

MAHINDRA LIFESPACE DEVELOPERS LIMITED

CIN : L45200MH1999PLC118949

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

Website : www.mahindralifespaces.com **Phone :** 022 67478600 / 8601 **Fax :** 022 2497 5084

Form No. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Mahindra Lifespace Developers Limited

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

BALLOT PAPER

Sr. No.

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID and DP ID No (*Applicable to investors holding shares in dematerialized form)	
4	Class and no. of Shares held	

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item of Business	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited Financial Statement of the Company for the year ended 31 st March, 2015 (including Audited, Consolidated Financial Statement) and the Reports of the Board of Directors and Auditors thereon.			
2.	To confirm the payment of Interim Dividend (Special Dividend by way of an Interim Dividend) and to declare a Final Dividend on equity shares for the Financial Year ended 31 st March, 2015.			
3.	Mr. Uday Y. Phadke (DIN: 00030191), who was appointed as a Director of the Company liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed as a Director of the Company and the vacancy, so created on the Board of Directors of the Company, be not filled.			
4.	Appointment of a Director in place of Mr. Arun Nanda (DIN 00010029), who retires by rotation and being eligible, seeks re-appointment.			
5.	Appointment of M/s. B K Khare & Co, Chartered Accountants, Mumbai (ICAI Registration Number- 105102W), as the 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 and to fix their remuneration.			
	SPECIAL BUSINESS			
6.	Appointment of Mr. Shailesh Haribhakti (DIN 00007347) as an Independent Director not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of this 16 th Annual General Meeting.			
7.	Appointment of Mr. Sanjiv Kapoor (DIN 00004005) as an Independent Director not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years from the date of this 16 th Annual General Meeting.			

Sr. No.	Item of Business	No. of shares held by me	I assent to the resolution	I dissent from the resolution
8.	Appointment of Dr. Prakash Hebalkar (DIN 00370499) as an Independent Director not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years from the date of this 16 th Annual General Meeting.			
9.	Private Placement of Non-Convertible Debentures and / or other Debt Securities upto an aggregate amount of Rs.750,00,00,000 (Rupees Seven Hundred Fifty Crore Only).			
10.	Approval of the Remuneration of the Cost Auditor M/s. A. B. Nawal & Associates, Cost Accountants, Pune for the financial year ended 31 st March, 2015.			
11.	Approval of payment of Commission to Non-executive Directors (other than the Managing Director and / or Whole-time Director, Executive Directors and such of the remainder as may not desire to participate).			
12.	Adoption of new set of Articles of Association in substitution and in place of the existing Articles of Association of the Company.			
13.	Approval of the Material Related Party Transaction(s) between the Company and Mahindra Homes Private Limited, a Joint-Venture Company.			

Place :

Date :

(Signature of the shareholder)

- NOTES** : 1. Kindly read the instructions before filling the form. Last date for the receipt of Ballot Papers by Scrutinizer is Thursday, 30th July, 2015;
2. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

INSTRUCTIONS

Instructions to members opting for voting in physical ballot mode (Sr. No. 1 to 10)

- In terms of Clause 35B of the Listing Agreement, the Company, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Paper along with the Annual Report.
- A member desiring to exercise voting by using Ballot Paper shall complete the enclosed Ballot Paper with assent (**FOR**) or dissent (**AGAINST**) by placing a tick mark (✓) in the appropriate column and send it to the Scrutinizer, Mr. Martinho Ferrao, Practising Company Secretary, duly appointed by the Board of Directors of the Company, at the address: Mr. Martinho Ferrao, Practising Company Secretary, Unit: Mahindra Lifespace Developers Limited. Level 3, 301 Dhun Building, Janmabhoomi Marg, Fort, Mumbai – 400001, so as to reach by 5.00 p.m. on Thursday, 30th July, 2015, in the enclosed postage prepaid self-addressed envelope. Ballot Papers deposited in person or sent by post or courier at the expense of the member will also be accepted at the Registered Office of the Company. The assent / dissent received in any other form / manner will not be considered. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the Ballot Papers will be final. The Ballot Papers received after the said date shall be strictly treated as if the reply from the member has not been received.
- The Ballot Paper 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 Ballot Paper 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 Ballot Paper for every folio / Client ID irrespective of the number of joint members.
- In case of shares held by companies, trusts, societies etc., the duly completed Ballot Paper should be accompanied by a certified true copy of Board Resolution/Authority. Where the Ballot Paper 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 Ballot Paper.
- A member may request for a duplicate Ballot Paper, if so required, by writing to the Company at its Registered Office or by sending an email on Company's investor email id - INVESTOR.MLDL@mahindra.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Paper should reach the Scrutinizer not later than 5.00 pm on Thursday, 30th July, 2015.
- A member need not use all votes nor needs to cast all votes in the same way.
- A member can opt for only single mode of voting i.e. either through e-voting or by Ballot Paper. If a member casts votes by both modes then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the member as on 24th July, 2015 (The 'Cut-off' date).
- Members are requested not to send any other matter alongwith the Ballot Paper 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.
- The Scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The Results shall be declared on or before Monday, 3rd August, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mahindralifespaces.com and on the website of NSDL <https://www.evoting.nsdl.com> and shall be communicated to the Stock Exchanges. The resolution shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Friday, 31st July, 2015.