

Pursuant to Clause 35A of the Listing Agreement – Details of voting results of Ballot, E-voting and Poll in respect of 15th Annual General Meeting

Description	Particulars
Date of Annual General Meeting	7 th August, 2014
Total no of shareholders as of record date (27 th June, 2014)	64,738
No of shareholders present in person or through proxy	73
No of shareholders attending Video Conferencing	Not Applicable

Shareholders	Present in Person	Present through Proxy	Total
Promoter and Promoter Group	1	0	1
Public	66	6	72
TOTAL	67	6	73

The agenda wise result in respect of each item vide e-voting and poll in prescribed format is given below :

Item No. 1

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll/ Postal Ballot / E-voting)	Remarks
To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2014	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	172245	2.39	172245	0	100.00	0.00
Total	40985450	29287571	71.46	29287571	0	100.00	0.00



Item No. 2

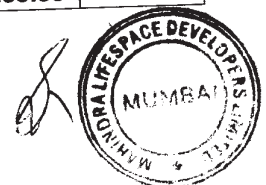
Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
To declare dividend on Equity Shares	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	172245	2.39	172245	0	100.00	0.00
Total	40985450	29287571	71.46	29287571	0	100.00	0.00

Item No. 3

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Re-appointment of Mr. Arun Nanda, who retires by rotation	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	30131	0.42	29980	151	99.50	0.50
Total	40985450	29145457	71.11	29145306	151	100.00	0.00



Item No. 4

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Appointment of and fixing of remuneration of the Auditors M/s. B K Khare & Co, Chartered Accountants, Mumbai	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8266472	2728	99.97	0.03
Public Others	7214020	172245	2.39	172093	152	99.91	0.09
Total	40985450	29287571	71.46	29284691	2880	99.99	0.01

Item No. 5

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Appointment of Mr. Shailesh Haribhakti as an Independent Director	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8266472	2728	99.97	0.03
Public Others	7214020	167245	2.32	166670	575	99.66	0.34
Total	40985450	29282571	71.45	29279268	3303	99.99	0.01



Item No. 6

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Appointment of Mr. Sanjiv Kapoor as an Independent Director	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8266472	2728	99.97	0.03
Public Others	7214020	172245	2.39	171844	401	99.77	0.23
Total	40985450	29287571	71.46	29284442	3129	99.99	0.01

Item No. 7

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Appointment of Mr. Anil Harish as an Independent Director	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8266472	2728	99.97	0.03
Public Others	7214020	172145	2.39	171869	276	99.84	0.16
Total	40985450	29287471	71.46	29284467	3004	99.99	0.01



Item No. 8

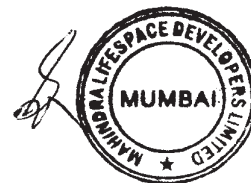
Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Appointment of Dr. Prakash Hebalkar as an Independent Director	Ordinary	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	169745	2.35	169345	400	99.76	0.24
Total	40985450	29285071	71.45	29284671	400	100.00	0.00

Item No. 9

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Appointment and Remuneration of Managing Director & CEO	Special	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	169245	2.35	169094	151	99.91	0.09
Total	40985450	29284571	71.45	29284420	151	100.00	0.00



Item No. 10

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013	Special	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	172245	2.39	171971	274	99.84	0.16
Total	40985450	29287571	71.46	29287297	274	100.00	0.00

Item No. 11

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company	Special	Ballot, E-voting and Poll	Passed with requisite majority

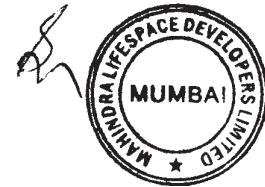
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	172245	2.39	171845	400	99.77	0.23
Total	40985450	29287571	71.46	29287171	400	100.00	0.00



Item No. 12

Details of Resolution	Resolution required (Ordinary / Special)	Mode of Voting (Poll, Ballot and E-voting)	Remarks
Private Placement of Non-Convertible Debentures and /or other Debt Securities	Special	Ballot, E-voting and Poll	Passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on Outstanding shares	Number of votes - in favour	Number of votes - against	% of votes in favour of votes polled	% of Votes Against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter	20846126	20846126	100.00	20846126	0	100.00	0.00
Public – Institutional Holders	12925304	8269200	63.98	8269200	0	100.00	0.00
Public Others	7214020	172235	2.39	172235	0	100.00	0.00
Total	40985450	29287561	71.46	29287561	0	100.00	0.00



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

To,
The Chairman,
15th Annual General Meeting
Mahindra Lifespace Developers Limited
Y. B. Chavan Centre, General Jagannathrao Bhonsle Marg,
Mumbai - 400 021

Sub: Passing of Resolution through Electronic Voting, Physical Ballot Paper and Poll conducted at the 15th AGM of Mahindra Lifespace Developers Limited (the Company) held on Thursday, August 07, 2014 at Y. B. Chavan Centre, General Jagannathrao Bhonsle Marg, Mumbai - 400 021 at 3.00 p.m.

Dear Sir,

The Company had appointed me as a Scrutinizer to scrutinize the E-voting process together with voting through the physical Ballot Forms and also for the Poll held at the 15th AGM of the Company held on August 07, 2014.

The E-voting was held between August 01 and August 02, 2014. 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 August 02, 2014.

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 Friday, August 01, 2014, 9.00 a.m. till Saturday, August 02,

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MARTINHO FERRAO & ASSOCIATES
Company Secretaries

2014, 5.30 p.m. 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 15th AGM of the Company held on August 07, 2014, 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.

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 Financial Statements of the Company for the year ended 31st March, 2014, including the Statement of Profit & Loss for the year ended on that date, audited Balance Sheet as at 31st March, 2014 and the Reports of the Directors' and the Auditors' thereon.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659253	100	0	0	0	0
Ballot forms	156104	100	0	0	38	0.0243
Poll	472214	100	0	0	6	0.0013
TOTAL	29287571	100	0	0	44	0.0002



Item No. 2 - Ordinary Resolution

To declare dividend on Equity Shares.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659253	100	0	0	0	0
Ballot forms	156104	100	0	0	38	0.0243
Poll	472214	100	0	0	6	0.0013
TOTAL	29287571	100	0	0	44	0.0002

Item No. 3 - Ordinary Resolution

To appoint a Director in place of Mr. Arun Nanda (DIN 00010029), who retires by rotation and being eligible, offers himself for re-appointment.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659253	100	0	0	0	0
Ballot forms	13989	99.9929	1	0.0071	38	0.2716
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29145306	99.9995	151	0.0005	44	0.0002

* One Shareholder holding 142114 shares Abstained from Voting



Item No. 4 - Ordinary Resolution

Appointment of and fixing of remuneration of Auditors.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28656524	99.9905	2729	0.0095	0	0
Ballot forms	156103	99.9994	1	0.0006	38	0.0243
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29284691	99.9902	2880	0.0098	44	0.0002

Item No. 5 - Ordinary Resolution

Appointment of Mr. Shailesh Haribhakti as an Independent Director.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28656274	99.9896	2979	0.0104	0	0
Ballot forms	150980	99.9179	124	0.08206	38	0.0251
Poll	472014	99.9576	200	0.0424	6	0.0013
TOTAL	29279268	99.9887	3303	0.0113	44	0.0002

* One Shareholder holding 5000 shares Abstained from Voting



Item No. 6 - Ordinary Resolution

Appointment of Mr. Sanjiv Kapoor as an Independent Director.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28656274	99.9896	2979	0.0104	0	0
Ballot forms	156104	100	0	0	38	0.0243
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29284442	99.9893	3129	0.0107	44	0.0002

Item No. 7 - Ordinary Resolution

Appointment of Mr. Anil Harish as an Independent Director.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28656424	99.9905	2729	0.0095	0	0
Ballot forms	155979	99.9199	125	0.0801	38	0.0243
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29284467	99.9897	3004	0.0103	44	0.0002

* One Shareholder holding 100 shares Abstained from Voting



Item No. 8 - Ordinary Resolution

Appointment of Dr. Prakash Hebalkar as an Independent Director.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659003	99.9991	250	0.0009	0	0
Ballot forms	153604	100	0	0	38	0.0247
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29284671	99.9986	400	0.0014	44	0.0002

* One Shareholder holding 2500 shares Abstained from Voting

Item No. 9 - Special Resolution

Appointment and Remuneration of Managing Director and CEO.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659253	100	0	0	0	0
Ballot forms	154103	99.9994	1	0.0006	38	0.0247
Poll	471064	99.9682	150	0.0318	6	0.0013
TOTAL	29284420	99.9995	151	0.0005	44	0.0002

* Two Shareholders holding 3000 shares Abstained from Voting



Item No. 10 - Special Resolution

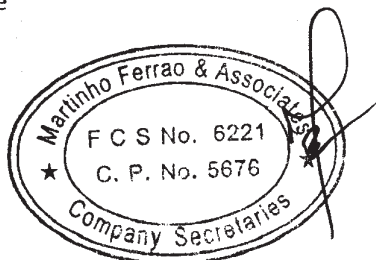
Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659253	100	0	0	0	0
Ballot forms	155980	99.9206	124	0.0794	38	0.0243
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29287297	99.9991	274	0.0009	44	0.0002

Item No. 11 - Special Resolution

Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company.

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659003	99.9991	250	0.0009	0	0
Ballot forms	156104	100	0	0	38	0.0243
Poll	472064	99.9682	150	0.0318	6	0.0013
TOTAL	29287171	99.9986	400	0.0014	44	0.0002



Item No. 12 - Special Resolution

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

Method of Voting	Votes in Favour of the resolution		Votes Against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	28659253	100	0	0	0	0
Ballot forms	156094	100	0	0	38	0.0243
Poll	472214	100	0	0	6	0.0013
TOTAL	29287561	100	0	0	44	0.0002

* One Shareholder holding 10 shares Abstained from Voting

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.

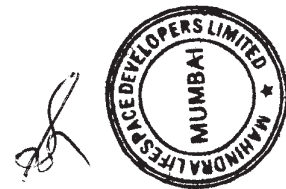
Thanking you,


MARTINHO FERRAO
Scrutinizer
Practicing Company Secretary



Date: 7th August, 2014
Place: Mumbai

RESOLUTIONS



CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF MAHINDRA LIFESPACE DEVELOPERS LIMITED AT ITS 15TH ANNUAL GENERAL MEETING HELD ON THURSDAY, 7TH AUGUST, 2014 AT 3.00 P.M. AT Y.B. CHAVAN CENTRE, GENERAL JAGANNATH BHONSLE MARG, NEXT TO SACHIVALAYA GYMKHANA, MUMBAI 400 021.

ORDINARY BUSINESS:

1. **Financial Statements of the Company as at 31st March, 2014 including the Statement of Profit and Loss for the year ended on that date, audited Balance Sheet as at 31st March, 2014 and the Reports of the Directors' and the Auditors' thereon**

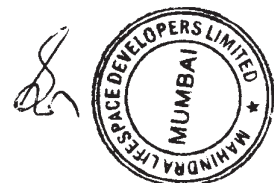
“RESOLVED THAT the standalone financial statements comprising Balance Sheet as at 31st March, 2014, Statement of Profit & Loss for the year ended 31st March, 2014, together with Notes forming part thereof, the Cash Flow Statement for the year ended 31st March, 2014 and the Consolidated financial statements for the financial year ended 31st March, 2014, as laid before the meeting be received, considered and adopted.”

2. **Declaration of Dividend on Equity Shares – Ordinary Resolution**

“RESOLVED THAT a dividend @ Rs.6/- per share on 4,09,96,300 fully paid-up equity shares of Rs.10/- each subject to Companies (Transfer of Profits to Reserves) Rules, 1975 and all other applicable provisions of the Companies Act, 1956 for the year ended 31st March, 2014 aggregating Rs. 24,59,77,800 (Rupees Twenty Four Crore Fifty Nine Lakh Seventy Seven Thousand and Eight Hundred Only) out of profits for the current year be and is hereby declared for distribution (subject to tax, if any) to those members whose names appeared on the Register of Members of the Company and in respect of those members who held 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 the close of business hours on 31st July, 2014”

3. **Re-appointment of Mr. Arun Nanda, the Retiring Director - Ordinary Resolution**

“RESOLVED THAT Mr. Arun Nanda (holding DIN 00010029) 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 and all other applicable provisions of the Companies Act, 2013 and Rules 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, 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 Mr. Shailesh Haribhakti as an Independent Director - Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shailesh Haribhakti (DIN 00007347), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who meets the criteria of the independence as provided under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company”.

6. Appointment of Mr. Sanjiv Kapoor as an Independent Director - Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sanjiv Kapoor (DIN 00004005), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who meets the criteria of the independence as provided under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company”.



7. Appointment of Mr. Anil Harish as an Independent Director – Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anil Harish (DIN 00001685), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who meets the criteria of the independence as provided under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company.”

8. Appointment of Dr. Prakash Hebalkar as an Independent Director – Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Prakash Hebalkar (DIN 00370499), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who meets the criteria of the independence as provided under Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the date of this Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company”.

9. Appointment and Remuneration of Managing Director & CEO – Special Resolution

“**RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Ms. Anita Arjundas, (DIN 00243215) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director & Chief Executive Officer (MD & CEO) for a period of five years with effect from 23rd June, 2014 to 22nd June, 2019 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice



convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Ms. Anita Arjundas, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD & CEO the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution 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."

10. Borrowing Limits under Section 180 (1)(c) of the Companies Act, 2013 – Special Resolution

"RESOLVED THAT in supersession of Resolution No.7 passed at the 12th Annual General Meeting held on 21st July, 2011 under Section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c), 180(2) and other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable and the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (which term shall be deemed to include any duly authorized committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time, any sum or sums of money for the business of the Company upon such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from Company's Bankers in the ordinary course of business.



provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs.15,00,00,00,000 (Rupees One Thousand Five Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide all terms and conditions in relation to such borrowing at their absolute discretion and to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required to give effect to this resolution.”

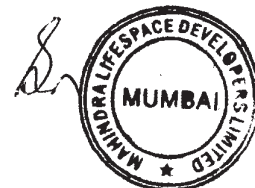
11. Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company – Special Resolution

“**RESOLVED THAT** in supersession of the Special Resolution No. 10 passed at the Annual General Meeting of the Company held on 24th July, 2009, and pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves 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 kept at the registered office of the Company's Registrar and Transfer Agents viz. Sharepro Services (India) Private Limited, situated at, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 and also at its office at 912, Raheja Center, Free Press Journal Road, Nariman Point, Mumbai – 400 021.

RESOLVED FURTHER THAT the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed.”

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

“**RESOLVED THAT** 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 required Rules, Regulations, Guidelines, Notifications and Circulars issued by the SEBI, the Reserve Bank of India (“RBI”).



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 herein after 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.750,00,00,000 (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 authorized 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, re-payment, 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 for 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 authorized 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."

CERTIFIED TRUE COPY

For Mahindra Lifespace Developers Limited



A handwritten signature in black ink.

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

Date: 8th August, 2014