MARTINHO FERRAO & ASSOCIATES
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SCRUTINIZER'S REPORT

August 02, 2014

The Chairman
Mahindra Lifespace Developers Limited
Mahindra Towers, 5th Floor,
Road No. 13, Worli,
Mumbai - 400 018

Dear Sir,

Subject: Passing of resolution through Postal Ballot

Report to the Chairman of the Board of Directors of **Mahindra Lifespace Developers Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Mahindra Towers, 5th Floor, Road No. 13, Worli, Mumbai - 400 018 (hereinafter referred to as "MLDL" or 'the Company') on the POSTAL BALLOT conducted by the Company:

1) Pursuant to the resolution passed by the Board of Directors of Mahindra Lifespace Developers Limited (MLDL) on April 22, 2014, I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for fixing the limit for creation of charge(s) over the Company's assets as circulated in the Postal Ballot notice dated 22nd April, 2014.

2) To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13th July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Companies listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), required to provide e-voting facility to their shareholders on all resolution to be passed at General Meetings or through Postal Ballot. Since MLDL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.



3) MLDL accordingly made arrangements with System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, Sharepro Services Private Limited (hereinafter referred to as "RTA or SSPL") to set up e-voting facility on the NSDL e-voting website http://www.evoting.nsdl.com.

4) MLDL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All the necessary formalities in compliance with the requirements specified by NSDL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 22nd April, 2014 sent to the shareholders by email, who had registered their email-ids with Company and by post to 64,708 shareholders. The Register of Members and the List of beneficiary owners as on 20th June, 2014 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of despatch of Postal Ballot notice.

5)

Reference to the Companies Act, 2013	Type and Description of the Special Resolution
Special Resolution pursuant to section 180(1)(a) and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	**Special Resolution** pursuant to section 180(1)(a) of the Companies Act, 2013 for selling, leasing or disposing of undertaking of the Company and creation of charge/ mortgage over the assets/ properties of the Company, present and future, in respect of borrowings of an equivalent aggregate amount not exceeding Rs. 1,500 Crores.

6. I report that the Postal Ballot notice dated 22nd April, 2014 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 were dispatched to the shareholders, by Registered Post / courier along with self-addressed pre-paid Business Reply Envelope on or before 30th June, 2014.



7. In addition to the above, Postal Ballot notices were also sent via electronic mode by NSDL to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded from the NSDL / CDSL as on 20th June, 2014 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 5:30 p.m. on Thursday, 31st July, 2014 as the last date for receipt of Postal Ballots and for E-voting.

8. As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 an advertisement was published by the Company in Free Press Journal English Newspaper and Nav Shakti Marathi Newspaper, on 1st July, 2014 informing about the completion of despatch of the Postal Ballot notices.

9. I report that I have received the Postal Ballot forms from the shareholders during the period commencing from Tuesday, 01st July, 2014 to Thursday, 31st July, 2014. All the Postal Ballot forms together with all votes casted by e-voting through NSDL received up to 5:30 p.m. Thursday, 31st July, 2014, being the last date fixed by the Company for receipt of Postal Ballot forms/ e-voting, were considered for my scrutiny.

10. The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me and passed on to RTA. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot forms I have not come across any mutilated Postal Ballot forms.

11. Since E-voting facility was provided by NSDL the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the E-voting was provided by the system provider, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

12. On scrutiny, I report that out of 64,708 shareholders, 136 Shareholders have exercised their vote through e-voting and 32 shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for the item placed for consideration by the shareholders are given below:

A. Postal Ballot	**No. of votes**
Number of Forms received from Members	**32**
Number of Forms rejected/ not considered for reasons as stated below:-	3
a. Not signed	1
b. Signature mismatch	0
c. Not voted	0
d. Nil Account	1
e. Voted under both postal ballot and evoting	1
Number of valid Forms **(A)**	**29**
B. E-Voting	
Number of members who participated is e-voting	**136**
Number of Valid E-votes **(B)**	**136**
Total (A+B)	**165**

Note:

1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.

2) There is 1 case where the shareholder holding 50 shares has voted both through Postal Ballot as well as through e-voting. The votes cast through e-voting has been considered valid pursuant to Rule no. 22 read with Rule no. 20 of the Companies (Management and Administration) Rules, 2014.

3) Invalid Postal Ballot was not taken into account for counting of votes.

Martinho Ferrao & Associates
F C S No. 6221
C. P. No. 5676
Company Secretaries

SUMMARY OF POSTAL BALLOT

Promoter / Public	No. of shares held	No. of votes polled	% of voted polled on Oustand-ing 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
Public – Institution al Holders	12931032	6681178	51.67	6681178	0	100.00	0
Public Others	7071192	50464	0.71	50130	334	99.34	0.66
Total	**40848350**	**27577768**	**67.51**	**27577434**	**334**	**99.99**	**0.01**

Results:

Percentage of votes cast in favour : 99.99%
Percentage of votes cast against : 0.01%

i) As the number of votes casted in favour of the resolution is 99.99% that is more than three times the number of votes cast against i.e. 0.01%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on the date of announcement of the result.

ii) I further report that as per the Postal Ballot notice dated 22nd April, 2014 and the Board Resolution dated 22nd April, 2014, the Chairman or any other as authorized in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on 07th August, 2014, as intimated to the Stock Exchanges.

iii) The result of the Postal Ballot together with the Scrutinizers Report would have to be displayed on Company's website www.mahindralifespaces.com and on the website of NSDL within 2 days of passing of the resolution and shall be communicated to the Stock Exchanges.

Martinho Ferrao & Associates * FCS 6221 C. P. No.5676 * Company Secretaries

iv) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the Shareholders, voting through Postal Ballot which includes all the particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,

Yours faithfully,

For Martinho Ferrao & Associates,
Company Secretaries



Martinho Ferrao
Proprietor
COP No.: 5676
Membership No.: 6221