secretary
National Stock Exchange of India Ltd.,
Exchange Plaza, 3rd Floor,
Plot No.3-1, "G" Block, I.F.B.Centre,
Bandra-Kurla-Complex, Bandra(East),
Mumbai 400051.**

**The Company Secretary
Mahindra Lifespace Developers Limited
Mahindra Towers, 5th Floor,
Dr. G. M. Bhosale Marg,
P. K. Kurne Chowk, Worli,
Mumbai - 400 018.**

Sub: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Regulations")

Dear Sir,

The Company has on 5th May, 2017 received an intimation from Mahindra Lifespace Developers Limited ("MLDL") that the Company has been allotted 55,93,724 equity shares of Rs.10 each by MLDL on Rights basis.

The allotment of aforesaid shares by MLDL does not require any disclosure under Regulation 29(2) of the Regulations as the difference between the pre-allotment and the post-allotment percentage voting rights held by the Company in MLDL does not exceed two per cent of total shareholding or voting rights in MLDL. However, the Company out of abundant caution, is submitting herewith disclosure under the said Regulation.

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED


NARAYAN SHANKAR
COMPANY SECRETARY

Encl: a/a

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Mahindra Lifespace Developers Limited ('MLDL')		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Promoter: Mahindra & Mahindra Limited		
Whether the acquirer belongs to Promoter/Promoter group	Promoter		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share /voting capital of the TC(**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights Mahindra & Mahindra Limited	2,08,46,126	50.775	50.775
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	2,08,46,126	50.775	50.775



Details of acquisition/sale			
a) Shares carrying voting rights acquired/ sold			
Mahindra & Mahindra Limited	55,93,724	0.745^	0.745^
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants / convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered /invoked /released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	55,93,724	0.745^	0.745^
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
Mahindra & Mahindra Limited	2,64,39,850	51.520	51.520
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants /convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
e) Total (a+b+c+d)	2,64,39,850	51.520	51.520
Mode of acquisition / sale (e.g. open market / off-market / public issue /rights issue/ preferential allotment / inter-se transfer etc).	Rights issue		

^The percentage of voting rights w.r.t. the shares allotted is 10.90% of the total post issue paid-up capital of MLDL. However, in terms of Explanation (ii) to Regulation 3(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the quantum of additional acquisition percentage is calculated after taking into consideration the difference between the pre-allotment and the post-allotment percentage voting rights. The change in holding of the Company does not exceed two per cent of total shareholding or voting rights in MLDL. The Company out of abundant caution, is submitting this disclosure under Regulation 29(2).



Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	5 th May, 2017
Equity share capital /total voting capital of the TC before the said acquisition /sale	4,10,53,550 Equity Shares of Rs.10 each - 31 st March, 2017 4,10,55,600 Equity Shares of Rs.10 each (Pre rights issue - Equity Share Capital)
Equity share capital/total voting capital of the TC after the said acquisition /sale	5,13,18,988 Equity shares of Rs.10 each
Total diluted share/voting capital of the TC after the said acquisition.	5,13,18,988 Equity shares of Rs.10 each

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(**) Diluted share/voting capital does not include ESOPs granted and outstanding.

For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Place: Mumbai

Date: 8th May, 2017

Handwritten initials and marks: "JB", "A", and "MK" with checkmarks.