

**BUILDING A GREENER FUTURE**

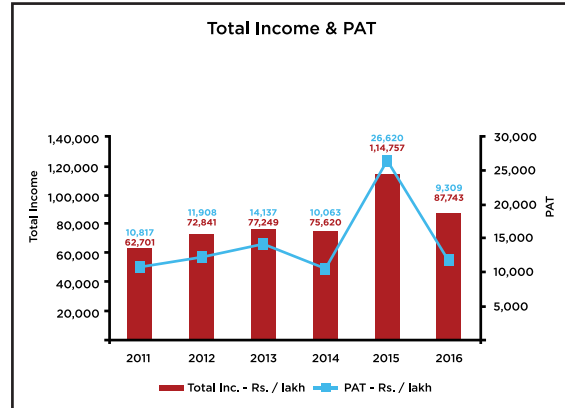
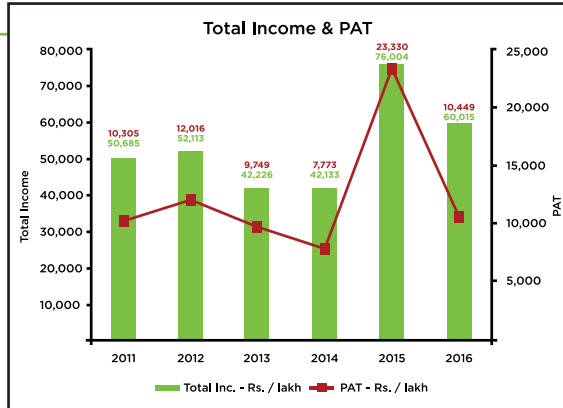
**FINANCIAL YEAR  
2016**

## Financial Highlights

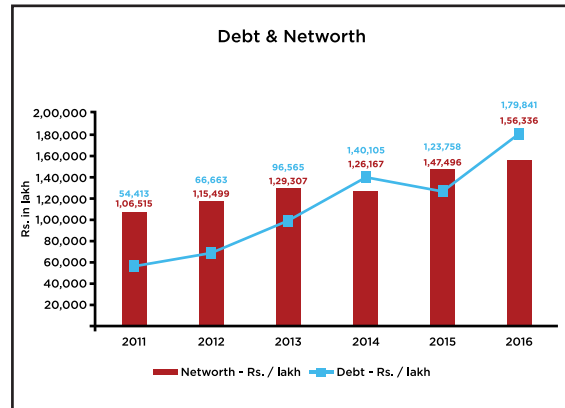
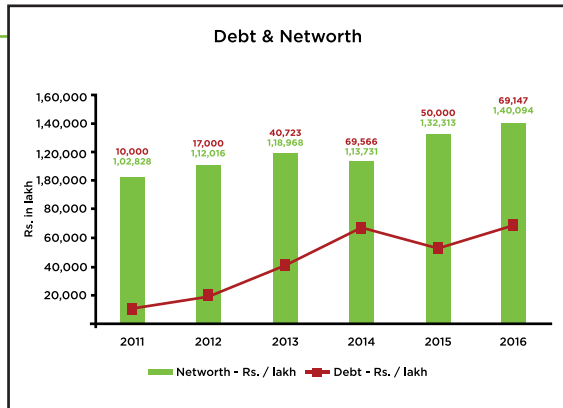
### Standalone

### Consolidated

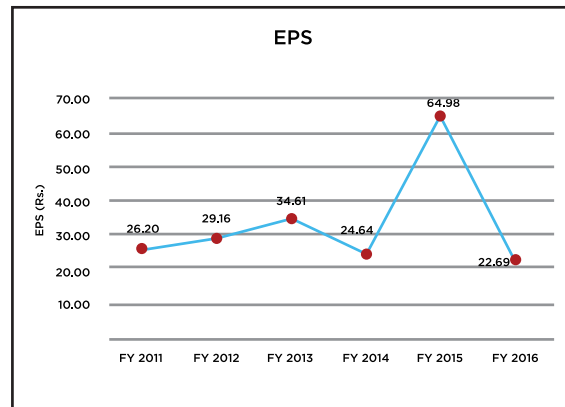
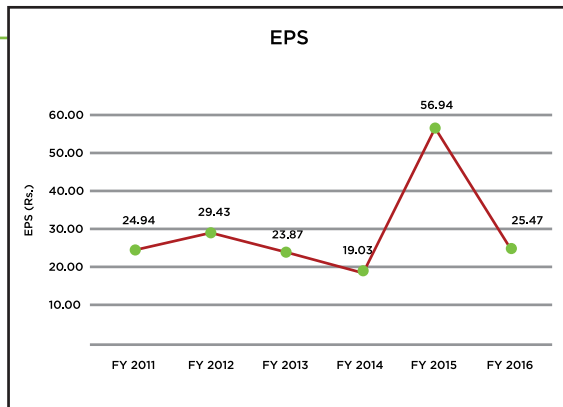
#### TOTAL INCOME & PAT



#### DEBT & NETWORTH



#### EPS



## FINANCIALS HIGHLIGHTS

	₹ in lakh									
	F - 2016	F - 2015	F - 2014	F - 2013	F - 2012	F - 2011	F - 2010	F - 2009	F - 2008	F - 2007
Net Worth	1,40,094	1,32,313	1,13,731	1,18,968	1,12,016	1,02,828	95,879	89,802	86,375	77,077
Borrowings	69,147	50,000	69,566	40,723	17,000	10,000	-	-	-	89
Net Fixed Assets	2,941	2,980	2,857	2,557	2,907	3,192	3,237	3,482	2,688	3,282
Investments	77,431	57,340	75,027	43,114	44,860	36,214	40,955	36,153	50,291	32,578
Book Value Per Equity Share (₹)	341	323	278	291	274	252	232	218	209	190
Operating Income	50,297	62,401	30,707	35,152	46,895	47,656	32,065	16,540	17,212	15,552
Other Income	9,718	13,602	11,426	7,073	5,217	3,029	2,899	3,254	4,784	773
Operating Expenses	34,575	29,894	21,879	22,577	30,199	31,367	21,267	12,433	11,181	11,981
Other expenses	11,266	12,339	10,114	6,060	5,159	4,381	2,947	1,585	2,437	2,239
Profit Before Tax	14,174	33,771	10,139	13,588	16,755	14,937	10,750	5,777	8,378	2,105
Profit After Tax	10,449	23,330	7,773	9,749	12,016	10,305	7,938	4,636	6,539	1,417
Basic Earning per Share (₹)	25.47	56.94	19.03	23.87	29.43	24.94	19.15	11.06	16.00	3.82
Diluted Earning per Share (₹)	25.38	56.70	19.03	23.87	29.43	24.94	19.15	11.06	16.00	3.81
Equity Dividend per share (₹)	6.00	12.00*	6.00	6.00	6.00	5.00	3.50	2.50	2.50	1.50

\* Special Dividend by way of an Interim Dividend of ₹ 6 per share and Final Dividend of ₹ 6 per share.

## Contents

Chairman's Welcome .....	04
Notice .....	05
Route Map of AGM Venue .....	24
Directors' Report .....	25
Management Discussion and Analysis Report .....	58
Corporate Governance Report .....	67
Auditor's Certificate on Corporate Governance .....	82
Auditor's Report on Standalone Financial Statement .....	83
Standalone Financial Statement .....	88
Financial Highlights Consolidated.....	123
Auditor's Report on Consolidated Financial Statement.....	124
Consolidated Financial Statement .....	128
Sustainability Report .....	169

**Board of Directors (As on 31<sup>st</sup> March, 2016)**

Mr. Arun Nanda Chairman

Mr. Sanjiv Kapoor

Mr. Shailesh Haribhakti

Dr. Prakash Hebalkar

Dr. Anish Shah

Ms. Anita Arjundas

Managing Director & Chief Executive Officer

**Leadership Team**

Ms. Anita Arjundas

Ms. Sangeeta Prasad

Mr. S. Chandru

Mr. Vivek Sharma

Mr. Sanjay Srivastava

Mr. Siddharth Bafna

Mr. Sriram S. Mahadevan

Mr. Ramesh Ranganathan

Mr. Deepak Porayath

Mr. Vaibhav Jambhekar

Mr. V. Sundaresan

Mr. Jaimin Desai

Mr. Urs Eric Hauptstein

Mr. Rahul Gupta

Ms. Smeeta Neogi

Mr. John Lancelot Cutinha

Mr. Jayant Manmadkar

Mr. Suhas Kulkarni

Managing Director & Chief Executive Officer, MLDL and President - Real Estate Sector

CEO - Integrated cities and Industrial clusters

COO, Mahindra World City, Chennai

Business Head – Mahindra World City, Chennai

COO, Mahindra World City, Jaipur

Business Head – Industrial Clusters (West) & Investor Relations

Business Head – Happinest

Business Head - Residential (North & West)

Business Head - Residential (South)

Senior GM - Strategy & Business Excellence

Senior GM - Business Development

Head - Design

Head - Projects

Vice President - Sales

Vice President – Marketing

Head – Human Resources

Chief Financial Officer

Senior Vice President – Legal & Company Secretary

**Company Secretary**

Mr. Suhas Kulkarni

**Auditors**

M/s. B. K. Khare & Co.

Chartered Accountants

**Bankers**

Kotak Mahindra Bank Limited

HDFC Bank Limited

**Legal Advisors**

Khaitan & Co.

**Registrar and Share Transfer Agent**

Karvy Computershare Private Limited

**Corporate Office:**

Karvy Selenium, Tower B, Plot Nos. 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500032.

Tel: 91 40-67162222

Fax: 91 40-23420814

Email Id: einward.ris@karvy.com

Website: www.karvycomputershare.com

**Investor Relation Centre:**

24 B, Rajabhadur Mansion

Ground Floor, Ambalal Doshi Marg

Fort, Mumbai 400 023

Tel: 022-66235454 / 412 / 427

**Registered Office**

5<sup>th</sup> Floor, Mahindra Towers,

Worli, Mumbai 400 018

**Branch / Representative Offices****NCR Offices:**

Mahindra Towers, 2A,

Bhikaiji Cama Place,

New Delhi 110 066

Khasra No 12/19/2, 21/2 22/2 18/6,

At Village Behrampur, Sector 59,

Gurgaon, Haryana 122 001

**Chennai Offices**

Administrative Block, Central Avenue,

Mahindra World City, Natham Sub P.O.,

Chengalpeta, Kancheepuram 603 002,

Tamil Nadu

The Canopy, I floor, Unit No. II,

Mahindra World City, Special Economic Zone,

Natham Sub P.O.,

Near Paranur Railway Station,

Chengalpeta 603 004, Tamil Nadu

**Mumbai Offices**

Chemtex House, Ground Floor,

Main Street Road, Hiranandani Gardens,

Powai, Mumbai 400 076

301, 3<sup>rd</sup> floor, Building 1, Nirmal Galaxy Avior,

Opp. J&J, LBS Marg, Mulund (W)

Mumbai 400 080

**Hyderabad Office**

Survey No. 78/2, & 78/3,

Next to Indu Fortune Fields,

Kukatpally, Hyderabad 500 072

**Pune Office**

CTS 6017, Pimpri - Nehru Nagar Road,

Next to Dr. Beck Company, Pimpri,

Pune 411 018, Maharashtra

**Bangalore Office**

37/2A, Opp. BPL Software,

Sultan Business Centre,

Bannerghata Road, Arakere Village,

Bangalore 560 076

**Dubai Representative Office**

M-1C, Mezzanine Floor,

Sultan Business Centre,

Next to Lamcy Plaza,

P.O. Box 119373, Oud Metha, Dubai

## CHAIRMAN'S WELCOME



Dear Shareholder,

Over the past few years, India's economic environment has been subject to much debate and interpretation. The real estate industry has been an integral part of this debate, with concern around oversupply and overheated pricing in the residential markets often dominating the conversation. Consequently, the prospects for the entire sector are painted with a broad brush while some key trends and important nuances are missed out. Indeed, even in times like these, there are numerous business segments and opportunities for customer-centric organisations like your Company.

Let me elaborate by sharing my thoughts in the economy, the real estate industry and your Company's performance and prospects in such an environment.

Let me start with the overall economic scenario. According to the new GDP and gross value added (GVA) series, it seems clear that the country is getting back to a higher growth trajectory. But, in real terms, there is a lack of corresponding increase in corporate investments. This has also had an impact on your Company's Mahindra World City business, where companies are taking longer to decide on setting up new facilities.

The lack of significant growth in corporate investments has an unfortunate fall-out. New job creation has also been slower than the number of young adults joining the work force. But, there is a silver lining. Jobs are still being created in the services sector, that coupled with Government expenditure on core infrastructure and initiatives such as 'Make in India' are giving the required impetus to urbanisation which augurs well for your Company and the real estate industry in the long term.

The real estate industry currently however faces a distinctive set of challenges. Many Companies in the real estate industry are under stress due to high debt on their balance sheets. These loans were contracted for funding acquisition of large land banks and projects which eventually did not take off. Retail investors have been shying from purchasing new properties, but demand

from end consumers has sustained quite well. This is visible in the uptake of home loans and overall absorption of homes, including those from the resale market. These discerning customers are looking at developers with credibility and good track record of delivery, with offerings in the right ticket size.

I am happy to share that your Company's business model has been validated even in these tough times and your Company's performance in 2015-16 is noteworthy from both a financial point of view and some other very critical milestones that it has achieved.

It was an active year for the residential segment, with sales of over 1,000 units aggregating 1.16 mn sqft. Two new launches saw your Company enter the Bengaluru residential market and return to the Mumbai market after a long hiatus. Your Company had a good year on execution too, completing 3.3 mn sqft of construction and handing over around 820 residential units to its customers, making it the best year of execution in its history. The coming year will see this momentum continuing as many projects that were completed in the last quarter of FY16 will commence handovers to customers in FY17.

In the large format developments, your Company's subsidiary Mahindra World City Developers Limited (MWCDL), signed a joint-venture agreement with Sumitomo Corporation, Japan, to develop an industrial park in North Chennai on the NH-5 (Chennai – Kolkata highway). Sumitomo is a respected global conglomerate, and runs similar industrial parks in other parts of Asia. We are confident that a valued partner like Sumitomo will add immensely to our offering and enhance our international marketing efforts significantly.

I am personally very happy with the progress made by your Company in developing Affordable Housing. The two projects that were launched are doing well and the Management has been able to absorb numerous lessons from these two developments. This will certainly help us in our future projects in this segment. A lot more needs to be done in the area of easing the regulatory environment and helping home buyers get access to funds at reasonable costs. Your Management has taken some initiatives in this direction and I am quite hopeful that this segment will play a major role in the future growth of your Company.

Finally, given the initiatives and projects underway, I am hopeful of the continued success of your Company in the coming years. Your Company is also well placed to satisfy the proposed rules under Real Estate (Regulation and Development) Act, 2016 (RERA); it is already compliant with rules relating to prior approval, transparency in information sharing, execution focus, etc. Let us take this opportunity to jointly encourage the management to continue to grow your Company's business in a sustainable and customer-centric manner, and wish it all the best.

With best regards,

Yours sincerely,

**Arun Nanda**  
Chairman

## NOTICE

The Seventeenth Annual General Meeting of **MAHINDRA LIFESPACE DEVELOPERS LIMITED** (CIN: L45200MH1999PLC118949) will be held on Thursday, 28<sup>th</sup> July, 2016 at 3:00 p.m. at Y. B. Chavan Centre, General Jagannath Bhosle Marg, next to Sachivalaya Gymkhana, Mumbai 400 021, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the year ended on 31<sup>st</sup> March, 2016 (including audited consolidated financial statement) and the Reports of the Directors' and the Auditor's thereon.
2. To declare Dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2016.
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.
4. **Appointment of and fixing of remuneration of Auditors**

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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 re-enactment 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 28<sup>th</sup> 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**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the Special Resolution passed at the 16<sup>th</sup> Annual General Meeting of the Company held on 31<sup>st</sup> 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 ₹ 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**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an 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 31<sup>st</sup> 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**

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

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

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

**NOTES:**

**A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT**

**OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

- B.** A form of proxy is enclosed to this notice. No instrument of proxy shall be valid unless:
- i) it is signed by the member or by his / her attorney duly authorised in writing or, in the case of joint holders, it is signed by the member first named in the register of members or his / her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing; provided that an instrument of proxy shall be sufficiently signed by any member, who for any reason is unable to write his/her name, if his / her thumb impression is affixed thereto, and attested by a judge, magistrate, registrar or sub-registrar of assurances or other government gazetted officers or any officer of a Nationalised Bank;
  - ii) it is duly stamped and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting i.e. by 3:00 p.m. on Tuesday, 26<sup>th</sup> July, 2016, together with the power of attorney or other authority (if any), under which it is signed or a copy of that power of attorney certified by a notary public or a magistrate unless such a power of attorney or the other authority is previously deposited and registered with the Company / Registrar & Share Transfer Agent;
- C.** Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on its behalf at the Meeting;
- D.** Members / proxies are requested to bring duly filled attendance slips sent herewith to attend the Meeting;
- E.** Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company;
- F.** As the number of members as on the date of meeting exceeds five thousand, the quorum for the meeting as provided in Section 103 of the Companies Act, 2013 shall be thirty (30) members personally present;

G. As of 31<sup>st</sup> March, 2016:

Ms. Anita Arjundas, Managing Director & CEO holds 8,000 shares of the Company and Dr. Anish Shah does not hold any shares in the Company.

Brief resume of Ms. Anita Arjundas and Dr. Anish Shah, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Committees of the Board and their shareholding, etc. as stipulated under Regulation 36(3) of SEBI LODR and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Corporate Governance Report forming part of the Annual Report. None of the Directors of the Company are inter-se related to each other;

## H. Explanatory Statement as required under Section 102 of Companies Act, 2013 ("the Act") is annexed hereto;

I. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> July, 2016 to Thursday, 28<sup>th</sup> July, 2016 (both days inclusive);J. Dividend, if declared, will be credited / dispatched between 29<sup>th</sup> July, 2016 to 2<sup>nd</sup> August, 2016 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 list of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Securities (India) Limited (CDSL) or to their mandate as of the close of business hours on Thursday, 21<sup>st</sup> July, 2016;

## K. A member desirous of getting any information on the accounts or operations of the Company is requested to forward his / her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting;

L. Pursuant to the provision of Companies Act, 1956, unpaid / unclaimed dividends for the financial years ended on 31<sup>st</sup> March, 2000, 2001, 2002, 2006, 2007 and 2008 have been transferred to the Investor Education & Protection Fund (IE & PF) on 19<sup>th</sup> September, 2007, 24<sup>th</sup> October, 2008, 20<sup>th</sup> November, 2009, 23<sup>rd</sup> September, 2013, 14<sup>th</sup> November, 2014 and 24<sup>th</sup> September, 2015 respectively. No claim lies against the Company in respect thereof.

Due dates of transferring unclaimed and unpaid dividends declared by the Company for the financial year 2008-09 and thereafter to IE&PF:

Equity Dividend for FY	Date of declaration of dividend	Date by which unclaimed dividend can be claimed	Proposed period for transfer of unclaimed Equity Dividend to IE & PF
2008 -2009	24 <sup>th</sup> July, 2009	26 <sup>th</sup> August, 2016	27 <sup>th</sup> August, 2016 to 25 <sup>th</sup> September, 2016

Equity Dividend for FY	Date of declaration of dividend	Date by which unclaimed dividend can be claimed	Proposed period for transfer of unclaimed Equity Dividend to IE & PF
2009 -2010	21 <sup>st</sup> July, 2010	22 <sup>nd</sup> August, 2017	23 <sup>rd</sup> August, 2017 to 21 <sup>st</sup> September, 2017
2010 -2011	21 <sup>st</sup> July, 2011	22 <sup>nd</sup> August, 2018	23 <sup>rd</sup> August, 2018 to 21 <sup>st</sup> September, 2018
2011-2012	24 <sup>th</sup> July, 2012	28 <sup>th</sup> August, 2019	29 <sup>th</sup> August, 2019 to 27 <sup>th</sup> September, 2019
2012-2013	24 <sup>th</sup> July, 2013	29 <sup>th</sup> August, 2020	30 <sup>th</sup> August, 2020 to 28 <sup>th</sup> September, 2020
2013-2014	7 <sup>th</sup> August, 2014	6 <sup>th</sup> September, 2021	7 <sup>th</sup> September, 2021 to 6 <sup>th</sup> October, 2021
2014-2015	31 <sup>st</sup> July, 2015	31 <sup>st</sup> August, 2022	1 <sup>st</sup> September, 2022 to 30 <sup>th</sup> September, 2022

Members who have not encashed the dividend warrants so far in respect of the aforesaid financial years are requested to make their claim to the Company's Registrar & Share Transfer Agent, M/s. Karvy Computershare Private Limited well in advance of the above due dates.

In terms of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2008-09 to 2014-15, as on the date of the 16<sup>th</sup> Annual General Meeting held on 31<sup>st</sup> July, 2015, on the website of the Company [www.mahindralifespaces.com](http://www.mahindralifespaces.com) and website of the IE&PF [www.iepf.gov.in](http://www.iepf.gov.in);

## M. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH - 13 duly filled in to Karvy Computershare Private Limited;

## N. Members are requested to: a) intimate to the Company's Registrar &amp; Share Transfer Agent, Karvy Computershare Private Limited, changes, if any, in their registered addresses at an early date b) quote their folio numbers / client ID / DP ID in all correspondence;

## O. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio;

## P. Members are requested to note that the Company's shares are under compulsory Demat trading for all investors. Members are, therefore, requested to dematerialise their