Mahindra LIFESPACES

Mahindra Lifespace
Developers Ltd.
Mahindra Towers, 5th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018.
India

Tel: +91 22 67478600 / 8601
Fax: +91 22 24975084

www.mahindralifespaces.com

16th September, 2013

Bombay Stock Exchange Limited
Piroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Fax No : 22721919/3027/3719
E-Mail : corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai 400051

Fax No : 26598237/38/8120
E-Mail : cc_nse@nse.co.in
cmlist@nse.co.in

Dear Sir,

Sub : Six Copies of Postal Ballot Notice & Form and Newspaper advertisement for completion of dispatch of the same

This is to inform you that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal Ballot) Rules, 2011, the Company has by 15th September, 2013:

1. Completed the dispatch of Notice alongwith the Postal Ballot Form and a self addressed postage prepaid business reply envelope to the members whose email ids are not registered with the Company; and
2. Sent email through National Securities Depository Limited (NSDL) alongwith the details of User Id and password to the members whose email-ids are registered with the Company.

Further, we are enclosing six (6) copies of Postal Ballot Notice & Forms and Newspaper cuttings published in Free Press Journal (English) and Navshakti (Marathi) on 15th September, 2013 in connection with the completion of dispatch of Notice & Postal Ballot forms and Emails for your record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
Mahindra Lifespace Developers Limited

Suhas Kulkarni
Sr. VP-Legal & Company Secretary

BUREAU VERITAS
BUREAU VERITAS
ISO 14001
BUREAU VERITAS
UKAS

Mahindra LIFESPACES

MAHINDRA LIFESPACE DEVELOPERS LIMITED

Regd. Office: 5th Floor, Mahindra Towers, Worli, Mumbai 400 018
Tel : 6747 8600 /6747 8601 Fax : 2497 5084 Website : www.mahindralifespaces.com

Dear Member(s),

POSTAL BALLOT NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolution appended below for the purpose of a) Re-classification of Authorised Share Capital is proposed to be passed as an Ordinary Resolution and b) Raising of funds by Issue of Equity Share under QIP is proposed to be passed as a Special Resolution, by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form and postage prepaid envelope.

PROPOSED RESOLUTIONS

1. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

   "RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V.

   "V. The Authorised Capital of the Company is Rs.121,00,00,000/- (Rupees One Hundred Twenty-one Crores only) divided into
   (i) 11,50,00,000 (Eleven Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, and
   (ii) 60,00,000 (Sixty lakhs) unclassified shares of Rs. 10/- (Rupees Ten Only),
   with power to increase or reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including settling any question that may arise in this regard."

2. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPEICAL RESOLUTION:**

   "RESOLVED THAT in accordance with the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 or any amendment / enactment thereof ("**Act**"), enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**") where the Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI (ICDR) Regulations**"), Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**"), the Stock Exchanges and/or any other competent authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanction as may be necessary from SEBI, Stock Exchanges, RBI, Foreign Investment Promotion Board (**"FIPB"**), GOI and/or any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanction (hereinafter referred to as the "**requisite approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 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 Board is authorised to create, offer, issue and allot Equity Shares of the face value of Rs.10 each for an aggregate amount not exceeding Rs.400,00,00,000 (Rupees Four Hundred Crores Only), to Qualified Institutional Buyers ("**QIBs**") under the Qualified Institutions Placement ("**QIP**") in terms of Chapter VIII of the SEBI (ICDR) Regulations, in one or more tranches, whether or not such QIBs are Members of the Company, through a Placement Document and/or such other documents / writings/ circulars / memoranda in such manner, at such price, or prices at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion deem appropriate at the time of such issue or allotment considering the prevailing market conditions and other relevant factors, provided that the price inclusive of premium of the equity shares so issued shall not be less than the price determined in accordance with the provisions of SEBI (ICDR) Regulations, including a discount of not more than 5% to the floor price or at such other discount as may be permitted under chapter VIII of the SEBI (ICDR) Regulations and approved by the Board in consultation with the Merchant Banker(s) to be appointed by the Company in relation to such QIP in accordance with the provisions of Chapter VIII of SEBI (ICDR) Regulations, 2009 (the "**Issue**").

RESOLVED FURTHER THAT the Relevant Date for determination of the price of the Equity Shares to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Issue.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution, shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT these Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board in such manner and / or on such terms as the Board may deem fit and proper, in its sole and absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take in consultation with the Merchant Banker(s), Advisors and/or other intermediaries as may be appointed by the Company in relation to the Issue, all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise in the Issue, offer and allotment of any of the Equity Shares, including finalization of the timing of the Issue/offering(s), identification of the Investors to whom Equity Shares are to be offered, utilization of the Issue proceeds and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board 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 they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

For and on behalf of the Board,
For **Mahindra Lifespace Developers Limited**

Suhas Kulkarni
Sr. Vice President – Legal
& Company Secretary

Mumbai, 31st August, 2013

Registered Office:
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018

Notes:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts and the reasons thereto is annexed hereto.

2. The Postal Ballot Form for voting by you as a Member of the Company is enclosed.

3. The Board of Directors has appointed Mr. Martinho Ferrao, Practising Company Secretary as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. His address is Mr. Martinho Ferrao, Scrutinizer, Level 3, 301 Dhum Building, Janmabhomi Marg, Fort, Mumbai - 400 001.

4. Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 6th September, 2013.

5. As required by Rule 3C of the Companies (passing of the resolution by Postal Ballot) Rules 2011, details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Maharashtra.

6. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012, of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all Members of the Company. For this purpose the necessary arrangement with National Securities Depositories Limited (NSDL) for facilitating e-voting. E-voting is optional for members. The members who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from http://www.evoting.nsdl.com or http://www.mahindralifespaces.com.

7. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before **15th October, 2013.** Please note that any Postal Ballot Form (s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced, on **22nd October, 2013** at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed and thereafter will be published in newspapers.

The result will also be put on the Company's website www.mahindralifespaces.com. The Resolution, if approved, will be taken as passed effectively on the date of declaration of result.

8. Document referred to in the accompanying Notice and the Explanatory Statement is open for inspection by members at the Registered Office of the Company during business hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto Tuesday, 22nd October, 2013.

9. **The Company also offers E-Voting facility. Please see the instructions below for details.**
In compliance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company also offers e-voting option to all the Members. For this purpose, the Company will be making necessary arrangement with National Securities Depositories Limited (NSDL) for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

10. Members have option to vote either through e-voting or through Postal Ballot Form. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the Green Initiative and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link https://www.evoting.nsdl.com or seek duplicate form from R & T Agent M/s. Sharepro Services (India) Pvt. Ltd., Unit Mahindra Lifespace Developers Limited, 13 AB, 2nd Floor, Samhita Warehousing Complex, Behind Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072, fill in the details and send the same to the Scrutinizer by Post at the address given at Sr. No.3 above.

11. The instructions for Members for voting Electronically, are as under:
    A. In case of Members receiving e-mail from NSDL
    a) Open e-mail and open PDF file viz. "MLDL e-Voting.pdf" with your Client ID (or Folio No.) as password which contains your user ID and password for e-voting. Please note that the password is an initial password.
    b) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
    c) Click on "Shareholder" - "Login".
    d) Put user ID and password as initial password noted in step (a) above. Click Login.
    e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    f) Home page of "e-Voting" opens. Click on "e-Voting:- Active Voting Cycles".
    g) Select "EVEN" of Mahindra Lifespace Developers Limited.
    h) Now you are ready for "e-Voting" as "Cast Vote" page opens.
    i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer through e-mail **mferraocs@gmail.com** with a copy marked to **evoting@nsdl.co.in.**

B. In case of Members other than in (A) above
a) Initial password is provided at the bottom of the Postal ballot form. Please follow all steps from Sr.No. (b) to Sr. No. (j) above, to cast vote.

12. **The date of commencement of e-voting is Monday, 16th September, 2013 and the last date for e-voting is Tuesday, 15th October, 2013. The e-voting module will be disabled for voting thereafter by NSDL.**

13. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the member opts for Voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa.

    However, in case Member(s) cast their vote both by physical ballot and by electronic mode, then voting done by physical shall prevail and voting done by electronic will be treated as invalid.

14. Kindly note that vote once cast cannot be modified.

15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of https://www.evoting.nsdl.com or call on (022) 24994600.

16. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 1

The Authorised Share Capital of the Company is Rs.121,00,00,000 (Rupees One Hundred Twenty One Crores Only) divided into (i) 5,00,00,000 (Five crores) Equity Shares of Rs.10/- (Rupees Ten only) each, (ii) 65,00,000 (Sixty five lakhs) Preference Shares of Rs.100/- (Rupees Hundred Only) each and (iii) 60,00,000 (Sixty lakhs) unclassified shares of Rs. 10/- (Rupees Ten Only) each.

As the Company is planning to raise funds for the business of the Company by issue of equity, it is proposed to reclassify the Authorised Capital to provide for the issue of further equity shares. It is proposed that 65,00,000 (Sixty Five Lakhs) Preference Shares of Rs.100 (Rupees Hundred Only) each, re-classified as 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of Rs.10 (Rupees Ten Only) each.

This will require the consequential alteration of Clause V of the Memorandum of Association, to give effect to the above changes.

The Directors recommend passing of Resolution as an Ordinary Resolution.

None of the Director is deemed to be interested or concerned in this item of business.

Item No. 2

The Company proposes to issue Equity Shares of the face value of Rs.10/- each through a Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ["SEBI (ICDR) Regulations"] and other applicable statutory provisions in this regard. This capital is being raised inter-alia, to meet fund requirement for acquisition of land parcels for Construction Development projects, Townships, Housing, commercial complexes and other real estate development activities at various cities / towns, capital expenditure for Company's Businesses, to provide financial support to Subsidiaries /Joint Ventures by way of loans/investments, repayment /reduction of borrowings, working capital requirement, cost and expenses of the capital issue, maintain adequate liquidity for the future requirements, augment long term resources, enhance and strengthen the equity base and to meet the general business requirements, in line with the growth strategy of the Company and general corporate purposes and pending full utilization of issue proceeds to invest the temporary surplus of the issue proceeds in money market instruments, mutual funds and deposits with banks.

The Special Resolution seeks to empower the Board of Directors to undertake a QIP with Qualified Institutional Buyers ("QIBs") as prescribed under Chapter VIII of the SEBI (ICDR) Regulations in order to facilitate and meet its funding needs. The Special Resolution also seeks to give the Board powers to issue and allot the Equity Shares in one or more tranche or tranches, at such time or times, at such price or prices to QIBs under the QIP, as the Board in its absolute discretion deems fit.

As per SEBI (ICDR) Regulations, the pricing of QIP shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the Company quoted on the Stock Exchanges in which the highest trading volume in such equity shares has been recorded during the two weeks preceding the relevant date. The relevant date in accordance with regulation 85 of the SEBI (ICDR) Regulations for the determination of the applicable price shall be the date of the Meeting in which the Board of Directors or the Committee of Directors duly authorised by the Board of Directors of the Company decides to open the proposed Issue.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Merchant Banker(s) and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with applicable provisions of law and other relevant factors. The issue and allotment of Equity Shares under QIP would be subject to the availability of regulatory approvals, if any.

Section 81(1A) of the Companies Act, 1956 ("Act") and the relevant clauses of the Listing Agreements executed with the Stock Exchanges where the Equity Shares of the Company are listed provide, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing Members of such Company in the manner laid down in section 81 unless the Members in a General Meeting decide otherwise. As the Special Resolution proposed in the Notice may result in the issue of Equity Shares to investors who may or may not be Members of the Company, consent of Members is being sought pursuant to the provisions of section 81(1A) and all other applicable provisions, if any, of the Act and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Board recommends passing of the Resolution as a Special Resolution.

None of the Director is deemed to be interested or concerned in this item of business.

For and on behalf of the Board,
For **Mahindra Lifespace Developers Limited**

Suhas Kulkarni
Sr. Vice President – Legal
& Company Secretary

Mumbai, 31st August, 2013
Registered Office:
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018

Mahindra LIFESPACES

MAHINDRA LIFESPACE DEVELOPERS LIMITED

Regd. Office: 5th Floor, Mahindra Towers, Worli, Mumbai 400 018

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

POSTAL BALLOT NO.

1.	Name of the Sole / First Shareholder(s) (in block letters)	:	
2.	Name(s) of the Joint-Holder(s), if any, (in block letters)		
3.	Registered Address of the Sole/First named Shareholder/ Beneficial Owner	:	
4.	DP ID/ Client ID No.* Registered Folio No (* Applicable to shareholders holding shares in dematerialized form)	:	
5.	No. of Equity Share (s) held	:	

6. I/We hereby exercise my /our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 31st August, 2013 by sending my/our assent or dissent to the said Resolutions by placing the tick mark (√) at the appropriate column below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Col. (1) for the number of shares being voted, ii) Tick (√) the Col. (2) for voting (FOR) and/or Tick (√) the Col. (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

Item No.	Description	No. of Shares Voted	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
		(1)	(2)	(3)
1.	Ordinary Resolution for Re-classification of authorized share capital and consequential amendment to Memorandum of Association.			
2.	Special Resolution under section 81(1A) and other applicable provisions of Companies Act, 1956 for issue of Equity Shares under QIP.			

Place :

Date : (Signature of the Shareholder)

(*In case of authorized representative of a body corporate, a certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with Postal Ballot Form)

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith. Last date for receipt of Postal Ballot Form by the Scrutinizer : 15/10/2013.

Note: For instruction, please see overleaf

Instructions to members opting for voting in physical ballot mode (Sr. No. 1 to 14)

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Member will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the address of the scrutinizer appointed by the Board / Committee of Directors of the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his /her absence, by the next named Member. There will be only one Postal Ballot Form for every folio / Client ID irrespective of the number of joint Members.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 pm) on Tuesday, 15th October, 2013. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
7. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 pm) on Tuesday, 15th October, 2013.
9. Postal Ballot cannot be exercised by a Proxy.
10. A Member need not use all the votes nor needs to cast all the votes in the same way.
11. The consent must be accorded by recording the assent in the Column '**FOR**' and dissent in the column '**AGAINST**' by placing a tick mark (") in the appropriate column.
12. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on 6th September, 2013.
13. Shareholders are requested not to send any other matter alongwith the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope in as much as all such Envelopes will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer.
14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will be thereafter published in newspapers and communicated to the Stock Exchanges for the information of the Members. The results of the Postal Ballot will also be uploaded on the website of the company www.mahindralifespaces.com

Instructions to Members opting for E-Voting (Sr. No. 15 to 20)

15. **The Company is pleased to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form by post. For exercising e-voting facility, the User ID and initial Password are provided at the bottom of the Postal Ballot Form and the detailed procedure is enumerated below:**

E-VOTING

A. In case of Members receiving e-mail from NSDL

a) Open e-mail and open PDF file viz. "MLDL e-Voting.pdf" with your Client ID (or Folio No.) as password which contains your user ID and password for e-voting. Please note that the password is an initial password.
b) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
c) Click on "Shareholder" - "Login".
d) Put user ID and password as initial password noted in step (a) above. Click Login.
e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
f) Home page of "e-Voting" opens. Click on "e-Voting :- Active Voting Cycles".
g) Select "EVEN" of Mahindra Lifespace Developers Limited.
h) Now you are ready for "e-Voting" as "Cast Vote" page opens.
i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory/ (ies) who are authorized to vote, to the Scrutinizer through e-mail **mferraocs@gmail.com** with a copy marked to **evoting@nsdl.co.in.**

B. In case of Members other than in (A) above

a) Initial password is provided at the bottom of the Postal ballot form. Please follow all steps from Sr.No. (b) to Sr.No.(j) above, to cast vote.

16. **The date of commencement of e-voting is Monday, 16th September, 2013 and the last date for e-voting is Tuesday, 15th October, 2013. The e-voting module will be disabled for voting thereafter by NSDL.**
17. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If the member opts for Voting by electronic mode, then he/she should not vote by physical ballot also and vice-versa.
    However, in case Member(s) cast their vote both by physical ballot and by electronic mode, then voting done by physical shall prevail and voting done by electronic will be treated as invalid.
18. Kindly note that vote once cast cannot be modified.
19. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual available at the "downloads" section of https://www.evoting.nsdl.com or call on (022) 24994600.
20. If you are already registered with NSDL for e-voting then you can used your existing user ID and password for casting your vote.

Mahindra
LIFESPACES

Mahindra Lifespace Developers Limited

Regd. Office: 5th Floor, Mahindra Towers, Worli, Mumbai 400 018

NOTICE TO MEMBERS

Notice is hereby given that the Company has completed the dispatch of the Postal Ballot Notice under Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, along with the Postal Ballot Form and a self-addressed reply envelope (for which postage will be paid by the Company) in relation to the Resolutions for seeking the approval of the Members for the purpose of Re-classification of Authorised Share Capital and consequential amendment to Memorandum of Association and issue of equity shares under QIP.

As required by Clause 35B of the Listing Agreement, the Company has engaged the services of National Securities Depository Limited to provide Electronic Voting (e-voting) facility to the Members of the Company.

The voting, both by physical or electronic mode, will commence on 16th September, 2013 and end on 15th October, 2013. Members who have not received the Postal Ballot Form may apply to the R&T Agent, M/s Sharepro Services (India) Pvt. Limited for a duplicate Postal Ballot Form.

The Board of Directors of the Company has appointed Mr. Martinho Ferrao, Company Secretary in Practice as Scrutinizer for conducting the postal ballot in a fair and transparent manner.

[redacted] on the cut- off date which is 6th September, 2013 and the Notice alongwith Postal Ballot Forms have been sent to all the members by post (and electronically by email to those Members who have registered their email ids with the Company), whose names appear in the Register of Members / Records of Depositories on that date.

The Members are requested to note that the physical Postal Ballot Form duly completed and signed should reach the Scrutiniser not later than the close of working hours on 15th October, 2013. The e-voting facility shall be available till the close of working hours i.e by 5.30 p.m. on 15th October, 2013. All Postal Ballot Forms/Electronic Votes received after the said date will be treated as if reply from such Members has not been received.

The Results of Postal Ballot will be announced on 22nd October, 2013 at the Registered Office of the Company

For Mahindra Lifespace Developers Limited
Sd/-
Suhas Kulkarni
Sr. VP-Legal & Company Secretary

Place : Mumbai
Date: 15th September, 2013

Mahindra
LIFESPACES

महिन्द्रा लाईफस्पेस डेव्हलपर्स लिमिटेड

रजि. ऑ. ५ वा मजला, महिन्द्रा टॉवर्स, वरळी, मुंबई-४०० ०१८.

सभासदांना नोटिस

या व्दारे नोटिस देण्यात येते की कंपनीने ऑथोराईझड शेअर कॅपीटलच्या पुनःवर्गीकरण व कोन्सीक्वेन्शनल अमेन्डमेन्ट टू मेमोरेन्डम ऑफ असोसिएशन आणि QIP खाली इक्वीटी शेअर्सच्या इश्युसाठी सभासदांची मंजूरी घेण्याच्या दृष्टीचा संबंधीत पोस्टल बेलट फॉर्म व सेल्फ - अॅड्रेस्ड स्टॅम्पड एन्वलोप (ज्याचे पोस्टेज कंपनी भरणार) सोबत कंपनीज (पासींग ऑफ थ्री रीझोल्यूशन बाय पोस्टल बेलट) कायदा, २०११ बरोबर वाचता येणाऱ्या कंपनी अधिनियम १९५६ (सदर अधिनियम) की तरतूद क्र. १९२ अे खाली पोस्टल बेलट नोटिस पाठविण्याचे काम पूर्ण केले आहे.

लिस्टींग करारानी तरतूद ३५बी व्दारे आवश्यक कंपनीने त्याच्या सभासदांना इलेक्ट्रानीक वोटींग (ई-वोटींग) करण्यासाठी नॅशनल सेक्युरिटीज डिपोझिटरी लि ची सेवा घेतली आहे.

वोटींग, दोन्ही फिजीकल किंवा इलेक्ट्रानीक मोड व्दारे १६ सप्टेंबर २०१३ ला सुरू होईल व १५ ऑक्टोबर २०१३ ला पूर्ण होईल. ज्यांना पोस्टल बेलट फॉर्म नाही मिळाला आहे त्या सभासदांनी दुय्यम पोस्टल बेलट फॉर्ममाठी R & T एजट मे. शेअरप्रो सर्विसेस (ई) प्रा. लि. ना अर्ज करावा.

कंपनीच्या बोर्ड ऑफ डिरेक्टर्सने योग्य आणि पारदर्शक पध्दतीने पोस्टल बेलट योजण्यासाठी

स्क्रुटिनाईझर म्हणून कार्यरत सेक्रेटरी श्री मार्टिनो फेरगोयानी नेमणूक केलेली आहे.

सभासदांच्या मतधिकार कट-ऑफ तारखेपासून लक्षात घेण्यात येईल, जी ६ सप्टेंबर २०१३ आहे. पोस्टल बेलट फॉर्म सोबतचा नोटिस ज्याचे नाव त्या तारखे पर्यंत रजीस्टर ऑफ मेंबर्स / रजीस्टर ऑफ डिपोझीटरीज वर असेल त्या सर्व सभासदांना पोस्टाने (ज्या सभासदांनी त्याचे ईमेल आयडीज कंपनीमध्ये रजिस्टर्ड केले आहे त्यांना ईमेल व्दारे इलेक्ट्रानीकली) पाठवली आहे.

सभासदांना विनंती की त्याचा फिजीकल पोस्टल बेलट फॉर्म सगळ्या रीतीने पूर्ण व सही करून, स्क्रुटिनाईझर याना १५ ऑक्टोबर २०१३ च्या कार्यकारीत वेळ बंद होईल त्याच्या अगोदर मिळावे हे अनिवार्य आहे. ई-वोटिंग सुविधा १५ ऑक्टोबर २०१३ ला सायंकाळी ५.३० अर्थात कार्यकारीत वेळ बंद होण्यापर्यंत उपलब्ध राहील. सर्व पोस्टल बेलट फॉर्म / इलेक्ट्रानीक वोटस जे सदर तारखे नंतर मिळतील त्यांची गणना सभासदाकडून जवाब मिळाले नाही असे करण्यात येईल. पोस्टल बेलटचे परीणाम कंपनीच्या रजिस्टर्ड ऑफिसमध्ये २२ ऑक्टोबर २०१३ ला जाहीर करण्यात येईल.

स्थळ : मुंबई
दिनांक : १५ सप्टेंबर २०१३

महिन्द्रा लाईफस्पेस डेव्हलपर्स लिमिटेड करीता
सही/-
सतीश पुजारी
सिनी. व्हाइस प्रेसिडेन्ट व कंपनी सेक्रेटरी