



MAHINDRA LIFESPACE DEVELOPERS LIMITED

Our Company was incorporated on March 16, 1999 under the Companies Act, 1956. For further details of the change in name and registered office of our Company, please see “History and Certain Corporate Matters” on page 132.

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

Corporate Identification No.: L45200MH1999PLC118949

Tel: +91 (22) 6747 8600; **Fax:** +91 (22) 2497 5084

Contact Person: Suhas Kulkarni, Senior Vice President – Legal, Company Secretary and Compliance Officer

E-mail: rights@mahindra.com; **Website:** www.mahindralifespaces.com

OUR PROMOTER: MAHINDRA AND MAHINDRA LIMITED

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY

ISSUE OF UP TO 10,273,600 EQUITY SHARES WITH A FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 292 PER EQUITY SHARE INCLUDING A PREMIUM OF ₹ 282 PER EQUITY SHARE (“RIGHTS EQUITY SHARES”) FOR AN AMOUNT UP TO ₹ 2,999.89 MILLION ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF MAHINDRA LIFESPACE DEVELOPERS LIMITED (THE “COMPANY” OR THE “ISSUER”) IN THE RATIO OF ONE RIGHTS EQUITY SHARE FOR EVERY FOUR FULLY PAID-UP EQUITY SHARES HELD BY SUCH ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON MARCH 31, 2017 (THE “ISSUE”). THE ISSUE PRICE OF EACH RIGHTS EQUITY SHARE IS 29.20 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, PLEASE SEE “TERMS OF THE ISSUE” ON PAGE 475.

GENERAL RISKS

Investment in equity and equity related securities involves a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors must rely on their own examination of the Company and the Issue including the risks involved. The Rights Equity Shares being offered in the Issue have not been recommended or approved by Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of this Letter of Offer. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (“Securities Act”) and are being offered and sold outside the United States to non – U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act (“Regulation S”). **Investors are advised to refer to “Risk Factors” beginning on page 15 before making an investment in this Issue.**

COMPANY’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares are listed on the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”). We have received “in-principle” approval from the BSE and the NSE for listing the Rights Equity Shares to be allotted pursuant to the Issue *vide* letters dated February 1, 2017 and January 31, 2017, respectively. For the purposes of the Issue, the Designated Stock Exchange is the BSE.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



ICICI Securities Limited

ICICI Centre, H.T. Parekh Marg,
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Tel: +91 (22) 2288 2460; **Fax:** +91 (22) 2282 6580

Email: mldl.rights@icicisecurities.com

Website: www.icicisecurities.com

Investor Grievance E-mail: customercare@icicisecurities.com

Contact Person: Rupesh Khant/ Shekher Asnani

SEBI Registration No.: INM000011179



Karvy Computershare Private Limited

Karvy Selenium, Tower B, Plot Nos. 31-32, Gachibowli,
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Tel: +91 (40) 6716 2222; **Fax:** +91 (40) 2343 1551

E-mail: mldl.cs@karvy.com

Website: www.karisma.karvy.com

Investor Grievance E-mail: einward.ris@karvy.com

Contact Person: M. Muralikrishna

SEBI Registration No.: INR000000221

ISSUE OPENS ON	LAST DATE FOR REQUEST FOR SPLIT APPLICATION FORMS	ISSUE CLOSSES ON
April 12, 2017	April 19, 2017	April 26, 2017

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Letter of Offer, unless the context otherwise requires, the terms defined and abbreviations expanded herein below shall have the same meaning as stated in this section and references to any statute or regulations or acts or policies shall include amendments thereto, from time to time.

In this Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to “our Company”, “the Company” and “the Issuer”, are references to Mahindra Lifespace Developers Limited. References to “we”, “us” and “our” are references to Mahindra Lifespace Developers Limited along with its Subsidiaries, Joint Ventures and Associates on a consolidated basis. References to “you” are to the prospective investors in the Issue.

Company related terms

Term	Description
ADL	Anthurium Developers Limited
Articles/ Articles of Association	The articles of association of our Company, as amended
Associates	With reference to any company, the associate of that company would mean any other company within the meaning of section 2(6) of the Companies Act
Audit Committee	The audit committee of our Board
Board/ Board of Directors	Board of Directors of our Company including any committees thereof, as the context may refer to
Completed Projects	The projects undertaken by us where construction has been completed and completion certificates/occupation certificate have been granted by the relevant authorities
Corporate Office	Our corporate office located at 5 th Floor, Mahindra Towers, Worli, Mumbai 400 018
CSR Committee	The corporate social responsibility committee of our Board
Equity Share(s)	Equity shares of our Company having a face value of ₹ 10 each, unless otherwise specified in the context thereof
Equity Listing Agreement/ Listing Agreement	Uniform listing agreements entered into under the SEBI Listing Regulations and the erstwhile equity listing agreements entered into between our Company and the Stock Exchanges, as the context may refer to
ESOS / ESOS Schemes	ESOS 2006 and ESOS 2012
ESOS 2006	Employee Stock Option Scheme 2006
ESOS 2012	Employee Stock Option Scheme 2012
Forthcoming Projects	Those projects in respect of which: (i) all title or development rights or other interest in the land is held either directly or indirectly by our Company / Subsidiaries of our Company / Joint Ventures of our Company/partnership firms of our Company; (ii) if required, applications have been made and/or approvals have been received for conversion of use for the land for the intended use; (iii) preliminary management development plans are in place; and (iv) architects have been identified and have commenced work
Group Companies	Such companies, partnership firms and trusts as covered under the applicable accounting standards and also other companies, partnership firms and trusts as considered material by our Board pursuant to a policy on materiality of group companies approved by our Board on January 11, 2017. The Group Companies are listed out in “Group Companies” on page 174
ICPL	Industrial Cluster Private Limited
Independent Directors	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see “Our Management” on page 151
Integrated Cities	Developments which are planned as self-contained townships, and include a combination of industrial and commercial real estate developments, residential real estate developments, as well as infrastructure and amenities such as roads, recreational parks, schools, hotels, hospitals etc.
ITML	Industrial Township (Maharashtra) Limited
Joint Venture(s)	The joint venture(s) of our Company. For details, please refer to the section titled “History and Certain Corporate Matters-Joint Venture” on page 147
KMPs	Key managerial personnel of our Company as disclosed in “Our Management-Key Managerial Personnel” on page 163
KTL	Knowledge Township Limited
Land Inventory	It comprises land in which any of our Company / Subsidiaries of our Company / Joint Ventures of our Company / partnership firms of our Company hold interest, but on

Term	Description
	which there is no planned development as at December 31, 2016
MBDL	Mahindra Bebanco Developers Limited
Memorandum/ Memorandum of Association	The memorandum of association of our Company, as amended
MIDL	Mahindra Infrastructure Developers Limited
MIPCL	Mahindra Industrial Park Chennai Limited
MITL	Mahindra Integrated Township Limited
MRDL	Mahindra Residential Developers Limited
Mumbai Metropolitan Region / MMR	Mumbai, Thane, Palghar, Boisar and Alibaug
MWC	Mahindra World City
MWCDL	Mahindra World City Developers Limited
MCWJL	Mahindra World City (Jaipur) Limited
MWCML	Mahindra World City (Maharashtra) Limited
MWUL	Mahindra Water Utilities Limited
NCDs	Secured Listed Rated Redeemable 10.78% YTM, Non - Convertible Debentures of our Company with a face value of ₹ 1 million each
National Capital Region/ NCR	New Delhi, Gurgaon and Faridabad
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board
Ongoing Projects	The projects in respect of which: (i) all title or development rights, or other interest in the land is held either directly or indirectly by our Company/Subsidiaries of our Company/Joint Ventures of our Company/partnership firms of our Company; (ii) if required, all land for the project has been converted for the intended use; (iii) the requisite approvals for commencement of construction have been obtained; and (iv) the construction of structures in the project is ongoing
Promoter	Mahindra and Mahindra Limited. For details see “Our Promoter and Promoter Group” on page 165
Promoter Group	Promoter group of our Company as determined in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations
Registered Office	The registered office of our Company located at 5 th Floor, Mahindra Towers, Worli, Mumbai 400 018
Registrar of Companies/ RoC	Registrar of Companies, Mumbai located at 100, Everest, Marine Drive, Mumbai 400 002
Restated Consolidated Financial Information	Restated consolidated financial statement of assets and liabilities as at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 and the restated consolidated statement of profits and losses and cash flow statements for the six month period ended September 30, 2016 and for the financial years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 of our Company together with our Subsidiaries, Joint Ventures and Associates
Restated Financial Information	Collectively, the Restated Consolidated Financial Information and Restated Standalone Financial Information
Restated Standalone Financial Information	Restated standalone summary statement of assets and liabilities as at September 30, 2016, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 and the restated standalone statement of profits and losses and cash flow statements for the six months’ period ended September 30, 2016 and for the financial years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012 of our Company
RIBPL	Raigad Industrial and Business Park Limited
RIICO	Rajasthan State Industrial Development and Investment Corporation
Saleable Area	Area for which the buyer or tenant or lessee or licensee or any prospective buyer or tenant or lessee or licensee, as the case may be, is obligated to pay the developer or for which the developer expects that the prospective buyer or tenant or lessee or licensee, as the case may be, will pay or is obligated to pay
Scheme I	Scheme of arrangement dated August 26, 1999 as amended by order dated September 10, 1999, between the Great Eastern Shipping Company Limited and GESCO Corporation Limited
Scheme II	Scheme of arrangement dated October 24, 2001 as amended by order dated December 5, 2001, between Mahindra Realty and Infrastructure Developers Limited and GESCO Corporation Limited
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of our Board
Statutory Auditors/ Auditors	The statutory auditors of our Company, M/s. B.K. Khare & Co., Chartered

Term	Description
	Accountants
Subsidiaries	The subsidiaries of our Company, in accordance with the Companies Act, as disclosed in “History and Certain Corporate Matters-Subsidiaries” on page 138
TIDCO	Tamil Nadu Industrial Development Corporation

Issue related terms

Term	Description
Abridged Letter of Offer	The abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to this Issue in accordance with SEBI ICDR Regulations and the Companies Act
Allot/ Allotted/ Allotment	Unless the context requires, the allotment of Rights Equity Shares pursuant to the Issue
Allotment Date	Date on which the Allotment is made
Allottee(s)	Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment
Applicant	Eligible Equity Shareholder(s) and/or Renouncees who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Letter of Offer, including an ASBA Applicant
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) used by an ASBA investor to make an application authorizing the SCSB to block the amount payable on application in their specified bank account
ASBA Account	Account maintained by an ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the appropriate amount in relation to an application in an ASBA Account maintained with the SCSB
ASBA Applicant/ ASBA Investor	Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process and: (a) Who are holding the Equity Shares in dematerialized form as on the Record Date and have applied for their Rights Entitlements and/ or additional Equity Shares in dematerialized form; (b) Who have not renounced their Rights Entitlements in full or in part; (c) Who are not Renouncees; and (d) Who are applying through blocking of funds in a bank account maintained with SCSBs. All (i) QIBs, (ii) Non-Institutional Investors, and (iii) other investors whose application value exceeds ₹ 200,000, can participate in the Issue only through an ASBA process
Banker to the Issue	HDFC Bank Limited
Bankers to the Company	HDFC Bank Limited, Kotak Mahindra Bank Limited and Yes Bank Limited
Composite Application Form / CAF	The form used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue
Consolidated Certificate	In case of holding of Equity Shares in physical form, the certificate that would be issued for the Rights Equity Shares Allotted to each folio
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries and/or such other website(s) as may be prescribed by the SEBI / Stock Exchange(s) from time to time
Designated Stock Exchange	BSE Limited
Designated Branches	Such branches of the SCSBs which shall collect the CAF or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Draft Letter of Offer	The Draft Letter of Offer dated January 19, 2017 filed with SEBI on January 20, 2017, and which did not contain complete particulars of the Issue Price and Issue Size in terms of the number of Rights Equity Shares proposed to be offered in the Issue and issued by our Company in accordance with the SEBI ICDR Regulations
Equity Shareholder(s)/ Shareholders	The holders of Equity Shares of our Company
Eligible Equity Shareholder(s)	Holders of Equity Shares of our Company as on the Record Date, i.e. March 31, 2017.

Term	Description
	Please note that investors eligible to participate in this Issue exclude certain overseas shareholders. For further details, please see “ <i>Notice to overseas Investors</i> ” on page 10
Investor(s)	Eligible Equity Shareholders and/or Renouncees applying in the Issue
Issue/ Rights Issue	Issue of up to 10,273,600 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 292 per Equity Share including a premium of ₹ 282 per Equity Share for an amount up to ₹ 2,999.89 million on a rights basis to the Eligible Equity Shareholders in the ratio of one Rights Equity Share for every four fully paid-up Equity Shares held by the Eligible Equity Shareholders on the Record Date
Issue Closing Date	April 12, 2017
Issue Opening Date	April 26, 2017
Issue Price	₹ 292 per Rights Equity Share
Issue Proceeds	Gross proceeds of the Issue
Issue Size	The issue of 10,273,600 Rights Equity Shares up to ₹ 2,999.89 million
Lead Manager	ICICI Securities Limited
Letter of Offer	The final letter of offer to be filed with the Stock Exchanges after incorporating the observations received from the SEBI on the Draft Letter of Offer
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please see “ <i>Objects of the Issue</i> ” on page 86
Non-ASBA Investor	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process
Non-Institutional Investors	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB
Qualified Foreign Investors / QFIs	Qualified Foreign Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 (as amended), registered with SEBI under applicable laws in India. A Qualified Foreign Investor may buy, sell or otherwise continue to deal in securities without registration as Foreign Portfolio Investors subject to compliance with conditions specified in the SEBI (Foreign Portfolio Investors) Regulations, 2014
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Shareholders eligible to apply for Rights Equity Shares in the Issue, that is March 31, 2017.
Registrar of Companies/ RoC	The Registrar of Companies, Mumbai
Registrar to the Issue/Registrar	Karvy Computershare Private Limited
Renouncees	Any persons who has / have acquired Rights Entitlements from the Eligible Equity Shareholder
Retail Individual Investor	Individual Investors who have applied for Rights Equity Shares and whose Application Money is not more than ₹ 2,00,000 (including HUFs applying through their karta)
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date
Rights Equity Share(s)	The Equity Share(s) offered in this Issue
SAF(s)	Split Application Form(s)
SCSB(s)	A Self Certified Syndicate Bank, registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries and/ or such other website(s) as may be prescribed by the SEBI / Stock Exchange(s) from time to time
Share Certificate	The certificate in respect of the Rights Equity Shares allotted to a folio in a physical form
Stock Exchanges	BSE and NSE, where the Equity Shares are presently listed and traded
Underwriter	ICICI Securities Limited
Underwriting Agreement	The underwriting agreement dated March 27, 2017 entered into between our Company and the Underwriter
Wilful Defaulter	Company or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such

Term	Description
Working Days	All days other than second and fourth Saturdays of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business

Conventional, General and Industry Terms or Abbreviations

Term	Description/ Full - Forms
₹ / Rs. / Rupees / INR	Indian Rupees
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India as notified under the Companies (Accounts) Rules, 2014
Bn / bn	Billion
BSE	BSE Limited
CrPC	The Code of Criminal Procedure, 1973
CAGR	Compounded annual growth rate being, annualised average year-over-year growth rate over a specific period of time which is calculated using the formula as below: $\{[V(t_n)/V(t_0)]^{1/(t_n-t_0)}\} - 1^*$
	* $V(t_0)$: start value, $V(t_n)$: finish value, $t_n - t_0$: number of years.
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CPC	Code of Civil Procedure Code, 1908
Companies Act	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Copyright Act	Copyright Act, 1957
Copyright Rules	Copyright Rules, 2013
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP / Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant Identification
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
ESOS	Employee Stock Option Scheme
FCNR Account/ FCNR	Foreign currency non-resident account
FDI	Foreign Direct Investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DIPP vide circular no. D/o IPP F. No. 5(1)/2016-FC-1 effective from June 07, 2016
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and amendments thereto
FII(s)	Foreign institutional investors as defined under the SEBI FPI Regulations
Financial Year / Fiscal / FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FSI	Floor Spacing Index
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GIR	General Index Register
GoI or Government	Government of India
GST	Goods and Services Tax

Term	Description/ Full - Forms
HUF	Hindu Undivided Family
HNI	High Net Worth Individual.
ICAI	The Institute of Chartered Accountants of India
IEC	Import Export Code
IFRS	International Financial Reporting Standards
Ind AS	Indian accounting standards converged with IFRS, as notified by the Ministry of Corporate Affairs vide Companies (Indian Accounting Standards) Rules, 2015 in its general statutory rules dated February 16, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
IT Act	The Income Tax Act, 1961
JV	Joint Venture
LC	Letter of Credit
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic Ink Character Recognition
Mn	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
MoU	Memorandum of Understanding
N.A. / NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
ORR	Outer Ring Road
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the Securities Act
RERA	Real Estate Regulatory Authority
RERA Act	The Real Estate Regulation Act, 2016
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Term	Description/ Full - Forms
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Securities Act	U.S. Securities Act of 1933, as amended
SEZ	Special Economic Zone
State Government	The government of a state in India
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
U.S. / USA / United States	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD / US\$	United States Dollars
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
YTM	Yield to maturity

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the SEBI ICDR Regulations, the Depositories Act, 1996 and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “*Terms of the Articles of Association*”, “*Statement of Tax Benefits*”, “*Regulations and Policies*”, “*Outstanding Litigations and Material Developments*” and “*Financial Statements*” on pages 510, 95, 128, 444 and 185, respectively, shall have the meanings given to such terms in these respective sections.

NOTICE TO OVERSEAS INVESTORS

The distribution of the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer or CAF may come are required to inform themselves about and observe such restrictions. We are making this Issue of Equity Shares on a rights basis to the Eligible Equity Shareholders and will dispatch this Letter of Offer/Abridged Letter of Offer and CAFs to such shareholders who have provided an Indian address. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch this Letter of Offer/Abridged Letter of Offer and CAFs, shall not be sent this Letter of Offer/Abridged Letter of Offer and CAFs.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer was filed with SEBI. Accordingly, the Rights Entitlement or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs must be treated as sent for information only and should not be copied, redistributed or acted upon. Accordingly, persons receiving a copy of the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs should not, in connection with the issue of the Rights Entitlements or Rights Equity Shares, distribute or send such document in, into the United States or any other jurisdiction where to do so would, or might contravene local securities laws or regulations. If the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Entitlement or Rights Equity Shares referred to in the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs. Envelopes containing a CAF should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares in this Issue must provide an Indian address.

Any person who makes an application to acquire Rights Entitlement and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that he is authorised to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve the right to treat any CAF as invalid where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF. Neither the delivery of the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAFs nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer.

The contents of the Draft Letter of Offer, this Letter of Offer and Abridged Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Equity Shares. In addition, neither our Company nor the Lead Manager are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act, or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof ("United States" or "U.S.") or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act ("Regulation S")), except in a transaction not subject to, or exempt from the registration requirements of the Securities Act. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. The Rights Entitlements referred to in this Letter of Offer are being offered in India, but not in the United States. The offering to which the Draft Letter of Offer, this Letter of Offer and Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an

offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, the Draft Letter of Offer / this Letter of Offer / Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time.

In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirement of the Securities Act. Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe, is in the United States when the buy order is made. Envelopes containing a CAF should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer, no payments for subscribing for the Rights Equity Shares shall be made from US bank accounts and all persons subscribing for the Rights Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making this issue of Equity Shares on a rights basis to the Eligible Equity Shareholders of our Company and the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer and CAF will be dispatched to the Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlement and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed: (i) that it is not and that, at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; (ii) it is not a U.S. Person and does not have a registered address (and is not otherwise located) in the United States; and (iii) is authorised to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any CAF which: (i) does not include the certification set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorised to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to our Company or its agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF.

Rights Entitlement may not be transferred or sold to any person in the United States.

PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA

Land disclosures

In this Letter of Offer, land referred to as “our land” are lands to which our Company or our Subsidiaries or our Joint Venture in which we have a stake; have title or rights or joint development rights or other interest in the lands, documented framework or lands in relation to which our Company and/or Subsidiaries or other entities in which we have a stake have executed a joint development agreement or an MoU to enter into a joint development agreement or an agreement to sell.

References to our land or our land disclosures in this Letter of Offer does not include references to the land held by our Associates.

Our Land Inventory and Saleable Areas are stated in acres/sq. ft. For the purposes of disclosure in this Letter of Offer, we have converted the area unit from hectares/guntha/ares/sq. meters etc. into acres/sq. ft.

Certain Conventions

All references herein to ‘India’ are to the Republic of India and its territories and possessions and the ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, Central or State, as applicable. Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

In this Letter of Offer, references to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable.

Financial Data

Unless the context otherwise requires, our financial data in this Letter of Offer is derived from the Restated Financial Information of our Company, its Subsidiaries, Associates and Joint Venture which have been prepared in accordance with Indian GAAP, applicable standards and guidance notes specified by the Institute of Chartered Accountants of India, applicable accounting standards prescribed by the Institute of Chartered Accountants of India, Companies Act, as applicable and other applicable statutory and / or regulatory requirements and restated in accordance with the SEBI ICDR Regulations.

Our fiscal year commences on April 1 of each calendar year and ends on March 31 of the following calendar year, so all references to a particular “fiscal year” or “Fiscal” are to the 12-month period ended on March 31 of that year.

Indian GAAP differs in certain significant respects from IFRS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures based on the Indian GAAP financials presented in this Letter of Offer should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Further, with effect from April 1, 2016, we are required to prepare our financial statements in accordance with Ind AS. Given that Ind AS is different in many respects from Indian GAAP under which our financial statements are currently prepared, our financial statements for the period commencing from April 1, 2016 may not be comparable to our historical financial statements. For details in connection with risks involving differences between Indian GAAP and other accounting principles and accounting standards and risks in relation to Ind AS, please see “*Risk Factors – Our transition to the use of the IFRS converged Indian Accounting Standards may adversely affect our financial condition and result of operations.*”, on page 43.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Market and Industry Data

Unless stated otherwise, industry and market data used in this Letter of Offer have been obtained or derived from publicly available information as well as industry publications and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that industry data used in this Letter of Offer is reliable, it has not been independently verified and neither we, nor the Lead Manager nor any of their affiliates, jointly or severally, make any representation as to its accuracy or completeness. The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section *"Risk Factors"* on page 15.

For further details, see *"Risk Factors – Third party statistical and financial data in this Letter of Offer may be incomplete and unreliable."* on page 34.

Currency of Presentation

All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of India; and any reference to 'US\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America.

In this Letter of Offer, our Company has presented certain numerical information in "million" and "crore" units. One million represents 10,00,000, one crore represents 1,00,00,000 and one billion represents 1,00,00,00,000.

Exchange Rate

The following table provides information with respect to the exchange rate for the Indian rupee per US\$1.00. The exchange rates are based on the reference rates released by the Reserve Bank of India, which is available on the website of RBI. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

(in ₹)							
Currency	As on March 31, 2012	As on March 31, 2013	As on March 31, 2014	As on March 31, 2015	As on March 31, 2016	As on September 30, 2016	As of December 31, 2016
1 US\$*	51.16	54.39	60.10	62.59	66.33	66.66	67.95

*Source: RBI reference rate at the end of the period (www.rbi.org.in) In case end of the year/period of any of the respective years/periods is a public holiday, the previous working day has been considered.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Letter of Offer that are not statements of historical fact constitute ‘forward-looking statements’. Investors can generally identify forward-looking statements by terminology such as ‘anticipate’, ‘believe’, ‘continue’, ‘can’, ‘could’, ‘intend’, ‘may’, ‘shall’, ‘should’, ‘will’, ‘would’, ‘future’, ‘forecast’, ‘guideline’ or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies contain projections of results of operations or of financial condition or state other forward-looking information.

Forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results to differ materially from our Company’s expectations include, among others:

- Inability to acquire suitable sites/lands on which we develop our projects at a reasonable cost;
- Any adverse changes in the conditions affecting the real estate market in India;
- Any inability of third party entities whom we rely on for the construction and development of our projects, to perform their obligations in a timely manner, or at all;
- Increase in prices of, shortages of, or delays or disruptions in the supply of building materials;
- Inability to access adequate contract labour at reasonable costs at our project sites across India and work stoppages, shortage of labour and other labour problems;
- Uncertainty of title to our lands;
- changes in government policies and regulatory actions that apply to or affect our business;
- Increase in the rate of interest; and
- Inability to sell our projects at expected prices or at all.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in “*Risk Factors*” on page 15. Whilst we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

SECTION II - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all information in this Letter of Offer, including the risks and uncertainties described below, before making an investment in the Equity Shares. Additionally, the risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occurs, our business, prospects, results of operations and financial condition could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to regulatory environment that may differ significantly from one jurisdiction to another. In making an investment decision, prospective investors must rely on their own examinations of us on a consolidated basis and the terms of the Issue, including the merits and the risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue.

For further details, see “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 108 and 418, respectively, as well as the other financial and statistical information contained in this Letter of Offer. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline.

This Letter of Offer also contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer. For further details, see “Forward-Looking Statements” on page 14.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information.

Internal Risks

1. We may not be able to acquire suitable sites/lands on which we plan to develop our projects on reasonable prices, which may adversely affect our business and growth prospects.

In order to maintain and grow our business, we are required to continuously look for new land parcels on which we plan to develop our projects. There is a constant increase in demand of land for development of residential and commercial properties, consequently, we are experiencing increased competition in acquiring land in various geographies. Our ability to identify and acquire suitable sites/lands is dependent on a number of factors that are beyond our control. These factors include the availability of suitable land at competitive prices, competition from other parties, willingness of landowners to sell land on terms acceptable to us, the ability to obtain an agreement to sell from all the owners where land has multiple owners, availability and cost of financing, encumbrances on targeted suitable land, government directives on land use and procurement of permits and approvals for land acquisition and development. Failure to acquire targeted land, with requisite regulatory sanctions may cause us to modify, delay or abandon our development plans, which could adversely affect our business, prospects, financial condition and results of operations, for example, if a specific parcel of land has been categorized as agricultural land, no commercial or residential development is permitted without a prior approval of the governmental authorities.

Certain of our projects are being developed on large contiguous parcels of land. For example, our Mahindra World City development in Chennai is being built over an area of approximately 1,507.05 acres and our Mahindra World City development in Jaipur is being built over an area of approximately 2,914.20 acres. We cannot assure you that we will be able to continue to acquire ownership rights over new large parcels of land on terms that are acceptable to us, or at all. This may prevent us from developing additional large-format integrated business cities or may cause delays or force us to modify the development of the land at a particular location, which in turn may result in failure to maximise our return or even realise our investments from such parcels of land.

For land acquisition, we enter into MoUs, agreements or similar arrangements with land owners or third parties prior to the transfer or conveyance of title of parcels of land to ensure compliance of certain

conditions by such third parties. Under these agreements, the land owners or third parties, upon satisfactory due diligence, may be required to provide to us all of the original deeds and documents in relation to the land and the lands must be conveyed in our favour within an agreed period of time on completion of conditions precedents. Upon entering into these MoUs, agreements, we may be required to pay these land owners or third parties, certain advances towards the purchase of the lands. Except for the loans and advances aggregating to ₹ 781.79 million as on September 30, 2016, paid for the purpose of purchase of land in Thane, Bhor, Chennai and Jaipur, there is no advance outstanding towards purchase of land and there are no advance monies which have not been recovered till date. In the event that we are not able to acquire the lands covered by these MoUs, agreements, we may not be able to recover all or part of the advance monies paid in relation to these lands.

Our decision to acquire land involves taking into account the cost, quality, size, location and title of the parcel of land, preferences of potential customers, economic potential of the region, return on capital, the proximity of the land to civic amenities and urban infrastructure and the availability and competence of third parties such as architects, surveyors, engineers and contractors. We have an internal assessment process for land selection and acquisition. This includes a due diligence exercise which assesses the title of the land and prepares feasibility reports to assess its development and marketability. Any failure to identify and acquire suitable parcels of land for development in a timely manner may reduce the number of projects that can be undertaken by us and thereby adversely affect our business prospects and results of operations.

2. *Our business depends on the performance of, and the conditions affecting, the real estate market in India and any adverse changes in the conditions affecting these markets can adversely impact our business, financial condition and result of operations.*

Our business is dependent on the performance of the real estate market in India, particularly in and around the Mumbai Metropolitan Region, Pune, Nagpur, the National Capital Region, Hyderabad, Chennai, Bengaluru, Jaipur, Nashik and Ahmedabad, and could be adversely affected if market conditions deteriorate. Further, the real estate market, both for land and developed properties, is relatively illiquid, which may limit our ability to respond promptly to market events. The real estate market may, in the locations in which we operate, perform differently from, and be subject to market and regulatory developments different from, real estate markets in other parts of India. We cannot assure you that the demand for our projects will grow, or will not decrease, in the future. If demand for a project does not meet our expectations, we may alter certain aspects of the project, provided we receive the requisite approvals, or abandon development of the project, which could adversely affect our business and growth prospects.

Real estate projects take a substantial amount of time to develop and we could incur losses if we purchase land during periods when land prices are high, and we have to sell or lease our developed projects when real estate prices are relatively lower. The real estate market may be affected by various factors beyond our control, including prevailing economic conditions, changes in supply and demand for projects comparable to those we develop, availability of consumer financing and changes in applicable governmental schemes. These and other factors may negatively contribute to changes in real estate prices or the demand for and valuation of our Ongoing Projects and Forthcoming Projects, may adversely affect the valuation of our Ongoing Projects, our Forthcoming Projects as well as projects to be developed in the future.

3. *We depend on third party entities for the design, construction and development of our projects and any inability of such third parties to perform their obligations in a timely manner, or at all, could have an adverse effect on our business.*

We enter into joint development, joint ventures and other development agreements with third party entities to design and construct most of our projects in accordance with our specifications, quality standards and under the time frames provided by us. The success of our business collaboration depends significantly on the satisfactory performance by our partners of their contractual and other obligations. We require the services of other skilled third parties, including architects, engineers, contractors and other suppliers of labour and materials. We may not be able to identify appropriately experienced third parties and cannot assure you that skilled third parties will continue to be available at reasonable rates and in the areas in which we undertake our projects, or at all. Consequently, we may be required to make additional investments or provide additional services to ensure the adequate performance and delivery of contracted services and any delay in project execution owing to delay in contracted services could adversely affect

our profitability. The timing and quality of construction of the projects we develop depends on the availability and skill of these third parties, as well as contingencies affecting them, including equipment, labour and raw material shortages and industrial actions such as strikes and lockouts.

As part of our business, we also provide management services through third party service providers to our Mahindra World City developments and to certain of our Completed Projects. Examples of these services include common area maintenance, security services, civil and electrical maintenance and general facilities' management which includes power distribution, back-up power generation, central air conditioning, water supply, drainage pumping, janitorial services, parking management, pest control, fire detection and solid waste disposal and management. We typically outsource these services to third party service providers.

We may only have limited control over the timing or quality of services and sophisticated machinery or supplies provided by such third parties. If such contractors are unable to perform their contractual obligations, including completing our projects within the specifications, quality standards and time frames specified by us, at the estimated cost, or at all, our business and results of operations could be adversely affected.

For example, in certain of our developments, we commit to complete the developments within specified time frames, failing which, we are required to pay liquidated damages to our customers at specified rates for the delay. In addition, we provide defect liability for a period of one year to three years from the date of written notice to the purchaser intimating that the premise is ready for use and occupation and may be held liable for such defects that occur, if any. Even though our contractors may provide us with back-to-back warranties, such warranties may not be sufficient to cover our losses, which could adversely affect our financial condition and results of operations. Further, we cannot assure you that the services rendered by any of our third-party construction contractors will always be satisfactory or match our requirements for quality. While we provide for penalties against our third-party contractors for delays in handing over the project(s), we cannot assure you that these contractors will pay us those penalties in time, or at all, and we may be obligated to incur the cost of delays of the project, which could adversely affect our business, and results of operations. Further, delays and cost overruns have occurred and may occur for reasons not involving the fault of our contractors and for which they therefore do not bear any responsibility to us. For instance, the construction agreements entered by our Company have both fixed price as well as variable escalation clauses. Also, the fixed price contracts depending upon increase in the prices of construction material and labour or inordinate delay, if any, the parties may negotiate and agree for revision in the rates which may lead to cost overrun.

We will require a greater supply of such services as we grow our business and / or expand into new cities and geographies. As a result, we may be required to make additional investments or provide such services to ensure the adequate performance and delivery of contracted services. Any consequent delay in project execution could adversely affect our business, reputation, financial condition and results of operations. If the services of these or other contractors do not continue to be available on terms acceptable to us, or at all, our business and results of operations could be adversely affected.

4. *Increase in prices of, shortages of, or delays or disruptions in the supply of building materials could adversely affect our business and results of operations.*

We procure building materials for our projects, such as steel, cement, ready-mix concrete, flooring products, hardware, bitumen, sand and aggregates, doors and windows, bathroom fixtures and other interior fittings from third party suppliers. The prices and supply of such building materials depend on factors not under our control, including general economic conditions, competition, production levels, transportation costs and import duties. Our ability to develop and construct projects within a budget is dependent upon our ability to source adequate building supplies for use by our construction contractors and at prices acceptable to us. For certain materials, such as flooring products, bathroom fixtures and other interior fittings, we sometimes enter into long-term fixed price contracts with suppliers. During periods of shortages in building materials, especially cement and steel, we may not be able to complete projects according to our construction schedules, at our estimated cost, or at all, which could adversely affect our results of operations and financial condition. In addition, during periods where the prices of building materials significantly increase, we may not be able to pass these price increases on to our customers, which could reduce or eliminate the profits we intend to attain from our projects.

Additionally, our supply chain for these building supplies may be periodically interrupted by circumstances beyond our control, including shortages of skilled labour, work stoppages, transport strikes and labour disputes affecting our suppliers, their distributors, or the transporters of our supplies, poor quality roads and other transportation related infrastructure problems, inclement weather, and road accidents. If any of these risks occur, our financial condition and results of operations could be adversely affected.

5. *Work stoppages, shortage of labour and other labour problems could adversely affect our business, and our operations are dependent on a large pool of contract labour and an inability to access adequate contract labour at reasonable costs at our project sites across India may adversely affect our business prospects and results of operations.*

We operate in a labour-intensive industry and hire contract labour in relation to specific projects. If we are unable to negotiate with the labour contractors or if there is any shortage or disruption in the availability of labour, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. We also require adequate supply of labour for the timely execution of our projects. Our supply of labour may be adversely affected by, among other things, work stoppages and labour disputes. Such events may also increase the price of labour that we can source for our projects. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We cannot assure you that our employees will not unionize, or attempt to unionize in the future. Further, there can be no assurance that we will have adequate access to skilled workmen at reasonable rates and in the areas in which we execute our projects. As a result, we may be required to incur additional costs to ensure timely execution of our projects. This may in turn affect our results of operations.

6. *We face uncertainty of title to our lands, which entails certain risks and may affect our business and results of operations.*

Obtaining title guarantees in India can be difficult as title records provide only for presumptive, rather than guaranteed, title. The original title to lands may be fragmented, and land may have multiple owners. Certain lands may have irregularities of title, such as non-registration of conveyance deeds and inadequate stamping and may be subject to encumbrances and litigation of which we may not be aware. Additionally, some of our projects are executed through development agreements in collaboration with third parties where such third parties own such land. We have an internal assessment process for land selection and acquisition. This includes a due diligence exercise which assesses the title of the land and prepares feasibility reports to assess its development and marketability. Our internal assessment process is based on information that is available or accessible by us. Though we obtain title certificates and title opinions from law firms and satisfy ourselves about the clean and marketable title of the land owner prior to executing a definitive agreement with respect to a land parcel, we cannot assure you that the persons with whom we enter into development agreements have clear title to such lands. Further, the method of documentation of land records in India has not been fully computerized and are updated manually. This could result in investigations of property records being time consuming and possibly inaccurate.

While we conduct due diligence and assessment exercises prior to acquiring land or entering into development agreements with land owners and undertaking a project, we may not be able to assess or identify all risks and liabilities associated with the land, such as non-conversion or improper conversion for the proposed land use faulty or disputed title, unaware of any family person of preceding owner, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped conveyance instruments in the property's chain of title, ownership claims of family members of prior owners, or other defects. As a result, some of our land and future land may not have marketable title. As each transfer in a chain of title may be subject to these and other defects, our title and development rights over land may be subject to various defects of which we are not aware.

As a result, any acquisition made by us in reliance on our assessment of such information, or the assessment of such information by a third party, is subject to risks and potential liabilities arising from the inaccuracy of such information. If such information proves to be inaccurate, any defects or irregularities of title may result in the loss of title over land, and the cancellation of our development plans in respect of such land. While we have identified, and acquired good title land in the past, we may not be as successful in the future. The uncertainty of title to land makes the acquisition process more complicated, may impede the transfer of title, expose us to legal disputes and adversely affect our land valuations.

Some of our Ongoing Projects and Forthcoming Projects are being executed through joint-development or joint-venture arrangements. In these projects, the title to the land may be owned by one or more such third parties and we cannot assure you that the persons with whom we enter into joint-development or collaboration agreements have clear title to such lands. Our title or the title of our joint-development partners may be defective as a result of a failure on our or our partners' part, or on the part of a prior owner, to obtain the consent of all such persons. As a result, most of these lands do not have guaranteed title and title has not been independently verified. The uncertainty of title to land makes the acquisition and development process more complicated and may impede the transfer of title, expose us to legal disputes and adversely affect our land valuations.

Legal disputes in respect of land title can take several years and considerable expense to resolve if they become the subject of court proceedings and their outcome can be uncertain. If we are unable to resolve such disputes with these claimants, we may lose our interest in the land, our right to own the land and we may have to make payments to these claimants as compensation. Further, such litigation could delay the project and adversely affect our business and financial condition. The failure to obtain good title to a particular plot of land and the abandoning of the property as a result may adversely affect the success of a development for which that plot is a critical part and may require us to write off expenditures in respect of the development.

The agreements including our agreements with the customers of our Ongoing Projects, Forthcoming Projects contain provisions which require us to indemnify such parties and pay certain penalties as specified in these agreements in the event of any delay in completion of the development and construction of the property within a specified time, or cancellation of any of the Ongoing Projects or Forthcoming Projects. However, any such delay or cancellation resulting in indemnity or penalty payment by us may have an adverse effect on our business, financial condition and results of operation. As of December 31, 2016, no indemnity or penalty was imposed on the Company by any authority in the past.

7. *We may not be able to develop some or all of our projects or any of the lands or interest in the lands we acquire, owing to various unforeseen events which could have a material adverse effect on our business, prospects, results of operations and financial conditions.*

We intend to expand our current portfolio in the country by pursuing suitable development opportunities in the regions where we currently have no or only limited operations, consequently, strengthening our position in the real estate development sector. However, we may not gain acceptance or be able to take advantage of any expansion opportunities outside our current regions of operations. Additionally, we are also developing several projects wherein our ability to complete our projects or develop our land reserves and generate the anticipated developable area is subject to a number of risks and unforeseen events, including, without limitation, the following:

- our title over the land we own may be defective or could be challenged;
- there may be changes in applicable laws, rules or regulations;
- we may not receive the lands which are supposed to be allocated to us by the governmental authorities, whether as a result of government policies or otherwise; or
- we may not receive the expected benefits of the development rights or the land.

We may not be able to successfully mitigate some or all of the risks of such expansion, which may have an adverse effect on our business, results of operations and financial condition.

8. *We have a significant amount of debt, which exposes us to liquidity, refinancing and interest rate risks. Our indebtedness and the restrictive covenants imposed upon us in certain of our debt facilities could restrict our ability to conduct our business and grow our operations.*

As of December 31, 2016, on a consolidated basis, our indebtedness including current maturities of long term borrowings was ₹ 16,742.38 million. We may not be able to reduce our indebtedness and borrowing costs, and may have to incur new debt or refinance existing debt. Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows and our capacity to service debt in fluctuating interest rate environment. We may not be successful in obtaining additional

funds in a timely manner, on favourable terms, or at all. If we do not have access to these funds, we may be required to delay or abandon some or all of our Ongoing Projects or Forthcoming Projects or we may have to substantially reduce our currently planned capital expenditure and the scale of our operations, which in turn may adversely affect our business, results of operations, financial condition and prospects. Also, no overdue interest has been imposed on the Company by our lenders.

Further, there are restrictive covenants in the agreements that we have entered into with our lenders. Under the terms of certain of our loan agreements, we are required to obtain prior written consent from our lenders for creating, assuming or incurring any additional long-term indebtedness against the assets offered as security for the said facilities. Additional restrictive covenants require us, among other things, to ensure that the loan is utilised only for the end-use as specified in the agreement(s) and to keep the mortgaged properties insured for full market value against all risks. Our Company shall not, without the prior written permission of the bank, (i) amend our Memorandum and Articles of Association or alter our capital structure; (ii) revalue our assets any time during the currency of loan; (iii) change of the registered office or its location from that mentioned in loan application; (iv) formulate any scheme of amalgamation or reconstruction; (v) induct a person who has been identified as a wilful defaulter on our Board and, if such a person, is found to be on our Board, our Company would take expeditious and effective steps for removal of the person from our Board; (vi) implement any scheme of diversification/ modernisation other than incurring routine capital expenditure. Furthermore, some of our arrangements with the lending banks permit the bank to withdraw or recall their loans and the bank may impose overdue interest at the specified rates in the event of any default or may vary the interest rates, without giving us prior notice. We also require prior consent of certain of our lenders for effecting any change in our ownership, control and management. Further, the loan agreements provide that we cannot create any further charges or encumbrances over mortgaged property and that we may not part with hypothecated property or any part thereof without the prior written consent of the lender. Further, under some of our agreements, we are restricted from paying dividends if an event of default has occurred and subsisting, which could adversely affect our financial condition and results of operations.”

If we incur additional indebtedness, the terms of such debt may place restrictions on us which may, among other things, increase our vulnerability to general adverse economic and industry conditions, limit our ability to pursue our growth plans, require us to dedicate a substantial portion of our cash flow from operations to make payments on our debt, thereby reducing the availability of our cash flow to fund project expenditures, meet working capital requirements and use for other general corporate purposes, and limit our flexibility in planning for, or reacting to changes in our business and our industry, either through the imposition of restrictive financial or operational covenants or otherwise, which could adversely affect our financial condition and results of operations.

9. *If we fail to anticipate and respond to customer requirements, our business and prospects could be adversely affected.*

The growing disposable income of India’s middle and upper income classes, together with changes in lifestyles, have resulted in a substantial change in the nature of residential customers’ demands. Increasingly, customers are seeking better housing and better amenities in new residential developments. Our focus on the development of high quality residential accommodation requires us to satisfy these demanding customer expectations. The range of amenities now demanded by customers, especially in the premium segment, includes gardens, community space, security systems, playgrounds, swimming pools, fitness centres, and other sports facilities. As a result, our ability to anticipate and understand the demands of such prospective customers is critical to the success of our residential real estate business.

The growth of the Indian economy has also led to changes in the way businesses operate in India, resulting in a substantial change in the nature of corporate customers’ demands. The growth and success of our large-format integrated developments depends on the provision of required amenities and superior infrastructure and access to attract and retain customers who are willing and able to pay the purchase price at suitable levels, and on our ability to anticipate the future needs and expansion plans of these customers. Therefore, our ability to anticipate and understand the demands of the prospective customers is critical to the success of our real estate business.

If we fail to anticipate and respond to our customers’ requirements, we could lose current or potential customers to competitors, which in turn could adversely affect our business and prospects.

Further, we cannot assure you that customer complaints and dissatisfaction arising from our inability to meet customer requirements will not adversely affect our brand name. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business and results of operations.

10. *If we are unable to continue to benefit from our relationship with our Promoter and the Mahindra group and the “Mahindra” brand, our business and results of operations may be adversely affected.*

We benefit from our relationship with our Promoter and the Mahindra group in many ways, such as reputation and experience. We believe that our customers, vendors and other stakeholders such as lenders and investors perceive the “Mahindra” brand to be that of a trusted provider of quality products and services. Our growth and future success is influenced, in part, by our continued relationship with our Promoter and the Mahindra group. If we cease to benefit from these relationships for any reason, our business and growth prospects may decline and our business and results of operations may be adversely affected.

The brand and trademark “Mahindra” and the associated logo is owned by our Promoter and has been licensed to us and certain Subsidiaries. We cannot assure you that the established “Mahindra” brand name will not be adversely affected in the future by events such as actions that are beyond our control, including customer complaints and dissatisfaction or adverse publicity from any other source. Any damage to this brand name, if not immediately and sufficiently remedied, can have an adverse effect on our business and results of operations. We cannot assure you that we will continue to have the uninterrupted use and enjoyment of the trademark or logo in the event that we are unable to renew the license agreement. We may not be able to prevent infringement of our trademark and a passing off action may not provide sufficient protection. Additionally, we may be required to litigate to protect our brand names. If the rights to use the trademark and the logo, may adversely affect our business and results of operations.

11. *There are outstanding litigations against our Company, Directors, Promoter, Subsidiaries and Group Companies. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, financial condition, results of operations and cash flows.*

As on the date of this Letter of Offer, we are involved in certain civil, tax and criminal legal proceedings, which are pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favour. Decisions in proceedings adverse to our interests may have a significant adverse effect on our business, financial condition, results of operations and cash flows. In relation to tax proceedings, in the event of any adverse outcome, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward.

A summary of pending tax, criminal proceedings and material litigation involving our Company, Directors, Promoter, Subsidiaries and Group Companies is provided below:

Litigations against our Company

Category	Company	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	1	Nil
Civil	Nil	Nil
Direct tax	16	112.39
Indirect tax	15	129.14
Action by regulatory/ statutory authorities	1	-

Litigations initiated by our Company

Category	Company	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	Nil	Nil
Civil	Nil	Nil

Litigations against our Promoter

Category	Promoter	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	4	Nil
Civil	Nil	Nil
Other material pending litigation	2	Nil
Actions by statutory or regulatory authorities	10	Nil
Direct tax	67	7,460.62
Indirect tax	191	28,768.38

Litigations initiated by our Promoter

Category	Promoter	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	116	545.62
Civil	Nil	Nil

Litigations against our Directors

Category	Directors	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	2	Nil
Civil	Nil	Nil
Direct tax	Nil	Nil
Indirect tax	Nil	Nil

Litigations initiated by our Directors

Category	Directors	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	Nil	Nil
Civil	Nil	Nil

Litigations against our Subsidiaries

Category	Company	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	1	Nil
Civil	Nil	Nil
Actions by statutory and regulatory authorities	1	3,217.94
Direct tax	20	334.08
Indirect tax	11	872.30

Litigations initiated by our Subsidiaries

Category	Company	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	2	Nil
Civil	Nil	Nil

Litigations against our Group Companies

Category	Group Companies	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	3	Nil
Civil	3	Nil
Actions by statutory and regulatory authorities	1	Nil
Direct tax	29	5197.18
Indirect tax	49	1,315.90

Litigations initiated by our Group Companies

Category	Group Companies	
	No. of Proceedings	Amount, to the extent quantifiable (₹ million)
Criminal proceedings	8	23.52
Civil	Nil	Nil

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current or long term liabilities or reduce our cash and bank balance. For further details, see “*Outstanding Litigation and Material Developments*” on page 444.

12. *The real estate industry in India is intensely competitive and our inability to compete effectively may adversely affect our business and results of operations.*

The industry in which we operate is highly competitive and fragmented with low entry barriers. Given the fragmented nature of the real estate industry, we often do not have adequate information about the property developments our competitors are developing and accordingly, we run the risk of underestimating supply in the market. Our business plan is to expand across high growth markets in prominent and growing cities in India and we may face the risk that some of our competitors, who are also engaged in real estate development, may be better known in other markets, enjoy better relationships with land-owners and international or domestic joint venture partners, may gain early access to information regarding attractive parcels of land and be well placed to acquire such land. Further, our competitors may commence operations in the vicinity of our developments and may offer their products at competitive prices, resulting in a decrease of sales of our projects.

We face significant competition in our business from a large number of international, national and regional real estate companies who also operate in the same regional markets as us. The extent of the competition we face in a potential property market depends on a number of factors, such as the size and type of property development, contract value and potential margins, the complexity and location of the property development, facilities and supporting infrastructure services, the reputation of our competitors, and the risks relating to revenue generation.

Some of our competitors are larger than us and have greater land reserves or financial resources. They may also benefit from greater economies of scale and operating efficiencies and may have greater experience in regional markets, especially in relation to local laws and regulations. Competitors may, whether through

consolidation or growth, offer more attractive rate of real estate to customers. Our inability to compete successfully in our industry with the new entrants or the existing players may materially affect our business prospects and financial condition. Further, the state or central government may undertake real estate projects similar to ours in the same regional markets in which our projects are located and offer various incentives which will increase supply of real estate projects in the market, increase competition and adversely affect business and results of operations.

13. *Our business is subject to extensive government regulations with respect to land development, which may become more stringent in the future.*

The real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of requirements mandated by Indian laws and regulations, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration and use of land. Certain of these laws vary from state to state. For example, the procedure for obtaining a certificate for change of land use varies from state to state. For details of various regulations applicable to us, see “*Regulations and Policies*” on page 128.

Although we believe that our projects materially comply with applicable laws and regulations and we obtain required approvals and permits (including approvals related to the conversion of agricultural land to non-agricultural land and industrial to residential land in certain cases), the regulatory authorities may allege non-compliance and may subject us to regulatory action in the future, including penalties, orders to stop work, seizure of land and other civil or criminal proceedings which may affect the development of our projects, and as a result, adversely affect our business and results of operations. In addition, such laws and regulations may change in the future, requiring the expenditure of resources and changes in development plans, among other things, which would adversely affect our business, financial condition and results of operations. For example, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (the “**Land Acquisition Act**”) has been enacted to govern processes in relation to land acquisition in India. The Land Acquisition Act incorporates additional restrictions on land acquisition (for instance, restrictions on the acquisition of certain types of agricultural land) and includes provisions relating to the compensation, rehabilitation and resettlement of affected persons which may make the acquisition of land, particularly for large format developments, significantly more cumbersome, which could in turn adversely affect our business. The development plans and development control regulations of the various cities in which we operate are subject to change which may affect our business.

14. *If we are not able to implement our growth strategies or effectively manage our growth, our business and results of operations could be adversely affected.*

We have embarked on a growth strategy which involves a substantial expansion of our current business. Further, we may venture into new regions and new customer segments in future. Such a growth strategy places significant demands on our management as well as our financial, accounting and operating systems. Even if we have successfully executed our business strategies in the past, we cannot assure you that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. Our failure to execute our growth strategy may result in our inability to maintain prior rates of growth.

We are currently engaged in the development of residential properties in the medium and premium range of the real estate market. We entered the affordable housing business with the launch of two projects at Avadi, Chennai and Boisar, Maharashtra. Affordable housing projects typically entail small operating margins as compared to our other Ongoing Projects.

We are currently engaged in the development of two integrated business cities in Chennai and Jaipur, which have been executed through the public-private partnership model. We also intend to develop industrial clusters which may not be executed through the public-private partnership model and may not have the scale of social infrastructure as envisaged in the Integrated Business Cities. These projects may entail small operating margins as compared to our integrated cities.

Our foray into affordable housing and industrial clusters could face unexpected consequences such as lack of expected response from customers, change in tax regime relating to SEZs, inability to reach the targeted

consumer base, delays or other difficulties impacting our ability to develop these projects in a timely manner.

Implementation of our growth strategy will require significant management resources. As we expand our operations, we may be unable to manage our business efficiently, which could result in delays, increased costs and affect the quality of our projects, and may adversely affect our reputation. Such expansion also increases the challenges involved in preserving a uniform culture, set of values and work environment across our business operations, developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems, recruiting, training and retaining management, technical and marketing personnel, maintaining high levels of customer satisfaction, and adhering to health, safety, and environmental standards. Our failure to manage our growth could have an adverse effect on our business and results of operations.

Each of the elements of new project initiatives that we develop to grow our business carries significant risks, as well as the possibility of unexpected consequences, including:

- acceptance by and sales of the new project initiatives to our customers may not be as high as we anticipate;
- our marketing strategies for the new projects may be less effective than planned and may fail to effectively reach the targeted customer base or engender the desired consumption;
- we may incur costs exceeding our estimates as a result of unforeseen events such as economic downturn and sustained inflationary trends, which may be beyond our control;
- we may experience a decrease in sales of certain of our existing projects as a result of the introduction of new projects nearby; and
- any delays or other difficulties impacting our ability, or the ability of our third-party contractors and developers, to develop and construct projects in a timely manner in connection with launching the new project initiatives.

In the event of failure on our part to successfully implement our business strategies and our development plans for any of the foregoing reasons, our business and financial condition could be adversely affected.

15. *Some of the parcels of land that we intend to acquire for development may be classified as “agricultural land” or “green belt area”, classifications which do not permit commercial or residential development unless certain permissions are obtained.*

Certain parcels of land that we intend to acquire for development may be classified as “agricultural land”. No commercial or residential development is permitted on land classified as “agricultural land” without obtaining the prior approval of local authorities, including the conversion of such land to the appropriate zone for development. We cannot assure you that we will be able to obtain the requisite permission and conversion by the relevant authorities to convert the use of such land for non-agricultural development purposes in a timely manner, or at all. If we do not receive permission and conversion in a timely manner, we may not be able to develop such project as planned, or at all, which could adversely affect our business, prospects and results of operations.

“Green belt area” refers to land within a restricted area as declared by the respective state Government. On land falling within “green belt area” no commercial or residential development is permissible. No large-scale construction activity is permitted in the villages falling within the green belt area. Any other form of activity would require the prior consent of the relevant authority. The procedure for obtaining a certificate for change of land use varies from state to state in India. We commence development on such land upon receiving requisite approvals from the relevant authorities for the conversion of its usage to commercial and residential purpose as the case may be. No commercial or residential development is permitted on agricultural land without the conversion of such land for development. We cannot assure you that we will be granted or will obtain permission to develop such land for purposes other than those mentioned above which could adversely affect our business, prospects, financial condition and results of operations.

16. Sales of our residential and commercial projects depends on the ability of our prospective customers to purchase property and availability of financing and tax benefits to potential customers, particularly, the buyers of residential properties.

The consumers in the real estate market have been cautious on account of the prevailing conditions in the global and Indian credit markets in the recent past and the consumer sentiment continues to be the same in the near-future. Additionally, any changes in the tax treatment with respect to the repayment of principal on housing loans and interest paid on housing loans may further affect demand for residential real estate. There are various tax benefits under the Income Tax Act which are available to the purchasers of residential premises who utilise loans from banks or financial institutions. Any unfavourable changes in respect of tax benefits or interest rates could adversely affect the ability or willingness of our potential customers to purchase residential apartments. The interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability of our real estate projects. Any changes in the home loans market, making home loans less attractive to our customers may adversely affect our business, future growth and results of operations.

17. Our joint venture/shareholder agreements with certain investors contain certain consent requirements and other provisions, which may adversely affect our business.

We had entered into shareholder/joint venture agreements with counterparties such as Tamil Nadu Industrial Development Corporation Limited, Rajasthan State Industrial Development and Investment Corporation Limited, SCM Real Estate (Singapore) Private Limited, Sumitomo Corporation and B.E. Billimoria & Co. Limited (together, the “Investors”). Certain business and operational decisions will require the prior consent of the relevant Investor, such as, among other things, acquiring land, changing aspects of the project, commencing new business operations and incurring indebtedness beyond certain levels. We cannot assure you that we will not be prevented from implementing decisions which could be beneficial to our business. In addition, there could be delays in making such business decisions. Some of these agreements also contain certain rights for the Investors where our Company will be required to repay the Investors their investment amounts in certain circumstances.

If any of these risks materialise, or if the performance of our joint venture companies is adversely affected, our business and results of operations may be adversely affected.

18. A downgrade of our credit ratings may increase our cost of borrowing and make our ability to raise new funds in the future more difficult.

CRISIL Ratings has given our Company the following ratings: (i) ‘AA-/Stable’ for non-convertible debentures; (ii) ‘AA-/Stable’ for long term loan facilities; and (iii) ‘A1+’ for short term loan facilities. India Ratings and Research Private Limited has affirmed our Company’s long term issuer rating as ‘IND AA’. A downgrade of our credit ratings may increase our cost of borrowing and make our ability to raise new funds in the future more difficult. We cannot assure you that any downgrading of our credit ratings will not take place in the future. Any downgrading of our credit ratings could increase our cost of raising funds and impair our ability to raise new funds, thereby adversely affecting the perception of our financial stability, our reputation and our business.

19. There may be delays, time and cost overruns in relation to our Ongoing Projects, Forthcoming Projects and any future projects and there may be delays and cost overruns in relation to our projects which may have an adverse effect on our business, financial condition and results of operations

Property developments typically require substantial capital outlay during the construction phase which may take an extended period of time to complete, and before a potential return can be generated. The time and costs required to complete a property development may be subject to substantial increases due to many factors, including shortages of, or price increases with respect to, construction materials or equipment, technical skills and labour, construction delays, unanticipated cost increases, changes in the regulatory environment, adverse weather conditions, third party performance risks, environmental risks, changes in market conditions, delays in obtaining the approvals and permits from the relevant authorities and other unforeseeable problems and circumstances. Any of these factors may lead to delays in, or prevent the completion of a project and result in costs substantially exceeding those originally budgeted for. The cost overruns may not be adequately compensated by contractual indemnities or passed on to the customers, if any, which may affect our results of operations.

We have not obtained all sanction plans to commence construction in relation to our Forthcoming Projects and any future projects. We are in the process of making applications to the relevant regulatory authorities in connection with the development of these projects. As some of our projects are still in various stages of development, the proposed use and development plans for these projects may be subject to further changes, as may be decided by us, keeping in mind various factors including the economic conditions, the prevailing preferences of the consumers and those central and local regulations, which may be applicable to us. We cannot assure you that we shall receive any of the underlying approvals in a timely manner or at all, and there may be unscheduled delays and cost overruns in relation to Ongoing Projects, Forthcoming Projects and any future projects, and we cannot assure you that we will be able to complete these projects within the stipulated budgets and time schedules, or at all. In past, there has been instances of delays, time and cost overruns due to various reasons. For instance, the execution of our project named 'Aura' at Gurgaon, Haryana, got delayed on account of an order dated September 1, 2012, issued by the Deputy Commissioner of Gurgaon to our Company prohibiting use of ground water or purchased water for the purposes of construction activities ("Order"). As per the Order, our Company was required to dismantle borewells and halt all construction activities until a confirmation from the Administrator, Haryana Urban Development Authority could be produced, stating that our Company was treating recycled water or grey water from a sewage treatment plant for use in construction activities instead of ground water. Pursuant to the Order, our Company installed sewerage treatment plant at the said project to process grey water to make it fit for use in construction activities. The entire process of installation of the sewage treatment plant at the said project delayed the development of the said project by more than one month.

Further, the delivery of 'Aqualily', one of our projects at Chennai, got delayed mainly due to floods that had impacted Chennai in December 2015, due to which completion and hand over got delayed. Consequently, our Company paid ₹ 2.28 million as compensation to our customers.

Delays could also result due to delays on part of our contractors, and while we mostly provide for penalties against our third-party contractors for delays in handing over the project, there can be no assurance that these contractors will pay us those penalties in time or at all, and we incur and may have to incur the cost of delays of the project which may adversely affect our results of operations and financial condition. Further, delays, time and cost overruns may occur for reasons not involving the fault of our contractors and for which they therefore do not bear any responsibility to us. As we would incur the cost of delays, time and/ or cost overruns, this may adversely affect our business, financial condition and results of operations.

Further, there may be a lag between the time we acquire land and the time we construct and develop a project and sell or lease our inventories. Generally, the time required to complete any real estate construction and development project is significant. Changes to the business environment during such time may affect the costs and revenues associated with the project and can ultimately affect the costs and revenues associated with the project. The actual timing of the completion of a project may be different from its forecasted schedule. Given that the market for properties is relatively illiquid, there may be high transaction costs as well as little or insufficient demand for properties at the expected lease income or sale price, which may limit our ability to respond promptly to market events, such as changes in the prices of the raw materials we utilise in our projects. The risk of owning undeveloped land and unsold inventories can be substantial and the market value of the same can fluctuate significantly as a result of changing economic and market conditions which could adversely affect our business and results of operations. We cannot assure you that we will be able to timely complete our Ongoing and Forthcoming Projects

In addition, any delays in completing our projects as scheduled could result in dissatisfaction among our customers, resulting in negative publicity and lack of confidence among future buyers for our projects. Additionally, we may not achieve the economic benefits expected of such projects. In the event, there are any delays in the completion of such projects, our relevant approvals may lapse. We have in the past experienced time and cost overruns in relation to certain of our projects. We cannot assure you that we will be able to complete all our Ongoing Projects or Forthcoming Projects or any future projects within the stipulated budget and time schedule.

- 20. We depend on our senior management and key personnel and our ability to retain them and attract new key personnel when necessary is an important component of our success. Any loss of our member of**

senior Management or key personnel or our ability to manage attrition levels could adversely affect our business.

The operational success of our Company is attributed to our capable Board and management. We have a Board comprising of eminent professionals who have significant experience in the real estate industry. Our CEO and Managing Director, Anita Arjundas has featured in the 'Fortune 50 Powerful Women in India' each year from the year 2011 and was ranked 28th in the list for the year 2016. The Board and management provides expertise, which enables us to make well-informed decisions in relation to our business and our future prospects. We cannot assure you that we will continue to retain any or all of the senior management and key personnel of our management. The loss of the services of any such key members of our management team could have an adverse effect on our business and the results of our operations.

We do not have non-compete agreements with our KMPs, nor do we maintain key person insurance for all of our senior or other KMPs. Any loss of member of our senior management or other key personnel or the inability to recruit further senior managers or our ability to manage attrition levels could adversely affect our business by impairing our day-to-day operations, hindering our development of new projects and harming our ability to maintain or expand our operations.

21. *There are restrictions on SEZs in India and underlying land of such SEZs, which may adversely affect our status as developer and in turn affect our business and results of operations.*

Under the prevailing law governing SEZs in India, once a SEZ is notified, the developer is restricted from selling or otherwise disposing the land underlying the SEZ. There are, however, certain exceptions pursuant to which certain rights can be created on such land. The land in a SEZ may be demarcated into a processing area for setting up units for manufacturing of products or the provision of services, or an area exclusively for trading or warehousing purposes, or a non-processing area for other activities. The lease period for space in the processing area or the free trade and warehousing zone within a SEZ must be for a minimum period of five years.

The SEZ policy framework is evolving and there could be changes in the SEZ regulations, including changes in norms for land acquisitions and associated compensation mechanisms, land use and development. Changes and/or uncertainties in the GoI or state government policies or regulatory frameworks may slow down and adversely affect the demand for SEZs and thereby adversely affecting our SEZ development plans.

Further, the approvals to develop, operate and maintain SEZs are subject to the fulfillment of certain conditions, including compliance with environmental safety standards, applicable standards relating to planning, sewerage disposal, pollution control, labour laws and execution of certain guarantees. In the event we are unable to comply with the restrictions under such laws governing SEZs in our Mahindra World City developments in Chennai and Jaipur, our status as developer or co-developer may be suspended or withdrawn, which may in turn adversely affect our business, prospects and results of operations.

22. *Fluctuations in market conditions between the time we construct and enter into lease or transfer agreements, may affect our ability to sell our projects at expected prices or at all, which could adversely affect our revenues and earnings.*

We are subject to significant fluctuations in the market value of land and inventories as a result of changing economic and market conditions including changes to the business climate and regulatory environment, local real estate market conditions, perceptions of prospective customers with respect to the convenience and attractiveness of our properties, and changes with respect to competition from other property developments. There is a time gap between our acquisition of land or development rights to the land and the development and sale of our projects, during which, deviations if any, could have a material adverse effect on the business of our company.

Since our real estate investments are relatively illiquid, our ability to mitigate the risk of any market fluctuations is limited. We could be adversely affected if the market conditions deteriorate or if we purchase land or inventories at higher prices during stronger economic periods and the value of the land or the inventories subsequently declines during weaker economic periods. Historically, the Indian real estate market has been cyclical, a phenomenon that can affect the optimal timing for both the acquisition of sites and the sale or rental of our properties. We cannot assure you that real estate market cyclicity will not continue to affect the Indian real estate market in the future. As a result, we may experience fluctuations

in property values and rental income over time which in turn may adversely affect our business, financial condition and results of operations.

23. ***One of our Group Companies, EPC Industrie' Limited ("EPCIL"), filed a consent application before SEBI for compounding and condonation of non-compliance with requirements of regulation 7(3) and 8(3) of the Takeover Regulations and that in case of an adverse outcome, SEBI may initiate proceeding against EPCIL***

The details of the non-compliance by EPCIL are as follows:

EPCIL, one of our Group Companies, has filed a consent application dated February 26, 2011 (re-submitted on September 30, 2011) with SEBI as per the guidelines laid down in circular bearing number EFD/ED/Cir-1/2007 dated April 20, 2007, requesting for compounding and condonation of delay in complying with certain continual disclosure requirements in terms of the erstwhile Takeover Regulations ("**Consent Application**").

Regulation	Due Date of Compliance	Actual Date of Compliance	Delay
8(3) of the SAST Regulations, 1997	April 30, 2003	February 8, 2004	284 Days
8(3) of the SAST Regulations, 1997	April 30, 2005	September 21, 2005	144 Days

The aforementioned delay relates to annual and other continual disclosure requirements under regulation 8(3) and regulation 7(3) of the erstwhile Takeover Regulations in respect of shares held by Garuda Plant Products Limited ("**GPCL**"), the erstwhile promoters of EPCIL. EPCIL stated that it had complied with the requirements of regulation 8(3) of the Takeover Regulations on February 8, 2004 and September 21, 2005. Subsequent to the filing of the Consent Application, EPCIL had submitted revised settlement terms on January 23, 2012, with SEBI and had proposed a settlement amount of ₹ 0.13 million. However, the revised settlement terms were not agreeable to SEBI, and a letter communicating the rejection of the Consent Application was issued by SEBI on September 6, 2012. Subsequently a show cause notice dated November 27, 2013 ("**SCN**") was issued by SEBI to EPCIL under Rule 4 of the SEBI (Procedure for Holding Enquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, read with Section 15-I of the Securities and Exchange Board of India Act, 1992 in connection with the alleged violation/non-compliance. EPCIL received the disclosure under regulation 7(1)(A) of the Takeover Regulations from GPCL on January 2, 2014 ("**Disclosure**"). Immediately upon receipt of the Disclosure, EPCIL, vide its letter dated January 2, 2014 ("**Letter**"), intimated the stock exchange of the receipt of the Disclosure and complied with the requirements of regulation 7(3) of the Takeover Regulations. In response to the SCN, EPCIL filed a revised consent application dated January 8, 2014 before SEBI ("**Consent Application-II**"). SEBI, vide its letter dated February 10, 2014 ("**Letter**"), returned the Consent Application-II, stating that "No application for settlement of any specified proceedings shall be considered if an earlier application with regard to the same alleged default had been rejected". EPCIL, vide reply dated March 4, 2014, responded to the Letter, and made submissions for consideration by SEBI ("**Reply**"). No response has been received by EPCIL from SEBI on this Reply. SEBI, vide its letter dated December 14, 2016, directed EPCIL to attend a personal hearing on January 12, 2017. EPCIL, vide its email dated January 9, 2017, requested for an adjournment and SEBI vide its email dated January 10, 2017 has accepted the request and has indicated that the next date would be communicated in due course.

In case SEBI rejects the Consent Application-II at the scheduled personal hearing, it may proceed against EPCIL for non-compliance and proceedings may be initiated against it under the SEBI Act, any adverse outcome may affect our brand and business.

24. ***We are receiving certain tax benefits, which may not be available to us in the future. Non-availability or discontinuance of any these tax benefits in the future may result in a decrease in our margins, which could in turn have a material adverse effect on our business, financial condition and results of operations.***

Our Mahindra World City, Chennai has three sector specific SEZs, for information technology, apparel and fashion accessories and auto ancillaries and Mahindra World City, Jaipur has two notified IT SEZs and one SEZ each for handicrafts, light engineering and gems and jewellery. These SEZs entitle us to certain income tax benefits, under section 80IAB of the Income Tax Act, 1961 (“**IT Act**”). Under section 80IAB of the IT Act, 100% of the profits derived by a developer, from the business of developing an SEZ, notified after April 1, 2005 under the Special Economic Zones IT Act, 2005, is deductible for a period of ten consecutive assessment years out of 15 years beginning from the year in which an SEZ has been notified by the Central Government. Further, our application for amalgamating our sector specific SEZs into a multi-product SEZ has been approved by Board of Approvals, Ministry of Commerce, Government of India at its 74th meeting held on January 6, 2017. The multiproduct SEZ notification is still awaited.

Further, under section 80IBA of the IT Act, 100% of the profits derived by a developer, from the business of developing and building housing projects, which are approved after June 1, 2016 but before March 31, 2019 are deductible on fulfilment of certain conditions.

Non-availability or discontinuance of any of these existing tax benefits in the future may result in a decrease in our profit after tax margins, which could in turn affect our financial condition. For further details of the tax benefits available to us, see, “*Statement of Tax Benefits*” beginning on page 95.

Changes in, or elimination of, tax incentives may adversely affect our financial condition and results of operations. Further, any withdrawal or reduction or other adverse modification in the income tax regime could have an adverse impact on our business, financial condition and results of operations.

25. *We may be unable to obtain or renew required approvals and permits in a timely manner, or at all, and existing approvals or permits may be suspended or revoked which could have an adverse effect on our business, prospects and results of operations.*

In order to develop and complete a real estate project, developers must obtain various approvals, permits and licenses from the relevant administrative authorities at various stages of project development, and developments may have to qualify for inclusion in local “master plans”. For further details please see “*Government and Other Approvals*” on page 453.

Though we may have been able to obtain the necessary approvals in the past, we cannot assure you that we will be able to obtain approvals in relation to our Ongoing, Forthcoming Projects and projects to be entered into in the future at such times or in such form as we may require, or at all. The laws and regulations, under which we and our subcontractors operate, may result in delays or stoppage in construction and development, causing us to incur substantial compliance costs and other increased costs, and prohibit or severely restrict our real estate and construction businesses. If we are unable to continue to acquire, construct and develop land and deliver products as a result of these restrictions or if our compliance costs increase substantially, our business, financial condition and results of operations may be adversely affected. Further, some of the approvals we have applied for are currently pending and we may need to apply for renewal of approvals which may expire from time to time, in the ordinary course of our business.

There may also be delays by the regulatory bodies beyond the anticipated time frame in reviewing our applications and granting approvals or the approvals issued to us may be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If we fail to obtain or renew, or experience delays in obtaining or renewing, the requisite governmental approvals, or if any approvals are suspended or revoked, the schedule of development and the sale of our projects could be disrupted or impeded, which could have an adverse effect on our business, prospects and results of operations.

26. *Some of our Group Companies have incurred losses in the past.*

Some of our Group Companies have incurred losses in the last three Fiscals. The profit/ loss figures for the preceding three financial years of such Group Companies, on a consolidated basis, wherever applicable, are as follows:

Name of loss making Group Company	Profit / (Loss) after tax for the Financial Year		
	2016	2015	2014
Topical Builders Pvt Ltd.	(2.39)	(3.67)	(0.40)
Kismat Developers Pvt Ltd.	(0.03)	(0.01)	(0.01)

(₹ in million)

Mahindra Inframan Water Utilities Pvt Ltd.	(0.12)	0.03	0.03

We cannot assure you that our Group Companies will not incur losses in the future. For further details, see, “Group Companies” on page 174.

27. Some of our Subsidiaries and our Joint Venture have incurred losses in the past.

Some of our Subsidiaries have incurred losses in the last three Fiscals. The profit/ loss figures for the preceding three financial years of such Subsidiaries are as follows:

(₹ in million)

Name of loss making Subsidiary	Profit / (Loss) after tax for the Financial Year		
	2016	2015	2014
Mahindra Infrastructure Developers Limited	(1.01)	(160.14)	(2.61)
Knowledge Township Limited	(0.06)	0.02	(0.06)
Mahindra World City (Maharashtra) Limited	(0.04)	(0.03)	(0.03)
Anthurium Developers Limited	0.48	0.25	(0.05)
Industrial Cluster Private Limited (Formerly known as Mahindra Housing Private Limited)	(0.05)	(0.06)	(0.06)
Mahindra Industrial Park Chennai Limited	(13.30)	(0.11)	NA
Mahindra Integrated Township Limited	49.94	405.14	(51.60)
Industrial Township (Maharashtra) Limited	0.04	(0.11)	(0.04)
Raigad Industrial and Business Park Limited	(0.05)	(0.05)	(0.05)

Further, our Joint Venture has incurred losses in the last three Fiscals. The profit/ loss figures for the preceding three financial years of such Joint Venture is as follows:

(₹ in million)

Name of Joint Venture	Profit / (Loss) after tax for the Financial Year		
	2016	2015	2014
Mahindra Homes Private Limited	66.21	(141.59)	(10.55)

We cannot assure you that our Subsidiaries and Joint Venture will not incur losses in the future. For further details of our Subsidiaries and Joint Venture, see, “History and Certain Corporate Matters-Subsidiaries” and History and Certain Corporate Matters-Joint Venture” on pages 138 and 147, respectively.

28. Our business is subject to changes in tax rules and regulations or policies imposed by the Government of India or other state governments that could adversely affect our business, financial conditions and results of operation.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and financial condition, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

In particular, the central and state tax scheme in India is extensive and subject to change from time to time. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time.

A new GST regime, which is expected to enlarge the scope of the services tax, has been recently introduced in India and proposed to be implemented from July 1, 2017. The Constitution (101st Amendment) Act 2016, which received presidential assent on September 8, 2016, authorizes the GoI and state governments

to introduce the GST. The GST Council will recommend rates of tax, period of levy of additional tax, principles of supply, special provisions to certain states, goods and services subject to or exempt from GST, model GST legislation etc.

The effective GST rates are expected to be determined in the next few months. As a positive result of the new GST regime, we may be able to avail input tax credit on the purchase of goods (presently, value-added tax input tax credit is not available to service providers). As a negative result of the new GST regime, our cash flow may be subject to pressure as input tax credit can be availed only after the buyer or supplier discharges their tax liability by completing and filing their GST return.

We may be impacted by the introduction of the GST, and as of now, cannot predict its impact on our business, financial condition and results of operations, as it would depend upon the final structure in which GST is implemented. We are unable to provide you any assurance with respect to any aspect of the tax regime following implementation of the GST. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

29. *We are subject to certain covenants pursuant to the debenture trust deed in relation to the NCDs issued by our Company.*

During the Fiscal 2014, our Company has issued NCDs aggregating to ₹ 5,000 million, in three series, Series I having a coupon rate of 0% per annum, and Series II and III having a coupon rate of 8% per annum, payable annually. The NCDs are listed on the wholesale debt segment (WDM) of the BSE. The NCDs have been issued pursuant to an information memorandum dated April 4, 2013.

In terms of the debenture trust deed dated July 1, 2013, as amended on September 27, 2013 (“**Debenture Trust Deed**”), our Company is subject to various covenants inter alia: (i) restriction on the creation of any encumbrance on the property mortgaged under the Debenture Trust Deed; (ii) restriction on declaration of dividend without prior intimation to Axis Trustee Services Limited; (iii) restriction on making an application for voluntary winding up; and (iv) restriction on amendment to constitutional documents; Further, as per the Debenture Trust Deed, our Company shall ensure that “Mahindra” will be part of the Company’s name at all times during the tenure of NCD facility. In case our Company intends to change its name without the “Mahindra” name, it shall seek approval from majority debenture holders and such approvals shall not be unreasonably withheld. In case the majority debenture holders do not approve the change in name, our Company shall have an option to pay the outstanding amount without any prepayment penalty. Our Company is required to intimate the debenture holders/trustees on the happening of any of the following events: (a) undertaking any new project, diversification, modernisation, or substantial expansion of any project (b) creating any subsidiary or permit any company to become our subsidiary (c) undertaking or permit any merger, consolidation, reorganisation, scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction. Any breach of the covenants under the Debenture Trust Deed by our Company shall constitute an event of default and our Company may be required to accelerate redemption of the NCDs along with the accrued interest. Further, the NCD holders shall have the right to recall the outstanding amount on the NCDs – (i) if the rating of the NCDs falls below A- by CRISIL; and (ii) our Promoter ceases to be our holding company. Any of these actions would adversely affect our results of operations, cash flows and financial condition.

30. *Compliance with, and changes in, safety, health and environmental laws and various labour, workplace and related laws and regulations may impose additional costs and may increase our compliance costs and as a result may adversely affect our business and results of operations.*

Compliance with, and changes in, safety, health and environmental laws and various labour, workplace and related laws and regulations may increase our compliance costs and, as a result, adversely affect our business and results of operations. We are subject to a broad range of safety, health and environmental laws and various labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on noise emissions, air and water discharges, on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. In addition, we are required to conduct an environmental assessment of our projects before receiving

regulatory approval for these projects. These environmental assessments may reveal material environmental problems, which could result in us not obtaining the required approvals. If environmental problems are discovered during or after the development of a property, we may incur substantial liabilities relating to cleanup and other remedial measures and the value of the relevant projects could be adversely affected.

While we believe, we are in compliance in all material respects with all applicable safety, health and environmental laws and regulations, the discharge of raw materials that are chemical in nature or of other hazardous substances or other pollutants into the air, soil or water may nevertheless cause us to be liable to the Government or to third parties. In addition, we may be required to incur costs to remedy the damage caused by such discharges, pay fines or other penalties for non-compliance, which may adversely affect our business and results of operations.

31. *The real estate business is to a certain extent seasonal and such seasonality may affect our operating results.*

Our operations may be adversely affected by difficult working conditions during the monsoon season from June to September that may restrict our ability to commence construction activities and fully utilise our resources. Our business is also cyclical and fluctuates in line with the general economic and real estate industry cycles.

32. *Some of our historical corporate records of our Company are not traceable. We cannot assure you that these records will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.*

Our Company is unable to trace certain records pertaining to historical secretarial information in relation to certain disclosures in this Letter of Offer viz.: (i) share transfer form in relation to acquisition of 12,566,126 Equity Shares by MRIDL in Fiscal 2001; and (ii) share transfer form in relation to acquisition of 12,566,126 Equity Shares by Mahindra and Mahindra Limited on February 23, 2004. Accordingly, we have placed reliance on other documents, including the order passed by the Bombay High Court pursuant to the Scheme II, annual returns of our Promoter, demat statement(s), audited financial statements, minutes of the meetings of our Board and shareholders for corroborating the share capital history and promoter build-up of our Company for such period. We cannot assure you that these filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

33. *Some or all of our outstanding receivables against the bookings may not be timely received in the future which may adversely affect our business prospects, financial conditions and results of operations.*

Our customers, at times, default and/or delay in making timely payments to us for our products and services. As of December 31, 2016, our total receivables from the customers was ₹ 1364.58 million. The outstanding receivables may or may not be received in future, which may adversely affect our cash flow and result of operations.

34. *We are subject to penalty clauses under the agreements entered into with our customers, for any delays in the completion or defects in construction of the projects.*

We are not insured against cost overrun risks. We typically agree to a penalty clause in the sale agreements with our customers for delays in delivery, if any. The liability under such a penalty clause is typically a lump sum compensation calculated at ₹ 5 per square foot of the saleable area of the said premises per month of such delay. However, in certain projects, the liability under the penalty clause is a lump sum compensation calculated at nine percent on the amounts received by us from the customer until the original date of possession, for the period from the date of possession until possession is actually offered to our customer. Inclusion of such penalty clauses is in compliance with the provisions of the applicable laws governing the real estate industry. While, we have included these penalty clauses in our existing agreements voluntarily, inclusion of these penalty clauses in such agreements are expected to become mandatory in the future. We cannot assure you that we will always finish the construction or development of our projects in accordance with the timelines specified in such agreements or that the construction of our projects will be free from any and all defects. Any inability to complete these constructions in a timely manner or at all, could result in cancellation by customers of any commitment to purchase in our real estate projects and/ or

refund of any advance deposited with us by any customer as a guarantee for purchase in our real estate projects, and all these factors could adversely affect our business, financial condition and results of operations. In the event, there are any delays in the completion of projects, our relevant approvals and leases may expire or be terminated. We have in the past experienced delays in the completion and handover of our projects and were subjected to payment of compensation to the customers in accordance with agreement with the customers. Non-fulfilment of conditions as stipulated in the agreements may expose us to the risk of liquidated damages or termination of the agreement by the land owners, joint venture partners or other third parties with whom we enter into such agreements.

We cannot assure you that we will always complete the construction or development of our projects in accordance with the timelines specified in such agreements, and as a result we may be liable for penalties under such agreements which may have an adverse effect on our business, financial condition and results of operations.

35. *We do not own a few of the trademarks that we use*

The brand and trademark names “Mahindra Rise,” “Mahindra Lifespaces”, “Mahindra World City,” “Rise,” “Green Red Ridge” and “Grey-Green Ridge” that are used by our Company and Subsidiaries are licensed to us by our Promoter by way of multiple trademark license agreements. For details, see “*Government and Other Approvals-Intellectual Property*” on page 461. We cannot assure you that these brands and trademark names will not be adversely affected in the future by events such as actions that are beyond our control, including customer complaints and dissatisfaction or adverse publicity from any other source. Further, we cannot assure you that we will continue to have the uninterrupted use and enjoyment of all brands and trademark names in the event that we are unable to renew the trademark license agreement. Any damage to these brands and trademark names, if not immediately and sufficiently remedied, can have an adverse effect on our business and results of operations.

36. *Some of the regulatory licenses and approvals for one of our projects is not in our name*

Our project ‘*Luminaire*’ located in the NCR is being developed by us under a collaboration agreement entered into with several other parties (“**Collaboration Agreement**”). The regulatory licenses and approvals for this project have been granted in favour of Base Exports Private Limited (“**Partner**”), one of the parties to the Collaboration Agreement, and such licenses have not been transferred to us. If the Collaboration Agreement gets terminated, we cannot assure you that these licenses and approvals will be transferred to us. In addition, if the relevant authorities determine that we cannot operate our project under the licenses granted to our Partner, our Company would need to obtain separate licenses. If we are unable to obtain and maintain the required licenses and approvals, it may have an adverse impact on our business, results of operations and financial performance.

37. *Third party statistical and financial data in this Letter of Offer may be incomplete and unreliable.*

This Letter of Offer includes information that is derived from industry reports such as “*Resurrecting Chennai – Insights Into City’s Housing Dynamics by CBRE Research*”, “*Bengaluru, The Star that shines the brightest, CBRE Research Report 2016*”, “*The Comeback of Hyderabad, CBRE Research Report 2016*”, “*Urban Transport - Unlocking the Realty Potential – Mumbai Metropolitan Region Infrastructure Development Analysis by Knight Frank*”, “*Residential Investment Advisory Report 2016 by Knight Frank*”, “*India Real Estate – Residential and Office – July – December 2016 by Knight Frank*” and “*Real Estate – By IBEF*” dated December 2016 (the “**Industry Information**”). For details, see “*Industry Overview*” on page 101. Neither our Company nor the Lead Manager, nor any other person connected with this Issue has independently verified the Industry Information. Generally, industry reports and data disclaim the accuracy, adequacy or completeness of industry information provided and further disclaim any responsibility for any errors or omissions in the information provided or for the results obtained from the use of such industry information. Further, such industry information is subject to many assumptions. There are no standard data gathering methodologies in the industries in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that the assumptions considered in the Industry Information are correct or will not change and accordingly our position in the market may differ from that presented in this Letter of Offer. The Industry Information is not a recommendation to invest / disinvest in our Company. Further, generally industry reports and data disclaims all responsibility and liability for any costs, damages, losses, liabilities incurred by any third party including subscribers /

users / transmitters / distributors in the Issue who uses or relies upon the Industry Information or extracts there from. Prospective investors are advised not to unduly rely on the Industry Information when making their investment decisions.

38. *Our operations and the work force on property sites are exposed to various hazards, which could adversely affect our business, financial condition and results of operations.*

We conduct various site studies to identify potential risks prior to the acquisition of any parcel of land or development rights for a parcel of land and its construction and development. However, there are certain unanticipated or unforeseen risks that may arise due to adverse weather and geological conditions such as outbreaks of lightning, floods, landslides, rockslides and earthquakes and other natural hazards. Additionally, our operations are subject to hazards inherent in providing such services, such as risk of equipment failure, impact from falling objects, collision, work accidents, fire, or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage. If any one of these hazards or other hazards were to affect our projects, business, financial condition and results of operations may be adversely affected. Consequently, this might result in additional costs for reconstruction of our projects which are damaged by hazards which may not be covered adequately or at all by the insurance coverage we maintain, and this may adversely affect our business, reputation and financial condition.

39. *There may be possible conflicts of interest between our Company, Group Companies and certain entities forming part of Promoter Group.*

Our Promoter's attention to our Group Companies or certain companies forming part of the Promoter Group, may distract or dilute its attention from our business, which may adversely affect our business, financial condition and results of operations. There is no non-compete agreement in place between us and any of our Group Companies with respect to real estate businesses. There can be no assurance that our Group Companies will not provide comparable services, expand their presence or acquire interests in competing ventures in the locations in which we operate.

40. *Land is subject to compulsory acquisition by the Government under certain circumstances and compensation in lieu of such acquisition may be inadequate. The Right to Fair Compensation and Transparency in Land Acquisition Rehabilitation and Resettlement Act 2013 and the Real Estate (Regulation and Development) Act, 2016, may adversely affect our business and results of operations.*

The right to own property in India is subject to restrictions that may be imposed by the Government. Under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition Rehabilitation and Resettlement Act, 2013 ("**Land Acquisition Act**"), the Government has the right to compulsorily acquire any land if such acquisition is for a "public purpose", after compensating the owner. The compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such actions may increase as the central and state Governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports and townships. Any such action in respect of any of the projects in which we are investing or may invest in the future may adversely affect our business, financial condition or results of operations.

The Land Acquisition Act incorporates additional restrictions on land acquisition such as, restrictions on the acquisition of certain types of agricultural land, and includes provisions relating to the compensation, rehabilitation and resettlement of affected persons. Under the Land Acquisition Act, land can only be acquired by the Government for a public purpose such as the provision of land for planned development or for public interest use by the Government or public private partnerships or private companies for the production of public goods or the provision of public services. In the event of acquisition of land in the public interest for private companies, the consent of at least 80.0% of the project affected people must be obtained. Further, minimum compensation calculated in accordance with the Land Acquisition Act must be paid to those whose land is acquired. The minimum compensation is based on the market value of the land which must be the higher of, the minimum land value specified in the Indian Stamp Act, 1899 for the registration of sale deeds or agreements to sell or the average sale price for similar type of land situated in the nearest village or vicinity, calculated in accordance with the provisions of the Land Acquisition Act. The Land Acquisition Act prescribes a minimum compensation of at least four times the market value for land acquired in rural areas and at least two times the market value for land acquired in urban areas.

The relevant district collector may take possession of the land to be acquired only after compensation has been paid and completion of rehabilitation and resettlement of those affected. The Land Acquisition Act proposes that it will apply to all cases of land acquisition where before the date of commencement of this legislation, a notification under section 4 of the Land Acquisition Act, 1894 was issued but the award under section 11 of the Land Acquisition Act, 1894 has not been made. In such cases, land acquisition proceedings under the Land Acquisition Act, 1894 will be considered lapsed upon the commencement of this legislation.

The Land Acquisition Act imposes other restrictions such as no change permitted from the purpose or related purposes for which the land is originally acquired is permitted and no change of ownership of the acquiring entity is permitted without obtaining specific permission from the appropriate Government. The Land Acquisition Act allows states in India to provide for higher compensation than calculated under the Land Acquisition Act. In case land remains unutilised after acquisition for five years or more, the Land Acquisition Act allows states to return the land either to the owner or to the state land bank. We may be required to comply with these provisions regarding compensation and rehabilitation with retrospective effect in relation to a few of our existing land acquisition proceedings which have commenced under the Land Acquisition Act, 1894 and also in relation to the land acquisitions that we make in the future exceeding the applicable threshold limit as may be decided by respective State Governments. This will increase our cost of acquisition of land for development of our large format projects and could restrict our ability to acquire land or development rights over land, which could adversely affect our business and results of operations.

The Real Estate (Regulation and Development) Act, 2016 (“**Real Estate Act**”), of which Rules are under preparation by various States, seeks to regulate the real estate sector to protect the interest of consumers by establishing a Real Estate Regulatory Authority (“**RERA**”) and an appellate tribunal. The Real Estate Act, *inter-alia*, proposes that every person constructing or planning to build, developing or altering any immovable property, or converting any existing undeveloped immovable property or a part thereof for sale with plot size more than 500 sq. meters must register the project under RERA. For this, the developer will need to disclose names of promoter, project layout, plan of development works, land status, status of statutory approvals and other such information. In the absence of such registration, no advertisement or invitation to any member of the public for bookings in the project can be made or advance payment or deposit can be accepted from any proposed buyer. The Real Estate Act also makes it mandatory for developers to launch projects only after acquiring all statutory clearances from relevant authorities. It also requires real estate developers to submit a written agreement for sale or builder buyer agreement along with other documents at the time of project registration. RERA makes it mandatory for the developer to open an escrow account for each project and deposit 70.0% of the amounts realised for the real estate project from the purchasers, from time to time in a separate account to be maintained in a scheduled bank, to cover the cost of construction and that such amount be used only for that purpose.

Further, incorrect or incomplete disclosure will attract applicable penalty of project cost. If a developer leaves a project half-way, for any reason, the association of allottees will have the right to refuse and get their money back with interest. We will be required to comply with its provisions which could affect our business and results of operations.

41. *Our inability to lease out developed areas in Mahindra World City, Jaipur could adversely affect our business and results of operations.*

We are currently in the process of developing Mahindra World City, Jaipur. Companies in the IT/ITeS, handicrafts and engineering industries constitute a significant proportion of our potential customer base for this development. Any adverse effects on these sectors in India may also have a negative impact on our operations. The growth in these sectors in India may not be sustainable and may come under competitive pressure from other countries providing similar services. If these industries were to experience a decrease in revenues or profitability or a slowdown or if companies in these industries were to scale down their operations, we may not be able to lease our developments in Mahindra World City, Jaipur and also adversely affect the value of properties that cater to such sectors in India. Further, an increase in the number of developments anticipating demand for office space for these industries in the cities targeted by us, may increase the supply, thus adversely affecting demand for our developments. If any of these risks materialise, our business, and results of operations could be adversely affected.

42. *Our insurance may be inadequate to cover all losses associated with our business operations.*

We maintain insurance policies in respect of our business, operations, products and workforce. Some of the major risks covered in our all-risk policy are against risk of fire, natural calamities and earthquakes. Our project specific insurance policies also generally cover us against items such as material damage and third party liability. In addition, we also have project specific workmen's compensation policies, contractors all risk policy, group mediclaim insurance policy for our employees, directors and officers liability policy and their families and compact insurance policies for our fixed assets. Our existing insurance coverage may be insufficient to cover all the risks associated with our business and operations. In the case of an uninsured loss or a loss in excess of insured limits, including those caused by natural disasters and other events beyond our control, we may be required to pay for losses, damages and liabilities out of our own funds, which could materially and adversely affect our business, financial condition and results of operations. As on September 30, 2016, the total insurance coverage obtained by our Company covering various risks was ₹ 414.20 million against the tangible fixed assets value of ₹ 276.12 million, resulting in the tangible fixed assets being adequately insured at 150.01% of the net book value of such tangible fixed assets.

To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected. For further details on insurance arrangements, see *"Our Business–Insurance"* on page 126.

- 43. *We recognise revenue from our residential projects based on the percentage of completion method of accounting on the basis of our management's estimates of revenues and development costs on each property. As a result, our revenues and development costs may fluctuate from period to period.***

We recognise the revenue generated from our residential projects based on the percentage of completion method of accounting. See *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 418. Our sales revenues are dependent on various factors such as the size of our developments and the extent to which they qualify for percentage of completion treatment under our revenue recognition policies and general market conditions. Further, we cannot assure you that the estimates used under the percentage of completion method will equal either the actual cost incurred or revenue received with respect to these projects. The effect of such changes to estimates is recognised in the financial statements of the period in which such changes are determined. This may lead to fluctuations in revenues and development costs. Therefore, we believe that period-to-period comparisons of our results of operations may not be indicative of our future performance.

- 44. *We have entered into, and may in the future enter into, certain related party transactions. We cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties or that we will be able to recover the amounts due from related parties.***

We have entered into transactions with related parties, including our Promoter and Directors. The Audit Committee of our Board of Directors reviews our proposals relating to significant related party transactions. Certain transactions we typically enter into with related parties include inter-corporate deposits with related parties and may issue corporate guarantees or offer securities in order to secure the debt obligations of certain related parties. For more information regarding our related party transactions, see *"Financial Statements"* on page 185.

However, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Any future transactions with our related parties could potentially involve conflicts of interest.

- 45. *Certain statements contained in this Letter of Offer are based on current management plans and estimates and may be subject to change.***

Certain information contained in this Letter of Offer, such as, location and type of project, related timelines and our funding requirements presented herein with regard to Ongoing Projects and Forthcoming Projects are based on management plans and estimates and are subject to regulatory approvals and change. The square footage that we may develop in the future with regards to a particular property may differ from what is presented herein based on various factors such as prevailing market conditions, current management plans, change in laws and regulations, competition, title defects, an inability to obtain the required regulatory approvals such as zone conversion, approvals under the local township policy, changes or

modifications in the development norms (such as FSI and zoning, including the Coastal Regulatory Zone), approval of incentive FSI under various regulations, TDR or our understanding of development norms, which may adversely affect our results of operations.

46. Any unsecured loans drawn by us, our Promoter and Group Companies or associates may be recalled by the lenders at any time, which may adversely affect our business, financial condition, results of operation and prospects.

As at December 31, 2016, our unsecured loans on a consolidated basis aggregates to ₹ 3,410.82 million. We along with our Promoter and Group Companies and associates take unsecured loans in the ordinary course of business, including overdraft limits from banks, which may be recalled by the respective lenders at any time, including on account of any default, non-compliance under the terms of the relevant financing arrangements or for other reasons that may be beyond our visibility and control. For more information on our borrowings, see “*Financial Indebtedness*” on page 439.

47. Our Promoter will continue to hold a significant portion of our equity share capital after the completion of the Issue.

As on the date of this Letter of Offer, our Promoter holds 20,846,126 Equity Shares, equivalent to 50.73% of the issued and 50.78% of the subscribed and paid-up Equity Share capital of our Company. After the completion of the Issue, our Promoter will continue to exercise significant control over us, including being able to block actions with respect to our business, which may conflict with our interests. By exercising their rights/control, our Promoter could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

48. We have contingent liabilities and our financial condition could be adversely affected if any of these contingent liabilities materialises.

As of September 30, 2016, our contingent liabilities, on a consolidated basis, aggregated to ₹ 3,848.15 million, in accordance with the provisions of Accounting Standard 29 - “*Provisions, Contingent Liabilities and Contingent Assets*”, and are as set out below:

		(₹ in million)
Particulars	As of September 30, 2016	
a) Claims against the Company not acknowledged as debts represent:		
i) Claims awarded by the Arbitrator to a civil contractor in respect of a project at Mumbai and the Company’s appeal against the award has been admitted by the Mumbai High Court	9.39	
ii) Demand from local authorities for transfer fees on transfer of property, disputed by the Company	12.40	
iii) Claim from welfare association in connection with project work, disputed by the Company	450.00	
iv) Shehri Jamabandi	3,172.85	
b) Tax matters under appeal		
Income Tax		
In respect of certain business incomes re-classified by the Income tax Department as income from house property and other disallowances, the Company has partially succeeded in appeal and is pursuing the matter further with the higher appellate authorities	42.16	
Other demand, for which the Subsidiary Companies are contesting with the Appellate Authorities	59.39	
Indirect Tax		
Other demand, for which the Subsidiary Companies are contesting with the Appellate Authorities	11.96	
c) Guarantee/ Counter guarantee given by Mahindra Infrastructure Developers Limited for its joint ventures	90.00	

If any of aforesaid contingent liabilities materialize, we may have to fulfil our payment obligations, which may have an adverse impact on our profitability, cash flows and result of operations. For further details, see “*Financial Statements*” on page 185.

49. *Our ability to pay dividends in the future will depend inter alia upon available financial resources, investment requirements and taking into account optimal shareholder return.*

As per our 'Dividend Distribution Policy', our ability to pay dividends to our shareholders in the future will depend *inter alia* upon available financial resources, investment requirements and taking into account optimal shareholder return. For details of the dividends paid by our Company, in the last five Fiscals see "Dividend Policy" on page 184. The amounts paid as dividends in the past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividend will be declared or paid or that the amount thereof will not be decreased in the future.

50. *Our registered office and some of our other office premises are not owned by our Company.*

Our registered office is located at Mahindra Towers, 5th Floor, Dr. G.M. Bhosale Marg, Worli, Mumbai 400 018. We have leased this property from Mahindra and Mahindra Limited and the lease is renewed on mutually acceptable terms and conditions. For further details, see "Our Business" on page 108. Further, some of our other office premises are on lease hold basis from third parties, having short notice period of termination. We cannot assure that once the lease period is over, we will be able to renew the lease period at favourable terms or at all. Upon expiration or termination of the lease, in case we are unable to renew the lease period, we cannot assure that we will be able to find a similar office premises on leasehold basis in and around the same location at commercially favourable terms and in a timely manner. This may lead to disruption of our business operations.

51. *Our Statutory Auditors have highlighted an emphasis of matter in our Restated Consolidated Financial Information pertaining to Fiscal 2015*

Our Statutory Auditors report on the Restated Consolidated Financial Information pertaining to Fiscal 2015 included an emphasis of matter on page 190, as follows:

- (a) *We draw attention to the financial statements for the year 2014-15 regarding the realisability of project advance of Rs 1,000 million where commencement of the project has been delayed and which is being settled by the parties out of court. We have relied on management's representation of the realisability of the advance.*
- (b) *We draw attention to the financial statements for the year 2014-15 for the reasons that the management of the Company does not perceive any permanent diminution in the value of long term investment of Rs 155 million in New Tirpur Area Development Corporation ("NTADCL") in view of the revival of the operations being taken by the stakeholders of NTADCL.*

While the above emphasis of matter stand extinguished in Fiscal 2016, Investors are urged to take a note of the emphasis of matters in the course of reviewing and evaluating our Restated Financial Information. For additional information, see the Statutory Auditors' report on our Restated Financial Information, including the notes thereto, included in this Letter of Offer.

52. *We have not entered into any definitive arrangements to utilize certain portions of the net proceeds of the Issue. Our funding requirements and deployment of the Net Proceeds of the Issue are based on management estimates and have not been independently appraised, and are not subject to monitoring by any independent monitoring agency.*

We intend to use the net proceeds of the Issue for the purposes described in the section titled "Objects of the Issue" on page 86. The SEBI ICDR Regulations stipulates the appointment of monitoring agency only where the issue size is in excess of ₹ 5,000.00 million. Since the Issue is for not more than ₹ 5,000.00 million, we will not be appointing a monitoring agency and the deployment of Issue Proceeds will not be monitored by an independent agency.

The objects of the Issue and our funding requirement is based on management estimates and have not been appraised by any bank or financial institution, and are not subject to monitoring by any independent agency. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. The actual amount and timing of our future capital requirements may differ from our estimates. Our management, in accordance with the policies established by our Board from time to time, will have flexibility in deploying

the net proceeds of the Issue. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our management estimates may differ from our estimates, which may have an adverse impact on our business, financial condition, results of operations and cash flows.

53. *Our Promoter may take actions that are not in the best interests of the investors and the value of the Rights Equity Shares may be adversely affected.*

Our Promoter has had, and will continue to have, the ability to exercise a controlling influence over the business. This significant control by our Promoter could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company, even if such corporate event is in the Company's best interest. As a result, the value of the Rights Equity Shares may be adversely affected.

54. *We have experienced negative cash flows in prior periods and may continue to do so in the future, which could have a material adverse effect on our business prospects, financial condition, cash flows and results of operations.*

We have experienced negative net cash flows in the recent periods, the details of which, as per our Restated Consolidated Financial Information, are provided below:

(₹ in million)

Particulars	For the period / year ended					
	September 30, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012
Net Cash (used in) / from operating activities	1,383.87	(2,937.91)	2,997.16	(2,556.90)	(1,583.69)	(516.80)
Net Cash from / (used in) investing activities	1,642.50	(598.95)	424.53	(1,950.62)	(271.83)	(574.41)
Net Cash from / (used in) financing activities	(2,222.76)	4,285.57	(3,361.23)	3,857.49	1,755.85	135.80
Net increase/(decrease) in cash and cash equivalents	803.61	748.71	60.46	(650.03)	(99.67)	(955.41)

Our inability to generate and sustain adequate cash flows in the future could adversely affect our results of operations and financial condition. For more information, please see the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 418 and 185, respectively.

55. *Investors in the Rights Equity Shares may not be able to enforce a judgment of a foreign court against the Company.*

Our Company is a limited liability company incorporated under the laws of India. Except Anish Shah who is a U.S. citizen, all of our Directors and our senior management are residents of India and all the assets of our Company and such persons are located in India.

Decrees in India whether domestic or foreign have to be enforced under the provisions of the CPC and recognition and enforcement of foreign judgments has been laid down under section 13 of the CPC. Additionally, upon the production of a certified copy of the foreign judgment, an Indian court presumes that the judgment was pronounced by a competent court of jurisdiction unless contrary proved. India is not a party to any international treaty with respect to enforcement of foreign judgments. Under section 44A, judgments from courts in reciprocating countries can be enforced directly in India. The CPC only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Thus, in the event of a judgment being passed from a non- reciprocating country against our Company for civil liability, it would not be enforceable in India and it would be required to institute new proceedings in India and obtain a decree from an Indian court. Based on the final judgment obtained from a non-reciprocating country, a fresh suit

can be initiated within three years of obtaining such final judgment. The United States for instance has not been declared as a reciprocating territory for the purposes of the CPC and thus a judgement of a court outside India may be enforced in India only by a suit and not by proceedings in execution.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which include the United Kingdom, Singapore and Hong Kong. For a judgement from a jurisdiction with reciprocity to be enforceable, it must meet the requirements as laid down in the CPC. If the Indian court believes that the amount of damages awarded was excessive or inconsistent with public policy in India, it is unlikely that an Indian court would award damages on the same basis, or to the same extent, as was awarded in a final judgement rendered by a court in another jurisdiction. In addition, any person seeking to enforce a foreign judgement in India is required to obtain prior approval of the RBI, to repatriate any amount recovered pursuant to the execution of the judgement.

External Risks

56. *Recent global economic conditions have been unprecedented and challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.*

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscal 2008 and 2009 adversely affected market prices in the global securities markets, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall, which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum. The referendum was advisory, and the terms of any withdrawal are subject to a negotiation period that could last at least two years after the government of the United Kingdom formally initiates a withdrawal process. Nevertheless, the referendum has created significant uncertainty about the future relationship between the United Kingdom and the European Union, including with respect to the laws and regulations that will apply as the United Kingdom determines which European Union laws to replace or replicate in the event of a withdrawal. The referendum has also given rise to calls for the governments of other European Union member states to consider withdrawal. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Rights Equity Shares.

57. *Political, economic or other factors beyond our control may have an adverse impact on our business, results of operations and prospects.*

The following external risks may have an adverse impact on our business, results of operations and prospects, should any of them materialize:

- the lingering effects of the global economic slowdown have generally dampened business confidence and made the credit markets more volatile, besides negatively impacting other industry players;
- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;
- a downgrade of India's sovereign rating by international credit rating agencies may adversely affect our access to capital and may increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;
- a decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy as well as the valuation of the Indian Rupee, which may adversely affect our financial condition;
- political instability, resulting from a change in government or in economic and fiscal policies, may adversely affect economic conditions in India, which in turn may adversely affect the financial condition, business operations and future prospects of the business;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war; for instance, several parts of Haryana were affected by communal agitation and protests in February 2016. If our operations are disrupted by any such agitation, particularly in locations where we have a significant concentration or presence, our business, results of operations and prospects could be adversely affected; and
- India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in recent years. The extent and severity of these natural disasters determines their effect on the economy. If any of the offices or other facilities were to be damaged as a result of an earthquake or other natural calamities, or if such events should otherwise impact the national or any regional economies, our business, results of operations and prospects may be adversely affected.

58. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations and prospects.*

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The General Anti Avoidance Rules (“GAAR”) are proposed to be effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

In addition, unfavorable changes in existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in applicability or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

59. *The recent currency demonetisation measures imposed by the Government of India may adversely affect our business and the Indian economy.*

On November 8, 2016, the GoI withdrew the legal tender character of the ₹ 500 and ₹ 1,000 denominations of bank notes. These notes were being replaced with a new series of bank notes until December 31, 2016. In an effort to monitor replacement of demonetised notes, the GoI has specified restrictive limits for exchange and withdrawal of currency all over India. The process of demonetisation and replacement of these high denomination notes is likely to significantly reduce the liquidity in the Indian economy being predominantly a cash-based economy. These factors may result in reduction of disposable income and alteration in consumption patterns of the economy in general. While the comprehensive and long-term impact of this currency demonetisation measure cannot be ascertained at the moment, it is possible that there will be a slowdown in the economic activities in India in the short run, given the demonetisation has been carried out in relation to the highest denomination notes.

60. *Our transition to the use of the IFRS converged Indian Accounting Standards may adversely affect our financial condition and result of operations.*

In compliance with the Ministry of Corporate Affairs (MCA) notification dated February 16, 2015, announcing the Companies (Indian Accounting Standards), our Company has prepared its financial statements adopting Ind AS with effect from April 1, 2016. Our Company has already published standalone financial statements for the quarter ended June 30, 2016 and standalone and consolidated financial statements for the six months and quarter ended September 30, 2016 and nine months and quarter ended December 31, 2016 (all unaudited but subjected to limited review) which have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 - "Interim Financial Reporting", prescribed under section 133 of the Companies Act read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. There are significant differences in our financial statements prepared under Ind AS vis-à-vis financial statements prepared under Indian GAAP. As we have adopted Ind AS reporting, going forward, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, there is increasing competition for the small number of IFRS-experienced accounting personnel available as Indian companies begin to prepare Ind AS financial statements which could have an adverse effect on the reporting under Ind AS regime.

61. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Rights Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of the SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

62. *Financial instability in Indian financial markets could adversely affect our results of operations and financial condition.*

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in Asian emerging market countries. Financial turmoil in global economy in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

63. *Civil disturbances, regional conflicts and other acts of violence in India and abroad may disrupt or otherwise adversely affect the Indian economy.*

Certain events that are beyond the control of our Company, such as violence or war, including those involving India, the United Kingdom, the United States or other countries, may adversely affect worldwide financial markets and could potentially lead to a severe economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India's economy. Southern Asia has, from time to time, experienced instances of civil unrest and political tensions and hostilities among neighbouring countries. Political tensions could create a perception that there is a risk of disruption of services provided by India-based companies, which could have an adverse effect on our business, future financial performance and price of the Rights Equity Shares. Furthermore, if India were to become engaged in armed hostilities, particularly hostilities that are protracted or involve the threat or use of nuclear weapons, the Indian economy and consequently Company's operations might be significantly affected. India has from time to time experienced social and civil unrest and hostilities, including riots, regional conflicts and other acts of violence. Events of this nature in the future could have an adverse effect on our ability to develop our business. As a result, our business, results of operations and financial condition may be adversely affected.

64. *Restrictions on foreign direct investment ("FDI") in the real estate sector may hamper our ability to raise additional capital.*

The Government of India permits FDI of up to 100.0% in construction-development projects (which would include, amongst others, development of townships, construction of residential/commercial premises, hotels, resorts, recreational facilities), without prior approval, subject to certain conditions being fulfilled. These conditions relate, among other things, to the minimum area to be developed under a project, minimum capitalization, restrictions on repatriation and the time within which a project is required to be developed. Our inability to raise additional capital, through FDI, as a result of these and other restrictions could adversely affect our business and prospects. Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are permitted subject to compliance with the pricing guidelines and reporting requirements specified by the RBI. Additionally, shareholders who seek to convert the Rupee proceeds from such sale of shares in India into foreign currency and repatriate that foreign currency from India will require the approval from the RBI, unless such sale is made on a stock exchange in India through a stock broker at the market price, and a no objection or tax clearance certificate from the income tax authority. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all.

Risks Relating to the Issue

65. *The price of the Rights Equity Shares may be volatile.*

The trading price of our Rights Equity Shares may fluctuate after the Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian real estate industry and the perception in the market about investments in the real estate industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding new projects, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets in general experience a loss of investor confidence, the trading price of our equity shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our equity shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could adversely affect the price of our equity shares.

66. *Any future issuance of equity shares by our Company or sales of our equity shares by any of our Company's significant shareholders may adversely affect the trading price of our equity shares.*

Any future issuance of Equity Shares by us, or pursuant to ESOS 2006 and ESOS 2012 or any other employee stock option scheme, could dilute your shareholding. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may also adversely affect the trading price of our Equity Shares, and could impact our ability to raise capital through an offering of our securities. We cannot assure you that we will not issue further equity shares or that the shareholders will not dispose of, pledge, or otherwise encumber their equity shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our equity shares.

67. Investors may be subject to Indian taxes arising out of capital gains on the sale of our equity shares.

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which our equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Capital gains arising from the sale of our equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of our equity shares. The above statements are based on the current tax laws. However, the Government has proposed the introduction of the DTC, which will revamp the implementation of direct taxes. If the same is passed in present form by both houses of Indian Parliament and approved by the President of India and then notified in the Gazette of India, the tax impact mentioned above will be altered by the DTC.

Prominent Notes:

1. As of September 30, 2016, our net worth was ₹ 14,332.34 million as per our Company’s Restated Standalone Financial Information and ₹ 16,196.56 million as per our Company’s Restated Consolidated Financial Information.
2. As of September 30, 2016, the net asset value per Equity Share was ₹ 349.26 as per our Company’s Restated Standalone Financial Information and ₹ 394.69 as per our Company’s the Restated Consolidated Financial Information.
3. The average cost of acquisition of Equity Shares by our Promoter is ₹ 132.85* per Equity Share. For further details, see “*Capital Structure-Build-up of our Promoter’s shareholding in our Company*” on page 74.
** The average cost of acquisition of Equity Shares held by our Promoter has been ascertained on the basis of audited financial statements of our Promoter for the relevant financial year. Please see “Risk Factors - Some of our historical corporate records and regulatory filings of our Company are not traceable. We cannot assure you that these form filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.” on page 33.*
4. There has been no financing arrangement whereby our Promoter, Promoter Group, the Directors or their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business during the period of six months immediately preceding the date of this Letter of Offer.
5. There have been no changes to the name of our Company in the three years prior to the filing of this Letter of Offer.
6. Any clarification or information relating to the Issue shall be made available by the Lead Manager and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the Lead Manager who has submitted the due diligence certificate to SEBI for any complaints pertaining to the Issue.
7. For information regarding the business or other interests of our Group Companies in our Company, see “*Group Companies*” and “*Financial Statements*” on pages 174 and 185, respectively.
8. Aggregate short term loan and advances given to related party for the last five years and its value as a percentage of networth of the Company for respective year(s) on standalone and consolidated basis is as follows:

Standalone basis

(in ₹ million)

Fiscal/Period	Net worth	Loans and advances to related party	Percentage of Network
Six-month period ended September 2016	14,332.34	220.81	1.54%
Fiscal 2016	14,009.45	220.76	1.58%
Fiscal 2015	13,231.35	226.26	1.71%
Fiscal 2014	11,373.13	200.00	1.76%
Fiscal 2013	11,896.85	3,162.90	26.59%
Fiscal 2012	11,201.55	2,163.00	19.31%

Consolidated basis

(in ₹ million)

Fiscal/ Period	Net worth	Loans and advances to related party	Percentage of Network
Six-month period ended September 2016	16,196.56	220.96	1.36%
Fiscal 2016	15,633.64	220.91	1.41%
Fiscal 2015	14,749.62	226.41	1.54%
Fiscal 2014	12,616.69	224.88	1.78%
Fiscal 2013	12,930.75	313.92	2.43%
Fiscal 2012	11,549.94	223.62	1.94%

9. Aggregate related party revenue from operations for the last five years and its value as a percentage of revenue of the Company for respective year(s) on standalone and consolidated basis is as follows:

Standalone basis

(in ₹ million)

Fiscal/Period	Revenue from operations	Revenue from operations from Related Party Transactions	Percentage of Revenue from operations
Six-month period ended September 2016	1,843.27	205.88	11.17%
Fiscal 2016	5,029.74	424.66	8.44%
Fiscal 2015	6,240.13	393.59	6.31%
Fiscal 2014	3,070.65	305.32	9.94%
Fiscal 2013	3,515.21	247.28	7.03%
Fiscal 2012	4,689.52	309.99	6.61%

Consolidated basis

(in ₹ million)

Fiscal/Period	Revenue from operations	Revenue from operations from Related Party Transactions	Percentage of Revenue from operations
Six-month period ended September 2016	3,804.32	113.04	2.97%
Fiscal 2016	8,261.62	222.20	2.69%
Fiscal 2015	10,860.98	228.26	2.10%
Fiscal 2014	7,052.57	152.10	2.16%
Fiscal 2013	7,383.38	285.15	3.86%
Fiscal 2012	7,012.66	242.98	3.46%

For details of transactions between our Company and our Group Companies during the last Fiscal, including the nature and cumulative value of the transactions, see “*Financial Statements*” on page 185.

SECTION III - INTRODUCTION

SUMMARY OF INDUSTRY

Overview of the Indian Economy

GDP and Disposable Income

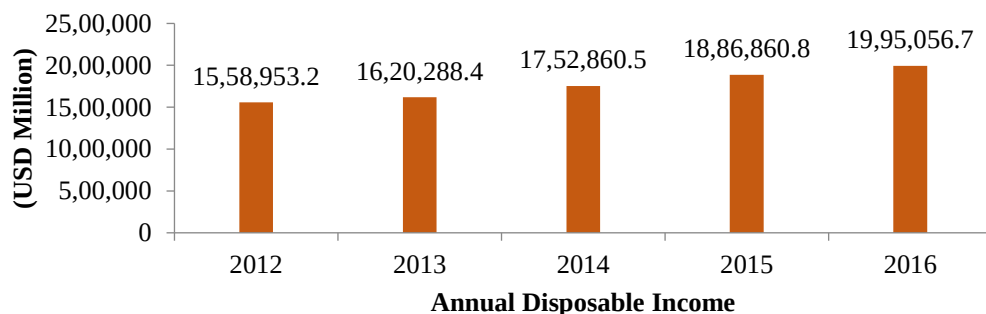
India's GDP will continue to expand at the fastest pace among major economies, with growth forecast at 7.6 percent in 2016–17. Large terms-of-trade gains, positive policy actions, structural reforms—including the introduction of an important tax reform and formalization of the inflation-targeting framework—and improved confidence are expected to support consumer demand and investment. (Source: *The International Monetary Fund's World Economic Outlook as of October 2016*) The following table represents a comparison by calendar year of real GDP growth rates of certain countries:

								(%)
Country	2011	2012	2013	2014	2015	2016P	2017P	2021P
Australia			2.1	2.7	2.4	2.9	3.1	2.8
Brazil	3.9	1.9	3.0	0.1	(3.8)	(3.3)	0.5	2.0
China	9.5	7.9	7.8	7.3	6.9	6.6	6.2	5.8
India	6.6	5.6	6.6	7.2	7.6	7.6	7.6	8.1
Japan	(0.5)	1.7	1.4	0.0	0.5	0.5	0.6	0.6
Russian Fed.	4.0	3.5	1.3	0.7	(3.7)	(0.8)	1.1	1.5
United Kingdom	1.5	1.3	1.9	3.1	2.2	1.8	1.1	1.9
United States	1.6	2.2	1.7	2.4	2.6	1.6	2.2	1.6

Note: Years refer to calendar years; data for 2016, 2017 and 2021 are projections

(Source: *The International Monetary Fund's World Economic Outlook as of October 2016*)

Even though there was an overall slowdown in India's rate of GDP growth since 2011, per capita GDP in India nevertheless grew from an estimated US\$5,500 in 2013 to an estimated US\$6,300 in 2015. (Source: *CIA Factbook*) India's aggregate annual disposable income has been on the rise in recent years. The following graph illustrates the growth of India's aggregate annual disposable income from 2012 to 2016:



(Source: *Euromonitor International India Country Factfile* (www.euromonitor.com/india/country-factfile))

Market Size of Real Estate in India

The real estate and construction industry is an integral part of the Indian economy and plays an important role in the development of the country's infrastructure. The real estate sector's contribution to India's GDP is estimated to increase to about 13% by 2028 and the market size is expected to increase by 7 times, from USD 126 billion in 2015 to USD 853 billion by 2028. Growth in this sector will be driven by multiple factors such as a growing economy, urbanization, policy support, easier financing, epidemiological changes and growth in tourism.

(Source: *India Brand Equity Foundation*, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

The real estate sector comprises of five sub-sectors:

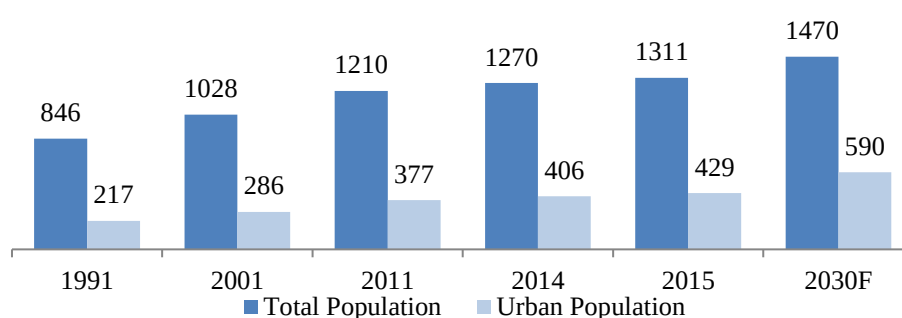
Key Drivers	
Residential Space	Residential segment contributes ~80% of the real estate sector. The demand in this segment is driven by rapid urbanization, growth in population, rise in the number of nuclear families, easy availability of finance, repatriation of NRIs and HNIs and rise in disposable income.
Commercial Space	- The demand in this segment is driven by rapid growth in service sectors (IT/ITeS, BFSI and Telecom), rising demand from MNCs and demand for office space in Tier 2 cities. - Over 40.2 million sq. ft. of corporate real estate space was absorbed in by top seven cities of the country during 2015
Retail Space	- FDI in multi brand retail to boost demand - Organized retail sector is growing 25-30% annually. The demand in this segment is driven by booming consumerism in India and entry of MNC retailers. India's population below 30 years of age having exposure to global retail are expected to drive demand for organised retail.
Hospitality Space	A robust domestic tourism industry, the increasingly global nature of Indian businesses boosting business travel, tax incentives for hotels and higher FSI and expansion of infrastructure during the 12th Five Year Plan are the key drivers of this sector.
SEZs	As of FY16, the Government has formally approved 415 SEZs, of which 205 are operational. Majority of the SEZs are in the IT/ITeS sector.

(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

Growing Urbanization Boosting Real Estate Demand

- India's urban population as a percentage of total population is around 32.7 per cent in 2015 and is expected to rise to 40.0 per cent by 2030
- Better wages and better standard of living is expected to result in an increase in urban population in India to above 600 million by 2031 from 429 million in 2015
- Government initiatives such as various urban development policies and programmes (e.g., JNNURM) are expected to contribute to enhanced urbanisation.
- Urbanisation and growing household incomes are driving demand for residential real estate and growth in the retail sector

Population breakdown of India (million)

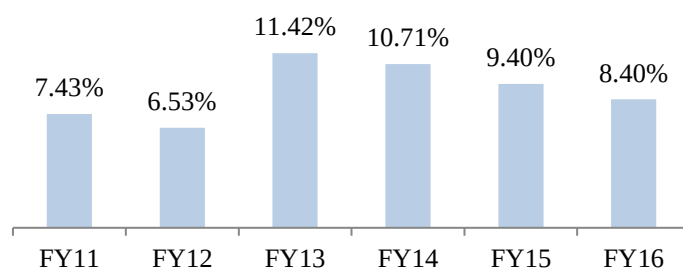


(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

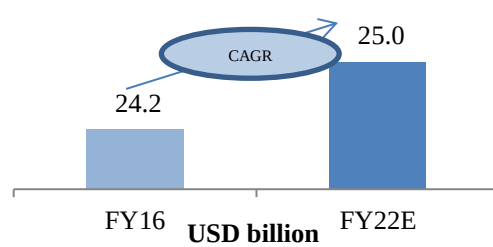
FDI in Real Estate on an Upward Trend

Total FDI in construction development sector, during April 2000–March 2016, stood at around USD24.188 billion. During April 2000–March 2016, total cumulative inflows in the construction development sector accounted for 8.4 per cent of total inflows into the country.

FDI in construction development sector as a per cent of India's total FDI



Fourth largest sector in terms of FDI inflows



FDI in the sector is estimated to grow to USD25 billion by FY22

(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

SUMMARY OF BUSINESS

We are one of the leading real estate development companies in India (Source: *Construction World Magazine: India's Top Builders, 2016*). We operate our business in three diversified business lines: (i) residential projects under the 'Mahindra Lifespaces' brand name (); (ii) affordable housing projects under the 'Happinest' brand name (); and (iii) large-format integrated cities under the 'Mahindra World City' brand name (). We currently have presence in multiple city-clusters across India i.e. the Mumbai Metropolitan Region (Mumbai, Thane, Palghar, Alibaug and Boisar), Pune, Nagpur, Nashik, Ahmedabad, the National Capital Region (New Delhi, Gurgaon and Faridabad), Jaipur, Hyderabad, Bengaluru and Chennai.

We are part of the Mahindra group, which is one of the largest business houses in India. The Mahindra group's flagship entity, Mahindra and Mahindra Limited, is our Promoter and, as per the closing price on March 24, 2017, had a market capitalization of ₹ 792,451.77 million and ₹ 792,389.66 million on BSE and NSE, respectively and was included by Forbes magazine in its list of the 'World's Biggest Public Companies' (Global 2000 list) for the year 2016 (Source: <http://www.forbes.com/global2000/list/>). The Mahindra group has a strong presence in the utility vehicles, tractors, information technology, financial services, aerospace, real estate, hospitality and logistics sectors.

In our residential projects portfolio, we develop projects that are in the mid-premium range of the real estate market under the 'Mahindra Lifespaces' brand name. Our residential developments include standalone residential complexes and gated communities comprising villas and apartments. We also have select projects in the luxury segment which include residential housing and weekend homes. In July 2013, our Company entered into a joint venture arrangement with SCM Real Estate (Singapore) Private Limited ("**SCM Real Estate**"), a subsidiary of Standard Chartered Asia Limited, for the purpose of developing mid-premium residential projects in India.

As of December 31, 2016, under the 'Mahindra Lifespaces' brand name we had residential Completed Projects, aggregating to 11.81 million square feet of Saleable Area, residential Ongoing Projects aggregating to 3.72 million square feet of Saleable Area, residential Forthcoming Projects aggregating to 4.08 million square feet of Saleable Area and Land Inventory aggregating to 11.04 million square feet of Saleable Area, of which 9.50 million square feet is within the Mahindra World City premises at Chennai.

We entered the affordable housing business under the 'Happinest' brand name, with the launch of two projects located at Avadi, Chennai and Boisar, Maharashtra with the intention of providing quality housing at affordable prices to the emerging middle class in India. As of December 31, 2016, in the affordable housing business segment, we had Completed Projects, aggregating to 0.34 million square feet of Saleable Area, Ongoing Projects aggregating to 0.52 million square feet of Saleable Area and Forthcoming Projects aggregating to 1.26 million square feet of Saleable Area. We develop large-format integrated cities under the 'Mahindra World City' brand name. We launched our first Mahindra World City developments in Chennai in September, 2002 and our second Mahindra World City development in Jaipur in December, 2006. Our large-format integrated cities are planned as self-contained townships and include a combination of industrial and commercial real estate developments, residential developments, as well as infrastructure and related amenities such as roads, recreational parks and schools. Our Integrated Cities aggregate to a combined project area of over 4,000 acres and cater to over 130 companies, including Deutsche Bank Group, Mahindra and Mahindra Limited, Force Motors Limited, Lear Automotive India Private Limited, TTK Healthcare Limited and Gaston Engineering Limited and provide an integrated environment for livelihood, living and life. In May 2015, we entered into a joint venture arrangement with Sumitomo Corporation of Japan for the purpose of developing an industrial cluster in north of Chennai. We have also acquired approximately 268.70 acres near Ahmedabad, Gujarat for developing our second industrial cluster.

We have a small portfolio of commercial projects, most of which are within our Mahindra World City developments, as part of the integrated offering. As of December 31, 2016, in the commercial portfolio, we had Completed Projects aggregating to 1.00 million square feet of Saleable Area and Ongoing Projects aggregating to 0.02 million square feet of Saleable Area.

We have received several awards and recognitions such as the '2016 Porter Prize for Excellence in Governance by the Institute of Competitiveness in India', 'Investor Relations Society Awards 2015' for best environment, social and governance disclosures in small cap category and 'Best Developer - Residential Project' at Acetech Alpha Awards 2015. We have also been ranked 28th amongst the 'Top 100 companies in Asia' in the 2016 Channel News Asia Sustainability ranking (Source: <http://sustainability-ranking.channelnewsasia.com/top100-2016.html>). We have also been selected as a 2016 Working Mother and AVTAR '100 Best Companies for Women

in India'. Our CEO and Managing Director, Anita Arjundas has featured in the 'Fortune 50 Powerful Women in India' each year from the year 2011 and was ranked 28th in the list for the year 2016 (Source: <http://fortuneindia.com/mpw/2016>).

For the six-month period ended September 30, 2016, on a consolidated basis, our total income, as restated, was ₹ 4,051.93 million and our consolidated net profit, as restated, was ₹ 554.55 million. For the Fiscals 2016, 2015 and 2014, our consolidated total income, as restated, was ₹ 8,774.31 million, ₹ 11,475.67 million and ₹ 7,561.97 million, respectively, and our consolidated net profit, as restated, was ₹ 930.92 million, ₹ 2,661.95 million and ₹ 1,006.29 million, respectively.

Our Competitive Strengths

We believe that the following are our principal strengths:

Strong parentage and established brand name

We are part of the Mahindra group, which is one of the largest business houses in India. The Mahindra group's flagship entity, Mahindra and Mahindra Limited, is our Promoter. The Mahindra brand is well-known in India, due to its established presence which spans ten sectors, across several countries. Our parentage ensures a high level of trust and recognition among customers, lenders and suppliers for all our brands ,  and . We have continued to inculcate the tradition and the brand value of our Promoter and we are recognized as a reputed real estate developer with a focus on transparent practices.

Balanced business portfolio leading to consistent financial performance

We have adopted a portfolio approach to our business. This approach entails specific focus on our distinct business lines, mid-premium residential projects, affordable housing and integrated cities and industrial clusters and in focused but diverse geographies. The intent is to use this approach to manage the volatility in individual businesses within our portfolio and the markets in which we operate.

Despite the changes in the economic and industry conditions in India, our income from operations, on a consolidated basis, increased by 11.89% from ₹ 7,383.38 million in Fiscal 2013 to ₹ 8,261.62 million in Fiscal 2016. As a result of our consistent financial performance and internal financial control measures, our net debt to equity ratio, on a consolidated basis, in the five Fiscals ending March 31, 2016 and six months ended September 30, 2016, has been below one. In addition, we are able to access cost-effective debt financing due to our strong balance sheet in addition to our brand equity, stable credit history, superior credit ratings and risk management practices. CRISIL Ratings has given our Company the following ratings: (i) 'AA-/Stable' for non-convertible debentures; (ii) 'AA-/Stable' for long term loan facilities; and (iii) 'A1+' for short term loan facilities. India Ratings and Research Private Limited has affirmed our Company's long term issuer rating as 'IND AA'.

Well placed to benefit from regulatory changes in market place

Over the last few years, the real estate industry has witnessed difficult market conditions. The result has been a huge pressure on liquidity of many developers, leading to a slowdown in their project execution and delay in delivery of homes to customers. The delay in such projects can vary from a few months to several years. With minimal investors in the market, demand has primarily been driven by end consumers who take out mortgages to purchase their homes. The RBI data for sector wise gross bank credit of scheduled commercial bank reflects an increase in housing loans by approximately 80% in the four years ending March 31, 2015. These end consumers are cautious about delays in delivery and prefer to buy from developers who have a strong track record of execution and timely delivery. Our Company is in a strong position to leverage this change in preferences of customers as we are an established brand with a track record of execution and have delivered homes across the country.

The RERA Act has introduced several compliances to be followed by the real estate industry. We are compliant with various provisions of RERA Act to the extent that we do not launch any projects without the receipt of requisite approvals.

The Government of India permits FDI of up to 100.0% in construction-development projects (which would include, amongst others, development of townships, construction of residential/commercial premises, hotels, resorts, recreational facilities), without prior approval, subject to certain conditions being fulfilled. These

conditions relate, among other things, to the minimum area to be developed under a project, minimum capitalization, restrictions on repatriation and the time within which a project is required to be developed. Our Company, being an organised player, is in a position to avail these opportunities while ensuring strict compliance to the conditions laid down. Hence, we are well placed to take advantage of the changing landscape in the real estate industry.

High standards of corporate governance with focus on sustainability

We are committed to implementing best practices of corporate governance to achieve a high level of transparency and ethical practices towards our shareholders, the community and the environment at large. In addition to a majority-independent board of directors, we also focus on ensuring independence at our Subsidiaries level, with the chairpersons of the boards of directors of MWCDL and MWCJL, our Subsidiaries, which are developing the Mahindra World City projects in Chennai and Jaipur, currently being from outside the Mahindra group. Our Board of Directors has also constituted various sub-committees to ensure operational independence, timely direction and supervision for day-to-day functioning.

In addition to our corporate governance initiatives, we also focus our business efforts on sustainability and corporate social responsibility projects driven by our mission to transform urban landscapes by creating sustainable communities. We are the first real estate company in India to undertake global reporting initiative (“GRI”) compliant reporting. Our GRI compliant report received an ‘A+’ rating according to the GRI G3.1 guideline, indicating the highest level of disclosure in Fiscals 2012, 2013 and 2014. In Fiscal 2015, we transitioned to the new GRI G4 guidelines. Our GRI compliant report received the materiality disclosure check in Fiscal 2015 and 2016. We have entered into an MoU with The Energy and Resources Institute (“TERI”) for the development of Mahindra TERI Centre of Excellence (“CoE”), which will focus on improving energy efficiency in India’s residential building sector. We are also one of the five founding members of the ‘Sustainable Housing Leadership Consortium’, a voluntary collaborative body, convened by International Finance Corporation in Fiscal 2017, to drive sustainability in India’s housing sector.

Further, our Mahindra World City development at Jaipur became the first project in Asia to receive ‘Stage 2 Climate Positive Development’ certification from the ‘C40 Cities Climate Leadership Group’. The project was recognized for its climate positive roadmap detailing its plans and commitments to achieve net negative carbon emissions outcome. We have also partnered with the Indian Green Building Council (“IGBC”) to create certified green buildings and communities. We have set targets to reduce emissions, eradicate waste and optimize consumption of natural resources through efficient use of water and energy and better management of our supply chain. Our efforts on sustainability have been recognised and we have been ranked ‘28th amongst Top 100 companies in Asia’ in the ‘2016 Channel News Asia Sustainability Ranking’. (Source: <http://sustainability-ranking.channelnewsasia.com/top100-2016.html>)

Our corporate social responsibility projects are centred around community development and have been instrumental in our endeavour to be a socially thoughtful and responsible organization. We believe that providing skill training to young adults enabling better living standards, and providing access to education for children are important aspects of creating a sustainable eco-system. Our Company has implemented community engagement programs at most of our project locations. We have also launched a unique initiative named ‘Green Army’ to increase awareness about sustainable living habits among children. In the year 2014, Mahindra World City Jaipur featured in the ‘Order of Merit’ list at the ‘Skoch Renaissance Awards’ for its work on women empowerment in its neighboring communities.

Strong execution track record with focus on quality and customer centricity

Over the years, we have built a diversified real estate portfolio spread across geographical locations and business lines. As of December 31, 2016, we had Completed Projects aggregating to 13.15 million square feet of residential and commercial saleable area across multiple city clusters, demonstrating our strong track record of execution. We currently have over 4,000 acres of large-format integrated cities under management in Chennai and Jaipur.

We have developed in-house competencies for most stages in the property development life cycle, commencing from project inception, which involves identifying parcels of land and the conceptualisation of the development, to execution, which involves planning, designing and overseeing construction activities, culminating in property delivery. We implement well-defined policies and initiatives at our projects that are aimed at improving our operational efficiencies and ensuring better quality and safety standards. We undertake strategic sourcing of materials at the corporate level to efficiently manage our raw material and other resource requirements. We have

also been certified for our Integrated Management System, including ISO 9001:2008, ISO 14001:2004 and BS OHSAS 18001:2007 certifications for design development and construction of our residential and commercial properties and development, operation and maintenance of common infrastructure facilities in our Mahindra World City developments.

Our scale of execution in residential space has increased over the years as reflected in our construction expenditure, which has increased from ₹ 4,132.00 million in Fiscal 2014 to ₹ 5,450.00 million in Fiscal 2016 and area completed, which has increased from 1.11 million square feet in Fiscal 2014 to 3.29 million square feet in the Fiscal 2016. We have delivered over 1,800 homes to our customers in the last three years ending March 31, 2016. We have delivered over 1,800 homes to our customers in the nine-month period ended December 31, 2016.

We have adopted the following customer-centric practices in our residential business to help us strengthen our brand:

- *Design Validation:* We obtain regular consumer feedback, engage with experts and monitor the developments made by our competitors. We also obtain feedback on the design from our customers at the planning stage.
- *Focus on Delivery:* Typically, we release the inventory of the apartments in our projects in a phased manner to achieve timely deliveries. We obtain requisite approvals to start construction upon launch and have increased the use of technology and modular components to achieve timely completion. We also undertake quality checks at every stage of construction and delivery. As part of our efforts at continual improvement in the flat inspection process, we launched a mobile application named “Q - Scan” in Fiscal 2016, which helps us to identify, monitor and close any issues in the delivery of the flat via an automated process. This mobile application works in the offline mode, allows users to identify the issues faced by our customers by uploading images, and generates a report accordingly.
- *Fair Practices:* We do not undertake any residential unit sales prior to obtaining requisite approvals for developing a project and we typically agree to a penalty clause in the sale agreements with our customers for delays in delivery, if any.
- *Customer Engagement and Transparency:* We have monthly and quarterly newsletters to provide project updates to our customers. We have engaged an online portal and mobile application called ‘Apartment ADDA’ which facilitates post-handover services and allows for easy communication with our customers. It also enables online viewing of individual unit account statements, dues and advances, booking of common facilities, one-click dissemination of information and serves as a repository of important documents.

Strong Organisation backed by an experienced and professional management team

We have a qualified, experienced and dedicated management team, which is supported by a capable and motivated pool of employees. The senior management of our Company has diverse experience in various functions in the real estate industry. Further, it has an in-depth understanding of the industry, products and geographic regions that our Company covers. In addition, our management has a track record of entering new geographies and successfully developing our business in these areas. This experience has ensured that we implement best practices in relation to land acquisition and procuring relevant approvals before launching projects. In addition, we have a matrix organization structure with regional business heads and specialist corporate resources. This helps in better alignment and best practices while enabling better market understanding and localized decision making. We continue to leverage on the experience of our management team and their understanding of the real estate market in India, particularly in the areas where we operate, to take advantage of current and future market opportunities. We have been able to successfully recruit and retain management and employees because of our brand name. Our ability to ensure a congenial work environment and competitive industry standards have resulted in our relatively low attrition rates in the past. We have also been recognized as one of the ‘Great Places to Work’ in the real estate sector.

Successful foray into the affordable housing business

With rapid urbanisation in India, there is an unmet demand for quality housing at affordable prices catering to the emerging middle class (Source: World Bank data files). In 2014, we forayed into the affordable housing business to cater to this large market which has high potential for growth, given the urbanization trend in the country.

Our Company successfully launched two projects in the year 2014, the first at Avadi, Chennai and the second at Boisar, Maharashtra, with a combined Saleable Area of approximately 1.24 million square feet. We completed construction and commenced handovers at the first phase of the project at Avadi, within a period of just 22 months from its launch.

We have adopted a holistic approach towards our business by collaborating with multiple stakeholders to optimize design, reduce cost and time of construction, improve quality of construction and facilitate access to finance for our customers, which has helped us to establish our footprint in this business.

Successful development of two large-format integrated business cities

We develop large-format integrated cities under the “Mahindra World City” brand name. These Integrated Cities are self-contained and include a combination of industrial and commercial developments, residential developments as well as infrastructure and related amenities such as roads, recreational parks and schools. Our Mahindra World City developments, executed through the public-private partnership model with the Tamil Nadu Industrial Development Corporation Limited (“**TIDCO**”) and the Rajasthan State Industrial Development and Investment Corporation Limited (“**RIICO**”), aggregate to a combined project area of over 4,000 acres and cater to over 130 customers across sectors such as IT/ITES, apparel, auto ancillaries, light engineering and handicrafts.

We have successfully worked with master planners like Surbana Jurong Consultants Pte Ltd, a global design, architecture, engineering and planning firm, with the objective of offering scalable and sustainable master plans with better access, connectivity and infrastructure. As the occupancy in our Mahindra World City developments has increased, we have experienced an increase in our price realization. The best price realization in Mahindra World City, Chennai for the nine months ended December 31, 2016 was ₹ 32.50 million per acre as compared to ₹ 22.70 million per acre in Fiscal 2012. The best price realization in Mahindra World City Jaipur for the nine months ended December 31, 2016 was ₹ 21.85 million per acre as compared to ₹ 15.60 million per acre in Fiscal 2013.

We intend to leverage our experience and relationships developed over the course of execution of the Integrated Cities projects and our Promoter’s global relationships for customer acquisition. With a view to expand our portfolio and to provide industrial infrastructure to companies from across the world, we have, in May 2015, entered into a joint venture agreement with Sumitomo Corporation, Japan to develop an industrial cluster of approximately 263.80 acres in Chennai. We have acquired approximately 268.70 acres near Ahmedabad, Gujarat for our second industrial cluster and have entered into an MoU with the land owner for acquiring adjoining lands.

Our Strategies

The following are our key business strategies:

Utilize portfolio approach with a near term execution strategy

We intend to continue to utilize the portfolio approach to our business. This entails specific focus on our distinct business lines, mid-premium residential projects, affordable housing and integrated cities and industrial clusters and in focused but diverse geographies within each business, which will enable the creation of a portfolio of product segments and offerings. The intent is to use this approach to tailor our business strategies to the requirements of customers across different segments and geographies.

We continue to focus on near-term execution plans with most of our acquired land entering the design development stage within a short period from the time of procurement of such land. We carry out project conceptualization simultaneously with the land acquisition and the due diligence stage with the objective of progressing to the design development stage shortly after acquisition is completed. The intent is to use this model to optimize our return on investment and thus, have a positive effect on our results of operations. We treat the land we have acquired for our residential projects as inventory. In our integrated cities and industrial clusters business, our focus will be on pre-aggregated land parcels or land procured by the government as part of public private partnership initiatives.

Specific growth strategy for each business vertical

Mid-premium residential business: We intend to continue to cater to the mid-premium segments in markets where there are opportunities of job creation. We will deepen our presence in markets of Mumbai, Pune and Bengaluru

while selectively expanding in the NCR and Hyderabad. Towards this end, we are in various stages of design development and approval for three projects in Mumbai and one project in Pune. We intend to distinguish ourselves in the market by aiming to provide unparalleled customer experience centred on quality, transparency and timely delivery.

Integrated cities and industrial clusters: For the existing Mahindra World City developments, there is a two-pronged growth strategy of accelerating sales and unlocking value from their social zones. In Mahindra World City Chennai, we have received approvals for approximately 40 acres of Saleable Area which is now being marketed to industrial customers. In Mahindra World City Jaipur, we have received approval for approximately 500 acres (gross area) of domestic tariff area (DTA) zone for the second phase of our DTA. Our application for amalgamating our sector specific SEZs into a multi-product SEZ has been approved by Board of Approvals, Ministry of Commerce, Government of India at its 74th meeting held on January 6, 2017. The multiproduct SEZ notification is awaited.

We have created detailed economic master plan options for the social zones in Chennai and Jaipur along with external consultants, which lay out a roadmap for creating a vibrant social and residential community within the Mahindra World City developments. This entails having relevant social amenities and anchors that can make our offering more attractive for potential customers. We intend to work with partners and customers to unlock the true potential of these areas.

Further, we intend to expand the product portfolio through smaller industrial clusters on pre-aggregated land parcels in upcoming industrial destinations that are located close to a host city or a growth corridor. The first such industrial cluster would be jointly developed with Sumitomo Corporation, Japan in north of Chennai. We have also acquired approximately 268.70 acres with approximately 84.70 acres in process of acquisition near Ahmedabad, Gujarat for our second industrial cluster, and have entered into an MoU with the land owner for acquiring these adjoining lands. We are also proactively engaging with relevant State Governments, having strong intent and policy support, to partner with and develop large format developments. We will also capitalize on opportunities created by new initiatives of the Government such as “Make in India”.

Affordable Housing: We are contributing to the changing ecosystem of affordable housing. In the year 2014, we entered into the affordable housing business with the launch of two projects in Avadi, Chennai and Boisar, Maharashtra. Through these projects, we have gained tremendous learnings in execution and delivery of such projects. The intent is to leverage this experience over the coming years as the ecosystem for affordable housing in India strengthens. We plan to launch our third affordable housing project in Palghar, Maharashtra with an estimated saleable area of 0.89 million square feet.

Maintain focus on sustainable development

We intend to continue to focus on sustainable development through our enunciated policy “Roadmap 2020” and process-driven approach. We aim to create ‘green’ buildings, increase water and energy efficiency, reduce waste generation, build a green supply chain, preserve biodiversity and expand community outreach and engagement.

We are committed to following our “triple bottom line” philosophy of people, planet, profits with a commitment to providing more modern homes, workplaces and social infrastructure to the nation. This is critical in a country that is growing at an economically fast pace while figuring as one of the lowest in terms of the global human development indicators. We also plan to continue to undertake corporate social responsibility projects focussed on community development.

Focus on growing and de-risking business through selective partnerships and reduction of financing costs

In order to pursue growth, we have explored selective cost-effective funding opportunities. In 2013, we entered into a joint venture arrangement with SCM Real Estate. Pursuant to the joint venture agreement, SCM Real Estate and our Company had invested in the joint venture company, Mahindra Homes Private Limited in which each party holds 50% equity stake. In the year 2015, we signed a joint venture agreement with Sumitomo Corporation, Japan, to develop an industrial cluster in north of Chennai. Sumitomo Corporation holds 40% equity stake of Mahindra Industrial Park Chennai Limited, the joint venture company. We intend to continue to explore such opportunities selectively to reduce our capital investments for our projects.

We also intend to specifically focus on reducing the cost of our borrowings. Historically, we have secured cost-effective funding from a variety of sources. In addition to bank term-loans, we have issued non-convertible

debentures. We intend to leverage our funding relationships with several banks, mutual funds and insurance companies to access cheaper funding. We intend to continue to look for such funding opportunities to reduce our borrowing cost. Our average cost of debt reduced from 12.27% in Fiscal 2013 to 10.49% in Fiscal 2016 and 10.07% for the nine-month period ended December 31, 2016.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information as of and for the years ended March 31, 2012, March 31, 2013, March 31, 2014, March 31, 2015 and March 31, 2016 and the six months ended September 30, 2016. These financial statements have been prepared in accordance with Indian GAAP, applicable provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations, and are presented in the section titled “Financial Statements” on page 185. The consolidated summary financial information presented below should be read in conjunction with our Restated Financial Information, the notes thereto and the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 418.

RESTATED CONSOLIDATED FINANCIAL INFORMATION

Restated Consolidated Summary Statement of Assets and Liabilities, as at

(₹ in million)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
EQUITY & LIABILITIES						
Shareholders' Funds:						
Share Capital	410.36	410.33	410.12	408.48	408.40	408.35
Reserves & Surplus	15,786.14	15,223.31	14,339.50	12,208.20	12,522.35	11,141.58
	16,196.50	15,633.64	14,749.62	12,616.68	12,930.75	11,549.93
Share Application Monies	0.06	-	-	-	-	0.70
Minority Interest	1,767.05	1,704.86	971.99	835.31	856.34	1,002.15
Non-Current Liabilities	-	-	-	-	-	-
Long-Term Borrowings	10,919.45	12,297.37	11,171.33	11,972.14	5,749.19	4,916.20
Deferred Tax Liability (Net)	399.47	400.08	561.81	433.81	372.07	214.98
Deferred Income	119.47	118.67	-	-	-	-
Other Long-Term Liabilities	66.14	58.91	71.98	62.25	70.00	30.54
Long-Term Provisions	421.55	736.94	1,191.97	1,162.75	63.65	10.26
	11,926.08	13,611.97	12,997.09	13,630.94	7,111.25	6,174.13
Current Liabilities						
Short-Term Borrowings	3,142.70	2,755.50	236.72	505.45	2,032.60	135.74
Trade Payables	3,028.07	3,463.95	2,668.51	2,252.94	2,047.09	1,489.35
Other Current Liabilities	8,060.60	6,160.05	4,038.94	3,960.60	3,999.97	2,930.44
Deferred Income	6.86	6.65	-	-	-	-
Short-Term Provisions	140.07	410.71	423.64	465.19	458.19	430.83
	14,378.30	12,796.86	7,367.81	7,184.18	8,537.85	4,986.36
Total	44,267.99	43,747.33	36,086.51	34,267.12	28,579.85	22,711.12
ASSETS						
Non Current Assets						
Fixed Assets						
Tangible Assets	2,439.90	2,518.24	2,512.84	2,203.75	2,089.66	1,949.37
Intangible Assets	1,029.30	1,022.34	1,022.45	1,022.10	950.54	290.10
Capital Work in Progress	33.31	33.05	76.27	153.53	71.51	80.84
	3,502.51	3,573.63	3,611.56	3,379.38	3,111.71	2,320.31
Non Current Investments	1,664.46	1,629.46	1,629.46	1,784.52	183.72	183.52
Long-Term Loans & Advances	681.67	744.86	732.42	89.06	45.89	30.62
Other Non Current Assets	314.18	381.83	144.82	90.42	6.63	27.52
	6,162.82	6,329.78	6,118.26	5,343.38	3,347.95	2,561.97
Current Assets						
Current Investments	566.58	2,191.15	586.51	1,229.24	1,148.52	1,564.35
Inventories	25,068.01	24,231.51	19,703.06	17,764.07	16,307.37	10,491.19
Trade Receivables	1,392.44	738.14	465.54	1,089.77	901.80	1,975.05
Cash & Bank Balance	2,488.83	1,808.01	769.62	667.14	1,442.67	1,502.00
Short-Term Loans & Advances	5,840.02	5,570.59	6,206.54	6,845.80	4,283.91	3,758.15
Other Current Assets	2,749.29	2,878.15	2,236.98	1,327.72	1,147.64	858.41
	38,105.17	37,417.55	29,968.25	28,923.74	25,231.90	20,149.15
Total	44,267.99	43,747.33	36,086.51	34,267.12	28,579.85	22,711.12

Restated Consolidated Summary Statement of Profit and Loss, for the period ended
(₹ in million)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
INCOME						
Income from operations	3,804.32	8,261.62	10,860.98	7,052.57	7,383.38	7,012.66
Other Income	247.61	512.69	614.69	509.40	341.48	271.45
Total Income	4,051.93	8,774.31	11,475.67	7,561.97	7,724.86	7,284.11
EXPENDITURE						
Operating Expenses	1,939.52	5,021.71	5,012.77	4,256.56	3,977.66	4,271.68
Employee benefits expenses	371.66	670.10	550.28	399.34	353.21	293.85
Administration & Other Expenses	476.17	906.13	1,056.10	694.22	633.86	533.71
Finance Costs	309.93	509.03	513.97	501.87	312.40	210.86
Depreciation & Amortization Expenses	93.11	192.89	132.34	100.54	87.04	93.39
Total Expenditure	3,190.39	7,299.86	7,265.46	5,952.53	5,364.17	5,403.49
Profit before tax and extraordinary item	861.54	1,474.45	4,210.21	1,609.44	2,360.69	1,880.62
Extraordinary item	-	-	-	-	-	-
Profit before tax	861.54	1,474.45	4,210.21	1,609.44	2,360.69	1,880.62
Tax expense / (benefit):						
Provision for Current Tax	245.41	654.49	1,248.28	447.57	643.10	(530.81)
Provision for Deferred Tax	(0.61)	(151.14)	129.45	61.74	156.03	(62.10)
Net tax expense / (benefit)	244.80	503.35	1,377.73	509.31	799.13	(592.91)
Profit for the year after tax	616.74	971.10	2,832.48	1,100.13	1,561.56	1,287.71
Less: Minority Interest	62.19	40.18	170.53	93.84	147.91	(96.91)
Consolidated Net Profit	554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
Earnings per equity share of face value of ₹ 10 each						
Basic Earnings Per Share (₹)	13.51	22.69	64.98	24.64	34.61	29.16
Diluted Earnings Per Share (₹)	13.45	22.61	64.70	24.64	34.61	29.16

Restated Consolidated Summary Statement of Cash Flow, for the period ended
(₹ in million)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
A. Cash flow from operating activities						
Net Profit Before Tax	861.54	1,474.46	4,210.20	1,609.44	2,360.70	1,880.62
Adjustments for:	-	-	-	-	-	-
Depreciation & Amortisation Expenses	93.11	192.89	132.34	100.54	87.04	93.39
Amortisation of Esop Expenses	7.95	11.87	11.77	9.31	7.04	1.94
Provision for Doubtful debts	-	0.27	61.04	5.50	9.50	-
Provision for diminution in value of Long term investments	-	-	155.06	-	-	-
Provision Written Back(Net)	-	-	(155.02)	-	-	-
Considered separately	-	-	-	-	-	-
Interest Income	(191.32)	(334.13)	(343.75)	(325.29)	(83.98)	(113.84)
Finance Cost	309.93	509.03	513.97	501.87	312.44	210.86
Profit on Sale of Investments	(8.20)	(34.39)	(24.29)	(27.65)	(4.60)	(5.49)
Dividend Income	(13.71)	(26.79)	(43.13)	(85.96)	(138.97)	(109.40)
Loss/(Profit) on sale of Fixed assets (Net)	-	-	1.30	2.65	(119.49)	(28.33)
Operating Profit Before Working Capital Changes	1,059.30	1,793.21	4,519.49	1,790.41	2,429.68	1,929.75
Adjustments for:						
Trade and Other Receivables	(503.85)	(1,050.70)	(74.90)	(2,558.57)	528.43	(1,283.80)
Inventories	(499.15)	(3,942.04)	(1,203.58)	(1,456.69)	(5,013.37)	(482.53)
Trade Payables and Other Liabilities	1,509.95	883.81	1,027.52	221.73	1,409.00	(124.92)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Cash Generated from Operations	1,566.25	(2,315.72)	4,268.52	(2,003.13)	(646.24)	38.50
Income taxes received / (paid)	(182.38)	(622.19)	(1,271.37)	(553.78)	(937.43)	(555.30)
Net Cash (used in) / from operating activities	1,383.87	(2,937.91)	2,997.16	(2,556.90)	(1,583.69)	(516.80)
B. Cash flow from investing activities						
Purchase of Fixed Assets	(22.52)	(242.97)	(493.87)	(300.65)	(264.96)	(67.70)
Proceeds from Sale of Fixed Assets	2.42	1.91	1.73	1.72	166.42	61.08
Purchase of Capital WIP	-	-	-	-	-	-
Proceeds / (Investments) in Others (Net)	1,597.76	(1,570.24)	642.73	(1,681.52)	415.64	(868.08)
Goodwill on acquisition	-	-	-	(71.56)	(660.45)	-
Minority interest	-	692.69	(33.85)	(114.87)	(145.80)	78.33
Interest received	51.13	492.87	264.66	130.30	78.35	112.56
Dividend received	13.71	26.79	43.13	85.96	138.97	109.40
Deposits / Advances with Companies	-	-	-	-	-	-
Net Cash from / (used in) investing activities	1,642.50	(598.95)	424.53	(1,950.62)	(271.83)	(574.41)
C. Cash flow from financing activities						
Increase in borrowings	2,547.23	7,318.78	1,415.33	4,354.00	2,990.14	1,195.05
Repayment of borrowings	(3,087.94)	(1,710.42)	(3,050.06)	-	-	-
Share Application money	-	-	-	-	-	0.38
Interest and Finance Charges paid	(1,398.60)	(1,044.24)	(1,246.67)	(210.70)	(949.58)	(822.33)
Dividend Paid	(283.52)	(279.76)	(538.05)	(286.68)	(284.76)	(237.30)
Redemption of Preference Shares	-	-	-	-	-	-
Proceeds on issue of shares on exercise of stock options	0.07	1.21	58.22	0.87	-	-
Issue of equity share capital	-	-	-	-	0.05	-
Net Cash from / (used in) financing activities	(2,222.76)	4,285.57	(3,361.23)	3,857.49	1,755.85	135.80
Net increase/(decrease) in cash and cash equivalents	803.61	748.71	60.46	(650.03)	(99.67)	(955.41)
Cash and Cash Equivalents (Opening)	1,380.63	631.93	571.47	1,221.50	1,321.17	2,276.58
Cash and Cash Equivalents (Closing)	2,184.24	1,380.63	631.93	571.47	1,221.50	1,321.17

RESTATED STANDALONE FINANCIAL INFORMATION

Restated Summary Statement of Assets and Liabilities, as at

(₹ in million)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
EQUITY & LIABILITIES						
Shareholders' Funds						
Share Capital	410.36	410.33	410.12	408.48	408.40	408.35
Share Application	0.06	-	-	-	-	-
Reserves & Surplus	13,921.92	13,599.12	12,821.23	10,964.64	11,488.45	10,793.20
	14,332.34	14,009.45	13,231.35	11,373.12	11,896.85	11,201.55
Non-Current Liabilities						
Long-Term Borrowings	2,000.00	3,750.00	5,000.00	5,500.00	1,100.00	1,098.30
Deferred Tax Liability (Net)	-	9.55	4.45	-	-	-
Long-Term Provisions	372.41	601.44	1,045.42	1,038.74	10.41	7.24
	2,372.41	4,361.99	6,049.87	6,538.74	1,110.41	1,105.54
Current Liabilities						
Short-Term Borrowings	2,321.29	1,914.71	-	456.56	1,972.26	-
Trade Payables	2,063.11	2,398.09	1,631.23	1,296.12	1,197.39	1,223.78
Other Current Liabilities	4,669.99	2,680.40	1,045.56	1,617.78	1,786.24	1,064.18
Short-Term Provisions	89.94	356.95	381.93	432.59	440.98	407.62
	9,144.33	7,350.15	3,058.72	3,803.05	5,396.87	2,695.58
TOTAL	25,849.08	25,720.59	22,339.94	21,714.91	18,404.13	15,002.67
ASSETS						
Non Current Assets						
Fixed Assets:						
Tangible Assets	276.12	287.07	298.02	285.68	247.47	290.71
Intangible Assets	7.02	-	-	-	-	-
Capital work-in-progress	-	7.02	-	-	8.19	-
	283.14	294.09	298.02	285.68	255.66	290.71
Non-Current Investments	5,733.98	5,733.98	5,733.98	6,569.04	3,201.33	3,201.33
Deferred Tax Assets (Net)	7.38	-	-	25.94	15.81	3.23
Long-Term Loans & Advances	819.17	588.24	2,736.22	2,142.96	176.46	-
Other Non-Current Assets	8.61	7.59	11.14	9.33	6.63	27.52
	6,852.28	6,623.90	8,779.36	9,032.95	3,655.89	3,522.79
Current Assets						
Current Investments	-	2,009.16	-	933.64	1,110.11	1,284.68
Inventories	11,348.04	10,799.72	7,893.27	6,549.03	5,811.08	2,335.68
Trade Receivables	1,026.45	513.16	155.24	263.07	241.03	882.80
Cash & Bank Balances	1,950.48	1,457.87	416.53	346.21	906.81	1,272.59
Short-term loans and advances	2,274.29	2,108.15	2,854.01	3,209.26	5,990.22	4,755.28
Other Current Assets	2,397.54	2,208.63	2,241.53	1,380.75	688.99	948.85
	18,996.80	19,096.69	13,560.58	12,681.96	14,748.24	11,479.88
TOTAL	25,849.08	25,720.59	22,339.94	21,714.91	18,404.13	15,002.67

Restated Summary Statement of Profit and Loss, for the period ended

(₹ in million)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
INCOME						
Income from operations	1,843.27	5,029.74	6,240.13	3,070.65	3,515.21	4,689.52
Other Income	369.40	971.81	1,360.24	1,142.63	707.35	521.74
Total Income	2,212.67	6,001.55	7,600.37	4,213.28	4,222.56	5,211.26
EXPENDITURE						
Operating Expenses	1,160.92	3,457.52	2,989.42	2,187.89	2,257.75	3,019.86
Employee benefits expenses	300.04	537.36	451.82	303.87	259.70	209.36
Administration & Other Expenses	178.66	321.93	536.43	290.89	266.81	249.97
Finance Costs	125.81	225.91	218.17	393.49	61.77	29.75

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Depreciation & Amortization Expenses	21.73	41.43	27.44	23.20	17.70	26.80
Total Expenditure	1,787.16	4,584.15	4,223.28	3,199.34	2,863.73	3,535.74
Profit before Taxation and Exceptional item	425.51	1,417.40	3,377.09	1,013.94	1,358.83	1,675.52
Exceptional Item	-	-	-	-	-	-
Profit before tax	425.51	1,417.40	3,377.09	1,013.94	1,358.83	1,675.52
Less:						
Provision for Current Tax	127.66	367.39	1,013.44	246.77	396.50	485.93
Provision for Deferred Tax	(16.95)	5.08	30.71	(10.13)	(12.58)	(12.02)
Net tax expense / (benefit)	110.71	372.47	1,044.15	236.64	383.92	473.91
Profit for the year after tax	314.81	1,044.93	2,332.94	777.30	974.91	1,201.61
Earnings per equity share of face value of Rs 10 each						
Basic Earnings Per Share (₹)	7.67	25.47	56.94	19.03	23.87	29.43
Diluted Earnings Per Share (₹)	7.64	25.38	56.70	19.03	23.87	29.43

Restated Summary Statement of Cash Flows, for the period ended

(₹ in million)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
A. Cash flow from operating activities						
Net Profit Before Tax	425.52	1,417.40	3,377.10	1,013.94	1,358.82	1,675.62
Adjustments for:						
Depreciation	21.73	41.43	27.44	23.20	17.70	26.80
Provision for diminution in value of investments	-	-	185.06	-	-	-
Provision for Doubtful debts	-	-	48.40	5.50	9.50	-
Profit on sale of current investments	4.78	-	3.31	0.22	0.04	-
Profit on sale of Long term investments	-	-	-	-	-	-
Amortisation of expenses	7.95	11.87	11.77	9.31	7.04	1.94
Amounts written back (Net)	-	-	-	-	-	-
Considered separately:	-	-	-	-	-	-
Interest Income	(333.33)	(821.54)	(875.21)	(839.32)	(310.00)	(251.65)
Provision for Losses Write Back	-	-	(155.20)	-	-	-
Interest Expenses	125.81	225.91	218.17	657.68	278.53	165.61
Dividend Income	(13.70)	(107.08)	(263.87)	(233.11)	(221.86)	(164.92)
(Profit)/Loss on sale of Fixed assets (net)	(0.05)	(0.02)	1.14	1.11	(119.49)	(47.20)
Operating Profit Before Working Capital Changes	238.71	767.97	2,578.11	638.53	1,020.28	1,406.20
Adjustments for:						
Trade and Other Receivables	(843.01)	(0.55)	(296.75)	(574.38)	955.42	(232.57)
Inventories	(412.12)	(2,680.20)	(1,344.23)	(737.95)	(3,475.40)	(648.75)
Trade Payables and Other Liabilities	1,584.42	719.68	682.52	(357.14)	437.28	33.08
Proceeds from sale of properties	-	-	-	-	-	-
Cash Generated from Operations	568.00	(1,193.10)	1,619.65	(1,030.94)	(1,062.42)	557.96
Income taxes (paid) / received	(96.39)	(414.41)	(926.05)	(290.83)	(472.78)	(474.51)
Net Cash from operating activities	471.60	(1,607.51)	693.60	(1,321.77)	(1,535.20)	83.45
B. Cash flow from investing activities						
Purchase of Fixed Assets	(17.90)	(39.28)	(43.20)	(55.25)	(27.90)	(12.14)

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Proceeds from sale of Fixed Assets	0.06	1.80	1.39	0.89	164.48	61.05
Proceeds/(Investments) in others (Net)	2,009.16	(2,009.16)	933.64	176.47	174.57	(642.06)
Proceeds/ (Investment) in subsidiaries	-	-	835.06	(3,367.21)	-	(222.50)
Interest received	41.74	1,224.41	424.34	485.58	330.62	210.27
Dividend received	13.70	107.08	263.87	233.11	221.86	164.92
Deposits / Advances with Companies	(260.03)	2,178.68	(393.57)	1,052.35	(1,435.54)	(783.98)
Net Cash (used in) / from investing activities	1,786.73	1,463.53	2,021.53	(1,474.06)	(571.91)	(1,224.44)
C. Cash flow from financing activities						
Increase in borrowings	406.58	1,914.71	-	5,384.30	3,372.26	700.00
Repayment of Loan	(1,250.00)	-	(1,956.56)	(2,500.00)	(1,000.00)	-
Interest paid	(845.27)	(450.85)	(236.04)	(375.58)	(263.64)	(147.52)
Dividend Paid	(283.52)	(279.76)	(538.05)	(286.68)	(284.76)	(237.30)
Redemption of preference shares	-	-	-	-	-	-
Issue of share capital	0.03	0.21	1.64	0.09	0.05	-
Share Premium Proceeds	0.04	1.00	56.59	0.79	-	-
Issue Expenses	-	-	-	-	-	-
Advances - Share Warrants	-	-	-	-	-	-
Net Cash used in financing activities	(1,972.14)	1,185.31	(2,672.42)	2,222.92	1,823.91	315.18
Net increase/(decrease) in cash and cash equivalents	286.19	1,041.33	42.71	(572.91)	(283.20)	(825.81)
Cash and Cash Equivalents (Opening)	1,390.81	349.47	306.77	879.68	1,162.88	1,988.69
Cash and Cash Equivalents (Closing)	1,677.00	1,390.81	349.47	306.77	879.68	1,162.88

THE ISSUE

The Issue has been authorised by way of a resolution passed by our Board on October 27, 2016, pursuant to section 62 of the Companies Act.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in “*Terms of the Issue*” on page 475.

Rights Equity Shares being offered by our Company	Up to 10,273,600 Rights Equity Shares up to ₹ 2,999.89 million
Rights Entitlement	1 Rights Equity Shares for every 4 fully paid-up Equity Shares held on the Record Date
Record Date	March 31, 2017
Face Value per Equity Share	₹ 10 each
Issue Price	₹ 292 per Rights Equity Share
Issue Size	Up to 10,273,600 aggregating to ₹ 2,999.89 million
Equity Shares issued prior to the Issue	41,094,401 Equity Shares
Equity Shares subscribed and paid up prior to the Issue	41,053,550 Equity Shares
Equity Shares issued and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	Up to 51,368,001 Equity Shares
Equity Shares Subscribed and paid-up and outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	Up to 51,327,150 Equity Shares
Security Codes	ISIN: INE813A01018 BSE: 532313 NSE: MAHLIFE
Terms of the Issue	For details please see “ <i>Terms of the Issue</i> ” on page 475.
Use of Issue Proceeds	For details please see “ <i>Objects of the Issue</i> ” on page 86.

Terms of Payment

The full amount is payable on application.

Due Date	Amount
On Application of the Rights Equity Shares	₹ 292 per Rights Equity Share which constitutes 100% of the Issue Price.

GENERAL INFORMATION

Registered and Corporate Office of our Company

Mahindra Lifespace Developers Limited

5th Floor, Mahindra Towers,

Worli, Mumbai 400 018

Tel: +91 (22) 6747 8600

Fax: +91 (22) 2497 5084

Website: www.mahindralifespaces.com

Corporate Identification Number: L45200MH1999PLC118949

Address of the Registrar of Companies

Our company is registered with the Registrar of Companies, Mumbai, situated at the following address:

Registrar of Companies, Mumbai

Registrar of Companies

100, Everest, Marine Drive

Mumbai 400 002

Our Board of Directors

The details regarding our Board as on the date of the filing of this Letter of Offer are set forth below:

S. No.	Name	Designation	DIN	Address
1.	Arun Nanda	Chairman and Non-Executive Director	00010029	3, St. Helens Court, Dr. Gopalrao Deshmukh Marg, Mumbai 400 026
2.	Anita Arjundas	Managing Director and Chief Executive Officer	00243215	Flat No. 1203, Breezy Heights, 12 th Floor, Rizvi Complex, Carter Road, Bandra (W), Mumbai 400 050
3.	Anish Shah	Non-Executive Director	02719429	Vivarea, 36 th Floor, Flat No. C-3603, A.R. Road, Jacob Circle, Mahalaxmi, Mumbai 400 011
4.	Sanjiv Kapoor	Independent Director	00004005	13/397, Civil Lines, Kanpur 208 001
5.	Shailesh Haribhakti	Independent Director	00007347	10 and 11 Sahil Apartment, S K Barodwala Road, 14 Altamount Road, Cumballa Hill, Mumbai 400 026
6.	Prakash Hebalkar	Independent Director	00370499	601 Udyandarshan, Sayani Road, Prabhadevi, Mumbai 400 025
7.	Bharat Shah	Independent Director	00136969	21 Hill Park, Building No. 2, A.G. Bell Marg, Malabar Hill, Mumbai 400 006

For further details of our Directors, please see “*Our Management*” on page 151.

Company Secretary and Compliance Officer

Suhas Kulkarni is the Senior Vice President – Legal, Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Suhas Kulkarni

Mahindra Lifespace Developers Limited,

5th Floor, Mahindra Towers,

Worli, Mumbai 400 018

Tel: +91 (22) 6747 8600

Fax: +91 (22) 2497 5084

E-mail: rights@mahindra.com

Chief Financial Officer

Jayant Manmadkar is the Chief Financial Officer of our Company. His contact details are as follows:

Jayant Manmadkar

Mahindra Lifespace Developers Limited,
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018
Tel: +91 (22) 6747 8600
Fax: +91 (22) 2497 5084
E-mail: manmadkar.jayantt@mahindra.com

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post-Issue related matters such as non-receipt of letter of Allotment, credit of Rights Equity Shares or Refund Orders and such other matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

Lead Manager to the Issue

ICICI Securities Limited

ICICI Centre,
H.T. Parekh Marg, Churchgate,
Mumbai 400 020
Tel: +91 (22) 2288 2460
Fax: +91 (22) 2282 6580
E-mail: mldl.rights@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Rupesh Khant/ Shekher Asnani
SEBI Registration No: INM000011179

Legal Advisor to the Issue as to Indian law

Khaitan & Co.

One Indiabulls Centre,
13th Floor, Tower 1,
841, Senapati Bapat Marg,
Mumbai 400 013
Tel: +91 (22) 6636 5000
Fax: +91 (22) 6636 5050

Statutory Auditors of our Company

B.K. Khare & Co., Chartered Accountants

706-708, Sharda Chambers,
New Marine Lines,
Mumbai 400 020
Tel: +91 (22) 2200 0607
Fax: +91 (22) 2200 3476
E-mail: info@bkkhareco.com
Contact Person: Padmini Khare Kaicker
Registration No: 105102W
Peer Review No: 086624

Registrar to the Issue

Karvy Computershare Private Limited

Karvy Selenium Tower B,
Plot 31-32, Gachibowli,

Financial District, Nanakramguda,
Hyderabad, Telangana 500 032, India
Contact Person: M Muralikrishna
E-mail: mldl.cs@karvy.com
Telephone number: +91 (40) 6716 2222
Fax number: +91 (40) 2343 1551
Website: www.karisma.karvy.com
SEBI Registration No: INR000000221

Bankers to our Company

HDFC Bank Limited

Manekji Wadia Building, 2nd Floor
Nanik Motwani Marg, Fort
Mumbai 400 001
Tel.: +91 (22) 3395 8116
Fax: +91 (22) 3078 8579
Email: niharika.mehta@hdfcbank.com
Website: <http://www.hdfcbank.com>
Contact Person: Niharika Mehta

Kotak Mahindra Bank Limited

12BKC, C-12, G Block,
Bandra Kurla Complex,
Bandra East,
Mumbai 400 051
Tel.: +91 (22) 6218 5000
Fax: +91 (22) 62215400
Email: ashish.agrawal@kotak.com
Website: <http://www.kotak.com>
Contact Person: Ashish Agrawal

Yes Bank Limited

IFC 2, 25th floor,
Elphinstone (W) Senapati Bapat Marg,
Mumbai 400 013
Tel.: +91 (22) 3347 9616
Fax: +91 (22) 2421 4511
Email: ritesh.gugle@yesbank.in
Website: <http://www.yesbank.in>
Contact Person: Ritesh Gugle

Underwriter to the Issue

ICICI Securities Limited

ICICI Centre,
H.T. Parekh Marg, Churchgate,
Mumbai 400 020
Tel: +91 (22) 2288 2460
Fax: +91 (22) 2282 6580
E-mail: mldl.rights@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Rupesh Khant/ Shekher Asnani
SEBI Registration No: INM000011179

Banker to the Issue and Refund Banker

HDFC Bank Limited

FIG -ops Department-Lodha I Think Techno Campus
0-3, Level, Next to Kanjur Marg Railway station
Kanjur Marg (East), Mumbai 400 042
Tel.: +91 (22) 3075 2927/2914
Fax: +91 (22) 2579 9801
Email: siddharth.jadhav@hdfcbank.com, vincent.dsouza@hdfcbank.com
Website: <http://www.hdfcbank.com>
Contact Person: Siddharth Jadhav, Vincent Dsouza
SEBI Registration No.: INBI00000063

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs under the Securities and Exchange Board of

India (Bankers to an Issue) Regulations, 1994, for the ASBA process in accordance with the SEBI ICDR Regulations is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> and updated from time to time. Further, details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

ASBA

For details on the ASBA process, refer to the details given in the CAF and please see “*Terms of the Issue*” on page 475.

Monitoring Agency

In terms of Regulation 16(1) of the SEBI ICDR Regulations, since the size of the present Issue is less than ₹5,000.00 million, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

Credit Rating

As this is an issue of Rights Equity Shares, there is no credit rating required for the Issue.

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilised have been financially appraised by any banks or financial institution or any other independent agency.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors to include its name in this Letter of Offer as an “expert” defined under section 2(38) of the Companies Act in respect of the reports of the Statutory Auditors on the Restated Financial Information dated January 11, 2017 and statement of tax benefits dated January 11, 2017 and such consent has not been withdrawn as on the date of this Letter of Offer. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Statement of responsibility of the Lead Manager

ICICI Securities Limited is the sole Lead Manager to the Issue. The details of responsibilities of the Lead Manager, is as follows:

S. No.	Activity
1.	Capital structuring with the relative components and formalities, type of instruments of the Issue in conformity with the SEBI ICDR Regulations, undertaking liaison with SEBI and the Stock Exchanges (including obtaining in-principle listing approval), as may be required under the prevailing framework of regulations/ rules/ guidelines issued by the SEBI and the Stock Exchanges. Coordination with SEBI and assisting our company in seeking requisite approvals /exemptions from any other regulator
2.	Assisting our Company and its legal advisors in drafting the draft and final Letter of Offer; conduct due diligence as may be required on our Company and assist in compliance with regulatory requirements of the SEBI and the Stock Exchanges. Drafting and design of Abridged Letter of Offer and CAF
3.	Drafting and design of statutory and non-statutory advertisement/publicity material including newspaper advertisements and brochure or memorandum containing salient features of the offer document.
4.	Assistance in selection of various agencies connected with issue, such as registrars to the issue, printers, advertising agencies, banker to the issue etc.
5.	Formulating marketing strategy which will cover, inter alia: • Finalising the list and division of investors for one to one meetings; • Finalising road show schedule and investor meeting schedules; • Preparation of Investor Presentation; and • Distribution of publicity and Issue materials including application form, brochure and Letter of Offer.
6.	Co-ordination with the Stock Exchanges for iBBS (internet based book building platform) and payment of security deposit to the Designated Stock Exchange.
7.	Post-issue activities, which shall involve essential follow-up steps including follow-up with banker to the issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the issuer about the closure

S. No.	Activity
	of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the issue, banker to the issue, Self- Certified Syndicate Banks, etc.

Issue Schedule	
Issue Opening Date	April 12, 2017
Last date for receiving requests for split forms	April 19, 2017
Issue Closing Date	April 26, 2017
Finalisation of basis of allotment with the Designated Stock Exchange (on or about)	May 5, 2017
Date of Allotment (on or about)	May 6, 2017
Initiation of Refund (on or about)	May 8, 2017
Date of credit of Rights Equity Shares (on or about)	May 12, 2017
Commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)	May 15, 2017

The Board may however decide to extend the Issue period, as it may determine from time to time, but not exceeding 30 days from the Issue Opening Date or such other period as may be specified by the SEBI.

Underwriting Agreement

Our Company has entered into an Underwriting Agreement dated March 27, 2017 with the Underwriter for underwriting the Rights Equity Shares. The fulfilment of obligations by the Underwriter shall be subject to the Promoter subscribing to its Rights Entitlement. The Underwriter mentioned in the table below has agreed to underwrite for amount specified below at a price equal to the Issue Price.

Name, address, telephone number, fax number and e-mail address of the Underwriter	Number of Rights Equity Shares underwritten	Amount underwritten
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Tel: +91 (22) 2288 2460 Fax: +91 (22) 2282 6580 E-mail: mldl.rights@icicisecurities.com	5,051,857	₹ 1,475.14 million

Debenture Trustee

As the Issue is of Rights Equity Shares, the appointment of a debenture trustee is not required.

Minimum Subscription

If our Company does not receive minimum subscription of 90% of the Issue including subscription of any undersubscribed portion by our Promoter and devolvement to the Underwriter, if any, our Company shall refund the entire subscription amount within the prescribed time. In the event that there is a delay of making refunds beyond such period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under “*Terms of the Issue - Basis of Allotment*” on page 495.

Principal Terms of Loans and Assets charged as security

For details of principal terms of loans and assets charged as security please see “*Financial Indebtedness*” on page 439.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Letter of Offer is set forth below:

(in ₹ except share data)		
	Aggregate value at face value	Aggregate value at Issue Price
A AUTHORIZED SHARE CAPITAL	1,210,000,000	
115,000,000 Equity Shares	1,150,000,000	
6,000,000 Unclassified Shares of ₹10 each	60,000,000	
B ISSUED CAPITAL BEFORE THE ISSUE		
41,094,401 Equity Shares	410,944,010	
C SUBSCRIBED AND PAIDUP CAPITAL BEFORE THE ISSUE		
41,053,550 Equity Shares	410,535,500	
D PRESENT ISSUE IN TERMS OF THIS LETTER OF OFFER¹		
Issue of 10,273,600 Equity Shares up to ₹ 2,999.89 million	102,736,000	2,999,891,200
E PAID UP EQUITY SHARE CAPITAL AFTER THE ISSUE		
51,327,150 Equity Shares (assuming full subscription for and Allotment of the Rights Entitlement)	513,271,500	14,987,527,800
F SECURITIES PREMIUM ACCOUNT		
Before the Issue	6,371,924,828	
After the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	9,269,080,028	

(1) The Issue has been authorized by a resolution of our Board dated October 27, 2016, pursuant to section 62 of the Companies Act.

(2) Pursuant to the Scheme II, the shareholders of The Great Eastern Shipping Company Limited ("Demerged Company") were allotted one Equity Share in our Company for every 10 equity shares held of the Demerged Company held by them. 501,833 equity shares of the Demerged Company, which were held in abeyance, were transferred to our Company post the demerger in the ratio of 10 equity shares of the Demerged Company for every one Equity Share of our Company. Consequently, our Company kept 50,183 Equity Shares in abeyance post the demerger. 9,332 Equity Shares were issued out of the Equity Shares kept in abeyance in the following manner: (i) Fiscal 2003 - 2,322 Equity Shares; (ii) Fiscal 2005 - 1,440 Equity Shares; (iii) Fiscal 2006 - 270 Equity Shares; (iv) Fiscal 2009 - 800 Equity Shares; and (v) Fiscal 2013 - 4,500 Equity Shares. Therefore, as on date of this Letter of Offer, allotment of 40,851 Equity Shares has been kept in abeyance in accordance with the Companies Act till such time the title of the bonafide owner of the Equity Shares is certified by the concerned stock exchange or the Special Court (Trial of Offences relating to transaction in Securities).

Accordingly, in addition to the paid up capital of 41,053,550 Equity Shares, 40,851 Equity Shares kept in abeyance as explained above, are considered to arrive at the adjusted paid up capital of 41,094,401 Equity Shares which is considered for the purpose of the Issue.

Details of increase in Authorized Share Capital of our Company since incorporation

Date of Shareholders' Resolution	Details of change
August 18, 1999	The authorised share capital of our Company increased from ₹ 50,000,000 divided into 5,000,000 Equity Shares of ₹ 10 each to ₹ 400,000,000 divided into 40,000,000 Equity Shares of ₹ 10 each.
August 23, 2001	The authorised share capital of our Company increased from ₹ 400,000,000 divided into 40,000,000 Equity Shares of ₹ 10 each to ₹ 1,210,000,000 divided into 41,000,000 Equity Shares of ₹ 10 each, 6,500,000 preference shares of ₹ 100 each, 9,000,000 preference shares of ₹ 10 each and 6,000,000 unclassified shares of ₹ 10 each.
July 21, 2006	Re-classification of Equity Share capital: 9,000,000 preference shares of ₹ 10 each were re-classified as 9,000,000 Equity Shares of ₹ 10 each. Consequently, authorised share capital of ₹ 1,210,000,000 changed to 50,000,000 Equity

Date of Shareholders' Resolution	Details of change
	Shares of ₹ 10 each, 6,500,000 preference shares of ₹ 100 each, and 6,000,000 unclassified shares of ₹ 10 each.
October 22, 2013	<i>Re-classification of Equity Share capital:</i> 6,500,000 preference shares of ₹ 100 each were re-classified as 65,000,000 Equity Shares of ₹ 10 each. Consequently, authorised share capital of ₹ 1,210,000,000 changed to 115,000,000 Equity Shares of ₹ 10 each and 6,000,000 unclassified shares of ₹ 10 each.

Notes to the Capital Structure

1. Equity Share Capital History of our Company

(a) The history of the Equity Share capital of our Company is provided in the following table:

Date of Allotment	No. of Shares	Face Value in ₹	Issue Price in ₹	Consideration	Nature of allotment	Cumulative Number of Equity Shares
March 16, 1999	20	10	10	Subscription to Memorandum of Association	Original subscription ⁽¹⁾	20
March 21, 2000	28,760,134	10	-	Other than cash	Pursuant to the Scheme I ⁽²⁾	28,760,154
December 14, 2001	10,800,000	10	-	Other than cash	Pursuant to the Scheme II ⁽³⁾	39,560,154
February 25, 2002	(8,535,836)	10	-	Equity shares extinguished in lieu of issue of 10% Cumulative Redeemable Non-Convertible Preference Shares	Pursuant to the Scheme II ⁽⁴⁾	31,024,318
July 30, 2002	2,322	10	10	Cash	Allotment of Equity Shares held in abeyance ^{(5)(*)}	31,026,640
July 30, 2004	1,440	10	10	Cash	Allotment of Equity Shares held in abeyance ^{(6)(*)}	31,028,080
June 15, 2005	270	10	10	Cash	Allotment of Equity Shares held in abeyance ^{(7)(*)}	31,028,350
October 11, 2006	6,000,000	10	800	Cash	Qualified Institutional Placement ⁽⁸⁾	37,028,350
March 30, 2007	2,919,000	10	526	Cash	Conversion of warrants ⁽⁹⁾	39,947,350
January 31, 2008	861,000	10	526	Cash	Conversion of warrants ⁽¹⁰⁾	40,808,350
July 28, 2008	800	10	10	Cash	Allotment of Equity Shares held in abeyance ^{(11)(*)}	40,809,150
May 7, 2010	25,000	10	428	Cash	ESOS 2006 ⁽¹²⁾	40,834,150
September 8, 2010	1,000	10	428	Cash	ESOS 2006 ⁽¹³⁾	40,835,150
January 19, 2013	4,500	10	10	Cash	Allotment of Equity Shares held in abeyance ^{(14)(*)}	40,839,650
October 22, 2013	1,800	10	10	Cash	ESOS 2012 ⁽¹⁵⁾	40,841,450
January 24, 2014	2,500	10	325	Cash	ESOS 2006 ⁽¹⁶⁾	40,843,950
January 24, 2014	500	10	10	Cash	ESOS 2012 ⁽¹⁷⁾	40,844,450
March 26, 2014	3,900	10	10	Cash	ESOS 2012 ⁽¹⁸⁾	40,848,350
June 23, 2014	135,000	10	428	Cash	ESOS 2006 ⁽¹⁹⁾	40,983,350
June 23, 2014	2,100	10	10	Cash	ESOS 2012 ⁽²⁰⁾	40,985,450
July 31, 2014	6,750	10	428	Cash	ESOS 2006 ⁽²¹⁾	40,992,200
July 31, 2014	4,100	10	10	Cash	ESOS 2012 ⁽²²⁾	40,996,300
October 17, 2014	2,500	10	325	Cash	ESOS 2006 ⁽²³⁾	40,998,800

Date of Allotment	No. of Shares	Face Value in ₹	Issue Price in ₹	Consideration	Nature of allotment	Cumulative Number of Equity Shares
October 17, 2014	7,700	10	10	Cash	ESOS 2012 ⁽²⁴⁾	41,006,500
January 30, 2015	5,700	10	10	Cash	ESOS 2012 ⁽²⁵⁾	41,012,200
April 30, 2015	2,500	10	428	Cash	ESOS 2006 ⁽²⁶⁾	41,014,700
April 30, 2015	300	10	10	Cash	ESOS 2012 ⁽²⁷⁾	41,015,000
August 28, 2015	4,650	10	10	Cash	ESOS 2012 ⁽²⁸⁾	41,019,650
October 30, 2015	6,800	10	10	Cash	ESOS 2012 ⁽²⁹⁾	41,026,450
January 28, 2016	4,800	10	10	Cash	ESOS 2012 ⁽³⁰⁾	41,031,250
Mar 23, 2016	1,900	10	10	Cash	ESOS 2012 ⁽³¹⁾	41,033,150
April 26, 2016	600	10	10	Cash	ESOS 2012 ⁽³²⁾	41,033,750
July 28, 2016	2,000	10	10	Cash	ESOS 2012 ⁽³³⁾	41,035,750
October 27, 2016	7,800	10	10	Cash	ESOS 2012 ⁽³⁴⁾	41,043,550
January 30, 2017	10,000	10	10	Cash	ESOS 2012 ⁽³⁵⁾	41,053,550

- (1) 10 Equity Shares were allotted to Ghanshyam Sevantilal Seth and 10 Equity Shares were allotted to Pradyumna Raghunath Nawre
- (2) Pursuant to the Scheme I, 28,760,134 Equity Shares were allotted to the shareholders of the Great Eastern Shipping Company Limited in the ratio of 1 Equity Share for every 10 equity shares held by them in Great Eastern Shipping Company Limited
- (3) Pursuant to the Scheme II, 10,800,000 Equity Shares were allotted to the shareholders of MRIDL in the ratio of 54 Equity Shares for every 100 equity shares of MRIDL held by them.
- (4) Pursuant to the Scheme II, equity shareholders of our Company were given an option to receive 10% Cumulative Redeemable Non-Convertible Preference Shares of ₹ 10 each on a 1:1 basis in lieu of Equity Shares of our Company. Accordingly, 85,35,836 Equity Shares were extinguished in lieu of issue of 85,35,836 10% Cumulative Redeemable Non-Convertible Preference Shares.
- (5) Pursuant to the Order issued by the Special Court (Trial of Offences relating to transaction in Securities) Act, 1992, 1,800 Equity Shares were allotted to M/s Dolat Investments Limited and 522 Equity Shares were allotted to Chandrakant C. Choksi (jointly with Subash C. Choksi).
- (6) Pursuant to the Order issued by the Special Court (Trial of Offences relating to transaction in Securities) Act, 1992, 1,440 Equity Shares were allotted to M/s HRS Insight Financial Intermediaries Private Limited.
- (7) Pursuant to the Order issued by the Special Court (Trial of Offences relating to transaction in Securities) Act, 1992, 270 Equity Shares were allotted to Jaysukhlal Jagjivan Doshi (jointly with Nitin Jaysukhlal Doshi)
- (8) Pursuant to the QIP, 6,000,000 Equity Shares were allotted to 17 persons.
- (9) Pursuant to conversion of warrants, Mahindra Holdings & Finance Limited was allotted 84,000 Equity Shares and Mahindra and Mahindra Limited was allotted 2,835,000 Equity Shares.
- (10) Pursuant to conversion of warrants, Mahindra Holdings & Finance Limited was allotted 8,61,000 Equity Shares.
- (11) Pursuant to the Order issued by the Special Court (Trial of Offences relating to transaction in Securities) Act, 1992, 800 Equity Shares were allotted to Fazal M.K. Ali Manekia.
- (12) An aggregate of 25,000 Equity Shares were allotted under the ESOS 2006.
- (13) An aggregate of 1,000 Equity Shares were allotted under the ESOS 2006.
- (14) Pursuant to the Order dated August 3, 2012 issued by the Special Court (Trial of Offences relating to transaction in Securities) Act, 1992, 4,500 Equity Shares were allotted to The Peerless General Finance & Investment Company Limited.
- (15) An aggregate of 1,800 Equity Shares were allotted under the ESOS 2012.
- (16) An aggregate of 2,500 Equity Shares were allotted under the ESOS 2006.
- (17) An aggregate of 500 Equity Shares were allotted under the ESOS 2012.
- (18) An aggregate of 3,900 Equity Shares were allotted under the ESOS 2012.
- (19) An aggregate of 135,000 Equity Shares were allotted under the ESOS 2006.
- (20) An aggregate of 2,100 Equity Shares were allotted under the ESOS 2012.

- (21) An aggregate of 6,750 Equity Shares were allotted under ESOS 2006.
- (22) An aggregate of 4,100 Equity Shares were allotted under ESOS 2012.
- (23) An aggregate of 2,500 Equity Shares were allotted under ESOS 2006.
- (24) An aggregate of 7,700 Equity Shares were allotted under ESOS 2012.
- (25) An aggregate of 5,700 Equity Shares were allotted under ESOS 2012.
- (26) An aggregate of 2,500 Equity Shares were allotted under ESOS 2006.
- (27) An aggregate of 300 Equity Shares were allotted under ESOS 2012.
- (28) An aggregate of 4,650 Equity Shares were allotted under ESOS 2012.
- (29) An aggregate of 6,800 Equity Shares were allotted under ESOS 2012.
- (30) An aggregate of 4,800 Equity Shares were allotted under ESOS 2012.
- (31) An aggregate of 1,900 Equity Shares were allotted under ESOS 2012.
- (32) An aggregate of 600 Equity Shares were allotted under ESOS 2012.
- (33) An aggregate of 2,000 Equity Shares were allotted under ESOS 2012.
- (34) An aggregate of 7,800 Equity Shares were allotted under ESOS 2012.
- (35) An aggregate of 10,000 Equity Shares were allotted under ESOS 2012

(*) Pursuant to the Scheme of Arrangement between The Great Eastern Shipping Company Limited ("Demerged Company") and GESCO Corporation Limited ("Resulting Company"), the shareholders of Demerged Company were allotted one Equity Share in our Company for every 10 equity shares held by them. 501,833 equity shares of the Demerged Company which were held in abeyance were transferred to our Company post the demerger in the ratio of 10 equity shares of the Demerged Company for every one Equity Share of our Company. Therefore, our Company had kept 50,183 Equity Shares in abeyance post the demerger. As on date of this Letter of Offer, the allotment of 40,851 Equity Shares has been kept in abeyance in accordance with Section 206A of the Companies Act, 1956, till such time the title of the bonafide owner of the Equity Shares is certified by the concerned Stock Exchange or the Special Court (Trial of Offences relating to transaction in Securities).

(b) Preference share capital history of our Company

Date of allotment	Number of preference shares	Face value	Redemption Price	Nature of consideration	Details
December 14, 2001	5,500,000	100	-	Pursuant to the Scheme II	Allotment of 13% ^(*) Non-Cumulative Redeemable Preference Shares to Mahindra and Mahindra Limited
December 14, 2001	1,000,000	100	-	Pursuant to the Scheme II	Allotment of 10.50% Non-Cumulative Redeemable Preference Shares to Mahindra Holdings and Finance Limited
February 25, 2002	8,535,836	10	-	Pursuant to Scheme II	Allotment of 10% Cumulative Redeemable Non-Convertible Preference Shares ⁽¹⁾ .
August 24, 2004	(8,535,836)	10	30	Cash	Redemption of 10% Cumulative Redeemable Non-Convertible Preference Shares
September 30, 2006	(5,500,000)	100	100	Cash	Redemption of 13.10% ^(*) Non-Cumulative Redeemable Preference Shares
March 22, 2011	(1,000,000)	100	100	Cash	Redemption of 10.50% Non-Cumulative Redeemable Preference Shares

⁽¹⁾ Pursuant to the Scheme II, 8,535,836 Equity Shares were extinguished in lieu of issue of 10% Cumulative Redeemable Non-Convertible Preference shares to 3,172 equity shareholders who had exercised the option and submitted valid applications pursuant to the option offer letter dated December 20, 2001.

* Our Board, in its meeting held on January 29, 2004 and pursuant to consent of our shareholders under section 106 of the Companies Act, 1956, varied the terms of Non-Cumulative Redeemable Preference Shares by changing the rate of interest to 13% for Fiscal 2002 and 2003 and 13.10% thereafter till redemption.

- (c) Our Company has issued Equity Shares under ESOS 2012 at ₹ 10 per Equity Share to eligible employees at a price which may be lower than the Issue Price during a period of one year preceding the date of this Letter of Offer.

2. Issue of Equity Shares for consideration other than cash

Except as set out below, we have not issued Equity Shares for consideration other than cash. Further, except as disclosed below, no benefits have accrued to our Company on account of allotment of Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares Allotted	Face Value (₹)	Issue price per Equity Share (₹)	Reason for Allotment	Benefit accrued to our Company
March 21, 2000	28,760,134	10	Consideration other than cash	Pursuant to the Scheme I.	In consideration of transfer of realty and infrastructure business of The Great Eastern Shipping Company Limited to our Company
December 31, 2001	10,800,000	10	Consideration other than cash	Pursuant to the Scheme II.	In consideration of transfer of realty and infrastructure business of MRIDL to our Company

3. History of the Equity Share Capital held by our Promoter

As on the date of this Letter of Offer, our Promoter holds 20,846,126 Equity Shares, equivalent to 50.73% of the issued and 50.78% of the subscribed and paid-up Equity Share capital of our Company.

a) Build-up of our Promoter's shareholding in our Company

Set forth below is the build-up of the shareholding of our Promoter since incorporation of our Company:

Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Cumulative No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)***
Fiscal 2001	Acquisition by MRIDL	1,823,059 ^{(1)(*)}	1,823,059	Cash	10	44.00*	4.44	3.55
Fiscal 2001	Acquisition by MRIDL	10,743,067 ^{(1)(*)}	12,566,126	Cash	10	54.00*	26.17	20.91
December 14, 2001	Allotment to Mahindra Holdings and Finance Limited pursuant to the Scheme II	10,800,000 ⁽²⁾	23,366,126	Consideration other than cash	10	-	26.31	21.02
MRIDL got merged with Mahindra Engineering & Chemical Products Limited ("MECPL") pursuant to Scheme of Amalgamation approved by the Bombay High Court on November 1, 2002.								
February 23, 2004	Transfer of Equity Shares by MECPL to Mahindra and Mahindra Limited	(12,566,126)	10,800,000	Cash	10	53.49**	(30.61)	(24.46)
February 23, 2004	Acquisition of Equity Shares by Mahindra and Mahindra Limited from MECPL	12,566,126	23,366,126	Cash	10	53.49**	30.61	24.46
February 28, 2005	Sale of shares by Mahindra Holding and Finance Limited	(6,300,000) ⁽³⁾	17,066,126	Cash	10	135.06	(15.35)	(12.26)
March 30,	Conversion of	2,835,000	19,901,126	Cash	10	526.00	6.91	5.52

Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Cumulative No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue Price/ Transfer Price per Equity Share (₹)	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)***
2007	warrants by Mahindra and Mahindra Limited							
March 30, 2007	Conversion of warrants by Mahindra Holdings and Finance Limited	84,000	19,985,126	Cash	10	526.00	0.20	0.16
January 31, 2008	Conversion of warrants by Mahindra Holdings and Finance Limited	861,000	20,846,126	Cash	10	526.00	2.10	1.68
<i>Pursuant to Scheme of Amalgamation of Mahindra Holdings and Finance Limited with Mahindra and Mahindra Limited approved by the Bombay High Court on July 18, 2008 (effective date being August 11, 2008), 5,445,000 Equity Shares held by Mahindra Holdings and Finance Limited were transferred to Mahindra and Mahindra Limited.</i>								
Total		20,846,126					50.78	40.58

(1) During the Fiscal 2001, Renaissance Estates Limited, New Delhi along with Sanjay Bakshi and others had acquired Equity Shares of our Company and made an offer to the shareholders of our Company for purchasing their Equity Shares as per the SEBI (Substantial Acquisitions of Shares and Takeover) Regulations, 1997. Mr. Ghanshyam S Sheth along with MRIDL, the then promoter of our Company, made a counter offer pursuant to the said SEBI (Substantial Acquisitions of Shares and Takeover) Regulations, 1997. Consequently, MRIDL acquired the Equity Shares.

(2) Pursuant to the Scheme II, 10,800,000 Equity Shares were allotted to Mahindra Holdings and Finance Limited (shareholder of MRIDL) in the ratio of 54 Equity Shares for every 100 equity shares of MRIDL held by it.

(3) 6,300,000 Equity Shares held by Mahindra Holdings & Finance Limited were sold by it on the stock exchanges.

* The acquisition/transfer price has been ascertained based on the board resolutions, financial statements of MRIDL for Fiscal 2001.

** The acquisition/transfer price has been ascertained based on the financial statements of Mahindra and Mahindra Limited for Fiscal 2004.

*** Assuming full subscription for and allotment of Rights Entitlement.

With respect to details on the due diligence of certain form filings with the MCA, see "Risk Factors- Some of our historical corporate records and regulatory filings of our Company are not traceable. We cannot assure you that these form filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect." on page 33."

All the Equity Shares held by our Promoter were fully paid-up at the time of allotment or transfer, as the case may be. None of the Equity Shares held by our Promoter are pledged.

b) The details of the shareholding of our Promoter and the members of the Promoter Group as on the date of filing of this Letter of Offer are as follows:

Name of the Shareholder	Total Equity Shares	Percentage (%) of Pre-Issue Capital
Promoter		
Mahindra and Mahindra Limited	20,846,126	50.78%
Promoter Group	-	-
Total Holding of Promoter and Promoter Group	20,846,126	50.78%

4. Details for subscription of Rights Equity Shares by Promoter and Promoter Group

Our Promoter, vide letter dated January 18, 2017, has confirmed that they intend to subscribe to their Rights Entitlement in full in the Issue, in compliance with regulation 10(4) of the SEBI Takeover Regulations and may subscribe to additional Rights Equity Shares (including any unsubscribed portion of the Issue), subject to their total investment in the Issue including subscription towards Rights Entitlement, not exceeding ₹ 1,650 million

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall be exempt in terms of Regulation 10 (4) (a) and (b) of the SEBI Takeover Regulations subject to fulfilment of conditions mentioned therein and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

5. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on December 31, 2016:

Cate gory (I)	Category of Shareholder (II)	No. of Shareho lders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlyi ng deposito ry receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+ (VI)	Sharehold ing as a % of total no. of Equity Shares (calculate d as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No. of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumber ed (XIII)	No. of Equity Shares held in dematerialize d form (XIV)		
													No. (a)	As a % of total shar es held (b)			No. (a)	As a % of total share s held (b)
								Class (Equity)	Total	Total as a % of (A+B+C)								
(A)	Promoter and Promoter Group	1	20,846,126	0	0	20,846,126	50.85	20,846,126	20,846,126	50.79	0	50.85	0		NA	20,846,126		
(B)	Public	63, 070	20,152,654	0	0	20,152,654	49.14	20,152,654	20,152,654	49.10	0	49.15	0		NA	19,570,284		
(C)	Non- Promoter- Non-Public																	
(C1)	Shares underlying depository receipts	2	44,770	0	0	44,770	0.00	44,770	44,770	0.11	0	0.00	0		NA	44,540		
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-		-	-		
	Total	63,073	41,043,550	0	0	41,043,550	100.00	41,043,550	41,043,550	100.00	0	100.00	0		NA	40,460,950		

6. The list of top ten Shareholders of our Company and the number of Equity Shares held by them as on the date of this Letter of Offer, 10 days before the date of filing, and two years prior the date of filing of this Letter of Offer are set forth below:

(a) The top ten Shareholders as on the date of this Letter of Offer are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue paid up Capital (%)
1.	Mahindra and Mahindra Limited	20,846,126	50.78
2.	SmallCap World Fund, Inc	2,157,380	5.26
3.	ICICI Prudential Life Insurance Company Limited	1,858,258	4.53
4.	First State Investments ICVC- Stewart Investors Asia Pacific Fund	990,125	2.41
5.	American Funds Insurance Series Global Small Capitalization Fund	855,356	2.08
6.	The Scottish Oriental Smaller Companies Trust PLC	818,520	1.99
7.	First State Investments ICVC - Stewart Investors Global Emerging Markets Fund	814,343	1.98
8.	First State Indian Subcontinent Fund	794,341	1.93
9.	First State Investments ICVC - Stewart Investors Indian Subcontinent Fund	693,511	1.69
10.	UTI-Balanced Fund	464,198	1.13
Total		30,292,158	73.78

Note: As per benpos dated March 24, 2017

(b) The top ten Shareholders 10 days prior to the date of filing of this Letter of Offer are as follows

S. No	Name of the shareholder	No. of equity shares	Percentage of the pre-issue paid up capital (%)
1	Mahindra and Mahindra Limited	20,846,126	50.78
2	SmallCap World Fund, Inc	2,157,380	5.26
3	ICICI Prudential Life Insurance Company Limited	1,858,258	4.53
4	First State Investments ICVC- Stewart Investors Asia Pacific Fund	990,125	2.41
5	American Funds Insurance Series Global Small Capitalization Fund	855,356	2.08
6	The Scottish Oriental Smaller Companies Trust PLC	818,520	1.99
7	First State Investments ICVC - Stewart Investors Global Emerging Markets Fund	814,343	1.98
8	First State Indian Subcontinent Fund	731,965	1.78
9	First State Investments ICVC - Stewart Investors Indian Subcontinent Fund	693,511	1.69
10	First State Investments ICVC - Stewart Investors Asia Pacific Sustainability Fund	415,498	1.01
Total		30,181,082	73.51

Note: As per the benpos dated March 17, 2017

(c) The top ten Shareholders two years prior to the date of filing of this Letter of Offer are as follows:

S. No	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue paid up Capital (%)
1	Mahindra and Mahindra Limited	20,846,126	50.78
2	Amansa Holdings Private Limited	2,505,170	6.10
3	Smallcap World Fund, Inc	2,157,380	5.26
4	ICICI Prudential Life Insurance Company Limited	1,289,221	3.14
5	The Scottish Oriental Smaller Companies Trust Plc	1,094,955	2.67
6	FIL Investments(Mauritius)Ltd	1,050,636	2.56
7	American Funds Insurance Series Global Small Capitalization Fund	681,356	1.66
8	National Westminster Bank Plc as depositary of First State Indian Subcontinent Fund a sub fund of First State Investments ICVC	617,334	1.50
9	National Westminster Bank Plc as depositary of First State Asia Pacific Fund a sub fund of First State Investments ICVC	553,183	1.35
10	National Westminster Bank Plc as depositary of First State Global Emerging Markets fund a sub fund of First State Investments ICVC	386,971	0.94
Total		31,182,332	75.96

Note: As per the benpos dated March 27, 2015

7. Details of Equity Shares held by the Directors and KMPs of our Company

- (i) Set out below are details of the Equity Shares held by our Directors in our Company as on the date of this Letter of Offer:

S. No.	Name of Director	No. of Equity Shares	Percentage of the pre-Issue paid up share capital (%)	Percentage of the post-Issue paid up share capital (%)***
1.	Arun Nanda*	1,31,064	0.32	0.26
2.	Anita Arjundas**	8,000	0.02	0.02
3.	Shailesh Haribhakti	5,000	0.01	0.01
4.	Prakash Hebalkar	5,000	0.01	0.01

* Out of 1,31,064 Equity Shares, 114 Equity Shares are held jointly with Neerja Nanda, being the second holder, 600 Equity Shares are held jointly with Neerja Nanda, being the first holder and Arun Nanda being the second holder and 350 Equity Shares are held jointly with Uday Nanda and Neerja Nanda, Arun Nanda being the third holder.

** Out of 8,000 Equity Shares, 1,000 equity Shares are jointly held with Mira Arjundas.

***Assuming full subscription for and Allotment of the Rights Entitlement

- (ii) Set out below are details of the Equity Shares held by our KMPs in our Company as on the date of this Letter of Offer:

S. No.	Name of KMP	No. of Equity Shares	Percentage of the pre-Issue paid up share capital (%)	Percentage of the post-Issue paid up share capital (%)*
1.	Suhas Kulkarni	4,000	Negligible	Negligible
2.	Jayant Manmadkar	1,600	Negligible	Negligible

*Assuming full subscription for and Allotment of the Rights Entitlement

8. Employee Stock Option Scheme 2006

Our Company, pursuant to the resolution passed by our Board and Shareholders on June 22, 2006 and July 21, 2006, respectively, approved ESOS 2006 for grant of 1,200,000 options which could give rise to such number of Equity Shares of our Company, in one or more tranches. The ESOS 2006 provides for issue of options to all the eligible employees of our Company (including Directors), our Subsidiaries and holding company. The purpose of the ESOS 2006 is to provide the employees with an additional incentive in the form of options to receive the Equity Shares of our Company at a future date. The ESOS is aimed at further motivating, and retaining our employees and thereby increasing the profitability of our Company.

Our Company had granted 688,359 options under ESOS 2006, which represents 1.68% of the pre-Issue paid-up equity share capital of our Company. The following table sets forth the particulars of the options granted under the ESOS 2006 as of the date of filing of this Letter of Offer:

Particulars	Details															
Options granted	688,359															
	Average price preceding the specified date															
The pricing formula	“Average price” means the daily high and low of the prices for our Company's Equity Shares quoted on BSE during 15 days preceding the specified date “Specified date” means a date on which the Nomination and Remuneration Committee decides to recommend granting of stock options to the employees and Directors of our Company and its holding Subsidiaries under the ESOS 2006.															
Exercise price of options	Based on above pricing formula, for options granted on April 25, 2008 at an exercise price of ₹ 428 per option (678,359 options) and for options granted on August 4, 2012 at an exercise price of ₹ 325.00 per option (10,000 options).															
Total options vested	688,359															
Options exercised	175,250															
Total number of Equity Shares that would arise as a result of exercise of options	175,250															
Options forfeited/lapsed/cancelled	75,379															
Variation in terms of options	Pursuant to the authority granted to the Nomination and remuneration Committee (earlier known Remuneration Committee), the following administrative changes were made. The terms of the exercise of options were revised, during the Fiscal 2011: (i) to provide for exercise of vested option by eligible employees at any time during a period of five years from the respective date of vesting instead of earlier option of exercising only on the anniversary of their vesting; (ii) subject to other terms in this regard, retired / resigned employees are allowed to exercise the vested options at any time during the period of five years from respective date of vesting as against exercise of options within three months from the date of retirement/ resignation; and (iii) on April 22, 2014, the terms for exercise of options with respect to options granted on April 25, 2008 were further revised by having a uniform last date for exercise of vested options as April 24, 2017 and with respect to options granted on August 4, 2012, by having a uniform last date for exercise of options as August 3, 2021															
Money realised by exercise of options	₹ 74.49 million															
Options outstanding (in force)	437,730															
Employee wise details of options granted to																
(i) Senior managerial personnel	See Note 1 below															
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during that year	See Note 2 below															
(iii) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil															
Fully diluted EPS pursuant to issue of Equity Shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 ‘Earning Per Share’	<table><tr><th>Period</th><th>On a standalone basis (₹)</th><th>On a consolidated basis (₹)</th></tr><tr><td>Fiscal 2014</td><td>19.03</td><td>24.64</td></tr><tr><td>Fiscal 2015</td><td>56.70</td><td>64.70</td></tr><tr><td>Fiscal 2016</td><td>25.38</td><td>22.61</td></tr><tr><td>Half Year ended September 30, 2016</td><td>7.64</td><td>13.45</td></tr></table>	Period	On a standalone basis (₹)	On a consolidated basis (₹)	Fiscal 2014	19.03	24.64	Fiscal 2015	56.70	64.70	Fiscal 2016	25.38	22.61	Half Year ended September 30, 2016	7.64	13.45
Period	On a standalone basis (₹)	On a consolidated basis (₹)														
Fiscal 2014	19.03	24.64														
Fiscal 2015	56.70	64.70														
Fiscal 2016	25.38	22.61														
Half Year ended September 30, 2016	7.64	13.45														
Difference between employee compensation cost using the intrinsic value method and the employee compensation cost that shall have been recognised if our Company has used fair	Nil															

Particulars	Details		
value of options and impact of this difference on profits and EPS of our Company			
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed of options whose exercise price either equals or exceeds or is less than the market price of the stock	Grant Date	Weighted average Exercise Price	Weighted average fair value
	April 25, 2008	₹ 428.00	₹ 291.04
	August 4, 2012	₹ 325.00	₹ 294.06
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of the option	Our Company, for computing the fair value of the options, have used assumptions of expected volatility, risk free rate, expected option life, expected dividend, market price and exercise price.		
Vesting Schedule	a) On expiry of 12 months from date of grant – 25% of options vested b) On expiry of 24 months from date of grant – 25% of options vested c) On expiry of 36 months from date of grant – 25% of options vested d) On expiry of 48 months from date of grant – 25% of options vested		
Lock-in	30 days from the date of allotment of Equity Shares pursuant to exercise of options.		
Impact on profits and EPS of the last three years if our Company had followed accounting policies specified in the SEBI Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended or the SEBI (Share Based Employee Benefits) Regulations, 2013, as amended in respect of options granted in the last three years	No change		
Aggregate number of Equity Shares intended to be sold by the holders of Equity Shares allotted on exercise of options to sell their Equity Shares within three months after the listing of Equity Shares by directors, senior managerial personnel and employees amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Not Applicable		

Note 1: Details regarding options granted to the senior managerial personnel including our Directors and KMPs, under the ESOS 2006 are set forth below:

Name of The Director/ KMP	No of Options Granted	Total Number of Options Forfeited	Total Number of Options Outstanding
Arun Nanda	200,000	-	70,000
Uday Phadke*	10,000	-	7,500
Sanjiv Kapoor	10,000	-	10,000
Shailesh Haribhakti	10,000	-	-
Anil Harish**	10,000	-	10,000
Anita Arjundas	50,000	-	49,000
Prakash Hebalkar	10,000	-	5,000
Suhas Kulkarni	9,000	-	9,000

* Resigned as Non-Executive Director with effect from July 31, 2015

** Resigned as Non-Executive Independent Director with effect from June 16, 2015

Note 2: Employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year under the ESOS 2006 are set forth below:

Name of employee	No of Options Granted	Year of Grant
Arun Nanda	200,000	Fiscal 2009
Anita Arjundas	50,000	Fiscal 2009
Pawan Malhotra*	50,000	Fiscal 2009
Prakash Hebalkar	10,000	Fiscal 2013

* Resigned as Managing Director and Chief Executive Officer with effect from June 23, 2009

9. Employee Stock Option Scheme 2012

Our Company, pursuant to the resolution passed by our Board and Shareholders dated April 27, 2012 and July 24, 2012, respectively, approved the ESOS 2012, for grant of options which shall entitle the option holder to acquire, in one more or more tranches, up to 817,610 Equity Shares which represent 2% of the issued equity share capital of our Company as on March 31, 2012. The ESOS 2012 provides for issue of options to all the eligible employees of our Company (including Directors), our Subsidiaries and holding company. The ESOS is aimed at further motivating, and retaining the employees and thereby increasing the profitability of our Company. With this objective in mind, the ESOS 2012 provides the employees with an additional incentive in the form of options to receive the Equity Shares of our Company at a future date and motivate them to remain with our Company.

Our Company has granted 218,500 options, which, if converted into Equity Shares, represents 0.53% of the pre-Issue paid-up Equity Share capital of our Company. The following table sets forth the particulars of the options granted under the ESOS 2012, as of the date of filing of this Letter of Offer:

Particulars	Details
Options granted	218,500
The pricing formula	₹ 10 per option
Exercise price of options	₹ 10 per option
Total options vested	142,250
Options exercised	64,650
Total number of Equity Shares that would arise arising as a result of exercise of options	64,650
Options forfeited/lapsed/cancelled	26,000
Variation in terms of options	Nil
Money realised by exercise of options	₹ 0.65 million
Options outstanding (in force)	51,600
Employee wise details of options granted to	
(i) Senior managerial personnel	See Note 1 below
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during that year	See Note 2 below
(iii) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil

Fully diluted EPS pursuant to issue of Equity Shares on exercise of options calculated in accordance with Accounting Standard (AS) 20 ‘Earning Per Share’	Period	On a standalone basis (₹)	On a consolidated basis (₹)
	Fiscal 2014	19.03	24.64
	Fiscal 2015	56.70	64.70
	Fiscal 2016	25.38	22.61
	Half Year ended September 30, 2016	7.64	13.45

Difference between employee compensation cost using the intrinsic value of method and the employee compensation cost that shall have been recognised if our Company has used fair value of options and impact of this difference on profits and EPS of our Company	Our Company has calculated the employee compensation cost using the intrinsic value of options. Had the fair value method been used, the employee compensation cost would have been lower by ₹ 1.87 million for Fiscal 2014, lower by ₹ 1.29 million for Fiscal 2015, higher by ₹ 0.15 million for Fiscal 2016 and lower by ₹ 1.75 million for half year ended September 30, 2016. Had the fair value method been used, the basic & diluted EPS would have been higher by ₹ 0.04 for Fiscal 2014, higher by ₹ 0.03 for Fiscal 2015, lower by ₹ 0.003 for Fiscal 2016 and higher by ₹ 0.03 for half year ended September 30, 2016.

Particulars		Details	
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed of options whose exercise price either equals or exceeds or is less than the market price of the stock	Options Date	Grant	Weighted average Exercise Price
	August 4, 2012		₹ 10.00
	July 24, 2013		₹ 10.00
	October 17, 2014		₹ 10.00
	April 30, 2015		₹ 10.00
	January 28, 2016		₹ 10.00
	July 28, 2016		₹ 10.00
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of the option		Our Company, for computing the fair value of the options, have used assumptions of expected volatility, risk free rate, expected option life, expected dividend, market price and exercise price.	
Vesting Schedule		(a) On expiry of 12 months from date of grant – 20% of options vested (b) On expiry of 24 months from date of grant – 20% of options vested (c) On expiry of 36 months from date of grant – 30% of options vested (d) On expiry of 48 months from date of grant – 30% of options vested	
Lock-in		30 days from the date of allotment of Equity Shares pursuant to exercise of options.	
Impact on profits and EPS of the last three years if our Company had followed accounting policies specified in the SEBI Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended or the SEBI (Share Based Employee Benefits) Regulations, 2013, as amended		No change	
Aggregate number of Equity Shares intended to be sold by the holders of Equity Shares allotted on exercise of options to sell their Equity Shares within three months after the listing of Equity Shares by directors, senior managerial personnel and employees amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)		Not applicable	

Note 1: Details regarding options granted to the senior managerial personnel including Directors and KMPs, under the ESOS 2012 are set forth below:

Name of The Director/ KMP	No of Options Granted	Total Number of Options Forfeited	Total Number of Options Outstanding
Anita Arjundas	10,000	-	3,000
Suhas Kulkarni	4,000	-	-
Jayant Manmadkar	4,000	-	2,400

Note 2: Employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year under the ESOS 2012 are set forth below:

Name of employee	No of Options Granted	Year of Grant
Anita Arjundas	10,000	Fiscal 2013
Sangeeta Prasad	6,000	
Deepak Ahluwalia	1,500	Fiscal 2014
Kamal Sharma	1,500	
Sanjay Bhagat	1,500	
Sundaresan Vaidyanathan	2,500	
Smeeta Neogi	4,000	

Name of employee	No of Options Granted	Year of Grant
Riyaz Bhada	2,500	
Tirthankar Chatterjee	4,000	
Rajesh Sriramshetty	1,500	
Parcha Radha Kishan	1,500	
Akhilesh Ayyappan	1,500	
Arti Shinde	1,500	
R. Guru Shankar	1,500	
Rajendra Gadekar	1,500	
Jasmin Suchak	1,500	
Bharathy Shivakumar	1,500	
Meraj Choudhari	1,500	
Vimal Mishra	1,500	
Ajay Saklani	1,500	
Lokesh Gupta	4,000	Fiscal 2015
Sanjay Srivastava	6,000	
Girish Menon	1,500	
Ashish Singhal	2,500	
Ajay Shah	1,500	
Deepak Porayath	4,000	
Bharat Gothoskar	2,500	
Anuj Bindal	2,500	
Satish Deshpande	2,500	
Amitabh Byapari	2,500	Fiscal 2016
Ankit Agarwal	2,500	
Porvankara Janardhanan	4,000	
Vivek Sachdeva	2,500	
P Rajasekar	1,500	
Vivek Patil	1,500	
Vijayasarithi S.	1,500	
Kamban Kavi	1,500	
Sudheendra Satyanarayana	1,500	
Rajan Somvanshi	1,500	
Subhorov Roy	2,500	
Jaimin Desai	2,500	April 1, 2016 till the date of this Letter of Offer
Rahul Gupta	4,000	
Abhishek Badkul	2,500	
Rahul Pote	1,500	
Gurushankar R	2,500	
Rhea Jeswani	1,500	
Madhusudan Pattanaik	2,500	
Guhan Raj Kandaswamy	1,500	

- Except for 1,858,258 Equity Shares held by ICICI Prudential Life Insurance Company Limited*, 10,063 Equity Shares held by ICICI Bank Limited*, three Equity Shares held by ICICI Prudential Trust Limited* (formerly known as ICICI Trust Limited) associates of ICICI Securities Limited and 100 Equity Shares held by Lead Manager* as on the date of this Letter of Offer, the Lead Manager or its associates (in accordance with the definition of “associate company” as provided under section 2(6) of the Companies Act) do not hold any Equity Shares in our Company.
*As per benpos dated March 17, 2017
- As of the date of this Letter of Offer, our Company has not allotted any Equity Shares for consideration other than cash, except 28,760,134 issued Equity Shares pursuant to the Scheme I and 10,800,000 Equity Shares issued pursuant to the Scheme II, under Section 391 to 394 of the Companies Act, 1956.
- Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
- The Issue being a rights issue, as per Regulation 34(c) of the SEBI ICDR Regulations, the requirement of minimum of promoter’s contribution and lock-in are not applicable.
- The ex-rights price of the Equity Shares as per regulation 10(4)(b)(ii) of the Takeover Regulations is ₹344.76

per Equity Share.

6. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us, Directors, or our Promoter to the persons who are allotted Equity Shares.
7. Other than Equity Shares issued under ESOS Scheme, none of the members of our Promoter Group, our Promoter, or our Directors and their immediate relatives have purchased or sold any securities of our Company and our Subsidiaries during the period of six months immediately preceding the date of filing of the Draft Letter of Offer with SEBI.
8. As on March 24, 2017 the total number of our Shareholders was 68,138.
9. Neither our Company nor our Directors have entered into any buy-back, safety net and/or standby arrangements for purchase of Equity Shares from any person.
10. The Lead Manager have not entered into any buy-back, safety net and/or standby arrangements for purchase of Equity Shares from any person.
11. All Rights Equity Shares issued pursuant to the Issue shall be fully paid up at the time of Allotment and there are no partly paid up Equity Shares as on the date of this Letter of Offer.
12. No further issue of capital by way of issue of bonus shares, preferential allotment, rights issue or public issue or in any other manner which will affect the equity capital of our Company, shall be made during the period commencing from the filing of the Draft Letter of Offer with SEBI to the date on which the Rights Equity Shares allotted pursuant to the Issue are listed or application moneys refunded on account of the failure of the Issue. The foregoing restriction shall not apply to any issuance of Equity Shares by our Company in terms of ESOS Scheme as at the date hereof.
13. Our Company has no intention to alter the equity capital structure by way of split/consolidation of the denomination of the Equity Shares, or issue of specified securities on preferential basis or issue of bonus, rights or public issue of Equity Shares or qualified institutions placement for a period of six months from the issue opening date. The foregoing restriction shall not apply to any issuance of equity shares by our Company in terms of ESOS Scheme as at the date hereof.
14. Our Company, in the year 2006, had made an issue of Equity Shares to QIBs and made a preferential allotment of convertible warrants to our Promoter. We confirm that the relevant provisions of the SEBI ICDR Regulations and other applicable law was complied with in this regard.
15. Our Company has not revalued its fixed assets and there were no issuances of Equity Shares or Preference Shares from the revaluation reserves.
16. Except for options granted pursuant to the ESOS Scheme, there are no outstanding convertible securities or any other right, which would entitle any person any option to receive Equity Shares, as on the date of this Letter of Offer.
17. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
18. No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an application for allotment of Rights Equity Shares in the Issue.

SECTION IV - PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (in ₹ million)
Gross Proceeds of the Issue*	2,999.89
(Less) Issue related expenses	68.49
Net Proceeds	2,931.40

*assuming full subscription for and Allotment of the Rights Entitlement

Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

Particulars	Amount (in ₹ million)
Redemption of Series II NCDs (“ Series II NCDs ”) along with the interest and redemption premium (“ Redemption ”), issued by our Company ⁽¹⁾	2,119.03
Payment of interest accrued up to April 4, 2017 (“ Interest ”) payable on Series III NCDs (“ Series III NCDs ”), issued by our Company	160.00
General corporate purposes	652.37

⁽¹⁾ Since the date of redemption of the Series II NCDs and the date for payment of interest on the Series III NCDs is April 4, 2017 (“**Redemption Date**”) and the Net Proceeds are expected to be available post the Redemption Date, our Company intends to avail a short-term borrowing in form of inter-corporate deposits from Mahindra and Mahindra Limited and Tech Mahindra Limited (“**ICDs**”), for Redemption of the Series II NCDs along with interest and redemption premium and payment of interest accrued up to April 4, 2017 payable on the Series III NCDs, which shall then be repaid from the Net Proceeds.

The main objects clause of our Memorandum of Association enables our Company: (i) to undertake our existing business activities; (ii) to undertake activities for which funds are being raised by us through the Issue; and (iii) activities undertaken for which the NCDs were issued.

Schedule of Implementation and Deployment of Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in million)			
Particulars	Total Estimated Costs	Amount to be funded from the Net Proceeds	Estimated Utilization in Fiscal 2018
Redemption of the Series II NCDs	2,119.03	2,119.03	2,119.03 ⁽¹⁾
Payment of Interest on Series III NCDs	160.00	160.00	160.00
General corporate purposes	652.37	652.37	652.37
Total	2,931.40	2,931.40	2,931.40

⁽¹⁾ The term of the Series II NCDs is four years from the deemed date of allotment i.e. the Redemption Date.

The entire requirement of funds towards objects of the Issue will be met from the Net Proceeds. Since the Net Proceeds are expected to be available post the Redemption Date, our Company intends to avail the ICDs for Redemption of the Series II NCDs along with interest and redemption premium and payment of interest accrued up to April 4, 2017 payable on the Series III NCDs, which shall then be repaid from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

Details of the Objects of the Issue

1. Redemption of the Series II NCDs and payment of Interest on the Series III NCDs

Our Company intends to utilize ₹ 2,119.03 million and ₹ 160.00 million out of the Net Proceeds towards Redemption of Series II NCDs and payment of Interest on the Series III NCDs, respectively. We believe that the said Redemption of the Series II NCDs and payment of Interest on the Series III NCDs, will help reduce our

outstanding indebtedness and debt servicing costs and enable utilization of our internal accruals for further investment in business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities.

Details of Series II NCDs and Series III NCDs

As per the disclosure document dated April 4, 2013 (“**Disclosure Document**”), the NCDs including the Series II NCDs and the Series III NCDs were issued for various purposes including working capital requirements, real estate development, land acquisitions, cost of construction, investing in an existing/to be incorporated subsidiary company being Special Purpose Vehicle (SPV) company to enable it to part finance the cost of land acquisition and preliminary development expenditure for the residential projects proposed to be undertaken in the SPV 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 and other business purposes. CRISIL Ratings has given our Company ‘AA-/Stable’ rating for the NCDs.

M/s. B.K. Khare & Co, Chartered Accountants, *vide* its certificate dated January 11, 2017, have confirmed that the proceeds from the issuance of Series II NCDs and Series III NCDs have been utilized for the same purposes for which the said NCDs were issued which is provided for in the Disclosure Document.

Our Company issued the Series II NCDs of face value ₹ 1,000,000 per Series II NCD aggregating to ₹ 1,750.00 million on April 3, 2013, with a maturity of four years from the deemed date of allotment at 8% coupon rate, payable annually and 10.78% p.a. yield to maturity rate. Upon maturity on the Redemption Date, the aggregate amount outstanding on account of the Series II NCDs will be ₹ 2,119.03 million. Our Company proposes to redeem ₹ 2,119.03 million towards Redemption of the Series II NCDs, out of the Net Proceeds.

Our Company issued the Series III NCDs of face value ₹ 1,000,000 per Series III NCD aggregating to ₹ 2,000.00 million on April 3, 2013, with a maturity of five years from the deemed date of allotment at 8% coupon rate, payable annually and 10.78% p.a. yield to maturity rate. Our Company proposes to pay Interest of ₹ 160.00 million on the Series III NCDs out of the Net Proceeds.

Since the Net Proceeds are expected to be available post the Redemption Date, the Redemption of the Series II NCDs and payment of Interest on Series III NCDs shall be made by our Company by availing the ICDs, which (along with interest payable) thereon, shall be repaid by utilising the Net Proceeds. Following are the details of the ICDs:

Name of Borrower	Mahindra Lifespace Developers Limited	
Name of Lender	Mahindra and Mahindra Limited	Tech Mahindra Limited
Nature of Instrument	Inter-corporate Deposits	Inter-corporate Deposits
Security	Unsecured	Unsecured
Amount	₹ 1500.00 million	₹ 800.00 million
Rate of Interest	Not more than 10% per annum	
Tenure	90 days from drawdown date	
Repayment	Bullet payment for full amount along with interest thereon	
Pre-payment Penalty	Nil	
Mandatory Pre-payment	Upon completion of Rights Issue and receipt of proceeds of Rights Issue by our Company within 48 hours’ or shorter notice	

The holders of the outstanding Series III NCDs as on March 24, 2017:

Sr no	Client Id	Name of the Lender	Number of NCDs held	Coupon Rate (% per annum)	Redemption/Maturity Date
1.	10114890	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon	360		

		Fund XXV Series 15		8.00	April 4, 2018
2.	10115421	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXV Series 20	256		
3.	10116168	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXVI Series 1	248		
4.	10117345	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXVI Series 14	215		
5.	10118065	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXVI Series 23	92		
6.	10118717	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXVI Series 30	70		
7.	10119054	Reliance Capital Trustee Co. Ltd- A/C Reliance Corporate Bond Fund	20		
8.	10124465	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXVIII Series 14	334		
9.	10125546	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXVIII Series 18	125		
10.	10128959	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon Fund XXIX Series 3	130		
11.	10130517	Reliance Capital Trustee Co Ltd A/C Reliance Fixed Horizon	50		

		Fund XXIX Series 7			
12.	30038588	DHFL Pramerica Trustees Private Limited A/C DHFL Pramerica Credit Opportunities Fund	100		
Total			2000	-	-

The holders of the outstanding Series II NCDs as on March 24, 2017:

Sr No	Client Id	Name of the Lender	Number of NCDs Held	Coupon Rate (% Per Annum)	Redemption/Maturity Date
1.	10011160	Franklin India Treasury Management Account	650	8.00	April 4, 2017
2.	11778422	Aditya Birla Finance Limited	1100		
Total			1750	-	-

2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ 652.37 million towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds of the Issue, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds include expenses towards strategic initiatives, partnerships and joint ventures, funding growth opportunities, meeting expenses incurred in the ordinary course of business including purchase of land inventory, repayment of loans, reduction in working capital and payment of interest on any borrowing availed by our Company.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditures considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board and subject to applicable law, shall have flexibility in utilizing surplus amounts, if any.

Interim use of Net Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board.

Bridge Financing Facilities

Our Company has not availed any bridge loans from any bank or financial institution towards any of the stated objects of the Issue as on the date of this Letter of Offer, which are proposed to be repaid from the Net Proceeds. Since the Net Proceeds are expected to be available post the Redemption Date, our Company intends to avail the ICDs for Redemption of the Series II NCDs along with interest and redemption premium and payment of interest accrued up to April 4, 2017 payable on Series III NCDs, which shall then be repaid from the Net Proceeds.

Issue Expenses

The total expenses of the Issue are estimated at ₹ 68.49 million. The break-up for the estimated Issue expenses is as follows:

Activity	Amount (₹ in million)	As a % of total estimated Issue expenses	As a % of Issue*
Fees payable to intermediaries including Lead Manager (including underwriting commission, if any), Banker to the Issue, Legal Advisor, Registrar to the Issue and out of pocket expenses	43.19	63.05%	1.45%
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	5.88	8.59%	0.20%
Regulatory fees, filing fees, listing fees, depository fees, auditor fees and miscellaneous expenses	19.42	28.36%	0.65%
Total	68.49	100.00%	2.30%

**assuming full subscription for and Allotment of the Rights Entitlement*

Monitoring Utilization of Funds

In terms of Regulation 16 of the SEBI ICDR Regulations, there is no requirement for appointment of a monitoring agency as the size of the Issue does not exceed ₹ 5,000.00 million. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds. We will disclose the utilization of the Net Proceeds, including any interim use, under a separate head specifying the purpose for which such proceeds have been utilized along with details, if any in relation to all the Net Proceeds that have not been utilised thereby also indicating investments, if any, of such unutilized Net Proceeds in our balance sheet for the relevant financial years subsequent to the successful completion of the Issue.

Pursuant to Regulation 18 of the SEBI Listing Regulations, our Company shall on a quarterly basis, disclose to the audit committee of the Board (“**Audit Committee**”) the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Letter of Offer and place it before the Audit Committee. Such disclosure shall be made only until such time that Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company. Furthermore, in accordance with Regulation 32(1)(a) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations, if any, in the utilisation of the proceeds of the Offer from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee and the Board.

Appraising entity

None of the objects of the Issue for which the Net Proceeds will be utilised have been appraised.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our Board, our KMPs or our Associate or Group Companies.

BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Lead Manager on the basis of an assessment of market demand for the issued Equity Shares and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹ 10 each and the Issue Price is ₹ 292. Investors should also refer to “*Our Business*”, “*Risk Factors*” and “*Financial Statements*” on pages 108, 15 and 185 respectively, to have an informed view before making an investment decision. The Issue Price is 29.20 times of the Face Value of Equity Shares.

Qualitative Factors

Some of the qualitative factors which form the basis for the Issue Price are:

- Strong parentage and established brand name;
- Strong execution track record;
- High level of competitiveness in a changing marketplace;
- Successful foray into the affordable housing business;
- Successful development of two large-format integrated business cities;
- Consistent financial performance and strong balance sheet; and
- Experienced management team.

For a detailed discussion on the qualitative factors, which form the basis for computing the Issue Price, see “*Our Business*”, “*Financial Statements*” and “*Risk Factors*” on pages 108, 185 and 15 respectively.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information for six-month period ended September 30, 2016 and Fiscals 2016, 2015 and 2014 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. For details, see “*Financial Statements*” on page 185.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings per Equity Share (“EPS”) of our Company (in ₹) as adjusted for change in capital

As per our Restated Consolidated Financial Information:

For the year/ period ended	Basic EPS (Consolidated ₹)	Diluted EPS (Consolidated ₹)	Weight
March 31, 2016	22.69	22.61	3
March 31, 2015	64.98	64.70	2
March 31, 2014	24.64	24.64	1
Weighted average⁽¹⁾	37.11	36.98	
Six Months ended September 30, 2016 (not annualised)	13.51	13.45	

As per our Restated Standalone Financial Information:

For the year ended	Basic EPS(Standalone)	Diluted EPS (Standalone)	Weight
March 31, 2016	25.47	25.38	3
March 31, 2015	56.94	56.70	2
March 31, 2014	19.03	19.03	1
Weighted average⁽¹⁾	34.89	34.76	
Six Months ended September 30, 2016 (not annualised)	7.67	7.64	

Notes:

⁽¹⁾ Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. $\{(EPS \times Weight) \text{ for each year}\} / \{Total \text{ of weights}\}$.

1. Earnings per Share is calculated in accordance with Accounting Standard 20 'Earnings Per Share', notified under section 133 of the Companies Act 2013, read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
2. The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in the Financial Statements on page 185.

2. Price/Earning (P/E) ratio in relation to Issue Price of ₹ 292 per Equity Share of ₹ 10 each:

Particulars	P/E at the Issue Price	
	(Standalone)	(Consolidated)
P/E ratio based on basic EPS for the fiscal ended March 31, 2016	11.46	12.87
P/E ratio based on diluted EPS for the fiscal ended March 31, 2016	11.55	12.91
P/E ratio based on weighted average basic EPS for the fiscal ended March 31, 2016	8.37	7.87
P/E ratio based on weighted average diluted EPS for the fiscal ended March 31, 2016	8.40	7.90

Industry P/E ratio:

- a. Highest: 36.45
- b. Lowest: 19.36
- c. Industry Composite: 27.25

Source: For Industry P/E ratio, P/E figures for the peers are computed based on closing market price as on March 24, 2017, of such peers, on BSE (available at www.bseindia.com) divided by basic EPS (on consolidated basis) based on consolidated financials from the filings made by the respective peers for Fiscal 2016 on BSE or as mentioned below.

3. Return on Net Worth ("RONW")

As per our Restated Consolidated Financial Information:

For the year ended	RONW (Consolidated)	Weight
March 31, 2016	5.95%	3
March 31, 2015	18.05%	2
March 31, 2014	7.98%	1
Weighted Average ⁽¹⁾	10.32%	
Six Months ended September 30, 2016 (not annualised)	3.42%	

As per our Restated Standalone Financial Information:

For the year/ period ended	RONW (Standalone)	Weight
March 31, 2016	7.46%	3
March 31, 2015	17.63%	2
March 31, 2014	6.83%	1
Weighted Average ⁽¹⁾	10.75%	
Six Months ended September 30, 2016 (not annualised)	2.20%	

Note:

The RONW has been computed by dividing net profit after tax as restated by net worth as restated as at year end.

⁽¹⁾ Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. $\{(Return \text{ on Net Worth} \times Weight) \text{ for each year}\} / \{Total \text{ of weights}\}$

4. **Minimum Return on Increased Net Worth required to maintain pre-Issue EPS for the year ended March 31, 2016:**

To maintain pre-Issue basic EPS

Particulars	Consolidated (%)	Standalone (%)
At the Issue Price	6.07	6.81

To maintain pre-Issue diluted EPS

Particulars	Consolidated (%)	Standalone (%)
At the Issue Price	6.05	6.76

5. **Net Asset Value (“NAV”) per Equity Share for our Company (₹)**

As of the year Ended	NAV (Consolidated)	NAV (Standalone)
March 31, 2016	381.00	341.42
March 31, 2015	359.64	322.62
March 31, 2014	308.87	278.42
September 30, 2016 (not annualised)	394.69	349.26
After the Issue*	374.00	337.68

*Assuming full subscription for and allotment of Rights Entitlement

Issue Price: ₹292 per Equity Share.

Note: Net Asset Value per Equity Share represents net worth, as restated, divided by the number of Equity Shares outstanding at the end of the period. Number of Equity Shares outstanding at the end of period.

6. **Comparison with Industry Peers (on a consolidated basis):**

S. No.	Name of the company	For the year ended March 31, 2016					
		Face Value (₹)	Income from operations ⁽¹⁾ (in ₹ million)	Basic EPS ⁽²⁾ (₹)	P/E ⁽³⁾	RONW ⁽⁴⁾ (%)	NAV ⁽⁵⁾ (₹)
1.	Mahindra Lifespace Developers Limited [#]	10.00	8,261.61	22.69	16.75	5.95	381.00
	Peer Group^{##}						
2.	Oberoi Realty Limited	10.00	14,080.90	12.68	29.96	8.03%	156.33
3.	Godrej Properties Limited	5.00	26,339.60	10.97	36.45	10.66%	100.26
4.	Brigade Enterprises Limited	10.00	16,761.10	11.53	19.36	10.08%	129.91
5.	Sobha Limited	10.00	18,650.50	15.63	23.22	6.02%	261.20
	Industry Composite P/E				27.25		

Notes:

[#] Based on the Restated Consolidated Financial Information for the year ended March 31, 2016

^{##} All data based on consolidated financials from the filings/annual report made by the respective companies for Fiscal 2016 on BSE.

¹ Based on income from operation (net) as reported in company filings, excluding other income

² Basic EPS on consolidated basis as reported in company filings

³ Price earnings ratio calculated by dividing the market value of Equity Shares of the company as quoted on BSE as on March 24, 2017, by the basic EPS of the company for Fiscal 2016.

⁴ RONW has been computed as Net profit after tax for Fiscal 2016 divided by the shareholder's funds at the end of March 31, 2016

⁵ Net Asset Value per Equity Share has been computed as net worth at the end of Fiscal 2016 divided by the total number of Equity Shares outstanding as at March 31, 2016

The Issue Price of ₹ 292 has been determined by our Company, in consultation with the Lead Manager on the basis of assessment of market demand from investors for the Equity Shares and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “Risk Factors”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and

Results of Operations” beginning on pages 15, 185 and 418, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “*Risk Factors*” or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

17 March 2017

To

The Board of Directors

Mahindra Lifespace Developers Limited

5th Floor, Mahindra Towers,

Worli, Mumbai – 400 018

Dear Sirs,

Sub: Statement of Possible Special Tax Benefits available to Mahindra Lifespace Developers Limited (“the Company”) and its shareholders prepared in accordance with the requirement of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“the regulations”)

We hereby certify that the enclosed Annexure, prepared by Mahindra Lifespace Developers Limited (hereinafter referred to as “the Company”) states the possible special tax benefits available to the Company and the shareholders of the Company under the provisions of the Income-tax IT Act, 1961 (“the IT Act” or “the Tax Laws”), (i.e. including amendments made by Finance Act 2016, i.e. applicable for the financial year 2016-17, relevant to the assessment year 2017-2018) presently in force in India as on signing date for inclusion in the Draft Letter of Offer (“**DLOF**”), the Letter of Offer (“**LOF**”) (collectively the “**Offer Documents**”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the possible special tax benefits, is dependent upon the Company or its shareholders fulfilling such conditions, which based on the business imperatives, the Company may face in the future and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only the special tax benefits available to the Company and its shareholders and do not cover general tax benefits. Special tax benefits are benefits which are generally not available for all companies. Further, the preparation of the contents stated is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the nature of individual tax consequences and the changing tax laws, each of the investor is advised to consult his or her or their own tax consultant with respect to the specific tax implications arising out of their participation in the offer for sale of equity shares of the Company.

We do not express any opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable, have been/would be met with;

The contents of the enclosed Annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities / courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable for any claims, liabilities

or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct.

We hereby consent to the use of our name and other details, including reference to our firm as auditors to the Company. We further consent to be named as an expert in the Offer Documents, as defined under the provisions of the Companies Act, 2013 and the rules framed thereunder.

The enclosed annexure is intended for your information and for inclusion in the Offer Documents in connection with the rights issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For B. K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784

Place: Mumbai
Date: 17 March 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO MAHINDRA LIFESPACE DEVELOPERS LIMITED (THE “COMPANY”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon the Company or its shareholders fulfilling such conditions, which based on business imperatives it faces in the future, it may or may not choose to fulfil.

UNDER THE INCOME TAX ACT 1961 (‘THE IT ACT’ OR “THE ACT” OR ‘THE TAX LAWS’)

1. Special tax benefits available to the Company

- 1.1. Under Section 80IAB of the Act, 100% of the profits derived by a developer, from the business of developing a special economic zone (“SEZ”), notified after April 1, 2005 under the Special Economic Zones IT Act, 2005, is deductible for a period of 10 consecutive assessment years out of 15 years beginning from the year in which a SEZ has been notified by the Central Government. For this purpose, ‘Developer’ would have the same meaning as mentioned under clause (g) of Section 2 of the Special Economic Zones IT Act, 2005. However, the development of the SEZ should begin on or before March 31, 2017.

No deduction under section 80IAB of the IT Act shall be allowed where the assessee fails to make a claim in its return of income.

- 1.2. Under Section 80IBA of the IT Act, 100% of the profits derived by a developer, from the business of developing and building housing projects, which are approved after 1st day of June 2016 but before 31st day of March 2019 are deductible. The developers has to comply with several stipulations mentioned therein, inter-alia, the following:
- Certificate of completion to be obtained within 3 years from the date of approval
 - The housing projects should not utilize more than 3% of total aggregate built up area for shops and other commercial purposes
 - Not more than one residential unit shall be allotted to the individual or the spouse or the minor children of such individual.

2. Special tax benefits available to the shareholders of the Company

2.1. Special tax benefits to Foreign Portfolio Investors (‘FPIs’)

- Section 2(14) of the Act provides that any security held by a FPI who has invested in such securities in accordance with the regulations made under Securities and Exchange Board of India Act, 1992 would be treated as a capital asset only so that any income arising from transfer of such security by a FPI would be treated in the nature of capital gains.
- Under section 115AD(1)(ii) of the Act, income by way of STCG arising to the FPI on transfer of shares shall be chargeable at a rate of 30% where such transactions are not subjected to STT and at the rate of 15% if such transaction of sale is entered on a recognised stock exchange in India and is chargeable to STT. The above rates are to be increased by applicable surcharge, education cess and secondary and higher education cess.
- Under section 115AD(1)(iii) of the Act income by way of LTCG arising from the transfer of shares (in cases not covered under section 10(38) of the Act) held in the Company will be taxable at the rate of 10% (plus applicable surcharge, education cess and secondary and higher education cess). The benefits of indexation of cost and of foreign currency fluctuations are not available to FPIs.

2.2. Special tax benefits available to venture capital companies/ funds

- Under section 10(23FB) of the Act, any income of Venture Capital Company registered with SEBI or Venture Capital Fund registered under the provision of the Registration Act, 1908 (set up to raise funds for investment in venture capital undertaking notified in this behalf), would be exempt from income tax, subject to conditions specified therein. (Not applicable to income of venture capital fund/company being an investment fund specified in clause of the Explanation 1 to section 115UB).
- Venture capital companies / funds are defined to include only those companies / funds which have been granted a certificate of registration, before the 21st day of May 2012 as a Venture Capital Fund or have been granted a certificate of registration as Venture Capital Fund as a sub-category of Category I Alternative Investment Fund.
- ‘Venture capital undertaking’ means a venture capital undertaking as defined in clause (n) of regulation 2 of the Venture Capital Funds Regulations or as defined in clause (aa) of sub-regulation (1) of regulation 2 of the SEBI (Alternative Investment Funds) Regulations, 2012.
- As per section 115U(1) of the Act, any income accruing or arising to or received by a person out of investments made in Venture Capital Company/Venture Capital Fund would be taxable in the hands of the person making an investment in the same manner as if it were the income accruing/arising/received by such person had the investments been made directly in the venture capital undertaking.
- As per section 115U(5) of the Act, the income accruing or arising to or received by the venture capital company/funds from investments made in a venture capital undertaking if not paid or credited to a person (who has investments in a Venture Capital Company /Fund) shall be deemed to have been credited to the account of the said person on the last day of the previous year in the same proportion in which such person would have been entitled to receive the income had it been paid in the previous year.

2.3. Special tax benefits to Non-Resident Indians

- As per section 115C(e) of the Act, the term “non-resident Indian” means an individual, being a citizen of India or a person of Indian origin who is not a “resident”. A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.
- As per section 115E of the Act, in the case of a shareholder being a non-resident Indian, and subscribing to the shares of the Company in convertible foreign exchange, in accordance with and subject to the prescribed conditions, LTCG on transfer of the shares of the Company (in cases not covered under section 10(38) of the Act) will be subject to tax at the rate of 10% (plus applicable surcharge, education cess and secondary and higher education cess), without any indexation benefit.
- As per section 115F of the Act and subject to the conditions specified therein, in the case of a shareholder being a non-resident Indian, gains arising on transfer of a long term capital asset being shares of the Company, which were acquired, or purchased with or subscribed to in, convertible foreign exchange, will not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act then this exemption would be allowable on a proportionate basis. Further, if the specified asset or saving certificates in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.
- As per section 115G of the Act, non-resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
- As per section 115H of the Act, where non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to

apply to him in relation to investment income derived from the investment in equity shares of the Company as mentioned in section 115C(f)(i) of the Act for that year and subsequent assessment years until assets are converted into money.

- As per section 115I of the Act, a non-resident Indian may elect not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing a declaration along with his return of income for that assessment year under section 139 of the Act, that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.

2.4. Special tax benefits available to Alternative Investment Fund (Category I and II)

- Under section 10(23FBA), any income of an investment fund other than the income chargeable under the head "Profits and gains of business or profession" is exempt from income tax.
- As per section 115UB(1) of the Act, any income accruing or arising to or received by a person out of his investments in investment Fund would be taxable in the hands of the person making an investment in the same manner as if it were the income accruing/arising/received by such person had the investments by the investment fund been made directly by him.
- As per section 115UB(6) of the Act, the income accruing or arising to or received by the investment fund if not paid or credited to the person (who has investments in the investment fund) shall be deemed to have been credited to the account of the said person on the last day of the previous year in the same proportion in which such person would have been entitled to receive the income had it been paid in the previous year.

2.5. Special tax benefits available to Mutual Funds

- As per section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made thereunder and such other Mutual Funds set up by public sector banks or public financial institutions or authorised by the Reserve Bank of India subject to such conditions as the Central Government may, by notification in the Official Gazette, specify in this behalf will be exempt from income tax.

3.0 Proposals made in Finance Bill, 2017 ("Bill")

The Finance Minister has introduced Finance Bill, 2017 (Bill) in the Lok Sabha on 1 February 2017 proposing

- 3.1. To insert a new sub-section (5A) in Section 45 so as to provide that in case of an assessee being individual or Hindu Undivided Family, who enters into a specified agreement for development of a project, the capital gain shall be chargeable to income- tax as income of the previous year in which the certificate of completion for the whole or part of the project is issued by the competent authority.
 - 3.2. To insert a new sub-section (5) in Section 23 so as to provide that annual value of a property consisting of any building or land appurtenant thereto held as stock in trade by the assessee and not let out for the whole or any part of the year shall be deemed to be nil for a period of one year from the end of the financial year in which the certificate of completion in respect of such property is obtained.
 - 3.3. To insert Explanation 5A to Section 9(1)(i) to clarify that the indirect transfer provision shall not be applicable to non-resident investors in FIIs/FPIs, where such FIIs/FPIs are registered with SEBI as Category I or Category II Foreign Portfolio Investor under the SEBI (Foreign Portfolio Investors) Regulation, 2014. It is also proposed that such amendment to be effect retrospectively from AY 2012-13.
- To make following changes in regard to deduction under section 80-IBA
 - increase the time limit for completion of project from 3 years to 5 years from the date of approval by the Competent Authority

- Measure the size of residential unit, shop and any other commercial establishment included in housing project by taking into account the “Carpet Area” as defined in Real Estate (Regulation and Development Act) 2016 instead of the build up area as provided in the existing provision
 - Do away with the restriction applicable in cases of places located within a distance of 25 KMs from the municipal limits of 4 metro cities as follows
 - ✓ Restriction of 30 square meters on the size of residential units
 - ✓ Condition of the size of land on which project is built to measure at least 1000 square meter
 - ✓ Condition of project utilizing not less than 90% of the floor area ratio permissible
- The Bill is subject to discussion in Lok Sabha and Rajya Sabha and assent by President.

Notes:

- *The above Statement of Tax Benefits sets out the provisions of law (i.e. the Act as amended by the Finance Act 2016) presently in force in India, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;*
- *We have also included a separate section in the Statement to list out provisions of the proposed amendments made in Finance Bill 2017 in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;*
- *The above Statement of Tax Benefits sets out the only the special tax benefits available to the Company and its shareholders under the current tax laws (i.e. the Act as amended by the Finance Act 2016 and as proposed in the Finance Bill 2017) presently in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;*
- *The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law;*
- *This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her/ its own tax consultant with respect to the specific tax implications arising out of their participation in the issue;*
- *In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the DTAA, if any, between India and the country in which the non-resident has fiscal domicile;*
- *The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders;*
- *The tax rates (including rates for tax deduction at source) mentioned in this Statement is applicable for AY 2017-18.*
- *Wealth Tax is abolished by Finance Act, 2015 with effect from April 1, 2015 and will accordingly not apply in relation to the assessment year 2016-17 and subsequent assessment year.*

SECTION V - ABOUT THE COMPANY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section has been obtained or derived from the “Resurrecting Chennai – Insights Into City’s Housing Dynamics by CBRE Research”, “Bengaluru, The Star that shines the brightest, CBRE Research Report 2016”, “The Comeback of Hyderabad, CBRE Research Report 2016”, “Urban Transport - Unlocking the Realty Potential – Mumbai Metropolitan Region Infrastructure Development Analysis by Knight Frank”, “Residential Investment Advisory Report 2016 by Knight Frank”, “India Real Estate – Residential and Office – July – December 2016 by Knight Frank” and “Real Estate – By IBEF” dated December 2016, as well as other industry sources and government publications. None of the Company, the LMs and any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Additional note to readers

The recent government action of demonetisation is a significant step to move India to a ‘less-cash’ economy in the near term and potentially a ‘cash-less’ economy in the medium term. The economy is currently in a period of ‘transition’ and there is uncertainty on the nature and timing of the impact of the policy action. Directionally, we can expect that demonetisation may lead to increase transparency and improve Indian real estate sector’s ability to attract institutional capital among other benefits. We list below some potential drivers that may affect real estate growth, the likely time to impact (near term vs. medium term vs. long term) as well as nature of impact (permanent vs. temporary)

- *India’s cities are growing, driven by accelerating urbanisation and rising consumer aspirations; the demand for quality housing that is strategically located and attractively priced will therefore sustain*
- *Consumer preference for institutionalized developers with a demonstrated track record and good governance framework will strengthen, given their customer profile, the larger share of home loan customers and the practices that are followed with respect to no undervaluation of properties or payments in cash*
- *Softening interest rates on home loans on back of growing bank deposits lead to a reduction in EMI’s, which in turn will fuel the home ownership aspirations of many an intending home buyer*
- *Institutionalised and professionally managed real estate companies are well-positioned to sustain the tide as the economic situation improves/revives*
- *Increase preference from corporate customers to set up their facilities inside well-planned industrial parks with clean land title*

At the same time, the policy action can also dampen the outlook for real estate sector in India due to reasons such as slowdown in GDP growth (near term, temporary), substantial proportion of new deposits driven towards tax payments (near term, permanent), sizeable proportion of new deposits locked in fixed deposits (near term, temporary), reduced attractiveness of India as an investment destination given uncertainty over investment horizons on back of significant monetary and fiscal policy changes.

There is uncertainty on the near-medium term impact of demonetisation. The move has potential to become an inflection point for the real estate sector, as well as for the economy as a whole. This overview has been finalised before the full impact of demonetisation is clear and does not take into account the opportunities for faster growth of real estate sector nor does it factor in potential slowdown in the economy in the near term.

INDIAN ECONOMY AT A GLANCE

Overview of the Indian Economy

GDP and Disposable Income

India’s GDP will continue to expand at the fastest pace among major economies, with growth forecast at 7.6 percent in 2016–17. Large terms-of-trade gains, positive policy actions, structural reforms—including the introduction of an important tax reform and formalization of the inflation-targeting framework—and improved confidence are expected to support consumer demand and investment. (Source: *The International Monetary*

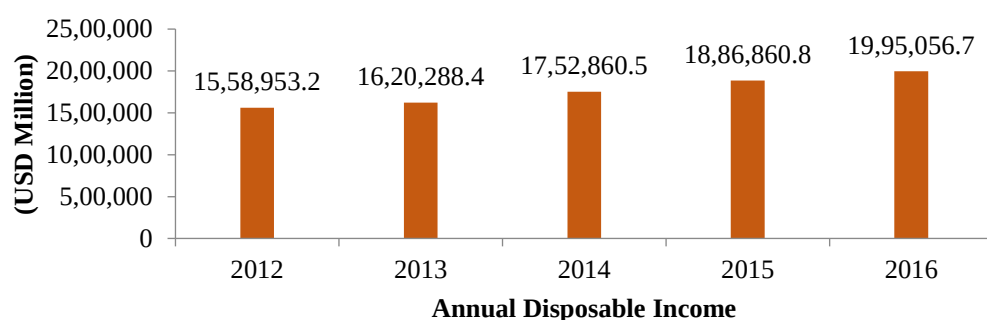
Fund's World Economic Outlook as of October 2016) The following table represents a comparison by calendar year of real GDP growth rates of certain countries:

	(%)							
Country	2011	2012	2013	2014	2015	2016P	2017P	2021P
Australia			2.1	2.7	2.4	2.9	3.1	2.8
Brazil	3.9	1.9	3.0	0.1	(3.8)	(3.3)	0.5	2.0
China	9.5	7.9	7.8	7.3	6.9	6.6	6.2	5.8
India	6.6	5.6	6.6	7.2	7.6	7.6	7.6	8.1
Japan	(0.5)	1.7	1.4	0.0	0.5	0.5	0.6	0.6
Russian Fed.	4.0	3.5	1.3	0.7	(3.7)	(0.8)	1.1	1.5
United Kingdom	1.5	1.3	1.9	3.1	2.2	1.8	1.1	1.9
United States	1.6	2.2	1.7	2.4	2.6	1.6	2.2	1.6

Note: Years refer to calendar years; data for 2016, 2017 and 2021 are projections

(Source: The International Monetary Fund's World Economic Outlook as of October 2016)

Despite an overall slowdown in India's rate of GDP growth since 2011, per capita GDP in India nevertheless grew from an estimated US\$5,500 in 2013 to an estimated US\$6,300 in 2015. *(Source: CIA Factbook)* India's aggregate annual disposable income has been on the rise in recent years. The following graph illustrates the growth of India's aggregate annual disposable income from 2012 to 2016:



(Source: Euromonitor International India Country Factfile (www.euromonitor.com/india/country-factfile))

Investors' perceptions of India improved in early 2014, due to a reduction of the current account deficit and expectations of post-election economic reform, resulting in a surge of inbound capital flows and stabilization of the rupee. *(Source: CIA Factbook)* GDP growth picked up in the year 2014-2015, rising 7.3% on top of a growth of 6.9% in the year 2013-2014. The firming up of GDP growth in the year 2014-2015 was driven mainly by private consumption and supported by fixed investment, even as government consumption and net exports slackened considerably. *(Source: RBI's Annual Report 2014-2015)*

The 'Make in India' initiative was launched by the Prime Minister of India as a part of a series of programs intended to encourage the growth of domestic manufacturing and an increase in foreign investment in 25 sectors of the economy. *(Source: <http://www.makeinindia.com/about>)* This initiative has helped in the growth of demand for industrial real estate due to increasing demand for leased commercial property by the manufacturing sector. *(Source: <http://www.ibef.org/industry/real-estate-india.aspx>)*. In addition to this, projects such as the 'Smart City Project' have also increased the scope of real estate investment in India. *(Source: <http://www.makeinindia.com/article/-/v/internet-of-things>)*.

Similarly, the Start-up India scheme was launched as a part of the 'Make in India' initiative in order to encourage the development of entrepreneurship. Under this scheme, businesses are given certain benefits including e-registrations, significant reduction in the application fee for start-up patents, minimal inspections for the first three years, etc. *(Source: <http://www.pradhanmantriyojana.in/start-up-india-stand-up-india-scheme-hindi-pdf/>)*

INDIAN REAL ESTATE SECTOR - OVERVIEW

Market Size of Real Estate in India

The real estate and construction industry is an integral part of the Indian economy and plays an important role in the development of the country's infrastructure. The real estate sector's contribution to India's GDP is estimated to increase to about 13% by 2028 and the market size is expected to increase by 7 times, from USD 126 billion in

2015 to USD 853 billion by 2028. Growth in this sector will be driven by multiple factors such as a growing economy, urbanization, policy support, easier financing, epidemiological changes and growth in tourism.

(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

The real estate sector comprises of five sub-sectors:

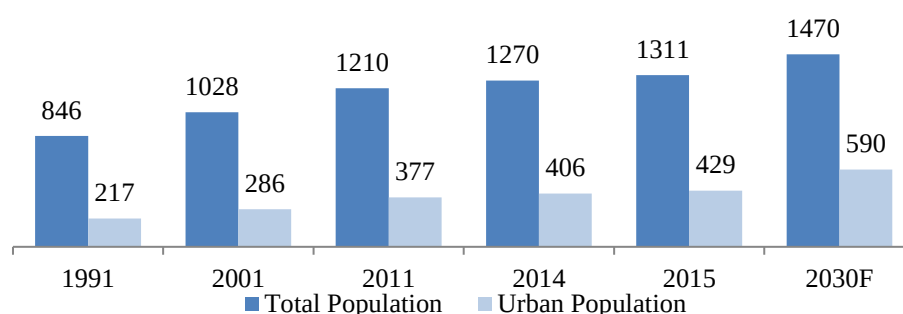
Key Drivers	
Residential Space	Residential segment contributes ~80% of the real estate sector. The demand in this segment is driven by rapid urbanization, growth in population, rise in the number of nuclear families, easy availability of finance, repatriation of NRIs and HNIs and rise in disposable income.
Commercial Space	- The demand in this segment is driven by rapid growth in service sectors (IT/ITeS, BFSI and Telecom), rising demand from MNCs and demand for office space in Tier 2 cities. - Over 40.2 million sq. ft. of corporate real estate space was absorbed in by top seven cities of the country during 2015
Retail Space	- FDI in multi brand retail to boost demand - Organized retail sector is growing 25-30% annually. The demand in this segment is driven by booming consumerism in India and entry of MNC retailers. India's population below 30 years of age having exposure to global retail are expected to drive demand for organised retail.
Hospitality Space	A robust domestic tourism industry, the increasingly global nature of Indian businesses boosting business travel, tax incentives for hotels and higher FSI and expansion of infrastructure during the 12th Five Year Plan are the key drivers of this sector.
SEZs	As of FY16, the Government has formally approved 415 SEZs, of which 205 are operational. Majority of the SEZs are in the IT/ITeS sector.

(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

Growing Urbanization Boosting Real Estate Demand

- India's urban population as a percentage of total population is around 32.7 per cent in 2015 and is expected to rise to 40.0 per cent by 2030
- Better wages and better standard of living is expected to result in an increase in urban population in India to above 600 million by 2031 from 429 million in 2015
- Government initiatives such as various urban development policies and programmes (e.g., JNNURM) are expected to contribute to enhanced urbanisation.
- Urbanisation and growing household incomes are driving demand for residential real estate and growth in the retail sector

Population breakdown of India (million)



(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

Government Policies are Helping the Real Estate Sector Prosper

Ease in housing finances

- A deduction for additional interest of USD 746.8 per annum for loans upto USD 0.05 million was sanctioned during 2016-17, in case of first time home buyers, where the cost of house is less than USD 0.07 million
- Increase in exemption limit from USD 3317 to USD 4147 will help in household savings

Housing for economically weaker sections

- During June 2016 to March 2019, 100 per cent deduction for profits would be approved for undertaking housing project of flats upto 30 sq. metres in four metro cities and 60 sq. metres in other cities
- As per section 80GG, increase the limit of deduction of rent paid from USD 358 to USD 896 per annum, was allowed for the people living on rent

Foreign Direct Investments

- The government has allowed 100 per cent FDI for townships and settlements development projects
- Provision for reduction in minimum capitalisation for FDI investment from USD 10 million to USD 5 million which would help in boosting urbanization

Widening the scope of real estate market

- SEBI released draft guidelines for investments by Real Estate Investment Trusts (REITs) in non-residential segment and Infrastructure Investment Trusts. REIT will open channels for both commercial and infrastructure sector

Land Acquisition Bill

- In December 2014, the government passed an ordinance amending the Land Acquisition Bill. This ordinance would help speeding up the process for industrial corridors, social infra, rural infra, housing for the poor and defence capabilities

Housing For All 2022

- Under the Housing For All scheme, 6 crore houses are to be built in which 4 crore in rural areas and 2 crore in urban area by 2022
- In order to encourage the development of affordable housing, projects that commit at least 30% of the total project cost for low cost affordable housing are to be exempted from minimum built-up area and capitalisation requirements under the FDI policy. (Source: <http://www.makeinindia.com/sector/construction>)
- Under the Housing For All scheme, 6 crore houses are to be built in which 4 crore in rural areas and 2 crore in urban area by 2022. In order to encourage the development of affordable housing, projects that commit at least 30% of the total project cost for low cost affordable housing are to be exempted from minimum built-up area and capitalization requirements under the FDI policy. (Source: <http://www.makeinindia.com/sector/construction>) In addition to this, companies engaged in the business of construction and development of housing projects are also given certain advantages under the Income Tax Act under section 80-IBA, with effect from April 1, 2017. This section states that such companies are allowed to claim a 100% deduction of the profits earned from the construction and development of housing projects, provided that such projects are approved by the competent authority on or before March 31, 2019. (<http://www.cbec.gov.in/resources/htdocs-cbec/fin-act2016.pdf;jsessionid=25698487D9C9E61E0FD4F97B17DDB0C1>).

Real Estate Regulation Act (RERA)

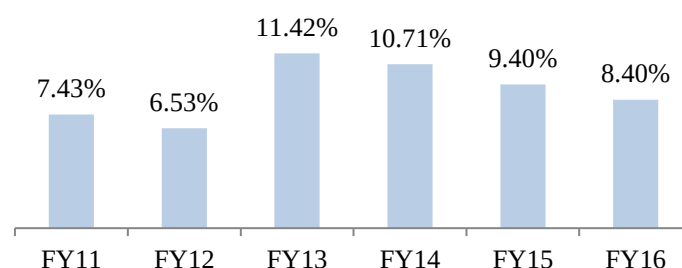
- Real Estate Bill was passed in March 2016 to establish a real estate regulatory authority for regulating & promoting the sector

(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

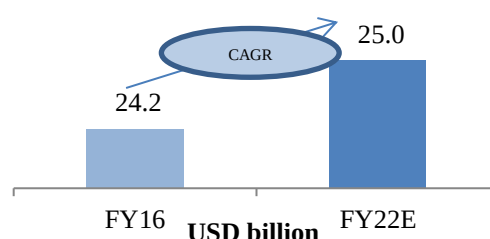
FDI in Real Estate on an Upward Trend

Total FDI in construction development sector, during April 2000–March 2016, stood at around USD24,188 billion. During April 2000–March 2016, total cumulative inflows in the construction development sector accounted for 8.4 per cent of total inflows into the country.

FDI in construction development sector as a per cent of India's total FDI



Fourth largest sector in terms of FDI inflows



FDI in the sector is estimated to grow to USD25 billion by FY22

(Source: India Brand Equity Foundation, www.ibef.org, <http://www.ibef.org/download/Real-Estate-December-20161.pdf>)

REAL ESTATE MARKET IN SPECIFIC REGIONS

Mumbai

The Mumbai Metropolitan Region (MMR) is spread over an area of 4,355 sq km, which includes 458 sq km of the Mumbai City district and the rest comprising regions in the Thane, Palghar and Raigad districts. In the last decade, the population growth rate of Mumbai was 3.9%, and 40.3% for the rest of the MMR. By contrast, 80% of the 118 mn sq ft of the region's office space is in Mumbai. These dynamics make the long commute to work and back inevitable for a large section of the workforce in the MMR, and shape the real estate market as well. A huge price variation in residential segment arises on account of multiple factors – commuting time to employment hubs and other places of importance, access to education, healthcare and entertainment avenues, location profile and gentry. Over the last decade, several new infrastructure initiatives such as the Mumbai Metro Line 1, Santacruz Chembur Link Road (SCLR), Eastern Freeway, Jogeshwari Vikhroli Link Road (JVLR) have become operational. The Government has announced other infrastructure initiatives such as the Coastal Road project and the Mumbai Trans Harbour Link (MTHL) project. The Revised Draft Development Plan 2034 for Mumbai has tried to make use of the available avenues for the future growth of the city. Although in conservative measure and treading cautiously after the criticism of the last version, the plan has laid out several measures to increase the development potential of the city

(Source: Urban Transport – Unlocking the Realty Potential – Mumbai Metropolitan Region Infrastructure Development Analysis by Knight Frank)

Pune

Pune's urban agglomeration, also known as the Pune Metropolitan Region (PMR), is spread over 3,500 sq km and consists of the Pune Municipal Corporation (PMC), Pimpri Chinchwad Municipal Corporation (PCMC), Pune Cantonment and Kirkee (Khadki) Cantonment. According to Census 2011, the total population of the PMR was 5.75 mn. The development of the PMR is undertaken by various agencies, such as the PMC, PCMC, the Public Works Department (PWD) and others. The absence of a single, unified planning authority for the metropolitan region has led to an inordinate delay in the execution of various infrastructure projects. However, earlier this year, the Government of Maharashtra finally notified of the formation of a regional development body, called the Pune Metropolitan Region Development Authority (PMRDA). Currently, the PMRDA is in the process of preparing an integrated development plan (DP) for the entire region, which will eventually replace the individual development plans of the various local bodies, including the PMC and PCMC. The PMRDA may also be responsible for major infrastructure projects, such as the metro rail and outer ring roads.

(Source: Residential Investment Advisory Report 2016 by Knight Frank)

NCR

The National Capital Region (NCR) is spread over 43,374 sq km, making it one of the largest urban agglomerations in the world. NCR consists of the entire National Capital Territory (NCT) of Delhi, as well as select districts from the neighboring states of Haryana, Rajasthan and Uttar Pradesh (UP). Due to this lateral development, peripheral areas such as Gurgaon, Noida and Greater Noida emerged as the major sub-regions of NCR. The growth of the NCR region led to the growth of the service industry, and the region witnessed huge immigration from neighbouring states. This growth is evident from the steep 3.6% annual rise in population during the decade 2001-2011, which pegs the total population at 52.60 mn, of which 59% is urban. The prominence of the main urban centres can be derived from the fact that of the total 31 mn urban population of NCR, 74% is constituted by urban centres, namely the NCT of Delhi, Gurgaon, Faridabad, Ghaziabad and Gautam Budh Nagar (Noida and Greater Noida).

(Source: Residential Investment Advisory Report 2016 by Knight Frank)

Bengaluru

Bengaluru (earlier known as Bangalore), the capital of Karnataka is located in the south-eastern part of the state. Spread over 2190 sq km, Bengaluru remains India's 3rd most populous city (population of 9.6 mn in 2011) and 5th most populous urban agglomeration. In the last two decades or so, Bengaluru has transformed from being a "Pensioner's Paradise" to India's "Silicon Valley", becoming the hub of research and innovation. Over the years, Bengaluru witnessed the advent of its information technology sector with significant investments flowing into the city mainly attributable to its intrinsic strengths such as a salubrious weather, pro-industry Government policies, presence of prominent educational/science research institutions and abundant skilled talent pool. Consequently, Bengaluru attracts highest absorption of office space among Top Three Tier I cities in India. Multiple infrastructure initiatives are under development to enhance connectivity and drive real estate growth across the city. Peripheral Ring Road (PRR) will circumnavigate the city beyond the ORR, connecting all major highways and arterial roads. Metro Phase I is already operational and work is underway on Phase II.

(Source: Bengaluru, The Star that shines the brightest, CBRE Research Report 2016)

Hyderabad

Spread over 7257 sq km, Hyderabad is the 2nd largest urban agglomeration with respect to area in India. The origins of growth began with the establishment of the Hyderabad Information Technology and Engineering Consultancy City (HITEC City) in 1998 in the western part of the city. However, the limited availability of non-litigated land parcels in and around HITEC city and improved infrastructure prompted the government in 2005 to establish the Financial District, a 150-acre dedicated industrial park designed to cater to IT/ITeS and financial firms. The district was formed in the Nanakramguda submarket, which is geographically an extension of HITEC City. Subsequent years saw the development of campuses by large corporates. In 2009, the city's growth curve was interrupted by protests demanding a separate state, which resulted in political and economic instability and ultimately negatively impacted investment sentiment, leading to stagnancy of the city's real estate sector from 2009 to 2014. However, following the passage of the The Andhra Pradesh Reorganization Act, 2014 in both houses of Parliament in February 2014 and the creation of the separate state of Telangana, political stability was restored to Hyderabad. The announcement of the new Telangana State with Hyderabad as a common capital for both Andhra Pradesh and Telangana for a span of 10 years, coupled with inherent strengths of the city – including its status as a prominent IT hub, its strong institutional base, supportive government policies, large scale

infrastructure initiatives and significant demographic dividend – have propelled economic growth over the past two years. A significant number of infrastructure initiatives such as Inner Ring Road (IRR), Nehru Outer Ring Road (ORR) and PV Narasimha Rao Expressway have been undertaken by the State Government.
(Source: *The Comeback of Hyderabad, CBRE Research Report 2016*)

Chennai

Chennai, the capital of Tamil Nadu, is the fourth largest metropolis in India, with a population of 8.87 mn. Chennai was one of the early movers to realize the potential of the technology sector in India. The Information Technology (IT) and Information Technology enabled Services (ITeS) sector took off in Chennai with the completion of TIDEL Park along Rajiv Gandhi Salai (the erstwhile Old Mahabalipuram Road) in the year 2000. Several industrial parks and SEZs were established in the peripheral areas of the city. Consequently, the NH-4 in West Chennai (Chennai – Bengaluru Highway) and GST Road in South Chennai (Chennai–Trichy Highway) gained prominence as major industrial vectors of the city.

While the southern counterparts of Bengaluru and Hyderabad are significantly dependent on the IT populace to sustain residential demand, Chennai's residential activity is driven by not just IT, but by manufacturing and trading as well, resulting in comparatively stable residential market. On similar lines, as employment creation plays a vital role in generating residential sales, growth in Chennai's office space take-up/ expansion initiatives by corporates will continue to support housing sales. The commercial office space off take in past two years has witnessed a steady increase driven by expansion of corporates, a trend that is likely to continue and propel residential demand. The infrastructure and policy initiatives taken by the State Government are expected to further improve connectivity between the regions and augment housing demand. The recently concluded Global Investor Meet held in the city has received an investment commitment to the tune of INR 242,000 crore through 98 signed Memorandums of Understanding (MoUs). Most of these projects are expected to be concentrated around the peripheral locations of the city, with a long-term impact on the housing market in these locations.

(Source: *Resurrecting Chennai, CBRE Research Report 2016*)

Performance of Real Estate Market in 2016

The residential market of the top eight cities in India started off on a positive note in 2016 with H1 2016 witnessing a 7% jump in sales volume compared to the same period of the previous year. More than 135,000 units were sold in H1 2016 as compared to 126,620 units in H1 2015. The second half of 2016 started with the same pace, with Q3 2016 sales volume showing a positive growth on the back of the start of the festive season. Sales volume across the top eight cities were holding steady at 67,000 – 68,000 units per quarter since Q1 2016.

However, the Indian Government's demonetisation move on 8 November brought the market to a complete standstill. Against this backdrop, developers refrained from announcing any new launches and buyers turned extremely cautious before committing on purchases.

Another imminent change that will impact the sector is the partial implementation of RERA. The Act lays down the broad parameters for functioning of the real estate sector and since land is a State subject, the Act required States and Union Territories to come up with governing rules by 31st October 2016. RERA, once implemented, will increase transparency, which in turn will bring back buyer confidence. The real benefits would be that the buyer will be ensured of a dedicated governing body, timely project completion, complete information on the project and amenities promised. Developers as well as intermediaries will have to recalibrate the way they do business to be RERA compliant. However, as of date, only Maharashtra and Delhi have come up with and notified the draft rules for their respective States. The enforcement of the Benami Transactions (Prohibition) Amendment Act, 2016 will also prove to be yet another disruption in 2017. The above factors may have briefly halted the march, especially of the residential property market but in the long run they will help the sector grow in a much more evolved manner.

(Source: *India Real Estate – Residential and Office – July – December 2016 by Knight Frank*)

OUR BUSINESS

Overview

We are one of the leading real estate development companies in India (Source: *Construction World Magazine: India's Top Builders, 2016*). We operate our business in three diversified business lines: (i) residential projects under the 'Mahindra Lifespaces' brand name (); (ii) affordable housing projects under the 'Happinest' brand name (); and (iii) large-format integrated cities under the 'Mahindra World City' brand name (). We currently have presence in multiple city-clusters across India i.e. the Mumbai Metropolitan Region (Mumbai, Thane, Palghar, Alibaug and Boisar), Pune, Nagpur, Nashik, Ahmedabad, the National Capital Region (New Delhi, Gurgaon and Faridabad), Jaipur, Hyderabad, Bengaluru and Chennai.

We are part of the Mahindra group, which is one of the largest business houses in India. The Mahindra group's flagship entity, Mahindra and Mahindra Limited, is our Promoter and, as per the closing price on March 24, 2017, had a market capitalization of ₹ 792,451.77 million and ₹ 792,389.66 million on BSE and NSE, respectively and was included by Forbes magazine in its list of the 'World's Biggest Public Companies' (Global 2000 list) for the year 2016 (Source: <http://www.forbes.com/global2000/list/>). The Mahindra group has a strong presence in the utility vehicles, tractors, information technology, financial services, aerospace, real estate, hospitality and logistics sectors.

In our residential projects portfolio, we develop projects that are in the mid-premium range of the real estate market under the 'Mahindra Lifespaces' brand name. Our residential developments include standalone residential complexes and gated communities comprising villas and apartments. We also have select projects in the luxury segment which include residential housing and weekend homes. In July 2013, our Company entered into a joint venture arrangement with SCM Real Estate (Singapore) Private Limited ("**SCM Real Estate**"), a subsidiary of Standard Chartered Asia Limited, for the purpose of developing mid-premium residential projects in India.

As of December 31, 2016, under the 'Mahindra Lifespaces' brand name we had residential Completed Projects, aggregating to 11.81 million square feet of Saleable Area, residential Ongoing Projects aggregating to 3.72 million square feet of Saleable Area, residential Forthcoming Projects aggregating to 4.08 million square feet of Saleable Area and Land Inventory aggregating to 11.04 million square feet of Saleable Area, of which 9.50 million square feet is within the Mahindra World City premises at Chennai.

We entered the affordable housing business under the 'Happinest' brand name, with the launch of two projects located at Avadi, Chennai and Boisar, Maharashtra with the intention of providing quality housing at affordable prices to the emerging middle class in India. As of December 31, 2016, in the affordable housing business segment, we had Completed Projects, aggregating to 0.34 million square feet of Saleable Area, Ongoing Projects aggregating to 0.52 million square feet of Saleable Area and Forthcoming Projects aggregating to 1.26 million square feet of Saleable Area.

We develop large-format integrated cities, under the 'Mahindra World City' brand name. We launched our first Mahindra World City developments in Chennai in September, 2002 and our second Mahindra World City development in Jaipur in December, 2006. Our large-format integrated cities are planned as self-contained townships and include a combination of industrial and commercial real estate developments, residential developments, as well as infrastructure and related amenities such as roads, recreational parks and schools. Our Integrated Cities aggregate to a combined project area of over 4,000 acres and cater to over 130 companies, including Deutsche Bank Group, Mahindra and Mahindra Limited, Force Motors Limited, Lear Automotive India Private Limited, TTK Healthcare Limited and Gaston Engineering Limited and provide an integrated environment for livelihood, living and life. In May 2015, we entered into a joint venture arrangement with Sumitomo Corporation of Japan for the purpose of developing an industrial cluster in north of Chennai. We have also acquired approximately 268.70 acres near Ahmedabad, Gujarat for developing our second industrial cluster.

We have a small portfolio of commercial projects, most of which are within our Mahindra World City developments, as part of the integrated offering. As of December 31, 2016, in the commercial portfolio, we had Completed Projects aggregating to 1.00 million square feet of Saleable Area and Ongoing Projects aggregating to 0.02 million square feet of Saleable Area.

We have received several awards and recognitions such as the '2016 Porter Prize for Excellence in Governance by the Institute of Competitiveness in India', 'Investor Relations Society Awards 2015' for best environment, social and governance disclosures in small cap category and 'Best Developer - Residential Project' at Acetech

Alpha Awards 2015. We have also been ranked 28th amongst the 'Top 100 companies in Asia' in the 2016 Channel News Asia Sustainability ranking (Source: <http://sustainability-ranking.channelnewsasia.com/top100-2016.html>). We have also been selected as a 2016 Working Mother and AVTAR '100 Best Companies for Women in India'. Our CEO and Managing Director, Anita Arjundas has featured in the 'Fortune 50 Powerful Women in India' each year from the year 2011 and was ranked 28th in the list for the year 2016 (Source: <http://fortuneindia.com/mpw/2016>).

For the six-month period ended September 30, 2016, on a consolidated basis, our total income, as restated, was ₹ 4,051.93 million and our consolidated net profit, as restated, was ₹ 554.55 million. For the Fiscals 2016, 2015 and 2014, our consolidated total income, as restated, was ₹ 8,774.31 million, ₹ 11,475.67 million and ₹ 7,561.97 million, respectively, and our consolidated net profit, as restated, was ₹ 930.92 million, ₹ 2,661.95 million and ₹ 1,006.29 million, respectively.

Our Competitive Strengths

We believe that the following are our principal strengths:

Strong parentage and established brand name

We are part of the Mahindra group, which is one of the largest business houses in India. The Mahindra group's flagship entity, Mahindra and Mahindra Limited, is our Promoter. The Mahindra brand is well-known in India, due to its established presence which spans ten sectors, across several countries. Our parentage ensures a high level of trust and recognition among customers, lenders and suppliers for all our brands ,  and . We have continued to inculcate the tradition and the brand value of our Promoter and we are recognized as a reputed real estate developer with a focus on transparent practices.

Balanced business portfolio leading to consistent financial performance

We have adopted a portfolio approach to our business. This approach entails specific focus on our distinct business lines, mid-premium residential projects, affordable housing and integrated cities and industrial clusters and in focused but diverse geographies. The intent is to use this approach to manage the volatility in individual businesses within our portfolio and the markets in which we operate.

Despite the changes in the economic and industry conditions in India, our income from operations, on a consolidated basis, increased by 11.89% from ₹ 7,383.38 million in Fiscal 2013 to ₹ 8,261.62 million in Fiscal 2016. As a result of our consistent financial performance and internal financial control measures, our net debt to equity ratio, on a consolidated basis, in the five Fiscals ending March 31, 2016 and six months ended September 30, 2016, has been below one. In addition, we are able to access cost-effective debt financing due to our strong balance sheet in addition to our brand equity, stable credit history, superior credit ratings and risk management practices. CRISIL Ratings has given our Company the following ratings: (i) 'AA-/Stable' for non-convertible debentures; (ii) 'AA-/Stable' for long term loan facilities; and (iii) 'A1+' for short term loan facilities. India Ratings and Research Private Limited has affirmed our Company's long term issuer rating as 'IND AA'.

Well placed to benefit from regulatory changes in market place

Over the last few years, the real estate industry has witnessed difficult market conditions. The result has been a huge pressure on liquidity of many developers, leading to a slowdown in their project execution and delay in delivery of homes to customers. The delay in such projects can vary from a few months to several years. With minimal investors in the market, demand has primarily been driven by end consumers who take out mortgages to purchase their homes. The RBI data for sector wise gross bank credit of scheduled commercial bank reflects an increase in housing loans by approximately 80% in the four years ending March 31, 2015. These end consumers are cautious about delays in delivery and prefer to buy from developers who have a strong track record of execution and timely delivery. Our Company is in a strong position to leverage this change in preferences of customers as we are an established brand with a track record of execution and have delivered homes across the country.

The RERA Act has introduced several compliances to be followed by the real estate industry. We are compliant with various provisions of RERA Act to the extent that we do not launch any projects without the receipt of requisite approvals.

The Government of India permits FDI of up to 100.0% in construction-development projects (which would include, amongst others, development of townships, construction of residential/commercial premises, hotels, resorts, recreational facilities), without prior approval, subject to certain conditions being fulfilled. These conditions relate, among other things, to the minimum area to be developed under a project, minimum capitalization, restrictions on repatriation and the time within which a project is required to be developed. Our Company, being an organised player, is in a position to avail these opportunities while ensuring strict compliance to the conditions laid down. Hence, we are well placed to take advantage of the changing landscape in the real estate industry.

High standards of corporate governance with focus on sustainability

We are committed to implementing best practices of corporate governance to achieve a high level of transparency and ethical practices towards our shareholders, the community and the environment at large. In addition to a majority-independent board of directors, we also focus on ensuring independence at our Subsidiaries level, with the chairpersons of the boards of directors of MWCDL and MWCJL, our Subsidiaries, which are developing the Mahindra World City projects in Chennai and Jaipur, currently being from outside the Mahindra group. Our Board of Directors has also constituted various sub-committees to ensure operational independence, timely direction and supervision for day-to-day functioning.

In addition to our corporate governance initiatives, we also focus our business efforts on sustainability and corporate social responsibility projects driven by our mission to transform urban landscapes by creating sustainable communities. We are the first real estate company in India to undertake global reporting initiative (“GRI”) compliant reporting. Our GRI compliant report received an ‘A+’ rating according to the GRI G3.1 guideline, indicating the highest level of disclosure in Fiscals 2012, 2013 and 2014. In Fiscal 2015, we transitioned to the new GRI G4 guidelines. Our GRI compliant report received the materiality disclosure check in Fiscal 2015 and 2016. We have entered into an MoU with The Energy and Resources Institute (“TERI”) for the development of Mahindra TERI Centre of Excellence (“CoE”), which will focus on improving energy efficiency in India’s residential building sector. We are also one of the five founding members of the ‘Sustainable Housing Leadership Consortium’, a voluntary collaborative body, convened by International Finance Corporation in Fiscal 2017, to drive sustainability in India’s housing sector.

Further, our Mahindra World City development at Jaipur became the first project in Asia to receive ‘Stage 2 Climate Positive Development’ certification from the ‘C40 Cities Climate Leadership Group’. The project was recognized for its climate positive roadmap detailing its plans and commitments to achieve net negative carbon emissions outcome. We have also partnered with the Indian Green Building Council (“IGBC”) to create certified green buildings and communities. We have set targets to reduce emissions, eradicate waste and optimize consumption of natural resources through efficient use of water and energy and better management of our supply chain. Our efforts on sustainability have been recognised and we have been ranked ‘28th amongst Top 100 companies in Asia’ in the ‘2016 Channel News Asia Sustainability Ranking’. (Source: <http://sustainability-ranking.channelnewsasia.com/top100-2016.html>)

Our corporate social responsibility projects are centred around community development and have been instrumental in our endeavour to be a socially thoughtful and responsible organization. We believe that providing skill training to young adults enabling better living standards, and providing access to education for children are important aspects of creating a sustainable eco-system. Our Company has implemented community engagement programs at most of our project locations. We have also launched a unique initiative named ‘Green Army’ to increase awareness about sustainable living habits among children. In the year 2014, Mahindra World City Jaipur featured in the ‘Order of Merit’ list at the ‘Skoch Renaissance Awards’ for its work on women empowerment in its neighboring communities.

Strong execution track record with focus on quality and customer centricity

Over the years, we have built a diversified real estate portfolio spread across geographical locations and business lines. As of December 31, 2016, we had Completed Projects aggregating to 13.15 million square feet of residential and commercial saleable area across multiple city clusters, demonstrating our strong track record of execution. We currently have over 4,000 acres of large-format integrated cities under management in Chennai and Jaipur.

We have developed in-house competencies for most stages in the property development life cycle, commencing from project inception, which involves identifying parcels of land and the conceptualisation of the development, to execution, which involves planning, designing and overseeing construction activities, culminating in property

delivery. We implement well-defined policies and initiatives at our projects that are aimed at improving our operational efficiencies and ensuring better quality and safety standards. We undertake strategic sourcing of materials at the corporate level to efficiently manage our raw material and other resource requirements. We have also been certified for our Integrated Management System, including ISO 9001:2008, ISO 14001:2004 and BS OHSAS 18001:2007 certifications for design development and construction of our residential and commercial properties and development, operation and maintenance of common infrastructure facilities in our Mahindra World City developments.

Our scale of execution in residential space has increased over the years as reflected in our construction expenditure, which has increased from ₹ 4,132.00 million in Fiscal 2014 to ₹ 5,450.00 million in Fiscal 2016 and area completed, which has increased from 1.11 million square feet in Fiscal 2014 to 3.29 million square feet in the Fiscal 2016. We have delivered over 1,800 homes to our customers in the last three years ending March 31, 2016. We have delivered over 1,800 homes to our customers in the nine-month period ended December 31, 2016.

We have adopted the following customer-centric practices in our residential business to help us strengthen our brand:

- *Design Validation:* We obtain regular consumer feedback, engage with experts and monitor the developments made by our competitors. We also obtain feedback on the design from our customers at the planning stage.
- *Focus on Delivery:* Typically, we release the inventory of the apartments in our projects in a phased manner to achieve timely deliveries. We obtain requisite approvals to start construction upon launch and have increased the use of technology and modular components to achieve timely completion. We also undertake quality checks at every stage of construction and delivery. As part of our efforts at continual improvement in the flat inspection process, we launched a mobile application named “Q - Scan” in Fiscal 2016, which helps us to identify, monitor and close any issues in the delivery of the flat via an automated process. This mobile application works in the offline mode, allows users to identify the issues faced by our customers by uploading images, and generates a report accordingly.
- *Fair Practices:* We do not undertake any residential unit sales prior to obtaining requisite approvals for developing a project and we typically agree to a penalty clause in the sale agreements with our customers for delays in delivery, if any.
- *Customer Engagement and Transparency:* We have monthly and quarterly newsletters to provide project updates to our customers. We have engaged an online portal and mobile application called ‘Apartment ADDA’ which facilitates post-handover services and allows for easy communication with our customers. It also enables online viewing of individual unit account statements, dues and advances, booking of common facilities, one-click dissemination of information and serves as a repository of important documents.

Strong Organisation backed by an experienced and professional management team

We have a qualified, experienced and dedicated management team, which is supported by a capable and motivated pool of employees. The senior management of our Company has diverse experience in various functions in the real estate industry. Further, it has an in-depth understanding of the industry, products and geographic regions that our Company covers. In addition, our management has a track record of entering new geographies and successfully developing our business in these areas. This experience has ensured that we implement best practices in relation to land acquisition and procuring relevant approvals before launching projects. In addition, we have a matrix organization structure with regional business heads and specialist corporate resources. This helps in better alignment and best practices while enabling better market understanding and localized decision making. We continue to leverage on the experience of our management team and their understanding of the real estate market in India, particularly in the areas where we operate, to take advantage of current and future market opportunities. We have been able to successfully recruit and retain management and employees because of our brand name. Our ability to ensure a congenial work environment and competitive industry standards have resulted in our relatively low attrition rates in the past. We have also been recognized as one of the ‘Great Places to Work’ in the real estate sector.

Successful foray into the affordable housing business

With rapid urbanisation in India, there is an unmet demand for quality housing at affordable prices catering to the emerging middle class (*Source: World Bank data files*). In 2014, we forayed into the affordable housing business to cater to this large market which has high potential for growth, given the urbanization trend in the country.

Our Company successfully launched two projects in the year 2014, the first at Avadi, Chennai and the second at Boisar, Maharashtra, with a combined Saleable Area of approximately 1.24 million square feet. We completed construction and commenced handovers at the first phase of the project at Avadi, within a period of just 22 months from its launch.

We have adopted a holistic approach towards our business by collaborating with multiple stakeholders to optimize design, reduce cost and time of construction, improve quality of construction and facilitate access to finance for our customers, which has helped us to establish our footprint in this business.

Successful development of two large-format integrated business cities

We develop large-format integrated cities under the “Mahindra World City” brand name. These Integrated Cities are self-contained and include a combination of industrial and commercial developments, residential developments as well as infrastructure and related amenities such as roads, recreational parks and schools. Our Mahindra World City developments, executed through the public-private partnership model with the Tamil Nadu Industrial Development Corporation Limited (“**TIDCO**”) and the Rajasthan State Industrial Development and Investment Corporation Limited (“**RIICO**”), aggregate to a combined project area of over 4,000 acres and cater to over 130 customers across sectors such as IT/ITES, apparel, auto ancillaries, light engineering and handicrafts.

We have successfully worked with master planners like Surbana Jurong Consultants Pte Ltd, a global design, architecture, engineering and planning firm, with the objective of offering scalable and sustainable master plans with better access, connectivity and infrastructure. As the occupancy in our Mahindra World City developments has increased, we have experienced an increase in our price realization. The best price realization in Mahindra World City, Chennai for the nine months ended December 31, 2016 was ₹ 32.50 million per acre as compared to ₹ 22.70 million per acre in Fiscal 2012. The best price realization in Mahindra World City Jaipur for the nine months ended December 31, 2016 was ₹ 21.85 million per acre as compared to ₹ 15.60 million per acre in Fiscal 2013.

We intend to leverage our experience and relationships developed over the course of execution of the Integrated Cities projects and our Promoter’s global relationships for customer acquisition. With a view to expand our portfolio and to provide industrial infrastructure to companies from across the world, we have, in May 2015, entered into a joint venture agreement with Sumitomo Corporation, Japan to develop an industrial cluster of approximately 263.80 acres in Chennai. We have acquired approximately 268.70 acres near Ahmedabad, Gujarat for our second industrial cluster and have entered into an MoU with the land owner for acquiring adjoining lands.

Our Strategies

The following are our key business strategies:

Utilize portfolio approach with a near term execution strategy

We intend to continue to utilize the portfolio approach to our business. This entails specific focus on our distinct business lines, mid-premium residential projects, affordable housing and integrated cities and industrial clusters and in focused but diverse geographies within each business, which will enable the creation of a portfolio of product segments and offerings. The intent is to use this approach to tailor our business strategies to the requirements of customers across different segments and geographies.

We continue to focus on near-term execution plans with most of our acquired land entering the design development stage within a short period from the time of procurement of such land. We carry out project conceptualization simultaneously with the land acquisition and the due diligence stage with the objective of progressing to the design development stage shortly after acquisition is completed. The intent to use this model to optimize our return on investment and thus, have a positive effect on our results of operations. We treat the land we have acquired for our residential projects as inventory. In our integrated cities and industrial clusters business, our focus will be on pre-aggregated land parcels or land procured by the government as part of public private partnership initiatives.

Specific growth strategy for each business vertical

Mid-premium residential business: We intend to continue to cater to the mid-premium segments in markets where there are opportunities of job creation. We will deepen our presence in markets of Mumbai, Pune and Bengaluru while selectively expanding in the NCR and Hyderabad. Towards this end, we are in various stages of design development and approval for three projects in Mumbai and one project in Pune. We intend to distinguish ourselves in the market by aiming to provide unparalleled customer experience centred on quality, transparency and timely delivery.

Integrated cities and industrial clusters: For the existing Mahindra World City developments, there is a two-pronged growth strategy of accelerating sales and unlocking value from their social zones. In Mahindra World City Chennai, we have received approvals for approximately 40 acres of Saleable Area which is now being marketed to industrial customers. In Mahindra World City Jaipur, we have received approval for approximately 500 acres (gross area) of domestic tariff area (DTA) zone for the second phase of our DTA. Our application for amalgamating our sector specific SEZs into a multi-product SEZ has been approved by Board of Approvals, Ministry of Commerce, Government of India at its 74th meeting held on January 6, 2017. The multiproduct SEZ notification is awaited.

We have created detailed economic master plan options for the social zones in Chennai and Jaipur along with external consultants, which lay out a roadmap for creating a vibrant social and residential community within the Mahindra World City developments. This entails having relevant social amenities and anchors that can make our offering more attractive for potential customers. We intend to work with partners and customers to unlock the true potential of these areas.

Further, we intend to expand the product portfolio through smaller industrial clusters on pre-aggregated land parcels in upcoming industrial destinations that are located close to a host city or a growth corridor. The first such industrial cluster would be jointly developed with Sumitomo Corporation, Japan in north of Chennai. We have also acquired approximately 268.70 acres with approximately 84.70 acres in process of acquisition near Ahmedabad, Gujarat for our second industrial cluster, and have entered into an MoU with the land owner for acquiring these adjoining lands. We are also proactively engaging with relevant State Governments, having strong intent and policy support, to partner with and develop large format developments. We will also capitalize on opportunities created by new initiatives of the Government such as “Make in India”.

Affordable Housing: We are contributing to the changing ecosystem of affordable housing. In the year 2014, we entered into the affordable housing business with the launch of two projects in Avadi, Chennai and Boisar, Maharashtra. Through these projects, we have gained tremendous learnings in execution and delivery of such projects. The intent is to leverage this experience over the coming years as the ecosystem for affordable housing in India strengthens. We plan to launch our third affordable housing project in Palghar, Maharashtra with an estimated saleable area of 0.89 million square feet.

Maintain focus on sustainable development

We intend to continue to focus on sustainable development through our enunciated policy “Roadmap 2020” and process-driven approach. We aim to create ‘green’ buildings, increase water and energy efficiency, reduce waste generation, build a green supply chain, preserve biodiversity and expand community outreach and engagement.

We are committed to following our “triple bottom line” philosophy of people, planet, profits with a commitment to providing more modern homes, workplaces and social infrastructure to the nation. This is critical in a country that is growing at an economically fast pace while figuring as one of the lowest in terms of the global human development indicators. We also plan to continue to undertake corporate social responsibility projects focussed on community development.

Focus on growing and de-risking business through selective partnerships and reduction of financing costs

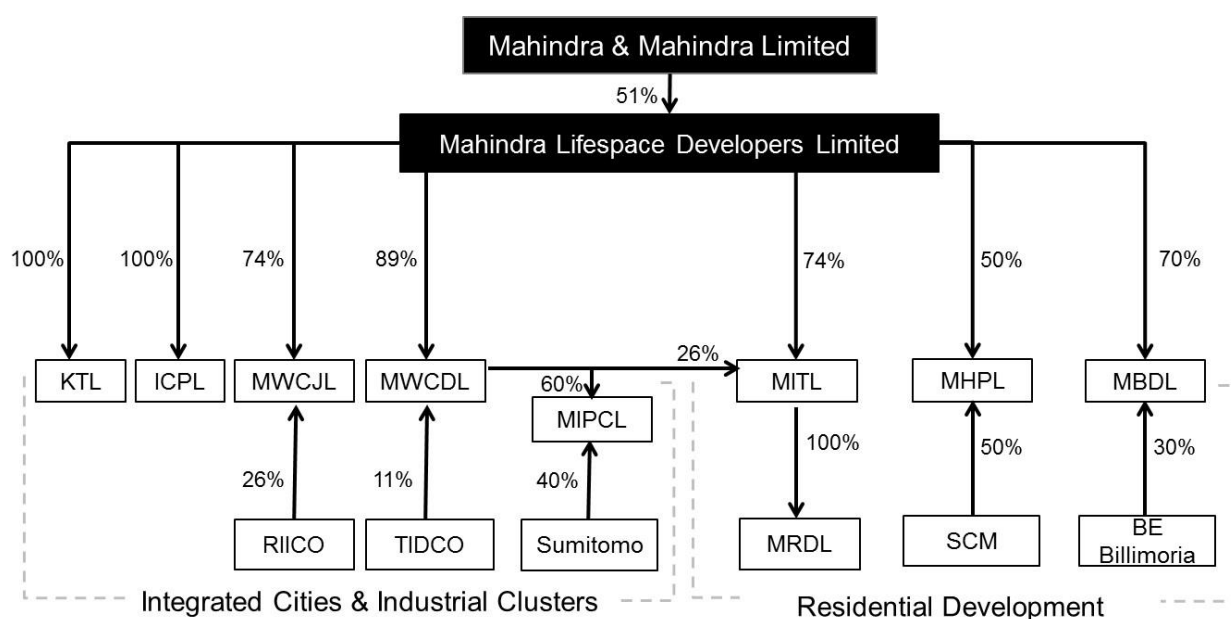
In order to pursue growth, we have explored selective cost-effective funding opportunities. In 2013, we entered into a joint venture arrangement with SCM Real Estate. Pursuant to the joint venture agreement, SCM Real Estate and our Company had invested in the joint venture company, Mahindra Homes Private Limited in which each party holds 50% equity stake. In the year 2015, we signed a joint venture agreement with Sumitomo Corporation, Japan, to develop an industrial cluster in north of Chennai. Sumitomo Corporation holds 40% equity stake of

Mahindra Industrial Park Chennai Limited, the joint venture company. We intend to continue to explore such opportunities selectively to reduce our capital investments for our projects.

We also intend to specifically focus on reducing the cost of our borrowings. Historically, we have secured cost-effective funding from a variety of sources. In addition to bank term-loans, we have issued non-convertible debentures. We intend to leverage our funding relationships with several banks, mutual funds and insurance companies to access cheaper funding. We intend to continue to look for such funding opportunities to reduce our borrowing cost. Our average cost of debt reduced from 12.27% in Fiscal 2013 to 10.49% in Fiscal 2016 and 10.07% for the nine-month period ended December 31, 2016.

Our Corporate Structure

The following chart presents our current corporate structure illustrating asset owning entities:

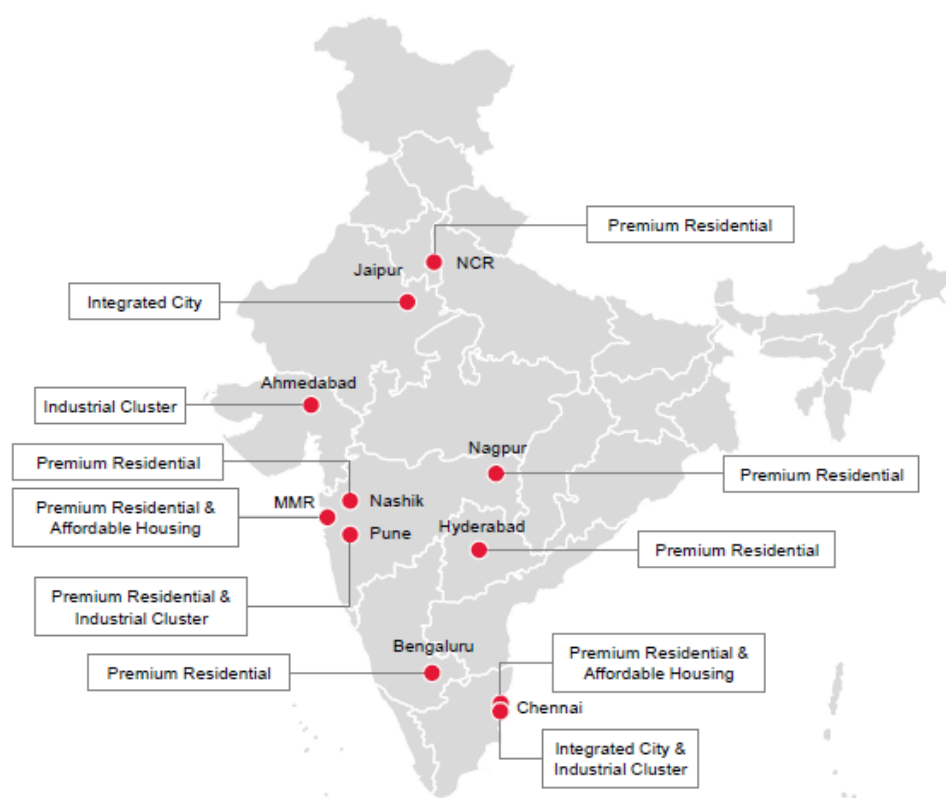


Description of Our Business

Our business operations are divided into following areas:

- Residential projects including
 - mid-premium residential under the 'Mahindra Lifespaces' brand name (**Mahindra** LIFESPACES); and
 - affordable housing under the 'Happinest' brand name (**happinest**)
- Integrated cities and industrial clusters under the 'Mahindra World City' brand name (**Mahindra** WORLD CITY).

The following map shows the cities in which our Completed Projects, Ongoing Projects, Forthcoming Projects and Land Inventory are located:



Note: Map not to scale.

The following table presents a snapshot of our Completed Projects, Ongoing Projects, Forthcoming Projects and Land Inventory (other than land at our integrated cities and industrial cluster developments), as of December 31, 2016:

Location	Completed Projects	Ongoing Projects	Forthcoming Projects	Land Inventory	Total
Saleable Area (million square feet) ⁽ⁱⁱⁱ⁾					
MMR	2.81	0.67	1.78	0.94	6.20
Pune	2.08	0.79	0.97	-	3.84
Hyderabad	0.87	0.21	-	-	1.08
Chennai ⁽ⁱ⁾	3.53 ^(iv)	0.65	1.45	9.50	15.13
Nagpur	0.41	0.74	0.38	-	1.53
NCR	3.04	0.77	0.33	-	4.14
Nashik	-	-	-	0.60	0.60
Bengaluru	-	0.44	0.43	-	0.87
Jaipur ⁽ⁱⁱ⁾	0.40	-	-	-	0.40
Total:	13.15^(v)	4.27	5.34	11.04	33.80

(i) Includes residential and commercial developments inside Mahindra World City, Chennai.

(ii) Refers to IT park, Evolve, inside Mahindra World City, Jaipur

(iii) Includes share of joint development partner

(iv) Includes the HDFC Building located at Thiruvannamiyur, Chennai

(v) Occupancy certificate for Ashvita Phase 4 awaited.

Our Residential Projects

In our residential portfolio, which we operate under the brand name ‘Mahindra Lifespaces’ () , we develop projects that are in the mid-premium segment of the real estate market. Our residential developments include standalone residential complexes and gated communities comprising villas and apartments of varying sizes. In 2014, we entered the affordable housing segment under the brand name ‘Happinest’, () with the launch of two projects located at Avadi, Chennai and Boisar, Maharashtra.

The table below illustrates our residential projects, as of December 31, 2016:

Location	Completed Projects	Ongoing Projects	Forthcoming Projects	Total
	Saleable Area (million square feet) ⁽ⁱ⁾			
MMR	2.81	0.64	1.78	5.23
Pune	1.93	0.79	0.97	3.69
Hyderabad	0.87	0.21	-	1.08
Chennai	3.20	0.65	1.45	5.3
Nagpur	0.41	0.74	0.38	1.54
NCR	2.92	0.77	0.33	4.02
Bengaluru	-	0.44	0.43	0.87
Total:	12.15	4.24	5.34	21.73

(i) Includes share of joint development partner

The following table illustrates our residential Completed Projects, as of December 31, 2016:

Location	Project Name	Micro Market	Saleable Area ⁽ⁱ⁾ (million square feet)
MMR	Eminente	Goregaon (W), Mumbai	0.57
MMR	Splendour Phase 1 and 2	Bhandup (W), Mumbai	0.78
MMR	Mahindra Park	Ghatkopar (W), Mumbai	0.19
MMR	Mahindra Heights	Tardeo, Mumbai	0.06
MMR	Mahindra Gardens	Goregaon (W), Mumbai	0.36
MMR	Great Eastern Links	Goregaon (W), Mumbai	0.35
MMR	Great Eastern Gardens	L.B.S. Marg, Kanjurmarg (W), Mumbai	0.49
MMR	Fairwinds	S.V. Road, Santacruz, Mumbai	0.01
Pune	Royale	Pimpri	0.63
Pune	The Woods	Pimpri	0.53
Pune	Retreat	Shivaji Nagar	0.04
Pune	Nest	Pimpri Chinchwad	0.09
Pune	Le Mirage	16 Boat Club Road	0.12
Pune	Antheia Phase 1	Pimpri	0.52
NCR	Aura Phase 1, 2, 3, 4 and 5	Sector 110A, Gurgaon	1.36
NCR	Chloris	Sector 19, Faridabad	0.39
NCR	Central Park	Sector 42, Gurgaon	1.17
Chennai	Iris Court Phase 1, 2, 3A and 3B	MWCC, G.S.T Road	0.86
Chennai	Sylvan County	MWCC, G.S.T Road	0.50
Chennai	Aqualily Phase 1A, 1B, 1C and 1D	MWCC, G.S.T Road	0.46
Chennai	Aqualily Phase 2A, 2B, 2C1	MWCC, G.S.T Road	0.77
Chennai	Nova Phase 1	MWCC, G.S.T. Road	0.27
Chennai	Happinest Avadi Phase I	Paruthipattu	0.34
Hyderabad	Ashvita Phase 1, 2, 3 and 4 ⁽ⁱⁱ⁾	Kukatpally	0.87
Nagpur	Bloomdale Phase 1A, 1B and 1C	Mihan	0.41
Total			12.15

(i) Includes share of joint development partner.

(ii) Occupancy certificate awaited.

We are developing residential projects covering 4.24 million square feet across Mumbai Metropolitan Region, Pune, Nagpur, NCR, Hyderabad, Bengaluru and Chennai. The following table sets out certain details of our residential Ongoing Projects, as of December 31, 2016:

Location	Project Name	Company	Saleable Area	% sold* (i)	% Completed * (ii)	Sales Value (in ₹ million)*	Revenue Recognised ⁽ⁱⁱⁱ⁾ (in ₹ million)*
			Million square feet (iv)	(As of December 31, 2016)			
MMR	The Serenes Phase I	MLDL	0.06	40%	55%	217.57	119.32
	Happinest Boisar Phase 1	MLDL	0.19	97%	90%	557.67	500.42
	Happinest Boisar Phase 2C	MLDL	0.10	73%	74%	244.45	181.67
	Happinest Boisar Phase 2D	MLDL	0.04	92%	79%	129.31	102.42
	Happinest Boisar Phase 3	MLDL	0.09	56%	57%	163.78	93.52
	Vivante Phase 1	MLDL	0.16	84%	68%	2272.68	1535.09
Pune	Antheia Phase 2A	MLDL	0.16	92%	82%	907.86	741.16
	Antheia Phase 2B	MLDL	0.12	77%	77%	576.68	444.10
	Antheia Phase 2C	MLDL	0.14	45%	77%	404.23	309.46
	Antheia Phase 2D	MLDL	0.13	46%	76%	384.09	290.79
	Antheia Phase 3A	MLDL	0.16	33%	65%	339.85	220.27
	L' Artista	MLDL	0.09	-	98%	-	-
Nagpur	Bloomdale Phase 2A	MBDL	0.11	100%	86%	376.98	324.86
	Bloomdale Phase 2B	MBDL	0.15	93%	65%	514.40	333.18
	Bloomdale Phase 2B-2	MBDL	0.09	82%	70%	291.70	204.90
	Bloomdale Phase 2C	MBDL	0.07	93%	73%	224.66	164.57
	Bloomdale Phase 3A	MBDL	0.12	53%	59%	278.85	164.17
	Bloomdale Phase 3B	MBDL	0.11	4%	31%	17.84	-
	Bloomdale Phase 3C-1	MBDL	0.03	100%	66%	110.47	73.21
	Bloomdale Phase 3D	MBDL	0.07	4%	33%	9.91	-
NCR	Luminare Phase 1 (Tower A) ^(iv)	MHPL	0.37	73%	49%	2,733.10	1336.00
	Luminare Phase 2 (Tower C) ^(iv)	MHPL	0.41	34%	40%	1,415.40	-
Hyderabad	Ashvita Phase 5 (Tower D) ^(iv)	MLDL	0.21	69%	73%	554.69	402.32
Chennai	Aqualily Phase 2C2	MRDL	0.16	0%	49%	0.00	-
	Aqualily Phase 2E	MRDL	0.12	2%	13%	9.89	
	Nova Phase 2A	MITL	0.14	57%	84%	267.48	223.86
	Nova Phase 2B	MITL	0.13	48%	83%	209.55	173.89
	Happinest Avadi Phase 2A	MLDL	0.10	14%	51%	45.97	-

Location	Project Name	Company	Saleable Area	% sold* (i)	% Completed * (ii)	Sales Value (in ₹ million)*	Revenue Recognised ⁽ⁱⁱⁱ⁾ (in ₹ million)*
			Million square feet (iv)				
(As of December 31, 2016)							
Bengaluru	Windchimes Phase 1-Tower 1	MHPL	0.18	64%	61%	899.20	544.26
	Windchimes Phase 1-Tower 2	MHPL	0.26	56%	67%	1,099.64	739.91
	Total		4.24				

* Certified by K.J. Shah & Associates, Chartered Accountants vide their certificate dated January 27, 2017.

(i) % sold based on company's share of saleable area

(ii) Completion shown is on total project cost which is equal to land + construction related costs

(iii) Revenue recognition happens when 25% of construction related costs, 25% of sales by area and 10% of collections from customer is achieved

(iv) Includes share of joint development partner

Given below is a brief overview of our residential Ongoing Projects:

Aqualily at Mahindra World City, Chennai

The project is being implemented by our Subsidiary, MRDL, a wholly owned subsidiary of MITL. Aqualily is a premium project within Mahindra World City, Chennai, which offers villas and apartments situated close to a lake, set within planned landscapes and gardens.

Nova at Mahindra World City, Chennai

Nova is a budget housing project, located within Mahindra World City Chennai targeting the young first time buyers. It is being implemented by our Subsidiary, MITL. The first phase of this project has been completed and handovers to customers are underway.

Happinest Avadi, Chennai

This is our pilot project in the affordable housing segment, located in the upcoming neighborhood of Avadi in Chennai. The project is being executed by our Company and offers one and two bedroom apartments. The first phase of the project is already completed and we have commenced handovers to customers.

Ashvita, Hyderabad

This is our first project in Hyderabad and is located at Kukatpally, near HITEC city, which is a key business centre in the city. This project is being executed by our Company and offers apartments in the mid-premium segment. This project is being executed through a joint development agreement. Four phases of the project are complete and handovers to customers are underway.

Antheia, Pune

Antheia is a project being developed by our Company in Pimpri, Pune, which is a major economic nerve centre in the region. The project is a gated community comprising apartments with high quality lifestyle amenities. We have completed the first phase of development and have commenced handovers to customers.

L'Artista, Pune

L'Artista, located in Pune, is our first luxury home offering. The project is being executed by our Company where the erstwhile landowner has a share in the Saleable Area. This is a boutique residential housing project located in the heart of the city, which offers spacious three and four bedroom flats, with modern amenities and common spaces amid green surroundings.

Bloomdale, Nagpur

This project is being implemented by MBDL, a joint venture between our Company and B. E. Billimoria and Company Limited, in which our Company holds 70% of the equity share capital. This is our first project in Nagpur. It is designed as a gated community and offers a choice of low-rise apartments, row houses and duplex homes.

Luminare, Gurgaon (NCR)

This project is being implemented by Mahindra Homes Private Limited, a 50%-50% joint venture between our Company and SCM Real Estate, a subsidiary of Standard Chartered Asia Limited. This is a luxury project, offering our customers three, four and five bedroom apartments across three high-rise towers. In the Fiscal 2016, this project received the Vishwakarma Achievement Award for construction health, safety and environment by the Construction Industry Development Council, an agency jointly set up by the Planning Commission, Government of India, and the Indian construction industry.

The Serenes, Alibaug (MMR)

This is a weekend home project, offering luxurious villas in a gated community to customers at the popular holiday destination of Alibaug near Mumbai.

Vivante, Andheri, Mumbai (MMR)

This is a premium residential project located in Andheri (East), a suburb of Mumbai. It offers a choice of one, two and three bedroom apartments.

Happinest Boisar, MMR

This is our second project in the affordable housing segment. Located on the outskirts of Mumbai, the project comprises of low-rise apartment buildings.

Windchimes, Bengaluru

This is our second project under Mahindra Homes Private Limited, the joint venture with SCM Real Estate. This project also marks our entry in Bengaluru. Located on Bannerghatta Main Road, the project is designed as a gated community, offering apartments in high rise towers.

The following table details our residential Forthcoming Projects, as of December 31, 2016:

Location	Project Name	Estimated Saleable Area ⁽ⁱ⁾ (million square feet)
Pune*	Antheia – subsequent phases	0.41
Pune	New project at Pimpri	0.56
Chennai*	Aqualily – subsequent phases	0.08
Chennai*	Happinest Avadi – subsequent phases	0.30
Chennai	New project at MWC Chennai – Phase 1, 2, and 3	1.07
Nagpur*	Bloomdale – subsequent phases	0.38
NCR*	Luminare – subsequent phases	0.33
MMR	New project at Kandivali	0.14
MMR	New project at Sakinaka	0.34
MMR	New project at Andheri – Plot A	0.23
MMR	Happinest Palghar	0.89
MMR*	The Serenes – subsequent phases	0.10
MMR*	Happinest Boisar – subsequent phases	0.08
Bengaluru*	Windchimes – subsequent phases	0.43
Total:		5.34

*New phases of our Ongoing Projects.

(i) Includes share of joint development partner

Our Commercial Projects

As of December 31, 2016, we completed commercial real estate projects covering 1.0 million square feet of Saleable area. Most of these developments are within our Mahindra World City projects, as part of the integrated infrastructure.

The following table illustrates our commercial Completed Projects, as of December 31, 2016:

Location	Project Name	Micro Market	Saleable Area (million square feet)
Pune	Great Eastern Plaza	Airport Road	0.15
NCR	Great Eastern Plaza	Bhikaji Cama Place, New Delhi	0.07
NCR	Great Eastern Centre	Nehru Place, New Delhi	0.05
Chennai	HDFC Bank Building	Thiruvannamiyur	0.10
Chennai	Mahindra World City Club	MWCC, G.S.T. Road	0.06
Chennai	Mahindra World City Admin Building	MWCC, G.S.T. Road	0.01
Chennai	Mahindra World School	MWCC, G.S.T. Road	0.11
Chennai	Canopy	MWCC, G.S.T. Road	0.05
Jaipur	Evolve, IT Park	MWCC, Sanganeer	0.40
Total:			1.00

The following table illustrates our commercial Ongoing Projects, as of December 31, 2016

Location	Project Name	Saleable Area (million square feet)
MMR	Eminence Commercial	0.02
Total:		0.02

Integrated Cities and Industrial Clusters

We develop large-format integrated cities in India under the brand name, **Mahindra** WORLD CITY. Our large-format integrated cities are self-contained townships, which include industrial and commercial space, residential real estate, as well as infrastructure and amenities such as roads, recreational parks, schools, hotels, hospitals etc. Our Mahindra World City developments in Chennai and Jaipur aggregate to a combined project area of over 4000 acres and cater to over 130 reputed companies, providing a complete ecosystem for livelihood, living and life.

Mahindra World City, Chennai

Mahindra World City, Chennai, is developed by our Subsidiary, MWCDL, in which the Tamil Nadu Industrial Development Corporation Limited (“**TIDCO**”) holds 11% of the equity stake and the balance is held by our Company. We have acquired the land for this project by entering into sale deeds with land owners.

It has three sector specific SEZs, for information technology, apparel and fashion accessories and auto ancillaries and a DTA for businesses catering to the Indian market and a residential and social infrastructure zone.

There are four residential Completed and Ongoing Projects inside the Mahindra World City Chennai premises - Sylvan County, Aqualily, Iris Court and Nova. We also plan to develop one of our residential Forthcoming Projects at this location.

We typically enter into 99-year lease agreements with our industrial customers for a one-time non-refundable lease premium. In addition, we charge our customers monthly operation and maintenance charges and utilities charges, which are agreed under the terms of the lease agreement. We also derive rental income from a commercial property, Canopy, developed inside Mahindra World City, Chennai. The following table details the segregation of estimated areas as of December 31, 2016:

		Total Area Leased (in acres)

Location	Gross Area (in acres)	Special Economic Zone (SEZ)	Domestic Tariff Area (DTA)	Residential & Social Zone
Mahindra World City Chennai	1,507.05	423.75	367.32	264.15 ⁽ⁱ⁾

(i) Includes residential area leased to MLDL, MRDL and MITL

Note: Saleable area is generally between 65% - 70% of gross area

Mahindra World City, Chennai has been certified at Stage I in the Indian Green Building Council (“IGBC”) Green Townships Project with a Gold Rating. Mahindra World City, Chennai was also declared “Best Township” in more than 200 acres category at the NDTV Parryware Property Awards 2015-16 (Source: <http://properties.awards.ndtv.com/video-details-page/ndtv-property-awards-2015-meet-the-winners-408780/>).

Our customers at Mahindra World City, Chennai, include reputed companies such as Lear Automotive India Private Limited, Force Motors Limited, Spirax-Sacro India Private Limited etc.

Our main focus for proposed development in Mahindra World City, Chennai is the implementation of residential and social infrastructure. Currently, a school, hotel, hospital, club and hostel are operational and a multiplex is under construction.

Mahindra World City, Jaipur

Mahindra World City, Jaipur, is being developed by our Subsidiary, MWCJL, in which Rajasthan State Industrial Development and Investment Corporation Limited (“RIICO”), a Government of Rajasthan enterprise, holds 26% of the equity share capital and the balance is held by our Company. We have acquired the land for this development pursuant to lease deeds with RIICO.

Mahindra World City, Jaipur, currently has a DTA, two notified IT SEZs and one SEZ each for handicrafts, light engineering and gems and jewellery. The Board of Approval for Special Economic Zones, in its meeting on January 6, 2017, approved our application for amalgamation of these sector specific SEZs into a multi-product SEZ. The multiproduct SEZ notification is still awaited.

We typically enter into long-term sub-lease agreements with our customers for a one-time non-refundable lease premium. In addition, we charge our customers monthly operation and maintenance charges and utilities charges which are agreed under the terms of the lease agreement. We also derive rental income from a commercial property named Evolve, developed inside Mahindra World City, Jaipur. Evolve is an office space development which currently has reputed information technology companies as tenants.

Mahindra World City Jaipur is the first project in Asia to receive Stage 2 Climate Positive Development certification from C40 Cities Climate Leadership Group. The project has been recognized for its climate positive roadmap detailing its plans and commitment to achieve net negative carbon emissions.

Our customers at Mahindra World City, Jaipur, include reputed companies such as Deutsche Bank Group, TTK Healthcare Limited, Mahindra and Mahindra Limited, Gaston Engineering etc.

The following table presents the segregation of estimated areas as of December 31, 2016:

Location	Gross Area (in acres)	Total Area Leased (in acres)		
		Special Economic Zone (SEZ)	Domestic Tariff Area (DTA)	Residential & Social Zone
Mahindra World City Jaipur	2,914.20	338.42	318.27	30.05

Note: Saleable area is generally between 65% - 70% of gross area

We intend to expand our portfolio through smaller industrial parks with value added support facilities in upcoming industrial destinations that are located close to a city on a growth corridor. These industrial clusters aim to provide high quality infrastructure to mid-sized industries which are focused on the domestic market.

Forthcoming Industrial Cluster in Chennai, Tamil Nadu

The first such industrial cluster will be located in north of Chennai and will be spread across approximately 263.80 acres. The project will be developed by MIPCL. Sumitomo Corporation, Japan is our strategic partner for the project with 40% equity stake while the balance 60% equity stake is held by our Company's Subsidiary, MWCDL. We have completed the master planning and are now in final stages of receiving requisite approvals for the project. We have acquired land and are in the process of acquiring land for Phase II of this project.

Forthcoming Industrial Cluster near Ahmedabad, Gujarat

We have acquired approximately 268.70 acres near Ahmedabad, Gujarat for our second industrial cluster. We have also entered into an MoU with the land owner dated August 12, 2016 for acquiring adjoining lands. The project will be developed by our Subsidiary, ICPL. We are in the process of master planning and seeking requisite approvals for the project. Further, an MoU has been entered into with the Government of Gujarat dated January 12, 2017 to facilitate ICPL for establishment of its industrial cluster in Gujarat in a time bound manner.

Forthcoming Industrial Cluster near Pune, Maharashtra

We have acquired approximately 343.86 acres through sale deeds entered into with land owners, with further acquisition for contiguity underway, near Pune, Maharashtra for developing an industrial cluster. The project will be developed by our Subsidiary, KTL.

Project Execution Process

We have developed in-house competencies for most stages in the property development life cycle, commencing from project inception, which involves identifying parcels of land and the conceptualisation of the development, to execution, which involves planning, designing and overseeing construction activities, culminating in property delivery. Some of the key features of our project development cycle are set out below:

Product Development

- We have dedicated land procurement resources for each market with an aim to focus on better understanding of the local market and policy considerations;
- We have an established network of brokers and channel partners to ensure visibility of our key proposals in each of the micro markets where we intend to launch projects;
- We have instituted an elaborate due diligence framework to test and verify land title and we also work with leading law firms to achieve this objective;
- We carry out technical due diligence and testing of Floor Space Index (FSI) consumption to strengthen the feasibility of our projects and the reliability of our assumptions;
- We carry out a validation of the investment case in our projects at the beginning as well as at the end of the land procurement process to ascertain the effect of change in market conditions, if any;
- We process the results of our market research and undertake the selection of the architect contemporaneously with the final stages of our due diligence exercise, to commence our designing and regulatory approval processes at the earliest; and
- We undertake preparations to launch our projects and to conduct required marketing activities contemporaneously with the approval process in order to launch the project as soon as the approvals are granted. This preparation involves formulating our pricing strategy, initiating contact with our marketing partners and channel partners and preparing the advertising campaign.

Project Execution

- We engage contractors on a project-to-project basis to carry out the construction. We have standardized our key contracts and have empaneled our main contractors to ensure faster vendor selection process;

- We typically procure the basic building materials for our projects, such as steel and cement, directly from Indian suppliers through short-term arrangements. We have approximately 8 to 10 suppliers that we regularly use and with whom we have good, long-standing working relationships. Most of the building materials we procure are sourced from India. However, if required, we also import supplies from other countries, for better quality, better technology or more cost-efficient materials. We have established a green supply chain policy that ensures that we source material in a sustainable manner and encourage sustainable practices among our suppliers and vendors;
- We aggregate demand for materials such as sanitary ware, fittings, windows and tiles across locations to take benefits of economies of scale through strategic sourcing;
- We focus on adopting technology and modular components to enable faster execution and better quality and finishing; and
- We perform checks at each stage of the construction process to ensure the quality of the product and mitigate the use of corrective measures.

Marketing, Sales and Customer Relations

Our marketing strategy is built around three main areas:

- Leveraging the “Mahindra” brand;
- Offering a distinguished customer experience by focusing on design, quality, trust and transparency; and
- Focusing on after-sales service to customers to strengthen customer experience and build on the relationship to ensure repeat business and referrals.

We maintain distinct sales and marketing structures for our residential and large-format integrated business cities. Over the last few years, we have focused on developing our organizational capabilities in sales and marketing. The regional teams are supported by a corporate team who provide assistance with respect to branding, public relations, e-commerce, international and corporate sales, channel partners engagement and analytics. In the Fiscal 2016, our Company opened its first international representative office in Dubai to cater to the Indian diaspora in the Gulf countries. We also leverage the latest technologies to provide a hassle-free experience to our customers.

Residential Projects

Each of our projects is designed and developed with detailed feedback from customers through a process of ‘co-creation’. Our marketing team conducts market research with a focus on customers’ needs and competitive information. We use a specific sales strategy for different projects depending on the parameters affecting that market. Some of our initiatives include advertising and publicity in leading newspapers, magazines and outdoor billboards, engaging channel partners, online marketing and social media campaigns and international marketing. We also have specific launch-events and tie-ups with various channel partners and brokers to market our projects.

For our residential projects, we build and furnish show-units, where appropriate, and maintain an on-site sales office. The show-units provide potential customers with an indication of our product to enable them to make a more informed choice.

We focus on service as a differentiator across all stages of the customer’s interaction with us. Our service strategy attempts to manage and track customer experiences at each point such as, pre-sales, booking, waiting period, handover and post-handover. We have a dedicated customer relationship management and facilities management cell that interacts with our customers. We publish a quarterly magazine called, “Refresh”, which is sent to all our customers and a monthly project newsletter giving an update on construction progress specific to that project.

Large Format Integrated Cities

Our sales and marketing efforts aim to attract and secure customers for the industrial sector within the large-format integrated cities by providing them with a complete eco-system for “Livelihood, Living and Life” through business infrastructure, social and residential facilities within a composite environment. Securing an anchor

customer in the early stages of the project is a key element of our strategy to enable employment generation and attract other customers to become part of the holistic eco-system.

Our product offering is focused on the end user's requirement, which enables us to differentiate ourselves from our competitors. The value addition is not limited to the state of the art infrastructure, but includes the required industry-specific common infrastructure and social and leisure related infrastructure that supports our industrial offering. In addition, as the city develops, we also focus on the softer aspects of community building through sports, arts and culture as recreational activities and community building processes.

Sustainability

We intend to continue to focus on sustainable development through our enunciated policy "Roadmap 2020" and our process-driven approach. We aim to create 'green' buildings, increase water and energy efficiency, reduce waste generation, build a green supply chain, preserve biodiversity and expand community outreach and engagement. We have received multiple accolades, recognizing our efforts towards sustainable urbanization. Some of the steps taken by us are set out below:

Water Efficiency: (a) Undertaking rain-water harvesting; (b) Use of low-flow water faucets and fixtures in the residential units; (c) Setting up of in-house sewage treatment plant and use of recycled water; and (d) Conservation of water by managing landscape turf and xeriscaping.

Energy Efficiency: (a) Use of fly ash bricks as a building envelope to reduce energy consumption by air conditioners; (b) Use of energy efficient glasses in windows to reduce heat losses; (c) Installation of LED street lights; and (d) Use of solar water heating systems.

Material Management: (a) Set up integrated solid waste management facilities; (b) Reuse of construction waste within the site; (c) Use of material with recycled content; and (d) Selection of suppliers in the vicinity of the respective projects.

We have entered into an MoU with The Energy and Resources Institute ("TERI") for the development of the Mahindra TERI Centre of Excellence ("CoE"), with the focus on improving energy efficiency in India's residential building sector. We have also launched a unique initiative called "Green Army" to increase awareness about sustainable living habits among children.

In addition, we have dedicated quality and safety resources at our projects with well-defined policies and initiatives for ensuring quality and safety. We also have well-established standard operating parameters in accordance with the 'Building Sustainable Productivity' standards set by 'Occupational Health and Safety Management Systems' and have obtained the ISO 9001:2008, ISO 14001:2004 and BS OHSAS 18001:2007 certification. Our safety management initiatives include, regular hazard monitoring and risk assessment at our sites and offices, regular monitoring of safety activities based on weekly and quarterly reports, job-specific training sessions, behavioral training and regular safety audits at all our project locations.

Corporate Social Responsibility

Our corporate social responsibility projects are centred around and community development and have been instrumental towards our endeavour to be a socially thoughtful and responsible organisation. We believe that providing skills training to young adults enabling better living-standards and providing access to education for children, will become important aspects of creating a sustainable eco-system. Some of our key initiatives include:

- 'Gyandeep', which involves setting up schools for the children of construction workers. As of December 31, 2016, we have set up these schools at Nagpur, Boisar and Pune;
- Skill improvement and entrepreneurship development for youth from nine villages around our Mahindra World City development in Jaipur. Over 700 persons have completed the training under this programme, out of which, over 350 people have been employed or have started their own business.
- With a view to achieving inclusive development, Mahindra World City Jaipur started Self Help Groups ("SHGs") to provide vocational/skill training to women in the neighbouring villages. The SHG members also interact and discuss different social and health issues. Currently, there are 75 SHGs; and

- ‘Green Army’, an initiative launched to increase awareness about sustainable living habits among children.

Awards and Industry Recognitions

We have received various awards and industry recognitions for the quality of our projects and for our efforts in pursuing sustainable growth, some of which, have been set out below:

- Our Company was awarded the ‘2016 Porter Prize for Excellence in Governance’ by the ‘Institute for Competitiveness in India’;
- Our Company has been ranked 28th amongst the ‘Top 100 companies in Asia’ in the ‘2016 Channel NewsAsia Sustainability Ranking’;
- Our Company has been selected as a 2016 Working Mother and AVTAR ‘100 Best Companies for Women in India’.
- Our Company won the ‘Investor Relations Society Awards 2015’ for ‘Best Environment, Social and Governance (ESG) Disclosures in Small Cap category’;
- Mahindra World City Chennai was declared as the ‘Best Township’ in more than 200 acres category at the ‘NDTV Parryware Property Awards 2015 -16’;
- MWC Jaipur became the first project in Asia to achieve ‘Stage 2 Climate Positive Development’ Certification from ‘C40 Cities Climate Leadership Group’;
- Our Company won the ‘Best Developer – Residential Project’ award at the ‘ACETECH Alpha Awards 2015’; and
- Luminaire by Mahindra Lifespaces was conferred with the ‘CIDC Vishwakarma Award for Construction, Health, Safety and Environment’.

Competition

We face competition from large domestic as well as international developers who have large land reserves, as well as government bodies such as urban development authorities that are in the business of real estate development. Given the localized nature of the real estate business, we also compete with some of our competitors that may be better known in specific markets, and are well regarded by land-owners and joint venture partners, as a result of which, they may have priority access to specific opportunities in those markets. In addition, our competition also includes groups in the area of industrial parks and SEZ development, including Government managed industrial parks and integrated developments. Some of the leading real estate developers in the residential segment of the markets we operate in, include Godrej Properties Limited, Oberoi Realty Limited, Sobha Limited and Kolte Patil Developers Limited.

Human Resources

Our employees are not covered by any collective bargaining agreements. We have not experienced any material strikes, work stoppages or actions by our employees, and we consider our relationship with our employees to be satisfactory.

As of December 31, 2016, we had 416 permanent employees. The function-wise break-up of our employees, as of that date is as set forth below:

Function	No. of Employees
Projects and Infrastructure	186
Sales, Marketing and Customer Relationship Management	124
Accounts, Finance and IT	43
Legal and Secretarial	16
Others	47

Function	No. of Employees
	Total: 416

We recognise that people are the key to the success of our organisation and meeting our goals and we will continue to expend efforts to further align our human resource policies, processes and initiatives to create the human capital necessary to meet the needs of a growing business. In addition, we believe a focus on training and development of our employees is important for our performance and we have initiated numerous performance training programs in the various functional areas such as sales, marketing and customer relationship management.

To reward and recognize employees who deliver superior performances, make a significant contribution or display exemplary behavior, our Company distributes monthly, quarterly and bi-annual awards. Further, employees are felicitated for completing five years of continuous service in our Company.

Our Company instituted the ESOS 2006 and ESOS 2012 (collectively “ESOS”) to allow issue of options to all the eligible employees of our Company (including directors), our subsidiaries and holding company. The purpose of the ESOS is to provide our employees with an additional incentive in the form of options to receive the Equity Shares of our Company at a future date. The ESOS is aimed at further motivating, and retaining our employees.

Intellectual Property

Our Promoter is the owner and proprietor of the trademark/label “Mahindra”, “Mahindra Lifespaces”, “Mahindra World City”, “Rise”, “Green Red Ridge” and “Mahindra Rise”. Through a trademark license agreement dated October 9, 2013, our Promoter has granted our Company a royalty free, worldwide, non-exclusive license to use the aforesaid trademarks/label as a part of our corporate name, domain name, and in relation to our products and services. In addition, under various trademark license agreements set out below, our Promoter has granted a royalty free, worldwide, non-exclusive license to our subsidiaries and Joint Venture, to use the aforesaid trademarks/label as a part of their corporate name, domain name, and in relation to their products and services. The details of the same are as under:

Name	Date of Trade Mark License Agreement
Mahindra World City (Jaipur) Limited	November 29, 2013
Mahindra World City (Maharashtra) Limited	November 29, 2013
Mahindra Infrastructure Developers Limited	November 29, 2013
Mahindra Integrated Township Limited	November 29, 2013
Mahindra Residential Developers Limited	November 29, 2013
Mahindra World City Developers Limited	November 29, 2013
Mahindra Housing Private Limited (now known as Industrial Cluster Private Limited)	November 29, 2013
Mahindra Bebanco Developers Limited	November 29, 2013
Mahindra Homes Private Limited	July 11, 2013 with an addendum dated November 29, 2013

In addition to above, vide three applications, we have applied for the mark “Happinest” (word per se, black and white and colour) under class 16, 36 and 37. As per the web data, the Happinest word per se is registered and Happinest labels in colour and black and white are pending registration.

Insurance

We maintain project specific insurance coverage with leading insurers in India. Most inherent risks in our operations relating to our projects are covered by contractors all risks insurance policy which covers the estimated project costs. Some of the major risks covered in our all-risk policy are against risk of fire, natural calamities and earthquakes. Our project specific insurance policies also generally cover us against items such as material damage and third party liability. In addition, we also have project specific workmen’s compensation policies. We also have a group mediclaim insurance policy for our employees and their spouses, children and parents. We have insurance policies to cover our assets like vehicles, furniture, fixtures and electronic equipment. We also have separate insurance policies against machinery breakdown, fire and special perils, burglary, special contingencies and fidelity. We also have various other insurance policies covering cash-in-transit, cash-in-office, laptops, motor, portable equipment and director and directors and officers liability policy.

As on September 30, 2016, the total insurance coverage obtained by our Company covering various risks was ₹ 414.20 million against the tangible fixed assets value of ₹ 276.12 million, resulting in the tangible fixed assets being adequately insured at 150.01% of the net book value of such tangible fixed assets.

Our Property

Our registered office is located at Mahindra Towers, 5th Floor, Dr. G.M. Bhosale Marg, Worli, Mumbai 400018. Our Promoter is the owner of the premises measuring 12,218 square feet and has permitted our Company to use and occupy the said premises. The premises are maintained by our Promoter and our Company as consideration for use of our Promoter's property pays ₹ 256 per square feet per month plus applicable taxes as expenses. This agreement shall remain in force from April 1, 2015 to March 31, 2018. Further, for marketing and sales purposes, we have offices at the project sites and city offices in Delhi, Chennai and Jaipur. We also have two additional offices in Mumbai which we have leased from third parties.

REGULATIONS AND POLICIES

Given below is a summary of certain relevant laws and regulations applicable to our Company and our Subsidiaries. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Given below is a brief description of certain relevant legislations that are currently applicable to the business carried on by us.

CENTRAL LAWS

The Transfer of Property Act, 1882 (the “TP Act”)

The TP Act establishes the general principles relating to transfer of property in India. It deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. The TP Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the vendor and purchaser, and the lessor and lessee in a transaction of sale or lease of land, as the case may be. The TP Act also covers provisions with respect to mortgage of property.

The Registration Act, 1908 (the “Registration Act”)

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, *inter alia*, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Further, Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered.

Indian Stamp Act, 1899 (the “Stamp Act”)

Under the Stamp Act, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty needs to be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty are prescribed by state legislations. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in a court of law as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all. However, the instruments which have not been properly stamped can, in certain cases, be validated by paying a penalty of up to ten times of the proper duty or deficient portion thereof payable on such instruments.

Indian Easements Act, 1882 (the “Easements Act”)

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee, as opposed to a lease, which creates an interest in favour of the lessee. The period and incident upon which a license may be revoked may be provided in the license agreement entered into between the licensee and the licensor.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (the “Land Acquisition Act”)

The Land Acquisition Act has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to land owners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. Under the Land Acquisition Act, various state rules have been notified which frame rules in relation to inter alia the consent process, the compensation mechanism and rehabilitation and resettlement.

The Benami Transactions (Prohibition) Act, 1988 (“Benami Act”)

The Benami Act has been enacted with the objective of prohibiting benami transactions by penalising those who engage in such transactions. This act was amended by the Benami Transactions (Prohibition) Amendment Act, 2016, which expanded the scope of the act to include property transactions which have been made in fictitious names as well as property transactions where the person paying the consideration is not traceable. A benami transaction is a transaction in which property is transferred to a person other than the person who has paid the consideration for it. The amendment also established an adjudicating authority for passing orders under the act as well as an appellate tribunal to hear any appeals against such orders.

The Real Estate (Regulation and Development) Act, 2016 (the “Real Estate Act”)

The Real Estate Act seeks to protect the interest of the allottees/ purchasers by promoting transparency, accountability and efficiency in the construction and execution of real estate projects by promoters. It establishes a specialised forum known as the Real Estate Regulatory Authority (“**Regulatory Authority**”). It mandates the registration of residential and commercial projects before booking, selling or offering apartments for sale in such projects. The application for registration must disclose details of the promoter, brief details of the projects launched by the promoter, an authenticated copy of the approval and commencement certificate received from the competent authority, the sanctioned plan, layout plan, specifications of the project, proforma of the allotment letter, number, type and carpet area of the apartments, the names and addresses of the promoter’s real estate agent and a declaration by the promoter stating that he has a legal title to the land and the time period within which he undertakes to complete the project.

The Real Estate Act mandates that the promoter shall deposit 70% of the amount realised from the allottees in a separate account. The amount deposited shall be used only for the concerned project. The promoter shall not accept more than 10% of the cost of the apartment as advance payment without first entering into a written agreement of sale with such person. Further, in case of delay in handing over possession, the promoter shall be liable to return the amount received by him from the allottee with interest and compensation. However, if the allottee does not intend to withdraw from the project, he shall be paid interest by the promoter till the handing over of the possession. The Real Estate Act also states that the promoter cannot make any addition or alteration in the approved and sanctioned plans without the previous consent of the allottees. In case of any structural defect or any other defect, the promoter shall rectify such defect and if he fails to do so, the aggrieved allottee shall be entitled to receive appropriate compensation.

The Real Estate Act also establishes a Real Estate Appellate Tribunal which shall handle appeals from directions or decisions made by the Regulatory Authority or by an adjudicating officer. The adjudicating officer shall adjudge the compensation to be paid by the promoter. Other contraventions that attract penalties are non-registration of the project with the Regulatory Authority, providing false information to the Regulatory Authority and failure to comply with any of the orders decisions or directions of the Regulatory Authority.

ENVIRONMENT LAWS

We are subject to various environmental regulations as the operation of our establishments might have an impact on the environment. The basic purpose of such statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards (“**PCBs**”), have been set up in each state and at the central level. Establishments, as prescribed under various regulations may be required to obtain consent orders from the PCBs. These consent orders are required to be renewed periodically.

The Environment (Protection) Act, 1986 (“EPA”)

The EPA has been enacted with the objective of protecting and improving the environment and for matters connected therewith. As per the EPA, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EPA, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned PCB. The Water Act also provides that the consent of the concerned PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent.

The Water (Prevention and Control of Pollution) Cess Act, 1977 (“Water Cess Act”) and Water (Prevention and Control of Pollution) Cess Rules, 1978 (“Water Cess Rules”)

The Water Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries by local authorities constituted under the Water Act, with a view to augment the resources of the central and State PCBs for the prevention and control of water pollution. The Water Cess Rules have been notified under section 17 of the Water Cess Act and provide, *inter alia*, for the standards of the meters and places where they are to be affixed and the furnishing of returns by consumers.

Air (Prevention and Control of Pollution) Act, 1981

The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state PCB prior to commencing any activity. The state PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

An “occupier” has been defined as any person who has control over the affairs of a factory or premises or any person in possession of hazardous waste. In terms of the Hazardous Waste Rules, occupiers have been, *inter alia*, made responsible for safe and environmentally sound handling of hazardous and other wastes generated in their establishments and are required to obtain license/ authorisation from concerned PCBs, for handling, generating, collecting, processing, treating, packaging, storing, transporting, using, recycling, recovering, pre-processing, co-processing, offering for sale, or the like of the hazardous and other wastes.

Public Liability Insurance Act, 1991 (the “Public Liability Act”)

The Public Liability Act, imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of ‘hazardous substances’ covered by the legislation has been enumerated by the Government by way of a notification.

The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the Environment Relief Fund, a sum equal to the premium paid on the insurance policies. This amount is payable to the insurer.

INDUSTRIAL AND LABOUR LAWS

In addition to the aforementioned material legislations which are applicable to our Company, industrial and labour legislations that are applicable to the operations of our Company include:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Bonded Labour System (Abolition) Act, 1976;
- Employees’ Compensation Act, 1923;
- Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;

- Employees' State Insurance Act, 1948;
- Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013;
- Industrial Disputes Act, 1947;
- Inter State Migrant Workers Act, 1979;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976;
- Public Liability Insurance Act, 1991; and
- Hazardous Chemicals Rules, 1989.

Intellectual Property Laws

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999 and design protection under the Designs Act, 2000. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated on March 16, 1999 under the name Gesco Corporation Private Limited. Our Company became a public limited company on August 25, 1999 and our Company's name was changed to Gesco Corporation Limited. Pursuant to the Scheme I, the realty and infrastructure business of Great Eastern Shipping Company Limited was merged into Gesco Corporation Limited. Further, as per the terms of the Scheme I, our Company got listed on the BSE and the NSE on April 12, 2000 and May 10, 2000, respectively. Pursuant to the Scheme II, the realty and infrastructure business of Mahindra Realty and Infrastructure Developers Limited was merged into Gesco Corporation Limited. On December 24, 2002, our Company's name was changed to Mahindra Gesco Developers Limited and subsequently on October 25, 2007, our Company's name was changed to Mahindra Lifespace Developers Limited.

We launched Mahindra World City Developments in Chennai in September 2002 and in Jaipur in December 2006 as a joint venture with Tamil Nadu Industrial Development Corporation Limited ("**TIDCO**") and The Rajasthan State Industrial Development and Investment Corporation Limited ("**RIICO**") respectively. We undertook a qualified institutions placement of 6,000,000 Equity Shares aggregating to ₹ 4,800.00 million in October 2006. In July 2013, our Company entered into a joint venture arrangement with SCM Real Estate (Singapore) Private Limited, a subsidiary of Standard Chartered Asia Limited, for the purpose of developing residential projects in India. We entered the affordable housing business with the launch of two pilot projects located in Avadi, Chennai and Boisar, Maharashtra in 2014. As on March 24, 2017, the total number of our Shareholders was 68,138. For information on our Company's profile, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer to "*Our Management*", "*Our Business*" and "*Industry Overview*" on pages 151, 108 and 101, respectively.

There have been no changes in the activities of our Company during the last five years which could have a material effect on our profits/ losses, including discontinuance of lines of business, loss of agencies or markets and other such factors.

Changes in the Registered Office

The Registered Office of our Company has been changed once since the date of incorporation of our Company from World Trade Centre I, 8th Floor, Cuffe Parade, Mumbai 400 005 to the office situated at Mahindra Towers, 5th Floor, Worli, Mumbai 400 018 for administrative convenience, with effect from November 5, 2002.

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as following:

- i. *To own, construct, develop, improve, take on lease or leave and licence or to acquire in any other manner, and to hold, manage and operate and to give on lease or leave and licence, sell and deal in any other manner executive convention service centres, executive serviced residential centres, serviced apartments hotels, multiplex plazas, business centres and commercial and residential complexes and to provide in connection thereto all facilities and services.*
- ii. *To provide services and facilities necessary or incidental to the operation and management of executive convention service centers, executive serviced residential centres, serviced apartments hotels, multiplex plazas and business centres including but not limited to air-conditioning, communication, secretarial, administrative, security, housekeeping, travel desk, car hire, food and beverages, entertainment, shopping and dealers in foreign exchange.*
- iii. *To create, construct, acquire, establish, lease, sell and to operate and maintain shopping malls, airport duty free shops, shopping arcades and retail outlets whether on franchise or otherwise.*
- iv. *To provide project and construction management services and to execute turnkey contracts in relation to infrastructure projects like airports, seaports, roads, bridges, power projects, hi-tech manufacturing plants, industrial and technology parks and other industrial projects and also in relation to property development projects including but not limited to condominiums, resorts, commercial complexes and in that connection to undertake services such as but not limited to initial conceptual planning, designing, project management covering project planning and scheduling, marketing, selling, after sale services, quality and cost control, feasibility studies and dealing with various consultants, agencies, architects and all other matters in relation thereto.*

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholders' Resolution	Particulars
August 18, 1999	<i>Increase in authorised share capital:</i> Increase in authorised share capital from ₹ 50,000,000 divided into 5,000,000 equity shares of ₹ 10 each to ₹ 400,000,000 divided into 40,000,000 equity shares of ₹ 10 each
November 16, 1999	The following object clause no. 67 was inserted - “Other Objects 67. To establish, set-up, acquire, develop, operate, maintain, run and conduct training and professional institutions and training centres, either by our Company itself or jointly or in collaboration with others, to provide for education, training, guidance, counselling, research, experiments, innovations, etc. in all and allied aspects relating to building industry and civil constructions, project planning, project management, project surveillance, and related areas and in that connection to conduct classes, lectures, courses, conferences, seminars and other modes of imparting knowledge and expertise.”
Court convened meeting – August 23, 2001	The authorised share capital was increased from ₹ 400,000,000 to ₹ 1,210,000,000. <i>Capital clause:</i> “The Authorised Share Capital of the Company is ₹121,00,00,000 (Rupees One Hundred Twenty One Crores only) divided into (i) 4,10,00,000 (Four Crores Ten Lakhs) Equity Shares of ₹ 10 (Rupees Ten only) each, (ii) 65,00,000 (Sixty Five Lakhs) Preference Shares of ₹100 each, (iii) 90,00,000 (Ninety Lakhs) Preference Shares of ₹ 10 each, and (iv) 60,00,000 (Sixty Lakhs) Unclassified Shares of ₹ 10 each, 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.”
July 21, 2006	<i>Re-classification of authorised share capital:</i> 9,000,000 preference shares of ₹ 10 each re-classified as 9,000,000 Equity shares of ₹ 10 each. Consequently, there has been an increase from 41,000,000 Equity Shares to 50,000,000 Equity Shares.
October 22, 2013	<i>Re-classification of authorised share capital :</i> 6,500,000 preference shares of ₹ 100 each, re-classified as 65,000,000 Equity Shares of ₹ 10 each. Consequently, there has been an increase from 50,000,000 Equity Shares to 115,000,000 Equity Shares.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Financial Year	Particulars
1999	Company incorporated under the name Gesco Corporation Private Limited
1999	Company became a public limited company and our Company's name was changed to Gesco Corporation Limited
2000	Pursuant to the Scheme I, the realty and infrastructure business of Great Eastern Shipping Company Limited was merged into Gesco Corporation Limited
2001	Pursuant to the Scheme II, the realty and infrastructure business of Mahindra Realty and Infrastructure Developers Limited was merged into Gesco Corporation Limited
2002	Launched Mahindra World City, Chennai as a joint venture with Tamil Nadu Industrial Development Corporation Limited (TIDCO)
2006	Undertook a qualified institutional placement of 6,000,000 Equity Shares aggregating to ₹ 4,800.00 million and warrants by our Promoter of 3,780,000 Equity Shares aggregating to ₹ 1,988.28 million
2006	Launched Mahindra World City, Jaipur as a joint venture with The Rajasthan State Industrial Development and Corporation Limited (RIICO)
2012	Became the first real estate company in India to undertake GRI compliant reporting
2013	Entered into a joint venture agreement with SCM Real Estate (Singapore) Private Limited for residential project development
2014	Launch of 'Happinest' – our foray into affordable housing segment
2015	We entered into a joint venture agreement with Sumitomo Corporation, Japan for developing an industrial park in north of Chennai

Financial Year	Particulars
2016	As a Corporate Social Responsibility initiative, partnered with The Energy and Resource Institute (“TERI”) to set up Mahindra TERI centre of excellence for sustainable habitats

Lock-out, Strikes, etc.

There have been no lock-outs, strikes etc. during the five years preceding the date of this Letter of Offer.

Time and Cost Overruns

For details of time and cost overruns in developing our projects, see the section “*Risk Factors – There may be delays and cost overruns in relation to our Ongoing Projects, Forthcoming Projects and any future projects and there may be delays and cost overruns in relation to our which may have an adverse effect on our business, financial condition and results of operations*” on page 26.

Defaults or rescheduling of borrowings with financial institutions/ banks

There have been no defaults or rescheduling of borrowings with the financial institutions / banks. None of our loans taken from banks and financial institutions have been converted into equity in the past.

Awards, achievements and certifications

We have received the following major awards:

S. No.	Award	Description	Year of award
1.	Porter Prize	Excellence in Governance	2016
2.	Channel News Asia Sustainability Ranking	Ranked 28 th amongst Top 100 companies in Asia	2016
3.	Investor Relations Society Awards	Best Environment, Social and Governance Disclosures in Small Cap Category	2015
4.	NDTV Parryware Property Awards	Best Township in more than 200 acres category for Mahindra World City Chennai	2015
5.	Acetech Alpha Awards	Best Developer – Residential Project for Splendour	2015

Our Holding Company

As on date of this Letter of Offer, our Promoter, Mahindra and Mahindra Limited is our holding company.

Our Subsidiaries/Joint Ventures

For details regarding our Subsidiaries and Joint Venture, please refer to “*History and Certain Corporate Matters-Subsidiaries*” and “*History and Certain Corporate Matters-Joint Venture*” on pages 138 and 147, respectively.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, please refer to “*Capital Structure*” and “*Financial Indebtedness*” on pages 70 and 439, respectively.

Injunctions or restraining order against our Company

As of the date of this Letter of Offer, there are no injunctions or restraining orders against our Company.

Details of mergers and amalgamations

Scheme I

Pursuant to the scheme of arrangement dated August 26, 1999 as amended by order dated September 10, 1999, between the Great Eastern Shipping Company Limited and GESCO Corporation Limited, 28,760,134 Equity Shares were allotted to the shareholders of the Great Eastern Shipping Company Limited in the ratio of 1 Equity Share for every 10 equity shares held by them in Great Eastern Shipping Company Limited.

Scheme II

On December 5, 2001, pursuant to the scheme of arrangement dated October 24, 2001 as amended by order dated December 5, 2001, between Mahindra Realty and Infrastructure Developers Limited and Gesco Corporation Limited, the realty and infrastructure business of Mahindra Realty and Infrastructure Developers Limited was merged into Gesco Corporation Limited.

Summary of Key Agreements

1. Shareholders' Agreement dated June 12, 1997 between our Company, Tamil Nadu Industrial Development Corporation Limited ("TIDCO") and Infrastructure Leasing and Financial Services Limited ("IL&FS")

Our Company, TIDCO and IL&FS have entered into a shareholders' agreement dated June 12, 1997 ("**Agreement**"). As per the Agreement, MRIDL and its associates shall hold 40%, IL&FS and its associates shall hold 30%, TIDCO shall hold 11% and other investors shall hold 19% of the equity share capital of the project company.

In the year 2001, the realty and infrastructure business of MRIDL was demerged into Gesco Corporation Limited pursuant to a scheme of arrangement which provided for the transfer of the 40% shareholding by MRIDL and its associates to Gesco Corporation Limited (now our Company).

Pursuant to a letter dated March 18, 2004, IL&FS relinquished various rights under the Agreement and the stake of IL&FS in MWCDL has been acquired by our Company. Currently, IL&FS does not hold any equity share capital in this project. Presently, MLDL holds 89% and TIDCO holds 11% of the equity share capital of MWCDL.

The shareholders' agreement entered into among our Company, TIDCO and MWCDL contains the following special rights:

- (a) Further issue of shares of MWCDL requires the prior consent of all parties.
 - (b) The shares of MWCDL are subject to a lock-in of three years from the date of allotment. The shares of MWCDL are subject to a right of first refusal in case of transfer post the lock-in period.
 - (c) Our Company has the right to nominate a maximum of two directors each to the board of directors of MWCDL.
 - (d) The following items require the prior consent of all parties before being brought before the board of directors of MWCDL: (i) foreign collaboration proposals for the implementation of any of the agreed projects; (ii) any proposal requiring further investment in MWCDL by TIDCO or our Company
- #### **2. Shareholders' agreement dated June 25, 2006 between our Company, Rajasthan State Industrial Development and Investment Corporation Limited ("RIICO") and Mahindra World City (Jaipur) Limited ("MWCJL")**

Our Company, RIICO and MWCJL entered into a shareholders' agreement dated June 25, 2006 ("**Agreement**") to set forth the rights and obligations of RIICO and our Company as the shareholders of MWCJL. Under the Agreement, our Company and its affiliates (which shall include, among others, any subsidiaries or holding companies of our Company) shall hold 74% while RIICO and its affiliates (which shall include, among others, the government of Rajasthan and any subsidiaries or holding companies of RIICO) shall hold 26% of the equity share capital of MWCJL.

MWCJL has been incorporated for development of a special economic zone consisting of IT SEZ and multi-product SEZ, a domestic tariff area and other commercial cum residential facilities to be developed which *inter-alia* shall include industrial sheds, power system, telecommunication, water supply, sewage system, warehousing and logistics facilities etc.

The shareholders' agreement entered into amongst our Company, RIICO and MWCJL contains the following special rights:

- (a) Proposals for development activities by MWCJL require affirmative consent of at least one director nominated by RIICO and by our Company.
- (b) RIICO and our Company have a right of first refusal to purchase the shares of any special purpose vehicle through which MWCJL carries out any proposed development.
- (c) RIICO has the right to nominate four directors to the board of MWCJL. Our Company has the right to nominate six directors to the board of MWCJL. In the event RIICO ceases to be a shareholder of MWCJL, the Government of Rajasthan will have the right to nominate one nominee to the board of MWCJL.
- (d) RIICO and our Company have a right of first refusal to subscribe to any fresh issues of equity by MWCJL in accordance with their pro rata shareholding.
- (e) The items that require the affirmative written consent of at least one director nominated by RIICO and by our Company include: (i) amendments to the financing plan, charter documents of MWCJL, corporate name of MWCJL, initial authorised share capital, rights associated with the equity shares of the MWCJL; (ii) approval of the annual budget for a financial year; (iii) establishment of any subsidiaries or investing in any joint venture apart from special purpose vehicles to carry out proposals for development activities; (iv) recommending any dividend; (v) diversifying MWCJL or its subsidiary, actions relating to the merger, amalgamation of MWCJL;
- (f) The shareholding held by RIICO and our Company is subject to a lock-in of four years from the completion date, provided that this restriction does not apply in case of transfers to affiliates. The shares of MWCJL are subject to a right of first refusal in case of transfer after the lock-in period.
- (g) RIICO has the right to exercise a tag along right instead of exercising its right of first refusal.
- (h) RIICO has a right to terminate the Agreement, in the event that 26% of the shareholding of our Company is no longer held by Mahindra and Mahindra Limited or its affiliates.

3. Shareholders agreement dated May 27, 2011 between our Company, B.E. Billimoria & Co. Limited (“BEBL”) and Mahindra Bebanco Developers Limited (“MBDL”)

Our Company, BEBL and MBDL entered into a shareholder’s agreement dated May 27, 2011 (“**Agreement**”) to set forth the rights and obligations of our Company and BEBL as the shareholders of MBDL (“**Agreement**”). Under the Agreement, MBDL shall hold 70% while BEBL shall hold 30% of the equity share capital of MBDL.

MBDL is an SPV and is incorporated to create a consortium and develop, implement, design, finance, marketing, construct, lease/leave and license of a residential township on the area of approximately 25 acres in the non-processing area of the MIHAN (multi-modal international hub airport at Nagpur) project.

The shareholders’ agreement entered into among our Company, BEBL and MBDL contains the following special rights:

- (a) Our Company has the right to appoint the chief operating officer and the chief executive officer of MBDL.
- (b) BEBL and our Company have a pre-emptive right to subscribe to any further issues by MBDL. In the event either BEBL or our Company do not exercise their right to purchase the shares, such shares shall be first offered to the party exercising its right before being offered to third parties.
- (c) Our Company has the right to nominate four directors to the board of MBDL, BEBL has the right to nominate two directors to the board of MBDL, provided the shareholding of BEBL and its affiliates in MBDL does not fall below 26% of the total shareholding of MBDL.
- (d) The matters that require the presence of at least one director nominated by our Company and one director nominated by BEBL to constitute quorum and their affirmative vote include: (i) approval of annual reports, dividend policy, accounting policy, business and financial plan, annual operating budget; (ii)

changes to the charter documents of MBDL, share capital of MBDL, corporate status of MBDL; (iii) issuing debentures, converting ICDs to equity shares; (iv) material change in the business of MBDL, enter into any joint venture, reconstruction or amalgamation of MBDL; (v) entering into material contracts; (vi) entering into related party transactions with our Company, BEBL or their affiliates; (vii) giving guarantee on behalf of any party;

- (e) The shares of MBDL are subject to a lock-in until the completion of the project or until the prescribed construction area has been constructed. The transfer of the shares of MBDL post the lock-in period are subject to a right of first refusal. Our Company and BEBL also have the right to exercise a tag along right instead of exercising their right of first refusal.

4. Shareholders agreement, share subscription agreement and development management agreement dated July 25, 2013 between our Company, SCM Real Estate (Singapore) Private Limited (“SCM”) and Watsonia Developers Private Limited (now known as Mahindra Homes Private Limited) (“MHPL”)

Our Company, SCM and MHPL entered into a shareholders’ agreement, subscription agreement and development management agreement dated July 25, 2013 to set forth the rights and obligations of our Company and SCM as the shareholders of MHPL. Under the shareholders’ agreement, our Company and SCM shall hold 50% each of the equity share capital of MHPL.

The development management agreement contains provision relating to appointment, scope of services and standard of performance of the development manager, anti-bribery and sanction clauses, and development manager’s fee.

The shareholders’ agreement entered into among our Company, MHPL and SCM contains the following special rights:

- (a) SCM has the right to transfer the securities of MHPL held by it to any third-party subject to our Company’s right of first offer with respect to the securities and subject to such third party being a permitted competitor.
- (b) The transfer of securities of MHPL held by our Company is subject to a right of first offer in favour of the SCM.
- (c) In case of change of control of our Company, SCM has the right to offer the securities of MHPL held by it for sale to our Company, or to purchase the securities of MHPL held by our Company.
- (d) If our Company is declared to be insolvent, SCM has the right to purchase the securities in MHPL held by our Company and terminate the development management agreements. If SCM is declared to be insolvent, our Company has the right to purchase the securities of MHPL held by SCM.
- (e) If SCM’s shareholding is above 26% of MHPL’s share capital, SCM will have the right to nominate two directors to the board of MHPL, and our Company will have the right to nominate two directors to the board of MHPL. However, if SCM’s shareholding falls below 26% of MHPL’s share capital, SCM will have the right to nominate one director to the board of MHPL and our Company will have the right to nominate three directors to the board of MHPL.
- (f) The items that require the affirmative vote of SCM include: (i) approval of the annual business plan and final business plan and any amendments in the same, approval of pricing structures of the projects, changes to accounting or tax policies of MHPL; (v) securing third party joint ventures, creation of charge over the assets of MHPL apart from those approved in the annual business plan, alienation of the assets of MHPL; (vi) amendment of any rights of the Investor (viii) issue of shares, modification of MHPL’s capital structure, changes to the charter documents of MHPL; (xi) disposal of substantial part of the undertaking of MHPL except as per business plan, liquidation or merger of MHPL; (xiii) declaration of dividend on any securities (xiv) creation of any subsidiary of MHPL, change in the management of any subsidiary;

5. Joint Venture Agreement dated May 28, 2015 between Sumitomo Corporation, Japan (“Sumitomo”),

Mahindra World City Developers Limited (“MWCDL”) and Mahindra Industrial Park Chennai Limited (“MIPCL”).

Sumitomo, MWCDL and MIPCL entered into a joint venture agreement dated May 28, 2015 (“**Agreement**”) to set forth the rights and obligations of Sumitomo and MWCDL as the shareholders of MIPCL. Under the Agreement, MWCDL and its affiliates shall hold 60% of equity share capital of MIPCL while Sumitomo and its affiliates shall hold 40% of the equity share capital of MIPCL. Further, MIPCL was incorporated as a subsidiary of MWCDL to develop an industrial park in North Chennai.

The Agreement contains the following special rights:

- (a) Sumitomo has the right to nominate two directors to the board of MIPCL. MWCDL has the right to nominate three directors to the board of MIPCL and the chairman of the board of MIPCL.
- (b) The items that require the affirmative vote of atleast one director of Sumitomo and of MWCDL include:
 - (i) making material alterations to the nature of MIPCL’s business, alterations to the master plan or detailed development plan, expansion of MIPCL’s business beyond the business plan;
 - (ii) issue of securities of MIPCL, change in the capital structure of MIPCL;
 - (iii) change in any material documents;
 - (iv) taking debt or providing guarantees from MIPCL other than as permitted under the joint venture agreement, creation of charge over the assets of MIPCL, alteration in the terms of the credit facilities obtained by MIPCL;
 - (v) the incorporation or promotion of a new company by MIPCL;
- (c) The shares of MIPCL are subject to a lock-in for five years from the date of closing. The transfer or sale of shares of MIPCL after the lock-in period are subject to a right of first refusal in favour of the non-selling shareholder.
- (d) The occurrence or non-occurrence of certain specified events shall give Sumitomo the right to require MWCDL to provide a replacement security and purchase all the shares of MIPCL that are held by Sumitomo.
- (e) The occurrence of an event of default attributable to MIPCL or MWCDL shall give Sumitomo the right to require MWCDL to purchase all the shares of MIPCL held by Sumitomo.
- (f) The occurrence of an event of default attributable to Sumitomo shall give MWCDL the right to purchase all the shares of MIPCL held by Sumitomo.

Shareholder and Strategic Partners

Other than Joint Venture partners mentioned above, there are no other financial and strategic partners.

Our Subsidiaries

As on the date of this Letter of Offer, our Company has the following Subsidiaries:

1. Mahindra Infrastructure Developers Limited;
2. Mahindra World City Developers Limited;
3. Mahindra World City (Jaipur) Limited;
4. Knowledge Township Limited;
5. Mahindra World City (Maharashtra) Limited;
6. Anthurium Developers Limited;
7. Industrial Cluster Private Limited;
8. Mahindra Industrial Park Chennai Limited;
9. Mahindra Water Utilities Limited;
10. Mahindra Integrated Township Limited;
11. Mahindra Residential Developers Limited;
12. Industrial Township (Maharashtra) Limited;
13. Mahindra Bebanco Developers Limited; and
14. Raigad Industrial and Business Park Limited.

Details of the Subsidiaries

1. Mahindra Infrastructure Developers Limited (“MIDL”)

Corporate Information

MIDL was incorporated on May 10, 2001 under the Companies Act, 1956 at Mumbai. MIDL is engaged in the business of development of infrastructure projects.

Capital Structure

The capital structure of MIDL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	20,000,000
Issued, subscribed and paid-up capital	18,000,000

Shareholding Pattern

The shareholding pattern of MIDL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity shareholding (%)
1.	Our Company	17,999,994	100.00
2.	Our Company and Roshan Gandhi	1*	Negligible
3.	Our Company and Ulhas Bhosale	1*	Negligible
4.	Our Company and Suhas Kulkarni	1*	Negligible
5.	Our Company and Basant Jain	1*	Negligible
6.	Our Company and Anita Arjundas	1*	Negligible
7.	Our Company and Narayan Shankar	1*	Negligible
	Total	18,000,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

2. Mahindra World City Developers Limited (“MWCDL”)

Corporate Information

MWCDL was incorporated on February 19, 1997 under the Companies Act, 1956 at Chennai for establishing, acquiring, developing and maintaining SEZs, industrial parks, industrial areas and industrial estates. MWCDL is currently engaged in the development and maintenance of Mahindra World City, Chennai having three sector specific Special Economic Zones (SEZs) – IT (services and manufacturing), Apparel and Fashion Accessories, and Auto-Ancillaries, and a Domestic Tariff Area for businesses catering to Indian market. Integrated to business zone is a Residential and Social Infrastructure Zone.

Capital Structure

The capital structure of MWCDL is as follows:

Particulars	No. of shares
Authorised capital	
Equity Shares of ₹ 10 each	25,000,000
Cumulative redeemable preference shares of ₹ 100 each	6,500,000
Unclassified Shares of ₹ 10 each	5,000,000
Total	36,500,000
Issued, subscribed and paid-up capital	
Equity shares of ₹ 10 each	20,000,000

Shareholding Pattern

The shareholding pattern of MWCDL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity shareholding (%)
1.	Our Company	17,799,993	89.00
2.	Tamil Nadu Industrial Development Corporation Limited	2,200,000	11.00
3.	Our Company and S. Chandru	1*	Negligible
4.	Our Company and Siddharth Bafna	1*	Negligible
5.	Our Company and Rajan Narayan	1*	Negligible
6.	Our Company and Jayant Manmadkar	1*	Negligible
7.	Our Company and Sangeeta Prasad	1*	Negligible
8.	Our Company and Arun Nanda	1*	Negligible
9.	M/s Mahindra Holidays and Resorts India Ltd	1	Negligible
Total		20,000,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

3. Mahindra World City (Jaipur) Limited (“MWCJL”)

Corporate Information

MWCJL was incorporated on August 26, 2005 under the Companies Act, 1956 at Jaipur. MWCJL is engaged in the business of establishing, acquiring, developing and maintaining industrial park, SEZs and providing infrastructural facilities in such parks and zones. MWCJL is currently engaged in the development and maintenance of Mahindra World City, Jaipur as a Multi-Product Special Economic Zone (SEZ) and a Domestic Tariff Area. Currently, the project has five zones, IT/ITES SEZ, Handicrafts SEZ, Engineering and Related Industries SEZ, Gems and Jewellery SEZ and a Domestic Tariff Area.

Capital Structure

The capital structure of MWCJL is as follows:

Particulars	No. of shares of ₹ 10 each
<i>Authorised capital</i>	
Equity shares	150,000,000
Preference shares	50,000,000
Total	200,000,000
<i>Issued, subscribed and paid-up capital</i>	
Equity shares	150,000,000

Shareholding Pattern

The shareholding pattern of MWCJL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total Equity Shareholding (%)
1.	Our Company	110,999,940	74.00
2.	Rajasthan State Industrial Development and Investment Corporation Ltd.	39,000,000	26.00
3.	Our Company and Arun Nanda	10*	Negligible
4.	Our Company and Anita Arjundas	10*	Negligible
5.	Our Company and Sangeeta Prasad	10*	Negligible
6.	Our Company and Suhas Kulkarni	10*	Negligible
7.	Our Company and Narayan Shankar	10*	Negligible
8.	Our Company and Sanjay Srivastava	10*	Negligible
Total		150,000,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

4. Knowledge Township Limited (“KTL”)

Corporate Information

KTL was incorporated on August 16, 2007 under the Companies Act, 1956 at Mumbai to, *inter alia*, carry out the business of developing and maintaining industrial parks, technology parks, software parks, SEZs, export processing zones, industrial areas and industrial estates for industries integrated townships. KTL is currently in the process of acquiring land to set up an industrial park in Maharashtra.

Capital Structure

The capital structure of KTL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	50,000,000
Issued, subscribed and paid-up capital	21,000,000

Shareholding Pattern

The shareholding pattern of KTL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	20,999,940	100.00
2.	Our Company and Arun Nanda	10*	Negligible
3.	Our Company and Suhas Kulkarni	10*	Negligible
4.	Our Company and Narayan Shankar	10*	Negligible
5.	Our Company and Ulhas Bhosale	10*	Negligible
6.	Our Company and Anita Arjundas	10*	Negligible
7.	Our Company and Jayant Manmadkar	10*	Negligible
Total		21,000,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the Equity Shares.

5. Mahindra World City (Maharashtra) Limited (“MWCML”)

Corporate Information

MWCML was incorporated on September 21, 2005 under the Companies Act, 1956 at Mumbai to, *inter alia*, carry out the business of large format development. MWCML is currently evaluating suitable opportunities to undertake large format development.

A scheme of amalgamation under erstwhile sections 391 to 394 and other applicable provisions of the Companies Act, 1956 for amalgamation of Kismat Developers Private Limited, Raigad Industrial and Business Park Limited and Topical Builders Private Limited with Mahindra World City (Maharashtra) Limited was filed with the Bombay High Court on December 1, 2016.

Capital Structure

The capital structure of MWCML is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	1,500,000
Issued, subscribed and paid-up capital	1,170,400

Shareholding Pattern

The shareholding pattern of MWCML as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	1,170,340	100.00
2.	Our Company and Sangeeta Prasad	10*	Negligible

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
3.	Our Company and Arun Nanda	10*	Negligible
4.	Our Company and Anita Arjundas	10*	Negligible
5.	Our Company and Suhas Kulkarni	10*	Negligible
6.	Our Company and Ulhas Bhosale	10*	Negligible
7.	Our Company and Jayant Manmadkar	10*	Negligible
Total		1,170,400	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

6. Anthurium Developers Limited (“ADL”)

Corporate Information

ADL was incorporated on June 2, 2010 under the Companies Act, 1956 at Mumbai to, *inter alia*, establish, acquire, develop and maintain industrial parks, technology parks, bio-tech parks, software parks, SEZs, export processing zones, industrial areas, industrial estates, integrated townships, residential and/or commercial complexes, and housing facilities. ADL is currently evaluating suitable opportunities in the area of residential development.

Capital Structure

The capital structure of ADL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	100,000
Issued, subscribed and paid-up capital	50,000

Shareholding Pattern

The shareholding pattern of ADL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	49,940	100.00
2.	Our Company and Sangeeta Prasad	10*	Negligible
3.	Our Company and Arun Nanda	10*	Negligible
4.	Our Company and Anita Arjundas	10*	Negligible
5.	Our Company and Suhas Kulkarni	10*	Negligible
6.	Our Company and Ulhas Bhosale	10*	Negligible
7.	Our Company and Jayant Manmadkar	10*	Negligible
Total		50,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

7. Industrial Cluster Private Limited (“ICPL”)

Corporate Information

ICPL was incorporated on March 29, 2013 under the Companies Act, 1956 at Mumbai to, *inter alia*, establish, acquire, develop and maintain industrial parks for industrial, residential and commercial use, integrated townships, SEZs, technology parks, software parks, industrial areas and industrial estates, for industries and software and other knowledge based units. ICPL is currently in the process of acquiring land in Gujarat to develop an industrial park.

Capital Structure

The capital structure of ICPL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	100,000
Issued, subscribed and paid-up capital	50,000

Shareholding Pattern

The shareholding pattern of ICPL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	49,990	100.00
2.	Our Company and Anita Arjundas	10*	Negligible
	Total	50,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

8. Mahindra Industrial Park Chennai Limited (“MIPCL”)

Corporate Information

MIPCL was incorporated on December 22, 2014 under the Companies Act at Chennai to, *inter alia*, carry out the business of acquiring, development and maintenance of industrial parks for industrial, residential and commercial use, integrated townships, special economic zones, technology parks, software parks, industrial areas and industrial estates. MIPCL is currently, in the process of developing an industrial park in north of Chennai, Tamil Nadu.

Capital Structure

The capital structure of MIPCL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	170,000,000
Issued, subscribed and paid-up capital	170,000,000

Shareholding Pattern

The shareholding pattern of MIPCL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Mahindra World City Developers Limited	101,999,994	60.00
2.	Sumitomo Corporation, Japan	68,000,000	40.00
3.	Anita Arjundas*	1	Negligible
4.	Sangeeta Prasad*	1	Negligible
5.	R. Eswaran*	1	Negligible
6.	Jayant Manmadkar*	1	Negligible
7.	K. Shyam Sundar*	1	Negligible
8.	Porvankara Vijayan Jhanardhanan*	1	Negligible
	Total	170,000,000	100.00

*Nominee of Mahindra World City Developers Limited.

9. Mahindra Water Utilities Limited (“MWUL”)

Corporate Information

MWUL was incorporated on August 10, 1999 under the Companies Act, 1956 at Mumbai. MWUL is engaged in the business of providing operations and maintenance services for water and sewerage system in Tamil Nadu.

Capital Structure

The capital structure of MWUL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	100,000
Issued, subscribed and paid-up capital	100,000

Shareholding Pattern

The shareholding pattern of MWUL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Mahindra Infrastructure Developers Limited	98,993	99.00
2.	United Utilities International Limited	1,001	1.00
3.	Mahindra Infrastructure Developers Limited jointly with M. A. Nazareth	1*	Negligible
4.	Mahindra Infrastructure Developers Limited jointly with S. Venkatraman	1*	Negligible
5.	Mahindra Infrastructure Developers Limited and Arun Nanda	1*	Negligible
6.	Mahindra Infrastructure Developers Limited and Narayan Shankar	1*	Negligible
7.	Mahindra Infrastructure Developers Limited and Suhas Kulkarni	1*	Negligible
8.	Mahindra Infrastructure Developers Limited and Roshan Gandhi	1*	Negligible
Total		100,000	100.00

*Equity shares held jointly with MIDL, MIDL being the first holder of the equity shares.

10. Mahindra Integrated Township Limited (“MITL”)

Corporate Information

MITL was incorporated on June 24, 1996 under the Companies Act, 1956 at Mumbai. MITL is engaged in the business of establishing, acquiring, developing and maintaining residential complexes, integrated townships, industrial parks (including at special economic zones). MITL is currently engaged as a co-developer in developing residential township area at Mahindra World City, Chennai.

Capital Structure

The capital structure of MITL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	60,000,000
Issued, subscribed and paid-up capital	50,435,000

Shareholding Pattern

The shareholding pattern of MITL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity share of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	36,999,994	74.00
2.	Mahindra World City Developers Limited	13,000,000	26.00
3.	Arun Nanda	250,000	Negligible
4.	Anita Arjundas	100,000	Negligible
5.	S. Chandru	25,000	Negligible

S. No.	Name of the shareholder	No. of equity share of ₹ 10 each	Percentage of total equity holding (%)
6.	Raghunath Murti and Gita Murti	10,000	Negligible
7.	Pawan Goenka and Mamta Goenka	10,000	Negligible
8.	Ulhas Narayan Yargop and Beena Ulhas Yargop	10,000	Negligible
9.	Anjanikumar Choudhari and Sarita Choudhari	10,000	Negligible
10.	Rajeev Dubey and Padma Dubey	10,000	Negligible
11.	Bharat Narotam Doshi and Vidya Bharat Doshi	10,000	Negligible
12.	Our Company and Arun Nanda	1*	Negligible
13.	Our Company and Mario Nazareth	1*	Negligible
14.	Our Company and Roshan Gandhi	1*	Negligible
15.	Our Company and Sangeeta Prasad	1*	Negligible
16.	Our Company and Ulhas Bhosale	1*	Negligible
17.	Our Company and Anita Arjundas	1*	Negligible
Total		50,435,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

11. Mahindra Residential Developers Limited (“MRDL”)

Corporate Information

MRDL was incorporated on February 1, 2008 under the Companies Act, 1956 at Chennai. MRDL is engaged in the business of establishing, acquiring, developing and maintaining residential projects, integrated townships, industrial parks (including at SEZs). MRDL is currently developing multiple residential communities within Mahindra World City, Chennai.

Capital Structure

The capital structure of MRDL is as follows:

Particulars	No. of shares of ₹ 10 each
Authorised capital	
Equity	450,000
Preference	50,000
Issued, subscribed and paid-up capital	
Equity	250,000

Shareholding Pattern

The shareholding pattern of MRDL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Mahindra Integrated Township Limited	249,930	100.00
2.	Mahindra Integrated Township Limited and Anita Arjundas	10	Negligible
3.	Mahindra Integrated Township Limited and Vivek Sharma	10	Negligible
4.	Mahindra Integrated Township Limited and Ramachandra Eswaran	10	Negligible
5.	Mahindra Integrated Township Limited and Kalyanasundaram Shyam Sundar	10	Negligible
6.	Mahindra Integrated Township Limited and Sangeeta Prasad	10	Negligible
7.	Mahindra Integrated Township Limited and Ulhas Bhosale	10	Negligible
8.	Mahindra Integrated Township Limited and Jayant Manmadkar	10	Negligible
Total		250,000	100.00

12. Industrial Township (Maharashtra) Limited (“ITML”)

Corporate Information

ITML was incorporated on July 2, 2008 under the Companies Act, 1956 at Mumbai to, *inter alia*, carry on the business of establishing, acquiring, developing and maintaining industrial parks and technology parks, integrated townships and housing facilities. ITML is currently exploring suitable opportunities for large format development/residential development.

Capital Structure

The capital structure of ITML is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	10,000,000
Issued, subscribed and paid-up capital	5,000,000

Shareholding Pattern

The shareholding pattern of ITML as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	4,999,940	100.00
2.	Our Company and Sangeeta Prasad	10*	Negligible
3.	Our Company and Arun Nanda	10*	Negligible
4.	Our Company and Anita Arjundas	10*	Negligible
5.	Our Company and Suhas Kulkarni	10*	Negligible
6.	Our Company and Ulhas Bhosale	10*	Negligible
7.	Our Company and Jayant Manmadkar	10*	Negligible
Total		5,000,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

13. Mahindra Bebanco Developers Limited (“MBDL”)

Corporate Information

MBDL was incorporated on June 3, 2008 under the Companies Act, 1956 at Mumbai to *inter alia* establish, acquire, develop and maintain industrial parks, for industries in India and outside India. MBDL is currently engaged in the business of residential complexes at multi-model international hub airport at Nagpur (MIHAN).

Capital Structure

The capital structure of MBDL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	50,000
Issued, subscribed and paid-up capital	50,000

Shareholding Pattern

The shareholding pattern of MBDL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	34,950	70.00
2.	B.E. Billimoria and Co. Ltd.	15,000	30.00

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
3.	Our Company and Arun Nanda	10*	Negligible
4.	Our Company and Anita Arjundas	10*	Negligible
5.	Our Company and Suhas Kulkarni	10*	Negligible
6.	Our Company and Ulhas Bhosale	10*	Negligible
7.	Our Company and Jayant Manmadkar	10*	Negligible
Total		50,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

14. Raigad Industrial and Business Park Limited (“RIBPL”)

Corporate Information

RIBPL was incorporated on June 18, 2009 under the Companies Act, 1956 at Mumbai to, *inter alia*, establish, acquire, develop and maintain industrial parks and software parks, integrated townships and housing facilities. RIBPL is currently evaluating suitable business opportunities in large format development and residential development.

Capital Structure

The capital structure of RIBPL is as follows:

Particulars	No. of equity shares of ₹ 10 each
Authorised capital	5,000,000
Issued, subscribed and paid-up capital	110,000

Shareholding Pattern

The shareholding pattern of RIBPL as on the date of this Letter of Offer is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	109,940	100.00
2.	Our Company and Sangeeta Prasad	10*	Negligible
3.	Our Company and Arun Nanda	10*	Negligible
4.	Our Company and Anita Arjundas	10*	Negligible
5.	Our Company and Suhas Kulkarni	10*	Negligible
6.	Our Company and Ulhas Bhosale	10*	Negligible
7.	Our Company and Jayant Manmadkar	10*	Negligible
Total		110,000	100.00

*Equity shares held jointly with our Company, our Company being the first holder of the equity shares.

Joint Venture

The direct and indirect joint ventures of our Company are as follows:

a. Direct joint venture partners

Name of the Joint Venture Partner	Name of the Company	Current percentage shareholding	Type of Joint Venture
Tamil Nadu Industrial Development Corporation Limited (“TIDCO”)	Mahindra World City Developers Limited* (MWCDL)	89% of MWCDL’s share capital is held by our Company and balance by TIDCO	Strategic
Rajasthan State Industrial Development and Investment Corporation Limited (“RIICO”)	Mahindra World City Jaipur Limited* (MWCJL)	74% of MWCJL’s share capital is held by our Company and balance by RIICO	Strategic

B.E. Billimoria and Co. Limited	Mahindra Bebanco Developers Limited * (MBDL)	70% of MBDL's share capital is held by our Company and balance by B.E. Billimoria and Co. Limited	Strategic
SCM Real Estate (Singapore) Private Limited	Mahindra Homes Private Limited (MHPL)	50% of MHPL's share capital is held by our Company and balance by SCM Real Estate (Singapore) Private Limited	Financial

* In terms of section 2(87) of the Companies Act, a company in which other company holds more than 50% of its share capital is considered as 'Subsidiary' of that other company. Hence, MWCDL, MWCJL and MBDL are subsidiaries of our Company and have been disclosed as subsidiaries of our Company on page 138. Further, MHPL (in which our Company holds 50% share capital), has been disclosed as a joint venture company of our Company as given below.

b. Indirect joint venture partners

Name of the Joint Venture Partner	Name of the Company	Current percentage shareholding	Type of Joint Venture
Sumitomo Corporation	Mahindra Industrial Park Chennai Limited (MIPCL) *	60% of MIPCL's share capital is held by MWCDL, a subsidiary company of our Company and balance by Sumitomo Corporation	Strategic
Inframan GmbH	Mahindra Inframan Water Utilities Private Limited (MIWUPL)	50% of MIWUPL's share capital is held by Mahindra Infrastructure Developers Limited, a subsidiary company of our Company and balance by Inframan GmbH	Strategic

* In terms of section 2(87) of the Companies Act, a company in which other company holds more than 50% of its share capital is considered as 'Subsidiary' of that other company. Hence, as MIPCL is a subsidiary of MWCDL, which in turn is a subsidiary of our Company, MIPCL has been disclosed as a subsidiary of our Company on page 138.

1. Mahindra Homes Private Limited ("MHPL")

Corporate Information

MHPL was incorporated on June 2, 2010 as 'Watsonia Developers Limited' under the Companies Act, 1956 as a public company at Mumbai. Subsequently, 'Watsonia Developers Limited' was converted to a private limited company and the name was changed to 'Watsonia Developers Private Limited' on May 6, 2013. Thereafter, the name of 'Watsonia Developers Private Limited' was changed to 'Mahindra Homes Private Limited' on August 7, 2013. MHPL is engaged in the business of construction and developing residential townships.

Capital Structure

The capital structure of MHPL is as follows:

Particulars	No. of shares of ₹ 10 each
Authorised capital	
Ordinary equity shares	1,00,000
Series A equity shares	5,50,000
Series B equity shares	1,16,500
Series C equity shares	1,16,500
Series A 0.01% optionally convertible redeemable preference shares (OCRPS)	250
0.01% compulsory convertible preference shares (CCPS)	250
Series B 0.01% OCRPS	1,16,500
Total	10,00,000
Issued, subscribed and paid-up capital	

Particulars	No. of shares of ₹ 10 each
Series A equity shares	4,11,256
Series B equity shares	389
Series C equity shares	389
Series A 0.01% OCRPS	1
0.01% CCPS	1
Total	4,12,036

Shareholding Pattern

The shareholding pattern of MHPL as on the date of this Letter of Offer is as follows:

List of Series 'A' equity shareholders

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	205,628	50%
2.	SCM Real Estate (Singapore) Private Limited	205,628	50%
	Total	411,256	100%

List of Series 'B' equity shareholders

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	SCM Real Estate (Singapore) Private Limited	389	100%
	Total	389	100%

List of Series 'C' equity shareholders

S. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of total equity holding (%)
1.	Our Company	389	100%
	Total	389	100%

List of Series A 0.01% Optionally Convertible Redeemable Preference Shares (OCRPS) shareholders

S. No.	Name of the shareholder	No. of Preference shares of ₹ 10 each	Percentage of total preference holding (%)
1.	Our Company	1	100%
	Total	1	100%

List of 0.01% Compulsory Convertible preference shares (CCPS) shareholders

S. No.	Name of the shareholder	No. of Preference shares of ₹ 10 each	Percentage of total preference holding (%)
1.	SCM Real Estate (Singapore) Private Limited	1	100%
	Total	1	100%

Significant sales / purchase with our Subsidiaries/Joint Venture

There are no sales or purchase between any of our Subsidiaries/Joint Venture and our Company where such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

Common Pursuits

Except MWUL, all our Subsidiaries/Joint Venture are engaged in lines of business that are similar to our Company. Conflict in operations of our Subsidiaries/Joint Venture and our Company may arise to the extent of residential projects being undertaken by our Subsidiaries in our areas of operations.

Other Confirmations

1. There are no accumulated profits or losses of our Subsidiaries/Joint Venture which are not accounted for by our Company.
2. Except as disclosed in “*Our Business*” and “*Related Party Transactions*” on pages 108 and 183, respectively, our Subsidiaries/Joint Venture do not have any business interests in our Company
3. None of our Subsidiaries/Joint Venture are listed in India or abroad.
4. None of our Subsidiaries/Joint Venture have made any public or rights issue in the last three years.

OUR MANAGEMENT

Board of Directors

In terms of our Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors. As on the date of this Letter of Offer, our Board comprises of seven Directors, of which two are Non-Executive Directors, Managing Director and Chief Executive Officer who is one woman Director, and four are Independent Directors.

Our Board

The following table sets forth the details of our Board as of the date of filing of this Letter of Offer with SEBI:

Name, designation, occupation, DIN, address, date of appointment and term	Age (years)	Other directorships
Name: Arun Nanda Designation: Chairman and Non-Executive Director Occupation: Professional Address: 3, St. Helens Court, Dr. Gopalrao Deshmukh Marg, Mumbai 400 026 Nationality: Indian Date of appointment: April 4, 2001 Term: Liable to retire by rotation DIN: 00010029	68	<i>Indian public limited companies</i> - Multi Commodity Exchange of India Limited; - Mahindra Holidays & Resorts India Limited; - Mahindra World City (Jaipur) Limited - Mahindra Holdings Limited; and - Mahindra World City Developers Limited <i>Foreign Companies.</i> - Holiday Club Resort Oy Finland; and - HCR Management Oy, Finland <i>Section 8 Companies</i> - Indo-French Chamber of Commerce & Industry; and - The Council of EU Chambers of Commerce in India
Name: Anita Arjundas Designation: Managing Director and Chief Executive Officer Occupation: Service Address: Flat No. 1203, Breezy Heights, 12 th Floor, Rizvi Complex, Carter Road, Bandra-West, Mumbai 400 050 Nationality: Indian Date of appointment: June 23, 2009 Term: Liable to retire by rotation, for a period of five years with effect from June 23, 2014 to June 22, 2019 DIN: 00243215	49	<i>Indian public limited companies</i> - Knowledge Township Limited; - Mahindra Bebanco Developers Limited; - Mahindra Industrial Park Chennai Limited; - Mahindra Infrastructure Developers Limited; - Mahindra Integrated Township Limited; - Mahindra World City (Jaipur) Limited; and - Mahindra World City Developers Limited

Name, designation, occupation, DIN, address, date of appointment and term	Age (years)	Other directorships
		<i>Indian private limited companies</i>
		1. Mahindra Homes Private Limited; and
		2. Mahindra Susten Private Limited
<i>Name:</i> Anish Shah	47	<i>Indian public limited companies</i>
<i>Designation:</i> Non-Executive Director		1. Mahindra and Mahindra Financial Services Limited;
<i>Occupation:</i> Service		2. Mahindra Trucks and Buses Limited; and
<i>Address:</i> Vivarea, 36 th Floor., Flat No. C-3603, A.R. Road, Jacob Circle, Mahalaxmi, Mumbai 400 011		3. Orizonte Business Solutions Limited
<i>Nationality:</i> USA		<i>Foreign Companies</i>
<i>Date of appointment:</i> August 28, 2015		1. PF Holdings B.V.
<i>Term:</i> Liable to retire by rotation		
<i>DIN:</i> 02719429		
<i>Name:</i> Sanjiv Kapoor	63	<i>Indian public limited companies</i>
<i>Designation:</i> Independent Director		1. Goa Antibiotics and Pharmaceuticals Limited;
<i>Occupation:</i> Professional		2. HLL Infra Tech Services Limited;
<i>Address:</i> 13/397, Civil Lines, Kanpur 208 001		3. HLL Lifecare Limited;
<i>Nationality:</i> Indian		4. Mahindra Residential Developers Limited; and
<i>Date of appointment:</i> July 31, 2015		5. Mahindra World City Developers Limited
<i>Term:</i> For a period of two years from July 31, 2015		
<i>DIN:</i> 00004005		
<i>Name:</i> Shailesh Haribhakti	61	<i>Indian public limited companies</i>
<i>Designation:</i> Independent Director		1. ACC Limited;
<i>Occupation:</i> Professional		2. Ambuja Cements Limited;
<i>Address:</i> 10 and 11 Sahil Apartment, S K Barodwala Road, 14 Altamount Road, Cumballa Hill, Mumbai 400 026		3. Blue Star Limited;
<i>Nationality:</i> Indian		4. Future Lifestyle Fashions Limited;
<i>Date of appointment:</i> July 31, 2015		5. Karam Chand Thapar & Bros (Coal Sales) Limited;
<i>Term:</i> For a period of five years from July 31, 2015		6. L&T Finance Holdings Limited;
<i>DIN:</i> 00007347		7. NSDL E-Governance Infrastructure Limited; and
		8. Torrent Pharmaceuticals Limited
		<i>Indian private limited companies</i>
		1. Baker Tilly DHC Private Limited;
		2. Haribhakti Moti India Private Limited

Name, designation, occupation, DIN, address, date of appointment and term	Age (years)	Other directorships
		3. JM Financial Asset Reconstruction Company Private Limited; 4. Mentorcap Management Private Limited; 5. Planet People and Profit Consulting Private Limited; 6. Quadrum Solutions Private Limited; 7. Reliance Infra Development Private Limited; 8. Reliance Infrastructure Consulting & Engineers Private Limited; and 9. Reliance Wind Turbine Installators Industries Private Limited
Name: Prakash Hebalkar Designation: Independent Director Occupation: Professional Address: 601 Udyandarshan, Sayani Road, Prabha Devi, Mumbai 400 025 Nationality: Indian Date of appointment: July 31, 2015 Term: For a period of two years from July 31, 2015 DIN: 00370499	72	Nil
Name: Bharat Shah Designation: Independent Director Occupation: Service Address: 21 Hill Park, Building No. 2, A.G. Bell Marg, Malabar Hill, Mumbai 400 006 Nationality: Indian Date of appointment: August 1, 2016* Term: For a period of five years from August 1, 2016 DIN: 00136969	70	Indian public limited companies 1. 3M India Limited; 2. AGS Transact Technologies Limited; 3. Exide Industries Limited; 4. HDFC Securities Limited; 5. Hexaware Technologies Limited; 6. IDFC Alternatives Limited; 7. India Transact Services Limited; 8. Strides Shasun Limited; and 9. Tata Sky Limited Indian private limited companies 1. Faering Capital Trustee Company Private Limited; and 2. Salisbury Investments Private Limited

**To be regularized at the ensuing AGM / EGM*

Relationship between our Directors

None of our Directors are related to each other.

Brief biographies of Directors

Arun Nanda, is the Non-Executive Director and Chairman of our Company. He holds a Bachelor's degree in Commerce and a Bachelor's Degree in Law from the University of Calcutta. He is a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He was inducted on the Board of our Promoter in August 1992. He is associated with TechnoServe India, and a Trustee of Integrity Action, U.K. He is the chairman of CII National Committee on Tourism and Hospitality. He was also the chairman of CII Western Region for 2010-2011. He was honoured with an award of "Chevalier de la Legion d'Honneur" (Knight of the National Order of the Legion of Honour) by the President of French Republic, the "Real Estate Person of the Year" award from Global Initiative for Restructuring Environment and Management Leadership in 2008, the "CA Business Achiever Award - Corporate" by the Institute of Chartered Accountants of India in 2009, the "Lifetime Achievement Award" for his outstanding contribution to the hospitality industry and the service sector by Golden Star Awards in 2010, the "Aatithya Ratna Award" for his contribution to the growth of Indian tourism by the Business Hotels Network and Horwath HTL in 2014, the "Lifetime Achievement Award" for contributions to India's real estate industry by CNBC AWAAZ in December, 2014 and the "IFCA Award of Excellence" for outstanding contribution to the development of culinary profession and promotion of culinary art in India from Indian Federation of Culinary Association in September, 2015.

Anita Arjundas, is the Managing Director and the CEO of our Company. She is the President of the real estate sector of the Mahindra Group. She holds a Bachelor's degree in Science from the University of Madras and a Master's of Business Administration from Bharathidasan Institute of Management. She has been on our Board since 2009. She was the chairperson of the Federation of Indian chambers of Commerce and Industry (FICCI) National Real Estate Committee in 2014. She has featured in the 'Fortune 50 Powerful Women in India' each year from the year 2011 and was ranked 28th in the list for the year 2016 as well as the "Outstanding Woman CEO of the Year" by NDTV Property Awards in 2013.

Anish Shah, is the Non-Executive Director of our Company. He holds a Doctor of Philosophy degree from Carnegie Mellon's University where his doctoral thesis was in the field of Industrial Administration (Accounting). He holds a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad. Prior to joining the Mahindra Group in 2014, he was the president and chief executive officer of GE Capital Services India.

Sanjiv Kapoor, is an Independent Director of our Company. He is a fellow chartered accountant of the Institute of Chartered Accountants of India. He is the senior partner of M/s. S.K. Kapoor & Co, Chartered Accountants and has in the past been involved in audits of number of organisations such as the Bank of Nova Scotia and N.T.P.C Limited.

Shailesh Haribhakti, is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India, a registered member of the Institute of Cost and Works Accountants of India, a certified internal auditor by the Institute of Internal Auditors, Inc., the certified financial planner by the Financial Planning Standards Board India and an associate member of the Association of Certified Fraud Examiners. He is designated partner in Haribhakti & Co, LLP.

Prakash Hebalkar, is an Independent Director of our Company. He holds a doctorate in computer science from Massachusetts Institute of Technology in the U.S.A. He writes frequently on matters of economic policy and international trade for leading publications, and writes columns in Business India.

Bharat Shah, is an Independent Director of our Company. He has graduated from University of Bombay with a Bachelor's of Science and has done higher national diploma in applied chemistry from Borough Polytechnic, London. Prior to joining our Company, he was associated with various Indian and multinational companies.

Confirmations

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, during the last five years prior to the date of this Letter of Offer, during the

term of his/her directorship in such company.

None of our Directors is or was, a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

None of our sundry debtors are related to our Directors in any manner.

None of our Directors have been or was identified as a wilful defaulter as defined under the SEBI ICDR Regulations.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Terms of appointment of Executive Director

Anita Arjundas

Anita Arjundas was originally appointed as our Managing Director and Chief Executive Officer, pursuant to the Board resolution dated June 23, 2009 and the shareholders' resolution dated July 24, 2009. She was re-appointed as Managing Director and Chief Executive Officer pursuant to a Board resolution dated April 22, 2014 and shareholders' resolution dated August 7, 2014 with effect from June 23, 2014 for a period of 5 years. The details of remuneration governing her appointment as set out in the Board resolution dated July 31, 2015 effective from April 1, 2015 are stated below:

Particulars	Remuneration (in ₹)
Basic Salary	₹ 10.00 million per annum
Other Allowance and Benefits	Under the Employee Stock Options Scheme, 2006, 50,000 stock options were granted to her on April 25, 2008 of which she has exercised 1,000 options. In her capacity as Managing Director and CEO, she is in receipt of 10,000 stock options under ESOS 2012 granted on August 4, 2012 of which she has exercised 7,000 options and will continue to hold balance options in terms of the grant. She shall be eligible for additional stock options / grants, as and when the event happens.

Payment or benefit to Directors of our Company

The sitting fees/other remuneration paid to our Directors in the Fiscal 2016 are as follows:

1. Remuneration to Executive Director:

Our Company has paid the following remuneration to our Executive Director in the Fiscal 2016:

Name of Director	Total remuneration* (in ₹ million)
Anita Arjundas	28.14
Total	28.14

**Inter alia includes salary, performance pay, leave encashment, perquisites and contribution to provident fund, superannuation fund*

2. Remuneration to Independent Directors:

The details of remuneration paid to our Independent Directors during Fiscal 2016 is as follows:

Name of Director	Sitting fees paid (₹ in million) *	Commission (in ₹ million)	Other Remuneration, if any (in ₹ million)
Sanjiv Kapoor	1.19	1.00	Nil
Shailesh Haribhakti	1.35	1.00	Nil
Prakash Hebalkar	0.81	1.00	Nil
Bharat Shah*	Nil	Nil	Nil

**Bharat Shah was appointed on August 1, 2016 and hence he was not paid remuneration in Fiscal 2016*

3. Remuneration to Non-Executive Directors:

The details of remuneration paid to our Non-Executive Directors during Fiscal 2016 is as follows:

Name of Director	Sitting fees paid (in ₹ million)	Commission (in ₹ million)	Other Remuneration, if any (in ₹ million)
Arun Nanda	1.00	8.50	Nil
Anish Shah	Nil	Nil	Nil
Total	1.00	8.50	Nil

Sitting fees paid to our Directors

Our Chairman and Non-Executive Director and our Independent Directors were paid sitting fees for attending each meeting of the Board, various committees and meetings of Independent Directors as under:

Nature of meeting	Sitting fees (in ₹)
Board	1,00,000
Independent directors meeting effective from March 23, 2016	1,00,000
Share Transfer and Allotment Committee	5,000
Corporate Social Responsibility (CSR) Committee	Nil
All other committees	30,000

*** Employee Stock Option and Commission are the only components of Director's remuneration that are performance linked. All other components are fixed.*

Remuneration paid or payable from Subsidiaries/Associate:

Details of the remuneration paid to our Directors by our Subsidiaries/Associate during Fiscal 2016 are as follows:

Name of the Subsidiaries/Associates	Name of director	Sitting fees	Commission	Total Remuneration
Mahindra World City (Jaipur) Limited	Arun Nanda	Nil	Nil	Nil
	Anita Arjundas	Nil	Nil	Nil
Mahindra World City Developers Limited	Arun Nanda	55,000	Nil	55,000
	Anita Arjundas	Nil	Nil	Nil
	Sanjiv Kapoor	75,000	Nil	75,000
Knowledge Township Limited	Anita Arjundas	Nil	Nil	Nil
Mahindra Bebanco Developers Limited	Anita Arjundas	Nil	Nil	Nil
Mahindra Homes Pvt Limited	Anita Arjundas	Nil	Nil	Nil
Mahindra Infrastructure Developers Limited	Anita Arjundas	Nil	Nil	Nil
Mahindra Integrated Township Ltd.	Anita Arjundas	Nil	Nil	Nil
Mahindra Industrial Park Chennai Limited	Anita Arjundas	Nil	Nil	Nil
Mahindra Residential Developers Limited	Sanjiv Kapoor	60,000	Nil	60,000

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board or as a member of the senior management.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as of the date of this Letter of Offer is set forth below:

Name of Director	Number of Equity Shares	Percentage shareholding (%)
Arun Nanda*	1,31,064	0.32
Anita Arjundas**	8,000	0.02
Anish Shah	-	-
Sanjiv Kapoor	-	-
Shailesh Haribhakti	5,000	0.01
Prakash Hebalkar	5,000	0.01

Name of Director	Number of Equity Shares	Percentage shareholding (%)
Bharat Shah	-	-
* Out of 1,31,064 Equity Shares, 114 Equity Shares are held jointly with Neerja Nanda, being the second holder, 600 Equity Shares are held jointly with Neerja Nanda, being the first holder and Arun Nanda being the second holder and 350 Equity Shares are held jointly with Uday Nanda and Neerja Nanda, Arun Nanda being the third holder.		
** Out of 8,000 Equity Shares, 1,000 equity Shares are jointly held with Mira Arjundas.		

Shareholding of Directors in our Subsidiaries/ Associate:

Details of the shareholding of our Directors in our Subsidiaries/Associate is set forth below:

Name of the Director / Member	Name of the Company	Designation	No. of Shares held	Percentage Shareholding (%)
Arun Nanda	Mahindra Integrated Township Limited	Member	2,50,000	0.50
	Mahindra Integrated Township Limited (jointly with MLDL)*	Member	1	Negligible
	Mahindra World City Maharashtra Limited (jointly with MLDL)*	Member	10	Negligible
	Knowledge Township Limited (jointly with MLDL)*	Member	10	Negligible
	Mahindra Bebanco Developers Limited (jointly with MLDL)*	Member	10	Negligible
	Industrial Township (Maharashtra) Limited (jointly with MLDL)*	Member	10	Negligible
	Raigad Industrial & Business Park Limited (jointly with MLDL)*	Member	10	Negligible
	Anthurium Developers Limited (jointly with MLDL)*	Member	10	Negligible
	Mahindra World city (Jaipur) Limited (jointly with MLDL)*	Director	10	Negligible
	Mahindra World City Developers Limited (jointly with MLDL)*	Director	10	Negligible
Anita Arjundas	Knowledge Township Limited (jointly with MLDL)*	Director	10	Negligible
	Mahindra Infrastructure Developers Limited (jointly with MLDL)*	Member	1	Negligible
	Mahindra World City (Maharashtra) Limited (jointly with MLDL)*	Director	10	Negligible
	Mahindra World City (Jaipur) Limited (jointly with MLDL)*	Director	10	Negligible
	Mahindra Bebanco Developers Limited (jointly with MLDL)*	Member	10	Negligible
	Industrial Township (Maharashtra) Limited (jointly with MLDL)*	Member	10	Negligible
	Mahindra Residential Developers Limited (jointly with MITL)*	Member	10	Negligible
	Mahindra Integrated Township Limited (jointly with MLDL)*	Director	1	Negligible
	Mahindra Integrated Township Limited	Member	1,00,000	0.19
	Anthurium Developers Limited (jointly with MLDL)*	Member	10	Negligible
	Raigad Industrial & Business Park Limited (jointly with MLDL)*	Member	10	Negligible
	Industrial Cluster Private Limited (jointly with MLDL)*	Member	10	Negligible
	Mahindra Industrial Park Chennai Limited (jointly with Mahindra World City Developers Limited)	Director	1	Negligible

**MLDL is the first shareholder*

Appointment of relatives of our Directors to any office or place of profit

None of the relatives of our Directors currently hold any office, or place of profit in our Company.

Interest of Directors

All Independent Directors and our Non-Executive chairman, may be deemed to be interested to the extent of sitting fees and commission payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other reimbursement of expenses payable to them. The Managing Director and Chief Executive Officer is interested to the extent of remuneration paid to her for services rendered to our Company.

The Directors, including Independent Directors, may also be regarded as interested in the Equity Shares, if any, held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. The Directors, including Independent Directors, may also be regarded as interested in Equity Shares held by or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners and trustees, any dividends payable to them and other distributions in respect of the Equity Shares. For the shareholding of the Directors, please see “*Shareholding of Directors in our Company*” on page 156.

All of the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity. Except as otherwise stated in this Letter of Offer, our Company has not entered into any contract, agreements or arrangements during the preceding two years preceding the date of this Letter of Offer in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements, arrangements which are proposed to be made with them. Our Directors have no interest in the promotion of our Company other than in the ordinary course of business.

Interest in property

Our Directors have no interest in any property acquired by our Company in two years prior to the date of this Letter of Offer, or proposed to be acquired by our Company.

Business interest

Except as stated in “*Related Party Transactions*” on page 183, and to the extent of shareholding in our Company, and any dividends payable to them and other distributions in respect of the Equity Shares our Directors do not have any other interest in our business.

Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two years preceding the date of filing of this Letter of Offer or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as Directors.

Loans to Directors

No loans have been availed by the Directors from our Company.

None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Bonus or profit sharing plan for the Directors

None of the Directors are party to any bonus or profit sharing plan of our Company except as disclosed below:

1. ESOS given to Arun Nanda, Anita Arjundas, Sanjiv Kapoor, Shailesh Haribhakti and Prakash Hebalkar; and
2. Pursuant to resolution passed by the shareholders dated July 31, 2015, payment of commission of up to one per cent per annum of the net profits of our Company to our Directors at a rate not exceeding one percent per annum or such percentage as may be specified by the Companies Act from time to time in this regard, of annual net profit of the Company computed in accordance with the provisions of section 197 read with section 198 of the Companies Act or as may be prescribed by the Companies Act or rules framed thereunder from

time to time, to such directors of the Company (other than the Managing Director and such of the remainder as may not desire to participate) but subject to such ceiling, if any, per annum, as the Board of Directors may from time to time fix in that behalf and the same to be divided amongst them in such manner as the Board may, from time to time, determine for each of the financial years commencing from April 1, 2015.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon termination of employment of our Directors.

Changes in the Board in the last three years

Name	Date of appointment	Date of Cessation	Reason
Anish Shah	August 28, 2015	-	Appointment
Bharat Shah	August 1, 2016*	-	Appointment
Prakash Hebalkar	July 31, 2015	-	Appointment
Sanjiv Kapoor	July 31, 2015	-	Appointment
Shailesh Haribhakti	July 31, 2015	-	Appointment
Anita Arjundas	June 23, 2014	-	Appointment
Uday Phadke	-	July 31, 2015	Cessation
Anil Harish	-	June 16, 2015	Cessation

*To be regularized at the ensuing AGM / EGM

Borrowing Powers of the Board

Pursuant to our Articles of Association, subject to applicable laws and pursuant to the resolution of the shareholders of our Company passed at the annual general meeting held on August 7, 2014, our Board has been authorised to borrow sums of money with or without security, which together with the monies borrowed by our Company (apart from the temporary loans obtained, or to be obtained from our Company's bankers in the ordinary course of business) shall not exceed the amount of ₹ 15,000 million, at any point of time.

Corporate Governance

The provisions of the Companies Act along with the SEBI Listing Regulations, with respect to corporate governance are applicable to our Company. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, pertaining to the constitution of the Board and committees thereof.

Currently, our Board has seven Directors comprising of one Managing Director and Chief Executive Officer (who is a woman director), two Non-Executive Directors and four Non-Executive, Independent Directors. The Board functions either as a full board or through various committees constituted to oversee specific operational areas. Our Company's executive management provides the Board with detailed reports on its performance periodically.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, our Company has constituted the following committees of our Board:

- (a) Audit committee;
- (b) Nomination and Remuneration committee;
- (c) Stakeholders' Relationship committee; and
- (d) Corporate Social Responsibility committee.

Audit Committee

The Audit committee was constituted by a resolution of our Board dated May 26, 2000 and was last reconstituted on August 28, 2015. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Sanjiv Kapoor	Chairman	Independent Director

Name of Director	Position in the Committee	Designation
Anish Shah	Member	Non-Executive Director
Shailesh Haribhakti	Member	Independent Director
Prakash Hebalkar	Member	Independent Director

Suhas Kulkarni, Company Secretary and Compliance Officer, is secretary of the Audit committee.

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act and the SEBI Listing Regulations and its terms of reference *inter alia* includes the following:

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Recommendation for appointment, remuneration and terms of appointment of the auditor of the Company;
- Approval or any subsequent modification of transactions of our Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of our Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems; and
- Monitoring the end use of funds raised through public offers and related matters.
- Overview of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor and the fixation of their fees. Approval of payment of fees to statutory auditors for any other services rendered by the Statutory Auditors;
- Evaluation of the internal control systems and risk management system with the management, Internal Auditors and statutory auditors;
- Review with the management, the annual financial statements and auditors report before submission to the Board for approval, with special emphasis on accounting policies and practices, compliance and other legal requirements concerning financial statements;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Review of Management Discussion and Analysis of financial condition and results of the operations;
- Management letters / letters of internal control weakness issued by Statutory Auditor;
- Review of material Individual Transactions with related parties not in normal course of business or which are not on arm's length basis;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- Review of financial statements and investment of unlisted subsidiary companies.

Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution of our Board dated January 18, 2006, nomenclature changed from Remuneration Committee to Nomination and Remuneration committee on March 26, 2014 and reconstituted on June 19, 2015. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Sanjiv Kapoor	Chairman	Independent Director
Shailesh Haribhakti	Member	Independent Director
Arun Nanda	Member	Non-Executive Director

The scope and functions of the Nomination and Remuneration Committee are in conformity with the requirements of the SEBI Listing Regulations and section 178 of the Companies Act. The terms of reference of the Nomination and Remuneration Committee, *inter alia* includes the following:

- To consider appointment, re-appointment, determination of the fixation of the remuneration, revision in the remuneration payable to the Managing Director/ Whole-Time Director of our Company from time to time;
- To formulate and administer the Employee Stock Option Scheme;
- Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board, a policy, relating to the remuneration for the Directors, KMPs and other employees;
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To attend to such other matters and functions as may be prescribed from time to time;
- Devising a policy on Board Diversity.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by our Board on April 3, 2000 as the Share Transfer Committee and re-constituted as Shareholders' and Investor Grievance Committee on April 24, 2009 and on March 26, 2014 the nomenclature was changed to Stakeholders' Relationship Committee. The current constitution of the Stakeholders' Relationship committee is as follows:

Name of Director	Position in the Committee	Designation
Arun Nanda,	Chairman	Non-Executive Director
Prakash Hebalkar.	Member	Independent Director

The scope and function of the Stakeholders' Relationship Committee is in accordance with section 178 of the Companies Act and the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee, *inter alia* includes the following:

- To consider and resolve the grievances of security holders; and
- To do all such acts, things and deeds as may be necessary or incidental to the exercise of the above powers.

Corporate Social Responsibility Committee

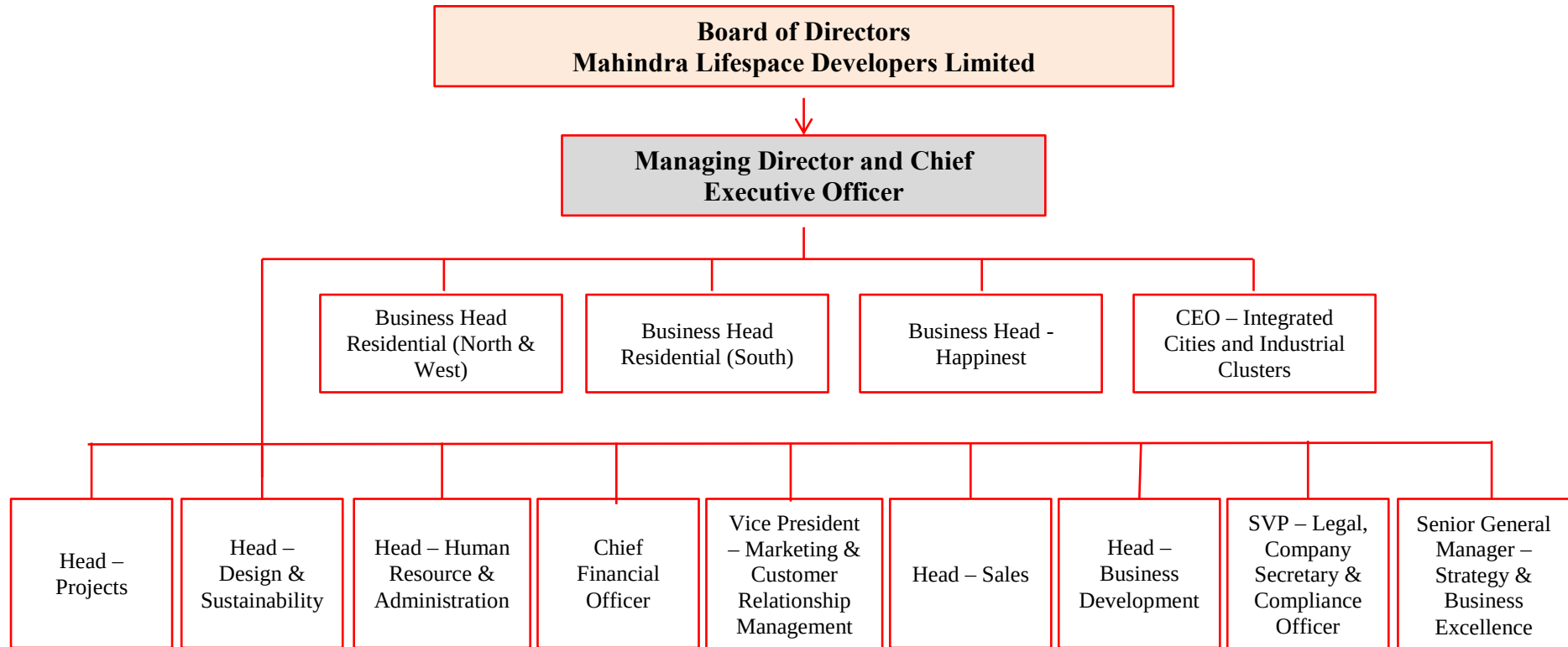
The Corporate Social Responsibility committee was constituted by a resolution of our Board dated March 14, 2014 and reconstituted on June 19, 2015. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Arun Nanda	Chairman	Non-Executive Director
Shailesh Haribhakti	Member	Independent Director
Anita Arjundas	Member	Managing Director and Chief Executive Officer

The scope and functions of the Corporate Social Responsibility Committee is in accordance with section 135 of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee, *inter alia* includes the following:

- To formulate and recommend the CSR policy to the Board to recommend amount of expenditure to be incurred on CSR activities;
- To monitor the CSR policy of the Company from time to time; and
- To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

Management Organisation structure



Key Managerial Personnel

In addition to our Managing Director and Chief Executive Officer, the details of the KMPs of our Company are as follows:

Suhas Kulkarni, aged 58 years, is the Senior Vice President – Legal and Company Secretary and Compliance Officer of our Company. He handles the legal and company secretarial functions of our Company. He joined our Company in October 2004. He is a fellow member of the Institute of Company Secretaries of India and a fellow of the Insurance Institute of India. He holds a bachelor's degree in commerce and law from the University of Bombay. He has previously worked with Jyoti Structures Limited, Grauer & Weil (I) Limited prior to joining our Company. He received a remuneration of ₹ 10.38 million in Fiscal 2016

Jayant Manmadkar, aged 47 years, is the Chief Financial Officer of our Company. He is responsible for finance and accounts, banking and treasury, taxation and related regulatory compliance, providing commercial support to business, internal audit and internal controls and statutory audit of our Company. He joined our Company in December 2011. He has a bachelor's degree in commerce and a post graduate degree in commerce from the University of Poona. He is a member of the Institute of Chartered Accountants of India, the Institute of Cost and Works Accountants of India and the Institute of Company Secretaries of India. He has previously worked with Wockhardt Limited prior to joining our Company. He was designated as Chief Financial Officer our Company on April 1, 2014. He received a remuneration of ₹ 7.71 million in Fiscal 2016.

None of the KMPs are related to each other.

All the KMPs are permanent employees of our Company.

Shareholding of KMPs

Set out below are details of the Equity Shares held by the KMPs in our Company as of the date of this Letter of Offer, are set forth below:

S. No.	Name of KMP	No. of Equity Shares	Percentage of the pre-Issue paid-up share capital (%)	Percentage of the post-Issue paid-up share capital (%)*
1.	Suhas Kulkarni	4,000	0.01	0.01
2.	Jayant Manmadkar	1,600	Negligible	Negligible

**Assuming full subscription for and Allotment of the Rights Entitlement*

Service Contracts with KMPs

Our KMPs have not entered any contractual arrangement with our Company and employment of our KMPs is governed by the terms of appointment and policies of our Company.

Contingent and deferred compensation payable to KMPs

Other than performance linked incentive and employee stock options, there is no contingent or deferred compensation payable to KMPs.

Bonus or profit sharing plans of the KMPs

None of the KMPs are party to any bonus or profit sharing plan of our Company other than the performance linked incentives given to KMPs.

Interests of KMPs

The KMPs do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business. The KMPs may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company, if any.

None of the KMPs have been paid any consideration of any nature from our Company or any of our Subsidiaries,

other than their remuneration and options granted under our Company's ESOS Schemes.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any KMP was selected as member of senior management.

Changes in the KMPs

Except as mentioned below, there have been no changes in the KMPs in the last three years.

Name of KMP	Designation	Date of change	Reason for change
Jayant Manmadkar	Chief Financial Officer	April 1, 2014	Designated as Chief Financial Officer

Loans taken by KMPs

No loans have been availed by the KMPs from our Company.

Payment or Benefit to officers of our Company

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the KMPs and our Directors within the two preceding years.

Employees Stock Options

For the details of options granted under the ESOS 2006 and ESOS 2012, please see "*Capital Structure-Employee Stock Option Scheme 2006*" and "*Capital Structure-Employee Stock Option Scheme 2012*" on pages 79 and 82, respectively.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

The Promoter of our Company is Mahindra and Mahindra Limited.

As on date of this Letter of Offer, our Promoter holds 20,846,126 Equity Shares, representing 50.78% of the subscribed and paid-up Equity Share capital of our Company.

Details of our Promoter

Our Promoter was incorporated and registered in India under the Indian Companies Act, 1913 on October 2, 1945 as Mahindra & Mohammed Limited. The name of our Promoter was changed to Mahindra and Mahindra Limited on January 13, 1948. There has been no change in the control or management of our Promoter in the three years preceding the date of the Draft Letter of Offer.

The registered office of our Promoter is situated at Gateway Building, Apollo Bunder, Mumbai 400 001. Our Company confirms that the permanent account number, bank account number, the company registration number of our Promoter and the address of the registrar of companies where our Promoter is registered shall be submitted to the Stock Exchanges at the time of filing of this Letter of Offer.

The equity shares of our Promoter are currently listed on BSE and NSE. The Global Depository Receipts of our Promoter are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book of the London Stock Exchange.

Our Promoter is engaged in the automotive, tractor and farm mechanisation sectors. Our Promoter's automotive portfolio includes two wheelers, passenger vehicles, light and heavy commercial vehicles and electronic vehicles. In addition to this, our Promoter manufactures tractors and develops farm mechanisation solutions which help enhance farm productivity. Our promoter is part of the Mahindra Group.

Shareholding Pattern

Pursuant to Regulation 31 of the SEBI Listing Regulations, the holding of specified securities is divided into the following three categories:

- (a) Promoter and Promoter Group;
- (b) Public; and
- (c) Non Promoter - Non Public.

Summary statement holding of Eligible Equity Shareholders as at December 31, 2016 is as follows:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	27	157,322,318	0	0	157,322,318	26.77	157,322,318	25.33	0	26.77	0	0.00	7,309,815	4.65	157,322,318
(B)	Public	187,962	430,271,032	0	0	430,271,032	73.23	430,271,032	69.28	0	73.23	0	0.00			424,805,132
(C)	Non Promoter-Non Public	3	0	0	33,499,034	33,499,034	0.00	33,499,034	5.39	0	0.00	0	0.00			33,498,002
(C1)	Shares underlying DRs	3	0	0	33,499,034	33,499,034	NA	33,499,034	5.39	0	0.00	0	0.00			33,498,002
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0.00	0	0.00	0	0.00			0
Total		187,992	587,593,350	0	33,499,034	621,092,384	100.00	621,092,384	100.00	0	100.00	0	0.00	7,309,815	1.24	615,625,452

Board of Directors

The board of directors of our Promoter comprises of eleven directors out of which two are whole-time directors including executive chairman and the managing director.

Name of Director	Designation
Mr. Anand G. Mahindra	Executive Chairman
Dr. Pawan Goenka	Managing Director
Mr. Deepak S. Parekh	Independent Director
Mr. Nadir B. Godrej	Independent Director
Mr. M. M. Murugappan	Independent Director
Mr. R. K. Kulkarni	Independent Director
Mr. Anupam Puri	Independent Director
Dr. Vishakha N. Desai	Independent Director
Mr. Vikram Singh Mehta	Independent Director
Mr. T. N. Manoharan	Independent Director
Mr. S.B Mainak	Nominee Director

Financial Performance

The summary audited consolidated financial results of our Promoter for the last three Fiscals are as follows:
(in millions except amounts per share which are ₹ per share)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014
Equity Share Capital (face value ₹ 5 per equity share)	2,963.20	2,957.00	2,951.60
Reserves and Surplus (excluding revaluation reserve, if any)	283,096.50	255,470.10	229,980.30
Total Revenue*	785,566.00	719,730.30	745,060.20
Profit/ (Loss) after Tax	32,112.60	31,374.70	46,669.30
Basic earnings per share (₹)	54.25	53.12	79.06
Diluted earnings per share (₹)	51.70	50.69	75.83
NAV per equity share (₹)	482.69	436.98	394.58

* Total revenue as per statement of profit and loss for that year

Net Worth per Share

Share price Information

The details of highest and lowest price on NSE during the preceding six months are as follows:

(Amount in ₹)

Month, Year	Monthly High	Monthly Low
September, 2016	1,500.00	1,350.00
October, 2016	1,454.75	1,290.00
November, 2016	1,393.35	1,153.25
December, 2016	1,219.00	1,141.40
January, 2017	1,269.85	1,170.25
February, 2017	1,329.85	1,213.80

Source: www.nseindia.com

The details of highest and lowest price on BSE during the preceding six months are as follows:

(Amount in ₹)

Month, Year	Monthly High	Monthly Low
September, 2016	1,501.10	1,350.20
October, 2016	1,454.00	1,290.00
November, 2016	1,393.00	1,154.00
December, 2016	1,217.45	1,141.80
January, 2017	1,269.00	1,171.10
February, 2017	1,326.65	1,227.50

Source: www.bseindia.com

The closing share prices of our Promoter as on March 24, 2017 on BSE and NSE were ₹ 1,275.90 and ₹ 1,275.80, respectively.

The market capitalization of our Promoter as on March 24, 2017 as per the closing price on BSE and NSE was ₹ 792,451.77 million and ₹ 792,389.66 million, respectively.

Promise vis-à-vis Objects

Our Promoter has not made any public or rights issue in 10 years preceding the date of the Draft Letter of Offer.

Mechanism for redressal of investor grievance

Karvy Computershare Private Limited is the registrar and share transfer agent of our Promoter. Further, the board of directors of our Promoter have constituted a stakeholders relationship committee to, inter alia, deal with matters relating transfer / transmission of shares, request for issue of duplicate share certificates and monitor redressal of grievances of the security holders relating to transfers, non-receipt of annual report, non-receipt of dividends declared, etc. The status of the complaints received and redressed during the respective quarters is placed before the Board of Directors of our Promoter.

For Fiscal 2016, 19 investor complaints were received from the shareholders / investors through SEBI / Stock Exchanges and other statutory bodies, which pertained to matters like non-receipt of dividend, annual report, etc. and all the complaints were resolved.

Interests of our Promoter in our Company

Our Promoter is interested in our Company to the extent that it is the Promoter of our Company, its shareholding in our Company, dividend payable, other distributions in respect of their Equity Shares.

Except in the normal course of business and as stated in the “*Financial Statements*” on page 185, our Company has not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested and no payments have been made to our Promoter in respect of the contracts, agreements or arrangements which are proposed to be made with them.

Except in the normal course of business and as stated in the “*Financial Statements*” on page 185 and as given below, our Promoter is not interested in the properties acquired or proposed to be acquired by our Company.

Payment or benefits to our Promoter in the last two years

Except in the ordinary course of business and as stated in “*Financial Statements*” on page 185, there has been no payment or benefits to our Promoter during the two years preceding the filing of the Draft Letter of Offer nor is there any intention to pay or give any benefit to our Promoter as on the date of the Draft Letter of Offer.

Companies with which our Promoter has disassociated in the last three years

Our Promoter has disassociated with the following companies in the last three years:

S. No.	Name of Company	Reasons for Disassociation	Date
1.	Kiinteistö Oy Lappeenranta Saimaan Kreivi	Kiinteistö Oy Lappeenranta Saimaan Kreivi ceased to be a subsidiary of Holiday Club Resorts Oy (“HCR”), a subsidiary of Mahindra Holidays & Resorts India Limited (“MHRIL”) and in turn of our Promoter due to disinvestment of entire stake by HCR.	September 15, 2015
2.	Oü Holiday Club Tallinn	Oü Holiday Club Tallinn ceased to be Subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to liquidation of the said Company.	September 1, 2015
3.	Swaraj Automotives Limited	Swaraj Automotives Limited ceased to be a subsidiary of our Promoter due to sale of shares held by our Promoter in the said Company.	February 1, 2016
4.	Kiinteistö Oy Jalomella	Kiinteistö Oy Jalomella ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to disinvestment of entire stake by HCR.	March 31, 2016

S. No.	Name of Company	Reasons for Disassociation	Date
5.	Kiinteistö Oy Outapalas	Kiinteistö Oy Outapalas ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to disinvestment of entire stake by HCR.	March 31, 2016
6.	Kiinteistö Oy Ulkuvuoma	Kiinteistö Oy Ulkuvuoma ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to disinvestment of entire stake by HCR.	March 31, 2016
7.	Jiangxi Mahindra Yueda Tractor Co. Ltd	Jiangxi Mahindra Yueda Tractor Co. Ltd. (“ JMYTCL ”) ceased to be a Subsidiary of Mahindra Yueda (Yancheng) Tractor Company Limited (“ MYYTCL ”), a subsidiary of our Promoter consequent to the sale of entire stake held by MYYTCL in JMYTCL.	June 17, 2014
8.	Mahindra Holidays and Resorts USA Inc	Mahindra Holidays and Resorts USA Inc ceased to be a subsidiary of MHRIL, a subsidiary of our Promoter due to dissolution of the said Company.	May 19, 2014
9.	Ssangyong (Yizheng) Auto Parts Manufacturing Co., Ltd	Ssangyong (Yizheng) Auto Parts Manufacturing Co., Ltd was liquidated and hence ceased to be a subsidiary of Ssangyong Motor Company and in turn of our Promoter.	November 20, 2013
10.	MHR Hotel Management GmbH	MHR Hotel Management GmbH ceased to be a subsidiary of MHRIL, a subsidiary of our Promoter due to disinvestment of entire stake by MHRIL.	November 29, 2013
11.	BAH Hotelanlagen AG	BAH Hotelanlagen AG ceased to be a subsidiary of MHRIL, a subsidiary of our Promoter due to disinvestment of entire stake by MHRIL.	November 29, 2013
12.	Caribia Service Oy	Caribia Service Oy ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to liquidation of the said company.	July 4, 2016
13.	Are Semesterby A AB	Are Semesterby A AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
14.	Are Semesterby B AB	Are Semesterby B AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
15.	Are Semesterby C AB	Are Semesterby C AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
16.	Are Semesterby D AB	Are Semesterby D AB ceased to be a subsidiary of HCR, a subsidiary of MHRIL and in turn of our Promoter due to sale of entire stake in the said company by HCR.	September 7, 2016
17.	Mahindra Sona Limited	Mahindra Sona Limited (“ MSona ”) ceased to be a Joint Venture company of our Promoter due to sale of entire stake held by our Promoter in MSona.	December 16, 2016
18.	Mahindra Internet Commerce Private Limited	Mahindra Internet Commerce Private Limited ceased to be a subsidiary of Mahindra Retail Private Limited (“ MRPL ”) and in turn of our Promoter due to sale of entire stake in the said company by MRPL.	March 22, 2017

Promoters of our Promoter

The promoters of our Promoter are Mr. Keshub Mahindra and Mr. Anand Mahindra.

OUR PROMOTER GROUP

In addition to our Promoter named above, the following entities form part of our Promoter Group:

1. Mahindra Engineering and Chemical Products Limited
2. Mahindra Steel Service Centre Limited
3. Mahindra First Choice Wheels Limited

4. Mahindra USA, Inc.
5. Mahindra Gujarat Tractor Limited
6. Mahindra Agri Solutions Limited (Formerly known as Mahindra Shubhlabh Services Limited)
7. Mahindra and Mahindra South Africa (Proprietary) Limited
8. Mahindra Overseas Investment Company (Mauritius) Limited
9. Mahindra Europe s.r.l.
10. Mahindra-BT Investment Company (Mauritius) Limited
11. Mahindra Intertrade Limited
12. Mahindra MiddleEast Electrical Steel Service Centre (FZC)
13. Mahindra Consulting Engineers Limited
14. Mahindra Holidays & Resorts India Limited
15. Mahindra Hotels and Residences India Limited
16. Mahindra Holdings Limited
17. NBS International Limited
18. Mahindra & Mahindra Financial Services Limited
19. Mahindra Insurance Brokers Limited
20. Mahindra Rural Housing Finance Limited
21. Bristlecone Limited
22. Bristlecone Inc.
23. Bristlecone (UK) Limited
24. Bristlecone India Limited
25. Bristlecone (Singapore) Pte. Limited
26. Bristlecone GmbH
27. Bristlecone (Malaysia) SDN.BHD
28. Mahindra Automobile Distributor Private Limited
29. Mahindra Trucks and Buses Limited
30. Mahindra Lifespace Developers Limited
31. Mahindra Infrastructure Developers Limited
32. Mahindra World City (Jaipur) Limited
33. Mahindra Integrated Township Limited
34. Mahindra Residential Developers Limited
35. Mahindra World City Developers Limited
36. Mahindra World City (Maharashtra) Limited
37. Knowledge Township Limited
38. Mahindra Vehicle Manufacturers Limited
39. Mahindra Logistics Limited
40. Mahindra Heavy Engines Limited (Formerly known as Mahindra Heavy Engines Private Limited)
41. Mahindra Aerospace Private Limited
42. Heritage Bird (M) Sdn Bhd
43. Mahindra First Choice Services Limited
44. Mahindra Graphic Research Design srl
45. Mahindra Bebanco Developers Limited
46. Industrial Township (Maharashtra) Limited
47. Mahindra Two Wheelers Limited
48. Mahindra Automotive Australia Pty. Ltd.
49. Defence Land Systems India Limited
50. Mahindra Yueda (Yancheng) Tractor Company Limited
51. Mahindra Electrical Steel Private Limited
52. Raigad Industrial & Business Park Limited
53. Retail Initiative Holdings Limited
54. Mahindra Retail Private Limited
55. Auto Digitech Private Limited (Formerly known as Mahindra Punjab Tractors Private Limited)
56. Mahindra Namaste Limited (Formerly known as Mahindra Namaste Private Limited)
57. Mahindra Aerospace Australia Pty. Limited
58. Aerostaff Australia Pty. Ltd
59. Mahindra Electric Mobility Limited (Formerly known as Mahindra Reva Electric Vehicles Limited)

60. Bristlecone Consulting Limited
61. Anthurium Developers Limited
62. Gippsaero Pty. Limited
63. GA8 Airvan Pty. Limited
64. GA200 Pty. Limited
65. Airvan Flight Services Pty. Limited
66. Gipp Aero Investments Pty. Limited
67. Nomad TC Pty. Limited
68. Mahindra Emirates Vehicle Armouring FZ-LLC
69. Mahindra Integrated Business Solutions Private Limited
70. Mahindra Aerostructures Private Limited
71. Ssangyong Motor Company
72. Ssangyong European Parts Center B.V
73. Ssangyong Motor (Shanghai) Company Limited
74. Mahindra Susten Private Limited (formerly known as Mahindra EPC Services Private Limited)
75. Bristlecone International AG
76. EPC Industrie Limited
77. Mahindra Telecommunications Investment Private Limited
78. Mahindra Sanyo Special Steel Private Limited
79. Mahindra Racing S.P.A. (Formerly known as Mahindra Racing s.r.l., Italy)
80. Mahindra Defence Naval Systems Private Limited
81. Mahindra Defence Systems Limited
82. Gables Promoters Private Limited
83. 2 x 2 Logistics Private Limited
84. Mahindra Tractor Assembly Inc.
85. MH Boutique Hospitality Limited
86. Infinity Hospitality Group Company Limited
87. Industrial Cluster Private Limited (formerly known as Mahindra Housing Private Limited)
88. Mahindra Telephonics Integrated Systems Limited
89. Mahindra HZPC Private Limited (formerly known as Mahindra Investments (International) Private Limited)
90. Mahindra Renewables Private Limited (formerly known as Mahindra Offgrid Services Private Limited)
91. Mahindra Asset Management Company Private Limited
92. Mahindra Trustee Company Private Limited
93. Cleansolar Renewable Energy Private Limited
94. Brightsolar Renewable Energy Private Limited
95. Mahindra Auto Steel Private Limited
96. Mahindra 'Electoral Trust' Company
97. Mahindra North American Technical Center, Inc
98. Mahindra Racing UK Limited
99. Mahindra Greenyard Private Limited (Formerly known as Mahindra UNIVeG Private Limited)
100. MHR Holdings (Mauritius) Limited
101. Covington S.ar.l.
102. Lords Freight (India) Private Limited
103. Mahindra eMarket Limited (formerly known as Mriyalguda Farm Solution Limited)
104. Mahindra Two Wheelers Europe Holdings S.a.r.l
105. Mahindra Industrial Park Chennai Limited
106. Peugeot Motocycles S.A.S.
107. Peugeot Motocycles Italia S.P.A
108. Peugeot Motocycles Deutschland GmbH
109. Divine Solren Private Limited
110. Neo Solren Private limited
111. Mahindra Water Utilities Limited
112. Holiday Club Resorts Oy
113. HCR Management Oy
114. Holiday Club Sweden Ab Åre

115. Ownership Services Ab
116. Holiday Club Canarias Investments S.L.
117. Holiday Club Canarias Sales & Marketing S.L.
118. Holiday Club Canarias Resort Management S.L.
119. Holiday Club Rus LLC
120. Suomen Vapaa-aikakiinteistöt Oy LKV
121. Kiinteistö Oy Himos Gardens
122. Kiinteistö Oy Himoksen Tähti 2
123. Kiinteistö Oy Vanha Ykköstii
124. Kiinteistö Oy Katinnurkka
125. Kiinteistö Oy Tenetinlahti
126. Kiinteistö Oy Mällönsniemi
127. Kiinteistö Oy Rauhan Ranta 1
128. Kiinteistö Oy Rauhan Ranta 2
129. Kiinteistö Oy Tiurunniemi
130. Kiinteistö Oy Rauhan Liikekiinteistöt 1
131. Supermarket Capri Oy
132. Kiinteistö Oy Kylpylöntorni 1
133. Kiinteistö Oy Spa Lofts 2
134. Kiinteistö Oy Spa Lofts 3
135. Kiinteistö Oy Kuusamon Pulkajärvi 1
136. Are Villas AB 1
137. Are Villas AB 2
138. Marvel Solren Private Limited
139. Astra Solren Private Limited
140. Orizonte Business Solutions Limited (Formerly known as Mega One Stop Farm Services Limited)
141. Airvan10 Pty Ltd
142. SY Auto Capital Co., LTD
143. Holiday Club Sport and Spa AB (Formerly known as Visionsbolaget 10088 AB)
144. Mahindra International UK Ltd.
145. MachinePulse Tech Private Limited
146. Gateway Housing Company Limited
147. Mahindra West Africa Ltd
148. Trringo.com Limited
149. Mahindra Airways Limited
150. Mahindra Mexico S. de. R. L.
151. Bristlecone Middle East DMCC
152. Mahindra do Brasil Industrial Ltda. (Formerly known as CMN SOLUTIONS Q013 PARTICIPACOES LTDA)
153. Classic Legends Private Limited
154. BSA Company Limited
155. Mahindra MSTC Recycling Private Limited
156. Mahindra Suryaurja Private Limited
157. OFD Holding BV
158. Origin Direct Asia Ltd
159. Origin Fruit Direct B.V.
160. Origin Fruit Services South America SpA
161. Origin Direct Asia (Shanghai) Trading Co. Ltd
162. Swaraj Engines Limited
163. Officemartindia.com Limited.
164. Mahindra & Mahindra Contech Limited
165. Kota Farm Services Limited
166. Tech Mahindra Limited
167. Mahindra Construction Company Limited
168. Mitsubishi Mahindra Agricultural Machinery co., Ltd.
169. Sampo Rosenlew Oy, Finland

- 170. PF Holdings B.V.
- 171. IndianNGOs.com Private Limited
- 172. Hadoti Krishi Vihar Private Limited
- 173. Harsolia Agri Sales and Services Private Limited
- 174. Manjara Agri Tech Private Limited
- 175. New Democratic Electoral Trust
- 176. PSL Media & Communications Limited
- 177. Triton Overwater Transport Agency Limited (under liquidation)
- 178. Prudential Management & Services Private Limited

GROUP COMPANIES

See “*Group Companies*” on page 174.

GROUP COMPANIES

As per the SEBI ICDR Regulations, for the purpose of identification of ‘Group Companies’, the Company has considered companies, partnership firms and trusts covered under the applicable accounting standard i.e. Accounting Standard 18 issued by the ICAI (“AS 18”) as disclosed in the Restated Consolidated Financial Information for Fiscal 2016, other than the Subsidiaries, Joint Venture and the Promoter of the Company. Further, pursuant to a resolution of Board of Directors of the Company dated January 11, 2017, our Board has adopted a “Policy for Identification of Group Companies and Material Creditors” (“**Materiality Policy for Group Companies and Material Creditors**”). For the purpose of disclosure in relation to ‘Group Companies’ in connection with the Issue, a company, partnership firm and trust shall be considered material and disclosed as a Group Company if the said company, partnership firm and trust forms part of the Promoter Group and the Company has entered into one or more transactions with such company, partnership firm and trust in as per the restated consolidated financial statements of previous financial year of the Company included in the offer documents (i.e. Fiscal 2016) which individually or in the aggregate exceed 10% of the total revenue of the Company on consolidated basis for such financial year (Fiscal 2016). No company, partnership firm and trust was considered material by our Board to be disclosed as a Group Company of our Company.

Accordingly, set forth below are our Group Companies as on the date of this Letter of Offer:

1. Mahindra Holidays and Resorts India Limited;
2. EPC Industrié Limited;
3. Mahindra Logistics Limited;
4. Mahindra Susten Private Limited;
5. Bristlecone India Limited;
6. Mahindra Consulting Engineers Limited;
7. Mahindra Integrated Business Solutions Private Limited;
8. Mahindra and Mahindra Contech Limited;
9. Topical Builders Private Limited;
10. Mahindra Inframan Water Utilities Private Limited; and
11. Kismat Developers Private Limited

For avoidance of doubt, it is hereby clarified that our Promoter as well as our Subsidiaries and Joint Venture of our Company, have not been considered as Group Companies for the purpose of disclosure in this Letter of Offer.

The details of our Group Companies are provided below:

A. Details of our top five Group Companies

We have two listed group companies

1. Mahindra Holidays and Resorts India Limited
2. EPC Industrié Limited;

Following are the largest three group companies

1. Mahindra Logistics Limited;
2. Mahindra Susten Private Limited;
3. Bristlecone India Limited;

1. ***Mahindra Holidays and Resorts India Limited (“MHRIL”)***

Corporate Information

MHRIL was incorporated on September 20, 1996 under the Companies Act, 1956 as a private limited company and became a public company on April 17, 1998. The registered office of MHRIL is located at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai 600 002. MHRIL is engaged in the business of selling of vacation ownership products, providing holiday facilities, and other related services.

Interest of our Promoter

Our Promoter holds 59,927,077 equity shares of MHRIL constituting 67.50% of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the consolidated audited financial statements of MHRIL for the last three Fiscals:

Particulars	(in ₹ million, except per share data)		
	For the Fiscals		
	2016	2015	2014
Equity capital	880.58	880.26	880.24
Revenue from operations and other income	16,038.21	8,296.41	8,303.05
Profit/Loss after tax	990.64	812.27	870.29
Reserves (excluding revaluation reserves) and Surplus	5,822.01	6,370.98	6,726.72
Basic earnings per share	11.25	9.23	9.90
Diluted earnings per share	11.22	9.23	9.90
Net Asset Value per share	76.12	82.38	86.42

Share price information

The equity shares of MHRIL are listed on the NSE and the BSE

The details of the highest and lowest price on the NSE during the preceding six months are as follows:

(in ₹)		
Month	Monthly High	Monthly Low
September, 2016	495.70	437.70
October, 2016	497.90	437.75
November 2016	468.50	360.00
December 2016	408.00	387.00
January, 2017	425.00	388.00
February, 2017	461.00	411.70

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

(in ₹)		
Month	Monthly High	Monthly Low
September, 2016	495.00	437.65
October, 2016	480.00	439.10
November 2016	467.30	386.15
December 2016	408.90	386.05
January, 2017	425.20	388.00
February, 2017	461.50	410.00

The closing share price of MHRIL as on March 24, 2017 on the BSE was ₹ 414.95 and the market capitalization as on March 24, 2017 as per the closing price on the BSE was ₹ 36,839.62 million.

The closing share price of MHRIL as on March 24, 2017 on the NSE was ₹ 416.15 and the market capitalization as on March 17, 2017 as per the closing price on the NSE was ₹ 36,839.62 million.

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years. Further, there has not been any change in capital structure during the preceding six months.

2. EPC Industrié Limited (“EPCIL”)

Corporate Information

EPCIL was incorporated on November 28, 1981 as “Exomet Plastics and Chemicals Private Limited” under the Companies Act, 1956. The name was changed to “EPC Industrié Private Limited” on December 8, 1987. Further, on conversion into a public company name was changed to “EPC Industrié Limited” on

August 24, 1992. The name was further changed to EPC Irrigation Limited on September 11, 1992 and on October 13, 1997 the name was again changed to EPC Industrié Limited.

Interest of our Promoter

Our Promoter holds 15,144,433 equity shares of EPCIL constituting 54.73% of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the audited financial statements of EPCIL for the last three Fiscals:

Particulars	(in ₹ million, except per share data)		
	For the Fiscals		
	2016	2015	2014
Equity capital	276.60	276.46	276.40
Revenue from operations and other income	2,072.13	1,717.48	1,772.91
Profit/Loss after tax	91.82	17.95	77.10
Reserves (excluding revaluation reserves) and Surplus	934.89	839.06	825.30
Basic earnings per share	3.32	0.65	2.79
Diluted earning per share	3.31	0.65	2.79
Net Asset Value per share	43.80	40.35	39.86

Share price information

The equity shares of EPCIL are listed on the BSE

The details of the highest and lowest price on the BSE during the preceding six months are as follows:

Month	(in ₹)	
	Monthly High	Monthly Low
September, 2016	178.00	135.10
October, 2016	186.80	144.45
November 2016	164.90	131.50
December 2016	143.95	122.00
January 2017	154.90	135.60
February 2017	164.00	139.80

The closing share price of EPCIL on March 24, 2017 on the BSE was ₹ 148.70 and the market capitalization as on March 24, 2017 as per the closing price on the BSE was ₹ 4,114.91 million.

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years. Further, except equity shares issued under the employee stock option scheme of EPCIL, there has not been any change in capital structure during the preceding six months. EPCIL had allotted 11,877 equity shares on November 22, 2016 and 2,212 equity shares on January 31, 2017 respectively on the exercise of stock options. Accordingly, the share capital increased to 27,672,561 equity shares of ₹ 10 each aggregating to ₹ 276,725,610.

3. ***Mahindra Logistics Limited (“MLL”)***

Corporate Information

MLL was incorporated on August 24, 2007, under the Companies Act, 1956 as a public company. The registered office of MLL is located at Mahindra Towers, Worli, Mumbai 400 018. MLL is engaged in the business of transportation, 3PL services such as warehousing, cargo logistics, supply chain solution, people logistics and trading of goods.

Interest of our Promoter

Our Promoter holds 51,478,330 equity shares of MLL constituting 74.12% of its issued and paid up equity share capital.

Financial Information

The following information has been derived from the consolidated audited financial statements of MLL for the last three Fiscals:

Particulars	(in ₹ million, except per share data) For the Fiscals		
	2016	2015	2014
Equity capital	1,007.08	1,007.08	590.60
Revenue from operations and other income	20,966.62	19,725.74	17,569.66
Profit/Loss after tax	364.44	399.62	366.53
Reserves (excluding revaluation reserves) and Surplus	2,010.67	1,646.24	653.33
Basic earnings per share	6.09	6.76	6.34
Diluted earning per share	5.22	6.50	5.86
Net Asset Value per share	49.25	43.30	20.45

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years.

4. Mahindra Susten Private Limited (“MSPL”)

Corporate Information

MSPL was incorporated on September 19, 2010 under the Companies Act, 1956 as ‘Mahindra EPC Services Private Limited’. ‘Mahindra EPC Services Private Limited’ was renamed as ‘Mahindra Susten Private Limited’ with effect from May 18, 2015. The registered office of MSPL is located at Mahindra Towers, Worli, Mumbai 400 018. It is engaged in the business of engineering, procurement, construction of power plants in renewable energy and water management sector and related operations and maintenance activity.

Interest of our Promoter

Our Promoter’s wholly owned subsidiary, Mahindra Holdings Limited, holds 100% of the issued and paid up equity share capital of MSPL.

Financial Information

The following information has been derived from the audited financial statements of MSPL for the last three Fiscals:

Particulars	(in ₹ million, except per share data) For the Fiscals		
	2016	2015	2014
Equity capital	702.72	436.79	280.00
Revenue from operations and other income	10,096.68	5,076.43	1,249.38
Profit/Loss after tax	210.58	152.34	(9.18)
Reserves (excluding revaluation reserves) and Surplus	1,516.64	736.00	380.45
Basic earnings per share	3.67	5.42	(0.37)
Diluted earning per share	3.46	4.74	(0.37)
Net Asset Value per share	31.58	26.85	23.59

Except as given below, there are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years:

Emphasis of matter - Fiscal 2016

“9. We draw attention to Note 14 to the financial statements in respect of trade receivables from a customer aggregating Rs 46.24 crores at March 31, 2016 which management believes is fully recoverable in view of the actions initiated by it. We have relied on management representation in respect of recoverability of this amount.

Our opinion is not modified in respect of this matter.”

Emphasis of matter - Fiscal 2015

“We draw attention to Note 32 of the financial statements and for the reasons detailed therein trade receivables amounting to Rs. 42,203,283 and interest accrued thereon (net of tax) of Rs. 22,772,627 have been considered realisable by the management. We have relied on management representation in this regard.

Our opinion is not modified in respect of this matter.”

Emphasis of matter - Fiscal 2014

“7. We draw attention to Note No. 32 of the financial statements and for the reasons detailed therein trade receivables amounting to Rs. 4,22,03,283 and interest accrued thereon of Rs. 1,86,15,566 has been considered realisable by the management. We have relied on the management representation in this regard. Our opinion is not qualified in respect of this matter.”

5. ***Bristlecone India Limited (“BIL”)***

Corporate Information

BIL was incorporated on December 10, 1991 under Companies Act, 1956 under the name ‘Network Software Private Limited’. The name ‘Network Software Private Limited’ was changed to ‘Network Software Limited’ effective September 8, 1995. The name ‘Network Software Limited’ was changed to ‘Mahindra Applied System Technologies Limited’ effective November 2, 1995. The name ‘Mahindra Applied System Technologies Limited’ was further changed to ‘Mahindra Consulting Limited’ effective April 28, 2000. The name ‘Mahindra Consulting Limited’ was further changed to ‘Bristlecone India Limited’ effective August 12, 2004. The registered office of BIL is located at Gateway Building, Apollo Bunder, Mumbai 400 001. BIL is engaged in the business of business consulting, software implementation and related support activities.

Interest of our Promoter

Our Promoter, through its subsidiary Bristlecone Limited, holds 19,04,944 equity shares constituting 100% of the issued and paid up equity share capital of BIL.

Financial Information

The following information has been derived from the audited financial statements of MSPL for the last three Fiscals:

Particulars	(in ₹ million, except per share data) For the Financial Year		
	2016	2015	2014
Equity capital	190.49	190.49	190.49
Revenue from operations and other income	2,526.84	1,711.79	1,398.94
Profit/Loss after tax	312.67	169.79	100.15
Reserves (excluding revaluation reserves) and Surplus	590.33	555.03	391.32
Basic earnings per share	164.13	89.13	52.57
Diluted earning per share	164.13	89.13	52.57
Net Asset Value per share	409.89	391.36	305.42

Except as given below, there are no significant notes of the auditors in relation to the aforementioned financial statements for the last three years:

Emphasis of Matter – Fiscal 2014

“We draw attention to Note 2.11 (1). The Company has investments aggregating to SGD 1,670,000 (₹ 50,147,260) in Ordinary shares of Bristlecone (Singapore) Pte. Ltd., a wholly owned subsidiary. The accumulated losses as at March 31, 2014 of the subsidiary, on the basis of the audited financial statements for the year ended March 31, 2014 provided by the Management, are SGD 1,548,029 (as at March 31, 2013 SGD 1,585,223), resulting in substantial erosion of the subsidiary’s net worth. For the reason stated in the said Note 2.11 (1), the Management is of the view that there is no diminution, other than temporary,

in the value of these investments. Accordingly, no provision is required to be made in the accounts. Our opinion is not qualified in respect of this matter”

B. Details of our other Group Companies

1. Mahindra Consulting Engineers Limited (“MCEL”)

Corporate Information

MCEL (formerly known as ‘Mahindra Acres Consulting Engineers Limited’) was incorporated on October 26, 1993, under the Companies Act, 1956 as a public company. The name of the company was changed from ‘Mahindra Acres Consulting Engineers Limited’ to ‘Mahindra Consulting Engineers Limited’ on January 24, 2007. The registered office of MCEL is located at the Gateway Building, Apollo Bunder, Mumbai 400 001. MCEL is engaged in the business of engineering, project advisory and infrastructure consulting services.

Interest of our Promoter

Our Promoter holds 1,151,000 equity shares of MCEL constituting 59.01% of its issued and paid up equity share capital.

2. Mahindra Integrated Business Solutions Private Limited (“MIBSPL”)

Corporate Information

MIBSPL was incorporated on January 18, 2011 under the Companies Act, 1956 under the name ‘Mahindra BPO Services Private Limited’. ‘Mahindra BPO Services Private Limited’ was renamed as ‘Mahindra Integrated Business Solutions Private Limited’ with effect from January 4, 2013. The registered office of MIBSPL is located at Mahindra Towers, Worli, Mumbai 400 018. MIBSPL is engaged in the business of offering back office accounting and payroll services.

Interest of our Promoter

Our Promoter, through Mahindra Holdings Limited, its wholly owned subsidiary, holds 15,00,000 equity shares constituting 100% of the issued and paid up equity share capital of MIBSPL.

3. Mahindra and Mahindra Contech Limited (“MMCL”)

Corporate Information

MMCL was incorporated on April 30, 1992 under the Companies Act, 1956 as a public company. The registered office of MMCL is located at the Gateway Building, Apollo Bunder, Mumbai 400 001. MMCL is engaged in the business of management consultancy activities and manpower recruitment.

Interest of our Promoter

Our Promoter holds 35,000 equity shares of MMCL constituting 23.33% of its issued and paid up equity share capital.

4. Topical Builders Private Limited (“TBPL”)

Corporate Information

TBPL was incorporated on June 11, 1997 under the Companies Act, 1956. The registered office of TBPL is located at Mahindra Towers, Worli, Mumbai 400 018. TBPL is engaged in the business of builders, developers, realtors and contractors.

Interest of our Promoter

Our Promoter, through our Company, holds 175 equity shares constituting 50.00% of the issued and paid up equity share capital of TBPL.

5. ***Mahindra Inframan Water Utilities Private Limited (“MIWUPL”)***

MIWUPL was incorporated on January 19, 2004 under the Companies Act, 1956 as a private limited company. The registered office of MIWUPL is located at 5th Floor, Mahindra Towers, Worli, Mumbai 400 018. MIWUPL is engaged in the business of operating and managing water and sewage systems.

Interest of our Promoter

Mahindra Infrastructure Developers Limited, our Company’s wholly owned subsidiary, holds 25,000 equity shares constituting 50.00% of the issued and paid up equity share capital of MIWUPL. Our Promoter holds 50.78% of the issued and paid up equity share capital of our Company.

6. ***Kismat Developers Private Limited (“KDPL”)***

Corporate Information

KDPL was incorporated on July 11, 1994 under the Companies Act, 1956. The registered office of KDPL is located at 5th Floor, Mahindra Towers, Worli, Mumbai 400 018. KDPL is engaged in the business of builders, developers, realtors and contractors.

Interest of our Promoter

Our Promoter, through our Company, holds 15 equity shares constituting 42.86% of the issued and paid up equity share capital of KDPL.

C. Nature and Extent of Interest of Group Companies

1. ***In the promotion of our Company***

None of our Group Companies have any interest in the promotion of our Company.

2. ***In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Letter of Offer***

None of our Group Companies is interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Letter of Offer.

3. ***In transactions for acquisition of land, construction of building and supply of machinery***

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery.

D. Common Pursuits among the Group Companies with our Company

Except Topical Builders Private Limited and Kismat Developers Private Limited, none of our Group Companies have any common pursuits with us. Conflict in operations of our Group Companies and our Company may arise to the extent of residential projects being undertaken by our Group Companies in our areas of operations.

E. Business Transactions within the Group Companies and significance on the financial performance of our Company

Except in the ordinary course of business and as stated in “*Related Party Transactions*” on page 183, there has been no payment made or benefits given to our Group Companies during the two years preceding the filing of the Letter of Offer nor is there any intention to pay or give any benefit to our Group Companies as on the date of the Letter of Offer.

F. Significant Sale / Purchase between Group Companies and our Company

None of our Group Companies is involved in any sales or purchase transaction with our Company where such transaction exceeds in value in the aggregate of 10% of the total sales or purchases of our Company.

G. Business Interest of Group Companies

Except in the ordinary course of business and as stated in “*Related Party Transactions*” on page 183, none of our Group Companies have any business interest in our Company.

H. Defunct Group Companies

None of our Group Companies remain defunct and no application has been made to the RoC for striking off the name of any of our Group Companies during the five years preceding the date of filing of this Letter of Offer.

I. Sick Industrial Companies Act (“SICA”)

None of our Group Companies fall under the definition of sick companies under the erstwhile SICA and none of them are under winding up.

J. Negative Net Worth

None of our Group Companies have a negative net worth, except: (i) Topical Builders Private Limited; and (ii) Kismat Developers Private Limited.

i. Topical Builders Private Limited

Financial Information

The following information has been derived from the audited financial statements of Topical Builders Private Limited for the last three Fiscals:

Particulars	(in ₹ million, except per share data) For the Financial Year		
	2016	2015	2014
Equity capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(57.88)	(55.60)	(52.04)
Net Asset Value per share	(165,086.43)	(158,570.67)	(148,400.15)

There are no significant notes of the auditors in relation to the financial statements for the last three years.

ii. Kismat Developers Private Limited.

Financial Information

The following information has been derived from the audited financial statements of Kismat Developers Private Limited for the last three Fiscals:

Particulars	(in ₹ million, except per share data) For the Financial Year		
	2016	2015	2014
Equity capital	0.10	0.10	0.10
Reserves (excluding revaluation reserves) and Surplus	(55.22)	(5.19)	(5.18)
Net Asset Value per share	(1,574,993.69)	(145,535.63)	(145,213.89)

There are no significant notes of the auditors in relation to the financial statements for the last three years.

K. Loss making Group Companies

Some of our Group Companies have incurred losses in the last Fiscal. The profit/ loss figures for the preceding three Fiscals of such Group Companies are as follows:

(in ₹ million)

Name of loss making Group Company	Profit / (Loss) after tax for the Fiscal		
	2016	2015	2014
Topical Builders Private Limited	(2.39)	(3.67)	(0.40)
Kismat Developers Private Limited	(0.03)	(0.01)	(0.01)
Mahindra Inframan Water Utilities Private Limited	(0.12)	0.03	0.03

L. Litigation

For details relating to the legal proceedings involving the Group Companies, see “*Outstanding Litigations and Material Developments-Litigation involving our Group Companies*” on page 448.

M. Confirmations

None of the securities of our Group Companies, except for MHRIL and EPCIL are listed on any stock exchange. None of our listed Group Companies have made any public or rights issue of securities in the preceding three years.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the last five Fiscals, as per the requirement under Accounting Standard 18 “Related Party Disclosures” issued by ICAI, see “*Financial Statements – Restated Consolidated Summary Statement of Related Party Transactions*” and “*Financial Statements – Restated Summary Statement of Related Party Transactions*” and on pages 286 and 384, respectively.

DIVIDEND POLICY

Our Board, at its meeting held on October 27, 2016, has adopted a “Dividend Distribution Policy” which came into force from accounting period beginning April 1, 2016 (“**Dividend Policy**”). The Dividend Policy provides that the dividends will generally be recommended by the Board once a year after the announcement of the full year results and before the AGM, out of the profits of our Company for the current year or out of profits of our Company for any previous fiscals or out of both, as may be permitted under the Companies Act. The Board may also declare interim dividend as may be permitted by the Companies Act. The Board may additionally recommend special dividend under special circumstances.

As per the Dividend Policy, in the event of inadequacy or absence of profits in any year, the Board may recommend declaration of dividend out of the accumulated profits earned by our Company in any previous Fiscals and transferred to free reserves, provided that such declaration of dividend shall be in accordance with the provisions of the Companies Act and the rules framed thereunder. As per the Dividend Policy, our Company’s dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return.

Dividends/interim dividend declared in the last five Fiscals

Except as stated below, our Company has not declared any dividends in any of the five Fiscals preceding the filing of this Letter of Offer.

Fiscal*	Dividend per Equity Share (₹)	Amount of dividend declared exclusive of tax (₹ in million)	Rate of dividend (%)
2016	6	246.20	60
2015	6	246.09	60
2015 (Special Dividend by way of an Interim Dividend)	6	245.98	60
2014	6	245.98	60
2013	6	245.04	60
2012	6	245.01	60

The amounts paid as dividends in the past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividend will be declared or paid or that the amount thereof will not be decreased in the future. For details of risks in relation to our capability to pay dividend, see “*Risk Factors - Our ability to pay dividends in the future will depend inter alia upon available financial resources, investment requirements and taking into account optimal shareholder return*” on page 39.

SECTION VI - FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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SECTION VI: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

AUDITORS REPORT

The Board of Directors

Mahindra Lifespace Developers Limited

5th Floor, Mahindra Towers,

Worli, Mumbai-400 018

Dear Sirs,

1. We have examined the Restated Consolidated Financial Information of Mahindra Lifespace Developers Limited (hereinafter referred to as 'the Company') and its subsidiaries and associates (together referred to as the "Group") for the six months ended on September 30, 2016 and for the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which comprise of: (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information as referred to in para 3 and para 4 below respectively. These Restated Financial Information have been prepared by the Company and approved by the Board of Directors of the Company, for the purpose of inclusion in the 'Offer Document' (Draft/Final Letter of Offer) in connection with proposed rights issue of equity shares of the Company, in accordance with the requirements of:
 - a. Sub clause (i) and (iii) of clause (b) of sub section (1) of Section 26 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rule 2014 (hereinafter referred to as 'the Rules'), and,
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as 'SEBI Regulations') issued by the Securities and Exchange Board of India.
2. The Restated Consolidated Financial Information as referred to in para 1 above have been extracted by the Company Management from the Audited consolidated financial statements of the Group which have been audited by us for the six months ended on September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012. The Consolidated Financial Statements for the six months ended on September 30, 2016 are prepared by the Company management and approved by the Board of Directors of the Company for the purpose of disclosure in the Offer Document in connection with the proposed rights issue of equity shares of the Company.
 - a. We did not audit the financial statements of following subsidiaries of the Group which have been audited by other firms of chartered accountants (as mentioned below), whose reports for the respective years have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Summary Statements of Assets and Liabilities, Restated Consolidated Summary Statement of Profit and Loss and Restated Consolidated Summary Statement of Cash Flow are based solely on the report of the other auditors. Accordingly, we have placed reliance on the restatements for these years examined by other auditors and we have relied on their respective reports furnished to us.

Name of subsidiaries audited by other auditors

- i) Mahindra World City Developers Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by AF Ferguson & Co.
- ii) Mahindra Industrial Park Chennai Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by Deloitte Haskin and Sells LLP.
- iii) Mahindra Integrated Township Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by AF Ferguson & Co.
- iv) Mahindra Residential Developers Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by Deloitte Haskin and Sells LLP.
- v) World City Jaipur for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by Deloitte Haskin and Sells LLP.
- vi) Mahindra Infrastructure Developers Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by Deloitte Haskin and Sells LLP.
- vii) Mahindra Water Utilities Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by Deloitte Haskin and Sells LLP.

The financial statements of the above subsidiaries of the Group, not audited by us, reflect total assets (net) and total revenues (net) as under: (Amt in millions)

	Six months' period ended September 30, 2016	Year ended March 31,2016	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012
Total Assets (Net)	19,088.00	18,836.87	16,087.52	15,475.42	14,412.92	12,600.57
Total Revenue (Net)	1,384.84	4,114.08	4,219.03	3,683.74	3,779.19	7,796.52

Name of Joint Ventures audited by other auditors

- i) Mahindra Inframan Water Utilities Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by AF Ferguson & Co.
- ii) Mahindra Homes Private Limited for the six months ended September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which has been audited by AF Ferguson & Co.

The financial statements of the above Joint Ventures of the Group, not audited by us, reflect total assets (net) and total revenues (net) as under: (Amt in million)

	Six months' period ended September 30, 2016	Year ended March 31,2016	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012
Total Asset (Net)	10,667.00	10,067.16	9,033.79	7,574.01	1,580.79	440.27
Total Revenue (Net)	854.08	1573.95	167.26	138.49	155.11	123.39

Name of Associate audited by other auditors:

The audited consolidated financial statements of the Group include Group's share of profit of associates Kismat Developers Pvt Limited and Topical Builders Private Limited of Rs (1.09) million for the six months ended September 30, 2016 as well as the financial years ended on March 31, 2016 which have been audited by R. Jatalia & Co. whose reports for the respective period have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Summary Statements of Assets and Liabilities, Restated Consolidated Summary Statement of Profit and Loss and Restated Consolidated Summary Statement of Cash Flow Statement are based solely on the report of the other auditor. Accordingly, we have placed reliance on the restatements for these years examined by other auditors and we have relied on their respective reports furnished to us.

3. We have examined such Restated Consolidated Financial Information with reference to:
 - a. The terms of our engagement with the Company vide our engagement letter dated December 5, 2016 relating to work to be performed on such Restated Consolidated Financial Information, proposed to be included in Offer Document of the Company in connection with proposed rights issue of equity shares of the Company; and
 - b. The Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India.
4. Financial Information as per Restated Consolidated Summary Financial Statements.
 The Financial Information as per Restated Consolidated Summary Financial Statements referred to in Para 1 above, is contained in the following annexure (collective referred to as 'Restated Consolidated Summary Financial Information') to this report:
 - a. Annexure I regarding Restated Consolidated Summary Statement of Assets and Liabilities of the Company, as at September 30, 2016 and March 31, 2016, 2015, 2014, 2013 and 2012.
 - b. Annexure II regarding Restated Consolidated Summary Statement of Profit and Loss of the Company for the six months' period ended on September 30, 2016 and for each of the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012.

- c. Annexure III regarding Restated Consolidated Summary Statement of Cash Flows for the six months' period ended on September 30, 2016 and for each of the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012.
- d. Annexure IV regarding Statement of Significant Accounting Policies to the Restated Consolidated Financial Information.
- e. Annexure V regarding Notes to Restated Consolidated Financial Information.

5. Other Financial Information

Other Financial Information relating to the Company to be included in the 'Offer Document', extracted from/ prepared on the basis of the Restated Consolidated Summary Financial Statements / audited financial statements by the management and approved by the Board of Directors of the Company are annexed to this report as listed below:

- a. Annexure VI - Restated Consolidated Summary Statement of Long Term Borrowings
 - b. Annexure VIA - Statement of Principal Terms of Long Term Borrowings.
 - c. Annexure VII - Restated Consolidated Summary Statement of Short Term Borrowings
 - d. Annexure VIIA - Statement of Principal Terms of Short Term Borrowings.
 - e. Annexure VIII - Restated Consolidated Summary Statement of Non-Current Investments and Current Investments.
 - f. Annexure IX - Restated Consolidated Summary Statement of Loans and Advances.
 - g. Annexure X - Restated Consolidated Summary Statement of Other Assets.
 - h. Annexure XI - Restated Consolidated Summary Statement of Trade Receivable.
 - i. Annexure XII - Restated Consolidated Summary Statement of Other Income.
 - j. Annexure XIII - Consolidated Statement of Accounting Ratios.
 - k. Annexure XIV - Consolidated Statement of Segment Reporting
 - l. Annexure XV - Consolidated Statement of Dividend Paid
 - m. Annexure XVI – Restated Consolidated Summary Statement of Related Party Transactions.
 - n. Annexure XVII – Restated Consolidated Statement of Contingent Liabilities
6. Management Responsibility on the Restated Consolidated Summary Financial Statements and Other Financial Information Management of the Company is responsible for the preparation of Restated Summary Financial Statements and Other Financial Information relating to the Company in accordance with section 26(1)(b) of the Act read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI Regulations.
7. Auditors' Responsibility
Our responsibility is to express an opinion on the Restated Consolidated Summary Financial Statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagement to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.
8. Opinion
In our opinion, the Restated Consolidated Summary Financial Statements of the Company as referred to in para 4 above and Other Financial Information as stated in Para 5 above, which are prepared after making such adjustments/ restatements and regroupings, as in our opinion, considered appropriate and read with the Significant Accounting Policies to the Restated Consolidated Financial Information as enclosed in Annexure IV and Notes to Restated Consolidated Financial Information as enclosed in Annexure V of this report, have been prepared in accordance with the requirements of clause (b) of sub-section (1) of Section 26 of the Companies Act, 2013.

Based on examination as above, we report that:

- a. There are no qualifications in the auditors' report that require an adjustment in the Restated Consolidated Financial Information.
- b. Adjustments for the material amounts in the respective financial years / periods to which they relate to, have been made in the attached Restated Consolidated Financial Information.
- c. There are no extraordinary items which need to be disclosed separately in the Restated Consolidated Financial Information.

9. Emphasis of matter

- a. We draw attention to the financial statements for the year 2014-15 regarding the realisability of project advance of Rs 1,000 million where commencement of the project has been delayed and which is being settled by the parties out of court. We have relied on management's representation of the realisability of the advance.
- b. We draw attention to the financial statements for the year 2014-15 for the reasons that the management of the Company does not perceive any permanent diminution in the value of long term investment of Rs 155 million in New Tirpur Area Development Corporation ("NTADCL") in view of the revival of the operations being taken by the stakeholders of NTADCL.

Our opinion is not qualified in respect of the matters stated above

10. We have not audited any consolidated financial statement of the Company as of any date or for any period subsequent to September 30, 2016. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to September 30, 2016.
11. This report should not, in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us for the respective years nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the this report.
13. This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed rights issue of the Company and is not be used, referred to or distributed for any other purpose without our prior written consent.

For B. K. Khare and Company

Chartered Accountants

Firm Registration :105102W

Padmini Khare Kaicker

Partner

Membership No: 044784

January 11, 2017

Annexure I
Restated Consolidated Summary Statement of Assets and Liabilities, as at

Rs in Millions

Particulars	Annexure	Note	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
EQUITY & LIABILITIES								
Shareholders' Funds :								
Share Capital	V	1	410.36	410.33	410.12	408.48	408.40	408.35
Reserves & Surplus	V	2	15,786.14	15,223.31	14,339.50	12,208.20	12,522.35	11,141.58
			16,196.50	15,633.64	14,749.62	12,616.68	12,930.75	11,549.93
Share Application Monies			0.06	-	-	-	-	0.70
Minority Interest			1,767.05	1,704.86	971.99	835.31	856.34	1,002.15
Non-Current Liabilities			-	-	-	-	-	-
Long-Term Borrowings	VI		10,919.45	12,297.37	11,171.33	11,972.14	5,749.19	4,916.20
Deferred Tax Liability (Net)	V	8	399.47	400.08	561.81	433.81	372.07	214.98
Deferred Income			119.47	118.67	-	-	-	-
Other Long-Term Liabilities	V	3	66.14	58.91	71.98	62.25	70.00	30.54
Long-Term Provisions	V	4	421.55	736.94	1,191.97	1,162.75	63.65	10.26
			11,926.08	13,611.97	12,997.09	13,630.95	7,111.25	6,174.13
Current Liabilities								
Short-Term Borrowings	VII		3,142.70	2,755.50	236.72	505.45	2,032.60	135.74
Trade Payables	V	6	3,028.07	3,463.95	2,668.51	2,252.94	2,047.09	1,489.35
Other Current Liabilities	V	7	8,060.60	6,160.05	4,038.94	3,960.60	3,999.97	2,930.44
Deferred Income			6.86	6.65	-	-	-	-
Short-Term Provisions	V	5	140.07	410.71	423.64	465.19	458.19	430.83
			14,378.30	12,796.86	7,367.81	7,184.18	8,537.85	4,986.36
Total			44,267.99	43,747.33	36,086.51	34,267.12	28,579.85	22,711.12
ASSETS								
Non Current Assets								
Fixed Assets :	V	9						
Tangible Assets			2,439.90	2,518.24	2,512.84	2,203.75	2,089.66	1,949.37
Intangible Assets			1,029.30	1,022.34	1,022.45	1,022.10	950.54	290.10
Capital Work in Progress			33.31	33.05	76.27	153.53	71.51	80.84
			3,502.51	3,573.63	3,611.56	3,379.38	3,111.71	2,320.31
Non Current Investments	VIII		1,664.46	1,629.46	1,629.46	1,784.52	183.72	183.52
Long-Term Loans & Advances	IX		681.67	744.86	732.42	89.06	45.89	30.62
Other Non Current Assets	X		314.18	381.83	144.82	90.42	6.63	27.52
			6,162.82	6,329.78	6,118.26	5,343.38	3,347.95	2,561.97
Current Assets								
Current Investments	VIII		566.58	2,191.15	586.51	1,229.24	1,148.52	1,564.35
Inventories	V	10	25,068.01	24,231.51	19,703.06	17,764.07	16,307.37	10,491.19
Trade Receivables	XI		1,392.44	738.14	465.54	1,089.77	901.80	1,975.05
Cash & Bank Balance	V	11	2,488.83	1,808.01	769.62	667.14	1,442.67	1,502.00
Short-Term Loans & Advances	IX		5,840.02	5,570.59	6,206.54	6,845.80	4,283.91	3,758.15
Other Current Assets	X		2,749.29	2,878.15	2,236.98	1,327.72	1,147.63	858.41
			38,105.17	37,417.55	29,968.25	28,923.74	25,231.90	20,149.15
Total			44,267.99	43,747.33	36,086.51	34,267.12	28,579.85	22,711.12

The above statement should be read with the Statement of Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V.

As per our attached report of even date

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayant Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

Annexure II
Restated Consolidated Summary Statement of Profit and Loss, for the period ended

Rs in Millions								
Particulars	Annexure	Note	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
INCOME								
Income from operations	V	12	3,804.32	8,261.62	10,860.98	7,052.57	7,383.38	7,012.66
Other Income	XII		247.61	512.69	614.69	509.40	341.48	271.45
Total Income			4,051.93	8,774.31	11,475.67	7,561.97	7,724.86	7,284.11
EXPENDITURE								
Operating Expenses	V	13	1,939.52	5,021.71	5,012.77	4,256.56	3,977.66	4,271.68
Employee benefits expenses	V	14	371.66	670.10	550.28	399.34	353.21	293.85
Administration & Other Expenses	V	15	476.17	906.13	1,056.10	694.22	633.86	533.71
Finance Costs	V	16	309.93	509.03	513.97	501.87	312.40	210.86
Depreciation & Amortization Expenses	V	17	93.11	192.89	132.34	100.54	87.04	93.39
Total Expenditure			3,190.39	7,299.86	7,265.46	5,952.53	5,364.17	5,403.49
Profit before tax and extraordinary item			861.54	1,474.45	4,210.21	1,609.44	2,360.69	1,880.62
Extraordinary item			-	-	-	-	-	-
Profit before tax			861.54	1,474.45	4,210.21	1,609.44	2,360.69	1,880.62
Tax expense / (benefit):								
Provision for Current Tax			245.41	654.49	1,248.28	447.57	643.10	(530.81)
Provision for Deferred Tax			(0.61)	(151.14)	129.45	61.74	156.03	(62.10)
Net tax expense / (benefit)			244.80	503.35	1,377.73	509.31	799.13	(592.91)
Profit for the year after tax			616.74	971.10	2,832.48	1,100.13	1,561.56	1,287.71
Less: Minority Interest			62.19	40.18	170.53	93.84	147.91	(96.91)
Consolidated Net Profit			554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
Earnings per equity share of face value of Rs 10 each								
Basic Earnings Per Share (Rs.)			13.51	22.69	64.98	24.64	34.61	29.16
Diluted Earnings Per Share (Rs.)			13.45	22.61	64.70	24.64	34.61	29.16

The above statement should be read with the Statement of Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V.

As per our attached report of even date

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayant Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

Annexure III
Restated Consolidated Summary Statement of Cash Flow, for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
A. Cash flow from operating activities						
Net Profit Before Tax	861.54	1,474.46	4,210.20	1,609.44	2,360.70	1,880.62
Adjustments for :	-	-	-	-	-	-
Depreciation & Amortisation Expenses	93.11	192.89	132.34	100.54	87.04	93.39
Amortisation of Esop Expenses	7.95	11.87	11.77	9.31	7.04	1.94
Provision for Doubtful debts	-	0.27	61.04	5.50	9.50	-
Provision for diminution in value of Long term investments	-	-	155.06	-	-	-
Provision Written Back(Net)	-	-	(155.02)	-	-	-
Interest Income	(191.32)	(334.13)	(343.75)	(325.29)	(83.98)	(113.84)
Finance Cost	309.93	509.03	513.97	501.87	312.44	210.86
Profit on Sale of Investments	(8.20)	(34.39)	(24.29)	(27.65)	(4.60)	(5.49)
Dividend Income	(13.71)	(26.79)	(43.13)	(85.96)	(138.97)	(109.40)
Loss/(Profit) on sale of Fixed assets (Net)	-	-	1.30	2.65	(119.49)	(28.33)
Operating Profit Before Working Capital Changes	1,059.30	1,793.21	4,519.49	1,790.41	2,429.68	1,929.75
Adjustments for :						
Trade and Other Receivables	(503.85)	(1,050.70)	(74.90)	(2,558.57)	528.43	(1,283.80)
Inventories	(499.15)	(3,942.04)	(1,203.58)	(1,456.69)	(5,013.37)	(482.53)
Trade Payables and Other Liabilities	1,509.95	883.81	1,027.52	221.73	1,409.00	(124.92)
Cash Generated from Operations	1,566.25	(2,315.72)	4,268.53	(2,003.12)	(646.26)	38.50
Income taxes received / (paid)	(182.38)	(622.19)	(1,271.37)	(553.78)	(937.43)	(555.30)
Net Cash (used in) / from operating activities	1,383.87	(2,937.91)	2,997.16	(2,556.90)	(1,583.69)	(516.80)
B. Cash flow from investing activities						
Purchase of Fixed Assets	(22.52)	(242.97)	(493.87)	(300.65)	(264.96)	(67.70)
Proceeds from Sale of Fixed Assets	2.42	1.91	1.73	1.72	166.42	61.08
Proceeds / (Investments) in Others (Net)	1,597.76	(1,570.24)	642.73	(1,681.52)	415.64	(868.08)
Goodwill on acquisition	-	-	-	(71.56)	(660.45)	-
Minority interest	-	692.69	(33.85)	(114.87)	(145.80)	78.33
Interest received	51.13	492.87	264.66	130.30	78.35	112.56
Dividend received	13.71	26.79	43.13	85.96	138.97	109.40
Net Cash from / (used in) investing activities	1,642.50	(598.95)	424.53	(1,950.62)	(271.83)	(574.41)
C. Cash flow from financing activities						
Increase in borrowings	2,547.23	7,318.78	1,415.33	4,354.00	2,990.14	1,195.05
Repayment of borrowings	(3,087.94)	(1,710.42)	(3,050.06)	-	-	-
Share Application money	-	-	-	-	-	0.38
Interest and Finance Charges paid	(1,398.60)	(1,044.24)	(1,246.67)	(210.70)	(949.58)	(822.33)
Dividend Paid	(283.52)	(279.76)	(538.05)	(286.68)	(284.76)	(237.30)
Proceeds on issue of shares on exercise of stock options	0.07	1.21	58.22	0.87	-	-
Issue of equity share capital	-	-	-	-	0.05	-
Net Cash from / (used in) financing activities	(2,222.76)	4,285.57	(3,361.23)	3,857.49	1,755.85	135.80
Net increase/(decrease) in cash and cash equivalents	803.61	748.71	60.46	(650.03)	(99.67)	(955.41)
Cash and Cash Equivalents (Opening)	1,380.63	631.93	571.47	1,221.50	1,321.17	2,276.58
Cash and Cash Equivalents (Closing)	2,184.24	1,380.63	631.93	571.47	1,221.50	1,321.17

As per our attached report of even date

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayantt Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

Annexure IV

Statement of Significant Accounting Policies to the Restated Consolidated Financial Information.

A. Basis of preparation

The Restated Consolidated Statement of Assets and Liabilities of the Company as on September 30, 2016, March 31, 2016, 2015, 2014, 2013, and 2012 and the Restated Consolidated Summary Statement of Profit and Loss and Restated Consolidated Summary Statements of Cash Flows for the six months period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012 and the annexures thereto (collectively, the “Restated Financial Information”) have been extracted by the management from the audited consolidated financial statements of the Company for the six months ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012. Further, the consolidated audited financial statements for the year ended March 31, 2012, 2013 and 2014 have been regrouped and rearranged to comply with Schedule III to the Companies Act, 2013.

B. Presentation and Disclosure of Financial Statements

Assets and liabilities have been classified as current & non – current as per the Company’s normal operating cycle and other criteria set out in the Schedule III of the Act. In case of projects-residential units, based on the nature of activity carried out by the Company and the period between their procurement and realisation in cash and cash equivalents. The Company has ascertained its operating cycle as 5 years for the purpose of current – non-current classification of assets and liabilities. In case of projects-commercial units, the operating cycle is 3 years. Similarly, in case of projects-for large format developments/integrated business cities, the said period is 20 years.

C. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates.

D. Basis of consolidation:

The consolidated financial statements comprise the financial statements of Mahindra Lifespace Developers Limited (the Company) and its subsidiary companies (the Company and its subsidiaries are hereinafter referred to as “the Group”) and the interest of the Company in joint ventures and its investment in associates.

a) Basis of accounting:

The consolidated financial statements of the subsidiary companies and the joint venture companies (JVCs) used in the preparation of the Consolidated Financial Statements are drawn upto the same reporting date as that of the Company

b) Principles of Consolidation:

The consolidated financial statements have been prepared on the following basis:-

- (i) The financial statements of the Group have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses in accordance with the requirements of Accounting Standard AS 21- “Consolidated

Financial Statements”. The intra group balances and intra group transactions and unrealised profits or losses resulting from intra group transactions are fully eliminated.

- (ii) The consolidated financial statements include the interest of the Company in Joint Venture Companies, which has been accounted for using the proportionate consolidation method whereby the Company’s share of the assets, liabilities, income and expenses of a jointly controlled entity in accordance with AS 27 - “Financial Reporting of Interests in Joint Ventures”.
- (iii) The excess of the Company’s investment in a subsidiary over the subsidiary’s net assets is recognized in the financial statement as goodwill. The excess of the subsidiary’s net assets over its investment is recognized in the financial statement as capital reserve.
- (iv) Minority interest in the net assets of subsidiaries comprises the aggregate of the amount of equity attributable to the minority shareholders as on the dates on which investments are made by the Company in the subsidiary companies and minority share in the equity subsequent to acquisition.

The entities included in the consolidated financial statements of the Group along with the respective voting power and beneficial interest are summarized below:

Name of the Subsidiary	30 th September 2016		31 st March 2016		31 st March 2015		31 st March 2014		31 st March 2013		31 st March 2012	
	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest
Mahindra Infrastructure Developers Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Mahindra World City Developers Limited	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%	82.62%	89.00%	82.62%
Mahindra World City (Jaipur) Limited	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%
Mahindra World City (Maharashtra) Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Mahindra Integrated Township Limited.	73.36%	96.30%	73.36%	96.30%	73.36%	96.30%	73.36%	96.30%	73.36%	94.66%	73.51%	94.79%
Knowledge Township Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Mahindra Residential Developers Limited	0.00%	96.30%	0.00%	96.30%	0.00%	96.30%	96.30%	0.00%	94.66%	0.00%	48.70%	0.00%
Mahindra Bebanco Developers Limited	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%
Industrial Township (Maharashtra) Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Raigad Industrial & Business Park Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Anthurium Developers Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	-	-	-	100.00%	-
Mahindra Industrial Park Chennai Limited **	0.00%	53.40%	0.00%	53.40% [@]	0.00%	89.00%	-	-	-	-	-	-
Mahindra Water Utilities Limited*	0.00%	98.99%	0.00%	98.99%	0.00%	0.00%	-	-	-	-	-	-
Mahindra Homes Private Limited *** (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited) (During the year it has been ceased to be subsidiary and has become a joint venture)	-	-	-	-	-	-	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

*With effect from 27th July 2015 Mahindra Water Utilities Limited has been ceased to be joint venture and has become subsidiary.

**New subsidiary with effect from 22nd December 2014.

***With effect from 20th July 2013 Mahindra Homes Private Limited has been ceased to be subsidiary and has become joint venture.

[@]During the year, Mahindra Industrial Park Chennai Limited (MIPCL) has issued 6,80,00,000 equity shares to Sumitomo Corporation Ltd., Japan. Consequently Mahindra World City Developers Limited now directly hold 60% shares in MIPCL and hence beneficial ownership of the Mahindra Lifespace Developers Limited in MIPCL stands reduced to 53.40%.

- B. Investments in Joint Ventures are dealt with in accordance with the Accounting Standard (AS) 27 - “Financial Reporting of Interests in Joint Ventures” notified by the Central Government.

Name of Joint Venture	30 th September 2016	31 st March 2016	31 st March 2015	31 st March 2014	31 st March 2013	31 st March 2012
Mahindra Water Utilities Limited*	0.00%	0.00%	50.00%	50.00%	50.00%	50.00%
Mahindra Inframan Water Utilities Private Limited	50.00%	50.00%	50.00%	50.00%	50.00%	50.00%
Mahindra Homes Private Limited** (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	50.00%	50.00%	50.00%	50.00%	0.00%	0.00%

*With effect from 27th July 2015 Mahindra Water Utilities Limited has been ceased to be joint venture and has become subsidiary.

** With effect from 20th July 2013 Mahindra Homes Private Limited has ceased to be subsidiary and has become Joint Venture

- C. Investments in the following Associates have been dealt with in accordance with the Accounting Standard (AS) 23 - “Accounting for Investments in Associates in Consolidated Financial Statements” notified by the Central Government. Effect has been given to the carrying amount of investments in the associates using the “Equity Method”. The Company’s share of the post-acquisition profits/ (losses) is included in the carrying cost of investments.

Name of Associate	30 th September 2016	31 st March 2016	31 st March 2015	31 st March 2014	31 st March 2013	31 st March 2012
Kismat Developers Private Limited	42.86%	42.86%	42.86%	42.86%	-	-
Topical Builders Private Limited	50.00%	50.00%	50.00%	50.00%	-	-
Rathna Bhoomi Enterprises Private Limited	-	-	-	-	50.00%	50.00%

E. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation, other pre-operation expenses and interest in case where the asset takes a substantial period of time to be ready for its intended use.

The carrying amount of cash generating units / assets is reviewed at the balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated as the net selling price or value in use, whichever is higher. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

Depreciation on tangible fixed assets has been provided on pro-rata basis, on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for certain assets as indicated below:

Lease hold improvements are amortised over the period of lease/estimated period of lease. Plant & Machinery includes Plant and Machinery used in civil construction – Others and amortised over a period of 5 years. Vehicles used by employees are depreciated over the period of 48 months considering this period as the useful life of the vehicle for the Company. Sales office and the sample flat/ show unit cost at site is amortised over 5 years or the duration of the project (as estimated by management) whichever is lower.

F. Intangible Assets:

All Intangible Assets are initially measured at cost and amortised so as to reflect the pattern in which the assets' economic benefits are consumed. Software expenses are treated as an intangible asset and amortised over the useful life of the asset. The maximum period for such amortization is 36 months.

G. Investments:

Investments are classified into Non-Current and Current Investments. Non-current investments are carried at cost less diminution other than temporary. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature. Current Investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.

H. Inventories:

Inventories are stated at lower of cost and net realisable value. The cost of construction material is determined on the basis of weighted average method. Construction Work-in-Progress includes cost of land, premium for development rights, construction costs and allocated interest & manpower costs and expenses incidental to the projects undertaken by the Company.

I. Revenue Recognition:Income from Projects

Income from real estate sales is recognised on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However, if, at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognised on proportionate basis as the acts are performed, i.e. on the percentage of completion basis. Up to 31st March 2012, revenue from real estate projects is recognized only when actual project cost incurred is atleast 25% of the total estimated project costs including land and when atleast 10% of the sales consideration is received.

In accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by the Institute of Chartered Accountants of India, in case of projects commencing on or after 1st April 2012 or in case of projects which have already commenced but where revenue is being recognised for the first time on or after 1st April 2012, revenues will be recognized from these real estate projects only when

- i. the actual construction and development cost incurred is at least 25% of the total construction and development cost (without considering land cost) and
- ii. when at least 10% of the sales consideration is realised and
- iii. where 25% of the total saleable area of the project is secured by contracts of agreement with buyers.

Income from long term contracting assignments is also recognised on the percentage of completion basis. As the long-term contracts necessarily extend beyond one year, revision in costs and revenues estimated during the course of the contract are reflected in the accounting period in which the facts requiring the revision become known. Any expected loss on a project is recognised in the year in which costs incurred together with the balance costs to completion are likely to be in excess of the estimated revenues from project. Unbilled costs are carried as construction work-in-progress. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion.

b. Income from sale of land and other rights

Revenue from sale of land and other rights are considered upon transfer of all significant risks and rewards of ownership of such real estate/property as per the terms of the contract entered into with the buyers, which generally with the firmity of the sale contracts/agreements.

c. Income from Project Management

Project Management Fees receivable on fixed period contracts is accounted over the tenure of the contract/agreement. Where the fee is linked to the input costs, revenue is recognised as a proportion of the work completed based on progress claims submitted. Where the management fee is linked to the revenue generation from the project, revenue is recognised on the percentage of completion basis.

Income from operation of commercial complexes is recognised over the tenure of the lease/service agreement.

d. Land Lease Premium

Land lease premium is recognized as income upon creation of leasehold rights in favour of the lessee or upon an agreement to create leasehold rights with handing over of possession. Property lease rentals, income from operation & maintenance charges and water charges are recognized on an accrual basis as per terms of the agreement with the lessees.

e. Interest and dividend income

Interest income is accounted on an accrual basis at contracted rates except where there is uncertainty of ultimate collection. Dividend income is recognised when the right to receive the same is established.

J. Employee benefits:

Defined contribution Plans

Company's contributions paid/payable during the year to Provident Fund and Superannuation Fund are recognised in the Statement of Profit and Loss.

Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment are determined on actuarial basis using the projected unit credit method, which consider each period of service as giving rise to an additional unit of benefit and measures each unit separately to build up the final obligation. Past services are recognised on straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the Statement of Profit and Loss Account as income or expense. Obligation is measured at the present value of estimated future cash flow using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

In view of the past trends of leave availed, the amount of employee benefit in the form of compensated absences, being in the nature of short term benefit, is accounted for on accrual basis at an undiscounted value.

K. Borrowing Costs:

Borrowing costs that are directly attributable to long-term project management and development activities are capitalised as part of project cost. Other borrowing costs are recognised as expense in the period in which they are incurred. Borrowing costs are capitalised as part of project cost when the activities that are necessary to prepare the asset for its intended use or sale are in progress. Borrowing costs are suspended from capitalisation on the project when development work on the project is interrupted for extended periods.

L. Foreign Currency Transactions:

Foreign Currency assets and liabilities are translated at the relevant rates of exchange prevailing at the year end and the translation differences are recognised in the Statement of Profit and Loss. The exchange gain or loss on settlement is also recognised in the Statement of Profit and Loss.

M. Provision for taxation:

Tax expense comprises both current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws. Deferred tax assets and liabilities are recognised for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date.

Deferred Tax assets are not recognised unless, in the management judgment, there is

reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized except in case of deferred tax asset arising from unabsorbed depreciation, brought forward tax losses and items relating to capital losses wherein deferred tax asset is only recognized when there is virtual certainty. The carrying amount of deferred tax is reviewed at each balance sheet date.

N. Segment Information:

The Company operates in three main segments; namely “Projects, Project Management and Development activities”, “Operating of commercial complexes” and “Business Centre”. The segments have been identified and reported taking into account the differing risks and returns and the internal business reporting systems. Revenues and expenses have been identified to the segments based on their relationship to the business activity of the segment. Income/expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses.

O. Provisions and Contingent Liabilities

Provisions are recognized in the financial statements in respect of a present obligation arising from a past event, the amount of which can be reliably estimated. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

P. Employee stock compensation costs

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The SEBI (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight-line basis.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 1-Restated Consolidated Summary Statement of Share Capital, as at

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
<u>Authorised</u>						
115,000,000 Equity shares of Rs 10 each as on March 31 2016,2015 and 2014						
50,000,000 Equity shares of Rs 10 each as on March 31 2013 and 2012	1,150.00	1,150.00	1,150.00	1,150.00	500.00	500.00
6,500,000 Preference shares of Rs 10 each	-	-	-	-	650.00	650.00
6,000,000 unclassified shares of Rs 10 each	60.00	60.00	60.00	60.00	60.00	60.00
Total	1,210.00	1,210.00	1,210.00	1,210.00	1,210.00	1,210.00
<u>Issued</u>						
41,076,601 shares of Rs 10 each as on September 30, 2016.						
41,074,001 shares of Rs 10 each as on March 31,2016.						
41,053,051 shares of Rs 10 each as on March 31,2015.						
40,893,701 shares of Rs 10 each as on March 31,2014.						
40,885,001 shares of Rs 10 each as on March 31,2013.						
40,880,501 shares of Rs 10 each as on March 31,2012.	410.77	410.74	410.53	408.94	408.85	408.81
Total	410.77	410.74	410.53	408.94	408.85	408.81
<u>Subscribed and Paid-up</u>						
41,035,750 shares of Rs 10 each as on September 30, 2016.						
41,033,050 shares of Rs 10 each as on March 31, 2016.						
41,012,200 shares of Rs 10 each as on March 31, 2015.						
40,848,350 shares of Rs 10 each as on March 31, 2014.						
40,839,650 shares of Rs 10 each as on March 31, 2013.						
40,835,150 shares of Rs 10 each as on March 31, 2012.	410.36	410.33	410.12	408.48	408.40	408.35
Total	410.36	410.33	410.12	408.48	408.40	408.35

a) Reconciliation of number of shares

Particulars	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013		March 31, 2012	
	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions
Equity Shares												
Balance as at the beginning of the year	41,033,150	410.33	41,012,200	410.12	40,848,350	408.48	40,839,650	408.40	40,835,150	408.35	40,835,150	408.35
Add: Shares Issued (earlier kept in abeyance)			-	-	-	-						
Add: Stock Options exercised during the year	2,600	0.03	20,950	0.21	163,850	1.64	8,700	0.09	4,500	0.05		
Balance as at the end of the year	41,035,750	410.36	41,033,150	410.33	41,012,200	410.12	40,848,350	408.48	40,839,650	408.40	40,835,150	408.35

Equity Shares: The Company has issued one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share.

b) Shares held by holding company

Equity Shares	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013		March 31, 2012	
	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding
Mahindra & Mahindra Limited	20,846,126	50.80%	20,846,126	50.80%	20,846,126	50.83%	20,846,126	51.03%	20,846,126	51.04%	20,846,126	51.05%

c) Details of shares held by shareholders including Holding Company, holding more than 5% of the aggregate shares in the Company

Equity Shares	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013		March 31, 2012	
	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding
Mahindra & Mahindra Limited (Holding Company)	20,846,126	50.80%	20,846,126	50.80%	20,846,126	50.83%	20,846,126	51.03%	20,846,126	51.04%	20,846,126	51.05%
Amansa Investments Limited	2,341,170	5.71%	2,341,170	5.71%	2,505,170	6.11%	2,505,170	6.13%	2,434,599	5.96%	2,434,599	5.96%
Small Cap World Fund, INC	2,157,380	5.26%	2,157,380	5.26%	2,157,380	5.26%	2,157,380	5.28%	2,157,380	5.28%	2,157,380	5.28%

d) Shares reserved for issue under options

On 31st March 2016, the Company has 5,58,380 (*Previous Year 5,58,430*) equity shares of Rs 10/- each reserved for issue under options

On 31st March 2016 the allotment of 40,851 (45351 as on 31st March 2012) equity shares of the Company has been kept in abeyance in accordance with Section 206A of the Companies Act, 1956 (Section 126 of the Companies Act 2013), till such time as the title of the bonafide owner of the shares is certified by the concerned Stock Exchange or the Special Court (Trial of Offences relating to Transactions in Securities).

Annexure V-Notes to Restated Consolidated Financial Information.
Note 2-Restated Consolidated Summary Statement of Reserves and Surplus, as at

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
<u>Capital Redemption Reserve</u>						
Balance as at the beginning of the year	1,313.86	735.36	735.36	735.36	735.36	735.36
Add:- Transfer from General Reserve	-	-	-	-	-	-
Add:- Transfer from Profit & Loss Account	-	578.50	-	-	-	-
Balance as at the end of the year	1,313.86	1,313.86	735.36	735.36	735.36	735.36
<u>Debenture Redemption Reserve*</u>	-	-	-	-	-	-
Balance as at the beginning of the year	1,532.38	1,127.75	598.86	159.38	-	-
Add:- Transfer from General Reserve	-	-	-	-	-	-
Add:- Transfer from Profit & Loss Account	23.57	404.63	528.89	439.48	159.38	-
Less:- Reduction during the year	(275.00)	-	-	-	-	-
Balance as at the end of the year	1,280.95	1,532.38	1,127.75	598.86	159.38	-
<u>Share Premium Account</u>						
Balance as at the beginning of the year	6,371.93	6,364.50	6,296.08	7,310.01	7,031.15	7,031.15
Add: Premium on shares issued during the year	-	7.43	68.42	0.79	278.86	-
Add: Share in Jointly controlled entity	-	-	-	9.75	-	-
Less: Premium for Redemption of Debentures	-	-	-	(1,024.47)	-	-
Balance as at the end of the year	6,371.93	6,371.93	6,364.50	6,296.08	7,310.01	7,031.15
<u>Capital Reserve</u>						
Balance as at the beginning of the year	236.41	-	-	-	-	-
Add: Consequent to change in groups interest (MWUL)	-	236.41	-	-	-	-
Less: Expenses towards acquisition of shares	(0.23)	-	-	-	-	-
Balance as at the end of the year	236.18	236.41	-	-	-	-
<u>General Reserve</u>						
Balance as at the beginning of the year	756.85	756.85	523.56	446.34	321.55	201.38
Add:- Transfer from Profit & Loss Account	-	-	233.30	77.22	124.79	120.17
Less:- Transfer to Capital Redemption Reserve	-	-	-	-	-	-
Balance as at the end of the year	756.85	756.85	756.85	523.56	446.34	321.55

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Share options outstanding account						
A) Employee Stock Option Outstanding:						
Balance as at the beginning of the year	64.60	56.03	54.20	42.43	10.71	10.71
Add: Grant of options during the year	-	15.05	13.67	11.77	31.72	-
Less: Amount transferred to Securities premium/Options Lapsed	-	(6.48)	(11.83)	-	-	-
Balance as at the end of the year (A)	64.60	64.60	56.03	54.20	42.43	10.71
Less:						
B) Deferred Employee Compensation Expenses :						
Balance as at the beginning of the year	31.58	28.40	29.86	27.40	2.72	4.66
Add: Grant of options during the year	-	15.05	13.67	11.77	31.72	-
Less: Transfer to Employee Benefits Expenses / Options Lapsed	(7.95)	(11.87)	(15.12)	(9.31)	(7.04)	(1.94)
Balance as at the end of the year (B)	23.63	31.58	28.40	29.86	27.40	2.72
Balance as at the end of the year (A-B)	40.97	33.02	27.63	24.34	15.03	7.99
Hedging Reserve						
Balance as at the beginning of the year	(0.56)	-	-	-	-	-
Gain/(Losses) arising during the year	-	(0.56)	-	-	-	-
Foreign Currency Forward Contract	-	-	-	-	-	-
Less:- Reduction during the year	0.56	-	-	-	-	-
Balance as at the end of the year	-	(0.56)	-	-	-	-
Surplus in Statement of Profit and Loss						
Balance as at the beginning of the year	4,979.44	5,327.42	4,030.01	3,856.24	3,045.54	2,269.23
Profit for the year	554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
Add/Less:Adjustment on account of Increase/Decrease in JV interest	-	-	-	(0.09)	-	-
Less: Appropriations	-	-	-	-	-	-
Proposed Dividend	-	-	-	-	-	-
Proposed Dividend on Equity Shares	-	245.65	246.96	245.09	245.04	245.01
On Preference Shares	-	-	-	-	-	-
Tax on proposed dividend	-	33.70	50.25	41.65	41.64	39.75
Depreciation adjustment (Net of Deferred Tax Adj)	-	-	2.76	-	-	-
Interim Dividend	-	-	-	-	-	-
On Equity Shares	-	-	245.98	-	-	-
Tax on Interim Dividend	-	-	36.06	4.68	11.36	-
Tax on Dividend	-	16.43	20.36	24.30	20.74	9.57
Transfer to Debenture Redemption Reserve	(251.43)	404.63	528.89	439.48	159.38	-
Transfer to CRR	-	578.50	-	-	-	-
Transfer to General Reserve	-	-	233.30	77.22	124.79	120.17
Balance as at the end of the year	5,785.42	4,979.44	5,327.42	4,030.01	3,856.24	3,045.54
Total	15,786.14	15,223.31	14,339.50	12,208.20	12,522.35	11,141.58

* The Company has during the year ended March 31, 2014, issued Non Convertible Debentures (NCDs) aggregating Rs 5,000 million which are redeemable at a premium. The total premium on redemption of Rs 1,024.47 million has been adjusted against the securities premium during the previous financial year as permitted under section 78 of the Companies Act, 1956.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 3-Restated Consolidated Summary Statement of Other Long term Liabilities, as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Trade Payables	-	-	-	-	-	1.39
Deposits	66.14	58.91	71.98	62.25	70.00	29.15
Total	66.14	58.91	71.98	62.25	70.00	30.54

Annexure V-Notes to Restated Consolidated Financial Information.
Note 4-Restated Consolidated Summary Statement of Long term Provisions, as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Provision for Employee benefits						
Gratuity	15.15	14.53	15.66	4.12	1.54	2.80
Compensated absences	21.91	24.78	13.30	12.86	10.41	6.11
Provision for Premium on redemption of debentures	384.49	697.63	1,160.97	1,144.17	50.02	-
Total	421.55	736.94	1,189.93	1,161.15	61.97	8.91
Add:Share in Jointly controlled entities	-	-	2.04	1.60	1.68	1.35
Total	421.55	736.94	1,191.97	1,162.75	63.65	10.26

Annexure V-Notes to Restated Consolidated Financial Information.
Note 5-Restated Consolidated Summary Statement of Short term provisions, as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Provision for Employee benefits						
Gratuity	2.28	1.80	4.62	3.80	4.94	4.06
Compensated absences	29.87	26.58	31.38	12.31	9.83	12.02
Others	1.15	2.30	1.71	8.68	7.51	5.94
Defect Liabilities / Warranties@	91.36	82.25	89.61	51.25	46.80	14.88
Proposed Dividend	-	246.20	246.07	245.09	245.04	245.01
Provision for premium on redemption of debentures	-	-	-	-	-	-
Provision for tax on Proposed Dividend	12.81	50.12	50.10	41.65	41.64	39.75
Provision for Losses to project Completion**	-	-	-	102.30	102.30	102.30
Total	137.47	409.25	423.49	465.08	458.06	423.96
Add:Share in Jointly controlled entities	2.60	1.46	0.15	20.11	0.13	6.87
Total	140.07	410.71	423.64	485.19	458.19	430.83

@The movement in provisions for defect liability is as follows:

Rs in Millions

Particulars	September 30,2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Balance as on 1st April	82.25	89.61	51.25	46.80	14.88	24.36
Add: Provision made during the year	18.14	48.58	46.09	31.42	113.72	3.00
Less: Provision reversed	6.26	52.50	-	25.00	-	3.11
Less: Utilisation during the year	2.78	3.44	7.73	1.96	81.81	9.38
Balance as on 31st March	91.36	82.25	89.61	51.25	46.80	14.88

** The Company has, in case of certain projects, provided for Rs. 102.30 milion for the year ended 31st March 2012,2013,2014 as provision for losses to project completion. The amount has been determined using best estimates with regard to percentage of completion, foreseeable costs to completion and revenues from the project activity. However, considering future business scenario, inflation in construction costs and market movement causing changes in realisations, which cannot be presently quantified, the final outcome may differ from that presently estimated. The probability and the timing of the outflow with regard to this matter depends on the completion of the project and conclusion of the arbitration proceedings.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 6-Restated Consolidated Summary of Trade Payables, as at

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Total outstanding in micro enterprises & small enterprises *	7.18	-	-	-	-	-
Trade Payables - Others	2,929.00	3,372.82	2,621.17	2,241.67	2,035.91	1,467.92
	2,936.18	3,372.82	2,621.17	2,241.67	2,035.91	1,467.92
Add:Share in jointly controlled entities	91.89	91.13	47.34	11.27	11.18	21.43
Total	3,028.07	3,463.95	2,668.51	2,252.94	2,047.09	1,489.35

Annexure V-Notes to Restated Consolidated Financial Information.
Note 7-Restated Consolidated Summary Statement of Other Current Liabilities, as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Current Maturity of Long Term Borrowings*	631.25	681.25	967.71	1,532.90	1,874.70	1,614.40
Premium on redemption of debentures	306.52	527.05	52.89	-	-	-
Advances and Deposits	2,754.57	904.39	975.06	950.03	1,172.95	493.32
Unclaimed Dividends#	10.57	11.26	10.32	7.53	6.25	4.74
Interest accrued but not due	353.36	541.79	519.80	517.03	226.35	61.83
Current maturities of Non Convertible Debentures**	2,750.00	2,250.00	-	-	-	-
Other Liabilities	578.42	690.72	888.36	781.86	706.10	734.30
Total	7,384.69	5,606.46	3,414.14	3,789.35	3,986.35	2,908.59
Add:Share in Jointly controlled entities	675.91	553.59	624.80	171.25	13.62	21.85
Total	8,060.60	6,160.05	4,038.94	3,960.60	3,999.97	2,930.44

#There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

*The current maturity of long term borrowings is repayable during the next financial year.

**For debentures redeemable in April 2016, July 2016 for year ended 31st March 2016 and April 2017 and July 2017 for 6 months ended 30th September 2016

In addition the amount at 31st March 2015 includes current maturity of long term debt of Rs 50 million representing 366 day unsecured loan availed during the year at an interest rate of 11.50% repayable on 25th March, 2016. Interest is payable quarterly.

The current maturity of long term debt of Rs 400 million at 31st March, 2014 includes secured non convertible debentures carrying a coupon rate of 11.60% per annum, compounded semi-annually. Interest is paid semi annually. The debentures were redeemed during the 2014-15.

Mahindra Residential Developers Limited

The term loan balance of Rs 30 million from HDFC Limited was repaid in April 2014. Out of the available sanctioned limit, amount yet to be drawn is Rs 210 million. This loan is secured by deposit of title deeds of leasehold rights of land and carries an interest @ CPLR-1.75%.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 8-Restated Consolidated Summary Statement of Deferred tax assets or liabilities , as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Deferred Tax Liabilities						
Relating to :						
Difference between book and tax depreciation	314.74	311.47	298.08	250.57	228.36	204.36
Interest inventorised but claimed as allowable for tax purposes	194.53	194.53	434.12	328.78	230.43	131.20
Income accrued based on lease equalisation	0.00	0.00	(1.43)	3.43	0.75	1.40
Less: Transition Adjustment	0.00	(0.57)	(1.18)	0.00	0.00	0.00
Add:Share in Jointly controlled entities	-	-	-	0.01	0.08	0.13
Total	509.27	505.43	729.59	582.79	459.62	337.09
Deferred Tax Asset						
Relating to :						
Provision for impairment in asset value	-	-	-	52.69	52.69	50.30
Business Loss carried forward	-	-	94.91	55.89	-	37.77
Provision for Doubtful Debts	0.25	0.25	-	-	-	-
Expenses allowable on actual payment	91.89	79.86	62.10	39.20	33.66	32.97
	92.14	80.11	157.01	147.78	86.35	121.04
Add:Share in Jointly Controlled entities	17.66	25.24	10.77	1.20	1.20	1.07
Total	109.80	105.35	167.78	148.98	87.55	122.11
Deferred Tax Liabilities(Net)	399.47	400.08	561.81	433.81	372.07	214.98

Annexure V-Notes to Restated Consolidated Financial Information.
Note 9-Restated Consolidated Schedule of Fixed Assets as at 30th September 2016

Rupees in millions													
	GROSS BLOCK					DEPRECIATION					NET BLOCK		
Particulars	As at 31st March 2016	Adjustments(*)	Additions	Deductions/Adj	As at 30th Sep 2016	Up to 31st March 2016	Deductions/Adj	Depreciation Adjustment *	For the year	Impairment losses	Up to 30th Sep 2016	As at 30th Sep 2016	As at March, 31 2016
Tangible Assets													
Land													
Land- Freehold	25.27	-	-	-	25.27	-	-	-	-	-	-	25.27	25.27
Land- Leasehold	44.31	-	-	-	44.31	4.05	-	-	0.22	-	4.27	40.04	40.26
Building	-	-	-	-	-	-	-	-	-	-	-	-	-
Building- Freehold	812.73	-	4.58	-	817.31	108.49	-	-	31.18	-	139.68	677.64	704.24
Building- Leasehold	1,407.00	-	-	-	1,407.00	248.61	-	-	-	-	248.61	1,158.39	1,158.39
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-	-
Owned	99.86	-	-	-	99.86	25.30	-	-	-	-	25.30	74.56	74.57
Given under operating lease	139.06	-	0.36	0.05	139.37	104.76	-	-	16.38	-	121.14	18.23	34.31
Plant & Machinery	-	-	-	-	-	-	-	-	-	-	-	-	-
Owned	473.05	-	-	0.61	472.45	185.89	2.37	-	-	-	183.52	288.93	287.16
Given under operating lease	119.35	-	1.93	-	121.28	47.55	-	-	25.76	-	73.31	47.97	71.80
Computers	73.23	-	3.81	1.52	75.51	58.70	1.42	-	4.54	-	61.83	13.68	16.27
Vehicles	67.71	-	4.62	5.31	67.02	39.36	4.68	-	6.53	-	41.21	25.81	28.35
Leasehold Improvement	70.73	-	-	-	70.73	32.39	-	-	3.04	-	35.42	35.31	38.35
Sub Total (A)	3,332.30	-	15.30	7.49	3,340.11	855.10	8.47	-	87.65	-	934.29	2,405.83	2,478.97
<i>Previous Year</i>	<i>3,136.10</i>	<i>17.90</i>	<i>198.42</i>	<i>20.11</i>	<i>3,332.30</i>	<i>657.64</i>	<i>3.24</i>	<i>16.24</i>	<i>182.70</i>	<i>-</i>	<i>853.35</i>	<i>2,478.97</i>	<i>2,478.46</i>
Intangible Assets													
Software Expenditure	40.07	-	7.02	-	47.09	39.83	-	-	0.06	-	39.89	7.20	0.24
Goodwill	1,022.10	-	-	-	1,022.10	-	-	-	-	-	-	1,022.10	1,022.10
Sub Total (B)	1,062.17	-	7.02	-	1,069.19	39.83	-	-	0.06	-	39.89	1,029.30	1,022.34
<i>Previous Year</i>	<i>1,062.17</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>1,062.17</i>	<i>39.71</i>	<i>-</i>	<i>-</i>	<i>0.12</i>	<i>-</i>	<i>39.83</i>	<i>1,022.34</i>	<i>1,022.45</i>
Total (A+B)	4,394.47	-	22.32	7.49	4,409.30	912.88	8.47	-	87.71	-	974.18	3,435.13	3,501.31
Share in Jointly Controlled Entities	52.68	-	0.19	-	5.29	13.40	-	-	5.41	-	18.81	34.07	39.28
Grand Total	4,447.15	-	22.51	7.49	4,414.59	926.28	8.47	-	93.12	-	992.99	3,469.20	3,540.59
<i>Previous year total</i>	<i>4,244.00</i>	<i>8.95</i>	<i>214.31</i>	<i>20.11</i>	<i>4,447.14</i>	<i>708.72</i>	<i>3.24</i>	<i>8.21</i>	<i>192.90</i>	<i>-</i>	<i>906.58</i>	<i>3,540.58</i>	<i>3,535.29</i>
Capital Work In Progress												33.31	33.05
												3,502.51	3,573.64

Annexure V-Notes to Restated Consolidated Financial Information.

Note 9-Restated Consolidated Schedule of Fixed Assets as at 31st March 2016

Rs in millions													
Particulars	As at 31st March 2015	GROSS BLOCK				DEPRECIATION						NET BLOCK	
		Adjustments*	Additions	Deductions	As at 31st March, 2016	Up to 31st March, 2015	Deductions	Adjustment #	For the year	Impairm losses	Up to 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
Tangible Assets													
Land													
Land- Freehold	25.27	-	-	-	25.27	-	-	-	-	-	-	25.27	25.27
Land- Leasehold	44.31	-	-	-	44.31	3.61	-	-	0.44	-	4.05	40.26	40.70
Building													
Owned	725.44	-	87.61	0.32	812.73	69.35	-	-	39.15	-	108.49	704.24	656.09
Given under operating lease	1,406.01	-	0.99	-	1,407.00	224.56	-	-	24.05	-	248.61	1,158.39	1,181.45
Furniture & Fixtures													
Owned	87.81	2.83	23.66	14.43	99.86	12.61	-	2.48	10.21	-	25.30	74.57	75.20
Given under operating lease	139.06	-	-	-	139.06	89.82	-	-	14.93	-	104.75	34.31	49.24
Plant & Machinery													
Owned	406.50	3.11	63.51	0.06	473.05	138.18	-	2.20	45.51	-	185.89	287.16	268.32
Given under operating lease	118.59	-	0.76	-	119.35	34.50	-	-	13.05	-	47.55	71.80	84.10
Computers	62.91	3.82	7.21	0.71	73.23	43.48	0.71	3.81	10.38	-	56.96	16.27	19.43
Vehicles	49.47	8.14	14.68	4.59	67.71	17.81	2.53	7.75	16.32	-	39.36	28.35	31.66
Leasehold Improvement	70.73	-	-	-	70.73	23.73	-	-	8.66	-	32.39	38.35	47.01
Sub Total (A)	3,136.10	17.90	198.42	20.11	3,332.30	657.65	3.24	16.24	182.70	-	853.35	2,478.97	2,478.47
Previous Year	2,710.36	-	456.64	30.90	3,136.10	508.86	2.94	#3.51	128.42	19.80	657.65	2,478.47	2,201.50
Intangible Assets													
Software Expenditure	40.07	-	-	-	40.07	39.71	-	-	0.12	-	39.83	0.24	0.36
Goodwill	1,022.10	-	-	-	1,022.10	-	-	-	-	-	-	1,022.10	1,022.10
Sub Total (B)	1,062.17	-	-	-	1,062.17	39.71	-	-	0.12	-	39.83	1,022.34	1,022.46
Previous Year	1,061.81	-	0.35	-	1,062.16	39.71	-	-	-	-	39.71	1,022.45	1,022.10
Total (A+B)	4,198.27	17.90	198.42	20.11	4,394.47	697.36	3.24	16.24	182.82	-	893.18	3,501.31	3,500.93
Share in Jointly Controlled Entities	45.73	(8.95)	15.89	-	52.67	11.36	-	(8.03)	10.08	-	13.40	39.27	34.38
Grand Total	4,244.00	8.95	214.31	20.11	4,447.14	708.72	3.24	8.21	192.90	-	906.58	3,540.58	3,535.31
Previous year total	3,781.02	-	493.87	30.90	4,243.99	555.17	2.67	4.07	132.35	19.80	708.72	3,535.29	3,225.85
Capital Work In Progress												33.05	76.27
												3,573.63	3,611.58

*Indicates Addition/(Reversal) due to increase/decrease of stake in the Joint Venture/ Associate Company.

#Indicates Depreciation adjustment in previous year due to change in useful life as prescribed in Schedule II to the Companies Act, 2013.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 9-Restated Consolidated Schedule of Fixed Assets as at 31st March 2015

Note 9-Restated Consolidated Schedule of Fixed Assets as at 31st March 2015													
		GROSS BLOCK				DEPRECIATION						Rs in millions	
												NET BLOCK	
Particulars	As at 31st March 2014	Adjustments*	Additions	Deductions	As at 31st March, 2015	Up to 31st March, 2014	Deductions	Adjustment *	For the year	Impairment losses	Up to 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Tangible Assets													
Land													
Land- Freehold	15.21	-	10.06	-	25.27	-	-	-	-	-	-	25.27	15.21
Land- Leasehold	42.25	-	2.05	-	44.31	3.18	-	-	0.43	-	3.61	40.70	39.08
Building	-	-	-	-	-	-	-	-	-	-	-	-	-
Owned	478.18	-	247.26	-	725.44	49.53	-	-	16.97	2.85	69.35	656.09	1,436.42
Given under operating lease	1,400.78	-	5.23	-	1,406.01	198.70	-	-	25.86	-	224.56	1,181.45	194.30
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-	-
Owned	41.34	-	71.45	24.98	87.81	11.05	0.76	0.07	2.25	0.01	12.61	75.20	30.29
Given under operating lease	139.06	-	-	-	139.06	73.32	-	-	16.50	-	89.82	49.24	65.74
Plant & Machinery	-	-	-	-	-	-	-	-	-	-	-	-	-
Owned	337.87	-	68.63	-	406.50	89.94	(1.74)	1.69	27.94	16.88	138.18	268.32	247.93
Given under operating lease	118.59	-	-	-	118.59	22.69	-	-	11.81	-	34.50	84.10	95.91
Computers	49.61	-	13.66	0.36	62.91	31.72	2.10	1.75	12.09	0.01	43.48	19.43	17.89
Vehicles	47.99	-	7.05	5.56	49.47	12.91	2.52	-	7.37	0.05	17.81	31.66	35.08
Leasehold Improvement	39.48	-	31.25	-	70.73	15.82	(0.70)	-	7.20	-	23.73	47.01	23.66
Sub Total (A)	2,710.36	-	456.64	30.90	3,136.10	508.86	2.94	3.51	128.42	19.80	657.65	2,478.47	2,201.51
Previous Year	2,513.74	-	218.63	22.02	2,710.36	426.85	17.98	-	100.00	-	508.87	2,201.51	2,086.91
Intangible Assets													
Software Expenditure	39.71	-	0.35	-	40.06	39.71	-	-	-	-	39.71	0.35	-
Goodwill	1,022.10	-	-	-	1,022.10	-	-	-	-	-	-	1,022.10	1,022.10
Sub Total (B)	1,061.81	-	0.35	-	1,062.16	39.71	-	-	-	-	39.71	1,022.45	1,022.10
Previous Year	990.25	-	71.56	-	1,061.81	39.71	-	-	-	-	39.71	1,022.10	959.54
Total (A+B)	3,772.17	-	456.99	30.90	4,198.26	548.57	2.94	3.51	128.42	19.80	697.36	3,500.92	3,223.61
Share in Jointly Controlled Entities	8.85	-	36.88	-	45.73	6.60	(0.27)	0.56	3.93	-	11.36	34.37	2.25
Grand Total	3,781.02	-	493.87	30.90	4,243.99	555.17	2.67	4.07	132.35	19.80	708.72	3,535.29	3,225.86
Previous year total	3,512.81	-	290.21	22.02	3,781.01	472.61	17.98	-	100.55	-	555.18	3,225.85	3,040.20
Capital Work In Progress												76.27	153.53
												3,611.56	3,379.39

*Depreciation adjustment was due to change in useful life as prescribed in Schedule II to the Companies Act, 2013

- There was debit to retained earnings of Rs. 2.76 millions (net of deferred tax) for the asset whose remaining life on April 1, 2014 was reduced to Nil, in accordance with revised life as considered by management.
- The depreciation charge for the year ended 31st March 2015 was higher by Rs 18.89 millions

Annexure V-Notes to Restated Consolidated Financial Information.

Note 9-Restated Consolidated Schedule of Fixed Assets as at 31st March 2014

									Rs in millions	
	Cost				DEPRECIATION				NET BLOCK	
Particulars	As at 31st March 2013	Additions	Deductions	As at 31st March, 2014	Up to 31st March, 2013	Deductions	For the year	Up to 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013
Tangible Assets										
Land	57.46	-	-	57.46	2.76	-	0.42	3.18	54.28	54.70
Building	1,758.54	120.42	-	1,878.96	208.52	-	39.72	248.24	1,630.72	1,550.02
Furniture & Fixtures	158.26	24.34	2.20	180.40	68.72	1.79	17.44	84.37	96.04	89.54
Plant & Machinery	442.78	16.00	2.32	456.46	89.02	1.38	24.98	112.63	343.84	353.76
Computers	52.43	7.40	10.23	49.61	36.19	10.08	5.62	31.72	17.89	16.25
Vehicles	33.37	21.66	7.05	47.99	12.17	4.56	5.30	12.91	35.08	21.20
Leasehold Improvement	10.90	28.81	0.22	39.48	9.47	0.17	6.52	15.82	23.66	1.42
Sub Total (A)	2,513.74	218.63	22.02	2,710.36	426.85	17.98	100.00	508.87	2,201.51	2,086.89
Previous Year	2,300.99	274.29	61.53	2,513.74	354.90	14.52	86.47	426.85	2,086.91	1,946.08
Intangible Assets										
Software Expenditure	39.71	-	-	39.71	39.71	-	-	39.71	-	-
Goodwill	950.54	71.56	-	1,022.10	-	-	-	-	1,022.10	950.54
Sub Total (B)	990.25	71.56	-	1,061.81	39.71	-	-	39.71	1,022.10	950.54
Previous Year	329.81	660.45	-	990.25	39.71	-	-	39.71	950.54	290.09
Total (A+B)	3,503.99	290.19	22.02	3,772.17	466.56	17.98	100.00	548.58	3,223.61	3,037.43
Share in Jointly Controlled Entities	8.82	0.02	-	8.84	6.05	-	0.55	6.60	2.24	2.77
Grand Total	3,512.81	290.21	22.02	3,781.01	472.61	17.98	100.55	555.18	3,225.85	3,040.20
Previous year total	2,639.57	934.79	61.53	3,512.81	400.09	14.53	87.04	472.61	3,040.20	2,239.47
Capital Work In Progress									153.53	71.51
									3,379.38	3,111.71

Annexure V-Notes to Restated Consolidated Financial Information.
Note 9-Restated Consolidated Schedule of Fixed Assets as at 31st March 2013

Rs in millions										
Particulars	Cost				DEPRECIATION				NET BLOCK	
	As at 31st March 2012	Additions	Deductions	As at 31st March, 2013	Up to 31st March, 2012	Deductions	For the year	Up to 31st March, 2013	As at 31st March, 2013	As at 31st March, 2012
Tangible Assets										
Land	65.94	-	8.48	57.46	2.33	-	0.42	2.76	54.70	63.60
Building	1,595.60	207.33	44.39	1,758.54	183.32	9.18	34.38	208.52	1,550.02	1,412.28
Furniture & Fixtures	155.08	4.27	1.09	158.26	54.28	1.09	15.53	68.72	89.54	100.80
Plant & Machinery	398.21	45.60	1.02	442.78	67.30	0.95	22.67	89.02	353.76	330.91
Computers	42.52	9.98	0.07	52.43	31.38	0.07	4.87	36.19	16.25	11.14
Vehicles	32.74	7.11	6.48	33.37	10.54	3.24	4.87	12.17	21.20	22.20
Leasehold Improvement	10.90	-	-	10.90	5.75	-	3.72	9.47	1.42	5.15
Sub Total (A)	2,300.99	274.29	61.53	2,513.74	354.90	14.53	86.46	426.85	2,086.89	1,946.08
Previous Year	2,087.67	262.21	18.92	2,300.99	280.43	4.91	79.38	354.90	1,946.08	1,807.24
Intangible Assets										
Software Expenditure	39.71	-	-	39.71	39.71	-	-	39.71	-	-
Goodwill	290.10	660.45	-	950.54	-	-	-	-	950.54	290.10
Sub Total (B)	329.81	660.45	-	990.25	39.71	-	-	39.71	950.54	290.10
Previous Year	329.81	-	-	329.81	26.39	-	13.33	39.71	290.10	-
Total (A+B)	2,630.80	934.74	61.53	3,503.99	394.61	14.53	86.46	466.56	3,037.43	2,236.18
Share in Jointly Controlled Entities	8.77	0.05	-	8.82	5.48	-	0.58	6.05	2.77	3.29
Grand Total	2,639.57	934.79	61.53	3,512.81	400.09	14.53	87.04	472.61	3,040.20	2,239.47
Previous year total	2,396.22	262.27	18.94	2,639.57	311.63	4.92	93.39	400.09	2,239.47	2,084.59
Capital Work In Progress									71.51	80.84
									3,111.71	2,320.31

Annexure V-Notes to Restated Consolidated Financial Information.
Note 9-Restated Consolidated Schedule of Fixed Assets as at 31st March 2012

	Cost					DEPRECIATION					NET BLOCK		Rs in Millions
Particulars	As at 31st March 2011	Adjustments	Additions	Deductions	As at 31st March, 2012	Up to 31st March, 2011	Adjustments	Deductions	For the year	Up to 31st March, 2012	As at 31st March, 2012	As at 31st March, 2011	
Tangible Assets													
Land	71.51	-	-	5.57	65.94	1.91	-	-	0.42	2.33	63.60	69.59	
Building	1,419.54	-	185.99	9.94	1,595.60	154.45	-	2.45	31.32	183.32	1,412.28	1,265.09	
Furniture & Fixtures	153.02	-	2.06	-	155.08	38.65	-	-	15.63	54.28	100.80	114.37	
Plant & Machinery	337.80	-	61.05	0.65	398.21	47.81	-	0.47	19.95	67.30	330.91	289.99	
Computers	37.88	-	4.73	0.08	42.52	26.63	-	0.04	4.78	31.38	11.14	11.24	
Vehicles	27.79	-	7.62	2.68	32.74	8.80	-	1.95	3.70	10.54	22.20	19.00	
Leasehold Improvement	10.14	-	0.76	-	10.90	2.18	-	-	3.58	5.75	5.15	7.96	
Sub Total (A)	2,057.68	-	262.21	18.92	2,300.99	280.43	-	4.91	79.38	354.90	1,946.08	1,777.24	
Previous Year	1,845.36	-	246.64	4.33	2,087.67	215.27	-	1.89	67.06	280.43	1,807.24	1,777.24	
Intangible Assets													
Software Expenditure	39.71	-	-	-	39.71	26.39	-	-	13.33	39.71	-	13.33	
Goodwill	290.10	-	-	-	290.10	-	-	-	-	-	290.10	290.10	
Sub Total (B)	329.81	-	-	-	329.81	26.39	-	-	13.33	39.71	290.10	303.43	
Previous Year	329.81	-	-	-	329.81	13.06	-	-	13.33	26.39	303.42	303.43	
Total (A+B)	2,387.49	-	262.21	18.92	2,630.80	306.82	-	4.91	92.71	394.61	2,236.18	2,080.67	
Share in Jointly Controlled Entities	8.73	-	0.06	0.02	8.77	4.81	-	0.01	0.68	5.48	3.29	3.93	
Grand Total	2,396.22	-	262.27	18.94	2,639.57	311.63	-	4.92	93.39	400.09	2,239.47	2,084.60	
Previous year total	2,152.18	1.75	246.69	4.41	2,396.22	231.53	0.80	1.94	81.22	311.63	2,084.59	-	
Capital Work In Progress											80.84	167.07	
											2,320.31	2,251.67	

(*) Indicates Addition/(reversal) due to increase/decrease of stake in the Joint Venture/Associate Company.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 10-Restated Consolidated Summary Statement of Inventory, as at

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(At lower of cost and net realisable values)						
Raw Material	319.65	297.76	305.92	306.95	179.88	99.51
Stock-in-trade	595.60	697.14	237.88	189.36	1.46	16.37
Construction Work in Progress*#@	22,528.60	21,735.86	17,886.81	16,350.60	16,126.03	10,375.31
	23,443.84	22,730.76	18,430.61	16,846.91	16,307.37	10,491.19
Add: Share of jointly controlled entities	1,624.17	1,500.75	1,272.45	917.16	-	-
	25,068.01	24,231.51	19,703.06	17,764.07	16,307.37	10,491.19

For 30.09.2016,31.03.2016, 31.03.2015, 31.03.2014, 31.03.2013 and 31.03.2012

*Construction Work in Progress represents materials at site and unbilled costs on the projects. Based on projections and estimates by the Company of the expected revenues and costs to completion, provision for losses to completion and/ or write off of costs carried to inventory are made on projects where the expected revenues are lower than the estimated costs to completion. In the opinion of the management, the net realisable value of the construction work in progress will not be lower than the costs so included therein.

For 31.03.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Consequent to the above, construction work-in-progress of Rs 76.59 million and short term loans and advances and interest accrued on project advances included in other current assets of Rs 420.53 million and Rs 217.5 million, respectively, at 31st March 2014 have been realized during the year.

For 31.03.2014, 31.03.2013 and 31.03.2012

Construction Work-in-Progress, short term loans and advances and interest accrued on project advances in other current assets include Rs 76.59 million, Rs 4,20.53 million and Rs 217.5 million, respectively on account of a project, where commencement of construction had been delayed on account of a dispute between the land-owner and the Company which was referred to arbitration. Post year end, the parties have entered into mutually agreed consent terms and the arbitration award has been issued in accordance with the consent terms, as a result of which these amounts are expected to be recovered either by sale or joint development of the property.

For 31.03.2016

@During the year MWCDL sold 264.875 acres of land to MIPCL excluding 32.42 acres of land on which MIPCL has a right to return, if the litigation in respect of that land is not resolved by 31st March, 2018.

For 30.09.2016,31.03.2016, 31.03.2015

Specified land owned by the Company is given as security for debentures (Refer Annexure VI)

Annexure V-Notes to Restated Consolidated Financial Information.
Note 11-Restated Consolidated Summary Statement of Cash and Bank,as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Cash on hand	0.34	0.31	0.31	0.32	0.38	0.12
Cheques on hand						
Balances with Scheduled Banks						
- On Current Accounts	353.64	1,359.70	475.35	375.93	847.14	668.40
- - In Deposit Accounts with Banks	2,096.81	407.23	191.33	77.27	373.98	652.65
Fixed deposit of Rs. 71.28 millions as on 30.09.2016 is against Margin Monies with banks for Bank Guarantee, Over Draft,facilities, interest coverage on term loans and other non-fund based facilities.						
Fixed deposit of Rs. 101.70 million as on 31.03.2016 is against Margin Monies with banks for Bank Guarantee, Over Draft,facilities, interest coverage on term loans and other non-fund based facilities.						
Fixed deposit of Rs. 98.02 million as on 31.03.2015 is against Margin Monies with banks for Bank Guarantee, Over Draft,facilities, interest coverage on term loans and other non-fund based facilities.						
Fixed deposit of Rs. 33.75 million as on 31.03.2014 is against Margin Monies with banks for Bank Guarantee.						
Fixed deposit of Rs. 38.21 million as on 31.03.2013 is against Margin Monies with banks for Bank Guarantee.						
Fixed deposit of Rs. 28.69 million as on 31.03.2012 is against Margin Monies with banks for Bank Guarantee.						
In Deposit Accounts (more than 3 months maturity but less than 12 months)	-	-	-	95.67	214.53	179.14
Fixed deposit of Rs. 49.05 million as on 31.03.2014 is against Margin Monies with banks for Bank Guarantee, Over Draft,facilities, interest coverage on term loans and other non-fund based facilities.						
Fixed deposit of Rs. 43.74 million as on 31.03.2013 is against Margin Monies with banks for Bank Guarantee, Over Draft,facilities, interest coverage on term loans and other non-fund based facilities.						
Fixed deposit of Rs. 80.17 million as on 31.03.2012 is against Margin Monies with banks for Bank Guarantee, Over Draft,facilities, interest coverage on term loans and other non-fund based facilities.						
	2,450.79	1,767.24	666.99	549.19	1,436.03	1,500.31
Share in Jointly controlled entities	38.04	40.77	102.63	117.95	6.64	1.70
Total	2,488.83	1,808.01	769.62	667.14	1,442.67	1,502.00

(a) Cash and Cash equivalents for the purposes of Cash flow

	As at 31.09.2016	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014	As at 31.03.2013	As at 31.03.2012
Cash & Bank Balances	2,450.79	1,767.24	666.99	549.20	1,436.03	1,500.31
Less: Margin money deposit and other bank balances/ deposit with maturity more than 3 months	303.59	427.38	137.70	95.68	221.17	180.86
	-	-	-	-	-	-
	2,147.20	1,339.86	529.30	453.52	1,214.87	1,319.47
Share in Jointly controlled entities	37.04	40.77	102.63	117.94	6.64	1.70
Cash and cash equivalents for the purposes of cash flow	2,184.24	1,380.63	631.93	571.47	1,221.50	1,321.17

b) Balance with Banks includes Unclaimed Dividend of Rs 10.57 million as at 30.09.2016, Rs. 11.26 million as at 31.03.2016, Rs. 10.32 million as at 31.03.2015, Rs. 7.53 million as at 31.03.2014, Rs. 6.25 million as at 31.03.2013 and Rs 4.74 million as at 31.03.2012

Annexure V-Notes to Restated Consolidated Financial Information.
Note 12-Restated Consolidated Summary Statement of Revenue from Operations, for the period ended

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Income from Projects #	3,248.42	7,219.80	10,562.43	6,805.92	7,116.95	6,778.69
Project Management Fees	31.85	58.56	18.08	14.73	-	9.58
Income from Operation of Commercial Complexes	100.22	201.90	198.05	163.12	156.86	144.57
Profit on sale of properties	-	-	-	-	32.49	18.96
	3,380.49	7,480.26	10,778.56	6,983.77	7,306.30	6,951.80
Add: Share in Jointly controlled entities	423.83	781.36	82.42	68.80	77.08	60.86
Total	3,804.32	8,261.62	10,860.98	7,052.57	7,383.38	7,012.66

For 31.03.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2,526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Annexure V-Notes to Restated Consolidated Financial Information.
Note 13-Restated Consolidated Summary Statement of Operating Expenses, for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Opening Stock in trade	697.17	237.88	189.36	1.46	16.37	42.74
Opening Work-in-progress	21760.94	17886.84	16350.50	16126.03	10375.31	9243.05
Opening Raw Material	297.76	305.92	306.95	179.88	99.51	78.57
Opening Capital Work in Progress	-	-	-	-	-	-
	22755.87	18430.64	16846.81	16307.37	10491.19	9364.36
Add: Expenses incurred during the year *:	-	-	-	-	-	-
Land Cost / Premium for Development Rights	706.15	2838.70	568.92	512.71	5003.87	1847.44
Architect Fees	14.29	62.21	66.99	57.40	108.71	122.45
Preliminaries & Site Expenses	9.93	661.34	107.71	27.55	234.29	46.68
Civil, Electrical, Contracting etc.	745.02	3850.72	4442.10	4051.96	2997.30	2387.50
Interest (net)	391.43	685.51	535.21	823.26	708.53	585.87
Overheads allocated	87.44	193.44	170.14	156.69	146.32	142.49
Payment to Local Agencies	226.89	193.87	195.96	49.94	329.50	132.86
Insurance	2.52	4.48	2.74	2.28	3.28	1.33
Legal & Professional Fees	42.28	106.59	66.70	96.48	48.50	48.14
Other Expenses	19.52	48.66	27.41	22.10	82.35	20.35
	2245.47	8645.52	6183.88	5800.37	9662.65	5335.11
	25001.34	27076.16	23030.69	22107.74	20153.84	14699.47
Less :-Closing Work-in-progress	(22552.65)	(21760.94)	(17886.84)	(16350.50)	(16126.03)	(10375.31)
Closing Raw Material	(319.65)	(297.76)	(306.92)	(306.95)	(179.88)	(99.51)
Closing Stock in trade	(595.60)	(697.17)	(237.88)	(189.36)	(1.46)	(16.37)
Capital Work in Progress	-	(2.80)	(7.90)	(4.20)	(11.03)	(27.26)
	(23467.90)	(22758.67)	(18438.54)	(16851.01)	(16318.40)	(10518.45)
	1533.44	4317.49	4592.15	5256.73	3835.44	4181.02
Rent, Rates & Taxes	6.34	11.69	17.52	5.68	4.12	3.88
Insurance	0.05	(0.06)	0.06	(0.03)	-	-
Repairs & Maintenance - Commercial Properties	5.74	18.10	13.88	19.26	9.56	10.47
Professional Fees *	0.18	0.86	53.35	17.32	11.66	12.41
Brokerage	17.65	38.01	33.07	14.51	17.05	32.57
Advertisement, Marketing & Business Development	41.68	105.69	100.64	64.48	24.33	19.89
Electricity	5.29	4.89	0.67	0.78	1.10	0.17
Other Operating Expenses	33.75	36.47	140.03	33.13	74.40	11.11
	1644.12	4533.14	4951.37	5411.86	3977.66	4271.68
Add: Share in Jointly controlled entities	295.40	488.57	61.40	5.02	-	-
Less: Adjustment on conversion from subsidiary to joint venture	-	-	-	(1160.26)	-	-
Total	1939.52	5021.71	5012.77	4256.56	3977.66	4271.68

For 31.03.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Annexure V-Notes to Restated Consolidated Financial Information.

Note 14-Restated Consolidated Summary Statement of Employee Benefit Expenses, for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Salaries, Allowances & Bonus	401.88	754.49	607.25	478.40	435.91	347.76
Contribution to Provident & Other Funds.	21.17	34.76	38.53	23.27	17.58	15.93
Expense on Employee Stock Option Scheme	7.95	3.35	11.77	0.00	0.00	0.00
Staff Welfare Expenses	17.07	45.99	42.25	30.78	30.17	34.16
	448.07	838.59	699.80	532.45	483.66	397.85
Less :- Allocated to projects	(76.41)	(168.49)	(173.61)	(153.85)	(151.38)	(122.62)
	371.66	670.10	526.19	378.60	332.28	275.23
Add: Share in Jointly controlled entities	0.00	0.00	24.09	20.74	20.93	18.62
Total	371.66	670.10	550.28	399.34	353.21	293.85

a) Gratuity

(1) Principal actuarial assumptions:

	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Discount rate	6.96%-7.46%	7.46%-7.90%	7.77%-9.20%	8.00%-9.20%	8.50%-8.65%	8.50%-8.65%
Rate of Return on Plan Assets	8.00%-9.50%	8.00%-9.50%	8.00%-9.50%	8.00%-9.50%	8.00%-9.50%	8.00%-9.50%
Salary escalation	7.00%-10.00%	7.00%-12.00%	12.00%	-	-	-
Attrition	2.00%-5.00%	2.00%-5.00%	5.00%	-	-	-

(2) Reconciliation of Benefit Obligation:

Rs in Millions												
	Funded						Unfunded					
	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Liability at the beginning of the year	37.24	36.84	25.92	17.56	15.95	13.60	4.10	2.34	1.48	2.27	2.53	1.81
Adjustment to the opening balance	-	-	0.39	-0.39	-	-	-	-	-	-	-	-
Interest Cost	1.18	2.90	2.33	1.50	1.37	1.08	0.15	0.17	0.12	0.15	0.18	0.14
Current Service Cost	3.91	8.24	7.50	4.83	3.71	3.61	0.55	0.64	0.65	0.40	0.55	0.74
Benefit Paid	-1.15	-0.21	-2.12	-1.03	-	-	-0.35	-0.35	-0.46	-0.79	-	0.01
Unrecognised Past Service Cost	-	-	-	-	-0.18	-0.84	0.03	1.31	-	-	-0.90	-0.07
Actuarial (Gain) / Loss on Obligations	-3.88	-10.53	0.67	3.43	-4.87	-1.49	0.29	-0.01	0.56	-0.56	-0.08	-0.10
Liability at the end of the year	37.30	37.24	32.51	25.92	15.97	15.95	4.77	4.10	2.34	1.48	2.27	2.53
Fair Value of Plan Assets at the end of the year	23.36	25.01	14.58	19.14	13.97	9.74	-	-	-	-	-	-
Amount recognised and disclosed under the head "Provisions for Gratuity"	13.94	12.23	17.94	17.94	2.00	6.21	4.77	4.10	2.34	1.48	2.27	2.53
Current	1.21	1.60	4.59	3.72	2.00	5.07	0.44	0.20	0.04	0.08	0.73	0.87
Non-Current	12.73	10.63	13.35	2.72	-	1.14	4.56	3.90	2.31	1.40	1.54	1.66

(3) Reconciliation of Fair value of Plan Assets:

Rs in Millions						
Particulars	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Fair Value of Plan Assets at the beginning of the year	25.01	19.79	17.12	13.97	9.74	8.91
Adjustment to the opening balance	0.00	2.27	(2.73)	0.00	0.64	0.00
Expected Return on Plan Assets	0.86	2.04	1.33	1.36	1.07	0.78
Contributions	0.12	1.07	1.92	2.79	3.59	(0.85)
Benefit Paid	(1.15)	(0.21)	(2.07)	(0.96)	(0.18)	1.67
Actuarial Gain /(Loss) on plan assets	(0.67)	0.05	(0.99)	(0.04)	(0.89)	(0.78)
Fair Value of Plan Assets at the end of the year	24.17	25.01	14.58	17.12	13.97	9.74

(4) Actual Return on Plan Asset

Rs in Millions

Particulars	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Expected Return on Plan Assets	0.856	2.043	1.328	0.317	1.07	0.78
Actuarial Gain/(Loss) on Plan Assets	(0.67)	0.05	(0.99)	(0.04)	(0.89)	(0.78)
Actual Return on Plan Assets	0.19	2.09	0.34	0.28	-	0.00

(5) Expenses recognised in the Profit and Loss Account under the head "Employee Benefits":

Rs in Millions

Particulars	Funded						Unfunded					
	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Current Service Cost	3.91	8.24	7.50	4.69	3.71	3.61	0.55	0.64	0.65	0.40	0.55	0.74
Interest Cost	1.18	2.90	2.33	1.36	1.37	1.08	0.15	0.17	0.12	1.50	0.18	0.14
Unrecognised Past Service Cost	-	-	-	-	-	0.04	0.03	1.31	-	-	-	0.01
Expected Return on Plan Assets	(0.86)	(2.04)	(1.51)	(1.36)	(1.07)	(0.78)	-	-	-	-	-	-
Net Actuarial (Gain) / Loss recognised	(3.38)	(10.60)	1.63	2.92	(3.99)	(0.70)	0.29	(0.01)	0.56	(0.56)	(0.08)	(0.10)
Effect of limit in Para 59(b)	-	(0.03)	0.02	0.01	0.02	3.23	-	-	-	0.00	0.65	0.79
Expenses recognised in Profit and Loss Account	0.85	(1.53)	9.97	7.61	-	-	1.02	2.10	1.33	1.35	-	-

(6) Experience Adjustments

Rs in Millions

Particulars	As on 30th September 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Gratuity Funded	10					
Defined benefit obligation	37.70	37.24	32.90	23.94	15.97	15.95
Fair value of plan assets	24.17	25.01	14.58	17.12	13.97	9.74
Surplus / (Deficit)	(13.54)	(12.23)	(15.41)	(6.82)	(2.00)	(6.21)
Experience adjustment on plan liability [(Gain) / Loss]	(2.89)	(10.71)	(1.96)	2.79	(4.87)	2.20
Experience adjustment on plan assets [Gain / (Loss)]	(0.67)	0.05	0.17	(0.32)	(1.07)	(0.46)
Gratuity (Unfunded)						
Defined benefit obligation	4.77	4.10	2.34	2.27	2.53	2.53
Fair value of plan assets	-	-	-	-	-	-
Surplus / (Deficit)	(4.77)	(4.10)	(2.34)	(2.27)	(2.53)	(2.53)
Experience adjustment on plan liability [(Gain) / Loss]	(0.05)	0.05	0.10	(0.56)	(0.08)	(0.10)
Experience adjustment on plan assets [Gain / (Loss)]	-	-	-	-	-	-

(7) The unfunded amounts referred to in this note relate to gratuity plans of subsidiaries associates joint ventures as the case may be whose plans are unfunded.

(8) Amount expected to be contributed to fund in coming year is Rs 2.278 Million.

(9) The gratuity fund is entirely invested in a group gratuity policy with the Life Insurance Corporation of India. The information or the allocation of the fund into major asset classes and the expected return on major class is not readily available.

As at 30th September 2016

b) Employee Stock Option Scheme

Employee Stock Option Scheme

The Company has granted options to its eligible employees under the Employee Stock Options Scheme 2006 ("ESOS 2006") and the Employee Stock Options Scheme 2012 ("ESOS 2012"). The options granted

	ESOS 2006		ESOS 2012					
Grant date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th October 2014	30 th April 2015	28 th Jan-16	28 th July 2016
Options granted	6,78,359	10,000	1,01,000	26,500	27,000	3,000	31,000	30,000
Exercise price	Rs 428/- per share	Rs 325/- share	Rs. 10 per share					
Basis of exercise price	Average of the daily high and low of the prices for the Company's		Face value of share					
Vesting period	on expiry of 12 months from date of grant – 25% on expiry of 24 months from date of grant – 25% on expiry of 36 months from date of grant – 25% on expiry of 48 months from date of grant – 25%		on expiry of 12 months from date of grant – 20% on expiry of 24 months from date of grant – 20% on expiry of 36 months from date of grant – 30% on expiry of 48 months from date of grant – 30%					
Contractual life*	Options will lapse if not exercised within 5 years from the date of individual vesting.							
Amortization Details: @	The details of the same are given below:							
Total Amount to be amortized over the vesting period	Rs. 10.04 Million	Rs. (0.00) Million	Rs. 4.14 Million	Rs. 4.31 Million	Rs. 8.47 Million	Rs. 1.05 Million	Rs. 13.11 Million	Rs. 13.43 Million
Charge to Statement of P&L for the year	Nil	Rs. (0.00) Million	Rs. 3.35 Million	Rs. 1.16 Million	Rs. 1.56 Million	Rs. 0.17 Million	Rs. 1.71 Million	Nil
Compensation in respect of lapsed cases	-	-	Rs. 0.78 million	-	-	-	-	-
Unamortized amount carried forward	Nil	-	-	Rs. 3.15 Million	Rs. 6.91 Million	Rs. 0.88 Million	Rs. 11.40 Million	Rs. 13.43 Million

*During the previous year for ESOS 2006 scheme, the Company modified the exercise period of the options whereby the exercise period of the options granted was extended from 5 years from the date of vesting of the

@The company has adopted intrinsic value method for computing the compensation cost for the options granted. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being

The Fair value has been calculated using the Black Scholes option pricing model and the significant inputs used for the valuation are as follows:

Grant Date	25 th April 2008	4 th Aug. 2012	4 th Aug. 2012	24 th Jul. 2013	17 th Oct. 2014	30 th April 2015	28 th Jan. 2016	28 th Jul. 2016
Risk free interest rate	7.79% - 8.15%	8.06% - 8.20%	8.06% - 8.20%	8.31% - 8.39%	8.49% - 8.52%	7.69% - 7.74%	7.43% - 7.73%	6.88% - 7.14%
Expected life	3.5 – 6.5 Years	3.5 – 6.5 Years	3.5 – 6.5 Years	6 – 9 Years	3.5 – 6.5 Years	3.5 - 6.5 Years	3.5 – 6.5 Years	3.5 – 6.5 Years
Expected volatility	66.76% - 70.65%	44.15% - 59.61%	44.15% - 59.61%	47.63%	26.68% - 43.74%	26.11%- 37.68%	27.17% - 30.20%	26.98% - 28.17%
Expected dividend yield	0.33%	1.38%	1.38%	1.31%	2.28%	2.57%	2.49%	1.31%
Exercise price	Rs. 428	Rs. 325	Rs. 10	Rs. 10	Rs. 10	Rs. 10	Rs. 10	Rs. 10
Stock Price	Rs. 443.79	Rs. 324.14	Rs. 324.14	Rs. 454.09	Rs. 516.08	Rs. 467.60	Rs. 482.25	Rs. 457.6

Earnings per Share as required by Accounting Standard 20 read with the Guidance Note on "Accounting for Employee share-based Payments" is as follows:

	Particulars	Intrinsic Value Method		Fair Value Method	
		Current Year	Previous Year	Current Year	Previous Year
A	Net Profit After Tax (Rs. in Million)	299.40	930.92	299.40	930.811
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	41,034,670	41,021,975	41,034,670	41,021,975
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	41,218,303	41,167,759	41,218,303	41,167,759
D	Basic Earning per Share (Rs.)	7.3	22.69	7.3	22.69
E	Diluted Earning per Share (Rs.)	7.26	22.61	7.26	22.61

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	558,380	558,430
Options inadvertently cancelled during prior year, reinstated	-	-
Options granted during the period/year	30,000	34,000
Options lapsed during the period/year	-	-
Options cancelled during the period/year	2,400	13,100
Options exercised during the period/year	2,600	20,950
Options outstanding on 30 th September/31st March	5,83,380	558,380
Options vested but not exercised on 30 th September/31 st March	4,96,130	467,730

Information in respect of options outstanding as at 30th September, 2016:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,32,730	12 months
Rs. 325	5,000	30 months
Rs. 10	46,850	18 months
Rs. 10	18,300	30 months
Rs. 10	21,500	48 months
Rs. 10	3,000	54 months
Rs. 10	31,000	54 months
Rs. 10	30,000	60 months

The Group has incurred Rs 0.995 Million (previous year Rs 1.801 Million) on behalf of Mahindra World City Jaipur Limited and Rs 0.336 Million (previous year Rs 0.734 Million) on behalf of Mahindra World City

The Holding Company has not incurred any expenses during the current and previous year on behalf of Mahindra Lifespace Developers Limited towards ESOP.

For the year ended 31st March 2016

b) Employee Stock Option Scheme

The Company has granted options to its eligible employees under the Employee Stock Options Scheme 2006 (“ESOS 2006”) and the Employee Stock Options Scheme 2012 (“ESOS 2012”). The options granted under both the schemes are equity settled. The other details of the schemes are summarised below:

	ESOS 2006		ESOS 2012				
Grant date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th October 2014	30 th April 2015	28 th Jan-16
Options granted	6,78,359	10,000	1,01,000	26,500	27,000	3,000	31,000
Exercise price	Rs 428/- per share	Rs 325/- share	Rs. 10 per share				
Basis of exercise price	Average of the daily high and low of the prices for the Company’s Equity Shares quoted on the BSE Limited during 15 days preceding the date of grant of options		Face value of share				
Vesting period	on expiry of 12 months from date of grant – 25% on expiry of 24 months from date of grant – 25% on expiry of 36 months from date of grant – 25% on expiry of 48 months from date of grant – 25%		on expiry of 12 months from date of grant – 20% on expiry of 24 months from date of grant – 20% on expiry of 36 months from date of grant – 30% on expiry of 48 months from date of grant – 30%				
Contractual life*	Options will lapse if not exercised within 5 years from the date of individual vesting.						
Amortization Details:@	The details of the same are given below:						
Total Amount to be amortized over the vesting period	Rs. 10.042 Million	Rs. (0.01) Million	Rs. 28.73 Million	Rs. 10.50 Million	Rs. 12.88 Million	Rs. 1.37 Million	Rs. 13.68 Million
Charge to Statement of P&L for the year	Nil	Rs. (0.02) Million	Rs. 5.33 Million	Rs. 1.56 Million	Rs. 2.99 Million	Rs. 0.31 Million	Rs. 0.57 Million
Compensation in respect of lapsed cases	-	-	-	-	-	-	-
Unamortized amount carried forward	Nil	Rs. (0.00) Million	Rs. 4.14 Million	Rs. 4.31 Million	Rs. 8.47 Million	Rs. 1.05 Million	Rs. 13.11 Million

*During the previous year for ESOS 2006 scheme, the Company modified the exercise period of the options whereby the exercise period of the options granted was extended from 5 years from the date of vesting of the respective tranche of the option to the last date of the exercise period for the last tranche of the option granted under the said scheme.

@The company has adopted intrinsic value method for computing the compensation cost for the options granted. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period

The Fair value has been calculated using the Black Scholes option pricing model and the significant inputs used for the valuation are as follows:

Grant Date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th Oct. 2014	30 th April 2015	28 th Jan. 2016
Risk free interest rate	7.79% - 8.15%	8.06% - 8.20%	8.06% - 8.20%	8.31% - 8.39%	8.49% - 8.52%	7.69% - 7.74%	7.43% - 7.73%
Expected life	3.5 – 6.5 Years	3.5 – 6.5 Years	3.5 – 6.5 Years	6 – 9 Years	3.5 – 6.5 Years	3.5 - 6.5 Years	3.5 – 6.5 Years
Expected volatility	66.76% - 70.65%	44.15% - 59.61%	44.15% - 59.61%	47.63%	26.68% - 43.74%	26.11%-37.68%	27.17% - 30.20%
Expected dividend yield	0.33%	1.38%	1.38%	1.31%	2.28%	2.57%	2.49%
Exercise price	Rs. 428	Rs. 325	Rs. 10	Rs. 10	Rs. 10	Rs. 10	10
Stock Price	Rs. 443.79	Rs. 324.14	Rs. 324.14	Rs. 454.09	Rs. 516.08	Rs. 467.60	482.25

Earnings per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows:

	Particulars	Intrinsic Value Method		Fair Value Method	
		Current Year	Previous Year	Current Year	Previous Year
A	Net Profit After Tax (Rs. in Million)	930.92	2,661.95	930.81	2,662.84
	Less Preference dividend	-	-		-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	41,021,975	40,967,118	41,021,975	40,967,118
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	41,167,759	41,142,517	41,167,759	41,142,517
D	Basic Earning per Share (Rs.)	22.69	64.98	22.69	65
E	Diluted Earning per Share (Rs.)	22.61	64.7	22.61	64.72

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	558,430	6,12,656
Options inadvertently cancelled during prior year, reinstated	-	84,249
Options granted during the year	34,000	27,000
Options lapsed during the year	-	1,625
Options cancelled during the year	13,100	-
Options exercised during the year	20,950	163,850
Options outstanding on 31st March	558,380	5,58,430
Options vested but not exercised on 31 st March	467,730	4,51,530

Information in respect of options outstanding as at 31st March, 2016:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,32,730	18 months
Rs. 325	5,000	36 months
Rs. 10	46,850	24 months
Rs. 10	18,300	36 months
Rs. 10	21,500	54 months
Rs. 10	3,000	60 months
Rs. 10	31,000	60 months

The Group has incurred Rs 1.80 Million (previous year Rs 1.55 Million) on behalf of Mahindra World City Jaipur Limited and Rs 0.73 Million (previous year Rs 0.71 Million) on behalf of Mahindra World City Developers Limited towards ESOP.

The Holding Company has not incurred any expenses during the year (previous year Rs 0.26 Million) on behalf of Mahindra Lifespace Developers Limited towards ESOP.

For the year ended 31st March 2015

b) Employee Stock Option Scheme

A) The Company had granted 678,359 Equity shares on 25th April, 2008 to the eligible employees under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company. The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 25th April, 2008
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	678,359
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 428 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock

Particulars	Grant dated 25 th April, 2008
Total Amount amortized over the vesting period	Rs.10.042 Millon
Charge to Profit & Loss Account for the year	NIL
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	NIL

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 25 th April ,2008
Risk free interest rate	7.79% -8.15%
Expected life	3.5 -6.5 Years
Expected volatility	66.76%- 70.65%
Expected dividend yield	0.33%
Exercise price	Rs. 428
Stock price	Rs. 443.79

During the year, the Company modified the exercise period of the options granted under ESOS 2006 whereby the exercise period of the options granted was extended from 5 years from the date of vesting of the respective tranche of the option to the last date of the exercise

B) The Company had granted 10,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company. The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	10,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 325 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock

Particulars	Grant dated 4 th August, 2012
Total Amount to be amortized over the vesting period	Rs.(0.009) Million
Charge to Statement of Profit & Loss for the year	Rs.(0.002) Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.(0.005) Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August, 2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 325
Stock price	Rs. 324.14

C) The Company had granted 101,000 Equity shares on 4th August, 2012 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	101,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is

Particulars	Grant dated 4 th August, 2012
Total Amount to be amortized over the vesting period	Rs.28.90 Million
Charge to Statement of Profit & Loss for the year	Rs.7.68 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.9.63 Million

D) The Company had granted 26,500 Equity shares on 24th July, 2013 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 24 th July, 2013
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	26,500
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is

Particulars	Grant dated 24 th July, 2013
Total Amount to be amortized over the vesting period	Rs.11.102 Million
Charge to Statement of Profit & Loss for the year	Rs.2.665 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.6.476 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 24 th July, 2013
Risk free interest rate	8.31% -8.39%
Expected life	6-9 Years
Expected volatility	47.63%
Expected dividend yield	1.31%
Exercise price	Rs. 10.00
Stock price	Rs. 459.09

E) The Company had granted 27,000 Equity shares on 17th October, 2014 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 17 th October, 2014
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	27,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is

Particulars	Grant dated 17 th October, 2014
Total Amount to be amortized over the vesting period	Rs.13.664 Million
Charge to Statement of Profit & Loss for the year	Rs.1.423 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.12.241 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 17 th October, 2014
Risk free interest rate	8.49% -8.52%
Expected life	3.5 -6.5 Years
Expected volatility	26.68%- 43.74%
Expected dividend yield	2.28%
Exercise price	Rs. 10
Stock price	Rs. 516.08

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows.

Particulars	Intrinsic Value Method		Fair Value Method	
	Mar-15	Mar-14	Mar-15	Mar-14
A				
Net Profit After Tax (Rs. in Millions)	2,661.95	1,006.29	2,662.84	1,008.11
Less Preference dividend	-	-	-	-
B				
Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,967,118	40,841,051	40,967,118	40,841,051
C				
Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	41,142,517	40,841,051	41,142,517	40,841,051
D				
Basic Earning per Share (Rs.)	64.98	24.64	65	24.68
E				
Diluted Earning per Share (Rs.)	64.7	24.64	64.72	24.68

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	6,12,656	6,98,436
Options inadvertently cancelled during prior year, reinstated	84,249	-
Options granted during the year	27,000	26,500
Options lapsed during the year	1,625	-
Options cancelled during the year	-	1,03,580
Options exercised during the year	163,850	8,700
Options outstanding on 31st March	5,58,430	6,12,656
Options vested but not exercised on 31 st March	4,51,530	5,07,856

During the year vesting period of ESOS 2006 was extended by one year hence the number of options cancelled during the year indicates the number of option cancelled netted of with the options revived as the result of such extension.

Information in respect of options outstanding as at 31st March, 2015:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,35,230	30 months
Rs. 325	5,000	48 months
Rs. 10	68,300	36 months
Rs. 10	22,900	48 months
Rs. 10	27,000	60 months

The Group has incurred Rs 1.547 Million (previous year Rs 0.340 Million) on behalf of Mahindra World City Jaipur Limited and Rs 0.707 Million (previous year Rs 0.707 Million) on behalf of Mahindra World City Developers Limited towards ESOP.

The Holding Company has incurred Rs 0.257 Million (previous year Rs 0.543 Million) on behalf of Mahindra Lifespace Developers Limited towards ESOP.

For the year ended 31st March 2014

b) Employee Stock Option Scheme

The Company had granted 10,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.
The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	10,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 325 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The Company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the

Particulars	Grant dated 4 th August, 2012
Intrinsic Value of shares based on latest available closing market price	Rs.(0.86)
Total Amount to be amortized over the vesting period	Rs.(0.009) Million
Charge to Profit & Loss Account for the year	Rs.(0.002) Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.(0.005) Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August, 2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 325
Stock price	Rs. 324.14

The Company had granted 101,000 Equity shares on 4th August, 2012 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.
The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	101,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the

Particulars	Grant dated 4 th August,2012
Intrinsic Value of shares based on latest available closing market price	314.14
Total Amount to be amortized over the vesting period	Rs.27.80 Million
Charge to Profit & Loss Account for the year	Rs.7.35 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.16.22 Million

The Company had granted 26,500 Equity shares on 24th July,2013 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 24 th July,2013
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	26,500
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the

Particulars	Grant dated 24 th July,2013
Intrinsic Value of shares based on latest available closing market price	Rs.444.09
Total Amount to be amortized over the vesting period	Rs.11.77 Million
Charge to Profit & Loss Account for the year	Rs.1.96 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.9.81 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August,2012
Risk free interest rate	8.31% -8.39%
Expected life	6 -9 Years
Expected volatility	47.63
Expected dividend yield	1.31%
Exercise price	Rs. 10.00
Stock price	Rs. 454.09

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows:

	Particulars	Intrinsic Value Method		Fair Value Method	
		Mar-14	Mar-13	Mar-14	Mar-13
A	Net Profit After Tax (Rs. in Mio)	777.30	974.90	779.12	941.55
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,841,051	40,836,260	40,841,051	40,836,260
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	40,841,051	40,836,260	40,841,051	40,836,260
D	Basic Earning per Share (Rs.)	19.03	23.87	19.08	23.06
E	Diluted Earning per Share (Rs.)	19.03	23.87	19.08	23.06

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	6,98,436	5,88,779
Options granted during the year	26,500	1,11,000
Options lapsed during the year	-	-
Options cancelled during the year	1,03,580	1,343
Options exercised during the year	8,700	-
Options outstanding on 31st March	6,12,656	6,98,436
Options vested but not exercised on 31 st March	5,07,856	5,88,779

Information in respect of options outstanding as at 31st March, 2014:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,96,356	30 months
Rs. 325	7,500	48 months
Rs. 10	82,300	48 months
Rs. 10	26,500	60 months

For the year ended 31st March 2013

b) Employee Stock Option Scheme

During the year Company had granted 10,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.
The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	10,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 325 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock Exchange

Particulars	Grant dated 4 th August, 2012
Intrinsic Value of shares based on latest available closing market price	Rs.(0.86)
Total Amount to be amortized over the vesting period	Rs.(0.09) Million
Charge to Profit & Loss Account for the year	Rs.(0.01) Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.(0.07) Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August, 2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 325
Stock price	Rs. 324.14

During the year, the Company had granted 101,000 Equity shares on 4th August, 2012 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.
The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	101,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being

Particulars	Grant dated 4 th August,2012
Intrinsic Value of shares based on latest available closing market price	314.14
Total Amount to be amortized over the vesting period	Rs.31.728 Million
Charge to Profit & Loss Account for the year	Rs.4.230 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.27.498 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August,2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 10.00
Stock price	Rs. 324.14

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows.

	Particulars	Intrinsic Value Method		Fair Value Method	
		Mar-13	Mar-12	Mar-13	Mar-12
A	Net Profit After Tax (Rs. in Millions)	974.90	1,201.61	941.55	1,177.03
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,836,260	40,835,150	40,836,260	40,835,150
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	40,836,260	40,835,150	40,836,260	40,835,150
D	Basic Earning per Share (Rs.)	23.87	29.43	23.06	28.82
E	Diluted Earning per Share (Rs.)	23.87	29.43	23.06	28.82

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	5,88,779	5,92,551
Options granted during the year	1,11,000	-
Options lapsed during the year	-	-
Options cancelled during the year	1,343	3,772
Options exercised during the year	-	-
Options outstanding on 31st March	6,98,436	5,88,779
Options vested but not exercised on 31 st March	5,88,779	4,39,816

Information in respect of options outstanding as at 31st March, 2013:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	5,87,436	42 months
Rs.325	10,000	60 months
Rs. 10	101,000	60 months

For the year ended 31st March 2012

b) Employee Stock Option Scheme

The Company had granted 678,359 Equity shares on 25th April, 2008 to the eligible employees under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 25th April, 2008
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	678,359
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 428 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low

Particulars	Grant dated 25 th April,2008
Intrinsic Value of shares based on latest available closing market price	Rs.15.79
Total Amount to be amortized over the vesting period	Rs.9.88 Million
Charge to Profit & Loss Account for the year	Rs.1.94 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.1.98 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 25 th April ,2008
Risk free interest rate	7.79% -8.15%
Expected life	3.5 -6.5 Years
Expected volatility	66.76%- 70.65%
Expected dividend yield	0.33%
Exercise price	Rs. 428.00
Stock price	Rs. 443.79

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows.

		Intrinsic Value Method		Fair Value Method	
Particulars		Mar-12	Mar-11	Mar-12	Mar-11
A	Net Profit After Tax (Rs. in Million)	1,201.61	1,030.46	1,177.03	1,003.39
	Less Preference dividend	-	11.942	-	11.942
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,835,150	40,832,246	40,835,150	40,832,246
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	40,835,150	40,832,246	40,835,150	40,832,246
D	Basic Earning per Share (Rs.)	29.43	24.94	28.82	24.28
E	Diluted Earning per Share (Rs.)	29.43	24.94	28.82	24.28

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	5,92,551	6,35,989
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	3,772	17,438
Options exercised during the year	-	26,000
Options outstanding on 31st March	5,88,779	5,92,551
Options vested but not exercised on 31 st March	4,39,816	2,91,534

Information in respect of options outstanding as at 31st March, 2012:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	5,88,779	42 months

Annexure V-Notes to Restated Consolidated Financial Information.
Note 15-Restated Consolidated Summary Statement of Administration and Other Expenses, for the period ended

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Rent, Rates and Taxes	33.11	62.79	45.76	55.57	63.25	56.67
Insurance	3.53	8.28	5.53	5.16	4.82	4.33
Repairs and Maintenance	-	-	-	-	-	-
- Buildings	-	-	-	0.61	0.29	1.88
- Others	23.49	53.99	39.22	27.74	20.03	19.84
Electricity Charges	32.76	61.04	55.02	45.07	36.88	29.14
Travelling & Conveyance	32.14	72.31	79.32	59.36	57.65	42.96
Legal & Professional Fees	52.00	101.03	68.69	76.71	90.11	90.04
Printing & Stationery	5.77	10.07	8.33	8.21	7.65	8.67
Communication	11.61	17.94	16.65	15.17	12.34	16.00
Advertisement, Marketing & Business Development	61.08	118.94	145.22	108.47	135.83	104.74
Auditors Remuneration	6.52	11.04	10.82	9.04	7.72	6.27
Expenditure on Corporate Social Responsibility	27.53	48.83	43.42	10.22	-	-
Donation & Contribution *	-	-	-	20.00	-	-
Loss on sale of Fixed assets	-	-	1.30	2.65	1.71	0.15
Doubtful Debts Provided	-	0.27	61.04	5.50	9.50	-
Provision for diminution in value of Long term investments#	-	-	155.06	-	-	-
Miscellaneous Expenses	180.89	318.52	283.87	225.48	173.40	140.94
	470.43	885.05	1,019.25	674.96	621.18	521.63
Add: Share in Jointly controlled entities	5.74	21.08	36.85	19.26	12.68	12.08
Total	476.17	906.13	1,056.10	694.22	633.86	533.71

For 31.03.2015

a) The Groups investment in the equity shares of New Tirpur Area Development Corporation Limited ("NTADCL") aggregates Rs. 155.063 million. The net worth of NTADCL is substantially eroded.

NTADCL was exploring the option of supplying industrial water to a textile park proposed to be set up by the state government of Karnataka which would have contributed substantially to its revenues. Consequent, to the finalization of the financial statements for the year ended March 31, 2014 it was expected that there were likely to be delays in setting up the same and the probability of the whole project being set up was significantly lower as compared to the previous year. As a result the Group has made a provision for diminution of its investment in NTADCL of Rs 155.06 million.

*Particulars of Donations and Contribution are given below -

	31st March 2015	31st March 2014**
	Rs. In Millions	Rs. In Millions
Bharatiya Janata Party, Rajasthan	-	10.00
All India Congress Committee	-	10.00

Annexure V-Notes to Restated Consolidated Financial Information.
Note 16-Restated Consolidated Summary Statement of Finance Cost, for the period ended

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Interest on Loans	653.80	1,097.86	1,246.54	1,342.43	1,114.06	855.22
Less : Allocated to projects	(337.35)	(586.42)	(735.47)	(841.05)	(802.81)	(644.36)
	316.45	511.44	511.07	501.38	311.25	210.86
Add: Share in Jointly controlled entities	(6.52)	(2.41)	2.90	0.49	1.15	-
Total	309.93	509.03	513.97	501.87	312.40	210.86

Annexure V-Notes to Restated Consolidated Financial Information.
Note 17-Restated Consolidated Summary Statement of Depreciation and amortisation expenses for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Depreciation on Tangible Assets	87.65	182.70	128.42	99.99	86.47	79.38
Amortisation on Intangible Assets	0.06	0.12	-	-	-	13.33
Share in Jointly Controlled Entities	5.40	10.07	3.92	0.55	0.57	0.68
Total	93.11	192.89	132.34	100.54	87.04	93.39

Annexure V-Notes to Restated Consolidated Financial Information.

18.Earnings in foreign currency						
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	Rs in Millions
Particulars						March 31, 2012
Consideration received on sale of residential units	-	-	0.50	-	21.19	3.86
Total	-	-	0.50	-	21.19	3.86

19.Expenditure in foreign currency						
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	Rs in Millions
Particulars						March 31, 2012
a)Other expenditure						
Travelling	1.36	6.85	2.74	1.87	0.78	0.73
Marketing expenses	8.73	16.02	2.87	2.76	0.25	0.48
Project Expenses	3.72	-	3.02	-	-	-
Professional Fees	-	7.76	9.10	5.10	-	-
IT	-	6.44	-	-	-	-
Others	5.90	3.92	2.04	1.37	6.81	2.89
Total	19.71	40.99	19.77	11.09	7.83	4.11
b)Value of Imported and Indigenous Consumption						
a. Imported	30.79	29.54	57.89	57.63	-	--

20.Forward Contracts						
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	Rs in Millions
Particulars						March 31, 2012
No of buy contracts relating to firm commitments	1	1			-	-
Foreign Currency – USD	0.07	0.52	0.01	-	-	-
Amount in INR	4.48	34.73	0.00	-	-	-
Foreign Currency – GBP	-	-	0.01	0.01	-	-
Amount in INR	-	-	0.86	0.93	-	-

The Company enters into foreign currency exposure contract for the purpose of hedging its currency risk. These contract were not intended for trading or speculation

21) In respect of real estate projects under long term contracts, determination of profits/ losses and realisability of the construction work in progress & project advances necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion and the projections of revenues expected from projects / activity and the foreseeable losses to completion. Profit from these contracts and valuation of construction work in progress is based on such estimates.

22.The Company has subsidiaries which are engaged in the business of land development for industrial, commercial and residential use. Few companies are in the initial phase of development and have conducted preliminary studies and surveys for the project.

23.Leases

The Company's significant leasing arrangements are in respect of operating leases for Commercial & Residential premises.

a)Lease income from operating leases is recognised on a straight-line basis over the period of lease.The particulars of the premises given under operating leases are as under:

Particulars	Rs in millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Gross Carrying Amount of premises	1,670.04	1,670.04	1,649.35	1,639.44	1,596.76	1,433.39
Accumulated Depreciation	437.30	410.20	335.64	278.70	233.65	185.68
Depreciation for the year	27.10	56.71	56.94	45.06	48.91	43.99
Future minimum lease payments under non-cancellable operating leases						
Ø Not later than 1 year	54.35	66.65	164.33	205.81	103.95	108.84
Ø Later than 1 year and not later than 5 years	97.21	118.85	165.48	181.07	130.61	127.92
Ø Later than 5 years	-	3.13	101.56	37.35	65.11	100.55

b) Lease expenditure for operating leases is recognised on a straight-line basis over the period of lease. The particulars of the premises taken on operating leases are as under:

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Future minimum lease payments under non-cancellable operating leases						
Ø Not later than 1 year	15.25	14.62	11.77	11.00	18.56	16.36
Ø Later than 1 year and not later than 5 years	0.80	0.98	1.39	-	10.07	1.86
Ø Later than 5 years	-	-	-	-	-	-

24.Calculation of Net Profit (including extraordinary item) available for Equity Shareholders:

Particulars	Rs in millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Net Profit After Tax	554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
Less: Dividend on Non-Cumulative Redeemable Preference Shares (including Tax on distributed Profits)						
Profit available for Equity Shareholders	554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
Weighted Average number of Equity Shares of Rs. 10/- each used for computing basic earnings per share	41.04	41.02	40.97	40.84	40.84	40.84
Weighted Average number of Equity Shares of Rs. 10/- each used for computing diluted earnings per share	41.22	41.17	41.14	40.84	40.84	40.84
Basic Earnings per Share (Rs)	13.51	22.69	64.98	24.64	34.61	29.16
Diluted Earnings per Share (Rs)	13.45	22.61	64.70	24.64	34.61	29.16

25. The Subsidiary Company, Mahindra Infrastructure Developers Ltd, has entered into Solid Waste Treatment Agreement on 17 January, 2003 ("the Agreement") executed with Tirupati Temple Devasthanam (TTD) for operating a solid waste treatment plant ("the project") at Tirupati, the Company has terminated the Agreement with effect from 19 June, 2009. Discussions are on with TTD for resolving all the pending issues post termination in accordance with the terms of the agreement. The project has not been operating since the termination. Accordingly, no depreciation on the facilities has been provided since 20 June, 2009. The particulars of the facilities as on 20 June, 2009 to be transferred to TTD on acceptance of the termination by them are given below:

The carrying amount of current assets pertaining to the above discontinuing operation for the year ended 31st March 2014 the Rs. 1.69 Million, for the year ended 31st March 2013 is Rs. 1.88 million for the year ended 31st March 2012 is Rs 1.98 million and its current liabilities for the year ended 31st March 2014 the Rs. 9.06 Million, for the year ended 31st March 2013 is Rs. 7.04 million for the year ended 31st March 2012 is Rs.2.83 million

The written Down value of the assets is shown in the table below

Description Of Asset	Rs in Millions		
	For the year ended 31 st March 2014	For the year ended 31 st March 2013	For the year ended 31 st March 2012
Building	2.85	2.85	2.85
Plant and Machinery and Office Equipment	16.88	16.88	16.88
Computer	0.00	0.00	0.00
Furniture and Fixtures	0.01	0.01	0.01
Vehicle	0.05	0.05	0.05
Total	19.79	19.79	19.79

26. The following statement shows the revenue and expenses of the continuing and the above discontinuing operations of the Company. Rs in Millions

Particulars	Continuing Operations			Discontinuing Operations			Total		
	31st March 2014	31st March 2013	31st March 2012	31st March 2014	31st March 2013	31st March 2012	31st March 2014	31st March 2013	31st March 2012
Total revenue	1.75	0.56	0.90	0.27	0.25	0.25	2.02	0.81	1.15
Increase/(decrease) in the inventory	-	-	-	(0.19)	(0.18)	(0.18)	(0.19)	(0.18)	(0.18)
Personnel expenses	(0.90)	(0.80)	(0.64)	(0.24)	(0.25)	(0.24)	(1.14)	(1.05)	(0.88)
Other expenses	(0.77)	(0.59)	(0.69)	(0.28)	(0.26)	(0.88)	(1.04)	(0.85)	(1.57)
Depreciation expense	(0.00)	(0.01)	(0.01)	-	-	-	(0.00)	(0.01)	(0.01)
Diminution in the value of business unit	-	-	-	(2.15)	(0.89)	(4.06)	(2.15)	(0.89)	(4.06)
Profit/(loss) for the year before taxation	0.09	(0.85)	(0.45)	(2.59)	(1.31)	(5.10)	(2.51)	(2.17)	(5.55)

27. Information in respect of Joint Ventures and Jointly Controlled Operations

Jointly Controlled operations

Development of the following residential projects:

G.E. Gardens, Mumbai

Kukatapally, Hyderabad

Project for providing potable drinking water and sewerage facilities at Tirupur, Tamil Nadu.

b) Joint Venture

Sector 59, Gurgaon

Bannerghatta Road, Bangalore

Jointly controlled entities

Name	Country	Business Activity	Proportion of Ownership Interest					
			Period Ended 30 th September, 2016 (%)	Year Ended 31 st March 2016 (%)	Year Ended 31 st March 2015 (%)	Year Ended 31 st March 2014 (%)	Year Ended 31 st March 2013 (%)	Year Ended 31 st March 2012 (%)
Mahindra Inframan Water Utilities Private Limited	India	O&M of water & sewerage facilities at Navi Mumbai	50.00	50.00	50.00	50.00	50.00	50.00
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	India	Residential Development	50.00	50.00	50.00	50.00	-	-
Mahindra Water Utilities Private Limited	India	O&M of water & sewerage facilities at Tirupur	-	-	50.00	50.00	50.00	50.00

Interest in the Assets, Liabilities, Income and Expenses with respect to jointly controlled entities:

Rs In Millions

	Period Ended 30 th September, 2016	Year Ended 31 st March 2016	Year Ended 31 st March 2015	Year Ended 31 st March 2014	Year Ended 31 st March 2013	Year Ended 31 st March 2012
Current assets	5276.70	5827.34	4333.38	3528.36	228.79	215.63
Non-current assets	57.12	61.47	201.62	3.31	7.00	4.25
Total	5333.81	5888.81	4534.99	3531.68	235.79	219.88
Current liabilities	1221.54	1807.35	1154.47	185.16	30.99	54.36
Non-current liabilities	4126.70	4126.70	1120.84	1602.46	0.55	1.35
Total	5348.24	5934.05	2275.32	1787.60	31.54	55.71
Income	427.04	783.53	83.63	74.25	77.47	61.67
Expenses	401.87	786.97	114.28	45.51	35.43	31.37

28. Additional information, as required under schedule III to the Companies Act, 2013, of the enterprises consolidated as subsidiaries/Associates/Joint Ventures.

For period ended 30th September 2016

NAME OF THE ENTITY	Net Assets i.e total assets minus total Liabilities		Share in profit & loss	
	As a % of Consolidated Net Assets	Amount (Rs. In millions)	As a % of Consolidated Net Profit	Amount (Rs. In millions)
PARENT	81.29%	14,603.20	59.56%	367.35
SUBSIDIARIES		-		-
-Indian		-		-
Anthurium Developers Limited	0.00%	0.72	0.04%	0.24
Industrial Township (Maharashtra) Limited	-0.13%	(22.85)	-0.01%	(0.04)
Knowledge Township Ltd	-0.35%	(62.39)	0.00%	(0.01)
Mahindra Bebanco Developers Limited	0.05%	9.29	6.73%	41.49
Mahindra Infrastructure Developers Limited	0.38%	69.04	-0.03%	(0.16)
Mahindra Integrated Township Limited	0.09%	16.35	12.48%	76.95
Mahindra Residential Developers Limited	4.67%	839.12	-0.53%	(3.29)
Mahindra World City Developers Limited	1.78%	319.27	-7.17%	(44.19)
Mahindra World City (Jaipur) Limited	4.89%	878.26	24.76%	152.69
Mahindra World City (Maharashtra) Limited	-0.07%	(11.71)	-0.05%	(0.30)
Raigad Industrial and Business Park Limited	-0.01%	(1.08)	0.00%	(0.02)
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	-0.01%	(1.54)	-0.22%	(1.38)
Mahindra Industrial Park Chennai Limited(w.e.f. 22nd December 2014)	-0.09%	(15.56)	-0.35%	(2.15)
Mahindra Water Utilities Limited (w.e.f. 27th July 2015)	1.63%	292.70	3.72%	22.97
Minority Interest in all subsidiaries	9.84%	1,767.05	10.08%	62.19
		-		-
ASSOCIATES		-		-
-Indian		-		-
Kismat Developers Private Limited	0.00%	-	0.00%	-
Topical Builders Private Limited	0.00%	-	0.00%	-
		-		-
JOINT VENTURES		-		-
-Indian		-		-
Mahindra Inframan Water Utilities Private Limited	0.00%	0.05	-0.01%	(0.05)
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	-3.99%	(716.35)	-8.98%	(55.35)

For year ended 31st March 2016

NAME OF THE ENTITY	Net Assets i.e total assets minus total Liabilities		Share in profit & loss	
	As a % of Consolidated Net Assets	Amount (Rs. In millions)	As a % of Consolidated Net Profit	Amount (Rs. In millions)
PARENT	82.35%	14,521.85	104.26%	1,012.80
SUBSIDIARIES		-		-
-Indian		-		-
Anthurium Developers Limited	0.00%	0.48	0.05%	0.48
Industrial Township (Maharashtra) Limited	-0.13%	(22.81)	0.00%	0.04
Knowledge Township Ltd	-0.35%	(62.38)	-0.01%	(0.06)
Mahindra Bebanco Developers Limited	-0.18%	(32.19)	3.12%	30.34
Mahindra Infrastructure Developers Limited	0.39%	69.56	-0.07%	(0.66)
Mahindra Integrated Township Limited	-0.34%	(60.59)	7.11%	69.04
Mahindra Residential Developers Limited	4.78%	842.41	5.22%	50.72
Mahindra World City Developers Limited	2.06%	363.85	-32.40%	(314.72)
Mahindra World City (Jaipur) Limited	4.11%	725.57	10.33%	100.39
Mahindra World City (Maharashtra) Limited	-0.06%	(11.41)	0.00%	(0.03)
Raigad Industrial and Business Park Limited	-0.01%	(1.06)	-0.01%	(0.05)
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	0.00%	(0.17)	0.00%	(0.05)
Mahindra Industrial Park Chennai Limited(w.e.f. 22nd December 2014)	-0.08%	(13.41)	-1.37%	(13.30)
Mahindra Water Utilities Limited (w.e.f. 27th July 2015)	1.53%	269.74	4.46%	43.36
Minority Interest in all subsidiaries	9.67%	1,704.86	4.14%	40.18
		-		-
ASSOCIATES		-		-
-Indian		-		-
Kismat Developers Private Limited	0.00%	-	0.00%	-
Topical Builders Private Limited	0.00%	-	0.00%	-
		-		-
JOINT VENTURES		-		-
-Indian		-		-
Mahindra Inframan Water Utilities Private Limited	0.00%	0.10	-0.01%	(0.06)
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	-3.75%	(660.99)	-4.84%	(47.02)
		-		-

Annexure V-Notes to Restated Consolidated Financial Information.

Salient features of financial Statements of Subsidiaries/ Associates/ joint Ventures as per Companies Act, 2013

Sl No.	SUBSIDIARY	Reporting Period	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	(Rs millions)	
													Proposed Dividend	% of shareholding
1	Mahindra Infrastructure Developers Limited	30th Septmeber 2016	INR	180.00	(161.87)	31.31	13.18	1.03	0.18	(0.16)	-	(0.16)	-	100.00%
2	Mahindra World City Developers Limited	30th Septmeber 2016	INR	200.00	947.70	5,663.19	4,515.48	1,150.00	238.94	(50.24)	(0.59)	(49.66)	-	89.00%
3	Mahindra World City (Jaipur) Limited	30th Septmeber 2016	INR	2,000.00	831.34	7,090.26	4,258.92	490.97	685.25	289.19	85.26	203.93	-	74.00%
4	Mahindra World City (Maharashtra) Limited	30th Septmeber 2016	INR	11.70	(11.71)	36.30	36.31	35.00	0.01	(0.30)	-	(0.30)	-	100.00%
5	Mahindra Integrated Township Limited	30th Septmeber 2016	INR	504.35	357.35	2,088.58	1,226.88	662.95	308.58	81.48	7.20	74.28	-	96.30%
6	Knowledge Township Limited	30th Septmeber 2016	INR	210.00	(4.47)	451.52	245.99	-	-	(0.01)	-	(0.01)	-	100.00%
7	Mahindra Residential Developers Limited	30th Septmeber 2016	INR	2.50	918.76	1,250.74	329.47	-	65.32	(6.57)	(1.34)	(5.23)	-	96.30%
8	Mahindra Bebanco Developers Limited	30th Septmeber 2016	INR	0.50	128.69	1,421.72	1,292.53	-	305.49	68.72	23.00	45.72	-	70.00%
9	Industrial Township (Maharashtra) Limited	30th Septmeber 2016	INR	50.00	(1.48)	51.72	3.20	-	-	(0.04)	-	(0.04)	-	100.00%
10	Raigad Industrial & Business Park Limited	30th Septmeber 2016	INR	1.10	(1.08)	0.55	0.53	-	-	(0.02)	-	(0.02)	-	100.00%
11	Anthurium Developers Limited	30th Septmeber 2016	INR	0.50	0.72	23.69	22.47	-	0.38	0.35	0.11	0.24	-	100.00%
12	Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	30th Septmeber 2016	INR	0.50	0.68	263.80	262.62	-	1.07	0.85	-	0.85	-	100.00%
13	Mahindra Industrial Park Chennai Limited(w.e.f. 22nd December 2014)	30th Septmeber 2016	INR	1,700.00	72.56	2,377.48	604.92	-	-	(4.03)	-	(4.03)	-	89.00%
14	Mahindra Water Utilities Limited (w.e.f 27th July 2015)	30th Septmeber 2016	INR	1.00	523.98	576.17	51.19	0.29	86.57	34.94	11.74	23.20	-	98.99%

Names of subsidiaries which are yet to commence operations- NA

Names of subsidiaries which have been liquidated or sold during the year-NA

	Shares of Associate/Joint Venture held by the Company on the year end				Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the year	
	Latest Audited Balance Sheet Date	No. of Shares	Amount of investment in Associates/Joint Venture	Extent of Holding				Considered in Consolidation	Not Considered in Consolidation
ASSOCIATES									
Kismat Developers Private Limited	30th Septmeber 2016	15	150	42.86%	Note A	NA	(0.26)	(0.00)	(0.00)
Topical Builders Private Limited	30th Septmeber 2016	175	1,750	50.00%	Note A	NA	(2.91)	(0.05)	(0.05)
							-	-	-
JOINT VENTURES							-	-	-
Mahindra Inframan Water Utilities Private Limited	30th Septmeber 2016	24,999	249,990	50.00%	Note A	NA	0.03	(0.00)	(0.00)
Mahindra Homes Private Limited(earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	30th Septmeber 2016	206,018	2,060,180	50.00%	Note A	NA	(1.47)	1.65	1.65

A) There is significant influence due to percentage (%) of Share Capital.

Names of Associates/Joint Venture which are yet to commence operations- NA

Names of Associates/Joint Venture which have been liquidated or sold during the year- NA

Mahindra Inframan Water Utilities Private Limited is a 50% Joint Ventures of Mahindra Infrastructure Developers Limited which is a 100% subsidiary of the Company. There is no direct holding in the JV by the Company.

10

(Rs lakhs)														
Sl No.	SUBSIDIARY	Reporting Period	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Mahindra Infrastructure Developers Limited	31st March 2016	INR	180.00	(161.74)	31.08	12.81	0.80	0.38	(1.01)	(0.00)	(1.01)	-	100.00%
2	Mahindra World City Developers Limited	31st March 2016	INR	200.00	997.36	5,601.14	4,403.78	1,150.00	2,135.54	48.61	20.49	28.12	-	89.00%
3	Mahindra World City (Jaipur) Limited	31st March 2016	INR	2,000.00	627.41	6,710.22	4,082.81	42.21	867.66	204.41	75.80	128.61	85.00	74.00%
4	Mahindra World City (Maharashtra) Limited	31st March 2016	INR	11.70	(11.42)	0.39	0.10	-	0.02	(0.03)	0.00	(0.04)	-	100.00%
5	Mahindra Integrated Township Limited	31st March 2016	INR	504.35	283.07	2,235.10	1,447.69	663.05	582.85	64.34	14.41	49.93	-	96.30%
6	Knowledge Township Limited	31st March 2016	INR	210.00	(4.45)	449.57	244.02	-	-	(0.06)	-	(0.06)	-	100.00%
7	Mahindra Residential Developers Limited	31st March 2016	INR	2.60	923.99	1,344.95	418.36	-	338.31	56.64	11.47	45.18	-	96.30%
8	Mahindra Bebanco Developers Limited	31st March 2016	INR	0.50	82.97	1,501.78	1,418.30	-	572.14	28.71	9.51	19.20	-	70.00%
9	Industrial Township (Maharashtra) Limited	31st March 2016	INR	50.00	(1.45)	51.69	3.13	-	0.08	0.04	-	0.04	-	100.00%
10	Raigad Industrial & Business Park Limited	31st March 2016	INR	1.10	(1.06)	0.59	0.55	-	-	(0.05)	-	(0.05)	-	100.00%
11	Anthurium Developers Limited	31st March 2016	INR	0.50	0.48	23.93	22.95	-	0.75	0.69	0.21	0.48	-	100.00%
12	Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	31st March 2016	INR	0.50	(0.17)	0.37	0.03	-	-	(0.05)	-	(0.05)	-	100.00%
13	Mahindra Industrial Park Chennai Limited(w.e.f. 22nd December 2014)	31st March 2016	INR	1,700.00	76.59	2,352.46	575.87	-	-	(13.30)	-	(13.30)	-	89.00%
14	Mahindra Water Utilities Limited (w.e.f 27th July 2015)	31st March 2016	INR	1.00	500.77	561.93	60.16	0.28	189.52	86.97	30.35	56.62	-	98.99%

Names of subsidiaries which are yet to commence operations- NA

Names of subsidiaries which have been liquidated or sold during the year-NA

	Shares of Associate/Joint Venture held by the Company on the year				Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance sheet	Profit/Loss for the year	
	Latest Audited Balance Sheet Date	No. of Shares	Amount of investment in Associates/Joint Venture	Extent of Holding				Considered in Consolidation	Not Considered in Consolidation
ASSOCIATES									
Kismat Developers Private Limited	31st March 2016	15	150	42.86%	Note A	NA	(2.20)	(0.01)	(0.02)
Topical Builders Private Limited	31st March 2016	175	1,750	50.00%	Note A	NA	(28.54)	(0.99)	(0.99)
							-	-	-
JOINT VENTURES							-	-	-
Mahindra Inframan Water Utilities Private Limited	31st March 2016	24,999	249,990	50.00%	Note A	NA	0.35	(0.06)	(0.06)
Mahindra Homes Private Limited(earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	31st March 2016	206,018	2,060,180	50.00%	Note A	NA	(31.82)	33.11	33.11

A) There is significant influence due to percentage (%) of Share Capital.

Names of Associates/Joint Venture which are yet to commence operations- NA

Names of Associates/Joint Venture which have been liquidated or sold during the year- NA

Mahindra Inframan Water Utilities Private Limited is a 50% Joint Ventures of Mahindra Infrastructure Developers Limited which is a 100% subsidiary of the Company. There is no direct holding in the JV by the Company.

Annexure VI
Restated Consolidated Summary Statement of Long term Borrowings as at

Rs in Millions

Particulars	Non-Current Maturities						Current Maturities					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Long term Borrowings												
Term Loan												
From Banks Secured*	3,417.92	3,545.83	1,844.79	2,795.60	2,773.50	4,916.20	631.25	681.25	967.71	1,532.90	1,874.70	1,614.40
Less: Amount Disclosed under "Other Current Liabilities"	-	-	-	-	-	-	(631.25)	(681.25)	(967.71)	(1,532.90)	(1,874.70)	(1,614.40)
Total							-	-	-	-	-	-
Non Convertible Debentures	4,900.00	6,150.00	7,650.00	7,500.00	2,900.00	-	2,750.00	2,250.00	-	-	-	-
Less: Amount Disclosed under "Other Current Liabilities" (Refer Note 4 of Annexure V)							(2,750.00)	(2,250.00)	-	-	-	-
Total							-	-	-	-	-	-
Secured#						-	-	-	-	-	-	-
Unsecured Loan	-	-	-	-	-	-	-	-	-	-	-	-
From Others	75.69	75.69	75.69	75.69	75.69	-	-	-	-	-	-	-
Add: Share of Jointly controlled entities	-	-	-	-	-	-	-	-	-	-	-	-
	2,525.84	2,525.85	1,600.85	1,600.85	-	-	-	-	-	-	-	-
Total	10,919.45	12,297.37	11,171.33	11,972.14	5,749.19	4,916.20	-	-	-	-	-	-

1. The above statement should be read with the Statement of Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V

2. For terms, conditions and other details in respect of outstanding long term borrowings refer Annexure VI (A).

Annexure VI A
Statement of Principal terms of long term borrowings.

Secured Loan

Term Loan from Banks

Subsidiaries

Mahindra World City Developers Limited

a) Nature of Security

Term loans are secured by equitable Mortgage of specified lands.

b) Terms of Repayment

Term loan I carries interest @ 9.85% - Principal to be repaid in 12 equal quarterly instalments, commencing from April 2016.

Term loan II carries an interest of HDFC CPLR - 728 points. Principal to be repaid in 12 equal quarterly instalments, commencing from March 2018, after a moratorium of 24 months. Current rate of interest is 10.37 %.

Mahindra Industrial Park Chennai Limited

a) Nature of Security

Term loans are secured by equitable Mortgage of specified lands.

b) Terms of Repayment

Term loan carries an interest of HDFC CPLR - 680 points. Principal to be repaid in 16 equal quarterly instalments, commencing from March 2019, after a moratorium of 36 months. Current rate of interest is 10.85 % payable monthly.

Joint Venture

Mahindra Homes Private Limited

Indian rupee loan from bank carries interest of base rate and margin i.e., currently effective @ 10.25%. The Loan is repayable in 8 equal quarterly instalments commencing from 24 months from the first drawdown date viz. 31 March, 2016. The first repayment shall be date falling 27 months from the first drawdown date. The loan is secured against:

i) a first ranking and exclusive mortgage (subject only to the Permitted Second Charge) on the Land, building and development rights of Luminare project.

ii) a first ranking and exclusive charge by way of hypothecation over the (a) all rights, title, interest, benefits, claims and demands whatsoever of the Borrower in the permits, approvals and clearances of the Borrower relating to the Gurgaon Project; (b) all rights, title, interest, benefits, claims and demands whatsoever of the Borrower in any letter of credit, guarantee, performance bond, corporate guarantee and bank guarantee provided by any Person under the Gurgaon Project Documents; and (c) all rights, title, interest, benefits, claims and demands whatsoever of the Borrower in any Insurance Policies in relation to the Gurgaon Project (including any proceeds from such Insurance Policies).

iii) a first ranking pari passu charge by way of hypothecation (pari passu only with the Security Interest created / to be created to secure the working capital facility), over the Receivables including security deposit to land owners.

#Non-Convertible Debentures
Mahindra Lifespace Developers Limited

The terms and conditions of the Secured Non-Convertible Debentures issued by the Company are summarized below: -

Series	I	II	III
Face Value of Debentures (Rs millions)	1,250.00	1,750.00	2,000.00
Total Redemption Amount (Rs millions)	449.87	229.03	345.57
Rate of Interest Payable Annually	0%	8%	8%
Maturity Date	4 th April 2016	4 th April 2017	4 th April 2018

The above debentures are secured by an exclusive charge over all assets, including Land & building as identified by the Company from time to time.

At present the identified assets are land owned by the Company which is accounted as a part of Construction Work in Progress and land owned by its Subsidiary Mahindra Integrated Township Limited.

Series I Debentures of face value Rs. 1,250.00 million are matured on 4th April 2016.

Series II Debentures of face value Rs. 1,750 million are getting matured on 4th April 2017 and hence they form part of Other Current Liabilities.

Subsidiaries

Mahindra World City Jaipur Limited

Company has issued 2,500, 10% Redeemable Secured Non-Convertible Debentures of Rs. 1 million, each aggregating to Rs. 2500 million repayable in 3, 4 and 5 years in the ratio of 30:30:40 respectively along with redemption premium.

Series	A	B	C
Face Value of Debentures (Rs Millions)	750	750	750
Total Redemption Value (Rs Millions)	58.38	83.10	147.42
Rate of Interest	10%	10%	10%
Maturity Date	13 th July 2015	13 th July 2016	13 th July 2017

During the year the second tranche of Rs 750 million was repaid on 13th July 2016 along with premium on redemption of Rs. 83.10 million while first tranche of Rs. 750 million was repaid on 13th July 2015 along with redemption premium of Rs. 58.38 million.

a) Nature of Security

These Debentures are secured by way of first pari passu charge along with :-

- The debenture holders of Rs. 650 million as mentioned below on the assets of the project (excluding specified assets) by way of constructive mortgage through deposit of the title deeds

with the Debenture Trustee. The company has to maintain minimum fixed asset coverage ratio (FACR) of 1.25 at all times during the currency of debentures.

ii) The debenture holders of Rs. 1,500 million as mentioned below on the assets of the project (excluding specified assets) by way of constructive mortgage through deposit of the title deeds with the Debenture Trustee.

The company has to maintain minimum fixed asset coverage ratio (FACR) of 1.25 times (based on market value) at all times during the currency of debentures.

b) Terms of Repayment.

Interest on these debentures is payable annually in July.

Company has issued 650, 10.90% Redeemable Secured Non-Convertible Debentures of Rs. 1 Million each aggregating to Rs. 650 million repayable in 3, 4 and 5 years in the ratio of 31:31:38 respectively.

Series	I	II	III
Face Value of Debentures (Rs Millions)	200	200	250
Total Redemption Value (Rs Millions)	0.00	0.00	0.00
Rate of Interest	10.90%	10.90%	10.90%
Maturity Date	19 th December 2017	19 th December 2018	19 th December 2019

a) Nature of Security

These debentures are secured by way of first pari passu charge along with the debenture holders of Rs. 1,000 million (Out of Rs 2,500 million issued in July 2012) as mentioned above on the assets of the project (excluding specified assets) by way of constructive mortgage, through deposit of the title deeds with the Debenture Trustee. The company has to maintain minimum fixed asset coverage ratio (FACR) of 1.25 at all times during the currency of debentures.

b) Terms of Repayment.

Interest on these debentures is payable annually in December.

Company has issued 150 Redeemable Secured Non-Convertible Debentures of Rs. 1 Million each aggregating to Rs. 1500 million repayable in 3, 4 and 5 years in the ratio of 30:30:90 respectively. Redemption premium is payable on Series I and II on maturity while annual interest @ 9.48% is payable on Series III Non-Convertible Debentures as below: -

Series	I	II	III
Face Value of Debentures (Rs millions)	300.00	300.00	900.00
Total Redemption Premium Amount (Rs millions)	93.47	85.09	NA
Rate of Interest Payable Annually	0.00%	0.00%	9.48%
Maturity Date	5th July 2019	7th July 2020	7th July 2021

a) Nature of Security

First ranking pari passu charge on the specified Mortgaged Assets of the Company along with the debenture holder of Rs 1,000 million (Out of Rs. 2,500 million issued in July'12) and Rs. 650 million by way of constructive mortgage, through deposit of the title deeds with the Debenture Trustee.

The Company shall ensure that the requisite security cover of 1.25x to the Secured Obligations (based on Market Value) shall be maintained throughout the tenor of the Debentures and this Deed.

b) Terms of Repayment.

Interest on Series III debentures is payable annually in July.

Mahindra Integrated Township Limited

The terms and conditions of the Secured Non-Convertible Debentures issued by the Company are summarized below:-

Series	I	II	III
Face Value of Debentures (Rs millions)	250.00	250.00	250.00
Total Redemption Amount (Rs millions)	21.43	29.96	39.37
Rate of Interest Payable Annually	7%	7%	7%
Maturity Date	31-Aug-18	31-Aug-19	31-Aug-20

The above Debentures are secured by first ranking pari passu mortgage and charge on specific lands of the Company.

Unsecured Loan

Subsidiary

Mahindra Bebanco Developers Limited

Loan from related parties carries a coupon rate of 12.75% p.a. and is repayable on demand.

Debentures (Unsecured)

Joint Venture

Mahindra Homes Private Limited

The debentures shall earn, net of tax, simple interest of 15% per annum payable quarterly. Interest shall become due and payable only on availability of distributable cash. Interest on the debentures shall be cumulative and payable until the debentures are converted into equity shares. One debenture shall convert into one equity share. The conversion of the debentures shall at all times be made at the conversion price of Rs. 50,000. Debentures can be converted to equity shares at the conversion ratio with the consent of all shareholders. All debentures, to the extent outstanding, shall automatically and mandatorily convert to equity shares at the conversion Price upon the expiry of 12 years from the date of allotment. The Series B equity shares issued on conversion of the debentures shall rank pari passu in all respects with the Series C equity shares, respectively, in issue on the relevant date of conversion, with reference to all rights and benefits, including but not limited to voting rights, dividends, stock splits, bonus and/or rights issuance.

Annexure VII
Restated Consolidated Summary Statement of Short term borrowings, as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Secured Loans						
Overdrafts from Banks	-	-	-	-	21.85	26.61
From Bank	1,904.35	1,359.98	136.72	502.95	508.25	-
Non convertible Debentures	-	500.00	-	-	-	-
Unsecured Loans						
Intercompany Deposits	-	-	100.00	-	1,500.00	109.13
From Bank	737.34	700.00	-	-	-	-
From Others	482.63	195.52	-	-	-	-
Total	3,124.32	2,755.50	236.72	502.95	2,030.10	135.74
Add: Share In Jointly controlled entities	18.38	-	-	2.50	2.50	-
Total	3,142.70	2,755.50	236.72	505.45	2,032.60	135.74

Note:

- 1 There is no borrowings from any related party.
- 2 The above statement should be read with the Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V
3. For terms, conditions and other details in respect of above borrowings outstanding as on September 30, 2016, refer Annexure VII(A).

Annexure VII A

Statement of principal terms of Short Term Borrowings.

The short term borrowing from bank and others have been taken by the entities in the Group. The key terms and conditions in respect of these loans are summarized below.

Secured Loans

a) Loan from Bank :

Mahindra Lifespace Developers Limited

Nature of Security

*Short Term Loan/Working Capital Demand Loan and Cash Credit/Overdraft facility. The Short Term Loan/WCDL is secured by exclusive mortgage charge on immovable properties of the company while Cash Credit/Overdraft is secured by first hypothecation charge on all existing and future current assets of the company.

Terms of Repayment

Rate of interest is marginal cost lending rate plus 0.35% (presently 9.60%p.a). Cash Credit/Overdraft facility is repayable on demand from bank.

Mahindra Bebanco Developers Limited

Nature of Security

The Cash Credit facility is secured by first pari passu charge by way of mortgage on the Property / Project and second charge over escrow of receivables from Project

Terms of Repayment

Rate of interest is base rate plus 1% (presently 10.5%p.a). The cash credit facility is repayable on demand from bank.

Mahindra Integrated Township Limited

Nature of Security

Cash Credit facility is secured by hypothecation of book debts.

Terms of Repayment

Rate of interest is base rate plus 0.25%p.a. The cash credit facility is repayable on a monthly basis.

Mahindra Residential Developers Limited

Nature of Security

Cash Credit facility is secured by hypothecation of book debts and inventory.

Terms of Repayment

Rate of interest is 9.55% p.a. The cash credit facility is repayable on a monthly basis.

Mahindra World City Maharashtra Limited

Intercompany Deposit for investment purposes.

Terms of Repayment

Rate of interest is 10.50% payable on maturity.

b) Non-Convertible Debentures

Mahindra World City (Jaipur) Limited

9.50% Redeemable Non Convertible Debentures

The debentures are repaid on 11th July' 16.

Unsecured Loan

Mahindra Lifespace Developers Limited

Includes Commercial Papers at 7.10% & 7.00% repayable on maturity and Intercompany Deposit at 7.50% repayable on maturity.

Mahindra Bebanco Developers Limited

Includes Commercial Papers at 7.20% repayable on maturity

Annexure VIII
Restated Consolidated Summary Statement of Non Current Investments, as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Trade, Unquoted (At Cost)						
Equity Shares						
In Associates						
Topical Builders Private Limited (175 Shares acquired during the year)	-	-	-	-	-	-
Kismat Developers private Limited (15 Shares acquired during the year)	-	-	-	-	-	-
In Others						
Deepmangal Developers Private Limited	63.46	28.46	28.46	28.46	28.46	28.46
Mahindra Knowledge Park (Mohali) Limited	-	-	-	-	-	-
New Tirupur Area Development Corporation Limited	155.06	155.06	155.06	155.06	155.06	155.06
Topical Builders Private Limited (175 Shares acquired during the year)						
Kismat Developers private Limited (15 Shares acquired during the year)						
Preference Shares						
In Associates						
Topical Builders Private Limited (8.5 % Non Cumulative Preference Share)	0.05	0.05	0.05	-	-	-
Kismat Developers Pvt.Ltd. (7 % Non Cumulative Preference Share)	0.05	0.05	0.05	-	-	-
Rathna Bhoomi Enterprises Private Limited (10% Non Cumulative Redeemable Participating Optionally Convertible Preference Shares)	1.19	-	-	1.19	2.39	-
Mahindra Knowledge Park (Mohali) Limited (7% Non Cumulative Redeemable Participating Optionally Convertible Preference Shares)	-	-	-	-	0.50	-
Topical Builders Private Limited (7 % Non Cumulative Preference Share)	-	1.19	1.19	0.05	0.10	2.39
Kismat Developers Pvt.Ltd. (7 % Non Cumulative Preference Share)	-	-	-	0.05	0.10	0.50
Moonshine Construction Pvt Limited 7% Non-Cumulative Redeemable Participating Optionally Convertible Preference Shares)	0.05	0.05	0.05	0.05	-	-

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Debentures						
In Joint Venture						
Mahindra Homes Private Limited Company (Earlier Known as						
Watsonia Developers Private Limited and before that Watsonia	1,600.86	1,600.86	1,600.86	1,600.86	-	-
Developers Limited)						
(15.00% Compulsory Convertible Debentures)	1,820.72	1,785.72	1,785.72	1,785.72	186.61	186.41
Less : Provision for Diminution in Value of Investments	(156.26)	(156.26)	(156.26)	(1.20)	(2.89)	(2.89)
Total	1,664.46	1,629.46	1,629.46	1,784.52	183.72	183.52

For 31.03.2016, 31.03.2015

a) The Groups investment in the equity shares of New Tirpur Area Development Corporation Limited ("NTADCL") aggregates Rs. 155.063 million. The net worth of NTADCL is substantially eroded.

NTADCL was exploring the option of supplying industrial water to a textile park proposed to be set up by the state government of Karnataka which would have contributed substantially to its revenues. Consequent, to the finalization of the financial statements for the year ended March 31, 2014 it was expected that there were likely to be delays in setting up the same and the probability of the whole project being set up was significantly lower as compared to the previous year. As a result the Group has made a provision for diminution of its investment in NTADCL of Rs 155.06 million.

For 31.03.2014, 31.03.2013 and 31.03.2012

In the opinion of the Management, no loss is expected to arise in respect of other long term investments for which an additional provision is required to be made in the accounts.

The Company has made investment in equity shares of Rs 180 million in the wholly owned subsidiary Mahindra Infrastructure Developers Limited("MIDL"). MIDL has further invested Rs 150 millions in the equity shares of New Tirpur Area Development Corporation Limited (NTADCL). Due to adverse business conditions, NTADCL has been making losses and there has been an erosion in the net worth of NTADCL. In view of the management various steps contemplated by the stakeholders such as infusion of equity capital, debt restructuring, increase in tariff rates of water etc and various other concessions from Tamil Nadu Government are expected to lead to a turnaround in the operations of NTADCL and improve its financial position. Hence the management does not perceive any permanent diminution in the value of the investments in NTADCL and in the value of the investments in MIDL. Considering the long term and strategic nature of the said investment for reasons stated above no erosion has been considered necessary on this account.

Annexure VIII
Restated Consolidated Summary Statement of Current Investments, as at

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Unquoted, Non Trade (At lower of cost or fair value)						
In Units of Mutual Fund						
Opening	2,191.15	586.51	1,229.24	1,148.52	1,564.35	-
Acquired during the year	-	-	-	-	-	-
ICICI Prudential Flexible Income Direct Plan Growth	72.69					
UTI Treasury Advantage Fund - Growth Plan	59.00					
UTI- Short Term Income Fund- Institutional Option-Direct Plan- Growth	6.78					
JM - Floater Long Term Fund-Direct Growth Option	146.25					
Birla Sun Life Cash Plus- Direct Growth	13.00					
JP Morgan India Treasury Fund - Super Institutional Plan Daily Dividend	-	-	-	-	-	433.52
L&T Ultra Short Term Fund- Daily Dividend	-	-	-	-	-	354.07
JM Money Manager Super Plus - Institutional - Daily Dividend	-	-	-	-	-	356.62
Religare Liquid Fund Super Institutional - Daily Dividend	-	-	-	-	-	140.48
DSP BlackRock Liquidity Fund - Institutional Plan - Growth	-	-	-	-	-	22.51
HDFC Cash Management Fund Treasury Advantage Plan	-	-	-	-	-	50.00
Religare Liquid Fund	-	-	-	-	-	20.00
SBI - Premier Liquid Plan - Institutional Growth	-	-	-	-	-	30.00
Kotak Flexi Debt Scheme - Growth	-	-	-	-	-	11.97
JM High Liquidity Fund - Institutional Plan - Growth	9.31	-	-	-	-	138.12
JM Money Manager Fund Super Plus Plan - Growth	-	-	-	-	-	4.15
JP Morgan India Treasury Fund	-	-	-	-	358.07	2.81
Sundaram ultra Short Term Fund - Super IP	-	-	-	-	501.45	-
BSL Ultra Short Term Fund-Super Institutional	-	-	-	-	50.07	-
Kotak Floater Long Term Fund- Daily Dividend	-	-	-	-	200.51	-
SBI - Magnum Insta Cash Fund Cash Option	-	-	-	-	10.72	-
JP Morgan India Treasury Fund -Growth	-	-	-	408.92	27.57	-
HSBC Cash Fund - Growth	-	-	-	409.46	-	-
ICICI Prudential Liquid - Growth	-	-	-	115.26	-	-
Kotak Floater Long Term Fund- Daily Dividend	-	-	-	295.48	-	-
ICICI- Ultra Short Term Plan - Direct Growth	-	-	75.00	-	-	-
DSP Black Rock Money manager Fund-Direct plan-growth	-	-	0.43	-	-	-
JM Money Manager Fund Super Plus Plan - Growth	-	-	152.02	-	-	-
IDFC Money Manager Fund - Treasury Plan	-	-	80.00	-	-	-
JM High Liquidity Fund - Growth Option (452)	-	-	29.51	-	-	-
Reliance Money Manager Fund-Direct growth plan Growth Option	89.50					
Reliance Interval Fund Quarterly Plan Series- II	-	-	50.00	-	-	-
Templeton India Ultra Short Bond Fund Super Institutional						
Plan - Direct Growth	-	-	192.41	-	-	-
Birla Sun life Savings Fund- Growth Fund	94.43					
Reliance Liquid Fund- Treasury Plan- Direct Growth Plan- Growth Option	-	-	7.00	-	-	-
Templeton India Ultra Short Bond Fund Super Institutional						
Plan - Direct Growth	-	2,051.65	-	-	-	-

Annexure VIII
Restated Consolidated Summary Statement of Current Investments, as at

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
HDFC Cash Management Fund-Treasury Advantage Plan-Retail-Daily Dividend	0.29					
Templeton India Ultra Short Bond Fund Super Institutional Plan - Direct Growth		-	-	-	-	-
	2,682.40	2,638.16	1,815.62	2,377.64	2,712.75	1,564.24
<u>Redeemed during the year</u>						
JP Morgan India Treasury Fund - Super Institutional Plan Daily Dividend	-	-	-	-	433.52	-
L&T Ultra Short Term Fund- Daily Dividend	-	-	-	-	354.07	-
JM Money Manager Super Plus - Institutional - Daily Dividend	-	-	-	-	356.62	-
Religare Liquid Fund Super Institutional - Daily Dividend	-	-	-	-	140.48	-
DSP BlackRock Liquidity Fund - Institutional Plan - Growth	-	-	-	-	22.51	-
HDFC Cash Management Fund Treasury Advantage Plan	-	-	-	-	50.00	-
Religare Liquid Fund	-	-	-	-	20.00	-
SBI - Premier Liquid Plan - Institutional Growth	-	-	-	-	30.00	-
Kotak Flexi Debt Scheme - Growth	-	-	-	-	11.97	-
JM High Liquidity Fund - Institutional Plan - Growth	-	-	-	-	138.12	-
JM Money Manager Fund Super Plus Plan - Growth	-	-	-	-	4.15	-
JP Morgan India Treasury Fund	-	-	-	-	2.81	-
JP Morgan India Treasury Fund - IP	-	-	-	358.07	-	-
Sundaram ultra Short Term Fund - Super IP	-	-	-	501.45	-	-
BSL Ultra Short Term Fund-Super Institutional	-	-	-	50.07	-	-
Kotak Floater Long Term Fund- Daily Dividend	-	-	-	200.51	-	-
JP Morgan India Treasury Fund -Growth	-	-	408.92	10.72	-	-
HSBC Cash Fund - Growth	-	-	409.46	27.57	-	-
ICICI Prudential Liquid - Growth	-	-	115.26	-	-	-
Kotak Floater Long Term Fund- Daily Dividend	-	-	295.48	-	-	-
ICICI- Ultra Short Term Plan - Direct Growth	-	75.00	-	-	-	-
DSP Black Rock Money manager Fund-Direct plan-growth	-	0.43	-	-	-	-
JM Money Manager Fund Super Plus Plan - Growth	-	152.02	-	-	-	-
IDFC Money Manager Fund - Treasury Plan	-	80.00	-	-	-	-
JM High Liquidity Fund - Growth Option (452)	-	29.51	-	-	-	-
Reliance Interval Fund Quarterly Plan Series- II	-	50.00	-	-	-	-
Templeton India Ultra Short Bond Fund Super Institutional Plan - Direct Growth	2,191.15	192.41	-	-	-	-
Reliance Liquid Fund- Treasury Plan- Direct Growth Plan- Growth Option	-	7.00	-	-	-	-
Joint	0.13	0.13	0.12	0.12	0.11	-
	2,191.28	586.51	1,229.24	1,148.52	1,564.35	-
Add:Share of jointly controlled entities	75.32	139.50	0.13	0.12	0.12	0.11
Total	566.58	2,191.15	586.51	1,229.24	1,148.52	1,564.35

Annexure IX
Restated Consolidated Summary Statement of Loans and Advances as at
Long Term Loans and Advances as at

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(Unsecured, Considered good unless otherwise stated)						
Other Loans & Advances						
Considered good				53.24	13.58	1.41
Secured	0.01	0.01	9.12	14.89		
Unsecured	85.20	86.01	44.88	-		-
- Considered doubtful						
	85.21	86.02	54.00	68.13	13.58	1.41
Less : Provision for doubtful loans & advances	-	-	-	-	-	-
	85.21	86.02	54.00	68.13	13.58	1.41
Intercompany Deposits						
Advance payment of Income tax (net of Provision for tax)	570.97	634.00	666.29	-	-	-
Deposits	15.03	14.71	11.93	20.92	32.30	29.13
	671.21	734.73	732.22	89.05	45.88	30.54
Add: Share in Jointly controlled entities	10.46	10.13	0.20	0.01	0.01	0.08
	681.67	744.86	732.42	89.06	45.89	30.62

Short Term Loans and Advances as at

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(Unsecured, considered Good, unless otherwise stated)						
- Loans and advances to related parties						
- Considered good	220.96	220.91	226.41	224.88	313.92	223.62
- Considered doubtful		-	-	-	-	-
	220.96	220.91	226.41	224.88	313.92	223.62
Other Loans and Advances						
Secured considered good	3.10	17.69	534.66	582.12	458.07	-
Unsecured	-	-	-	-	-	-
- Considered good#	2,775.26	2,567.01	2,756.10	2,824.10	3,032.53	2,905.03
- Considered doubtful	27.13	27.13	27.13	12.13	12.17	12.12
Less: Allowance for doubtful loans and advances	(27.13)	(27.13)	(27.13)	(12.13)	(12.15)	(12.12)
	2,778.36	2,584.70	3,290.76	3,406.22	3,032.55	2,905.03
Advance payment of Income tax (net of Provision for tax for year ended 31st March 2014 is Rs 3122.51 million for year ended 31st March 2013 is Rs 2674.97 million, for year ended 31st March 2012 is Rs. 2031.87 million)	-	-	-	643.20	536.90	242.56
Staff Loans and Advances	-	-	2.03	1.41	0.69	1.09
Deposits	348.65	346.39	389.09	305.76	396.53	384.24
	3,347.97	3,152.00	3,908.28	4,581.47	4,280.59	3,756.54
Add: Share of jointly controlled entities	2,492.05	2,418.59	2,298.26	2,264.33	3.32	1.61
Total	5,840.02	5,570.59	6,206.54	6,845.80	4,283.91	3,758.15

For 31.03.2012

- a. Other Loans & Advances include Rs. 420.53 Millions (previous year Rs. 420.53 Millions) on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company. The dispute b. Other Loans & Advances thereon represent the amounts recoverable from the proceeds of projects undertaken/financed by the Company as per the contracted terms. The advances as well as the interest thereon are considered good and fully

For 31.03.2013

- a. Other Loans & Advances include Rs. 420.53 Millions on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company, presently referred to arbitration. The Company b. Other Loans & Advances thereon represent the amounts recoverable from the proceeds of projects undertaken/financed by the Company as per the contracted terms. The advances as well as the interest thereon are considered good and fully c. Other Loans & Advances includes Rs 1,000 Millions which the company had paid in the financial year 2011-12 as a project advance for development of a property. However, the project commencement has been delayed.

For 31.03.2014

- a. Other Loans & Advances thereon represent the amounts recoverable from the proceeds of projects undertaken/financed by the Company as per the contracted terms. The advances as well as the interest thereon are considered good and fully recoverable b. Other Loans and advances include project advances of Rs 100 millions pending for over 2 years relating to a project whose commencement has been delayed due to non performance by Vendors. The Company has during the quarter initiated action # Construction Work-in-Progress, short term loans and advances and interest accrued on project advances in other current assets include Rs 76.59 million, Rs 4,20.53 million and Rs 217.5 million, respectively on account of a project, where

For 31.03.2015

- Other Loans and advances included project advances of Rs 1,000 Millions pending for over 3 years relating to a project whose commencement had been delayed due to non-performance with respect to the agreed condition precedents by Vendors. The # The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the The short term loans and advances comprise entirely unsecured loans and advances to related parties for business purpose:

Loans and advances to Holding Company (Mahindra & Mahindra Limited) Rs. 200 Millions.

For 31.03.2016

During the year ended 31.03.2016, the company has received an award in terms of the consent terms filed by the Company and the Vendors before the H'ble Arbitral Tribunal and the Company has acquired the property. The Company shall be undertaking

The short term loans and advances comprise entirely unsecured loans and advances to related parties for business purpose:

Loans and advances to Holding Company (Mahindra & Mahindra Limited) Rs. 200 Millions.

The following table summarises the loans and advances required to be disclosed under section 186(4) of the Act and Clause 32 of the listing agreement.

Loans & Advances to Associate

Name of the Company	As on 30.09.2016		As on 31.03.2016		As on 31.03.2015	
	Balance as on 30th September, 2016 (Rs. In Millions)	Maximum outstanding during the year (Rs. In Millions)	Balance as on 31st March 2016 (Rs. In Millions)	Maximum outstanding during the year (Rs. In Millions)	Balance as on 31st March 2015 (Rs. In Millions)	Maximum outstanding during the year (Rs. In Millions)
Kismat Developers Private Limited	0.08	0.08	0.03	0.03	0.03	0.03
Topical Builders Private Limited	20.74	20.74	20.74	20.74	26.24	26.24
Total	20.81	20.81	20.76	20.76	26.26	26.26

Annexure X
Restated Consolidated Summary Statement of Other Assest as at
Other Non Current Assets

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Long term trade receivable	305.88	333.12	-	-	-	-
Doubtful	57.87	57.87	-	-	-	-
Less: Provision for doubtful trade receivables	(57.87)	(57.87)	-	-	-	-
Long Term Deposits with maturity more than 12 months	8.30	48.71	15.15	89.37	6.63	27.52
Fixed deposit of Rs. 5.76 million as at 31.03.2016 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 1.85 million as at 31.03.2015 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 6.23 million as at 31.03.2014 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 1.85 million as at 31.03.2013 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 4.37 million as at 31.03.2012 is against Margin Monies with banks for Bank Guarantee						
	314.18	381.83	15.15	89.37	6.63	27.52
Add: Share in Jointly controlled entities	-	-	129.67	1.05	0.00	-
Total	314.18	381.83	144.82	90.42	6.63	27.52

Other Current Assets

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(Unsecured, considered Good, unless otherwise stated)						
Interest accrued on Project advances				407.03	407.03	407.03
Less: Provision for impairment in asset value.	-	-	-	(155.02)	(155.02)	(155.02)
	-	-	-	252.01	252.01	252.01
Interest accrued on deposits	555.49	415.30	574.03	242.92	47.94	42.31
	555.49	415.30	574.03	494.93	299.95	294.32
Unbilled Revenue	1,828.36	2,217.60	1,619.24	821.79	836.69	564.04
Others	42.89	42.81	42.96	10.83	10.82	-
	2,426.74	2,675.70	2,236.23	1,327.55	1,147.46	858.36
Add: Share of jointly controlled entities	322.55	202.44	0.75	0.17	0.17	0.05
Total	2,749.29	2,878.15	2,236.98	1,327.72	1,147.63	858.41

For 31.03.2014, 31.03.2013 and 31.03.2012

* Interest accrued on Project advances thereon represent the amounts recoverable from the proceeds of projects undertaken/financed by the Company as per the contracted terms. The advances as well as the interest thereon are considered good and fully recoverable based on inter-alia the estimates and projections by the Company of the project costs and revenues.

For 31.03.2013 and 31.03.2012

Interest accrued on Project advances include Rs. 217.50 Million for 31.03.2013 and Rs. 217.50 Million for 31.03.2012 on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company, presently referred to arbitration. The Company together with the Owner is also exploring the option of selling the property to third parties. Management is hopeful of a favorable outcome and does not expect any loss in this account.

For 31.3.2014

Construction Work-in-Progress, short term loans and advances and interest accrued on project advances in other current assets include Rs 76.59 million, Rs 420.53 million and Rs 217.5 million, respectively on account of a project, where commencement of construction had been delayed on account of a dispute between the land-owner and the Company which was referred to arbitration. Post year end, the parties have entered into mutually agreed consent terms and the arbitration award has been issued in accordance with the consent terms, as a result of which these amounts are expected to be recovered either by sale or joint development of the property.

For 31.3.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Annexure XI
Restated Consolidated Summary Statement of Trade Receivable as at,

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Unsecured, Considered Good, Unless otherwise stated)						
Outstanding over six months						
Considered good	205.88	232.04	188.67	128.27	218.31	298.59
Considered doubtful	60.25	60.25	59.98	26.12	20.62	11.12
	266.13	292.29	248.65	154.39	238.92	309.71
Other debts, considered good	1,170.39	479.83	198.53	732.84	463.52	1,468.49
Considered doubtful	-	-	-	-	-	-
	1,170.39	479.83	198.53	732.84	463.52	1,468.49
Less: Provision for doubtful receivables	(52.85)	(52.85)	(59.98)	(26.12)	(20.62)	(11.12)
	1,383.67	719.27	387.20	861.11	681.82	1,767.08
Add:Share of jointly controlled entities	8.77	18.87	78.34	228.66	219.98	207.97
Total	1,392.44	738.14	465.54	1,089.77	901.80	1,975.05

Refer to Annexure XVIII on Related Parties for Receivables from Related Parties

Annexure XII
Restated Consolidated Summary Statement of Other Income, for the period ended

Particulars	Rs in millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Interest Earned						
-On InterCorporate Loans	1.27	3.17	3.71	0.56	0.70	1.07
- On Bank Deposits	22.35	30.39	35.76	123.81	71.73	59.96
- On Optionally Convertible Debentures	141.66	283.02	282.55	160.12	-	-
- Others	26.04	17.55	21.73	40.80	11.55	52.81
Dividend - On Current Investments-Non Trade	13.71	26.79	43.13	85.96	138.97	109.40
Profit on Sale of Current Investments-Non Trade	8.20	34.39	24.29	27.65	4.60	5.49
Profit on Sale of Long Term investments- Non Trade	-	-	-	-	-	-
Profit on Sale of other Fixed Assets	0.29	0.27	-	-	87.00	28.33
Write-back of provisions for losses to completion#	-	-	155.02	-	-	-
Miscellaneous Income	30.88	111.50	47.29	65.06	26.64	13.58
	244.40	507.08	613.48	503.96	341.19	270.64
Add: Share in Jointly controlled entities	3.21	5.61	1.21	5.44	0.29	0.81
Total	247.61	512.69	614.69	509.40	341.48	271.45

For 31.3.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Note: All items above are recurring in nature and arising out of normal business activities. However frequency of their occurrence is uncertain

Annexure XIII
Consolidated Statement of Accounting Ratios

Rs in millions

S.No.	Particulars	Six Months ended September 30,2016	Year ended March 31,2016	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012
1	Net Profit/(Loss) from operations after exceptional items and Tax	554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
2	Net Profit/(Loss) after exceptional items and Tax of continuing operations	554.55	930.92	2,661.95	1,006.29	1,413.65	1,190.80
3	Weighted average number of Equity Shares each outstanding during the year/period (for Basic earning per share)	41,034,670	41,021,975	40,967,118	40,841,051	40,835,310	40,835,150
4	Weighted average number of Equity Shares each outstanding during the year/period (for Diluted earning per share)	41,218,303	41,167,759	41,142,517	40,841,051	40,835,310	40,835,150
5	Number of Equity Shares outstanding at the end of the year/period	41,035,750	41,033,150	41,012,200	40,848,350	40,839,650	40,835,150
6	Net Worth	16,196.56	15,633.64	14,749.62	12,616.69	12,930.75	11,549.94
7	Earning Per share (of Rs 10 each)						
	Basic	13.51	22.69	64.98	24.64	34.61	29.16
	Diluted	13.45	22.61	64.70	24.64	34.61	29.16
8	Earning Per share (of Rs 10 each) from continuing operations						
	Basic	13.51	22.69	64.98	24.64	34.61	29.16
	Diluted	13.45	22.61	64.70	24.64	34.61	29.16
9	Return on Net Worth - %	3.42%	5.95%	18.05%	7.98%	10.93%	10.31%
10	Net Asset Value Per Share (6/5) Rs	394.69	381.00	359.64	308.87	316.62	282.84

Notes

1 Ratios have been computed as per the following formulas :

a Basic earnings/ (loss) per share (Rs.)	$\frac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$
b Diluted earnings/(loss) per share(Rs.)	$\frac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the period/year}}$
c Return on net worth (%)	$\frac{\text{Net profit/(loss) after tax as restated}}{\text{Net worth at the end of the period/ year excluding preference share capital}}$
d Net asset value per equity share (Rs.)	$\frac{\text{Net worth at the end of the period/ year excluding preference share capital}}{\text{Total number of equity shares outstanding at the end of period/year}}$

2 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year, adjusted by the number of equity shares issued during the period/year multiplied by the time-weighting factor. The time-weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the period/year.

3 Earnings per share calculations are done in accordance with Accounting Standard 20 'Earnings Per Share'.

Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Share capital suspense account + Reserves and surplus. Shares allotted to Employee stock option (ESOP) Trust pursuant to employee share based payment scheme

4 have not been reduced for the purpose of

5 Ratios for six months period ended September 30, 2016 are not annualised.

6 Calculation of Net Worth

Rs in Millions

Particlars	Six Months ended September 30,2016	Year ended March 31,2016	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012
Total Paid-up Capital	410.42	410.33	410.12	408.48	408.40	408.35
Reserves and surplus	15,786.14	15,223.31	14,339.50	12,208.20	12,522.35	11,141.58
Miscellaneous Expenses (to the extent not written off or adjusted)	-	-	-	-	-	-
Total	16,196.56	15,633.64	14,749.62	12,616.69	12,930.75	11,549.94

Annexure XIV
Consolidated Statement of Segment Reporting for the period ended

Rs in Millions

	Sep-16				Financial Year 2015-2016				Financial Year 2014-2015			
	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated
REVENUE												
External Revenue	100.22	3,704.11	-	3,804.32	201.90	8,059.72	-	8,261.62	198.05	10,662.93	-	10,860.98
Inter-segment Revenues	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL REVENUE	100.22	3,704.11	-	3,804.32	201.90	8,059.72	-	8,261.62	198.05	10,662.93	-	10,860.98
SEGMENT RESULT	96.17	1,322.26	-	1,418.43	192.07	2,167.22	-	2,359.29	181.21	4,893.51	-	5,074.73
Unallocated Corporate	-	-	-	-	-	-	-	-	-	-	-	-
Expenses (net)	-	-	-	(432.68)	-	-	-	(704.33)	-	-	-	(689.43)
Operating profit	-	-	-	985.74	-	-	-	1,654.96	-	-	-	4,385.30
Interest expense	-	-	-	(309.93)	-	-	-	(509.03)	-	-	-	(513.97)
Interest income	-	-	-	185.73	-	-	-	328.53	-	-	-	338.87
Income taxes	-	-	-	(244.80)	-	-	-	(503.35)	-	-	-	(1,377.72)
Net Profit	-	-	-	616.74	-	-	-	971.11	-	-	-	2,832.48
OTHER INFORMATION	-	-	-	-	-	-	-	-	-	-	-	-
Segment Assets	231.39	40,727.21	-	40,958.60	200.28	40,952.85	-	41,153.14	198.14	34,056.97	-	34,255.11
Unallocated Corporate Assets	-	-	-	3,309.39	-	-	-	2,594.18	-	-	-	1,831.40
TOTAL ASSETS	-	-	-	44,267.99	-	-	-	43,747.32	-	-	-	36,086.51
Segment Liabilities	66.04	25,139.98	-	25,206.02	56.03	25,049.49	-	25,105.52	55.77	20,328.66	-	20,384.43
Unallocated Corporate Liabilities	-	-	-	1,098.37	-	-	-	1,303.29	-	-	-	952.46
TOTAL LIABILITIES	-	-	-	26,304.39	-	-	-	26,408.82	-	-	-	21,336.89
Capital Expenditure	-	9.46	-	22.52	-	225.53	-	242.97	-	476.43	-	493.87
Depreciation	2.52	76.64	-	93.11	5.03	157.58	-	192.89	5.01	107.14	-	132.34

The segment result for Projects, Project Management and Development activity is arrived at after considering an interest for the period ended 30th September 2016 is Rs. 216.86 million for the year ended 31st March 2016 is Rs. 339.19 million, for the year ended 31st March 2015 is Rs 127.79 million, for the year ended 31st March 2014 is Rs 242.68 million, for the year ended 31st March 2013 is Rs 187.92 million for the year ended 31st March 2012 is 157.87 million as it formed part of the cost of projects according to the method of accounting followed by the Company.

Annexure XIV
Consolidated Statement of Segment Reporting for the period ended

Rs.in Millions

	Financial Year 2013-2014				Financial Year 2012-2013				Financial Year 2011-2012			
	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated
REVENUE												
External Revenue	163.12	6,889.46	-	7,052.57	189.34	7,194.04	-	7,383.38	144.57	6,868.09	-	7,012.66
Inter-segment Revenues	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL REVENUE	163.12	6,889.46	-	7,052.57	189.34	7,194.04	-	7,383.38	144.57	6,868.09	-	7,012.66
SEGMENT RESULT	144.35	2,082.58	-	2,226.93	170.60	2,727.36	-	2,897.96	125.95	2,202.83	-	2,328.78
Unallocated Corporate Expenses (net)	-	-	-	-	-	-	-	-	-	-	-	-
Operating profit	-	-	-	1,815.50	-	-	-	2,607.71	-	-	-	2,003.75
Interest expense	-	-	-	(501.87)	-	-	-	(312.40)	-	-	-	(210.87)
Interest income	-	-	-	295.82	-	-	-	65.39	-	-	-	87.74
Income taxes	-	-	-	(509.28)	-	-	-	(799.13)	-	-	-	(592.91)
Net Profit	-	-	-	1,100.16	-	-	-	1,561.57	-	-	-	1,287.72
OTHER INFORMATION												
Segment Assets	208.00	31,813.71	-	32,021.71	222.26	22,048.21	0.06	22,270.52	233.14	19,133.15	2.44	19,489.00
Unallocated Corporate Assets	-	-	-	2,245.44	-	-	-	6,309.32	-	-	-	3,222.08
TOTAL ASSETS	-	-	-	34,267.15	-	-	-	28,579.85	-	-	-	22,711.12
Segment Liabilities	60.30	20,713.73	-	20,774.04	58.99	14,813.13	2.42	14,874.53	58.99	10,469.00	4.92	10,532.91
Unallocated Corporate Liabilities	-	-	-	876.40	-	-	-	774.57	-	-	-	507.58
TOTAL LIABILITIES	-	-	-	21,650.44	-	-	-	15,649.10	-	-	-	11,040.49
Capital Expenditure	-	235.00	-	290.23	3.95	915.06	-	934.77	-	250.09	-	262.22
Depreciation	5.81	78.31	-	100.54	5.11	69.60	-	87.04	5.11	67.01	-	93.39

The segment result for Projects, Project Management and Development activity is arrived at after considering an interest for the period ended 30th September 2016 is Rs. 216.86 million for the year ended 31st March 2016 is Rs. 339.19 million, for the year ended 31st March 2015 is Rs 127.79 million ,for the year ended 31st March 2014 is Rs 242.68 million,for the year ended 31st March 2013 is Rs 187.92 million for the year ended 31st March 2012 is 157.87 million as it formed part of the cost of projects according to the method of accounting followed by the Company.

Annexure XV
Consolidated Statement Of Dividend Paid

Equity Dividend

Particulars	September 30, 2016	March 31, 2016	March 31, 2015(Final Dividend)	March 31, 2015(Interim Dividend)	March 31, 2014	March 31, 2013	March 31, 2012
Paid-Up equity share capital (in million)	410.36	410.33	410.12	409.96	408.48	408.40	408.35
No equity shares	41035750	41033150	41012200	41015000	40848350	40839650	40835150
Dividend per share(Rs)	-	6	6	6	6	6	6
Rate of Dividend	-	60%	60%	60%	60%	60%	60%
Total amount of dividend declared (in million)	-	246.20	246.07	245.98	245.09	245.04	245.01
Due to ESOP allotted after year end but before AGM (in million)	-	0.00	0.02	-	0.89	-	-
Amount of dividend paid up to September 2016(in million)	-	244.29	244.11	244.31	244.35	243.39	243.41

Unpaid amount of dividend as of 30 th September (in million)	-	1.91	1.96	1.67	1.63	1.65	1.60

Annexure XVI-Restated Consolidated Summary statement of Related Party transactions
For the period ended September 30, 2016

List of related parties:

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Fellow Subsidiaries	
Bristlecone India Limited	Mahindra & Mahindra Contech Limited
Mahindra Holidays & Resorts India Limited	Mahindra Integrated Business Solution Private Limited
Mahindra Consulting Engineers Limited	EPC Industries Limited
Mahindra Susten Private Limited (Formerly known as Mahindra EPC Services Private Limited)	
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)
Associates	
Kismat Developers Private Limited	
Topical Builders Private Limited	

Key Management Personnel

Name	Designation
Ms. Anita Arjundas	Managing Director and Chief Executive officer
Mr. Jayant Manmadkar	Chief Financial Officer
Mr. Suhas Kulkarni	Company Secretary

Directors

Name	Designation
Mr. Arun Nanda	Non-executive Non-Independent Chairman
Dr. Anish Shah	Non-executive Non-Independent Director
Mr. Sanjiv Kapoor	Non-executive Independent Director
Mr. Shailesh Haribhakti	Non-executive Independent Director
Dr. Prakash Hebalkar	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 30th September 2016

Rs. In millions			
Nature of Transactions	Enterprise controlling the Company	Companies under common control including Fellow Subsidiaries	Key Management Personnel
Rendering of Services	113.03	0.01	-
Previous Year	222.19	0.01	-
Receiving of services	22.07	17.19	-
Previous Year	43.48	20.94	-
Sale of Goods	-	-	-
Previous Year	113.20	0.04	-
Purchase of Fixed Assets	0.05	-	-
Previous Year	-	-	-
Remuneration to Key Managerial Personnel	-	-	27.49
Previous Year	-	-	46.23
Refund on sale of Unit	-	-	5.00
Previous Year	-	-	-
Reimbursement made to parties	28.66	-	-
Previous Year	45.49	-	-
Interest paid	-	-	-
Previous Year	-	5.79	-
Dividend Paid	125.08	-	-
Previous Year	125.08	-	-
Receivables	228.38	0.25	-
Previous Year	244.44	0.25	-
Payables	98.19	5.22	-
Previous Year	77.41	7.05	-
Deposit Received	-	-	-
Previous Year	0.14	-	-
Deposit Repaid	-	-	-
Previous Year	-	100.00	-
Deposits Payable	0.83	-	-
Previous Year	0.84	-	-

Current Remuneration to Key Management Person includes remuneration paid to Ms. Anita Arjundas (MD & CEO), Mr. Suhas Kulkarni (Company Secretary) and Mr. Jayant Manmadkar (Chief Financial Officer).

The significant related party transactions are as under:

Nature of Services	Enterprises Controlling the Company	Amount (Rs.in Millions)	Enterprises under the Common Control of the Company / Fellow subsidiaries	Amount (Rs.in Millions)	Key Management of Personnel	Amount (Rs.in Millions)
Rendering of Services	Mahindra & Mahindra Limited	113.03	Mahindra EPC Services Private Limited	0.01		
Receiving of Services	Mahindra & Mahindra Limited	22.07		-		
		-	Mahindra Consulting Engineers Limited	8.41		
		-	EPC Industries Limited	3.84		
Purchase of Fixed Assets	Mahindra & Mahindra Limited	0.05		-		
Remuneration		-		-	Anita Arjundas	15.63
		-		-	Mr. Jayantt Manmadkar	5.17
		-		-	Mr. Suhas Kulkarni	6.70
Refund on sale of unit		-		-	Anita Arjundas	5.00
Reimbursement made to parties	Mahindra & Mahindra Limited	28.66		-		
Interest Paid		-	Mahindra Logistics Limited(MLL)	-		
Dividend paid	Mahindra & Mahindra Limited	125.08		-		
Receivables	Mahindra & Mahindra Limited	228.38	Mahindra Consulting Engineers Limited	0.25		
Payables	Mahindra & Mahindra Limited	98.19	Mahindra Holidays & Resorts Ltd.	3.71		
		-	EPC Industries Limited	0.56		
Deposit Received	Mahindra & Mahindra Limited	-				
Deposit Repaid		-	Mahindra Logistics Limited(MLL)		-	
Deposits Payable	Mahindra & Mahindra Limited	0.83				

Name	Designation	Rs in Millions	
		Current Year	Previous Year
Mr. Arun Nanda	Non-executive Non-Independent Chairman	8.49	9.50
Mr. Sanjiv Kapoor	Non-executive Independent Director	1.41	2.19
Mr. Shailesh Haribhakti	Non-executive Independent Director	1.41	2.35
Mr. Anil Harish	Non-executive Independent Director	0.24	0.51
Mr. Prakash Hebalkar	Non-executive Independent Director	1.38	1.81

For the period ended March 31, 2016

List of related parties:

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Fellow Subsidiaries	
Bristlecone India Limited	Mahindra & Mahindra Contech Limited
Mahindra Holidays & Resorts India Limited	Mahindra Integrated Business Solutions Private Limited
Mahindra Consulting Engineers Limited	Mahindra Logistics Limited
EPC Industries Limited	Mahindra EPC Services Private Limited
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)
Associates	
Kismat Developers Private Limited	
Topical Builders Private Limited	

Key Management Personnel

Name	Designation
Ms. Anita Arjundas	Managing Director and Chief Executive officer
Mr. Jayant Manmadkar	Chief Financial Officer
Mr. Suhas Kulkarni	Company Secretary

Directors

Name	Designation
Mr. Arun Nanda	Non-executive Non-Independent Chairman
Dr. Anish Shah	Non-executive Non-Independent Director
Mr. Sanjiv Kapoor	Non-executive Independent Director
Mr. Shailesh Haribhakti	Non-executive Independent Director
Mr. Anil Harish	Non-executive Independent Director
Dr. Prakash Hebalkar	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2016

Nature of Transactions	Enterprise controlling the Company	Rs. In millions	
		Companies under common control including Fellow Subsidiaries	Key Management Personnel
Rendering of Services	222.19	0.01	-
Previous Year	228.25	0.01	-
Receiving of services	43.48	20.94	-
Previous Year	41.71	17.74	-
Sale of Goods	113.20	0.04	-
Previous Year	74.92	0.19	-
Purchase of Goods	-	-	-
Previous Year	4.26	-	-
Purchase of Fixed Assets	-	-	-
Previous Year	-	2.67	-
Remuneration to Key Managerial Personnel	-	-	46.23
Previous Year	-	-	39.25
Commission and other benefits to Non-Executive/Independent Directors	-	-	16.36
Previous Year	-	-	17.62
Reimbursement made to parties	45.49	-	-
Previous Year	37.67	-	-
Reimbursement received from parties	-	-	-
Previous Year	6.85	-	-
Finance Received	-	-	-
Previous Year	-	100.00	-
Interest paid	-	5.79	-
Previous Year	-	0.03	-
Dividend Paid	125.08	-	-
Previous Year	250.15	-	-
Advance Received	-	-	-
Previous Year	32.50	-	-
Receivables	244.44	0.25	-
Previous Year	218.20	0.25	-
Payables	77.41	7.05	-
Previous Year	218.47	100.73	-
Deposit Received	0.14	-	-
Previous Year	-	-	-
Deposit Repaid	-	100.00	-
Previous Year	-	-	-
Deposits Payable	0.84	-	-
Previous Year	0.70	-	-

Current Remuneration to Key Management Person includes remuneration paid to Ms. Anita Arjundas (MD & CEO), Mr. Suhas Kulkarni (Company Secretary) and Mr. Jayant Manmadkar (Chief

The significant related party transactions are as under:

Nature of Services	Enterprises Controlling the Company	Amount (Rs.in Millions)	Enterprises under the Common Control of the Company / Fellow subsidiaries	Amount (Rs.in Millions)	Key Management of Personnel	Amount (Rs.in Millions)
Rendering of Services	Mahindra & Mahindra Limited	222.19	Mahindra EPC Services Private Limited	0.01		-
Receiving of Services	Mahindra & Mahindra Limited	43.48	Mahindra Holidays & Resorts India Limited	2.28		-
		-	Mahindra Consulting Engineers Limited	9.34		-
		-	EPC Industries Limited	4.76		-
Sale of Goods	Mahindra & Mahindra Limited	113.20	Mahindra Consulting Engineers Limited	0.04		-
Purchase of goods		-		-		-
Purchase of Fixed Assets		-		-		-
Remuneration		-		-	Ms. Anita Arjundas	28.14
		-		-	Mr. Jayant Manmadkar	7.71
		-		-	Mr. Suhas Kulkarni	10.38
		-		-		-
Reimbursement made to parties	Mahindra & Mahindra Limited	45.49		-		-
Reimbursement received from parties		-		-		-
Finance Received		-		-		-
Interest Paid		-	Mahindra Logistics Limited(MLL)	5.79		-
Dividend paid	Mahindra & Mahindra Limited	125.08		-		-
Advances received		-		-		
Receivables	Mahindra & Mahindra Limited	244.44	Mahindra Consulting Engineers Limited	0.25		
Payables	Mahindra & Mahindra Limited	77.41	Mahindra Holidays & Resorts Ltd.	2.55		
		-	EPC Industries Limited	3.40		
Deposit Received	Mahindra & Mahindra Limited	0.14		-		
Deposit Repaid		-	Mahindra Logistics Limited(MLL)	100.00		
Deposits Payable	Mahindra & Mahindra Limited	0.84		-		

Name	Designation	Rs in Millions	
		Current Year	Previous Year
Mr. Arun Nanda	Non-executive Non-Independent Chairman	9.50	10.71
Mr. Sanjiv Kapoor	Non-executive Independent Director	2.19	1.77
Mr. Shailesh Haribhakti	Non-executive Independent Director	2.35	1.74
Mr. Anil Harish	Non-executive Independent Director	0.51	1.77
Mr. Prakash Hebalkar	Non-executive Independent Director	1.81	1.63

For the period ended March 31, 2015

List of related parties:

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Fellow Subsidiaries	
Bristlecone India Limited	Mahindra Integrated Business Solutions Private Limited
Mahindra Holidays & Resorts India Limited	Mahindra Logistics Limited
Mahindra Consulting Engineers Limited	
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)
Mahindra Water Utilities Limited	
Associates	
Kismat Developers Private Limited	

Key Management Personnel

Name	Designation
Ms. Anita Arjundas	Managing Director and Chief Executive officer
Mr. Jayant Manmadkar	Chief Financial Officer
Mr. Suhas Kulkarni	Company Secretary

Directors

Name	Designation
Mr. Arun Nanda	Non-executive Non-Independent Chairman
Mr Uday Phadke	Non-executive Non-Independent Director
Mr. Sanjiv Kapoor	Non-executive Independent Director
Mr. Shailesh Haribhakti	Non-executive Independent Director
Mr. Anil Harish	Non-executive Independent Director
Dr. Prakash Hebalkar	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2015

Nature of Transactions	Enterprise controlling the Company	Rs. In Millions	
		Companies under common control including Fellow Subsidiaries	Key Management Personnel
Rendering of Services	228.25	0.01	-
Previous Year	152.09	0.01	-
Receiving of services	41.71	17.74	-
Previous Year	37.31	20.70	-
Sale of Goods	74.92	0.19	-
Previous Year	-	-	-
Purchase of Goods	4.26	-	-
Previous Year	-	0.63	-
Purchase of Fixed Assets	-	2.67	-
Previous Year	-	-	-
Remuneration	-	-	39.25
Previous Year	-	-	37.35
Commission and Other Benefits to Non Executive/ Independent Directors			17.62
Previous Year			11.76
Reimbursement made to parties	37.67	-	-
Previous Year	29.08	-	-
Reimbursement received from parties	6.85	-	-
Previous Year	-	-	-
Finance Received	-	100.00	-
Previous Year	-	-	-
Interest paid	-	0.03	-
Previous Year	-	-	-
Dividend Paid	250.15	-	-
Previous Year	125.08	-	-
Advance Received	32.50	-	-
Previous Year	-	-	-
Receivables	218.20	0.25	-
Previous Year	201.77	0.25	-
Payables	218.47	100.73	-
Previous Year	220.22	1.11	-
Deposits Payable	0.70	-	-
Previous Year	-	-	-

Current Remuneration to Key Management Person includes remuneration paid to Ms Anita Arjundas, Mr Suhas Kulkarni (Company Secretary) and Jayant Manmadkar (Chief Financial Officer)

The significant related party transactions are as under:

Rs. In millions						
Nature of Services	Enterprises Controlling the Company	Amount (Rs.in Millions)	Enterprises under the Common Control of the Company / Fellow subsidiaries	Amount (Rs.in Millions)	Key Management of Personnel	Amount (Rs.in Millions)
Rendering of Services	Mahindra & Mahindra	228.25	Mahindra EPC Services Private Limited	0.01		-
Receiving of Services	Mahindra & Mahindra	41.71	Mahindra Integrated Business Solutions Private Limited	0.97		-
		-	Mahindra Holidays & Resorts India Limited	5.09		-
		-	Mahindra Consulting Engineers Limited	9.39		-
		-	Bristle Cone India Ltd	2.29		-
Sale of Goods	Mahindra & Mahindra	74.92	Mahindra Consulting Engineers Limited	0.19		-
Purchase of goods	Mahindra & Mahindra	4.26		-		-
Purchase of Fixed Assets		-	NBS International Private Limited	2.67		-
Remuneration		-		-	Anita Arjundas	21.91
		-		-	Mr. Jayant Manmadkar	8.09
		-		-	Kr. Suhas Kulkarni	9.25
Reimbursement made to parties	Mahindra & Mahindra	37.67		-		-
Reimbursement received by parties	Mahindra & Mahindra	6.85		-		-
Finance Received		-	Mahindra Logistics Limited(MLL)	100.00		-
Interest Paid		-	Mahindra Logistics Limited(MLL)	0.03		-
Dividend paid during the year	Mahindra & Mahindra Ltd	250.15		-		-
Advances received	Mahindra & Mahindra	32.50		-		-
Receivables	Mahindra & Mahindra	218.20	Mahindra Consulting Engineers Limited	0.25		-
Payables	Mahindra & Mahindra	218.47		-		-
		-	Mahindra Integrated Business Solutions Private Limited	0.19		-
		-	Mahindra Consulting Engineers Limited	0.15		-
		-	Bristle Cone India Ltd	0.35		-
		-	Mahindra Logistics Limited	100.03		-
Deposits Payable	Mahindra & Mahindra	0.70		-		-

Rs in Millions			
Name	Designation	Current Year	Previous Year
Mr. Arun Nanda	Non-executive Non-Independent Chairman	10.71	7.71
Mr. Sanjiv Kapoor	Non-executive Independent Director	1.77	1.02
Mr. Shailesh Haribhakti	Non-executive Independent Director	1.74	1.07
Mr. Anil Harish	Non-executive Independent Director	1.77	1.07
Mr. Prakash Hebalkar	Non-executive Independent Director	1.63	0.90

For the period ended March 31, 2014

List of related parties:

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Fellow Subsidiaries	
Bristlecone India Limited	Mahindra Engineering & Chemical Products Limited
Mahindra Holidays & Resorts India Limited	Mahindra & Mahindra Financial Services Limited
Mahindra Consulting Engineers Limited	
Mahindra Construction Company Limited	Mahindra Integrated Business Solutions Private Limited
Mahindra EPC Services Private Limited	
Mahindra Hinodaya Industries Limited	
Joint Ventures	
Mahindra Water Utilities Limited (Joint Venture)	
Mahindra Inframan Water Utilities Pvt Limited (Joint Venture)	
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	
Associates	
Kismat Developers Private Limited	
Topical Builders Private Limited	

Key Management Personnel

Name	Designation
Ms. Anita Arjundas	Managing Director and Chief Executive officer
Mr. B K Subbaiah(Upto June 30, 2013)	Manager and COO (MWCJL)
Mr. Sanjay Srivastava (From July 01, 2013)	Manager and COO (MWCJL)
Ms. Sangeeta Prasad (Upto April 15, 2013)	Manager and CEO (MWCDL)
Mr. S Chandru(From April 16, 2013)	CFO and CS (MWCDL)

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2014

Nature of Transactions	Enterprise controlling the Company	Companies under common control including Fellow Subsidiaries	Rs. In millions	
			Individual	Key Management Personnel
Rendering of Services	152.09	0.01	-	-
Previous Year	285.14	0.01	-	-
Receiving of services	37.31	20.73	-	-
Previous Year	62.55	14.51	-	-
Sale of Goods	-	-	-	-
Previous Year	-	-	10.06	6.28
Remuneration	-	-	-	37.35
Previous Year	-	-	-	34.04
Reimbursement made to parties	29.08	-	-	-
Previous Year	2.03	-	-	-
Purchase of Goods	-	0.63	-	-
Previous Year	-	1.56	-	-
Dividend Paid	125.08	-	-	-
Previous Year	125.08	-	-	-
Advance Received	-	-	-	-
Previous Year	-	-	0.81	0.81
Receivables	201.77	0.25	-	-
Previous Year	227.50	0.25	-	-
Payables	220.22	1.11	-	-
Previous Year	568.33	58.29	-	-
	-	-	-	-

The significant related party transactions are as under:

Nature of Services	Enterprises Controlling the Company	Amount (Rs.in Millions)	Enterprises under the Common Control of the Company / Fellow subsidiaries	Amount (Rs.in Millions)	Key Management of Personnel	Amount (Rs.in Millions)
Rendering of Services	Mahindra & Mahindra	152.09	Mahindra EPC Services Private Limited	0.01		-
Receiving of Services	Mahindra & Mahindra	37.31	Mahindra Consulting Engineers Limited	9.40		-
		-	Bristle Cone India Ltd	2.54		-
		-	Mahindra Holidays & Resorts India Limited	8.25		-
		-		-		-
Purchase of goods	-	-	Mahindra Hinodaya Industries Limited	0.55		-
Remuneration		-		-	Anita Arjundas	20.26
		-		-	Mr. Sanjay Srivastava	7.74
		-		-	Mr. S. Chandru	6.71
Expenses Reimbursement	Mahindra & Mahindra Ltd	29.08		-		-
Dividend paid during the year	Mahindra & Mahindra Ltd	125.08		-		-
Receivables	Mahindra & Mahindra Ltd	201.77	Mahindra Consulting Engineers Limited	0.25		
Payables	Mahindra & Mahindra	220.22		-		
		-	Mahindra Holidays & Resorts India Limited	0.43		
		-	Mahindra Consulting Engineers Limited	0.15		
		-	Bristle Cone India Ltd	0.51		
		-		-		-

For the period ended March 31, 2013

List of related parties:

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Fellow Subsidiaries	
Bristlecone India Limited	Mahindra & Mahindra Financial Services Limited
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	Mahindra BPO services limited
Mahindra Construction Company Limited	
Mahindra EPC Services Private Limited	
Mahindra Hinodaya Industries Limited	
Joint Ventures& Associates of the Company	
Mahindra Water Utilities Limited (Joint Venture)	
Mahindra Inframan Water Utilities Pvt Limited (Joint Venture)	
Rathna Bhoomi Enterprises Pvt. Limited (Associate)	

Key Management Personnel

Name	Designation
Ms. Anita Arjundas	Managing Director and Chief Executive officer
Mr. B K Subbaiah	Manager and COO (MWCJL)
Ms. Sangeeta Prasad	Manager and CEO (MWCDL)
Non Executive Independent Director of Company	Mr. Sanjiv Kapoor

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2013

Nature of Transactions	Enterprise controlling the Company	Companies under common control	Rs. In millions	
			Individual	Key Management Personnel
Rendering of Services	285.14	0.01	-	-
Previous Year	125.47	2.51	-	-
Receiving of Services	62.55	14.51	-	-
Previous Year	54.16	11.93	-	-
Sales	-	-	10.06	-
Previous Year	-	13.08	115.00	6.28
Remuneration	-	-	-	34.94
Previous Year	-	-	-	28.893
Expenses Reimbursment	2.03	-	-	-
Previous Year	2.43	0.92	-	-
Finance Given during the year	-	-	-	-
Previous Year	-	100.00	-	-
Interest Received	-	-	-	-
Previous Year	-	1.07	-	-
Purchase of Land	-	-	-	-
Previous Year	146.71	972.00	-	-
Purcahse of Goods	-	1.56	-	-
Previous Year	-	0.25	-	-
Dividend Paid	125.08	-	-	-
Previous Year	104.23	-	-	-
ICD Repaid	-	-	-	-
Previous Year	-	100.00	-	-
Advances Received	-	-	0.81	0.81
Previous Year	-	-	-	-
Receivables	227.50	0.25	-	-
Previous Year	200.80	0.10	-	-
Payables	568.33	58.29	-	-
Previous Year	117.06	60.26	-	-

The significant related party transactions are as under:

Nature of Services	Enterprises Controlling the Company	Amount (Rs.in Millions)	Enterprises under the Common Control of the Company / Fellow subsidiaries	Amount (Rs.in Millions)	Individual	Amount (Rs.in Millions)	Key Management of Personnel	Amount (Rs.in Millions)
Rendering of Services	Mahindra & Mahindra Limited	285.14		-		-		-
Receiving of Services	Mahindra & Mahindra Limited	62.55	Mahindra Consulting Engineers Limited	9.68		-		-
		-	Bristle Cone India Limited	1.81		-		-
		-	Mahindra Holidays and Resorts Limited	2.61		-		-
Sales		-		-	Relative of Individual	10.06	Ms. Sangeeta Prasad	6.28
Remuneration		-		-		-	Ms. Anita Arjundas	18.08
		-		-		-	Mr. B.K. Subbaiah	7.47
		-		-		-	Ms. Sangeeta Prasad	9.39
Expenses Reimbursement	Mahindra & Mahindra Limited	2.03		-		-		-
Purchase of goods	-	-	Mahindra Consulting Engineers Limited	0.25		-		-
		-	Mahindra himodaya industries Ltd	1.31		-		-
Dividend Paid	Mahindra & Mahindra Limited	125.08		-		-		-
Advances Received		-		-	Relative of Individual	0.81	Ms. Anita Arjundas	0.81
Receivables	Mahindra & Mahindra Limited	227.50	Mahindra Consulting Engineers Limited	0.25		-		-
Payables	Mahindra & Mahindra Limited	568.33	Mahindra Holidays and Resorts Limited	57.00		-		-

For the period ended March 31, 2012

List of related parties:

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Fellow Subsidiaries	
Bristlecone India Limited	Mahindra Engineering & Chemical Products Limited
Mahindra Holidays & Resorts India Limited	Mahindra & Mahindra Financial Services Limited
Mahindra Consulting Engineers Limited	
Mahindra Construction Company Limited	Mahindra BPO Services Limited
Mahindra EPC Services Private Limited	
Joint Ventures & Associates of the Company	
Mahindra Water Utilities Limited (Joint Venture)	
Mahindra Inframan Water Utilities Pvt Limited (Joint Venture)	
Rathna Bhoomi Enterprises Pvt. Limited (Associate)	

Key Management Personnel

Name	Designation
Ms. Anita Arjundas	Managing Director and Chief Executive officer
Mr. B K Subbaiah	Manager and COO (MWCJL)
Ms. Sangeeta Prasad	Manager and CEO (MWCJL)
Director of the promoter company	Mr. Anand Mahindra

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2012

Rs. In Millions				
Nature of Transactions	Enterprise controlling the Company	Companies under common control	Individual	Key Management Personnel
Rendering of Services	125.47	2.51	-	-
Previous Year	122.51	(25.29)	-	-
Receiving of Services	54.16	11.93	-	-
Previous Year	37.66	7.46	-	-
Sales	-	13.08	115.00	-
Previous Year	1.16	-	-	-
Remuneration	-	-	-	28.89
Previous Year	-	-	-	23.78
Expenses Reimbursement	2.43	0.92	-	-
Previous Year	15.34	0.18	-	-
Finance Given during the year	-	100.00	-	-
Previous Year	270.00	1,150.00	-	-
Interest Received	-	1.07	-	-
Previous Year	-	15.68	-	-
Purchase of Land	146.71	972.00	-	-
Previous Year	170.00	-	-	-
Purchase of Goods	-	0.25	-	-
Previous Year	3.91	-	-	-
Redemption of Shares	-	-	-	-
Previous Year	100.00	-	-	-
Dividend Paid	104.23	-	-	-
Previous Year	93.70	-	-	-
ICD Repaid	-	100.00	-	-
Previous Year	-	600.00	-	-
Receivables	200.80	0.10	-	-
Previous Year	201.75	550.25	-	-
Payables	117.06	60.26	-	-
Previous Year	120.72	57.77	-	-

The significant related party transactions are as under:

Rs. In millions							
Nature of Services	Enterprises Controlling the Company	Amount (Rs.in Millions)	Enterprises under the Common Control of the Company / Fellow subsidiaries	Amount (Rs.in Millions)	Individual	Amount (Rs.in Millions)	Key Management of Personnel
Rendering of Services	Mahindra & Mahindra Limited	125.47	Mahindra Construction Co Limited	2.50			
Receiving of Services	Mahindra & Mahindra Limited	54.16	Mahindra Consulting Engineers Limited	8.09			
		-	Bristle Cone India Limited	2.28			
		-	Mahindra Holidays Resort Limited	1.17			
Sales		-			Relative of Individual	115.00	
Remuneration		-					Ms. Anita Arjundas
		-					Mr. B.K. Subbaiah
		-					Ms. Sangeeta Prasad
Expenses Reimbursement	Mahindra & Mahindra Limited	2.43	Mahindra Consulting Engineers Limited	0.92			
Finance Given during the year	-	-	Mahindra & Mahindra Financial Services Limited	100.00			
Interest Received	-	-	Mahindra & Mahindra Financial Services Limited	1.07			
Purchase of goods	-	-	Mahindra Consulting Engineers Limited	0.25			
Purchase of Land	Mahindra & Mahindra Limited	146.71	Mahindra Engineering & Chemical Products Limited	1,020.60			
Purchase of Assets	-	-	Mahindra EPC Services Pvt. Limited	13.08			
Dividend Paid	Mahindra & Mahindra Limited	104.23					
ICD Repaid	-	-	Mahindra & Mahindra Financial Services Limited	100.00			
Receivables	Mahindra & Mahindra Limited	200.80	Mahindra Consulting Engineers Limited	0.10			
Payables	Mahindra & Mahindra Limited	117.06	Mahindra Holidays Resort Limited	57.00			

Annexure XVII
Restated Consolidated Summary Statement of Contingent Liabilities

Particulars	Rs in millions				
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
a) Claims against the Company not acknowledged as debts represent :					
i) A suit filed by a party in the Delhi High Court, and disputed by the Company, for recovery of brokerage in respect of a transaction relating to operating of commercial complexes. In the opinion of the management the above claim is not sustainable.	-	-	-	-	-
ii) Claims awarded by the Arbitrator to a civil contractor in respect of a project at Mumbai and the Company's appeal against the award has been admitted by the Mumbai High Court.	9.39	9.39	9.39	9.39	18.23
iii) Demand from local authorities for transfer fees on transfer of property, disputed by the Company.	12.40	12.40	12.40	12.40	12.40
iv) Demand from a local authority for energy dues disputed by the company.	-	216.40	216.40	216.40	216.40
v) Claim from welfare association in connection with project work, disputed by the Company.	450.00	450.00	450.00	450.00	-
vi) Shehri Jamabandi	3,172.85	3,172.85	-	-	-
b) Tax matters under appeal					
Income Tax					
In respect of certain business incomes re-classified by the Income tax Department as income from house property and other disallowances, the Company has partially succeeded in appeal and is pursuing the matter further with the higher appellate authorities.	42.16	42.16	58.45	36.04	93.56
The liability net of deferred tax would be Rs 42.16 million as on September 30, 2016 and March 31, 2016 and would be Rs 58.45 million as on March 31, 2015, Rs 36.04 million as on March 31, 2014, Rs 52.42 million as on March 31, 2013 and Rs 84.65 million as on as on March 31, 2012					
Other demand, for which the Subsidiary Companies are contesting with the Appellate Authorities	59.39	62.46	45.73	33.63	16.93
Indirect Tax					
Other demand, for which the Subsidiary Companies are contesting with the Appellate Authorities	11.96	12.05	8.80	4.51	-
c) Guarantee/ Counter guarantee given by Mahindra Infrastructure Developers Limited for its joint ventures	90.00	90.00	90.00	90.00	90.00

The estimated amount of the contracts entered into and remaining to be executed on Capital account and not provided as at 31st March 2012 is Rs 121.84 million, as at 31st March 2013 is 178.70 million, as at 31st March 2014 is 242.68 million, as at 31st March 2015 is Rs. 44.08 million, and as at 31st March 2016 is Rs. 77.84 million.

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayant Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

SECTION VI: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

AUDITORS REPORT

The Board of Directors

Mahindra Lifespace Developers Limited

5th Floor, Mahindra Towers,

Worli, Mumbai-400 018

Dear Sirs,

1. We have examined the Restated Financial Information of Mahindra Lifespace Developers Limited (hereinafter referred to as 'the Company') for the six months' period ended on September 30, 2016 and for the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 which comprises of: (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information as referred to in para 3 and para 4 below respectively. These Restated Financial Information have been prepared by the Company and approved by the Board of Directors of the Company, for the purpose of inclusion in the 'Offer Document' in connection with proposed rights issue of equity shares of the Company, in accordance with the requirements of:
 - a. Sub clause (i) and (iii) of clause (b) of sub section (1) of Section 26 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rule 2014 (hereinafter referred to as 'the Rules'), and,
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as 'SEBI Regulation') issued by the Securities and Exchange Board of India.
2. The Restated Financial Information have been extracted by the Company Management from the audited financial statements which have been audited by us for the six months' period ended on September 30, 2016 and the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012. The Financial Statements for the six months' period ended on September 30, 2016 are prepared by the Company management and approved by the Board of Directors of the Company for the purpose of disclosure in the Offer Document in connection with the proposed rights issue of equity shares of the Company.

We have examined such Restated Financial Information with reference to:

 - a. The terms of our engagement with the Company vide our engagement letter dated December 5, 2016 relating to work to be performed on such Restated Financial Information, proposed to be included in the Offer Document of the Company in connection with proposed rights issue of equity shares of the Company; and
 - b. The Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India.
3. Financial Information as per Restated Summary Financial Statements. The Financial Information as per Restated Summary Financial Statements referred to in Para 1 above, is contained in the following annexure (collective referred to as 'Restated Summary Financial Information') to this report:
 - a. Annexure I regarding Restated Summary Statement of Assets and Liabilities of the Company, as at September 30, 2016 and March 31, 2016, 2015, 2014, 2013 and 2012.
 - b. Annexure II regarding Restated Summary Statement of Profit and Loss of the Company for the six months period ended on September 30, 2016 and for each of the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012.
 - c. Annexure III regarding Restated Summary Statement of Cash Flows for the six months' period ended on September 30, 2016 and for each of the financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012.

- d. Annexure IV regarding Statement of Significant Accounting Policies to the Restated Financial Information.
- e. Annexure V regarding Notes to Restated Financial Information.

4. Other Financial Information

Other Financial Information relating to the Company to be included in the 'Offer Document', extracted from/ prepared on the basis of the Restated Summary Financial Statements / audited financial statements by the management and approved by the Board of Directors of the Company are annexed to this report as listed below:

- a. Annexure VI - Restated Summary Statement of Long Term Borrowings.
- b. Annexure VIA - Statement of Principal Terms of Long Term Borrowings.
- c. Annexure VII - Restated Summary Statement of Short Term Borrowings.
- d. Annexure VIIA - Statement of Principal Terms of Short Term Borrowings.
- e. Annexure VIII - Restated Summary Statement of Non-Current Investments and Current Investment.
- f. Annexure IX - Restated Summary Statement of Loans and Advances.
- g. Annexure X - Restated Summary Statement of Other Assets.
- h. Annexure XI - Restated Summary Statement of Trade Receivable.
- i. Annexure XII - Restated Summary Statement of Other Income.
- j. Annexure XIII -Statement of Accounting Ratios.
- k. Annexure XIV - Statement of Tax Shelters
- l. Annexure XV - Statement of Segment Reporting
- m. Annexure XVI - Statement of Dividend Paid
- n. Annexure XVII – Restated Summary Statement of Related Party Transactions.
- o. Annexure XVIII – Restated Statement of Contingent Liabilities

- 5. Management Responsibility on the Restated Summary Financial Statements and Other Financial Information Management of the Company is responsible for the preparation of Restated Summary Financial Statements and Other Financial Information relating to the Company in accordance with section 26(1)(b) of the Act read with Rule 4 of the Companies (Prospectus and Allotment of Securities) Rules,2014 and the SEBI Regulations.

6. Auditors' Responsibility

Our responsibility is to express an opinion on the Restated Summary Financial Statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagement to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

7. Opinion

In our opinion, the Restated Summary Financial Statements of the Company as referred to in para 3 above and Other Financial Information as stated in Para 4 above, which are prepared after making such adjustments/ restatements and regroupings, as in our opinion, considered appropriate as read with the Significant Accounting Policies to the Restated Financial Information as enclosed in Annexure IV and Notes to Restated Financial Information as enclosed in Annexure V of this report, have been prepared in accordance with the requirements of clause (b) of sub-section (1) of Section 26 of the Companies Act, 2013.

Based on examination as above, we report that:

- a. There are no qualifications in the auditors' report that require an adjustment in the Restated Financial Information.
- b. Adjustments for the material amounts in the respective financial years / periods to which they relate to, have been made in the attached Restated Financial Information.
- c. There are no extraordinary items which need to be disclosed separately in the Restated Financial Information.

8. Emphasis of Matter

In respect of the financial year 2014-15, we would like to draw attention to Note 19 of the financial statements shown in Annexure X of the Restated financial statements and our reliance on the management representation, in respect of the realisability of project advance of Rs 1,000 million where the commencement of the project has been delayed and which is being settled by parties out of court.

Our opinion is not modified in respect of this matter.

9. We have not audited any financial statement of the Company as of any date or for any period subsequent to September 30, 2016. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to September 30, 2016.
10. This report should not, in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by the auditors for the respective years nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed rights issue of the Company and is not be used, referred to or distributed for any other purpose without our prior written consent.

For B. K. Khare and Company

Chartered Accountants

Firm Registration :105102W

Padmini Khare Kaicker

Partner

Membership No : 044784

11 January, 2017

Annexure I
Restated Summary Statement of Assets and Liabilities, as at

Rs in Millions

Particulars	Annexures	Note	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
EQUITY & LIABILITIES								
Shareholders' Funds								
Share Capital	V	1	410.36	410.33	410.12	408.48	408.40	408.35
Share Application			0.06	-	-	-	-	-
Reserves & Surplus	V	2	13,921.92	13,599.12	12,821.23	10,964.64	11,488.45	10,793.20
			14,332.34	14,009.45	13,231.35	11,373.12	11,896.85	11,201.55
Non-Current Liabilities								
Long-Term Borrowings	VI		2,000.00	3,750.00	5,000.00	5,500.00	1,100.00	1,098.30
Deferred Tax Liability (Net)	V	7	-	9.55	4.45	-	-	-
Long-Term Provisions	V	3	372.41	601.44	1,045.42	1,038.74	10.41	7.24
			2,372.41	4,360.99	6,049.87	6,538.74	1,110.41	1,105.54
Current Liabilities								
Short-Term Borrowings	VII		2,321.29	1,914.71	-	456.56	1,972.26	-
Trade Payables	V	5	2,063.11	2,398.09	1,631.23	1,296.12	1,197.39	1,223.78
Other Current Liabilities	V	6	4,669.99	2,680.40	1,045.56	1,617.78	1,786.24	1,064.18
Short-Term Provisions	V	4	89.94	356.95	381.93	432.59	440.98	407.62
			9,144.33	7,350.15	3,058.72	3,803.05	5,396.87	2,695.58
TOTAL			25,849.08	25,720.59	22,339.94	21,714.91	18,404.13	15,002.67
ASSETS								
Non Current Assets								
Fixed Assets:	V	8						
Tangible Assets			276.12	287.07	298.02	285.68	247.47	290.71
Intangible Assets			7.02	-	-	-	-	-
Capital work-in-progress			-	7.02	-	-	8.19	-
			283.14	294.09	298.02	285.68	255.66	290.71
Non-Current Investments	VIII		5,733.98	5,733.98	5,733.98	6,569.04	3,201.33	3,201.33
Deferred Tax Assets (Net)	V	7	7.38	-	-	25.94	15.81	3.23
Long-Term Loans & Advances	IX		819.17	588.24	2,736.22	2,142.96	176.46	-
Other Non-Current Assets	X		8.61	7.59	11.14	9.33	6.63	27.52
			6,852.28	6,623.90	8,779.36	9,032.95	3,655.89	3,522.79
Current Assets								
Current Investments	VIII		-	2,009.16	-	933.64	1,110.11	1,284.68
Inventories	V	9	11,348.04	10,799.72	7,893.27	6,549.03	5,811.08	2,335.68
Trade Receivables	XI		1,026.45	513.16	155.24	263.07	241.03	882.80
Cash & Bank Balances	V	10	1,950.48	1,457.87	416.53	346.21	906.81	1,272.59
Short-term loans and advances	IX		2,274.29	2,108.15	2,854.01	3,209.26	5,990.22	4,755.28
Other Current Assets	X		2,397.54	2,208.63	2,241.53	1,380.75	688.99	948.85
			18,996.80	19,096.69	13,560.58	12,681.96	14,748.24	11,479.88
TOTAL			25,849.08	25,720.59	22,339.94	21,714.91	18,404.13	15,002.67

The above statement should be read with the Statement of Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V

As per our attached report of even date

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayantt Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

Annexure II
Restated Summary Statement of Profit and Loss, for the period ended

Rs in Millions

Particulars	Annexure	Note	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
INCOME								
Income from operations	V	11	1,843.27	5,029.74	6,240.13	3,070.65	3,515.21	4,689.52
Other Income	XII		369.40	971.81	1,360.24	1,142.63	707.35	521.74
Total Income			2,212.67	6,001.55	7,600.37	4,213.28	4,222.56	5,211.26
EXPENDITURE								
Operating Expenses	V	12	1,160.92	3,457.52	2,989.42	2,187.89	2,257.75	3,019.86
Employee benefits expenses	V	13	300.04	537.36	451.82	303.87	259.70	209.36
Administration & Other Expenses	V	14	178.66	321.93	536.43	290.89	266.81	249.97
Finance Costs	V	15	125.81	225.91	218.17	393.49	61.77	29.75
Depreciation & Amortization Expenses	V	16	21.73	41.43	27.44	23.20	17.70	26.80
Total Expenditure			1,787.16	4,584.15	4,223.28	3,199.34	2,863.73	3,535.74
Profit before Taxation and Exceptional item			425.51	1,417.40	3,377.09	1,013.94	1,358.83	1,675.52
Exceptional Item			-	-	-	-	-	-
Profit before tax			425.51	1,417.40	3,377.09	1,013.94	1,358.83	1,675.52
Less:								
Provision for Current Tax			127.66	367.39	1,013.44	246.77	396.50	485.93
Provision for Deferred Tax			(16.95)	5.08	30.71	(10.13)	(12.58)	(12.02)
Net tax expense / (benefit)			110.71	372.47	1,044.15	236.64	383.92	473.91
Profit for the year after tax			314.81	1,044.93	2,332.94	777.30	974.91	1,201.61
Earnings per equity share of face value of Rs 10 each								
Basic Earnings Per Share (Rs.)			7.67	25.47	56.94	19.03	23.87	29.43
Diluted Earnings Per Share (Rs.)			7.64	25.38	56.70	19.03	23.87	29.43

The above statement should be read with the Statement of Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V

As per our attached report of even date

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayant Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

Annexure III						
Restated Summary Statement of Cash Flows, for the period ended						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	Rs in Millions March 31, 2012
A. Cash flow from operating activities						
Net Profit Before Tax	425.52	1,417.40	3,377.10	1,013.94	1,358.82	1,675.62
Adjustments for :	-	-	-	-	-	-
Depreciation	21.73	41.43	27.44	23.20	17.70	26.80
Provision for diminution in value of investments	-	-	185.06	-	-	-
Provision for Doubtful debts	-	-	48.40	5.50	9.50	-
Profit on sale of current investments	4.78	-	3.31	0.22	0.04	-
Profit on sale of Long term investments	-	-	-	-	-	-
Amortisation of expenses	7.95	11.87	11.77	9.31	7.04	1.94
Amounts written back (Net)	-	-	-	-	-	-
Considered separately:	-	-	-	-	-	-
Interest Income	(333.33)	(821.54)	(875.21)	(839.32)	(310.00)	(251.65)
Provision for Losses Write Back	-	-	(155.20)	-	-	-
Interest Expenses	125.81	225.91	218.17	657.68	278.53	165.61
Dividend Income	(13.70)	(107.08)	(263.87)	(233.11)	(221.86)	(164.92)
(Profit)/Loss on sale of Fixed assets (net)	(0.05)	(0.02)	1.14	1.11	(119.49)	(47.20)
Operating Profit Before Working Capital Changes	238.71	767.97	2,578.11	638.53	1,020.28	1,406.20
Adjustments for :						
Trade and Other Receivables	(843.01)	(0.55)	(296.75)	(574.38)	955.42	(232.57)
Inventories	(412.12)	(2,680.20)	(1,344.23)	(737.95)	(3,475.40)	(648.75)
Trade Payables and Other Liabilities	1,584.42	719.68	682.52	(357.14)	437.28	33.08
Proceeds from sale of properties	-	-	-	-	-	-
Cash Generated from Operations	568.00	(1,193.10)	1,619.65	(1,030.94)	(1,062.42)	557.96
Income taxes (paid) / received	(96.39)	(414.41)	(926.05)	(290.83)	(472.78)	(474.51)
Net Cash from operating activities	471.61	(1,607.51)	693.60	(1,321.77)	(1,535.20)	83.45
B. Cash flow from investing activities						
Purchase of Fixed Assets	(17.90)	(39.28)	(43.20)	(55.25)	(27.90)	(12.14)
Proceeds from sale of Fixed Assets	0.06	1.80	1.39	0.89	164.48	61.05
Proceeds / (Investments) in others (Net)	2,009.16	(2,009.16)	933.64	176.47	174.57	(642.06)
Proceeds/ (Investment) in subsidiaries	-	-	835.06	(3,367.21)	-	(222.50)
Interest received	41.74	1,224.41	424.34	485.58	330.62	210.27
Dividend received	13.70	107.08	263.87	233.11	221.86	164.92
Deposits / Advances with Companies	(260.03)	2,178.68	(393.57)	1,052.35	(1,435.54)	(783.98)
Net Cash (used in) / from investing activities	1,786.73	1,463.53	2,021.53	(1,474.06)	(571.91)	(1,224.44)
C. Cash flow from financing activities						
Increase in borrowings	406.58	1,914.71	-	5,384.30	3,372.26	700.00
Repayment of Loan	(1,250.00)	-	(1,956.56)	(2,500.00)	(1,000.00)	-
Interest paid	(845.27)	(450.85)	(236.04)	(375.58)	(263.64)	(147.52)
Dividend Paid	(283.52)	(279.76)	(538.05)	(286.68)	(284.76)	(237.30)
Redemption of preference shares	-	-	-	-	-	-
Issue of share capital	0.03	0.21	1.64	0.09	0.05	-
Share Premium Proceeds	0.04	1.00	56.59	0.79	-	-
Isse Expenses	-	-	-	-	-	-
Advances - Share Warrants	-	-	-	-	-	-
Net Cash used in financing activities	(1,972.14)	1,185.31	(2,672.42)	2,222.92	1,823.91	315.18
Net increase/(decrease) in cash and cash equivalents	286.20	1,041.33	42.71	(572.91)	(283.20)	(825.81)
Cash and Cash Equivalents (Opening)	1,390.81	349.47	306.77	879.68	1,162.88	1,988.69
Cash and Cash Equivalents (Closing)	1,677.00	1,390.81	349.47	306.77	879.68	1,162.88

As per our attached report of even date

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
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DIN:00004005

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Director
DIN : 00136969

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Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayantt Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

Annexure IV

Statement of Significant Accounting Policies to the Restated Financial Information

A. Basis of preparation

The Restated Summary Statement of Assets and Liabilities of the Company as on September 30, 2016, March 31, 2016, 2015, 2014, 2013, and 2012 and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the six months period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012 and the annexures thereto (collectively, the “Restated Financial Information”) have been extracted by the management from the Financial Statements of the Company for the six months ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012. Further, the financial statements for the year ended March 31, 2012, 2013 and 2014 have been regrouped and rearranged to comply with Schedule III to the Companies Act, 2013.

The financial statements are prepared and presented under the historical cost convention, ongoing concern basis, using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (upto March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014). The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The method and manner of providing depreciation on tangible fixed assets pursuant to Schedule II of the Companies Act, 2013 made effective from April 1, 2014.

B. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation, other pre-operation expenses and interest in case where the asset takes a substantial period of time to be ready for its intended use.

The carrying amount of cash generating units / assets is reviewed at the balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated as the net selling price or value in use, whichever is higher. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

Depreciation on tangible fixed assets has been provided on pro-rata basis, on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Lease hold improvements are amortised over the period of lease/estimated period of lease. Plant & Machinery includes Plant and Machinery used in civil construction – Others and amortised over a period

of 5 years. Vehicles used by employees are depreciated over the period of 48 months considering this period as the useful life of the vehicle for the Company. Sales office and the sample flat/ show unit cost at site is amortised over 5 years or the duration of the project (as estimated by management) whichever is lower.

D. Intangible Assets:

All Intangible Assets are initially measured at cost and amortised so as to reflect the pattern in which the assets' economic benefits are consumed. Software expenses are treated as an intangible asset and amortised over the useful life of the asset. The maximum period for such amortization is 36 months.

E. Investments:

Investments are classified into Non-Current and Current Investments. Non-current investments are carried at cost less diminution other than temporary. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature. Current Investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.

F. Inventories:

Inventories are stated at lower of cost and net realisable value. The cost of construction material is determined on the basis of weighted average method. Construction Work-in-Progress includes cost of land, premium for development rights, construction costs and allocated interest & manpower costs and expenses incidental to the projects undertaken by the Company.

G. Revenue Recognition:

Income from Projects

Income from real estate sales is recognised on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However if, at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognised on proportionate basis as the acts are performed, i.e. on the percentage of completion basis. Up to 31st March 2012, revenue from real estate projects is recognized only when actual project cost incurred is atleast 25% of the total estimated project costs including land and when atleast 10% of the sales consideration is received.

In accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by the Institute of Chartered Accountants of India, in case of projects commencing on or after 1st April 2012 or in case of projects which have already commenced but where revenue is being recognised for the first time on or after 1st April 2012, revenues will be recognized from these real estate projects only when

- i. the actual construction and development cost incurred is at least 25% of the total construction and development cost (without considering land cost) and
- ii. when at least 10% of the sales consideration is realised and
- iii. where 25% of the total saleable area of the project is secured by contracts of agreement with buyers.

Income from long term contracting assignments is also recognised on the percentage of completion basis. As the long-term contracts necessarily extend beyond one year, revision in costs and revenues estimated during the course of the contract are reflected in the accounting period in which the facts requiring the revision become known. Any expected loss on a project is recognised in the year in which costs incurred together with the balance costs to completion are likely to be in excess of the estimated revenues from project. Unbilled costs are carried as construction work-in-progress. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion.

Income from sale of land and other rights

Revenue from sale of land and other rights are considered upon transfer of all significant risks and rewards of ownership of such real estate/property as per the terms of the contract entered into with the buyers, which generally with the firmity of the sale contracts/agreements.

Income from Project Management

Project Management Fees receivable on fixed period contracts is accounted over the tenure of the contract/agreement. Where the fee is linked to the input costs, revenue is recognised as a proportion of the work completed based on progress claims submitted. Where the management fee is linked to the revenue generation from the project, revenue is recognised on the percentage of completion basis.

Income from operation of commercial complexes is recognised over the tenure of the lease/service agreement.

Interest and dividend income

Interest income is accounted on an accrual basis at contracted rates except where there is uncertainty of ultimate collection. Dividend income is recognised when the right to receive the same is established.

H. Employee benefits:

(i) Defined contribution Plans

Company's contributions paid/payable during the year to Provident Fund and Superannuation Fund are recognised in the Statement of Profit and Loss.

(ii) Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment are determined on actuarial basis using the projected unit credit method, which consider each period of service as giving rise to an additional unit of benefit and measures each unit separately to build up the final obligation. Past services are recognised on straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the Statement of Profit and Loss Account as income or expense.

Obligation is measured at the present value of estimated future cash flow using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

(iii) In view of the past trends of leave availed, the amount of employee benefit in the form of compensated absences, being in the nature of short term benefit, is accounted for on accrual basis at an undiscounted value.

I. Borrowing Costs:

Borrowing costs that are directly attributable to long-term project management and development activities are capitalised as part of project cost. Other borrowing costs are recognised as expense in the period in which they are incurred. Borrowing costs are capitalised as part of project cost when the activities that are necessary to prepare the asset for its intended use or sale are in progress. Borrowing costs are suspended from capitalisation on the project when development work on the project is interrupted for extended periods.

J. Provision for taxation:

Tax expense comprises both current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws. Deferred tax assets and liabilities are recognised for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred Tax assets are not recognised unless, in the management judgment, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized except in case of deferred tax asset arising from unabsorbed depreciation, brought forward tax losses and items relating to capital losses wherein deferred tax asset is only recognized when there is virtual certainty. The carrying amount of deferred tax is reviewed at each balance sheet date.

K. Segment Information:

The Company operates in three main segments; namely ‘‘Projects, Project Management and Development activities’’, ‘‘Operating of commercial complexes’’ and ‘‘Business Centres’’. The segments have been identified and reported taking into account the differing risks and returns and the internal business reporting systems. Revenues and expenses have been identified to the segments based on their relationship to the business activity of the segment. Income/expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses.

L. Provisions and Contingent Liabilities

Provisions are recognized in the financial statements in respect of a present obligation arising from a past event, the amount of which can be reliably estimated. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

M. Employee stock compensation costs

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The SEBI (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

Annexure V-Notes to Restated Financial Information
Note 1-Restated Summary Statement of Share Capital as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Authorised						
115,000,000 Equity shares of Rs 10 each as on September 30, 2016, March 31, 2016, 2015 and 2014	1,150.00	1,150.00	1,150.00	1,150.00	500.00	500.00
50,000,000 Equity shares of Rs 10 each as on 31st March 2013 and 2012						
6,500,000 Preference shares of Rs 10 each	-	-	-	-	650.00	650.00
6,000,000 unclassified shares of Rs 10 each	60.00	60.00	60.00	60.00	60.00	60.00
Total	1,210.00	1,210.00	1,210.00	1,210.00	1,210.00	1,210.00
Issued	-	-	-	-	-	-
41,076,601 shares of Rs 10 each as on September 30, 2016.						
41,074,001 shares of Rs 10 each as on March 31, 2016.						
41,053,051 shares of Rs 10 each as on March 31, 2015.	410.77	410.74	410.53	408.89	408.81	408.81
40,889,201 shares of Rs 10 each as on March 31, 2014.						
40,885,001 shares of Rs 10 each as on March 31, 2013.						
40,880,501 shares of Rs 10 each as on March 31, 2012.						
Total	410.77	410.74	410.53	408.89	408.81	408.81
Subscribed and Paid-up	-	-	-	-	-	-
41,035,750 shares of Rs 10 each as on September 30, 2016.						
41,033,150 shares of Rs 10 each as on March 31, 2016.						
41,012,200 shares of Rs 10 each as on March 31, 2015.	410.36	410.33	410.12	408.48	408.40	408.35
40,848,350 shares of Rs 10 each as on March 31, 2014.						
40,839,650 shares of Rs 10 each as on March 31, 2013.						
40,835,150 shares of Rs 10 each as on March 31, 2012.						
Total	410.36	410.33	410.12	408.48	408.40	408.35

a) Reconciliation of number of shares

Particulars	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013		March 31, 2012	
	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions	No of Shares	Rupees in Millions
Equity Shares												
Balance as at the beginning of the year	41,033,150	410.33	41,012,200	410.12	40,848,350	408.48	40,839,650	408.40	40,835,150	408.35	40,835,150	408.35
Add: Shares Issued (earlier kept in abeyance)	-	-	-	-	-	-	-	-	-	-	-	-
Add: Stock Options exercised during the year	2,600	0.03	20,950	0.21	163,850	1.64	8,700	0.09	4,500	0.05		-
Balance as at the end of the year	41,035,750	410.36	41,033,150	410.33	41,012,200	410.12	40,848,350	408.48	40,839,650	408.40	40,835,150	408.35

Equity Shares: The Company has issued one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share.

b) Shares held by holding company

	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013		March 31, 2012	
	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding
Equity Shares												
Mahindra & Mahindra Limited	20,846,126	50.80%	20,846,126	50.80%	20,846,126	50.83%	20,846,126	51.03%	20,846,126	51.04%	20,846,126	51.05%

c) Details of shares held by shareholders including Holding Company, holding more than 5% of the aggregate shares in the Company

	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014		March 31, 2013		March 31, 2012	
	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding	No of Shares	% holding
Equity Shares												
Mahindra & Mahindra Limited (Holding Company)	20,846,126	50.80%	20,846,126	50.80%	20,846,126	50.83%	20,846,126	51.03%	20,846,126	51.04%	20,846,126	51.05%
Amansa Investments Limited	2,341,170	5.71%	2,341,170	5.71%	2,505,170	6.11%	2,505,170	6.13%	2,434,599	5.96%	2,434,599	5.96%
Small Cap World Fund, INC	2,157,380	5.26%	2,157,380	5.26%	2,157,380	5.26%	2,157,380	5.28%	2,157,380	5.28%	2,157,380	5.28%

d) Shares reserved for issue under options

The Company has 5,58,380 as on 31st March 2016 (Previous Year 5,58,430) equity shares of Rs 10/- each reserved for issue under options

e) The allotment of 40,851 as on 31st March 2016 (45,351 as on 31st March 2012) equity shares of the Company has been kept in abeyance in accordance with Section 206A of the Companies Act, 1956 (Section 126 of the Companies Act 2013), till such time as the title of the bonafide owner of the shares is certified by the concerned Stock Exchange or the Special Court (Trial of Offences relating to Transactions in Securities).

Annexure V-Notes to Restated Financial Information
Note 2-Restated Summary Statement of Reserves and Surplus as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Capital Redemption Reserve						
Balance as at the beginning of the year	735.36	735.36	735.36	735.36	735.36	735.36
Add:- Transfer from General Reserve	-	-	-	-	-	-
Add:- Transfer from Profit & Loss Account	-	-	-	-	-	-
Balance as at the end of the year	735.36	735.36	735.36	735.36	735.36	735.36
Debenture Redemption Reserve*						
Balance as at the beginning of the year	940.62	627.08	313.54	-	-	-
Add:- Transfer from General Reserve	-	-	-	-	-	-
Add:- Transfer from Profit & Loss Account	-	313.54	313.54	313.54	-	-
Balance as at the end of the year	940.62	940.62	627.08	313.54	-	-
Share Premium Account						
Balance as at the beginning of the year	5,818.64	5,811.22	5,742.80	6,766.48	6,766.48	6,766.48
Add: Premium on shares issued during the year	-	7.38	68.42	0.79	-	-
Less: Premium for Redemption of Debentures	-	-	-	(1,024.47)	-	-
Balance as at the end of the year	5,818.64	5,818.60	5,811.22	5,742.80	6,766.48	6,766.48
General Reserve						
Balance as at the beginning of the year	729.95	729.95	496.65	418.92	321.43	201.26
Add:- Transfer from Profit & Loss Account	-	-	233.30	77.73	97.49	120.17
Less:- Transfer to Capital Redemption Reserve	-	-	-	-	-	-
Balance as at the end of the year	729.95	729.95	729.95	496.65	418.92	321.43
Share options outstanding account						
A) Employee Stock Option Outstanding:						
Balance as at the beginning of the year	64.70	56.03	54.20	42.43	10.71	10.71
Add: Grant of options during the year	-	15.05	13.67	11.77	31.72	-
Less: Amount transferred to Securities premium/Options Lapsed	-	(6.38)	(11.83)	-	-	-
Balance as at the end of the year	64.70	64.70	56.03	54.20	42.43	10.71
Less:	-	-	-	-	-	-
B) Deferred Employee Compensation Expenses :						
Balance as at the beginning of the year	31.58	28.40	29.86	27.40	2.72	4.66
Add: Grant of options during the year	-	15.05	13.67	11.77	31.72	-
Less: Transfer to Employee Benefits Expenses / Options Lapsed	(7.95)	(11.87)	(15.12)	(9.31)	(7.04)	(1.94)
Balance as at the end of the year	23.63	31.58	28.40	29.86	27.40	2.72
	-	-	-	-	-	-
Balance as at the end of the year	41.07	33.12	27.63	24.34	15.03	7.99
Surplus in Statement of Profit and Loss						
Balance as at the beginning of the year	5,341.47	4,889.99	3,651.95	3,552.66	2,961.94	2,165.26
Profit for the year	314.81	1,044.93	2,332.96	777.30	974.90	1,201.61
Less: Appropriations	-	-	-	-	-	-
Proposed Dividend	-	-	-	-	-	-
Proposed Dividend on Equity Shares	0.00	246.22	246.96	245.09	245.04	245.01
On Preference Shares	-	-	-	-	-	-
Tax on proposed dividend	-	33.70	50.25	41.65	41.64	39.75
Depreciation adjustment (Net of Deferred Tax Adj)	-	-	0.60	-	-	-
Interim Dividend	-	-	-	-	-	-
On Equity Shares	-	-	245.98	-	-	-
Tax on Interim Dividend	-	-	4.29	-	-	-
Transfer to Debenture Redemption Reserve	-	313.54	313.54	313.54	-	-
Transfer to General Reserve	-	-	233.30	77.73	97.49	120.17
Balance as at the end of the year	5,656.27	5,341.47	4,889.99	3,651.95	3,552.66	2,961.94
Total	13,921.92	13,599.12	12,821.23	10,964.64	11,488.45	10,793.20

*The Company has during the year ended March 31, 2014, issued Non Convertible Debentures (NCDs) aggregating Rs 5,000 million which are redeemable at a premium. The total premium on redemption of Rs 1024.47 million has been adjusted against the securities premium during the previous financial year as permitted under section 78 of the Companies Act, 1956.

Annexure V-Notes to Restated Financial Information
Note 3-Restated Summary Statement of Long term Provisions,as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Provision for Employee benefits						
Gratuity	10.84	10.84	12.16	2.72	-	1.14
Compensated absences	16.01	16.01	8.79	11.56	10.41	6.10
Provision for Premium on redemption of debentures	345.56	574.59	1,024.47	1,024.47	-	-
Total	372.41	601.44	1,045.42	1,038.75	10.41	7.24

Annexure V-Notes to Restated Financial Information
Note 4-Restated Summary Statement of Short term provisions ,as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Provision for Employee benefits						
Gratuity	0.56	0.56	3.72	2.73	1.05	3.89
- Compensated absences	18.25	18.25	28.62	6.86	6.06	4.80
Defect Liabilities / Warranties@	58.32	41.82	53.42	33.95	44.89	11.88
Proposed Dividend	-	246.20	246.07	245.09	245.04	245.01
Provision for tax on Proposed Dividend	12.81	50.12	50.10	41.65	41.64	39.74
Provision for Losses to project Completion**	-	-	-	102.30	102.30	102.30
Total	89.94	356.95	381.93	432.58	440.98	407.62

@The movement in provisions for defect liability is as follows:

Rs in Millions						
Paticulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Balance as on 1st April	41.82	53.42	33.95	44.89	11.88	24.36
Add: Provision made during the year	16.50	44.05	20.96	15.16	113.72	-
Less: Provision reversed	-	52.50	-	25.00	-	3.11
Less: Utilisation during the year	-	3.15	1.48	1.10	80.71	9.38
Balance as on 31st March	58.32	41.82	53.43	33.95	44.89	11.87

** The Company has, in case of certain projects, provided for Rs. 102.30 million for the year ended 31st March 2012,2013,2014 as provision for losses to project completion. The amount has been determined using best estimates with regard to percentage of completion, foreseeable costs to completion and revenues from the project activity. However, considering future business scenario, inflation in construction costs and market movement causing changes in realisations, which cannot be presently quantified, the final outcome may differ from that presently estimated. The probability and the timing of the outflow with regard to this matter depends on the completion of the project and conclusion of the arbitration proceedings.

Annexure V-Notes to Restated Financial Information

Note 5-Restated Summary of Trade Payables, as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Trade Payables - Micro and Small Enterprises	-	-	-	-	-	-
Trade Payables - Others	2,063.11	2,398.09	1,631.23	1,296.12	1,197.39	1,223.78
Total	2,063.11	2,398.09	1,631.23	1,296.12	1,197.39	1,223.78

Based on the information available with the Company there are no dues outstanding in respect of Micro, Small and Medium Enterprises as of Balance Sheet date.

Annexure V-Notes to Restated Financial Information

Note 6-Restated Summary Statement of Other Current Liabilities, as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Current Maturity of Long Term Borrowings*	1,750.00	1,250.00	-	1,000.00	1,000.00	601.70
Premium on redemption of debentures	229.03	449.87	-	-	-	-
Advances and Deposits	2,380.38	540.17	500.12	108.46	616.85	279.57
Unclaimed Dividends**	10.57	11.26	10.32	7.53	6.25	4.64
Interest accrued but not due	165.98	299.36	297.53	315.41	33.31	18.41
Other Liabilities	134.04	129.73	237.59	186.39	129.83	159.86
Total	4,670.00	2,680.39	1,045.56	1,617.79	1,786.24	1,064.18

**There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

*The current maturity of long term borrowings is repayable during the next financial year.

Annexure V-Notes to Restated Financial Information
Note 7-Restated Summary Statement of Deferred tax assets or liabilities as at

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Deferred Tax Liabilities						
Relating to :						
Difference between book and tax depreciation	54.95	60.49	61.42	63.86	66.73	76.90
Less: Transition Adjustment	-	-	(0.31)	-	-	-
Total	54.95	60.49	61.11	63.86	66.73	76.90
Deferred Tax Assets						
Relating to :						
Provision for impairment in asset value	-	-	-	52.69	52.69	50.30
Expenses allowable on actual payment	62.32	50.94	56.65	37.11	29.85	29.83
Total	62.32	50.94	56.65	89.80	82.54	80.13
Deferred Tax Liability(Net)		9.55	4.46			
Deferred Tax Asset(Net)	7.37			25.94	15.81	3.23

Annexure V-Notes to Restated Financial Information
Note 8-Restated Summary Statement of Fixed Assets as at

Rs in Millions											
	GROSS BLOCK				DEPRECIATION					NET BLOCK	
P a r t i c u l a r s	As at 31st March 2016	Additions	Deductions/	As at 30th September 2016	Up to 31st March 2016	Deductions/Adjustm ents	Depreciation Adjustment *	For thePeriod	Up to 30th September,2016	As at 30th September,2016	As at 31st March 2016
Tangible Assets:											
Land	4.43	-	-	4.43	-	-	-	-	-	4.43	4.43
Buildings											
- Owned	35.36	4.58	-	39.94	22.67	-	-	7.18	29.85	10.09	12.69
- Given Under Operating Lease	295.52	-	-	295.52	102.44	-	-	-	102.44	193.08	193.08
Bldg Others	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	26.48	0.10	-	26.58	8.19	-	-	4.50	12.68	13.90	18.30
Plant & Machinery	19.62	0.19	-	19.80	16.77	-	-	0.59	17.36	2.44	2.84
Computers	55.76	2.75	1.03	57.48	45.21	0.92	-	3.42	47.71	9.77	10.55
Vehicles	45.20	3.26	2.89	45.57	23.50	2.89	-	5.51	26.12	19.45	21.70
Leasehold improvements	45.21	-	-	45.21	21.72	-	-	0.54	22.25	22.96	23.49
SUB TOTAL	527.57	10.88	3.92	534.53	240.49	3.81	-	21.73	258.42	276.12	287.07
Previous Year	499.22	32.26	3.91	527.57	201.20	2.14	-	41.43	240.49	287.07	298.02
Intangible assets:											
Software	28.95	7.02	-	35.97	28.95	-	-	-	28.95	7.02	-
SUB TOTAL	28.95	7.02	-	35.97	28.95	-	-	-	28.95	7.02	-
Previous Year	28.95	-	-	28.95	28.95	-	-	-	28.95	0.00	0.00
Total	556.52	17.90	3.92	570.50	269.44	3.81	-	21.73	287.37	283.14	287.07
Previous year total	528.17	32.26	3.91	556.52	230.15	2.14	-	41.43	269.45	287.07	298.02
Capital Work In Progress											7.02
										283.14	294.09

*Depreciation adjustment was due to change in useful life as prescribed in Schedule II to the Companies Act, 2013

- a) There was debit to retained earnings of Rs. 0.61 million (net of deferred tax) for the asset whose remaining life on April 1, 2014 was reduced to NIL, in accordance with revised life as considered by management.
- b) The depreciation charge for the year ended 31st March 2015 was higher by Rs 4.55 million

Annexure V-Notes to Restated Financial Information
Note 8-Restated Summary Statement of Fixed Assets as at

	GROSS BLOCK				DEPRECIATION					Rs in Millions	
										NET BLOCK	
Particulars	As at 31st March 2015	Additions	Deductions/Adjustments	As at 31st March 2016	Up to 31st March 2015	Deductions/Adjustments	Depreciation Adjustment *	For the Year	Up to 31st March 2016	As at 31st March 2016	As at 31st March 2015
Tangible Assets:											
Land	4.43	-	-	4.43	-	-	-	-	-	4.43	4.43
Buildings											
- Owned	35.36	-	-	35.36	8.35	-	-	14.33	22.67	12.69	27.02
- Given Under Operating Lease	295.52	-	-	295.52	102.44	-	-	-	102.44	193.08	193.08
Furniture & Fixtures	11.87	14.61	-	26.48	6.60	-	-	1.59	8.19	18.30	5.27
Plant & Machinery	18.67	0.94	-	19.62	15.55	-	-	1.23	16.77	2.84	3.12
Computers	50.76	5.64	0.65	55.76	37.46	0.65	-	8.41	45.21	10.55	13.31
Vehicles	37.40	11.06	3.26	45.20	12.76	1.49	-	12.23	23.50	21.70	24.64
Leasehold improvements	45.21	-	-	45.21	18.05	-	-	3.66	21.72	23.49	27.16
SUB TOTAL	499.22	32.26	3.91	527.57	201.20	2.14	-	41.43	240.49	287.07	298.02
Previous Year	461.29	43.20	5.27	499.22	175.61	2.77	0.92	27.44	201.20	298.02	285.68
Intangible assets:											
Software	28.95	-	-	28.95	28.95	-	-	-	28.95	-	-
SUB TOTAL	28.95	-	-	28.95	28.95	-	-	-	28.95	-	-
Previous Year	28.95	-	-	28.95	28.95	-	-	-	28.95	-	-
Total	528.17	32.26	3.91	556.52	230.15	2.14	-	41.43	269.45	287.07	298.02
Previous year total	490.24	43.20	5.27	528.17	204.57	2.77	0.92	27.44	230.15	298.02	285.68
Capital Work In Progress	-	-	-	-	-	-	-	-	-	7.02	-
Total										294.09	298.02

*Depreciation adjustment in previous year was due to change in useful life as prescribed in Schedule II to the Companies Act, 2013.

Annexure V-Notes to Restated Financial Information
Note 8-Restated Summary Statement of Fixed Assets as at

Rs in Millions											
Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 31st March 2014	Additions	Deductions/Adjustments	As at 31st March 2015	Up to 31st March 2014	Deductions/Adjustments	Deductions/Adjustments	For the Year	Up to 31st March 2015	As at 31st March 2015	As at 31st March 2014
Tangible Assets:											
Land	4.43	-	-	4.43	-	-	-	-	-	4.43	4.43
Buildings	-	-	-	-	-	-	-	-	-	-	-
Owned	16.41	18.96	-	35.36	2.46	-	-	5.89	8.35	27.02	13.95
Given Under Operating Lease	295.52	-	-	295.52	101.21	-	-	1.22	102.44	193.08	194.30
Furniture & Fixtures	11.61	0.26	-	11.87	6.02	-	-	0.58	6.60	5.27	5.59
Plant & Machinery	17.60	1.07	-	18.67	14.18	-	-	1.37	15.55	3.12	3.46
Computers	41.49	9.61	0.33	50.76	26.84	0.36	0.92	10.06	37.46	13.31	14.59
Vehicles	35.30	7.05	4.94	37.40	9.62	2.42	-	5.56	12.76	24.64	25.69
Leasehold improvements	38.94	6.27	-	45.21	15.28	-	-	2.77	18.05	27.16	23.66
SUB TOTAL	461.29	43.20	5.27	499.22	175.61	2.77	0.92	27.44	201.20	298.02	285.68
Previous Year	409.35	63.43	11.49	461.29	161.88	9.46	-	23.20	175.61	285.68	247.47
Intangible assets:	-	-	-	-	-	-	-	-	-	-	-
Software	28.95	-	-	28.95	28.95	-	-	-	28.95	-	-
SUB TOTAL	28.95	-	-	28.95	28.95	-	-	-	28.95	-	-
Previous Year	28.95	-	-	28.95	28.95	-	-	-	28.95	-	-
Total	490.24	43.20	5.27	528.17	204.57	2.77	0.92	27.44	230.15	298.02	285.68
Previous year total	438.30	63.43	11.49	490.24	190.83	9.46	-	23.20	204.57	285.68	247.47
Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-
Total										298.02	285.68

*Depreciation adjustment was due to change in useful life as prescribed in Schedule II to the Companies Act, 2013

- a) There was debit to retained earnings of Rs. 0.605 Million (net of deferred tax) for the asset whose remaining life on April 1, 2014 was reduced to NIL, in accordance with revised life as considered by management.
- b) The depreciation charge for the year ended 31st March 2015 was higher by Rs 4.545 Million

Annexure V-Notes to Restated Financial Information
Note 8-Restated Summary Statement of Fixed Assets as at

Particulars	COST				DEPRECIATION				NET BLOCK	
	As at March, 31 2013	Additions	Deductions	As at March, 31 2014	Up to March, 31 2013	Deductions	For the Year	Up to March, 31 2014	As at March, 31 2014	As at March, 31 2013
Tangible Assets:										
Land	4.43	-	-	4.43	-	-	-	-	4.43	4.43
	-	-	-	-	-	-	-	-	-	-
Building	305.47	6.46	-	311.92	97.98	-	5.69	103.67	208.25	207.49
	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	9.77	2.85	1.00	11.61	5.44	0.75	1.33	6.02	5.59	4.33
	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	16.29	2.32	0.94	17.66	13.94	0.87	1.13	14.20	3.46	2.35
	-	-	-	-	-	-	-	-	-	-
Computers	40.24	6.45	5.24	41.43	27.56	5.23	4.51	26.83	14.59	12.68
	-	-	-	-	-	-	-	-	-	-
Vehicles	22.81	16.56	4.06	35.30	7.90	2.45	4.15	9.61	25.69	14.90
	-	-	-	-	-	-	-	-	-	-
Leasehold improvements	10.35	28.81	0.22	38.94	9.07	0.17	6.38	15.28	23.66	1.29
SUB TOTAL	409.35	63.43	11.46	461.29	161.88	9.46	23.20	175.61	285.68	247.47
Previous Year	447.67	19.71	58.04	409.35	156.97	12.79	17.70	161.88	247.47	290.71
Intangible assets:										
Software	28.95	-	-	28.95	28.95	-	-	28.95	-	-
SUB TOTAL	28.95	-	-	28.95	28.95	-	-	28.95	-	-
Previous Year	28.95	-	-	28.95	28.95	-	-	28.95	-	-
	-	-	-	-	-	-	-	-	-	-
Total	438.30	63.43	11.46	490.24	190.83	9.46	23.20	204.57	285.68	247.47
Previous year total	476.62	19.71	58.04	438.30	185.92	12.79	17.70	190.83	247.47	290.71
Capital Work In Progress	-	-	-	-	-	-	-	-	-	8.19
Total	-	-	-	-	-	-	-	-	285.68	255.66

Annexure V-Notes to Restated Financial Information
Note 8-Restated Summary Statement of Fixed Assets as at

Rs in Millions

Particulars	COST				DEPRECIATION				NET BLOCK	
	As at March, 31 2012	Additions	Deductions	As at March, 31 2013	Up to March, 31 2012	Deductions	For the Year	Up to March, 31 2013	As at March, 31 2013	As at March, 31 2012
Tangible Assets:										
Land	12.90	-	8.48	4.43	-	-	-	-	4.43	12.90
Building	349.86	-	44.39	305.47	101.85	9.18	5.31	97.98	207.49	248.01
Furniture & Fixtures	6.97	3.88	1.08	9.77	6.18	1.08	0.34	5.44	4.33	0.79
Plant & Machinery	16.57	0.60	0.89	16.29	13.49	0.89	1.34	13.94	2.35	3.09
Computers	31.57	8.74	0.07	40.24	23.99	0.07	3.64	27.56	12.68	7.58
Vehicles	19.44	6.49	3.12	22.81	5.84	1.57	3.63	7.90	14.90	13.60
Leasehold improvements	10.35	-	-	10.35	5.62	-	3.45	9.07	1.29	4.74
SUB TOTAL	447.67	19.71	58.04	409.35	156.97	12.79	17.70	161.88	247.47	290.70
Previous Year	454.20	12.14	18.66	447.67	144.70	4.81	17.09	156.97	290.70	309.50
Intangible assets:										
Software Expenditure	28.95	-	-	28.95	28.95	-	-	28.95	-	0.00
SUB TOTAL	28.95	-	-	28.95	28.95	-	-	28.95	-	0.00
Previous Year	28.95	-	-	28.95	19.24	-	9.72	28.95	0.00	9.72
Total	476.62	19.71	58.04	438.30	185.92	12.79	17.70	190.83	247.47	290.70
Previous year total	483.15	12.14	18.66	476.62	163.93	4.81	26.80	185.92	290.71	319.22
Capital Work In Progress										
	-	-	-	-	-	-	-	-	8.19	-
Total	-	-	-	-	-	-	-	-	255.66	290.71

Annexure V-Notes to Restated Financial Information
Note 8-Restated Summary Statement of Fixed Assets as at

Rs in Millions										
Particulars	COST				DEPRECIATION				NET BLOCK	
	As at March, 31 2011	Additions	Deductions	As at March, 31 2012	Up to March, 31 2011	Deductions	For the Year	Up to March, 31 2012	As at March, 31 2012	As at March, 31 2011
Tangible Assets:										
Land	18.47	-	5.57	12.90	-	-	-	-	12.90	18.47
	-	-	-	-	-	-	-	-	-	-
Building	359.80	-	9.94	349.86	98.47	2.45	5.83	101.85	248.01	261.33
	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	6.27	0.70	-	6.97	5.79	-	0.39	6.18	0.79	0.48
	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	16.10	0.92	0.44	16.57	12.52	0.40	1.37	13.49	3.09	3.58
	-	-	-	-	-	-	-	-	-	-
Computers	28.37	3.24	0.04	31.57	20.40	0.01	3.60	23.99	7.58	7.97
	-	-	-	-	-	-	-	-	-	-
Vehicles	15.05	7.06	2.68	19.43	5.34	1.96	2.46	5.84	13.59	9.72
	-	-	-	-	-	-	-	-	-	-
Leasehold improvements	10.14	0.22	-	10.35	2.18	-	3.44	5.61	4.74	7.96
SUB TOTAL	454.20	12.14	18.66	447.67	144.70	4.81	17.09	156.97	290.71	309.50
Previous Year	434.82	21.92	2.54	454.20	130.56	1.19	15.33	144.70	309.50	304.27
	-	-	-	-	-	-	-	-	-	-
Intangible assets:										
Software Expenditure	28.95	-	-	28.95	19.24	-	9.72	28.95	0.00	9.72
SUB TOTAL	28.95	-	-	28.95	19.24	-	9.72	28.95	0.00	9.72
Previous Year	28.95	-	-	28.95	9.52	-	9.72	19.24	9.72	19.43
	-	-	-	-	-	-	-	-	-	-
Total	483.15	12.14	18.66	476.62	163.93	4.81	26.80	185.92	290.71	319.22
Previous year total	463.78	21.92	2.54	483.15	140.08	1.19	25.05	163.93	319.22	323.70

Annexure V-Notes to Restated Financial Information
Note 9-Restated Summary Statement of Inventory, as at

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Raw material	268.00	215.67	217.01	136.27	101.88	44.40
Stock-in-trade	-	-	-	-	-	7.70
Construction Work in Progress *#	11,080.04	10,584.05	7,676.26	6,412.76	5,709.20	2,283.58
Total	11,348.04	10,799.72	7,893.27	6,549.03	5,811.08	2,335.68

* Construction Work in Progress represents materials at site and unbilled costs on the projects. Based on projections and estimates by the Company of the expected revenues and costs to completion, provision for losses to completion and/ or write off of costs carried to inventory are made on projects where the expected revenues are lower than the estimated costs to completion. In the opinion of the management, the net realisable value of the construction work in progress will not be lower than the costs so included therein. Specified Land owned by the Company is given as security for debentures

For the year 31.03.2016

The Company had during the previous year entered into mutually agreed consent terms with a land-owner in respect of the project, commencement of which had been delayed and in accordance with the consent terms, the Company during the previous year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect was no longer required and reversed during the previous year. Further, revenue from operations for the previous year ended 31st March 2015 includes Rs 2526.30 millions on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 226.30 million of costs incurred in relation thereto. Other income included in the previous year Rs 155.00million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Consequent to the above, construction work-in-progress of Rs 76.59 million and short term loans and advances and interest accrued on project advances included in other current assets of Rs 42.053 Million and Rs 21.75 Million, respectively, at 31st March 2014 have been realized during the previous year.

Specified Land owned by the Company is given as security for debentures .

For the year 31.03.2015

The Company had during the previous year entered into mutually agreed consent terms with a land-owner in respect of the project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 million in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses include Rs 226.27 million of costs incurred in relation thereto. Other income include Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Consequent to the above, construction work-in-progress of Rs 76.59 million and short term loans and advances and interest accrued on project advances included in other current assets of Rs 420.53 million and Rs 217.5 million , respectively, at 31st March 2014 have been realized during the year.

Specified Land owned by the Company is given as security for debentures

For the year 31.03.2014

Construction Work-in-Progress, short term loans and advances and interest accrued on project advances in other current assets include Rs 76.59 million, Rs 420.53 million and Rs 217.5 million, respectively on account of a project, where commencement of construction had been delayed on account of a dispute between the land-owner and the Company which was referred to arbitration. Post year end, the parties have entered into mutually agreed consent terms and the arbitration award has been issued in accordance with the consent terms, as a result of which these amounts are expected to be recovered either by sale or joint development of the property.

For the year 31.03.2013 and 31.03.2012

Construction Work-in-Progress include Rs. 76.59 million (previous year Rs. 76.59 million) on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company. The dispute has been referred to arbitration. The Company together with the Owner is also exploring the option of selling the property to third parties. Management is hopeful of a favourable outcome and does not expect any loss in this account.

Annexure V-Notes to Restated Financial Information
Note 10-Restated Summary Statement of Cash and Bank as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Cash in hand	0.13	0.10	0.16	0.10	0.21	0.01
Bank Balances	-	-	-	-	-	-
-In Current Accounts	154.93	1,203.36	305.68	229.39	669.78	628.51
- In Deposit Accounts with Banks	1,795.42	254.40	110.70	77.27	209.69	534.37
Fixed deposit of Rs. 40.02 million as at 30.09.2016, Rs. 43.58 million as at 31.03.2016, Rs. 44.38 million as at 31.03.2015, Rs. 33.75 million at 31.03.2014, Rs. 31.06 million at 31.03.2013, Rs.28.69 million at 31.03.2012 is against Margin Monies with banks for Bank Guarantee.						
Other Bank Balances						
Long Term Deposits with maturity more than 3 months but less than 12 months)	-	-	-	39.44	27.13	109.70
	-	-	-	-	-	-
Fixed deposit of Rs.NIL at 31.03.2014, Rs.5.53 million at 31.03.2013, Rs.20.18 million at 31.03.2012 is against Margin Monies with banks for Bank Guarantee.	-	-	-	-	-	-
Total	1,950.48	1,457.86	416.54	346.20	906.81	1,272.59
(a) Cash and cash equivalents for the purposes of cash flow						
Rs in Millions						
Cash in hand	0.13	0.10	0.16	0.10	0.21	0.01
Bank Balances	-	-	-	-	-	-
-In Current Accounts	154.93	1,203.36	305.68	229.39	669.78	628.51
- In Deposit Accounts with maturity upto 3 months	1,521.94	187.34	43.64	77.27	209.69	534.37
Total	1,677.00	1,390.80	349.48	306.76	879.68	1,162.89

(b) Balance with Banks includes Unclaimed Dividend of Rs.11.57 million as at 30.09.2016, Rs 11.26 million at 31.03.2016, Rs 10.34 million as at 31.03.2015, Rs 7.53 million as at 31.03.2014, Rs 6.55 million as at 31.03.2013, Rs 4.64 million as at 31.03.2012

Annexure V-Notes to Restated Financial Information
Note 11-Restated Summary Statement of Revenue from Operations for the period ended

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Income from Projects *	1,635.55	4,608.98	5,883.76	2,773.03	3,291.20	4,519.17
Project Management Fees	107.50	218.86	158.32	134.51	34.66	25.78
Income from Operation of Commercial Complexes	100.22	201.90	198.05	163.11	156.86	125.61
Profit on sale of properties	-	-	-	-	32.49	18.96
	1,843.27	5,029.74	6,240.13	3,070.65	3,515.21	4,689.52
Total	1,843.27	5,029.74	6,240.13	3,070.65	3,515.21	4,689.52

For 31.03.2015

*The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2,526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Annexure V-Notes to Restated Financial Information
Note 12-Restated Summary Statement of Operating Expenses for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Cost of Project						
Opening Stock						
- Stock in trade		-	-	-	7.70	40.93
- Work-in-progress	10,584.05	7,676.26	6,412.76	5,709.20	2,283.59	1,604.55
- Raw Material	215.67	217.01	136.27	101.89	44.40	41.57
	10,799.72	7,893.27	6,549.03	5,811.08	2,335.68	1,687.04
Add: Expenses incurred during the year : #						
Premium for Development Rights	522.95	2,173.88	556.60	380.58	2,995.81	1,253.51
Architect Fees	10.46	59.53	54.78	39.96	73.22	97.29
Preliminaries & Site Expenses	9.93	661.34	107.70	27.55	264.88	46.68
Civil, Electrical, Contracting etc.	593.49	2,626.20	2,737.73	1,842.74	1,633.85	1,919.83
Overheads allocated	59.38	126.87	139.65	124.36	111.43	83.26
Interest allocated	136.21	226.77	171.50	264.19	216.76	135.87
Payment to Local Agencies	226.89	193.87	195.96	49.94	248.81	8.80
Insurance	2.50	4.42	2.69	2.23	3.28	1.33
Legal & Professional Fees	38.19	92.97	42.97	79.15	36.68	24.02
	1,600.00	6,165.86	4,009.58	2,810.71	5,584.72	3,570.60
	12,399.72	14,059.13	10,558.61	8,621.79	7,920.41	5,257.64
Less :-Closing Stock						
Stock in trade						7.70
Work-in-progress	11,080.04	10,584.05	7,676.25	6,412.76	5,709.20	2,283.59
Raw Material	268.00	215.67	217.01	136.27	101.89	44.40
	11,348.04	10,799.72	7,893.27	6,549.03	5,811.08	2,335.68
	1,051.68	3,259.41	2,665.35	2,072.76	2,109.32	2,921.96
Rent, Rates & Taxes	5.97	10.31	17.52	5.07	4.12	3.88
Insurance	0.05	-0.06	0.06	0.04	-	0.52
Repairs & Maintenance - Commercial Properties	5.74	18.10	13.88	19.26	9.56	10.47
Professional Fees #	0.17	0.86	53.35	17.32	11.66	12.41
Brokerage	11.87	28.26	20.06	5.15	17.05	32.57
Advertisement, Marketing & Business Development	41.68	105.67	100.63	45.69	24.33	19.89
Electricity	5.29	4.89	0.67	0.21	1.10	0.17
Other Operating Expenses	38.47	30.07	117.89	22.41	80.61	18.00
	1,160.92	3,457.52	2,989.42	2,187.89	2,257.75	3,019.86

For 31.03.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Annexure V-Notes to Restated Financial Information
Note 13 - Restated Summary Statement of Employee Benefit Expenses for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Salaries, Allowances & Bonus	320.39	585.54	508.08	381.86	331.06	253.76
Contribution to Provident & Other Funds.	16.82	26.78	33.40	20.05	13.86	10.39
Expense on Employee Stock Option Scheme	7.95	11.87	11.77	-	-	-
Staff Welfare Expenses	14.26	40.04	38.21	26.32	26.21	28.48
	359.42	664.23	591.47	428.23	371.13	292.63
Less :- Allocated to projects	(59.38)	(126.87)	(139.65)	(124.36)	(111.43)	(83.27)
Total	300.04	537.36	451.82	303.87	259.70	209.36

Gratuity

The components of the net benefit expense recognized in the statement of profit and loss, the funded status and the amounts recognized in the balance sheet in respect of the Company's gratuity plan is summarized below:

1 Description of the Plan:

The Company has covered its gratuity liability by a Group Gratuity Policy named 'Employee Group Gratuity Assurance Scheme' issued by Life Insurance Corporation of India ("LIC"). Employee at retirement are eligible for a benefit, which will be equal to 15 days salary for each completed year of service. The balance in the Employee Group Gratuity Assurance Scheme is the plan asset.

2 Principal actuarial assumptions:

	Sep-16	Mar-16	Mar-15	Mar-14	Mar-13	Mar-12
Discount Rate	6.96%	7.46%	7.77%	9.19%	8.06%	8.65%
Rate of Return on Plan Assets	9.50%	9.50%	9.40%	9.50%	9.50%	9.50%
Attrition	5.00%	5.00%	5.00%	5.00%	-	-

3 Reconciliation of Benefit Obligation:

	30.09.2016 Rs. Million	31.03.2016 Rs. Million	31.03.2015 Rs. Million	31.03.2014 Rs. Million	31.03.2013 Rs. Million	31.03.2012 Rs. Million
Liability at the beginning of the year	27.19	28.05	20.34	12.17	11.92	10.96
Adjustment to the opening balance	-	-	0.38	(0.39)	-	-
Interest Cost	1.01	2.18	1.82	1.09	1.03	0.91
Current Service Cost	3.60	7.20	6.73	4.23	2.98	2.83
Benefit Paid	-	-	(1.74)	-	-	-
Unrecognised Past Service Cost	-	-	-	-	-	-
Actuarial (Gain) / Loss on Obligations	(3.44)	(10.24)	0.51	3.23	(3.77)	(2.78)
Liability at the end of the year	28.37	27.19	28.05	20.34	12.17	11.92
Fair Value of Plan Assets at the end of the year	15.79	15.79	12.16	14.89	11.12	6.89
Amount recognised and disclosed under the head "Provisions for Gratuity"	12.58	11.40	15.89	5.44	1.05	5.03
Current Liability	0.58	0.56	3.72	2.73	1.05	3.89
Non – Current Liability	12.00	10.84	12.16	2.72	-	1.14

4 Reconciliation of Fair value of Plan Assets:

	30.09.2016 Rs. Million	31.03.2016 Rs. Million	31.03.2015 Rs. Million	31.03.2014 Rs. Million	31.03.2013 Rs. Million	31.03.2012 Rs. Million
Fair Value of Plan Assets at the beginning of the year	15.78	12.16	14.89	11.12	6.89	6.89
Adjustment to the opening balance	-	2.27	(2.73)	-	0.64	-
Expected Return on Plan Assets	0.75	1.37	1.16	1.17	0.89	0.66
Contributions	-	-	1.74	2.73	3.59	-
Benefit Paid	-	-	(1.73)	-	-	-
Actuarial Gain /(Loss) on plan assets	(0.75)	(0.01)	(1.16)	(0.13)	(0.89)	(0.66)
Fair Value of Plan Assets at the end of the year	15.79	15.79	12.16	14.89	11.12	6.89

5 Actual Return on Plan Asset:

	30.09.2016 Rs. Million	31.03.2016 Rs. Million	31.03.2015 Rs. Million	31.03.2014 Rs. Million	31.03.2013 Rs. Million	31.03.2012 Rs. Million
Expected Return on Plan Assets	0.75	1.37	1.16	1.17	-	-
Actuarial Gain/(Loss) on Plan Assets	(0.75)	(0.01)	(1.16)	(0.13)	-	-
Actual Return on Plan Assets	-	1.36	-	1.05	-	-

6 Expenses recognised in the Statement of Profit and Loss under the head “Employee Remuneration & Benefits”:

	30.09.2016 Rs. Million	31.03.2016 Rs. Million	31.03.2015 Rs. Million	31.03.2014 Rs. Million	31.03.2013 Rs. Million	31.03.2012 Rs. Million
Current Service Cost	3.60	7.20	6.73	4.23	2.98	2.83
Interest Cost	1.01	2.18	1.82	1.09	1.03	0.91
Unrecognised Past Service Cost	0.00	0.00	0.00	0.00	-	0.04
Expected Return on Plan Assets	(0.75)	(1.37)	(1.16)	0.00	(0.89)	(0.66)
Net Actuarial (Gain) / Loss recognised	(2.69)	(10.22)	1.67	(1.17)	(2.88)	(2.13)
Settlement Cost	0.00	0.00	0.00	3.35	-	0.64
Expenses recognised in Profit and Loss Account	1.18	(2.22)	9.07	7.51	0.25	1.64

7 Experience Adjustments

	Rs in millions					
	September'16	2016	2015	2014	2013	2012
Defined benefit obligation	28.37	27.19	28.05	20.72	12.17	11.92
Fair value of plan assets	15.79	15.79	12.16	14.89	11.12	6.89
Surplus / (Deficit)	(12.58)	(11.40)	(15.89)	(5.83)	(1.05)	(5.03)
Experience adjustment on plan liability [(Gain) / Loss]	(3.44)	(10.24)	0.51	3.23	-	0.91
Experience adjustment on plan assets [Gain / (Loss)]	(0.75)	(0.01)	(1.16)	(0.13)	-	(0.33)

8 Amount expected to be contributed to fund in coming year is Rs 0.559 Million for Sptember 2016, Rs 0.59 million for March 2016, Rs. 3.72 millions for March 2015.

9 The gratuity fund is entirely invested in a group gratuity policy with the Life Insurance Corporation of India. The information or the allocation of the fund into major asset classes and the expected return on major classes is not readily available.

For the period ended 30th September, 2016

b) Employee Stock Option Scheme

The Company has granted options to its eligible employees under the Employee Stock Options Scheme 2006 ("ESOS 2006") and the Employee Stock Options Scheme 2012 ("ESOS 2012"). The options granted under both the schemes are equity settled. The other details of the schemes are summarised below:

	ESOS 2006			ESOS 2012					
Grant date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th October 2014	30 th April 2015	28 th Jan-16	28 th July 2016	
Options granted	6,78,359	10,000	1,01,000	26,500	27,000	3,000	31,000	30,000	
Exercise price	Rs 428/- per share	Rs 325/- share	Rs. 10 per share						
Basis of exercise price	Average of the daily high and low of the prices for the Company's Equity Shares quoted on the BSE Limited during 15 days preceding the date of grant of options		Face value of share						
Vesting period	on expiry of 12 months from date of grant – on expiry of 12 months from date of grant – 20% on expiry of 24 months from date of grant – on expiry of 24 months from date of grant – 20% on expiry of 36 months from date of grant – on expiry of 36 months from date of grant – 30% on expiry of 48 months from date of grant – on expiry of 48 months from date of grant – 30%								
Contractual life*	Options will lapse if not exercised within 5 years from the date of individual vesting.								
Amortization Details: @	The details of the same are given below:								
Total Amount to be amortized over the vesting period	Rs. 10.04 Million	Rs. (0.00) Million	Rs. 4.13 Million	Rs. 4.31 Million	Rs. 8.47 Million	Rs. 1.05 Million	Rs. 13.11 Million	Rs. 13.43 Million	
Charge to Statement of P&L for the year	Nil	Rs (0.001) Million	Rs. 33.53 Million	Rs. 1.16 Million	Rs. 1.56 Million	Rs. 0.17 Million	Rs. 1.71 Million	Nil	
Compensation in respect of lapsed cases	-	-	(7.83) -	-	-	-	-	-	
Unamortized amount carried forward	Nil	NIL	NIL	Rs. 3.15 Million	Rs. 6.91 Million	Rs. 0.88 Million	Rs. 11.40 Million	Rs. 13.43 Million	

* During the previous year for ESOS 2006 scheme, the Company modified the exercise period of the options whereby the exercise period of the options granted was extended from 5 years from the date of vesting of the respective tranche of the option to the last date of the exercise period for the last tranche of the option granted under the said scheme.

@The company has adopted intrinsic value method for computing the compensation cost for the options granted. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period.

Grant Date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th Oct. 2014	30 th April 2015	28 th Jan. 2016
Risk free interest rate	7.79% - 8.15%	8.06% - 8.20%	8.06% - 8.20%	8.31% - 8.39%	8.49% - 8.52%	7.69% - 7.74%	7.43% - 7.73%
Expected life	3.5 – 6.5 Years	3.5 – 6.5 Years	3.5 – 6.5 Years	6 – 9 Years	3.5 – 6.5 Years	3.5 - 6.5 Years	3.5 – 6.5 Years
Expected volatility	66.76% - 70.65%	44.15% - 59.61%	44.15% - 59.61%	47.63%	26.68% - 43.74%	26.11%- 37.68%	27.17% - 30.20%
Expected dividend yield	0.33%	1.38%	1.38%	1.31%	2.28%	2.57%	2.49%
Exercise price	Rs. 428	Rs. 325	Rs. 10	Rs. 10	Rs. 10	Rs. 10	10
Stock Price	Rs. 443.79	Rs. 324.14	Rs. 324.14	Rs. 454.09	Rs. 516.08	Rs. 467.60	482.25

Earnings per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows

Particulars		Intrinsic Value Method		Fair Value Method	
		Sept. 2016	Mar-16	Sept. 2016	Mar-16
A	Net Profit After Tax (Rs. in million)	314.81	1,044.93	315.51	1,044.81
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	41,034,670.00	41,021,975.00	41,034,670.00	41,021,975.00
	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	41,218,303.00	41,167,759.00	41,218,303.00	41,167,759.00
C					
D	Basic Earning per Share (Rs.)	7.67	25.47	7.69	25.47
E	Diluted Earning per Share (Rs.)	7.64	25.38	7.65	25.38

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	558,380	558,430
Options erroneously cancelled during prior year, reinstated	-	-
Options granted during the year	30,000	34,000
Options lapsed during the year	-	-
Options cancelled during the year	2,400	13,100
Options exercised during the year	2,600	20,950
Options outstanding on 31st March	5,83,380	558,380
Options vested but not exercised on 31 st March	4,96,130	467,730

Information in respect of options outstanding as at 30th September, 2016:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,32,730	12 months
Rs. 325	5,000	30 months
Rs. 10	46,850	18 months
Rs. 10	18,300	30 months
Rs. 10	21,500	48 months
Rs. 10	3,000	54 months
Rs. 10	31,000	54 months
Rs. 10	30,000	60 months

For the period ended 31st March 2016

b) Employee Stock Option Scheme

The Company has granted options to its eligible employees under the Employee Stock Options Scheme 2006 ("ESOS 2006") and the Employee Stock Options Scheme 2012 ("ESOS 2012"). The options granted under both the schemes are equity settled. The other details of the schemes are summarised below:

	ESOS 2006		ESOS 2012				
Grant date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th October 2014	30 th April 2015	28 th Jan-16
Options granted	6,78,359	10,000	1,01,000	26,500	27,000	3,000	31,000
Exercise price	Rs 428/- per share	Rs 325/- share	Rs. 10 per share				
Basis of exercise price	Average of the daily high and low of the prices for the Company's Equity Shares quoted on the BSE Limited during 15 days preceding the date of grant of options		Face value of share				
Vesting period	on expiry of 12 months from date of grant – 25% on expiry of 24 months from date of grant – 25% on expiry of 36 months from date of grant – 25% on expiry of 48 months from date of grant – 25%		on expiry of 12 months from date of grant – 20% on expiry of 24 months from date of grant – 20% on expiry of 36 months from date of grant – 30% on expiry of 48 months from date of grant – 30%				
Contractual life*	Options will lapse if not exercised within 5 years from the date of individual vesting.						
Amortization Details:@	The details of the same are given below:						
Total Amount to be amortized over the vesting period	Rs. 10.04 Million	Rs. (0.01) Million	Rs. 28.73 Million	Rs. 10.50 Million	Rs. 12.88 Million	Rs. 1.37 Million	Rs. 13.68 Million
Charge to Statement of P&L for the year	Nil	Rs. (0.02) Million	Rs. 5.33 Million	Rs. 1.56 Million	Rs. 2.99 Million	Rs. 0.31 Million	Rs. 0.57 Million
Compensation in respect of lapsed cases	-	-	-	-	-	-	-
Unamortized amount carried forward	Nil	Rs. (0.01) Million	Rs. 4.14 Million	Rs. 4.31 Million	Rs. 8.47 Million	Rs. 1.05 Million	Rs. 13.11 Million

* During the previous year for ESOS 2006 scheme, the Company modified the exercise period of the options whereby the exercise period of the options granted was extended from 5 years from the date of vesting of the respective tranche of the option to the last date of the exercise period for the last tranche of the option granted under the said scheme.

@The company has adopted intrinsic value method for computing the compensation cost for the options granted. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period.

The Fair value has been calculated using the Black Scholes option pricing model and the significant inputs used for the valuation are as follows:

Grant Date	25 th April 2008	4 th August 2012	4 th August 2012	24 th July 2013	17 th Oct. 2014	30 th April 2015	28 th Jan. 2016
Risk free interest rate	7.79% - 8.15%	8.06% - 8.20%	8.06% - 8.20%	8.31% - 8.39%	8.49% - 8.52%	7.69% - 7.74%	7.43% - 7.73%
Expected life	3.5 – 6.5 Years	3.5 – 6.5 Years	3.5 – 6.5 Years	6 – 9 Years	3.5 – 6.5 Years	3.5 – 6.5 Years	3.5 – 6.5 Years
Expected volatility	66.76% - 70.65%	44.15% - 59.61%	44.15% - 59.61%	47.63%	26.68% - 43.74%	26.11%- 37.68%	27.17% - 30.20%
Expected dividend yield	0.33%	1.38%	1.38%	1.31%	2.28%	2.57%	2.49%
Exercise price	Rs. 428	Rs. 325	Rs. 10	Rs. 10	Rs. 10	Rs. 10	10
Stock Price	Rs. 443.79	Rs. 324.14	Rs. 324.14	Rs. 454.09	Rs. 516.08	Rs. 467.60	482.25

Earnings per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows

Particulars		Intrinsic Value Method		Fair Value Method	
		Mar-16	Mar-15	Mar-16	Mar-15
A	Net Profit After Tax (Rs. in Million)	1,044.93	2,332.96	1,044.81	2,333.85
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	41,021,975	40,967,118	41,021,975	40,967,118
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	41,167,759	41,142,517	41,167,759	41,142,517
D	Basic Earning per Share (Rs.)	25.47	56.94	25.47	56.97
E	Diluted Earning per Share (Rs.)	25.38	56.7	25.38	56.73

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	558,430	6,12,656
Options erroneously cancelled during prior year, reinstated	-	84,249
Options granted during the year	34,000	27,000
Options lapsed during the year	-	1,625
Options cancelled during the year	13,100	-
Options exercised during the year	20,950	163,850
Options outstanding on 31st March	558,380	5,58,430
Options vested but not exercised on 31 st March	467,730	4,51,530

Information in respect of options outstanding as at 31st March, 2016:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,32,730	18 months
Rs. 325	5,000	36 months
Rs. 10	46,850	24 months
Rs. 10	18,300	36 months
Rs. 10	21,500	54 months
Rs. 10	3,000	60 months
Rs. 10	31,000	60 months

For the period ended 31st March 2015

b) Employee Stock Option Scheme

- a) The company had granted 678,359 Equity shares on 25th April, 2008 to the eligible employees under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.

The details of the Employee Stock Scheme are:

Particulars	Grant dated 25th April, 2008
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	678,359
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 428/- per share.
Method of Settlement	By issue of Shares at Exercise Price.
Vesting of conditions	25 % On expiry of 12 months from the date of grant;
	25 % On expiry of 24 months from the date of grant;
	25 % On expiry of 36 months from the date of grant;
	25 % On expiry of 48 months from the date of grant;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices of the Company's Equity Shares quoted on Bombay Stock Exchange Limited, during the 15 days preceding the grant of the Options. The Intrinsic Value i.e. the difference between the market price of the share and the exercise price of the share is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 25th April, 2008
Total amount amortized over the vesting period	Rs. 10.04 Million
Charge to Profit and Loss Account for the year	NIL
Compensation in respect of lapsed cases	-
Unamortised Amount Carried Forward	NIL

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows.

Particulars	Grant dated 25th April, 2008
Risk free interest rate	7.79% -8.15%
Expected life	3.5-6.5 Years
Expected volatility	66.76%-70.65 %
Expected dividend yield	0.33%
Exercise price	Rs. 428
Stock price	Rs. 443.79

During the year, the Company modified the exercise period of the options granted under ESOS 2006 whereby the exercise period of the options granted was extended from 5 years from the date of vesting of the respective tranche of the option to the last date of the exercise period for the last tranche of the option granted under the said scheme.

- b) The Company had granted 10,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	10,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 325 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock Exchange Limited, during the 15 days preceding the grant of the Options. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 4 th August, 2012
Total Amount to be amortized over the vesting period	Rs.(0.01) Million
Charge to Statement of Profit & Loss for the year	Rs.(0.00) Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.(0.05) Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August, 2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 325
Stock price	Rs. 324.14

- c) The Company had granted 101,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	1,01,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

- d) The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs. 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 4 th August, 2012
Total Amount to be amortized over the vesting period	Rs.28.90 Million
Charge to Statement of Profit & Loss for the year	Rs.7.68 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.9.63 Million

The Company had granted 26,500 Equity shares on 24th July, 2013 to the eligible employee under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 24 th July, 2013
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	26, 500
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs. 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 24 th July,2013
Total Amount to be amortized over the vesting period	Rs.11.10 Million
Charge to Statement of Profit & Loss for the year	Rs.2.66 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.6.48 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 24 th July,2013
Risk free interest rate	8.31% -8.39%
Expected life	6-9 Years
Expected volatility	47.63%
Expected dividend yield	1.31%
Exercise price	Rs. 10
Stock price	Rs. 454.09

- e) The Company had granted 27, 000 Equity shares on 17th October, 2014 to the eligible employee under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 17 th October, 2014
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	27,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs. 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 17 th October, 2014
Total Amount to be amortized over the vesting period	Rs.13.66 Million
Charge to Statement of Profit & Loss for the year	Rs.1.42 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.12.24 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 24 th July, 2013
Risk free interest rate	8.49% -8.52%
Expected life	3.5- 6.5 Years
Expected volatility	26.68 - 43.74%
Expected dividend yield	2.28%
Exercise price	Rs. 10
Stock price	Rs. 516.08

Earning Per Share as required by Accounting Standard 20 read with the Guidance Note on "Accounting for Employee share-based payments" is as follows.

Particulars		Intrinsic Value Method		Fair Value Method	
		Mar-15	Mar-14	Mar-15	Mar-14
A	Net Profit After Tax (Rs. In Million)	23,32,957	777	2,334	779
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs. 10/- each (Basic)	40,967,118	40,841,051	40,967,118	40,841,051
C	Weighted Average number of Equity Shares of Rs. 10/- each (Diluted)	41,142,517	40,841,051	41,142,517	40,841,051
D	Basic Earning Per Share	57	19	57	19
E	Diluted Earning Per Share	57	19	57	19

The Compensation Cost of stock options granted to employees are accounted by the Company using intrinsic value method

Summary of Stock Options	Current Year	Previous Year
Options Outstanding on 1st April	612,656	698,436
Options inadvertently cancelled during the prior year, reinsated	84,249	-
Options granted during the year	27,000	26,500
Options lapsed during the year	1,625	-
Options cancelled during the year	-	103,580
Options exercised during the year	163,850	8,700
Options outstanding on 31st March	558,430	612,656
Options vested but not exercised on 31st March	451,530	507,856

During the year vesting period of ESOS 2006 was extended by one year hence the number of options cancelled during the year indicates the number of option cancelled netted of with the options revived as the result of such extension.

Information in respect of options outstanding as at 31st March, 2015

Exercise price	No of Options	Weighted average remaining life
Rs. 428	435230	30 Months
Rs. 325	5000	48 Months
Rs 10	68300	36 Months
Rs 10	22900	48 Months
Rs 10	27000	60 Months

For the period ended 31st March 2014

b Employee Stock Option Scheme

The Company had granted 10,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	10,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 325 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock Exchange Limited, during the 15 days preceding the grant of the Options. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 4 th August, 2012
Intrinsic Value of shares based on latest available closing market price	Rs.(0.86)
Total Amount to be amortized over the vesting period	Rs.(0.01) Million
Charge to Statement of Profit & Loss for the year	Rs.(0.00) Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.(0.01) Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August, 2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 325
Stock price	Rs. 324.14

The Company had granted 101,000 Equity shares on 4th August,2012 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	101,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 4 th August,2012
Intrinsic Value of shares based on latest available closing market price	314.14
Total Amount to be amortized over the vesting period	Rs.27.80 Million
Charge to Statement of Profit & Loss for the year	Rs.7.35 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.16.22 Million

The Company had granted 26,500 Equity shares on 24th July,2013 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 24 th July,2013
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	26,500
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 24 th July,2013
Intrinsic Value of shares based on latest available closing market price	Rs.444.09
Total Amount to be amortized over the vesting period	Rs.11.77 Million
Charge to Statement of Profit & Loss for the year	Rs.1.96 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.9.81 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August,2012
Risk free interest rate	8.31% -8.39%
Expected life	6-9 Years
Expected volatility	47.63%
Expected dividend yield	1.31%
Exercise price	Rs. 10.00
Stock price	Rs. 454.09

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows.

	Particulars	Intrinsic Value Method		Fair Value Method	
		Mar-14	Mar-13	Mar-14	Mar-13
A	Net Profit After Tax (Rs. in Million)	777.30	974.90	779.12	941.55
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,841,051	40,836,260	40,841,051	40,836,260
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	40,841,051	40,836,260	40,841,051	40,836,260
D	Basic Earning per Share (Rs.)	19.03	23.87	19.08	23.06
E	Diluted Earning per Share (Rs.)	19.03	23.87	19.08	23.06

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	6,98,436	5,88,779
Options granted during the year	26,500	1,11,000
Options lapsed during the year	-	-
Options cancelled during the year	1,03,580	1,343
Options exercised during the year	8,700	-
Options outstanding on 31st March	6,12,656	6,98,436
Options vested but not exercised on 31 st March	5,07,856	5,88,779

Information in respect of options outstanding as at 31st March, 2014:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	4,96,356	30 months
Rs. 325	7,500	48 months
Rs. 10	82,300	48 months
Rs. 10	26,500	60 months

For the period ended 31st March 2013

b Employee Stock Option Scheme

During the year Company had granted 10,000 Equity shares on 4th August, 2012 to the eligible employee under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Grant dated 4 th August, 2012
Number of Options Granted	10,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 325 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock Exchange Limited, during the 15 days preceding the grant of the Options. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 4 th August, 2012
Intrinsic Value of shares based on latest available closing market price	Rs.(0.86)
Total Amount to be amortized over the vesting period	Rs.(0.09) Million
Charge to Profit & Loss Account for the year	Rs.(0.01) Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.(0.07) Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August, 2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 325
Stock price	Rs. 324.14

During the year, the Company had granted 101,000 Equity shares on 4th August,2012 to the eligible employees under the Employee Stock Option Scheme (ESOS 2012) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 4 th August, 2012
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	101,000
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 10 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	20 % On expiry of 12 months from the date of grant ; 20 % On expiry of 24 months from the date of grant ; 30 % On expiry of 36 months from the date of grant ; 30 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is Rs 10/- per stock option. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 4 th August,2012
Intrinsic Value of shares based on latest available closing market price	314.14
Total Amount to be amortized over the vesting period	Rs.31.73 Million
Charge to Profit & Loss Account for the year	Rs.4.23 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.27.50 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 4 th August,2012
Risk free interest rate	8.06% -8.20%
Expected life	3.5 -6.5 Years
Expected volatility	44.15%- 59.61%
Expected dividend yield	1.38%
Exercise price	Rs. 10.00
Stock price	Rs. 324.14

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on "Accounting for Employee share-based Payments" is as follows.

		Intrinsic Value Method		Fair Value Method	
	Particulars	Mar-13	Mar-12	Mar-13	Mar-12
A	Net Profit After Tax (Rs. in Million)	974.90	1,201.61	941.55	1,177.03
	Less Preference dividend	-	-	-	-
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,836,260	40,835,150	40,836,260	40,835,150
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	40,836,260	40,835,150	40,836,260	40,835,150
D	Basic Earning per Share (Rs.)	23.87	29.43	23.06	28.82
E	Diluted Earning per Share (Rs.)	23.87	29.43	23.06	28.82

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	5,88,779	5,92,551
Options granted during the year	1,11,000	-
Options lapsed during the year	-	-
Options cancelled during the year	1,343	3,772
Options exercised during the year	-	-
Options outstanding on 31st March	6,98,436	5,88,779
Options vested but not exercised on 31 st March	5,88,779	4,39,816

Information in respect of options outstanding as at 31st March, 2013:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	5,87,436	42 months
Rs 325	10,000	60 months
Rs. 10	101,000	60 months

For the period ended 31st March 2012

b Employee Stock Option Scheme

The Company had granted 678,359 Equity shares on 25th April, 2008 to the eligible employees under the Employee Stock Option Scheme 2006 (ESOS 2006) of the company.

The details of the Employee Stock Option Scheme are:

Particulars	Grant dated 25th April, 2008
Type of Arrangement	Employee Share-Based Payment by issue of shares.
Number of Options Granted	678,359
Contractual life	Options will lapse if not exercised within 5 years from the date of individual vesting.
Exercise Price	Rs. 428 /- per share
Method of Settlement	By Issue of Shares at Exercise Price
Vesting Conditions	25 % On expiry of 12 months from the date of grant ; 25 % On expiry of 24 months from the date of grant ; 25 % On expiry of 36 months from the date of grant ; 25 % On expiry of 48 months from the date of grant ;

The company has adopted intrinsic value method for computing the compensation cost for the Options granted. The exercise price of the shares is based on the average of the daily high and low of the prices for the Company's Equity Shares quoted on the Bombay Stock Exchange Limited, during the 15 days preceding the grant of the Options. The Intrinsic value i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period. The details of the same are given here under:

Particulars	Grant dated 25 th April,2008
Intrinsic Value of shares based on latest available closing market price	Rs.15.79
Total Amount to be amortized over the vesting period	Rs.9.88 Million
Charge to Profit & Loss Account for the year	Rs.1.94 Million
Compensation in respect of lapsed cases	-
Unamortized Amount Carried Forward	Rs.1.98 Million

The Fair Value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Particulars	Grant dated 25 th April ,2008
Risk free interest rate	7.79% -8.15%
Expected life	3.5 -6.5 Years
Expected volatility	66.76%- 70.65%
Expected dividend yield	0.33%
Exercise price	Rs. 428.00
Stock price	Rs. 443.79

Earnings Per Share as required by Accounting Standard 20 read with the Guidance Note on “Accounting for Employee share-based Payments” is as follows.

		Intrinsic Value Method		Fair Value Method	
	Particulars	Mar-12	Mar-11	Mar-12	Mar-11
A	Net Profit After Tax (Rs. in Million)	1,201.61	1,030.46	1,177.03	1,003.39
	Less Preference dividend	-	11.94	-	11.94
B	Weighted Average number of Equity Shares of Rs.10/- each (Basic)	40,835,150	40,832,246	40,835,150	40,832,246
C	Weighted Average number of Equity Shares of Rs.10/- each (Diluted)	40,835,150	40,832,246	40,835,150	40,832,246
D	Basic Earning per Share (Rs.)	29.43	24.94	28.82	24.28
E	Diluted Earning per Share (Rs.)	29.43	24.94	28.82	24.28

The compensation costs of stock options granted to employees are accounted by the Company using the intrinsic value method.

Summary of Stock Options	Current Year	Previous Year
Options outstanding on 1st April	5,92,551	6,35,989
Options granted during the year	-	-
Options lapsed during the year	-	-
Options cancelled during the year	3,772	17,438
Options exercised during the year	-	26,000
Options outstanding on 31st March	5,88,779	5,92,551
Options vested but not exercised on 31 st March	4,39,816	2,91,534

Information in respect of options outstanding as at 31st March, 2012:

Exercise price	No. of Options	Weighted average remaining life
Rs. 428	5,88,779	42 months

Annexure V-Notes to Restated Financial Information
Note 14-Restated Summary Statement of Administration and Other Expenses for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Rent, Rates and Taxes	29.74	57.92	46.76	53.88	55.67	52.63
Insurance	0.33	2.30	0.95	0.82	0.74	0.39
Repairs and Maintenance	-	-	-	-	-	-
- Buildings	0.03	0.77	-	0.61	0.29	1.54
- Others	0.62	27.69	20.37	19.25	14.85	12.42
Electricity Charges	2.22	4.22	5.76	4.63	3.87	3.39
Travelling & Conveyance	24.80	55.02	62.46	41.81	38.31	26.32
Legal & Professional Fees	30.05	69.65	39.12	44.20	55.47	61.94
Printing & Stationery	5.14	8.78	6.95	6.40	6.46	7.44
Communication	8.31	12.62	11.78	12.37	9.71	11.92
Advertisement, Marketing & Business Development	18.28	18.81	31.93	35.40	26.35	20.13
Auditors Remuneration	5.05	4.18	5.43	4.30	4.14	3.32
Expenditure on Corporate Social Responsibility	19.39	24.42	26.42	-	-	-
Donation & Contribution	-	-	-	20.00	-	-
Loss on sale of Fixed assets	0.01	-	1.15	1.19	-	0.09
Diminution In Value Of Long Term Investment #	-	-	185.06	-	-	-
Doubtful Debts Provided	-	-	48.40	5.50	9.50	-
Miscellaneous Expenses	34.68	35.55	43.88	40.53	41.47	48.44
-	-	-	-	-	-	-
Total	178.66	321.93	536.43	290.89	266.81	249.97

For the year ended 31.03.2016 and 31.03.2015 : Diminution in value of long term investment – Refer Annexure VIII

Auditors' Remuneration:

Audit Fees	1.49	2.72	2.78	2.50	2.24	1.49
Tax Audit Fees	0.13	0.22	0.16	0.16	0.15	0.15
Tax matters	-	0.26	1.29	0.57	1.44	1.65
Certification and Other Services	3.44	0.98	1.21	1.08	0.30	0.03
-	-	-	-	-	-	-
Total	5.05	4.18	5.43	4.30	4.14	3.32

Annexure V-Notes to Restated Financial Information
Note 15-Restated Summary Statement of Finance Cost for the period ended

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
On Term Loan	262.01	452.68	389.67	657.68	278.53	165.61
Less : Allocated to projects	(136.20)	(226.77)	(171.50)	(264.19)	(216.76)	(135.86)
Total	125.81	225.91	218.17	393.49	61.77	29.75

Annexure V-Notes to Restated Financial Information
Note 16-Restated Summary Statement of Depreciation and amortisation expenses

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Depreciation on Tangible Assets	21.73	41.43	27.44	23.20	17.70	17.09
Amortisation on Intangible Assets	-	-	-	-	-	9.71
Total	21.73	41.43	27.44	23.20	17.70	26.80

Annexure V-Notes to Restated Financial Information

17.Earnings in foreign currency

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Consideration received on sale of residential units	-	-	0.50	-	21.19	3.86
Total	-	-	0.50	-	21.19	3.86

18.Expenditure in foreign currency

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
a)Other expenditure						
Travelling	0.60	5.73	2.69	1.72	0.78	0.73
Marketing expenses	7.34	13.82	1.54	0.76	0.25	0.48
Project Expenses	-	-	3.02	5.10	-	-
Professional Fees	-	-	9.10	-	-	-
IT	-	6.44	-	-	-	-
Others	5.57	3.72	1.79	1.37	6.81	2.89
Total	13.51	29.72	18.14	8.94	7.83	4.11
b)Value of Imported and Indigenous Consumption						
a. Imported	11.48	11.48	49.24	57.63	-	-
b. Indigenously obtained	448.36	448.36	419.94	257.50	244.41	606.85
Total	459.84	459.84	469.18	315.13	244.41	606.85
% Imported	2.50%	2.50%	10.50%	18.29%	-	-
% Indigenously obtained	97.50%	97.50%	89.50%	81.71%	100%	100%
Total	100%	100%	100%	100%	100%	100%

19.Forward Contracts

In the previous year, the Company had entered into foreign currency exposure contract of USD 10,569 for the purpose of hedging its currency risk. These contract were not intended for trading or speculation. The contract was due to mature in current financial year and the same was repaid in April 2015.

No such contract entered into the current year.

20.Remittance in Foreign Currency on account of dividends to non-resident shareholders

Number of		Amount remitted	Dividend relating to
Year of Payment/Shareholders	Equity Shares	Rs. In mio	
2016/1	44,540	0.27	Year ended 31 st March, 2015 (Final Dividend)
2015/1	47,040	0.28	Year ended 31 st March, 2015 (Interim Dividend)
2015/1	47,040	0.28	Year ended 31 st March, 2014 (Final Dividend)
2014/1	83,290	0.50	Year ended 31 st March, 2013 (Final Dividend)

21.Commitments

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Capital commitment: Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances)	0.70	0.80	2.75	0.45	19.81	3.14
Total	0.70	0.80	2.75	0.45	19.81	3.14

The disclosure of commitment is given only to the extent of capital commitment and other disclosure relating to commitment has not been given in order to avoid providing excessive details that may not assist users of Financial Statements.

32) In respect of real estate projects under long term contracts, determination of profits/ losses and realisability of the construction work in progress & project advances necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion and the projections of revenues expected from projects / activity and the foreseeable losses to completion. Profit from these contracts and valuation of construction work in progress is based on such estimates.

22. Leases

The Company's significant leasing arrangements are in respect of operating leases for Commercial & Residential premises.

a) Lease income from operating leases is recognised on a straight-line basis over the period of lease. The particulars of the premises given under operating leases are as

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Gross Carrying Amount of premises	300.16	300.16	288.99	276.53	260.44	260.44
Accumulated Depreciation	114.08	111.74	94.36	85.21	80.70	76.46
Depreciation for the year	2.35	4.68	4.48	4.51	4.25	4.25
Future minimum lease payments under non-cancellable operating leases	-	-	-	-	-	-
Ø Not later than 1 year	0.50	0.28	1,506.16	139.58	67.96	64.15
Ø Later than 1 year and not later than 5 years	-	-	0.71	8.83	-	0.20
Ø Later than 5 years	-	-	-	-	-	-

b) Lease expenditure for operating leases is recognised on a straight-line basis over the period of lease. The particulars of the premises taken on operating leases are as under:

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Future minimum lease payments under non-cancellable operating leases						
Ø Not later than 1 year	14.87	14.24	11.43	11.00	18.54	16.38
Ø Later than 1 year and not later than 5 years	-	-	-	-	10.07	1.86
Ø Later than 5 years	-	-	-	-	-	-

23. Managerial Remuneration

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Salaries and Allowances	13.49	24.00	17.99	16.20	15.66	13.39
Contribution to Provident, Gratuity and Superannuation Funds	1.34	2.70	2.65	2.30	2.00	1.53
Perquisites (estimated monetary value)	0.80	1.44	1.28	1.75	0.41	0.32
Total	15.63	28.14	21.91	20.26	18.08	15.23

24.Net profit calculation as per Sec 198

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Profit before Tax	425.51	1,417.40	3,377.10	1,013.97	1,358.82	1,675.52
Add :	-	-	-	-	-	-
Depreciation as per accounts	21.73	41.43	27.44	23.20	17.70	26.80
Managerial remuneration	15.63	28.14	21.91	20.26	18.08	15.23
Director's fees	2.25	4.62	3.41	1.41	1.02	1.02
Commission to Directors (non-executive Director)	1.76	11.75	14.00	13.41	13.00	13.00
Loss on disposal of fixed assets not allowable as per proviso to Section 198	0.01	-	1.15	1.19	-	-
Total	466.89	1,503.34	3,445.01	1,073.42	1,408.62	1,731.57
Less :						
Depreciation under Section 198	18.59	34.50	23.75	13.88	11.63	21.12
Loss on disposal of fixed assets allowable as per proviso to Section 198	-	-	-	1.19	-	-
Profit on sale of fixed assets not allowable as per proviso to Section 198	0.06	0.03	0.01	0.08	87.00	28.33
Total	18.65	34.53	23.76	15.15	98.63	49.45
Net Profit as per Section 198 of the Companies Act, 2013	448.24	1,468.81	3,421.25	1,058.28	1,309.99	1,682.12
5% of Net Profit as computed above	22.41	73.44	171.06	52.91	65.50	84.11

25.Details of Loans Given , Investments made and Guarantee given covered u/s 186(4) of the Companies Act, 2013

Loans given and Investments made are given under the respective heads.Corporate Guarantees given by the Company in respect of loans as at 31st March, 2016- Nil

26. Information in respect of Joint Ventures and Jointly Controlled Operations

Jointly Controlled operations

Development of the following residential projects:

G.E. Gardens, Mumbai

Kukatapally, Hyderabad

Project for providing potable drinking water and sewerage facilities at Tirupur, Tamil Nadu.

b) Joint Venture

Sector 59, Gurgaon

Bannerghatta Road, Bangalore

Jointly controlled entities

Name	Country	Business Activity	Proportion of Ownership Interest					
			Period Ended 30 th September , 2016 (%)	Year Ended 31 st March 2016 (%)	Year Ended 31 st March 2015 (%)	Year Ended 31 st March 2014 (%)	Year Ended 31 st March 2013 (%)	Year Ended 31 st March 2012 (%)
Mahindra Inframan Water Utilities Private Limited	India	O&M of water & sewerage facilities at Navi Mumbai	50.00	50.00	50.00	50.00	50.00	50.00
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	India	Residential Development	50.00	50.00	50.00	50.00	-	-
Mahindra Water Utilities Private Limited	India	O&M of water & sewerage facilities at Tirupur	-	-	50.00	50.00	50.00	50.00

Interest in the Assets, Liabilities, Income and Expenses with respect to jointly controlled entities:

Rs In Millions

	Period Ended 30 th September, 2016	Year Ended 31 st March 2016	Year Ended 31 st March 2015	Year Ended 31 st March 2014	Year Ended 31 st March 2013	Year Ended 31 st March 2012
Current assets	5276.70	5827.34	4333.38	3528.36	228.79	215.63
Non-current assets	57.12	61.47	201.62	3.31	7.00	4.25
Total	5333.81	5888.81	4534.99	3531.68	235.79	219.88
Current liabilities	1221.54	1807.35	1154.47	185.16	30.99	54.36
Non-current liabilities	4126.70	4126.70	1120.84	1602.46	0.55	1.35
Total	5348.24	5934.05	2275.32	1787.60	31.54	55.71
Income	427.04	783.53	83.63	74.25	77.47	61.67
Expenses	401.87	786.97	114.28	45.51	35.43	31.37

Annexure V-Notes to Restated Financial Information
Note 27-Calculation of Net Profit (including extraordinary item) available for Equity Shareholders:

						Rs in millions
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Net Profit After Tax	314.81	1,044.93	2,332.96	777.30	974.90	1,201.61
Less: Dividend on Non-Cumulative Redeemable Preference Shares (including Tax on distributed Profits)	-	-	-	-	-	-
Profit available for Equity Shareholders	314.81	1,044.93	2,332.96	777.30	974.90	1,201.61
Weighted Average number of Equity Shares of Rs. 10/- each used for computing basic earnings per share	41.04	41.02	40.97	40.84	40.84	40.84
Weighted Average number of Equity Shares of Rs. 10/- each used for computing diluted earnings per share	41.22	41.17	41.14	40.84	40.84	40.84
Basic Earnings per Share (Rs)	7.67	25.47	56.94	19.03	23.87	29.43
Diluted Earnings per Share (Rs)	7.64	25.38	56.70	19.03	23.87	29.43

Annexure VI
Restated Summary Statement of Long term Borrowings as at

Rs in Millions

Particulars	Non-Current Maturities						Current Maturities					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Long term Borrowings												
Term Loan	-	-	-	-	-	-	-	-	-	-	-	-
From Banks Secured	-	-	-	500.00	1,100.00	1,098.30	1,750.00	1,250.00	-	1,000.00	1,000.00	601.70
Less: Amount Disclosed under "Other Current Liabilities" (Refer Note 4 of Annexure V)	-	-	-	-	-	-	1,750.00	1,250.00	-	1,000.00	1,000.00	601.70
Non Convertible Debentures	-	-	-	-	-	-	-	-	-	-	-	-
Secured	2,000.00	3,750.00	5,000.00	5,000.00	-	-	-	-	-	-	-	-
Total	2,000.00	3,750.00	5,000.00	5,500.00	1,100.00	1,098.30	-	-	-	-	-	-

1. There are no borrowings from any related party.

2. The above statement should be read with the Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V

3. For terms, conditions and other details in respect of above borrowings outstanding as on September 30, 2016, refer Annexure VI (A).

Annexure VIA

Statement of Principal terms of Long Term Borrowings

#Non-Convertible Debentures

The terms and conditions of the Secured Non-Convertible Debentures issued by the Company are summarized below:-

Series	I	II	III
Face Value of Debentures (Rs Millions)	1,250	1,750.00	2,000.00
Total Redemption Amount (Rs Millions)	449.87	229.03	345.56
Rate of Interest Payable Annually	0%	8%	8%
Maturity Date	4 th April 2016	4 th April 2017	4 th April 2018

The above debentures are secured by an exclusive charge over all assets, including Land & building as identified by the Company from time to time.

At present the identified assets are land owned by the Company which is accounted as a part of Construction Work in Progress and land owned by its Subsidiary Mahindra Integrated Township Limited.

Series I Debentures of face value Rs. 1250 million are matured on 4th April 2016.

Series II Debentures of face value Rs. 1750 million are getting matured on 4th April 2017 and hence they form part of Other Current Liabilities.

Annexure VII
Restated Summary Statement of Short term borrowings, as at

Rs in Millions						
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Secured Loans						
From Bank	1,333.95	1,214.71	-	456.56	472.26	-
Unsecured Loans						
From Bank	987.34	700.00	-	-	1,500.00	-
Total	2,321.29	1,914.71	-	456.56	1,972.26	-

Note:

1 There are no borrowings from any related party.

2 The above statement should be read with the Significant Accounting Policies appearing in Annexure IV, Notes to the Restated Financial Information appearing in Annexure V

3. For terms, conditions and other details in respect of above borrowings outstanding as on September 30, 2016, refer Annexure VII (A).

Annexure VIIA
Statement of Principal terms of Short Term Borrowings.

Secured Loan

Nature of Security

Short Term Loan/Working Capital Demand Loan and Cash Credit/Overdraft facility. The Short Term Loan/WCDL is secured by exclusive mortgage charge on immovable properties of the company while Cash Credit/Overdraft is secured by first hypothecation charge on all existing and future current assets of the company.

Unsecured Loan

The unsecured loan carries interest of 7.50% p.a. and repayable on maturity.

Annexure VIII						
Restated Summary Statement of Non Current Investments, as at						
						Rs in Millions
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Trade, Unquoted (At Cost)						
Equity Shares						
In Subsidiary Companies						
Mahindra Infrastructure Developers Limited	180.00	180.00	180.00	180.00	180.00	180.00
Mahindra World City Developers Limited	388.65	388.65	388.65	388.65	225.45	225.45
Mahindra World City (Jaipur) Limited	1,110.00	1,110.00	1,110.00	1,110.00	1,110.00	1,110.00
Mahindra World City (Maharashtra) Limited	11.70	11.70	11.70	11.70	11.70	11.70
Mahindra Integrated Township Limited	370.00	370.00	370.00	370.00	370.00	370.00
Knowledge Township Limited	210.00	210.00	210.00	210.00	210.00	210.00
Mahindra Bebanco Developers Limited	0.35	0.35	0.35	0.35	0.35	0.35
Industrial Township (Maharashtra) Limited	50.00	50.00	50.00	50.00	50.00	50.00
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	0.50	0.50	0.50	0.50	-	-
Riagad Business and Industrial Park limited	1.10	1.10	1.10	1.10	0.50	0.50
Anthurium Developers Limited	0.50	0.50	0.50	0.50	0.50	0.50
Mahindra Homes Private Limited (Earlier Known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	-	-	-	-	0.50	0.50
In Joint Venture						
Class A Equity Shares	2.06	2.06	2.06	2.06	-	-
Class C Equity Shares	0.00	0.00	0.00	0.00	-	-
Total	2,324.87	2,324.87	2,324.87	2,324.87	2,159.01	2,159.01
In Associates						
Topical Builders Private Limited	0.00	0.00	0.00	0.00	-	-
Kismat Developers Private Limited	0.00	0.00	-	0.00	-	-
	0.00	0.00	0.00	0.00	-	-
In Others						
Deepmangal Developers Private Limited	28.46	28.46	28.46	28.46	28.46	28.46
New Tirupur Area Development Corporation Limited	5.06	5.06	5.06	5.06	5.06	5.06
Mahindra Knowledge Park (Mohali) Limited	0.00	0.00	0.00	0.00	0.00	-
	33.52	33.52	33.52	33.52	33.52	33.52
Preference Shares						
In Subsidiary Companies						
Mahindra World City Developers Limited (6% Cumulative Redeemable Preference Shares)	-	-	-	650.00	650.00	650.00
Mahindra World City Jaipur Limited (8% Redeemable Cumulative Preference Shares)	370.00	370.00	370.00	370.00	370.00	370.00
	370.00	370.00	370.00	1,020.00	1,020.00	1,020.00

Annexure VIII						
Restated Summary Statement of Non Current Investments, as at						
						Rs in Millions
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
In Associates						
Topical Builders Private Limited	0.05	0.05	0.05	0.05	-	-
(8.5% Non-cumulative Redeemable Preference Shares)	-	-	-	-	-	-
Kismat Developers Private Limited	0.05	0.05	0.05	0.05	-	-
(8.5% Non-cumulative Redeemable Preference Shares)						
	0.10	0.10	0.10	0.10	-	-
In Others						
Mahindra Knowledge Park (Mohali) Limited	-	-	-	-	0.50	0.50
(7% Non Cumulative Redeemable						
7% Non-Cumulative Redeemable Participating	0.05	0.05	0.05	0.05	-	-
Optionally Convertible Preference Shares)						
	0.05	0.05	0.05	0.05	0.50	0.50
Debentures						
In Joint Venture						
Mahindra Homes Private Limited (Earlier Known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)*	3,201.70	3,201.70	3,201.70	3,201.70	-	-
(17.65% Optionally Convertible Debentures)						
	3,201.70	3,201.70	3,201.70	3,201.70	-	-
	5,930.24	5,930.25	5,930.25	6,580.24	3,213.03	3,213.03
Less : Provision for diminution in value of investments	(196.26)	(196.26)	(196.26)	(11.20)	(11.70)	(11.70)
Total	5,733.98	5,733.98	5,733.98	6,569.04	3,201.33	3,201.33

The Company's investment in the equity shares of New Tirpur Area Development Corporation Limited ("NTADCL") aggregates Rs 1,55.06 million comprising Rs 5.06 million invested directly by the Company and Rs 150 million by its wholly owned subsidiary Mahindra Infrastructure Developers Limited ("MIDL"). Other than the investment in NTADCL, MIDL has no other operations. The net worth of NTADCL and MIDL is substantially eroded.

NTADCL was exploring the option of supplying industrial water to a textile park proposed to be set up by the state government of Karnataka which would have contributed substantially to its revenues. Consequent, to the finalization of the financial statements for the year ended March 31, 2014 it was expected that there were likely to be delays in setting up the same and the probability of the whole project being set up was significantly lower as compared to the previous year. As a result, MIDL during the year 2014-15 has made a provision for diminution of its investment in NTADCL of Rs 150 millions. The Company has also made a provision for diminution of its investment in MIDL of Rs 180 million and Rs 5.06 millions of its investment in NTADCL in year ending 31st March 2015.

Annexure VIII						
Restated Summary Statement of Current Investments, as at						
						Rs in Millions
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Opening						
JP Morgan India Treasury Fund - Super Institutional Plan Daily Dividend	-	-	-	-	433.51	-
L&T Ultra Short Term Fund- Daily Dividend	-	-	-	-	354.07	-
JM Money Manager Super Plus - Institutional - Daily Dividend	-	-	-	-	356.62	-
Religare Liquid Fund Super Institutional - Daily Dividend	-	-	-	-	140.48	-
JP Morgan India Treasury Fund - IP	-	-	-	358.07	-	-
L&T Freedom Inc ST Fund	-	-	-	501.45	-	-
JM Money Manager - Super Plan	-	-	-	50.08	-	-
Religare Liquid Fund	-	-	-	200.51	-	-
JP Morgan India Treasury Fund -Growth	-	-	408.92	-	-	-
HSBC Cash Fund - Growth	-	-	409.46	-	-	-
ICICI Prudential Liquid - Growth	-	-	115.26	-	-	-
HDFC Liquid Fund-Growth	806.52	-	-	-	-	-
UTI-Money Market Fund-Institutional Plan-Growth	400.85	-	-	-	-	-
ICICI Prudential Money Market Fund-Growth	400.84	-	-	-	-	-
Birla Sun Life Floating Rate Fund-Short Term Plan-Growth-Regular Plan	400.95	-	-	-	-	-
Total (A)	2,009.16	-	933.64	1,110.11	1,284.68	-
Purchased During the year						
Current Investments, Unquoted, Non Trade						
(At lower of cost and fair value)						
In Units of Mutual Fund						
JP Morgan India Treasury Fund - Super Institutional Plan Daily Dividend	-	-	-	-	-	433.51
L&T Ultra Short Term Fund- Daily Dividend	-	-	-	-	-	354.07
JM Money Manager Super Plus - Institutional - Daily Dividend	-	-	-	-	-	356.62
Religare Liquid Fund Super Institutional - Daily Dividend	-	-	-	-	-	140.48
JP Morgan India Treasury Fund - IP	-	-	-	-	358.07	-
L&T Freedom Inc ST Fund	-	-	-	-	501.45	-
JM Money Manager - Super Plan	-	-	-	-	50.07	-
Religare Liquid Fund	-	-	-	-	200.51	-
JP Morgan India Treasury Fund -Growth	-	-	-	408.92	-	-
HSBC Cash Fund - Growth	-	-	-	409.46	-	-
ICICI Prudential Liquid - Growth	-	-	-	115.26	-	-
HDFC Liquid Fund-Growth	-	806.52	-	-	-	-
UTI-Money Market Fund-Institutional Plan-Growth	-	400.85	-	-	-	-
ICICI Prudential Money Market Fund-Growth	-	400.85	-	-	-	-
Birla Sun Life Floating Rate Fund-Short Term Plan-Growth-Regular Plan	-	400.95	-	-	-	-
Total (B)	-	2,009.16	-	933.64	1,110.11	1,284.68
Redeemed During the year						
JP Morgan India Treasury Fund - Super Institutional Plan Daily Dividend	-	-	-	-	433.51	-
L&T Ultra Short Term Fund- Daily Dividend	-	-	-	-	354.07	-
JM Money Manager Super Plus - Institutional - Daily Dividend	-	-	-	-	356.62	-
Religare Liquid Fund Super Institutional - Daily Dividend	-	-	-	-	140.48	-
JP Morgan India Treasury Fund - IP	-	-	-	358.07	-	-
L&T Freedom Inc ST Fund	-	-	-	501.45	-	-
JM Money Manager - Super Plan	-	-	-	50.07	-	-
Religare Liquid Fund	-	-	-	200.51	-	-
JP Morgan India Treasury Fund -Growth	-	-	408.92	-	-	-
HSBC Cash Fund - Growth	-	-	409.46	-	-	-
ICICI Prudential Liquid - Growth	-	-	115.26	-	-	-
HDFC Liquid Fund-Growth	806.52	-	-	-	-	-
UTI-Money Market Fund-Institutional Plan-Growth	400.85	-	-	-	-	-
ICICI Prudential Money Market Fund-Growth	400.85	-	-	-	-	-
Birla Sun Life Floating Rate Fund-Short Term Plan-Growth-Regular Plan	400.95	-	-	-	-	-
Total (C)	2,009.16	-	933.64	1,110.11	1,284.68	-
Closing Balance	(0.01)	2,009.16	-	933.64	1,110.11	1,284.68

Annexure IX
Restated Summary Statement of Loans and Advances as at
Long Term Loans and Advances

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Loans and advances to related parties						
- Considered good	630.35	368.16	2,736.22	2,142.96	176.46	-
- Considered doubtful	-	-	-	-	-	-
Advance payment of Income tax (net of Provision for tax Rs 3665.93 million for 31.03.2016 and Rs. 3298.76 million for 31.03.2015)	188.82	220.08	-	-	-	-
	-	-	-	-	-	-
	819.17	588.24	2,736.22	2,142.96	176.46	-

The long term loans and advances comprise entirely unsecured loans and advances to related parties for business purpose:

Name of the Company	As on 30.09.2016		As on 31.03.2016		As on 31.03.2015		As on 31.03.2014		As on 31.03.2013		As on 31.03.2012	
	Balance as on 30th September 2016 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2016 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2015 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2014 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2013 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2012 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)
Knowledge Township Limited	193.70	193.70	191.70	191.70	189.70	189.70	189.50	189.50	-	-	-	-
Mahindra Bebanco Developers Limited	176.46	176.46	176.46	176.46	176.46	176.46	176.46	176.46	176.46	171.50	-	-
Industrial Cluster Private Limited	260.00	260.00	-	-	-	-	-	-	-	-	-	-
Mahindra World City Developers Limited	-	-	-	-	1,620.00	1,620.00	920.00	1,060.00	-	-	-	-
Anthurium Developers Limited	-	-	-	-	-	-	20.00	20.00	-	-	-	-
Mahindra Integrated Township Limited	-	-	-	-	577.00	577.00	837.00	837.00	-	-	-	-
Total	630.16	630.16	368.16	368.16	2,563.16	5,770.00	2,142.96	2,282.96	176.46	171.50	-	-

Annexure IX
Restated Summary Statement of Loans and Advances as at
Short Term Loans and Advances

Particulars	Rs in Millions					
	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(Unsecured, Considered good unless otherwise stated)						
Loans and advances to related parties						
- Considered good	220.81	220.76	226.26	200.00	3,162.90	2,163.00
- Considered doubtful	-	-	-	-	-	-
Less: Provision for doubtful loans and advances	-	-	-	-	-	-
	220.81	220.76	226.26	200.00	3,162.90	2,163.00
Other Loans & Advances						
Considered good #	1,705.05	1,541.41	2,234.71	2,411.63	2,317.66	2,176.09
Considered doubtful	27.13	27.13	27.13	12.13	12.13	12.12
	1,732.17	1,568.53	2,261.83	2,423.75	2,329.78	2,188.21
Less : Provision for doubtful loans & advances	(27.13)	(27.13)	(27.13)	(12.13)	(12.13)	(12.12)
	1,705.05	1,541.41	2,234.71	2,411.63	2,317.66	2,176.09
Intercompany Loans	-	-	-	26.63	17.40	17.40
	-	-	-	-	-	-
Advance payment of Income tax (net of Provision for tax Rs 1646.97 million)	-	-	-	260.45	216.43	140.15
Staff Loans and Advances	3.17	3.13	2.03	1.41	0.68	1.05
Deposits	-	-	-	-	-	-
Considered good	345.26	342.85	391.01	309.15	275.15	257.59
Total	2,274.29	2,108.15	2,854.01	3,209.26	5,990.22	4,755.28

For 31.03.2012

Other Loans & Advances include Rs. 4,20.53 million (previous year Rs. 420.53 million) on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company. The dispute has been referred to arbitration.

For 31.03.2013

a. Other Loans & Advances include Rs. 420.53 million on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company, presently referred to arbitration. The Company together with the Owner is also exploring the option of selling the property to third parties. Management is hopeful of a favourable outcome and does not expect any loss in this account.

b. Other Loans & Advances includes Rs 1000 million which the company had paid in the financial year 2011-12 as a project advance for development of a property. However, the project commencement has been delayed. Management expects to commence the project in the near future and does not expect any loss on this account.

For 31.03.2014

Other Loans and advances include project advances of Rs 1000 millions pending for over 2 years relating to a project whose commencement has been delayed due to non performance by Vendors. The Company has during the quarter initiated action against Vendors to protect the interest of the Company and for resolving the dispute to enable commencement of the project.

For 31.03.2015

Other Loans and advances included project advances of Rs 1000 millions pending for over 3 years relating to a project whose commencement had been delayed due to non-performance with respect to the agreed condition precedents by Vendors. The Company had taken legal action against the vendors to protect the interest of the Company where in the H'ble High Court at Mumbai had given order restraining the vendors from creating any third party rights in respect of the suit property or part with possession thereof.

The short term loans and advances comprise entirely unsecured loans and advances to related parties for business purpose:

Loans and advances to Holding Company (Mahindra & Mahindra Limited) Rs. 200 millions

For 31.03.2016

During the year ended 31.03.2016, the company has received an award in terms of the consent terms filed by the Company and the Vendors before the H'ble Arbitral Tribunal and the Company has acquired the property. The Company shall be undertaking the redevelopment of the property on completion of all obligation by the Vendors. Consequently the amount of Rs. 1000 millions stands transferred to Construction Work in Progress during the year

The short term loans and advances comprise entirely unsecured loans and advances to related parties for business purpose:

Loans and advances to Holding Company (Mahindra & Mahindra Limited) Rs. 200 millions

Loans & Advances to Associate

Name of the Company	As on 30.09.2016		As on 31.03.2016		As on 31.03.2015		As on 31.03.2014		As on 31.03.2013		As on 31.03.2012	
	Balance as on 30th September 2016 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2016 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2015 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2014 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2013 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)	Balance as on 31st March 2012 (Rs. In millions)	Maximum outstanding during the year (Rs. In millions)
Kismat Developers Private Limited	0.08	0.08	0.03	0.03	0.03	0.03	-	-	-	-	-	-
Topical Builders Private Limited	20.74	20.74	20.74	20.74	26.24	26.24	-	-	-	-	-	-
Total	20.81	20.81	20.76	20.76	26.26	26.26	-	-	-	-	-	-

Annexure X
Restated Summary Statement of Other Assets, as at
Other Non Current Assets

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Bank Balances						
Long Term Deposits with Banks having maturity more than 12 months	8.61	7.59	11.14	9.33	6.63	27.52
Fixed deposit of Rs. 2.02 million as at 31.03.2016 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 1.80 million as at 31.03.2016 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 6.01 million as at 31.03.2015 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 6.23 million as at 31.03.2014 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 1.85 million as at 31.03.2013 is against Margin Monies with banks for Bank Guarantee						
Fixed deposit of Rs. 4.37 million as at 31.03.2012 is against Margin Monies with banks for Bank Guarantee						
	8.61	7.59	11.14	9.33	6.63	27.52

Restated Summary Statement of Other Assets
Other Current Assets

Rs in Millions

Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Interest accrued on Project advances **	-	-	-	407.03	407.03	407.03
Less: Provision for impairment in asset value	-	-	-	(155.02)	(155.02)	(155.02)
Total	-	-	-	252.02	252.02	252.01
Interest accrued - Others	1,061.85	770.26	1,173.13	470.24	116.50	137.12
including Rs.133.45 million due from subsidiaries, Rs 848.4 million due from Joint Venture and Rs 1.88 million due from Associates as at 30.09.2016						
including Rs.121.33 million, due from subsidiaries, Rs 565.1 million due from Joint Venture and Rs 31.156 million due from Associates as at 31.03.2016						
including Rs.196.48 million due from subsidiaries, Rs 885.35 million due from Joint Venture and Rs 3.27 million due from associates as at 31.03.2015						
including Rs.104.71 million due from subsidiaries and Rs. 320.24 million due from Joint Venture as at 31.03.2014 including Rs. 99.35 million due from subsidiaries as at 31.03.2013						
Unbilled Revenue	1,335.69	1,438.37	1,068.40	658.49	320.47	559.72
Total	2,397.54	2,208.63	2,241.53	1,380.75	688.99	948.85

For the year 31.03.2012 ,31.03.2013 and 31.03.2014

* Interest accrued thereon represent the amounts recoverable from the proceeds of projects undertaken/financed by the Company as per the contracted terms. The advances as well as the interest thereon are considered good and fully recoverable based on inter-alia the estimates and projections by the Company of the project costs and revenues.

For the year 31.03.2012 and 31.03.2013

Interest accrued on Project advances include Rs. 217.5 million on account of a project, where commencement of construction has been delayed on account of a dispute between the land-owner and the Company, presently referred to arbitration. The Company together with the Owner is also exploring the option of selling the property to third parties. Management is hopeful of a favourable outcome and does not expect any loss in this account

Annexure XI
Restated Summary Statement of Trade Receivable as at

	Rs In Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Outstanding over six months						
Considered Good	30.97	66.79	48.20	25.08	41.44	113.14
Considered Doubtful	59.52	59.52	59.52	26.12	20.62	11.12
	90.49	126.31	107.72	51.20	62.06	124.26
Other debts, considered good	995.48	446.37	107.04	237.99	199.59	769.66
Considered Doubtful	-	-	-	-	-	-
	995.48	446.37	107.04	237.99	199.59	769.66
Less: Provision for doubtful receivables	(59.52)	(59.52)	(59.52)	(26.12)	(20.62)	(11.12)
Total	1,026.45	513.16	155.24	263.07	241.03	882.80

Annexure XII
Restated Summary Statement of Other Income for the period ended

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Interest Income						
- On Inter Corporate Loans	14.74	230.42	272.45	377.67	246.27	167.36
- On Bank Deposits	13.66	19.59	23.77	107.97	60.81	43.33
- On Optionally Convertible Debentures	283.32	565.10	565.10	-	-	-
- Others	21.61	6.43	13.89	353.68	2.92	40.95
Dividend on Long Term Investments-Trade (Subsidiary)	-	80.70	220.75	147.14	82.89	55.52
Dividend on Current Investments-Non Trade	13.70	26.38	43.12	85.96	138.97	109.39
Profit on sale of Current investments-Non Trade	4.78	-	3.31	0.22	0.04	-
Profit on sale of Fixed assets	0.06	0.02	0.01	0.08	87.00	28.33
Write-back of provisions for losses to completion#	-	-	155.02	-	-	-
Miscellaneous Income	17.53	43.17	62.82	69.91	88.45	76.86
	369.40	971.81	1,360.24	1,142.63	707.35	521.74

Note: All items above are recurring in nature and arising out of normal business activities. However frequency of their occurrence is uncertain

For 31.3.2015

The Company has during the year entered into mutually agreed consent terms with a land-owner in respect of this project, commencement of which had been delayed and in accordance with the consent terms, the Company during the year completed the sale of land in relation thereto. Accordingly, the provision for losses to project completion for Rs 102.30 millions in respect is no longer required and reversed during the year. Further, revenue from operations for the year ended 31st March 2015 includes Rs 2526.27 million on sale thereof, net of the advances given and interest thereon. Operating expenses included in the previous year Rs 229.27 million of costs incurred in relation thereto. Other income includes Rs 155.01 million pertaining to write back of the provision for the interest on the aforesaid advance no longer required.

Annexure XIII
Statement of Accounting Ratios

Rs in Millions

S.No.	Particulars	Six Months ended September 30,2016	Year ended March 31,2016	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012
1	Net Profit/(Loss) from operations after exceptional items and Tax	314.82	1,044.93	2,332.96	777.30	974.90	1,201.61
2	Net Profit/(Loss) after exceptional items and Tax of continuing operations	314.82	1,044.93	2,332.96	777.30	974.90	1,201.61
3	Weighted average number of Equity Shares each outstanding during the year/period (for Basic earning per share)	41,034,670	41,021,975	40,967,118	40,841,051	40,835,310	40,835,150
4	Weighted average number of Equity Shares each outstanding during the year/period (for Diluted earning per share)	41,218,303	41,167,759	41,142,517	40,841,051	40,835,310	40,835,150
5	Number of Equity Shares outstanding at the end of the year/period	41,035,750	41,033,150	41,012,200	40,848,350	40,839,650	40,835,150
6	Net Worth	14,332.34	14,009.45	13,231.35	11,373.13	11,896.85	11,201.55
7	Earning Per share (of Rs 10 each)						
	Basic	7.67	25.47	56.94	19.03	23.87	29.43
	Diluted	7.64	25.38	56.70	19.03	23.87	29.43
8	Earning Per share (of Rs 10 each) from continuing operations						
	Basic	7.67	25.47	56.94	19.03	23.87	29.43
	Diluted	7.64	25.38	56.70	19.03	23.87	29.43
9	Return on Net Worth - %	2.20%	7.46%	17.63%	6.83%	8.19%	10.73%
10	Net Asset Value Per Share (6/ 5) (Rs)	349.26	341.42	322.62	278.42	291.31	274.31

Notes

1 Ratios have been computed as per the following formulas :

a Basic earnings/ (loss) per share (Rs.)

Net profit/(loss) after tax, as restated attributable to equity shareholders

Weighted average number of equity shares outstanding during the period/year

b Diluted earnings/(loss) per share(Rs.)

Net profit/(loss) after tax, as restated attributable to equity shareholders

Weighted average number of diluted equity shares outstanding during the period/year

c Return on net worth (%)

Net profit/(loss) after tax as restated

Net worth at the end of the period/ year excluding preference share capital

d Net asset value per equity share (Rs.)

Net worth at the end of the period/ year excluding preference share capital

Total number of equity shares outstanding at the end of period/year

2 Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year, adjusted by the number of equity shares issued during the period/year multiplied by the time-weighting factor. The time-weighting factor is the number of

3 Earnings per share calculations are done in accordance with Accounting Standard 20 'Earnings Per Share'.

4 Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Share capital suspense account + Reserves and surplus excluding revaluation reserve. Shares allotted to Employee stock option (ESOP) Trust pursuant to employee share based payment scheme

5 Ratios for six months period ended September 30, 2016 are not annualised.

6 Calculation of Net Worth

Rs in Millions

Particlars	Six Months ended September 30,2016	Year ended March 31,2016	Year ended March 31,2015	Year ended March 31,2014	Year ended March 31,2013	Year ended March 31,2012
Total Paid-up Capital	410.42	410.33	410.12	408.48	408.40	408.35
Reserves and surplus	13,921.92	13,599.12	12,821.23	10,964.64	11,488.45	10,793.20
Miscellaneous Expenses (to the extent not written off or adjusted)	-	-	-	-	-	-
Total	14,332.34	14,009.45	13,231.35	11,373.13	11,896.85	11,201.55

Annexure XIV
Statement of Tax Shelters

Rs In Millions							
		Six Months Ended September, 2016	Year Ended March, 2016	Year Ended March, 2015	Year Ended March, 2014	Year Ended March, 2013	Year Ended March, 2012
A	Profit/ (Loss) after exceptional items but before taxes as per Statement of Profit and Loss	1,802.27	1,417.40	3,377.60	1,014.44	1,359.32	1,675.02
B	Income tax rates applicable (Including surcharge & education cess)	34.61%	34.61%	33.99%	33.99%	32.45%	32.45%
C	Tax at Normal Rate on profits (A*B)	623.73	490.53	1,148.05	344.81	441.03	543.46
D	Add: Permanent Differences						
	Dividend Income	(162.38)	(107.08)	(263.87)	(233.11)	(221.86)	(164.92)
	Donations (Net of 80G deduction)	-	14.86	16.31	2.06	1.50	2.50
	Expenses Related to Exempt Income - 14A	33.39	-	-	-	-	-
	Wealth Tax	-	-	-	-	-	-
	Redemption Premium Debited to Share Premium	(143.12)	(293.26)	(266.17)	(237.04)	-	-
	Diminution In Value Of Long Term Investment	-	-	185.06	-	(87.00)	-
	Other Disallowances	-	-	-	-	(32.49)	-
	80-IB Deduction						(67.76)
	Short Term Capital Gain	-	-	-	-	139.93	44.47
	Income Tax Refund Interest considered in PY	-	-	-	-	-	(17.76)
	Total Permanent Differences	(272.11)	(385.48)	(328.67)	(468.08)	(199.91)	(203.47)
E	Add : Timing Difference / (Allowances) / Disallowances						
	Difference between Tax and and Book Depreciation	23.58	20.09	7.91	6.04	5.99	16.10
	(Profit) /Loss on Sale of Fixed Assets	-	-	1.14	1.11	(87.00)	(28.24)
	(Profit) /Loss on Sale of Investments	-	-	-	0.50	(32.49)	(18.96)
	Amounts considered u/s 43B	13.00	(17.06)	39.42	1.02	9.65	2.84
	Provision for BDD	-	-	48.40	5.50	9.50	-
	Brokerage Provision	-	-	(9.22)	(14.72)	139.93	(7.02)
	Amounts covered u/s 40a (ia)	-	-	-	5.25	2.86	6.29
	Other Disallowances	-	-	(227.17)	27.97		
	Total Timing Difference	36.58	3.04	(139.51)	32.66	48.45	-28.99
F	Net Adjustments (D+E)	(235.52)	(382.44)	(468.18)	(435.41)	(151.46)	(232.46)
G	Tax Expense / (Tax Savings) = F*B	(81.51)	(132.36)	(159.13)	(148.00)	(49.14)	(75.42)
H	Taxable Income / (Loss) = A+F	1,566.74	1,034.96	2,909.42	579.03	1,207.86	1,442.56
I	Taxable Charge based on taxable income (H*B)	542.22	358.18	988.91	196.81	391.89	468.04

Annexure XV
Statement of Segment Reporting for the period ended

Rs in Millions

	For the period ended 30th September 2016				Financial Year 2015-2016			
Particulars	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated
External Revenue	100.21	1,743.05	-	1,843.27	201.90	4,827.85	-	5,029.75
Inter-segment Revenues	-	-	-	-	-	-	-	-
TOTAL REVENUE	100.21	1,743.05	-	1,843.27	201.90	4,827.84	-	5,029.74
SEGMENT RESULT	96.17	580.35	-	676.52	192.07	1,367.78	-	1,559.85
Unallocated Corporate Expenses (net)	-	-	-	-	-	-	-	-
Operating profit	-	-	-	(450.47)	-	-	-	(730.93)
Interest expense	-	-	-	226.06	-	-	-	828.92
Interest income	-	-	-	(125.81)	-	-	-	(225.91)
Income taxes	-	-	-	325.27	-	-	-	814.39
Net Profit	-	-	-	(110.70)	-	-	-	(372.47)
OTHER INFORMATION				314.81	-	-	-	1,044.93
Segment Assets	231.39	20,857.90	(15.58)	21,073.71	200.28	19,924.99	(15.59)	20,109.68
Unallocated Corporate Assets	-	-	-	4,775.37	-	-	-	5,610.85
TOTAL ASSETS	-	-	-	25,849.08	-	-	-	25,720.54
Segment Liabilities	66.04	9,979.03	(14.45)	10,030.62	56.03	9,740.87	(14.45)	9,782.45
Unallocated Corporate Liabilities	-	-	-	1,486.11	-	-	-	1,928.74
TOTAL LIABILITIES	-	-	-	11,516.74	-	-	-	11,711.19
Capital Expenditure	-	-	-	17.90	-	-	-	32.26
Depreciation	2.52	5.26	-	21.73	5.03	6.12	-	41.43

Annexure XV
Standalone Segment Report for the period ended

Rs in Millions

Particulars	Financial Year 2014-2015				Financial Year 2013-2014			
	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated
External Revenue	198.05	6,042.08	-	6,240.13	163.12	2,907.54	-	3,070.65
Inter-segment Revenues	-	-	-	-	-	-	-	-
TOTAL REVENUE	198.05	6,042.08	-	6,240.13	163.12	2,907.54	-	3,070.65
SEGMENT RESULT	181.21	3,019.00	-	3,200.21	144.35	745.30	0.00	889.66
Unallocated Corporate Expenses (net)	-	-	-	-	-	-	-	-
Operating profit	-	-	-	(474.54)	-	-	-	(292.24)
Interest expense	-	-	-	2,725.68	-	-	-	597.61
Interest income	-	-	-	(218.17)	-	-	-	(393.49)
Income taxes	-	-	-	869.59	-	-	-	809.85
Net Profit	-	-	-	(1,044.14)	-	-	-	(236.67)
OTHER INFORMATION				2,332.96	-	-	-	777.30
Segment Assets	198.14	17,108.12	0.06	17,306.31	208.00	16,474.62	0.06	16,682.68
Unallocated Corporate Assets	-	-	-	5,033.63	-	-	-	5,032.23
TOTAL ASSETS	-	-	-	22,339.95	-	-	-	21,718.09
Segment Liabilities	55.77	7,050.50	1.20	7,107.46	60.30	9,379.19	2.42	9,441.91
Unallocated Corporate Liabilities	-	-	-	2,001.14	-	-	-	899.87
TOTAL LIABILITIES	-	-	-	9,108.60	-	-	-	10,341.78
Capital Expenditure	-	17.44	-	43.20	-	8.20	-	63.43
Depreciation	5.01	2.23	-	27.44	5.81	0.96	-	23.20

Annexure XV
Standalone Segment Report for the period ended

Rs in Millions

Particulars	Financial Year 2012-2013				Financial Year 2011-2012			
	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated	Operating of Commercial Complexes	Projects, Project Management & Development	Business Centre	Consolidated
External Revenue	189.34	3,325.86	-	3,515.20	144.57	4,544.95	-	4,689.52
Inter-segment Revenues	-	-	-	-	-	-	-	-
TOTAL REVENUE	189.34	3,325.86	-	3,515.20	144.57	4,544.95	-	4,689.52
SEGMENT RESULT	170.60	1,104.70	-	1,275.30	125.95	1,566.21	-	1,692.17
Unallocated Corporate	-	-	-	-	-	-	-	-
Expenses (net)	-	-	-	(146.33)	-	-	-	(212.54)
Operating profit	-	-	-	1,129.18	-	-	-	1,479.83
Interest expense	-	-	-	(61.77)	-	-	-	(29.75)
Interest income	-	-	-	291.41	-	-	-	225.54
Income taxes	-	-	-	(383.92)	-	-	-	(473.91)
Net Profit	-	-	-	974.90	-	-	-	1,201.61
OTHER INFORMATION								
Segment Assets	222.26	11,856.78	0.06	12,079.10	233.14	9,338.69	2.44	9,574.27
Unallocated Corporate Assets	-	-	-	6,325.01	-	-	-	5,308.36
TOTAL ASSETS	-	-	-	18,404.12	-	-	-	15,002.67
Segment Liabilities	58.99	5,655.66	2.42	5,717.07	58.99	3,106.60	4.92	3,170.51
Unallocated Corporate Liabilities	-	-	-	790.20	-	-	-	510.65
TOTAL LIABILITIES	-	-	-	6,507.27	-	-	-	3,681.16
Capital Expenditure	3.95	-	-	19.71	-	0.01	-	12.14
Depreciation	5.11	0.26	-	17.70	5.11	0.42	-	26.80

Annexure XVI
Statement Of Dividend Paid

Equity Dividend

Particulars	September 30, 2016	March 31, 2016	March 31, 2015(Final Dividend)	March 31, 2015(Interim Dividend)	March 31, 2014	March 31, 2013	March 31, 2012
Paid-Up equity share capital (in million)	410.36	410.33	410.12	409.96	408.48	408.40	408.35
No equity shares	41035750	41033150	41012200	41015000	40848350	40839650	40835150
Dividend per share(Rs)	-	6	6	6	6	6	6
Rate of Dividend	-	60.00%	60.00%	60.00%	60.00%	60.00%	60.00%
Total amount of dividend declared (in million)	-	246.20	246.07	245.98	245.09	245.04	245.01
Due to ESOP allotted after year end but before AGM (in million)	-	0.00	0.02	-	0.89	-	-
Amount of dividend paid up to September 2016(in million)	-	244.29	244.11	244.31	244.35	243.39	243.41
Unpaid amount of dividend as of 30 th September (in million)	-	1.91	1.96	1.67	1.63	1.65	1.60

Annexure XVII-Restated Summary Statement of Related Party Transactions
For the period ended September 30, 2016

List of related parties

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Enterprises under the control of the Company	
Mahindra Infrastructure Developers Limited	Mahindra Integrated Township Limited
Mahindra World City Developers Limited	Mahindra Residential Developers Limited
Mahindra World City (Jaipur) Limited	Industrial Township (Maharashtra) Limited
Knowledge Township Limited	Mahindra Bebanco Developers Limited
Mahindra World City (Maharashtra) Limited	Raigad Industrial & Business Park Limited
Anthurium Developers Limited	Mahindra Industrial Park Chennai Limited(w.e.f. 22 nd December 2014)
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	*Mahindra Water Utilities Limited (w.e.f. 27 th July 2015)
*With effect from 27 th July 2015 Mahindra Water Utilities has been ceased to be joint venture and has become subsidiary.	
Fellow Subsidiaries	
Bristlecone India Limited	
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	
Mahindra Integrated Business Solutions Private Limited	
EPC Industries Limited	
Mahindra & Mahindra Contech Limited	
Associates	
Kismat Developers Private Limited	
Topical Builders Private Limited	
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	
Mahindra Homes Private Limited(earlier known as Watsonia Developers Private Limited)	

*With effect from 27th July 2015 Mahindra Water Utilities has been ceased to be joint venture and has become subsidiary.

Key Managerial Personnel

Managing Director & Chief Executive Officer of the Company-	Ms. Anita Arjundas
Chief Financial Officer-	Mr. Jayant Manmadkar
Company Secretary	Mr. Suhas Kulkarni

Directors

Name	Designation
Mr. Arun Nanda	Non-executive Non-Independent Chairman
Dr. Anish Shah	Non-executive Non-Independent Director
Mr. Sanjiv Kapoor	Non-executive Independent Director
Mr. Shailesh Haribhakti	Non-executive Independent Director
Dr. Prakash Hebalkar	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 30th September, 2016

Nature of Transactions	Enterprise controlling the Company	Enterprises under the control of the Company	Companies under common control including Fellow Subsidiaries	Joint Ventures / Associates	Rs. In Millions	
					Key Management Personnel	
Rendering of Services	98.38	43.80	-	63.70	-	
Previous Year	196.75	110.80	-	117.11	-	
Receiving of services	20.23	43.61	8.45	0.11	-	
Previous Year	40.77	43.58	10.89	-	-	
Sale of Goods	-	-	-	-	-	
Previous Year	113.20	-	-	-	-	
Remuneration to Key Managerial Personnel	-	-	-	-	27.49	
Previous Year	-	-	-	-	46.23	
Commission and Other Benefits to Non-Executive/Independent Directors	-	-	-	-	-	
Previous Year	-	-	-	-	16.36	
Reimbursement made to parties	24.67	0.52	-	-	-	
Previous Year	38.08	0.10	-	-	-	
Refund on sale of unit	-	-	-	-	5.00	
Previous Year	-	-	-	-	-	
Finance given during the year	-	262.00	-	0.05	-	
Previous Year	-	2.00	-	0.04	-	
ICD refunded	-	-	-	-	-	
Previous Year	-	2,197.00	-	5.50	-	
Interest received	-	13.47	-	284.59	-	
Previous Year	-	227.25	-	568.27	-	
Dividend Paid	125.08	-	-	-	-	
Previous Year	125.08	-	-	-	-	
Dividend Income	-	-	-	-	-	
Previous Year	-	80.70	-	-	-	
Receivables	226.31	831.11	0.25	4,112.28	-	
Previous Year	242.79	635.79	0.25	3,811.54	-	
Payables	87.87	47.85	5.16	-	-	
Previous Year	68.06	-	6.54	-	-	

*Remuneration to Key Management Person includes remuneration paid to Ms. Anita Arjundas (MD & CEO), Mr. Suhas Kulkarni (Company Secretary) and Mr. Jayant Manmadkar (Chief Financial Officer).

The significant related party transactions are as under:

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Joint Ventures / Associates	Amount	Rs in Millions	
									Key Management Personnel	Amount
Rendering of services	Mahindra & Mahindra Limited	98.38	Mahindra Residential Development Limited	21.60	-	-	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	63.70	-	-
		-	Mahindra Integrated Township Limited	22.20	-	-	-	-	-	-
Receiving of services	Mahindra & Mahindra Limited	20.23	Mahindra Integrated Township Limited	43.58	Bristle Cone India Limited	1.14	-	-	-	-
		-	-	-	Mahindra Integrated Business Solutions Private Limited	1.30	-	-	-	-
		-	-	-	Mahindra Engineering & Chemical Pro	1.22	-	-	-	-
		-		-	EPC Industries Limited	3.84	-	-	-	-
Remuneration	-	-	-	-	-	-	-	-	Anita Arjundas	15.63
		-		-	-	-	-	-	Suhas Kulkarni	6.70
		-		-	-	-	-	-	Jayant Manmadkar	5.17
Refund on sale of unit		-		-		-		-	Anita Arjundas	4.99
Reimbursement made to parties	Mahindra & Mahindra Limited	24.67	Raigad Industrial and Business Park Limited	0.10	-	-	-	-	-	-
		-	Industrial Township Maharashtra Ltd.	0.10	-	-	-	-	-	-
		-	Mahindra Bebanco Developers Limited	0.10	-	-	-	-	-	-
		-	Anthurium Developers Limited	0.22	-	-	-	-	-	-
Finance given during the year	Mahindra & Mahindra Limited	-	Knowledge Township Limited	2.00	Mahindra & Mahindra Financial Services Limited	-	Kismet DevelopersPrivate Limited	0.05	-	-
-	-	-	Mahindra Housing Private Limited	260.00	-	-	-	-	-	-
Interest received	-	-	Mahindra Housing Private Limited	2.22	-	-	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	283.32	-	-
		-	Mahindra Bebanco Developers Limited	11.25	-	-	-	-	-	-
Dividend paid during the year	Mahindra & Mahindra Limited	125.08	-	-	-	-	-	-	-	-
Receivables	Mahindra & Mahindra Limited	226.31	Knowledge Township Limited	245.53	Mahindra Consulting Engineers Limited	0.25	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	4,067.11	-	-
-	-	-	Mahindra Bebanco Developers Limited	314.37	-	-	-	-	-	-
Payables	Mahindra & Mahindra Limited	87.87	Mahindra Integrated Township Limited	47.85	Mahindra Holidays & Resorts India Limited	3.71	-	-	-	-
-	-	-		-	EPC Industries Limited	0.56	-	-	-	-

For the year ended March 31, 2016

List of related parties

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Enterprises under the control of the Company	
Mahindra Infrastructure Developers Limited	Mahindra Integrated Township Limited
Mahindra World City Developers Limited	Mahindra Residential Developers Limited
Mahindra World City (Jaipur) Limited	Industrial Township (Maharashtra) Limited
Knowledge Township Limited	Mahindra Bebanco Developers Limited
Mahindra World City (Maharashtra) Limited	Raigad Industrial & Business Park Limited
Anthurium Developers Limited	Mahindra Industrial Park Chennai Limited(w.e.f. 22 nd December 2014)
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	*Mahindra Water Utilities Limited (w.e.f. 27 th July 2015)
*With effect from 27 th July 2015 Mahindra Water Utilities has been ceased to be joint venture and has become subsidiary.	
Fellow Subsidiaries	
Bristlecone India Limited	
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	
Mahindra Integrated Business Solutions Private Limited	
EPC Industries Limited	
Mahindra & Mahindra Contech Limited	
Associates	
Kismat Developers Private Limited	
Topical Builders Private Limited	
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	
Mahindra Homes Private Limited(earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	

*With effect from 27th July 2015 Mahindra Water Utilities has been ceased to be joint venture and has become subsidiary.

Key Managerial Personnel

Managing Director & Chief Executive Officer of the Company	Ms. Anita Arjundas
Chief Financial Officer	Mr. Jayant Manmadkar
Company Secretary	Mr. Suhas Kulkarni

Directors

Name	Designation
Mr. Arun Nanda	NonExecutive NonIndependent Chairman
Dr. Anish Shah	NonExecutive NonIndependent Director
Mr. Sanjiv Kapoor	NonExecutive Independent Director
Mr. Shailesh Haribhakti	NonExecutive Independent Director
Dr. Prakash Hebalkar	NonExecutive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2016:

Nature of Transactions	Enterprise controlling the Company	Rs. In Millions			
		Enterprises under the control of the Company	Companies under common control including Fellow Subsidiaries	Joint Ventures / Associates	Key Management Personnel
Rendering of Services	196.75	110.80	-	117.11	-
Previous Year	209.41	148.03	-	36.16	-
Receiving of services	40.77	43.58	10.89	-	-
Previous Year	37.40	48.49	6.83	-	-
Sale of Goods	113.20	-	-	-	-
Previous Year	74.92	-	-	-	-
Purchase of Fixed Assets	-	-	-	-	-
Previous Year	-	-	2.67	-	-
Remuneration to Key Managerial Personnel*	-	-	-	-	46.23
Previous Year	-	-	-	-	39.25
Commission and Other Benefits to Non-Executive/Independent Directors	-	-	-	-	16.36
Previous Year	-	-	-	-	17.62
Reimbursement made to parties	38.08	0.10	-	-	-
Previous Year	30.33	2.71	-	-	-
Reimbursement received by parties	-	-	-	-	-
Previous Year	6.85	-	-	-	-
Redemption of Preference Shares	-	-	-	-	-
Previous Year	-	650.00	-	-	-
Advance paid	-	-	-	-	-
Previous Year	-	1.90	-	0.20	-
Advance Refund	-	-	-	-	-
Previous Year	-	1.50	-	0.20	-
Finance given during the year	-	2.00	-	0.04	-
Previous Year	-	950.20	-	3.03	-
ICD refunded	-	2,197.00	-	5.50	-
Previous Year	-	530.00	-	-	-
Interest received	-	227.25	-	568.27	-
Previous Year	-	268.79	-	568.34	-
Dividend Paid	125.08	-	-	-	-
Previous Year	250.15	-	-	-	-
Dividend Income	-	80.70	-	-	-
Previous Year	-	220.75	-	-	-
Receivables	242.79	635.79	0.25	3,811.54	-
Previous Year	217.40	2,866.81	0.25	4,155.74	-
Payables	68.06	-	6.54	-	-
Previous Year	84.00	-	0.69	-	-

*Remuneration to Key Management Person includes remuneration paid to Ms. Anita Arjundas (MD & CEO), Mr. Suhas Kulkarni (Company Secretary) and Mr. Jayant Manmadkar (Chief Financial Officer).

The significant related party transactions are as under:

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Joint Ventures / Associates	Amount	Rs. In Millions	
									Key Management Personnel	Amount
Rendering of services	Mahindra & Mahindra Limited	196.75	Mahindra Residential Development Limited	34.21	-	-	Mahindra Homes Private Limited (earlier known as Watsonia Developers Limited)	1,171.11	-	-
		-	Mahindra Bebanco Developers Limited	21.27	-	-	-	-	-	-
		-	Mahindra Integrated Township Limited	55.32	-	-	-	-	-	-
Receiving of services	Mahindra & Mahindra Limited	40.77	Mahindra Integrated Township Limited	43.58	Bristle Cone India Limited	1.73	-	-	-	-
		-	-	-	Mahindra Integrated Business Solutions Private Limited	1.79	-	-	-	-
		-	-	-	Mahindra Holidays & Resorts India Limited	2.28	-	-	-	-
		-	-	-	EPC Industries Limited	4.76	-	-	-	-
Sale of Goods	Mahindra & Mahindra Limited	113.20	-	-	-	-	-	-	-	-
Remuneration	-	-	-	-	-	-	-	-	Anita Arjundas	281.42
	-	-	-	-	-	-	-	-	Suhas Kulkarni	103.76
	-	-	-	-	-	-	-	-	Jayant Manmadkar	77.14
Reimbursement made to parties	Mahindra & Mahindra Limited	38.08	Mahindra World City Developers Limited	-	-	-	-	-	-	-
-	-	-	Mahindra World City (Jaipur) Limited	0.10	-	-	-	-	-	-
Finance given during the year	Mahindra & Mahindra Limited	-	Knowledge Township Limited	2.00	Mahindra & Mahindra Financial Services Limited	-	Topical Builders Private Limited	0.42	-	-

The significant related party transactions are as under:

Rs. In Millions										
Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Joint Ventures / Associates	Amount	Key Management Personnel	Amount
ICD refunded	-	-	Mahindra World City (Jaipur) Limited	-	-	-	Topical Builders Private Limited	55.00	-	-
-	-	-	Mahindra World City Developers Limited	1,620.00	-	-	-	-	-	-
-	-	-	Mahindra Integrated Township Limited	577.00	-	-	-	-	-	-
Interest received	-	-	Mahindra World City Developers Limited	175.94	-	-	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	5,651.00	-	-
		-	Mahindra Bebanco Developers Limited	22.54		-		-		-
-	-	-	Mahindra Integrated Township Limited	28.76	-	-	-	-	-	-
Dividend paid during the year	Mahindra & Mahindra Limited	125.08	-	-	-	-	-	-	-	-
Dividend received during the year	-	-	Mahindra World City Developers Limited	17.80	-	-	-	-	-	-
-	-	-	Mahindra World City (Jaipur) Limited	62.90	-	-	-	-	-	-
Receivables	Mahindra & Mahindra Limited	242.79	Knowledge Township Limited	243.53	Mahindra Consulting Engineers Limited	0.25	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	37,860.46	-	-
-	-	-	Mahindra Bebanco Developers Limited	304.25	-	-	-	-	-	-
Payables	Mahindra & Mahindra Limited	68.06	-	-	Mahindra Holidays & Resorts India Limited	2.55	-	-	-	-
-	-	-	-	-	EPC Industries Limited	3.40	-	-	-	-

Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)

Name	Designation	Current Year	Previous Year
Mr. Arun Nanda	Non0executive Non0Independent Chairman	9.5	10.705
Mr. Sanjiv Kapoor	Non0executive Independent Director	2.19	1.77
Mr. Shailesh Haribhakti	Non0executive Independent Director	2.35	1.74
Mr. Anil Harish	Non0executive Independent Director	0.51	1.77
Mr. Prakash Hebalkar	Non0executive Independent Director	1.81	1.63

For the year ended March 31, 2015

List of related parties

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Enterprises under the control of the Company	
Mahindra Infrastructure Developers Limited	Mahindra Integrated Township Limited.
Mahindra World City Developers Limited	Mahindra Residential Developers Limited
Mahindra World City (Jaipur) Limited	Industrial Township (Maharashtra) Limited
Knowledge Township Limited	Mahindra Bebanco Developers Limited
Mahindra World City (Maharashtra) Limited	Raigad Industrial & Business Park Limited
Anthurium Developers Limited	
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	
Mahindra Industrial Park Chennai Limited(w.e.f. 22 nd December 2014)	
Fellow Subsidiaries	
Bristlecone India Limited	
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	
Mahindra Integrated Business Solutions Private Limited	
NBS International Private Limited	
Associates	
Kismat Developers Private Limited	
Topical Builders Pvt. Limited	
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	
Mahindra Water Utilities Private Limited	
Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	

Key Managerial Personnel

Managing Director & Chief Executive Officer of the Company-	Ms. Anita Arjundas
Chief Financial Officer-	Mr. Jayant Manmadkar
Company Secretary	Mr. Suhas Kulkarni

Directors

Name	Designation
Mr. Arun Nanda	Non-executive Non-Independent Chairman
Dr. Anish Shah	Non-executive Non-Independent Director
Mr. Sanjiv Kapoor	Non-executive Independent Director
Mr. Shailesh Haribhakti	Non-executive Independent Director
Dr. Prakash Hebalkar	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2015:

Nature of Transactions	Enterprise controlling the Company	Enterprises under the control of the Company	Companies under common control including Fellow Subsidiaries	Rs. In Millions	
				Joint Ventures / Associates	Key Management Personnel
Rendering of Services	209.40	148.03	-	36.16	-
Previous Year	152.09	123.77	-	29.46	-
Receiving of services	37.40	48.49	6.83	-	-
Previous Year	37.31	38.42	7.30	-	-
Sale of Goods	74.92	-	-	-	-
Previous Year	1.16	-	-	-	-
Purchase of Goods	-	-	2.67	-	-
Previous Year	-	-	-	-	-
Remuneration	-	-	-	-	39.25
Previous Year	-	-	-	-	20.26
Commission and Other Benefits to Non-Executive/Independent Directors	-	-	-	-	17.62
Previous Year	-	-	-	-	11.76
Reimbursement made to parties	30.33	2.71	-	-	-
Previous Year	29.08	0.07	-	-	-
Reimbursement received by parties	6.85	-	-	-	-
Previous Year	6.41	3.22	-	2.17	-
Redemption of Preference Shares	-	650.00	-	-	-
Previous Year	-	-	-	-	-
Advance paid	-	1.90	-	0.20	-
Previous Year	-	-	-	-	-
Advance Received	-	1.50	-	0.20	-
Previous Year	-	-	-	-	-
Finance given during the year	-	950.20	-	3.03	-
Previous Year	-	1,607.00	-	6,587.50	-
Purchase of Equity Shares	-	-	-	-	-
Previous Year	-	164.30	-	1.56	-
Purchase of Preference Shares	-	-	-	-	-
Previous Year	-	-	-	0.10	-
ICD refunded	-	530.00	-	-	-
Previous Year	-	1,513.40	-	4,466.60	-
Interest received	-	268.79	-	568.34	-
Previous Year	-	240.61	-	136.67	-
Dividend Paid	250.15	-	-	-	-
Previous Year	125.08	-	-	-	-
Dividend Income	-	220.75	-	-	-
Previous Year	-	147.14	-	-	-
Receivables	217.40	2,866.81	0.25	4,155.74	-
Previous Year	201.77	2,324.78	0.25	3,523.92	-
Payables	84.00	-	0.69	-	-
Previous Year	220.22	-	0.91	-	-

*Remuneration to Key Management Person includes remuneration paid to Ms. Anita Arjundas (MD & CEO), Mr. Suhas Kulkarni (Company Secretary) and Mr. Jayant Manmadkar (Chief Financial Officer).

The significant related party transactions are as under:

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Joint Ventures / Associates	Rs in Millions		
								Amount	Key Management Personnel	Amount
Rendering of services	Mahindra & Mahindra Ltd		Mahindra Residential Development Ltd		-		Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)		-	
		209.40		44.88		-		36.16		-
		-	Mahindra Bebanco Developers Limited		-		-		-	
		-		45.36		-		-		-
		-	Mahindra Integrated Township Limited		-		-		-	
		-		56.88		-		-		-
Receiving of services	Mahindra & Mahindra Ltd		Mahindra Integrated Township Limited		Bristle Cone India Ltd		-		-	
		37.40		43.58		2.29		-		-
		-	-	-	Mahindra Integrated Business Solutions Private Limited		-		-	
		-		-		0.75		-		-
		-	-	-	Mahindra Holidays & Resorts India Ltd		-		-	
		-		-		3.79		-		-
Sale of Goods	Mahindra & Mahindra Ltd	74.92	-	-	-	-	-	-	-	-
Purchased of Goods	-	-	-	-	NBS International Private Limited	2.67	-	-	-	-
Remuneration	-	-	-	-	-	-	-	-	Anita Arjundas	21.91
	-	-	-	-	-	-	-	-	Suhas Kulkarni	9.25
	-	-	-	-	-	-	-	-	Jayantt Mammadkar	8.09
Reimbursement made to parties	Mahindra & Mahindra Ltd	30.33	Mahindra World City Developers Ltd	0.60	-	-	-	-	-	-
	-	-	Mahindra World City (Jaipur) Ltd	2.02	-	-	-	-	-	-
Reimbursement received by parties	Mahindra & Mahindra Ltd	6.85	-	-	-	-	-	-	-	-
Redemption of Preference Shares		-	Mahindra World City Developers Ltd	650.00		-		-		-
Finance given during the year	Mahindra & Mahindra Ltd	-	Mahindra World City Developers Ltd	750.00	Mahindra & Mahindra Financial Services Ltd		Topical Builders Private Limited	3.03	-	-
	-	-	Mahindra World City (Jaipur) Ltd	200.00		-		-	-	-
Advance Received	Mahindra & Mahindra Ltd		Mahindra World City Developers Ltd		-		Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	0.20	-	-
	-	-	-	0.30		-				-
	-	-	Mahindra World City (Jaipur) Ltd	0.20	-	-		-	-	-
	-	-	Mahindra Bebanco Developers Limited	0.20	-	-		-	-	-
	-	-	Mahindra Integrated Township Limited	0.20	-	-		-	-	-
Advance Paid		-	Knowledge Township Limited		-		Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	0.20	-	-
		-		0.30		-				-

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Joint Ventures / Associates	Amount	Key Management Personnel	Amount
-	-	-	Mahindra World City Developers Ltd	0.30	-	-	-	-	-	-
-	-	-	Mahindra Infrastructure Developers Limited	0.20	-	-	-	-	-	-
		-	Mahindra Bebanco Developers Limited	0.20	-	-	-	-	-	-
		-	Mahindra World City (Jaipur) Ltd	0.20	-	-	-	-	-	-
		-	Mahindra Integrated Township Limited	0.20	-	-	-	-	-	-
		-	Industrial Cluster Private Limited	0.20	-	-	-	-	-	-
ICD refunded	-	-	Mahindra World City (Jaipur) Ltd	200.00	-	-	-	-	-	-
	-	-	Mahindra Integrated Township Limited	260.00	-	-	-	-	-	-
Interest received	-	-	Mahindra World City Developers Ltd		-	-	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	565.10	-	-
	-	-		158.32	-	-			-	-
	-	-	Mahindra Integrated Township Limited	80.89	-	-	-	-	-	-
	-	-		-	-	-	-	-	-	-
Dividend paid during the year	Mahindra & Mahindra Ltd	250.15		-	-	-	-	-	-	-
Dividend received during the year	-	-	Mahindra World City Developers Ltd	72.75	-	-	-	-	-	-
	-	-	Mahindra World City (Jaipur) Ltd	74.00	-	-	-	-	-	-
	-	-	Mahindra Integrated Township Limited	74.00	-	-	-	-	-	-
Receivables	Mahindra & Mahindra Ltd		Mahindra World City Developers Ltd		Mahindra Consulting Engineers Limited		Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)		-	-
	-	217.40		1,666.84	0.25		4,126.21		-	-
	-	-	Mahindra Integrated Township Limited	665.32	-	-	-	-	-	-
Payables	Mahindra & Mahindra Ltd	84.00	-	-	Mahindra Holidays & Resorts India Ltd	0.18	-	-	-	-
	-	-	-	-	Mahindra Consulting Engineers Limited	0.15	-	-	-	-
	-	-	-	-	Bristle Cone India Ltd	0.35	-	-	-	-

Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)

Name	Designation	Current Year	Previous Year
Mr. Arun Nanda	Non-executive Non-Independent Chairman	10.71	7.71
Mr. Sanjiv Kapoor	Non-executive Independent Director	1.77	1.02
Mr. Shailesh Haribhakti	Non-executive Independent Director	1.74	1.07
Mr. Anil Harish	Non-executive Independent Director	1.77	1.07
Mr. Prakash Hebalkar	Non-executive Independent Director	1.63	0.90

For the year ended March 31, 2014

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Enterprises under the control of the Company	
Mahindra Infrastructure Developers Limited	Mahindra Integrated Township Limited.
Mahindra World City Developers Limited	Mahindra Residential Developers Limited
Mahindra World City (Jaipur) Limited	Industrial Township (Maharashtra) Limited
Knowledge Township Limited	Mahindra Bebanco Developers Limited
Mahindra World City (Maharashtra) Limited	Raigad Industrial & Business Park Limited
Anthurium Developers Limited	
Mahindra Housing Private Limited	
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	
*With effect from 9 th July 2013 Mahindra Homes Private Limited has been ceased to be subsidiary and has become joint venture.	

Fellow Subsidiaries	
Bristlecone India Limited	
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	
Mahindra Integrated Business Solutions Private Limited	
Associates	
Kismat Developers Private Limited	
Topical Builders Pvt. Limited	
Joint Ventures	
Mahindra Inframan Water Utilities Private Limited	
Mahindra Water Utilities Private Limited	
Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	

* With effect from 9th July 2013 Mahindra Homes Private Limited has been ceased to be subsidiary and has become joint venture.

Key Managerial Personnel

Managing Director & Chief Executive Officer of the Company-	Ms. Anita Arjundas

Directors

Name	Designation
Mr. Arun Nanda	Non-executive Non-Independent Chairman
Dr. Anish Shah	Non-executive Non-Independent Director
Mr. Sanjiv Kapoor	Non-executive Independent Director
Mr. Shailesh Haribhakti	Non-executive Independent Director
Dr. Prakash Hebalkar	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2014:

Nature of Transactions	Enterprise controlling the Company	Enterprises under the control of the Company	Companies under common control including Fellow Subsidiaries	Joint Ventures / Associates	Rs. In Millions	
					Individual	Key Management Personnel
Rendering of Services	152.09	123.77	-	29.46	-	-
Previous Year	144.14	103.14	-	-	-	-
Receiving of services	37.31	38.42	7.30	-	-	-
Previous Year	62.31	6.15	4.61	-	-	-
Sale of Goods	-	-	-	-	-	-
Previous Year	1.16	-	-	-	10.06	-
Remuneration	-	-	-	-	-	20.26
Previous Year	-	-	-	-	-	18.08
Reimbursement made to parties	29.08	0.07	-	-	-	-
Previous Year	2.03	-	-	-	-	-
Reimbursement received from parties	-	3.22	-	2.17	-	-
Previous Year	-	-	-	-	-	-
Purchase return	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Redemption of Preference Shares	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Deposit paid	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Finance given during the year	-	1,607.00	-	6,587.50	-	-
Previous Year	-	4,838.30	-	6.00	-	-
Purchase of Equity Shares	-	164.30	-	1.56	-	-
Previous Year	-	-	-	-	-	-
Purchase of Preference Shares	-	-	-	0.10	-	-
Previous Year	-	-	-	-	-	-
Purchase of Land	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
ICD refunded	-	1,513.40	-	4,466.60	-	-
Previous Year	-	3,711.45	-	6.00	-	-
Interest paid	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Interest received	-	240.61	-	136.67	-	-
Previous Year	-	245.89	-	0.38	-	-
Dividend Paid	125.08	-	-	-	-	-
Previous Year	125.08	-	-	-	-	-
Dividend Income	-	147.14	-	-	-	-
Previous Year	-	82.89	-	-	-	-
Advance Received	-	-	-	-	-	-
Previous Year	-	-	-	-	-	0.81
Receivables	201.77	2,324.78	0.25	3,523.92	-	-
Previous Year	227.15	3,301.18	0.25	-	-	-
Payables	220.22	-	0.91	-	-	-
Previous Year	68.51	-	1.28	-	-	-

The significant related party transactions are as under:

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Joint Ventures / Associates	Rs in Millions		
								Amount	Key Management Personnel	Amount
Rendering of services	Mahindra & Mahindra Ltd	152.09	Mahindra Residential Development Ltd	41.96		-	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	29.46	-	-
		-	Mahindra Bebanco Developers Limited	35.45		-		-	-	-
		-	Mahindra Integrated Township Limited	45.58		-		-	-	-
Receiving of services	Mahindra & Mahindra Ltd	37.31	Mahindra World City Developers Ltd	4.88	Bristle Cone India Ltd	2.54		-	-	-
		-	-	-	Mahindra Holidays & Resorts India Ltd	4.45		-	-	-
		-	-	-		-		-	-	-
Remuneration		-	-	-		-		-	Anita Arjundas	20.26
Expense Reimbursement	Mahindra & Mahindra Ltd	29.08	Mahindra World City (Jaipur) Ltd	0.07		-		-	-	-
Reimbursement received from parties		-	Mahindra Residential Development Ltd	1.08		-	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	2.17		-
		-	Mahindra World City (Jaipur) Ltd	2.14		-		-		-
Finance given during the year		-	Mahindra World City Developers Ltd	915.00		-	Mahindra Homes Private Limited(Earlier known as Watsonia Developers Private Limited)	6,578.30		-
		-	Mahindra Integrated Township Limited	668.30		-		-		-
Purchase of Equity Shares		-	Mahindra World City Developers Ltd	163.20		-	Mahindra Homes Private Limited(Earlier known as Watsonia Developers Private Limited)	1.56		-
Purchase of Preference Shares		-	-	-		-	Kismat Developers Private Limited	0.05		-
		-	-	-		-	Topical Builders Private Limited	0.05		-
		-	-	-		-		-		-
ICD refunded		-	Mahindra Integrated Township Limited	780.00		-	Mahindra Homes Private Limited(Earlier known as Watsonia Developers Private Limited)	4,466.60		-
		-	Mahindra World City Developers Ltd	645.00		-		-		-
Interest received		-	Mahindra Bebanco Developers Limited	22.50		-		-		-
		-	Mahindra Integrated Township Limited	112.95		-	Mahindra Homes Private Limited(Earlier known as Watsonia Developers Private Limited)	136.70		-
		-	Mahindra World City Developers Ltd	105.16		-		-		-
Dividend paid during the year	Mahindra & Mahindra Ltd	125.08	-	-		-		-		-
Dividend received during the year		-	Mahindra World City Developers Ltd	95.34		-		-		-
		-	Mahindra World City (Jaipur) Ltd	51.80		-		-		-
Receivables	Mahindra & Mahindra Ltd	201.77	Mahindra World City Developers Ltd	923.41	Mahindra Consulting Engineers Limited	0.25	Mahindra Homes Private Limited(earlier known as Watsonia Developers Limited)	3,523.92	-	-
		-	Mahindra Bebanco Developers Limited	233.39		-		-	-	-
		-	Knowledge Township Limited	241.33		-		-	-	-
		-	Mahindra Integrated Township Limited	886.16		-		-	-	-
Payables	Mahindra & Mahindra Ltd	220.22	-	-	Mahindra Holidays & Resorts India Ltd	0.23	-	-	-	-
		-	-	-	Mahindra Consulting Engineers Limited	0.15	-	-	-	-
		-	-	-	Bristle Cone India Ltd	0.51	-	-	-	-
		-	-	-		-		-	-	-

For the year ended March 31, 2013

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Enterprises under the control of the Company	
Mahindra Infrastructure Developers Limited	Mahindra Integrated Township Limited.
Mahindra World City Developers Limited	Mahindra Residential Developers Limited
Mahindra World City (Jaipur) Limited	Industrial Township (Maharashtra) Limited
Knowledge Township Limited	Mahindra Bebanco Developers Limited
Mahindra World City (Maharashtra) Limited	Raigad Industrial & Business Park Limited
Anthurium Developers Limited	
Mahindra Housing Private Limited(wef 29th March, 2013)	
Watsonia Developers Limited	
Fellow Subsidiaries	
Bristlecone India Limited	
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	
Associates	
Kismat Developers Private Limited	
Topical Builders Pvt. Limited	

Key Managerial Personnel

Managing Director & Chief Executive Officer of the Company-	Ms. Anita Arjundas

Directors

Name	Designation
Mr. Sanjiv Kapoor	Non-executive Independent Director

Enterprises over which key managerial personnel are able to exercise significant influence: Nil
Transactions with related parties during the year and balance as on 31st March 2013:

Rs in millions

Nature of Transactions	Enterprise controlling the Company	Enterprises under the control of the Company	Companies under common control including Fellow Subsidiaries	Joint Ventures / Associates	Individual	Key Management Personnel
Rendering of Services	144.14	103.14	-	-	-	-
<i>Previous Year</i>	110.94	81.54	2.50	-	-	-
Receiving of services	62.31	6.15	4.61	-	-	-
<i>Previous Year</i>	53.49	9.39	3.94	-	-	-
Sale of Goods	-	-	-	-	10.06	-
<i>Previous Year</i>	1.16	-	-	-	115.00	-
Remuneration	-	-	-	-	-	18.08
<i>Previous Year</i>	-	-	-	-	-	15.23
Expense Reimbursement	2.03	-	-	-	-	-
<i>Previous Year</i>	2.43	0.11	-	-	-	-
Finance given during the year	-	4,838.30	-	6.00	-	-
<i>Previous Year</i>	-	2,576.95	100.00	-	-	-
Purchase of Equity Shares	-	-	-	-	-	-
<i>Previous Year</i>	-	37.50	-	-	-	-
Purchase of Preference Shares	-	-	-	-	-	-
<i>Previous Year</i>	-	185.00	-	-	-	-
Purchase of Land	-	-	-	-	-	-
<i>Previous Year</i>	146.71	-	972.00	-	-	-
ICD refunded	-	3,711.45	-	6.00	-	-
<i>Previous Year</i>	-	1,800.00	100.00	-	-	-
Interest paid	-	-	-	-	-	-
<i>Previous Year</i>	-	-	-	-	-	-
Interest received	-	245.89	-	0.38	-	-
<i>Previous Year</i>	-	166.29	1.07	-	-	-
Dividend Paid	125.08	-	-	-	-	-
<i>Previous Year</i>	104.23	-	-	-	-	-
Dividend Income	-	82.89	-	-	-	-
<i>Previous Year</i>	-	55.53	-	-	-	-
Advance Received	-	-	-	-	-	0.81
<i>Previous Year</i>	-	-	-	-	-	-
Receivables	227.15	3,301.18	0.25	-	-	-
<i>Previous Year</i>	200.00	2,083.59	0.10	-	-	-
Payables	68.51	-	1.28	-	-	-
<i>Previous Year</i>	59.32	0.09	0.98	-	-	-

The significant related party transactions are as under:

Rs in millions												
Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Individual	Amount	Joint Ventures / Associates	Amount	Key Management Personnel	Amount
Rendering of services	Mahindra & Mahindra Ltd	144.14	Mahindra Residential Development Ltd	40.00		-		-	-	-	-	-
		-	Mahindra Bebanco Developers Limited	34.66		-		-	-	-	-	-
		-	Mahindra Integrated Township Limited	27.78		-		-	-	-	-	-
Receiving of services	Mahindra & Mahindra Ltd	62.31	Mahindra World City Developers Ltd	6.15	Bristle Cone India Ltd	1.81		-	-	-	-	-
		-	-	-	Mahindra Holidays & Resorts India Ltd	2.61		-	-	-	-	-
Sale of Goods		-		-		-		-		-		-
		-		-		-	Relative of Individual	10.06		-		-
Remuneration		-	-	-	-	-		-	-	-	Anita Arjundas	18.08
Expense Reimbursement	Mahindra & Mahindra Ltd	2.03	-	-	-	-		-	-	-	-	-
Finance given during the year	Mahindra & Mahindra Ltd	-	Mahindra World City Developers Ltd	1,580.00	Mahindra & Mahindra Financial Services Ltd	-		-	Mahindra Water Utilities Private Limited	6.00	-	-
		-	Mahindra World City (Jaipur) Ltd	1,470.00	-	-		-	-	-	-	-
		-	Mahindra Integrated Township Limited	660.00	-	-		-	-	-	-	-
		-	Watsonia Developers Limited	1,090.00	-	-		-	-	-	-	-

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Individual	Amount	Joint Ventures / Associates	Amount	Key Management Personnel	Amount
ICD refunded		-	Mahindra World City (Jaipur) Ltd	2,050.00	Mahindra Financial Services Ltd	-		-	Mahindra Water Utilities Private Limited	6.00	-	-
		-	Mahindra World City Developers Ltd	1,430.00	-	-		-	-	-	-	-
Interest received		-	Mahindra World City (Jaipur) Ltd	56.07	Mahindra Financial Services Ltd	-		-	Mahindra Water Utilities Private Limited	0.38	-	-
		-	Mahindra Bebanco Developers Limited	36.81	-	-		-	-	-	-	-
		-	Mahindra Integrated Township Limited	49.34	-	-		-	-	-	-	-
		-	Mahindra World City Developers Ltd	65.50	-	-		-	-	-	-	-
Dividend paid during the year	Mahindra & Mahindra Ltd	125.08	-	-	-	-		-	-	-	-	-
Dividend received during the year		-	Mahindra World City Developers Ltd	47.26	-	-		-	-	-	-	-
		-	Mahindra World City (Jaipur) Ltd	35.63	-	-		-	-	-	-	-
Advance Received		-		-		-		-		-	Anita Arjundas	0.81
Receivables	Mahindra & Mahindra Ltd	227.15	Mahindra World City Developers Ltd	653.41	Mahindra Consulting Engineers Limited	0.25		-	-	-	-	-
		-	Watsonia Developers Limited	1,093.36	-	-		-	-	-	-	-
		-	Mahindra Integrated Township Limited	972.45	-	-		-	-	-	-	-
Payables	Mahindra & Mahindra Ltd	68.51	-	-	Mahindra Holidays & Resorts India Ltd	0.75		-	-	-	-	-
		-	-	-	Mahindra Consulting Engineers Limited	0.15		-	-	-	-	-
		-	-	-	Bristle Cone India Ltd	0.36		-	-	-	-	-

For the year ended March 31, 2012

Enterprises Controlling the Company	
Mahindra & Mahindra Limited	Holding Company
Enterprises under the control of the Company	
Mahindra Infrastructure Developers Limited	Mahindra Integrated Township Limited.
Mahindra World City Developers Limited	Mahindra Residential Developers Limited
Mahindra World City (Jaipur) Limited	Industrial Township (Maharashtra) Limited
Knowledge Township Limited	Mahindra Bebanco Developers Limited
Mahindra World City (Maharashtra) Limited	Raigad Industrial & Business Park Limited
Anthurium Developers Limited	
Watsonia Developers Limited	
Fellow Subsidiaries	
Bristlecone India Limited	
Mahindra Holidays & Resorts India Limited	
Mahindra Consulting Engineers Limited	
Mahindra and Mahindra Financial Services Limited	
Mahindra Engineering and Chemical Product Limited	
Mahindra Construction Company Limited	
Mahindra BPO Services Private Limited	
Key Managerial Personnel	
Managing Director & Chief Executive Officer of the Company-	Ms. Anita Arjundas
Director of the promoter company	Mr. Anand Mahindra

Enterprises over which key managerial personnel are able to exercise significant influence: Nil

Transactions with related parties during the year and balance as on 31st March 2012:

Nature of Transactions	Rs in millions				
	Enterprise controlling the Company	Enterprises under the control of the Company	Companies under common control including Fellow Subsidiaries	Individual	Key Management Personnel
Rendering of Services	110.94	81.54	2.50	-	-
Previous Year	110.20	43.74	-	-	-
Receiving of services	53.49	9.39	3.94	-	-
Previous Year	37.33	9.28	0.31	-	-
Sale of Goods	-	-	-	115.00	-
Previous Year	1.16	-	-	-	-
Remuneration	-	-	-	-	15.23
Previous Year	-	-	-	-	11.48
Expense Reimbursement	2.43	0.11	-	-	-
Previous Year	13.38	(0.41)	0.02	-	-
Redemption of Preference Shares	-	-	-	-	-
Previous Year	100.00	-	-	-	-
Deposit paid	-	-	-	-	-
Previous Year	-	0.70	-	-	-
Finance given during the year	-	2,576.95	100.00	-	-
Previous Year	270.00	808.90	1,150.00	-	-
Purchase of Equity Shares	-	37.50	-	-	-
Previous Year	-	1.00	-	-	-
Purchase of Preference Shares	-	185.00	-	-	-
Previous Year	-	-	-	-	-
Purchase of Land	146.71	-	972.00	-	-
Previous Year	170.00	-	-	-	-
ICD refunded	-	1,800.00	100.00	-	-
Previous Year	-	212.25	700.00	-	-
Interest paid	-	-	-	-	-
Previous Year	-	-	-	-	-
Interest received	-	166.29	1.07	-	-
Previous Year	-	81.60	15.68	-	-
Dividend Paid	104.23	-	-	-	-
Previous Year	93.70	-	-	-	-
Dividend Income	-	55.52	-	-	-
Previous Year	-	67.73	-	-	-
Receivables	200.00	2,083.59	0.10	-	-
Previous Year	201.75	1,260.61	550.25	-	-
Payables	59.32	0.09	0.98	-	-
Previous Year	62.14	-	0.77	-	-

The significant related party transactions are as under:

Rs in millions										
Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the common control of the Company / Fellow Subsidiaries	Amount	Investor	Amount	Key Management Personnel	Amount
Rendering of services	Mahindra & Mahindra Ltd	110.94	Mahindra Residential Development Ltd	42.65	Mahindra Construction Company Limited	2.50		-	-	-
		-	Mahindra Bebanco Developers Limited	16.20		-		-		-
		-	Mahindra Integrated Township Limited	22.07		-		-		-
Receiving of services	Mahindra & Mahindra Ltd	53.49	Mahindra World City Developers Ltd	9.39	Bristle Cone India Ltd	2.28		-		-
		-		-	Mahindra Holidays & Resorts India Ltd	1.17		-		-
		-		-		-	Relative of Individual	115.00		-
Remuneration		-		-		-	-	-	Anita Arjundas	15.23
Purchase of Land	Mahindra & Mahindra Ltd	146.71		-	Mahindra Engineering & Chemical Product Limited	972.00	-	-		-
Expense Reimbursement	Mahindra & Mahindra Ltd	2.43	Mahindra World City (Jaipur) Ltd	0.04		-	-	-		-
Finance given during the year		-	Mahindra World City Developers Ltd	1,450.00	Mahindra & Mahindra Financial Services Ltd	100.00	-	-		-
		-	Mahindra World City (Jaipur) Ltd	930.00		-		-		-
Purchase of Equity shares		-	Mahindra World City (Jaipur) Ltd	37.00		-		-		-
Purchase of Preference shares		-	Mahindra World City (Jaipur) Ltd	185.00		-		-		-
ICD refunded		-	Mahindra World City (Jaipur) Ltd	650.00	Mahindra Financial Services Ltd	100.00		-		-
		-	Mahindra World City Developers Ltd	1,150.00		-		-		-
Interest received		-	Knowledge Township Limited	20.67	Mahindra Financial Services Ltd	1.07		-		-
		-	Mahindra World City (Jaipur) Ltd	32.75		-		-		-

Nature of Transactions	Enterprises controlling the Company	Amount	Enterprises under the control of the Company	Amount	Enterprises under the Common control of the Company / Fellow Subsidiaries	Amount	Investor	Amount	Key Management Personnel	Amount
		-	Mahindra Bebanco Developers Limited	27.61		-		-		-
		-	Mahindra Integrated Township Limited	40.79		-		-		-
		-	Mahindra World City Developers Ltd	35.58		-		-		-
Dividend paid during the year	Mahindra & Mahindra Ltd	104.23		-		-	-	-		-
Dividend received during the year		-	Mahindra World City Developers Ltd	55.52		-		-		-
Receivables	Mahindra & Mahindra Ltd	200.00	Knowledge Township Limited	211.44	Mahindra Consulting Engineers Limited	0.10	-	-		-
		-	Mahindra World City Developers Ltd	503.28		-		-		-
		-	Mahindra World City (Jaipur) Ltd	580.00		-		-		-
		-	Mahindra Bebanco Developers Limited	333.95		-		-		-
		-	Mahindra Integrated Township Limited	344.38		-		-		-
Payables	Mahindra & Mahindra Ltd	59.32	Mahindra World City (Jaipur) Ltd	0.09	Mahindra Holidays & Resorts India Ltd	0.63		-		-
		-		-	Bristle Cone India Ltd	0.32		-		-

Annexure XVIII
Restated Summary Statement of Contingent Liabilities

	Rs in Millions					
Particulars	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
a) Claims against the Company not acknowledged as debts represent :						
i) A suit filed by a party in the Delhi High Court, and disputed by the Company, for recovery of brokerage in respect of a transaction relating to operating of commercial complexes. In the opinion of the management the above claim is not sustainable.	-	-	-	-	-	4.27
ii) Claims awarded by the Arbitrator to a civil contractor in respect of a project at Mumbai and the Company's appeal against the award has been admitted by the Mumbai High Court	9.39	9.39	9.39	9.39	18.23	8.84
iii) Demand from local authorities for transfer fees on transfer of property, disputed by the Company	12.40	12.40	12.40	12.40	12.40	12.40
iv) Demand from a local authority for energy dues disputed by the	-	216.40	216.40	216.40	216.40	216.40
v) Claim from welfare association in connection with project work, disputed by the Company	450.00	450.00	450.00	450.00	-	-
b) Income tax matters under appeal	-	-	-	-	-	-
In respect of certain business incomes re-classified by the Income tax Department as income from house property and other disallowances, the Company has partially succeeded in appeal and is pursuing the matter further with the higher appellate authorities	42.16	42.16	58.45	36.04	93.56	132.18
The liability net of deferred tax would be 42.16 millions as on September 30, 2016 and March 31, 2016 and would be 36.74 millions as on March 31, 2015, 36.04 millions as on March 31, 2014, 52.42 millions as on March 31, 2013 and 84.65 millions as on as on March 31, 2012	-	-	-	-	-	-

As per our Report attached hereto

For and on behalf of B.K. Khare & Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. 44784
Mumbai: January 11, 2017

For and on behalf of the Board

Arun Nanda
Chairman
DIN:00010029

Anish Shah
Director
DIN:02719429

Sanjiv Kapoor
Director
DIN:00004005

Bharat Shah
Director
DIN : 00136969

Shailesh Haribhakti
Director
DIN:00007347

Anita Arjundas
Managing Director & CEO
DIN:00243215

Prakash Hebalkar
Director
DIN:00370499

Suhas Kulkarni
Company Secretary
PAN:AACPK7794F

Jayant Manmadkar
Chief Financial Officer
PAN:ABSPM9835G

Mumbai: January 11, 2017

MATERIAL DEVELOPMENTS

Particulars	Page No.
Limited Review Financial Information (Ind AS) for the nine-month period ended December 31, 2016	409-417

Review Report

To

Board of Directors of Mahindra Lifespace Developers Limited

1. We have reviewed the consolidated financial results of Mahindra Lifespace Developers Limited ("the Company") for the quarter and nine months ended December 31, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Consolidated Financial Results"). The Consolidated Financial Results include the results of the Company, its subsidiaries and joint ventures (hereinafter referred to as "the Group") as listed out in the paragraph 2 below. The Statement is prepared by the Group's Management pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been initialled by us for identification purposes. This Statement is the responsibility of the Group's Management and has been approved by the Board of Directors of Mahindra Lifespace Developers Limited. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free from material misstatement. A review is limited primarily to inquiries of Group's personnel and analytical procedures applied to Group's financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Consolidated Financial Results includes the financial results of the following entities:

Name of the Company	Relationship
Mahindra Lifespace Developers Limited	Holding Company
Mahindra Integrated Township Limited	Subsidiary Company
Mahindra World City (Maharashtra) Limited	Subsidiary Company
Mahindra Infrastructure Developers Limited	Subsidiary Company
Knowledge Township Ltd	Subsidiary Company
Mahindra Residential Developers Limited	Subsidiary Company
Industrial Township Maharashtra Ltd	Subsidiary Company
Raigad Industrial & Business Park Limited	Subsidiary Company
Anthurium Developers Limited	Subsidiary Company



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Industrial Cluster Private Limited	Subsidiary Company
Mahindra Water Utilities Ltd	Subsidiary Company
Kismat Developers Private Limited	Subsidiary Company
Deepmangal Developers Private Limited	Subsidiary Company
Topical Builders Private Limited	Subsidiary Company
Ratna Bhoomi Enterprises Private Limited	Subsidiary Company
Moonshine Construction Private Limited	Subsidiary Company
Mahindra Inframan Water Utilities Limited	Joint Venture Company
Mahindra Homes Private Limited	Joint Venture Company
Mahindra World City Developers Ltd	Joint Venture Company
Mahindra World City (Jaipur) Ltd	Joint Venture Company
Mahindra Bebanco Developers Ltd	Joint Venture Company
Mahindra Industrial Park Chennai Limited	Joint Venture Company

4. We did not review the financial results of 9 subsidiaries included in the consolidated financial results, whose financial statements reflect total revenue of Rs. 6,159.60 lacs and net profit after tax of Rs. 942.85 lacs for the period ended December 31, 2016. Also we did not review the financial results of 5 joint venture entities included in the consolidated financial results, whose financial statements reflect total revenue of Rs. 30,117.77 lacs and net profit after tax of Rs. 4,873.83 lacs for the period ended December 31, 2016.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B K Khare & Co

Chartered Accountants

Firm Registration No. 105102W



Padmini Khare Kaicker

Partner

Membership No. 044784

Mumbai, January 30, 2017



Mahindra Lifespace Developers Limited (Consolidated)					
CIN - L45200MH1999PLC118949					
Fax No. : 022-24975084 Tel. : 022-67478600 Website: www.mahindralifespaces.com					
Registered Office :- Mahindra Towers, 5th Floor, Worli, Mumbai - 400018					
Statement of Consolidated Unaudited Financial Results For The Quarter and Nine Months Ended 31st December, 2016					
(Rs. in lakh except per share data)					
	Quarter Ended			Period Ended	
	31.12.2016 Unaudited	30.09.2016 Unaudited	31.12.2015 Unaudited	31.12.2016 Unaudited	31.12.2015 Unaudited
1 Income from Operations	21,308	12,548	19,399	43,513	45,017
2 Expenses:					
a) Cost of Projects	16,282	7,280	12,398	28,683	27,993
b) Operating Expenses	495	595	641	1,571	1,655
c) Employee Costs	1,734	1,707	1,656	4,989	4,633
d) Other Expenditure	1,323	1,459	1,301	3,823	3,443
e) Depreciation & Amortisation	115	116	107	345	306
Total Expenses	19,949	11,137	16,101	39,411	38,030
3 Profit from Operations before Other Income, Finance Cost & Exceptional Item (1-2)	1,369	1,411	3,298	4,102	6,987
4 Other Income	1,499	1,932	2,667	5,342	7,230
5 Profit from Ordinary Activities before Finance cost & Exceptional Item (3+4)	2,858	3,343	5,965	9,444	14,217
6 Finance Cost	445	525	858	1,597	2,528
7 Profit from Ordinary Activities after Finance Cost but before exceptional Items (5-6)	2,413	2,818	5,107	7,847	11,689
8 Exceptional items	-	-	-	-	-
9 Profit from Ordinary Activities before Tax /Share in Net Profit/Loss of Associates (7-8)	2,413	2,818	5,107	7,847	11,689
10 Share in Net Profit/(Loss) of Associates	2,105	1,212	(1,868)	3,223	(3,992)
11 Profit from Ordinary Activities before Tax (9+10)	4,518	4,030	3,239	11,070	7,697
12 Tax Expense					
Current Tax	958	739	1,434	2,413	3,541
Deferred Tax Charge / (Credit)	130	(167)	(637)	14	(308)
13 Net Profit from Ordinary Activities after Tax (11-12)	3,430	3,458	2,442	8,643	4,464
14 Extraordinary Items (Net of Tax Expense)	-	-	-	-	-
15 Net Profit for The Period (13+14)	3,430	3,458	2,442	8,643	4,464
16 Minority interest in Profit	(92)	241	63	159	144
17 Net Profit/ (Loss) after Taxes, Minority Interest and Share of Profit / (Loss) of Associates (15-16)	3,522	3,217	2,379	8,484	4,320
18 Paid-up Equity Share Capital (Face Value of Rs.10 each)	4,104	4,104	4,102	4,104	4,102
19 Earning Per Share (Face value of Rs. 10/- each) (not annualised)					
a) Before Extraordinary Item					
Basic Earnings per Share (Rs.)	8.58	7.84	5.80	20.67	10.53
Diluted Earnings per Share (Rs.)	8.53	7.80	5.78	20.59	10.50
b) After Extraordinary Item					
Basic Earnings per Share (Rs.)	8.58	7.84	5.80	20.67	10.53
Diluted Earnings per Share (Rs.)	8.53	7.80	5.78	20.59	10.50



Reporting of Segment wise Revenue, Results & Segment Assets / Liabilities					
	Quarter Ended			Period Ended	
	31.12.2016 Unaudited	30.09.2016 Unaudited	31.12.2015 Unaudited	31.12.2016 Unaudited	31.12.2015 Unaudited
1 Segment Revenue					
a) Projects, Project Management and Development	20,807	12,047	18,898	42,010	43,512
b) Operating of Commercial Complexes	501	501	501	1,503	1,505
TOTAL	21,308	12,548	19,399	43,513	45,017
2 Segment Results					
a) Projects, Project Management and Development	5,481	4,689	3,047	13,149	8,411
b) Operating of Commercial Complexes	487	487	487	1,448	1,434
TOTAL	5,968	5,176	3,534	14,598	9,845
Less : Other Unallocable Expenditure / (Income) (net)	985	621	(583)	1,931	(350)
Less : Interest	445	525	858	1,597	2,528
Profit before Tax	4,518	4,030	3,239	11,070	7,697
3 Segment Assets					
a) Projects, Project Management and Development	270,210	263,557	236,792	270,210	236,792
b) Operating of Commercial Complexes	1,774	1,788	1,851	1,774	1,851
c) Unallocated	32,234	45,193	55,287	32,234	55,287
Total Assets	304,218	310,538	293,930	304,218	293,930
4 Segment Liabilities					
a) Projects, Project Management and Development	121,613	120,770	118,070	121,613	118,070
b) Operating of Commercial Complexes	675	680	594	675	594
c) Unallocated	11,842	10,738	14,016	11,842	14,016
Total Liabilities	134,130	132,188	132,680	134,130	132,680



Notes:

1 The above results have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at the Board meeting held on 30th January, 2017. The statutory auditors of the Company have carried out a Limited Review of the above financial results, as required under Regulation 33 of SEBI (LODR) Regulation, 2015.

2 In compliance to the Ministry of Corporate Affairs (MCA) notification dated February 16, 2015, announcing the Companies (Indian Accounting Standards), the Company has prepared its financial statements adopting Ind AS with effect from April 1, 2016. Accordingly these financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 - "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.

3 Based on SEBI Circular CIR/CFD/FAC/62/2016 dated July 5, 2016, the Company had opted to publish standalone financial results for the first quarter ending on 30th June, 2016. The Company, for the subsequent quarters of this financial year 2016-17, has opted to submit both standalone and consolidated financial results. This has already been intimated to Stock Exchanges before the end of second quarter of this financial year as envisaged in the said circular.

4 These results include the result of (i) Mahindra Infrastructure Developers Ltd, a 100% subsidiary (ii) * Mahindra World City Developers Ltd, a 89% subsidiary, (iii) * Mahindra World City (Jaipur) Ltd, a 74% subsidiary (iv) Mahindra World City (Maharashtra) Ltd, a 100% subsidiary (v), Mahindra Integrated Township Ltd, a 96.30% subsidiary, (vi) Knowledge Township Ltd, a 100% subsidiary, (vii) Mahindra Residential Developers Ltd, a 96.30% subsidiary (viii) * Mahindra Bebanco Developers Ltd, a 70% subsidiary, (ix) Industrial Township Maharashtra Ltd, a 100% subsidiary, (x) Raigad Industrial & Business Park Ltd, a 100% subsidiary, (xi) Anthurium Developers Limited, a 100% subsidiary (xii) Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited), a 100% subsidiary (xiii) * Mahindra Industrial Park Chennai Limited, a 53.4% subsidiary, (xiv) Mahindra Water Utilities Ltd, a 98.9999% subsidiary (i) Mahindra Inframan Water Utilities Limited a 50% joint venture of subsidiary (ii) * Mahindra Homes Private Limited Company (Earlier Known as Watsonia Developers Private Limited and before that Watsonia Developers Limited), a 50% joint venture of the Company and (i) *Kismat Developers Private Limited, (ii) *Topical Builders Private Limited associates of the Company, Deepmangal Developers Private Limited, Rathna Bhoomi Enterprises Private Limited and Moonshine Construction Private Limited earlier not consolidated, now consolidated using line by line consolidation method under INDAS.

* Earlier consolidated as per line by line consolidation method, now consolidated as per equity accounting under INDAS
Earlier consolidated as per equity accounting method, now consolidated as per line by line consolidation method under INDAS

5 The Board at its meeting held on 30th January, 2017 has allotted 10,000 equity shares pursuant to exercise of stock options by eligible employees under ESOS 2012.

6 During the Quarter, the paid up equity capital has gone up by Rs 0.78 lakh due to allotment of 7,800 shares pursuant to exercise of stock options by eligible employees under ESOS 2012.

7 Since the nature of activities being carried out by the Company is such that profits / losses from certain transactions do not necessarily accrue evenly over the year, results of a quarter may not be representative of profits / losses for the year.

8 Non Convertible Debentures issued by the Company are adequately secured by an exclusive charge over certain assets, including Land & Building as identified by the Company from time to time. Presently, the identified assets are (a) land owned by the Company which is accounted as Construction Work in Progress (b) land owned by its non-material subsidiary Mahindra Integrated Township Limited.

9 Consequent to the transition to Ind AS, in accordance with the requirements of paragraph 32 of Ind AS 101 - First time adoption of Ind AS, the reconciliation between, as previously reported (referred to as "PREVIOUS GAAP") and now reported under 'IND AS' are provided as below:

	Rs Lakh	
Net Profit Reconciliation	Quarter Ended	Period Ended
	31.12.2015 Unaudited	31.12.2015 Unaudited
Net Profit under PREVIOUS GAAP	774	4,446
Add/(Less):		
Redemption Premium charged to profit and loss and Effective Interest rate on borrowings	(606)	(1,884)
Fair valuation of Provisions/ESOP/ Mutual Fund	(13)	(115)
Preference Dividend considered as interest	(101)	(301)
Dividend Distribution Tax- Preference Dividend treated as other expenses	(21)	(62)
Deferred tax on Ind AS Adjustments	107	143
Impact of computation of stock reserve, interest inventorised on consolidation as per Ind AS and deferred tax (net) on the same	1,422	1,202
Deferred tax (Net) in respect of undistributed earnings of Joint Venture/associate companies	762	762
Others	55	129
Net Profit under IND AS	2,379	4,320

10 As per Ind AS 108 'Operating Segment', the Company has reported Segment Information for below segments :

a. Projects, Project Management and Development

b. Operating of Commercial Complexes

For the purpose of this, the Managing Director & CEO is the Chief Operating Decision Maker

11 The Standalone Financial results for the quarter ended 31st December, 2016 are summarized below and detailed financial report is also available on the Stock Exchange website, www.nseindia.com, www.bseindia.com and Company's website www.mahindralifespaces.com.

	(Rs In lakh)				
Particulars	Quarter Ended		Period Ended		
	31.12.2016 Unaudited	30.09.2016 Unaudited	31.12.2015 Unaudited	31.12.2016 Unaudited	31.12.2015 Unaudited
Total Income (Including Other Income)	21,632	11,489	18,860	43,805	47,095
Profit before tax	2,526	1,651	3,730	6,288	9,536
Profit after tax	1,581	1,274	2,482	4,385	6,376

12. Previous period / year figures have been regrouped / reclassified wherever found necessary, to conform to current period / year classification.

For and on Behalf of the Board

Anita Arjundas
Managing Director & CEO
DIN: 00243215

Place: Mumbai
Dated : 30th January, 2017

Review Report

To

Board of Directors of Mahindra Lifespace Developers Limited

1. We have reviewed the standalone financial results of Mahindra Lifespace Developers Limited ("the Company") for the quarter and nine months ended December 31, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The financial results for the quarter and nine months ended December 31, 2016 have been prepared on the basis of the interim financial statements which are the responsibility of the Company's management. Our responsibility is to issue a report on these financial results based on our review of such interim financial statements.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with generally accepted accounting standards in India and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For B. K. Khare & Co.
Chartered Accountants

Firm Registration No. 105102W



Padmini Khare Kaicker
Partner

Membership No. 044784



Mumbai, January 30, 2017

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Mahindra Lifespace Developers Limited

CIN - L45200MH1999PLC118949

Fax No.: 022-24975084 Tel.: 022-67478600 Website: www.mahindralifespaces.com

Registered Office :- Mahindra Towers, 5th Floor, Worli, Mumbai - 400018

Statement of Unaudited Financial Results For The Quarter and Nine Months Ended 31st December, 2016

(Rs. in lakh except per share data)

Particulars	Quarter ended			Period Ended	
	31.12.2016 Unaudited	30.09.2016 Unaudited	31.12.2015 Unaudited	31.12.2016 Unaudited	31.12.2015 Unaudited
1 Income from Operations	19,721	9,503	16,674	38,110	39,325
2 Expenses:					
a) Cost of Projects	15,224	5,564	10,790	25,923	25,452
b) Operating Expenses	483	743	605	1,575	1,585
c) Employee Costs	1,582	1,579	1,532	4,582	4,332
d) Other Expenditure	894	1,037	873	2,669	2,446
e) Depreciation and amortisation	108	110	94	325	291
Total Expenditure	18,291	9,033	13,894	35,074	34,106
3 Profit from Operations before Other Income, Finance Cost & Exceptional item (1-2)	1,430	470	2,780	3,036	5,219
4 Other Income	1,911	1,986	2,186	5,695	7,770
5 Profit from Ordinary Activities before Finance cost & Exceptional item (3+4)	3,341	2,456	4,966	8,731	12,989
6 Finance cost	815	805	1,236	2,443	3,453
7 Profit from Ordinary Activities after Finance Cost but before exceptional items (5-6)	2,526	1,651	3,730	6,288	9,536
8 Exceptional item	-	-	-	-	-
9 Profit from Ordinary Activities before Tax (7-8)	2,526	1,651	3,730	6,288	9,536
10 Tax Expense					
Provision for Current Tax	947	484	1,267	2,075	3,200
Provision for Deferred Tax Liability / (Asset)	(2)	(107)	(19)	(172)	(40)
11 Net Profit from Ordinary Activities after Tax (9-10)	1,581	1,274	2,482	4,385	6,376
12 Extraordinary Items (Net of Tax Expense)	-	-	-	-	-
13 Net Profit after Tax (11+12)	1,581	1,274	2,482	4,385	6,376
14 Paid-up Equity Share Capital (Face Value of Rs.10 each)	4,104	4,104	4,102	4,104	4,102
15 Earning Per Share (Face value of Rs. 10/- each) (not annualised)					
a) Before Extraordinary Item					
Basic Earnings per Share (Rs.)	3.86	3.10	6.05	10.69	15.54
Diluted Earnings per Share (Rs.)	3.84	3.08	6.03	10.64	15.50
b) After Extraordinary Item					
Basic Earnings per Share (Rs.)	3.86	3.10	6.05	10.69	15.54
Diluted Earnings per Share (Rs.)	3.84	3.08	6.03	10.64	15.50



Reporting of Segment wise Revenue, Results & Segment Assets / Liabilities					
(Rs lakh)					
		Quarter ended			Period Ended
Particulars		31.12.2016 Unaudited	30.09.2016 Unaudited	31.12.2015 Unaudited	31.12.2015 Unaudited
1	Segment Revenue				
	a) Projects, Project Management and Development	19,220	9,002	16,173	36,607
	b) Operating of Commercial Complexes	501	501	501	1,503
	TOTAL	19,721	9,503	16,674	38,110
2	Segment Results				
	a) Projects, Project Management and Development	3,602	2,685	4,624	9,185
	b) Operating of Commercial Complexes	487	487	487	1,449
	TOTAL	4,089	3,172	5,111	10,634
	Less : Other unallocable expenditure / (Income) (net)	748	716	145	1,903
	Less : Interest	815	805	1,236	2,443
	Profit before Tax	2,526	1,651	3,730	6,288
3	Segment Assets				
	a) Projects, Project Management and Development	201,593	210,337	184,457	201,593
	b) Operating of Commercial Complexes	1,774	1,788	1,851	1,774
	c) Unallocated	53,012	49,486	68,157	53,012
	Total Assets	256,379	261,611	254,465	256,379
4	Segment Liabilities				
	a) Projects, Project Management and Development	95,208	103,138	94,322	95,208
	b) Operating of Commercial Complexes	675	660	594	675
	c) Unallocated	11,842	10,738	14,016	11,842
	Total Liabilities	107,725	114,536	108,932	107,725

4.



88

Notes:

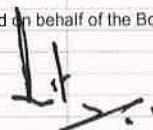
- 1 The above results have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at the Board meeting held on 30th January, 2017. The statutory auditors of the Company have carried out a Limited Review of the above financial results, as required under Regulation 33 of SEBI (LODR) Regulation, 2015.
- 2 In compliance to the Ministry of Corporate Affairs (MCA) notification dated February 16, 2015, announcing the Companies (Indian Accounting Standards), the Company has prepared its financial statements adopting Ind AS with effect from April 1, 2016. Accordingly these financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 - "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.
- 3 Based on SEBI Circular CIR/CFD/FAC/62/2016 dated July 5, 2016, the Company had opted to publish standalone financial results for the first quarter ending on 30th June, 2016. The Company, for the subsequent quarters of this financial year 2016-17, has opted to submit both standalone and consolidated financial results. This has already been intimated to Stock Exchanges before the end of second quarter of this financial year as envisaged in the said circular.
- 4 The Board at its meeting held on 30th January, 2017 has allotted 10,000 equity shares pursuant to exercise of stock options by eligible employees under ESOS 2012.
- 5 During the Quarter, the paid up equity capital has gone up by Rs 0.78 lakh due to allotment of 7,800 shares pursuant to exercise of stock options by eligible employees under ESOS 2012.
- 6 Since the nature of activities being carried out by the Company is such that profits / losses from certain transactions do not necessarily accrue evenly over the year, results of a quarter may not be representative of profits / losses for the year.
- 7 Non Convertible Debentures issued by the Company are adequately secured by an exclusive charge over certain assets, including Land & Building as identified by the Company from time to time. Presently, the identified assets are (a) land owned by the Company which is accounted as Construction Work in Progress (b) land owned by its non-material subsidiary Mahindra Integrated Township Limited.
- 8 Consequent to the transition to Ind AS, in accordance with the requirements of paragraph 32 of Ind AS 101 - First time adoption of Ind AS, the reconciliation between, as previously reported (referred to as "PREVIOUS GAAP") and now reported under 'IND AS' are provided as below:

Net Profit Reconciliation :

	Rs Lakh	
	Quarter Ended	Period Ended
	31.12.2015 Unaudited	31.12.2015 Unaudited
Net Profit under Previous GAAP	3,060	8,186
Add:		
Deemed Interest- ICD to Subsidiary	53	129
Others- Discounting of provisions/liabilities	5	17
Less:		
NCD Redemption Premium Impact	620	1,909
Deferred tax on Ind AS Adjustment	16	47
Net Profit under IND AS	2,482	6,376

- 9 As per Ind AS 108 'Operating Segment', the Company has reported Segment Information for below segments :
 - a. Projects, Project Management and Development
 - b. Operating of Commercial Complexes
 For the purpose of this, the Managing Director & CEO is the Chief Operating Decision Maker.
- 10 Previous period / year figures have been regrouped / reclassified wherever found necessary, to conform to current period / year classification.

For and on behalf of the Board



Anita Arjundas
Managing Director & CEO
DIN: 00243215

Place: Mumbai

Dated : 30th January, 2017




MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information which appear in this Letter of Offer.

This discussion contains forward-looking statements and reflects the current views of our Company with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the sections titled "Forward Looking Statements", "Our Business" and elsewhere in this Letter of Offer. Additionally, you should also read the section titled "Risk Factors" on page 15, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on Restated Consolidated Financial Information.

Our Restated Financial Information have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI ICDR Regulations and restated as described in the examination report of our statutory auditors dated January 11, 2017, which is included in this Letter of Offer under the section titled "Financial Information". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our Restated Financial Information to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and US GAAP or IFRS as applied to our Restated Financial Information.

Accordingly, the degree to which the financial statements in this Letter of Offer will provide meaningful information to a prospective investor in countries other than India depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our Fiscal ends on March 31 of each year; therefore, all references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

See also the section titled "Presentation of Financial Information and use of Market Data " on page 12.

We are one of the leading real estate development companies in India (Source: *Construction World Magazine: India's Top Builders, 2016*). We operate our business in three diversified business lines: (i) residential projects under the 'Mahindra Lifespaces' brand name (); (ii) affordable housing projects under the 'Happinest' brand name (); and (iii) large-format integrated cities under the 'Mahindra World City' brand name (). We currently have presence in multiple city-clusters across India i.e. the Mumbai Metropolitan Region (Mumbai, Thane, Palghar, Alibaug and Boisar), Pune, Nagpur, Nashik, Ahmedabad, the National Capital Region (New Delhi, Gurgaon and Faridabad), Jaipur, Hyderabad, Bengaluru and Chennai.

We are part of the Mahindra group, which is one of the largest business houses in India. The Mahindra group's flagship entity, Mahindra and Mahindra Limited, is our Promoter and, as per the closing price on March 24, 2017, had a market capitalization of ₹ 792,451.77 million and ₹ 792,389.66 million on BSE and NSE, respectively and was included by Forbes magazine in its list of the 'World's Biggest Public Companies' (Global 2000 list) for the year 2016 (Source: <http://www.forbes.com/global2000/list/>). The Mahindra group has a strong presence in the utility vehicles, tractors, information technology, financial services, aerospace, real estate, hospitality and logistics sectors.

In our residential projects portfolio, we develop projects that are in the mid-premium range of the real estate market under the 'Mahindra Lifespaces' brand name. Our residential developments include standalone residential complexes and gated communities comprising villas and apartments. We also have select projects in the luxury segment which include residential housing and weekend homes. In July 2013, our Company entered into a joint venture arrangement with SCM Real Estate (Singapore) Private Limited ("SCM Real Estate"), a subsidiary of Standard Chartered Asia Limited, for the purpose of developing mid-premium residential projects in India.

As of December 31, 2016, under the 'Mahindra Lifespaces' brand name we had residential Completed Projects, aggregating to 11.81 million square feet of Saleable Area, residential Ongoing Projects aggregating to 3.72 million square feet of Saleable Area, residential Forthcoming Projects aggregating to 4.08 million square feet of Saleable Area and Land Inventory aggregating to 11.04 million square feet of Saleable Area, of which 9.50 million square feet is within the Mahindra World City premises at Chennai.

We entered the affordable housing business under the 'Happinest' brand name, with the launch of two projects located at Avadi, Chennai and Boisar, Maharashtra with the intention of providing quality housing at affordable prices to the emerging middle class in India. As of December 31, 2016, in the affordable housing business segment, we had Completed Projects, aggregating to 0.34 million square feet of Saleable Area, Ongoing Projects aggregating to 0.52 million square feet of Saleable Area and Forthcoming Projects aggregating to 1.26 million square feet of Saleable Area.

We develop large-format integrated cities under the 'Mahindra World City' brand name. We launched our first Mahindra World City developments in Chennai in September, 2002 and our second Mahindra World City development in Jaipur in December, 2006. Our large-format integrated cities are planned as self-contained townships and include a combination of industrial and commercial real estate developments, residential developments, as well as infrastructure and related amenities such as roads, recreational parks and schools. Our Integrated Cities aggregate to a combined project area of over 4,000 acres and cater to over 130 companies, including Deutsche Bank Group, Mahindra and Mahindra Limited, Force Motors Limited, Lear Automotive India Private Limited, TTK Healthcare Limited and Gaston Engineering Limited and provide an integrated environment for livelihood, living and life. In May 2015, we entered into a joint venture arrangement with Sumitomo Corporation of Japan for the purpose of developing an industrial cluster in north of Chennai. We have also acquired approximately 268.70 acres near Ahmedabad, Gujarat for developing our second industrial cluster.

We have a small portfolio of commercial projects, most of which are within our Mahindra World City developments, as part of the integrated offering. As of December 31, 2016, in the commercial portfolio, we had Completed Projects aggregating to 1.00 million square feet of Saleable Area and Ongoing Projects aggregating to 0.02 million square feet of Saleable Area.

We have received several awards and recognitions such as the '2016 Porter Prize for Excellence in Governance by the Institute of Competitiveness in India', 'Investor Relations Society Awards 2015' for best environment, social and governance disclosures in small cap category and 'Best Developer - Residential Project' at Acetech Alpha Awards 2015. We have also been ranked 28th amongst the 'Top 100 companies in Asia' in the 2016 Channel News Asia Sustainability ranking (Source: <http://sustainability-ranking.channelnewsasia.com/top100-2016.html>). We have also been selected as a 2016 Working Mother and AVTAR '100 Best Companies for Women in India'. Our CEO and Managing Director, Anita Arjundas has featured in the 'Fortune 50 Powerful Women in India' each year from the year 2011 and was ranked 28th in the list for the year 2016 (Source: <http://fortuneindia.com/mpw/2016>).

For the six-month period ended September 30, 2016, on a consolidated basis, our total income, as restated, was ₹ 4,051.93 million and our consolidated net profit, as restated, was ₹ 554.55 million. For the Fiscals 2016, 2015 and 2014, our consolidated total income, as restated, was ₹ 8,774.31 million, ₹ 11,475.67 million and ₹ 7,561.97 million, respectively, and our consolidated net profit, as restated, was ₹ 930.92 million, ₹ 2,661.95 million and ₹ 1,006.29 million, respectively.

Significant Factors Affecting Our Results of Operations and Financial Condition

Our results of operations and financial condition have been affected and will continue to be affected by a number of significant factors, including the following:

General Economic Condition and the Condition and Performance of the Real Estate Market in India

All our operations are located in India, and the economic condition of India, has a significant impact on our revenues and results of operations. We believe that the success of our projects depends on the general economic growth and demographic conditions in India. In addition, the condition of the real estate sector in India, particularly market prices for developable land and finished projects, has a significant impact on our revenues and results of operations. Demand drivers for real estate at various places in India, where we operate, include, among other things, income level, high regional employment, the improvement and development of roads and public transportation.

Further, the global economy and financial markets have also experienced significant instability in recent years, adversely affecting stock markets, foreign exchange markets, commodity markets, fixed income markets and credit markets, which in turn affects the general economy in India. Adverse economic conditions have in the past adversely affected our business leading to decreases in the sales of, or market rates for, the development of projects; delays in the release of finances for certain of the projects in order to take advantage of future periods of

more robust real estate demand; financial difficulties of some contractors resulting in construction delays; inability of customers to obtain credit to finance purchase of our properties. In any of these circumstances, our results of operations and business prospects may be materially and adversely affected.

In addition, our business is subject to a multiplicity of taxes. Any future increases or amendments to such taxes may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure could adversely affect our business and results of operations. Developments in the real estate sector are primarily driven by:

- demand for a greater volume and more sophisticated varieties of housing in cities and towns as a result of growing urbanisation;
- an expanding middle class;
- increased disposable income;
- diverse range of housing choices;
- the trend towards nuclear families;
- the availability of housing finance and tax incentives; and
- the development of infrastructure, including roads, airports and intra-city connectivity.

Our Ability to Acquire Suitable Land at Reasonable Cost

Our operations and growth are dependent on the availability of land at appropriate locations for our developments and the cost of acquisition of land. The cost of acquisition of land and the availability of such land are significant factors for real estate developers, including us. Our growth is linked to the availability of land in areas where we intend to develop our projects. In addition, excess supply of land will lower the cost of the land and therefore, potentially lower the market value of our projects.

We acquire land from governmental authorities and private parties. The cost of acquisition of land, which includes the amounts paid for freehold rights, leasehold rights, cost of registration and stamp duty, represents a substantial part of our operating expenses. The registration charges and stamp duty are also typically payable by us. Additionally, such costs include those incurred in complying with regulatory formalities, such as fees paid for change of land use. These costs could escalate, particularly in areas that are attractive for real estate development.

Delays in acquiring clean title, conversion of land for development purposes and other requisite approvals may delay the project development schedule and associated costs and affect our operations. Cost of land used in a specific project is assigned to such project and is included in the cost of construction and development of such project. Such costs of land, together with costs of construction and development, are expensed for projects as and when they are sold.

Regulations Affecting the Real Estate Industry and regulatory approvals

Uncertainty with respect to the regulations applicable to the real estate industry in India has an impact on the industry and, as a result, could have an adverse effect on our ability to procure land, construct our projects and enjoy the tax benefits that real estate companies are entitled to. For example, the Government's policy in respect of SEZs continues to be a sensitive issue in India.

Additionally, the Land Acquisition Act was passed by the Indian Parliament to govern processes in relation to land acquisition in India. The Land Acquisition Act incorporates additional restrictions on land acquisition (for instance, restrictions on the acquisition of certain types of agricultural land) and includes provisions relating to the compensation, rehabilitation and resettlement of affected persons. The Land Acquisition Act, could restrict our ability to acquire land or development rights over land, which could adversely affect our business.

The Real Estate Act seeks to protect the interest of the allottees/ purchasers by promoting transparency, accountability and efficiency in the construction and execution of real estate projects by promoters. It establishes a specialised forum known as the Real Estate Regulatory Authority. It mandates the registration of residential and commercial projects before booking, selling or offering apartments for sale in such projects. The application for registration must disclose details of the promoter, brief details of the projects launched by the promoter, an

authenticated copy of the approval and commencement certificate received from the competent authority, the sanctioned plan, layout plan, specifications of the project, proforma of the allotment letter, number, type and carpet area of the apartments, the names and addresses of the promoter's real estate agent and a declaration by the promoter stating that he has a legal title to the land and the time period within which he undertakes to complete the project.

Our operations, the acquisition of land and land development rights, and the implementation of our projects require us to obtain regulatory approvals and licenses and require us to comply with the land conversion rules and regulations of a variety of regulatory authorities. We are also subject to local laws relating to real estate development activities. Any delay in getting these approvals may affect our business and result of operations. In addition, one of the major constituents of project cost is cost incurred in form of taxes, cess, fees, charges and premiums payable to get government sanctions/ approvals. Any change in policy in respect of the above by the government may adversely affect the potential of land as well as cost of the project.

Costs of Construction and Development

Our construction expenditure and costs includes land conversion costs, betterment charges, municipal sanction fee and other charges for obtaining building permissions, site labour costs, including site supervision, costs of materials used in construction or development of property, costs of moving plant, equipment and materials to and from the project sites, costs of hiring plant and equipment and cost of design and technical assistance that is directly related to the project. We generally procure construction materials from suppliers through our central strategic sourcing department to ensure competitive prices for effectively managing our construction costs, time schedules and quality. The timing and quality of construction of the projects we develop depends on the availability and skill of contractors, their manpower and consultants, as well as contingencies affecting them, including labour and raw material shortages and industrial action such as strikes and lockouts. Further, our ability to develop a project within the intended timeframe, at the intended cost and to our quality specifications is dependent on our contractors.

Cyclical Demand and Pricing of our Projects

The prices of our properties are determined principally by market forces of supply and demand. We typically price our properties by reference to market rates for similar types of properties in that locality. The sales prices of each of our projects therefore depend on the location, number, square footage and mix of properties we sell during each fiscal year, and on prevailing market supply and demand conditions at the time at which we complete development of our projects. Supply and demand conditions in the real estate market in the areas in which we operate, and hence the prices we may charge for our properties, are affected by various factors outside our control, including prevailing economic, income and demographic conditions, interest rates available to clients requiring financing, the availability of comparable properties completed or under development, changes in governmental policies relating to zoning and land use, changes in applicable regulatory schemes, and competition.

Availability of Financing on Favourable Terms for Ourselves and for our Customers

Cost of financing is material for us, as we require significant capital to develop our projects. Our total outstanding indebtedness (including current maturities of long term borrowings) was ₹ 17,443.40 million, ₹ 17,984.12 million, ₹ 12,375.76 million and ₹ 14,010.49 million as of September 30, 2016 and March 31, 2016, 2015 and 2014, respectively, and our total finance costs were ₹ 309.93 million, ₹ 509.03 million, ₹ 513.97 million and ₹ 501.87 million for the half year ended September 30, 2016 and for Fiscals 2016, 2015 and 2014, respectively.

One of the major drivers behind the growth of demand for residential properties is rising disposable income and availability of housing loans at affordable interest rates. Changes in interest rates also affect the ability and willingness of our prospective real estate customers, particularly customers for our residential properties, to obtain financing for their purchase of our developments. The interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability and purchasing power of, and hence the market demand for, our residential real estate developments.

Our Critical Accounting Policies

The most significant principles of consolidation and the critical accounting policies followed by us in the preparation of our consolidated financial statements are set out below:

A. Basis of preparation

The Restated Consolidated Statement of Assets and Liabilities of the Company as on September 30, 2016, March 31, 2016, 2015, 2014, 2013, and 2012 and the Restated Consolidated Summary Statement of Profit and Loss and Restated Consolidated Summary Statements of Cash Flows for the six months period ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012 and the annexures thereto (collectively, the “Restated Financial Information”) have been extracted by the management from the audited consolidated financial statements of the Company for the six months ended September 30, 2016 and years ended March 31, 2016, 2015, 2014, 2013 and 2012. Further, the consolidated audited financial statements for the year ended March 31, 2012, 2013 and 2014 have been regrouped and rearranged to comply with Schedule III to the Companies Act, 2013.

B. Presentation and Disclosure of Financial Statements

Assets and liabilities have been classified as current & non – current as per the Company’s normal operating cycle and other criteria set out in the Schedule III of the Act. In case of projects-residential units, based on the nature of activity carried out by the Company and the period between their procurement and realisation in cash and cash equivalents. The Company has ascertained its operating cycle as 5 years for the purpose of current – non-current classification of assets and liabilities. In case of projects-commercial units, the operating cycle is 3 years. Similarly, in case of projects-for large format developments/integrated business cities, the said period is 20 years.

C. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates.

D. Basis of consolidation:

The consolidated financial statements comprise the financial statements of Mahindra Lifespace Developers Limited (the Company) and its subsidiary companies (the Company and its subsidiaries are hereinafter referred to as “the Group”) and the interest of the Company in joint ventures and its investment in associates.

a) Basis of accounting:

The consolidated financial statements of the subsidiary companies and the joint venture companies (JVCs) used in the preparation of the Consolidated Financial Statements are drawn upto the same reporting date as that of the Company

b) Principles of Consolidation:

The consolidated financial statements have been prepared on the following basis: -

- (i) The financial statements of the Group have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses in accordance with the requirements of Accounting Standard AS 21- “Consolidated Financial Statements”. The intra group balances and intra group transactions and unrealised profits or losses resulting from intra group transactions are fully eliminated.
- (ii) The consolidated financial statements include the interest of the Company in Joint Venture Companies, which has been accounted for using the proportionate consolidation method whereby the Company’s share of the assets, liabilities, income and expenses of a jointly controlled entity in accordance with AS 27 - “Financial Reporting of Interests in Joint Ventures”.
- (iii) The excess of the Company’s investment in a subsidiary over the subsidiary’s net assets is recognized in the financial statement as goodwill. The excess of the subsidiary’s net assets over its investment is

recognized in the financial statement as capital reserve.

- (iv) Minority interest in the net assets of subsidiaries comprises the aggregate of the amount of equity attributable to the minority shareholders as on the dates on which investments are made by the Company in the subsidiary companies and minority share in the equity subsequent to acquisition.

- I. The entities included in the consolidated financial statements of the Group along with the respective voting power and beneficial interest are summarized below:

Name of the Subsidiary	September 30, 2016		March 31, 2016		March 31, 2015		March 31, 2014	
	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest	Ownership Interest	Beneficial Interest
Mahindra Infrastructure Developers Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Mahindra World City Developers Limited	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%	89.00%
Mahindra World City (Jaipur) Limited	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%	74.00%
Mahindra World City (Maharashtra) Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Mahindra Integrated Township Limited.	73.36%	96.30%	73.36%	96.30%	73.36%	96.30%	73.36%	96.30%
Knowledge Township Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Mahindra Residential Developers Limited	0.00%	96.30%	0.00%	96.30%	0.00%	96.30%	0.00%	96.30%
Mahindra Bebanco Developers Limited	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%	70.00%
Industrial Township (Maharashtra) Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Raigad Industrial & Business Park Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Anthurium Developers Limited	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Industrial Cluster Private Limited (Earlier Known as Mahindra Housing Private Limited)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	-
Mahindra Industrial Park Chennai Limited **	0.00%	53.40%	0.00%	53.40%@	0.00%	89.00%	-	-
Mahindra Water Utilities Limited*	0.00%	98.99%	0.00%	98.99%	0.00%	0.00%	-	-
Mahindra Homes Private Limited*** (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	-	-	-	-	-	-	100.00%	100.00%

*With effect from July 27, 2015 Mahindra Water Utilities Limited has been ceased to be joint venture and has become subsidiary.

**New subsidiary with effect from 22nd December 2014.

***With effect from July 20, 2013 Mahindra Homes Private Limited has been ceased to be subsidiary and has become joint venture.

@During the year, Mahindra Industrial Park Chennai Limited (MIPCL) has issued 68,000,000 shares to Sumitomo Corporation Limited, Japan. Consequently, Mahindra World City Developers Limited now directly hold 60% shares in MIPCL and hence beneficial ownership of the Mahindra Lifespace Developers Limited in MIPCL stands reduced to 53.40%.

- II. Investments in Joint Ventures are dealt with in accordance with the Accounting Standard (AS) 27 - "Financial Reporting of Interests in Joint Ventures" notified by the Central Government.

Name of Joint Venture	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014
Mahindra Water Utilities Limited*	0.00%	0.00%	50.00%	50.00%
Mahindra Inframan Water Utilities Private Limited	50.00%	50.00%	50.00%	50.00%
Mahindra Homes Private Limited (earlier known as Watsonia Developers Private Limited and before that Watsonia Developers Limited)	50.00%	50.00%	50.00%	50.00%

* With effect from 27th July 2015 Mahindra Water Utilities Limited has been ceased to be joint venture and has become subsidiary.

III. Investments in the following Associates have been dealt with in accordance with the Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government. Effect has been given to the carrying amount of investments in the associates using the "Equity Method". The Company's share of the post-acquisition profits/ (losses) is included in the carrying cost of investments.

Name of Associate	September 30, 2016	March 31, 2016	March 31, 2015	March 31, 2014
Kismat Developers Private Limited	42.86%	42.86%	42.86%	42.86%
Topical Builders Private Limited	50.00%	50.00%	50.00%	50.00%
Rathna Bhoomi Enterprises Private Limited	-	-	-	-

E. Fixed Assets:

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. Cost includes all incidental expenses related to acquisition and installation, other pre-operation expenses and interest in case where the asset takes a substantial period of time to be ready for its intended use.

The carrying amount of cash generating units / assets is reviewed at the balance sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated as the net selling price or value in use, whichever is higher. Impairment loss, if any, is recognized whenever carrying amount exceeds the recoverable amount.

Depreciation on tangible fixed assets has been provided on pro-rata basis, on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for certain assets as indicated below:

Lease hold improvements are amortised over the period of lease/estimated period of lease. Plant & Machinery includes Plant and Machinery used in civil construction – Others and amortised over a period of 5 years. Vehicles used by employees are depreciated over the period of 48 months considering this period as the useful life of the vehicle for the Company. Sales office and the sample flat/ show unit cost at site is amortised over 5 years or the duration of the project (as estimated by management) whichever is lower.

F. Intangible Assets:

All Intangible Assets are initially measured at cost and amortised so as to reflect the pattern in which the assets' economic benefits are consumed. Software expenses are treated as an intangible asset and amortised over the useful life of the asset. The maximum period for such amortization is 36 months.

G. Investments:

Investments are classified into Non-Current and Current Investments. Non-current investments are carried at cost less diminution other than temporary. Provision for diminution, if any, in the value of each long-term investment is made to recognize a decline, other than of a temporary nature. Current Investments are carried individually at lower of cost and fair value and the resultant decline, if any, is charged to revenue.

H. Inventories:

Inventories are stated at lower of cost and net realisable value. The cost of construction material is determined on the basis of weighted average method. Construction Work-in-Progress includes cost of land, premium for

development rights, construction costs and allocated interest & manpower costs and expenses incidental to the projects undertaken by the Company.

I. Revenue Recognition:

Income from Projects

Income from real estate sales is recognised on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However, if, at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognised on proportionate basis as the acts are performed, i.e. on the percentage of completion basis.

In accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by the Institute of Chartered Accountants of India, in case of projects commencing on or after 1st April 2012 or in case of projects which have already commenced but where revenue is being recognised for the first time on or after 1st April 2012, revenues will be recognized from these real estate projects only when

- (i) the actual construction and development cost incurred is at least 25% of the total construction and development cost (without considering land cost) and
- (ii) when at least 10% of the sales consideration is realised and
- (iii) where 25% of the total saleable area of the project is secured by contracts of agreement with buyers.

Income from long term contracting assignments is also recognised on the percentage of completion basis. As the long-term contracts necessarily extend beyond one year, revision in costs and revenues estimated during the course of the contract are reflected in the accounting period in which the facts requiring the revision become known. Any expected loss on a project is recognised in the year in which costs incurred together with the balance costs to completion are likely to be in excess of the estimated revenues from project. Unbilled costs are carried as construction work-in-progress. Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion.

Income from sale of land and other rights

Revenue from sale of land and other rights are considered upon transfer of all significant risks and rewards of ownership of such real estate/property as per the terms of the contract entered into with the buyers, which generally with the firmity of the sale contracts/agreements.

Income from Project Management

Project Management Fees receivable on fixed period contracts is accounted over the tenure of the contract/agreement. Where the fee is linked to the input costs, revenue is recognised as a proportion of the work completed based on progress claims submitted. Where the management fee is linked to the revenue generation from the project, revenue is recognised on the percentage of completion basis.

Income from operation of commercial complexes is recognised over the tenure of the lease/service agreement.

Land Lease Premium

Land lease premium is recognized as income upon creation of leasehold rights in favour of the lessee or upon an agreement to create leasehold rights with handing over of possession.

Property lease rentals, income from operation & maintenance charges and water charges are recognized on an accrual basis as per terms of the agreement with the lessees.

Interest and dividend income

Interest income is accounted on an accrual basis at contracted rates except where there is uncertainty of ultimate collection. Dividend income is recognised when the right to receive the same is established.

J. Employee benefits:

Defined contribution Plans

Company's contributions paid/payable during the year to Provident Fund and Superannuation Fund are recognised in the Statement of Profit and Loss.

Defined Benefit Plan

Company's liabilities towards gratuity and leave encashment are determined on actuarial basis using the projected unit credit method, which consider each period of service as giving rise to an additional unit of benefit and measures each unit separately to build up the final obligation. Past services are recognised on straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognised immediately in the Statement of Profit and Loss Account as income or expense. Obligation is measured at the present value of estimated future cash flow using a discount rate that is determined by reference to market yields at the Balance Sheet date on government bonds where the currency and terms of the government bonds are consistent with the currency and estimated terms of the defined benefit obligation.

In view of the past trends of leave availed, the amount of employee benefits in the form of compensated absences, being in the nature of short term benefit, is accounted for on accrual basis at an undiscounted value.

K. Borrowing Costs:

Borrowing costs that are directly attributable to long-term project management and development activities are capitalised as part of project cost. Other borrowing costs are recognised as expense in the period in which they are incurred. Borrowing costs are capitalised as part of project cost when the activities that are necessary to prepare the asset for its intended use or sale are in progress. Borrowing costs are suspended from capitalisation on the project when development work on the project is interrupted for extended periods.

L. Foreign Currency Transactions:

Foreign Currency assets and liabilities are translated at the relevant rates of exchange prevailing at the year end and the translation differences are recognised in the Statement of Profit and Loss. The exchange gain or loss on settlement is also recognised in the Statement of Profit and Loss.

M. Provision for taxation:

Tax expense comprises both current and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and tax laws. Deferred tax assets and liabilities are recognised for future tax consequences attributable to the timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent periods and are measured using tax rates enacted or substantively enacted as at the Balance Sheet date. Deferred Tax assets are not recognised unless, in the management judgment, there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized except in case of deferred tax asset arising from unabsorbed depreciation, brought forward tax losses and items relating to capital losses wherein deferred tax asset is only recognized when there is virtual certainty. The carrying amount of deferred tax is reviewed at each balance sheet date.

N. Segment Information:

The Company operates in two main segments; namely "Projects, Project Management and Development activities" and "Operating of commercial complexes". The segments have been identified and reported taking into account the differing risks and returns and the internal business reporting systems. Revenues and expenses have been identified to the segments based on their relationship to the business activity of the segment. Income/expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income/expenses.

O. Provisions and Contingent Liabilities

Provisions are recognized in the financial statements in respect of a present obligation arising from a past event, the amount of which can be reliably estimated. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

P. Employee stock compensation costs

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight-line basis.

Segmental Information

Our consolidated financial results are prepared and presented in three business segments:

- projects, project management and development;
- operating of commercial complexes; and
- income from business centres.

Our segment-wise revenue is presented below for the periods indicated and are also expressed as a percentage of total income for such periods:

	Six month ended September 20, 2016		Fiscal 2016		Fiscal 2015		Fiscal 2014	
	Amount (₹ in million)	% of Total Income	Amount (₹ in million)	% of Total Income	Amount (₹ in million)	% of Total Income	Amount (₹ in million)	% of Total Income
Projects, Project Management and Development	3,704.19	91.32	8,059.72	91.86	10,662.93	92.92	6,889.46	91.11
Operating of Commercial Complexes	100.22	2.47	201.90	2.30	198.05	1.73	163.12	2.16
Income from Business Centres	-	-	-	-	-	-	-	-
Total	3,804.32	93.80	8,261.62	94.16	10,860.98	94.64	7,052.57	93.26

Key Components of Our Restated Consolidated Statement of Profit & Loss

Total Income

Total income consists of income from operations and other income.

We derive income from operations from a) income from projects; b) project management fees; c) income from operations of commercial complexes; and d) revenue from jointly controlled entities.

The following table sets forth our revenue from operations for the six-month period ended September 30, 2016 and for Fiscals 2016, 2015 and 2014, in absolute terms and expressed as a percentage of total income for such periods.

(₹ In million)

Particulars	For the Six-month period ended September 30, 2016	% of total revenue	For the Year Ended March 31,					
			2016	% of total revenue	2015	% of total revenue	2014	% of total revenue
Income from Projects	3,248.42	80.17	7,219.80	82.28	10,562.43	92.04	6,805.92	90.00
Project Management Fees	31.85	0.79	58.56	0.67	18.08	0.16	14.73	0.19
Income from Operation of Commercial Complexes	100.22	2.47	201.90	2.30	198.05	1.73	163.12	2.16
	3,380.49	83.43	7,480.25	85.25	10,778.56	93.93	6,983.77	92.35
Add: Share in Jointly controlled entities	423.83	10.46	781.36	8.91	82.42	0.72	68.80	0.91
Total	3,804.32	93.89	8,261.62	94.16	10,860.98	94.64	7,052.57	93.26

Our other income includes interest earned on inter corporate deposits, interest earned on bank deposits and interest earned on optionally convertible debentures, other interest dividend on current investments, profit on sale of current investments, profit on sale of long term investments, profit on sale of other fixed assets and miscellaneous income.

(₹ In million)

Particulars	For the Six month period ended September 30, 2016	% of total revenue	For the Year Ended March 31,					
			2016	% of total revenue	2015	% of total revenue	2014	% of total revenue
Interest Earned								
- On Inter Corporate Loans	1.27	0.03	3.17	0.04	3.71	0.03	0.56	0.01
- On Bank Deposits	22.35	0.55	30.39	0.35	35.76	0.31	123.81	1.64
- On Optionally Convertible Debentures	141.66	3.50	283.02	3.23	282.55	2.46	160.12	2.12
- Others	26.04	0.64	17.55	0.20	21.73	0.19	40.80	0.54
Dividend - On Current Investments-Non Trade	13.71	0.34	26.79	0.31	43.13	0.38	85.96	1.14
Profit on Sale of Current Investments-Non Trade	8.20	0.20	34.39	0.39	24.29	0.21	27.65	0.37
Profit on Sale of Long Term investments-Non Trade	-	-	-	-	-	-	-	-
Profit on Sale of other Fixed Assets	0.29	0.01	0.27	0.00	-	-	-	-
Write-back of provisions for losses to completion	-	-	-	-	155.02	1.35	-	-
Miscellaneous Income	30.88	0.76	111.50	1.27	47.29	0.41	65.06	0.86
	244.40	6.03	507.08	5.78	613.48	5.35	503.96	6.66
Add: Share in Jointly controlled entities	3.21	0.08	5.61	0.06	1.21	0.01	5.45	0.07
Total	247.61	6.11	512.69	5.84	614.69	5.36	509.40	6.74

Expenditures

Expenditure consists of operating expenses, employee remuneration and benefits, administration and other expenses, finance costs and depreciation and amortisation expenses. We account for all direct expenses incurred for a specific project as expenses for such project.

- (A) The following table sets forth our expenses for six month period ended September 30, 2016 and for Fiscals 2016, 2015 and 2014, in absolute terms and expressed as a percentage of total income for such periods.

(₹ In million)

Particulars	For the Six month period ended September 30, 2016	% of total revenue	For the Year Ended March 31,					
			2016	% of total revenue	2015	% of total revenue	2014	% of total revenue
Operating Expenses	1,939.52	47.87	5,021.71	57.23	5,012.77	43.68	4,256.56	56.29
Employee benefits expenses	371.66	9.17	670.10	7.64	550.28	4.80	399.34	5.28
Administration & Other Expenses	476.17	11.75	906.13	10.33	1,056.10	9.20	694.22	9.18
Finance Costs	309.93	7.65	509.03	5.80	513.97	4.48	501.87	6.64
Depreciation & Amortization Expenses	93.11	2.30	192.89	2.20	132.34	1.15	100.54	1.33
Total Expenditure	3,190.39	78.74	7,299.86	83.20	7,265.46	63.31	5,952.53	78.72

Operating Expenses. Operating expenses primarily include land cost/ premium for development rights, architect fees, architect fees, preliminaries and site expenses, civil, electrical, contracting etc., interest (net), overheads allocated payment to local agencies, insurance, legal & professional fees, other expenses, change in Changes in inventories of raw materials and work-in-progress indicate the difference between the opening and closing inventory of our raw materials and work-in-progress, rent, rates & taxes, repairs & maintenance - commercial properties, professional fees, brokerage, advertisement, marketing & business development, electricity, other operating expenses and share of expenses of jointly controlled entities.

Employee Remuneration and Benefits. Employee remuneration and benefits include salaries, bonuses and allowances, contributions to the provident fund and other funds, expenses on employee stock option schemes, staff welfare expenses and share of expenses in jointly controlled entities.

Administration and Other Expenses. Administrative and other expenses relate to expenses incurred for general administration at the corporate level and that are not assignable to any specific project. These include rent, rates and taxes, insurance, repairs and maintenance, electricity charges, traveling and conveyance, printing and stationery, legal and professional fees, communication expenses, advertising, marketing and business development, auditors' remuneration, expenditure on corporate social responsibility, doubtful debts provided, provision for diminution in the value of long term investments and miscellaneous expenses.

Finance Costs. Finance costs include interest and finance charges paid by us for short-term borrowings, including working capital loans, long-term loans and share of cost in jointly controlled entities. Our finance costs exclude the finance costs directly associated with projects.

Depreciation and Amortisation Expenses. Depreciation on tangible fixed assets has been provided on pro-rata basis, on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for certain assets as indicated below:

- Lease hold improvements are amortised over the period of lease/estimated period of lease.
- Plant & Machinery includes Plant and Machinery used in civil construction – Others and amortised over a period of 5 years.
- Vehicles used by employees are depreciated over the period of 48 months considering this period as the useful life of the vehicle for the Company.
- Sales office and the sample flat/ show unit cost at site is amortised over 5 years or the duration of the project (as estimated by management) whichever is lower.

Our Results of Operations

(₹ In million)

(A in million)								
Particulars	Six month period ended September 30, 2016	% of total revenue	For the Year Ended March 31,					
			2016	% of total revenue	2015	% of total revenue	2014	% of total revenue
INCOME								

Particulars	Six month period ended September 30, 2016	% of total revenue	For the Year Ended March 31,					
			2016	% of total revenue	2015	% of total revenue	2014	% of total revenue
Income from operations	3,804.32	93.89	8,261.62	94.16	10,860.98	94.64	7,052.57	93.26
Other Income	247.61	6.11	512.69	5.84	614.69	5.36	509.40	6.74
Total Income	4,051.93	100.00	8,774.31	100.00	11,475.67	100.00	7,561.97	100.00
EXPENDITURE								
Operating Expenses	1,939.52	47.87	5,021.71	57.23	5,012.77	43.68	4,256.56	56.29
Employee benefits expenses	371.66	9.17	670.10	7.64	550.28	4.80	399.34	5.28
Administration & Other Expenses	476.17	11.75	906.13	10.33	1,056.10	9.20	694.22	9.18
Finance Costs	309.93	7.65	509.03	5.80	513.97	4.48	501.87	6.64
Depreciation & Amortization Expenses	93.11	2.30	192.89	2.20	132.34	1.15	100.54	1.33
Total Expenditure	3,190.39	78.74	7,299.86	83.20	7,265.46	63.31	5,952.53	78.72
Profit before tax and extraordinary item	861.54	21.26	1,474.45	16.80	4,210.21	36.69	1,609.44	21.28
Extraordinary item	-	-	-	-	-	-	-	-
Profit before tax	861.54	21.26	1,474.45	16.80	4,210.21	36.69	1,609.44	21.28
Tax expense / (benefit):								
Provision for Current Tax	245.41	6.06	654.49	7.46	1,248.28	10.88	447.57	5.92
Provision for Deferred Tax	(0.61)	(0.02)	(151.14)	(1.72)	129.45	1.13	61.74	0.82
Net tax expense / (benefit)	244.80	6.04	503.35	5.74	1,377.73	12.01	509.31	6.74
Profit for the year after tax before minority interest	616.74	15.22	971.10	11.06	2,832.48	24.68	1,100.13	14.55
Less: Minority Interest	62.19	1.53	40.18	0.46	170.53	1.49	93.84	1.24
Consolidated Net Profit	554.55	13.69	930.92	10.61	2,661.95	23.20	1,006.29	13.31

FOR THE SIX MONTH PERIOD ENDED SEPTEMBER 30, 2016

Income

Our total income for the six month ended September 30, 2016 was ₹ 4,051.93 million.

Income from Operations:

Income from operations amounted to ₹ 3,804.32 million for the six month period ended September 30, 2016 primarily comprising of income from projects, income from operation of commercial complexes and share of income in jointly controlled entities.

Other Income:

Other income amounted to ₹ 247.61 million for the six month ended September 30, 2016 arising primarily from interest earned on bank deposits and optionally convertible debentures, other interest income, dividend on current investments, profit on sale of current investments and miscellaneous income.

Expenditure

Total expenses amounted to ₹ 3,190.39 million for the six month period ended September 30, 2016.

Operating expenses:

Our operating expenses amounted to ₹ 1,939.52 million for the six month period ended September 30, 2016 primarily comprising of change in inventories of raw materials and work in progress, land costs/ premium for development rights, interest (net), civil, electrical, contracting costs etc., allocated overheads, payment to local agencies, legal and professional fees, advertisement, marketing and other operating expenses.

Employee benefits expenses:

Employee benefits expenses amounted to ₹ 371.66 million for the six month period ended September 30, 2016 comprising primarily of salaries, allowances and bonus, contribution to provident and other funds, expenses on employee stock option schemes, staff welfare expenses and share of these expenses in jointly controlled entities offset by expenses allocated to projects.

Administrative and other expenses:

Administrative and other expenses amounted to ₹ 476.17 million for the six-month period ended September 30, 2016 comprising primarily of rent, rates and taxes, repairs and maintenance, electricity charges, travelling and conveyance, legal and professional fees, advertisement, marketing and business development, expenses on corporate social responsibility, auditors remuneration and miscellaneous expenses.

Finance Costs:

Finance costs amounted to ₹ 309.93 million for the six month period ended September 30, 2016 consisting of interest on loans offset by interest cost allocated to projects.

Depreciation and Amortisation expenses:

Depreciation and amortization expenses amounted to ₹ 93.11 million for the six month period ended September 30, 2016 comprising of depreciation on fixed assets.

Profit before tax

Our profit before tax was ₹ 861.54 million for the six month ended September 30, 2016.

Tax expenses:

Provision for current tax was ₹ 245.41 million for the six month period ended September 30, 2016, which was partly offset by provision for deferred tax of ₹ 0.61 million.

Consolidated Net Profit:

Our consolidated net profit after minority interest for the six month period ended September 30, 2016 was ₹ 554.55 million.

FISCAL 2016 COMPARED TO FISCAL 2015

Income

Our total income decreased by 23.54% from ₹ 11,475.67 million in Fiscal 2015 to ₹ 8,774.31 million in Fiscal 2016 primarily due to an increase in our total income for Fiscal 2015 on account of a transaction in relation to sale of land in respect of a delayed project in Mumbai which contributed ₹ 2,681.28 million towards our total income in Fiscal 2015.

Income from operations:

Income from operations decreased by 23.93% from ₹ 10,860.98 million in Fiscal 2015 to ₹ 8,261.62 million in Fiscal 2016 primarily due to an increase in our total income from operations for Fiscal 2015 on account of a transaction in relation to sale of land in respect of a delayed project in Mumbai which contributed ₹ 2,681.28 million towards our total income from operations in Fiscal 2015.

Other income:

Other income decreased by 16.59% from ₹ 614.69 million in Fiscal 2015 to ₹ 512.69 million in Fiscal 2016.

Expenditure:

Our total expenditure increased by 0.47% from ₹ 7,265.46 million in Fiscal 2015 to ₹ 7,299.86 million in Fiscal 2016.

Operating Expenses:

The operating expenses increased by 0.18% from ₹ 5,012.77 million in Fiscal 2015 to ₹ 5,021.71 million in Fiscal 2016. The operating expenses as a percentage of our total income increased from 43.68% in Fiscal 2015 to 57.23% in Fiscal 2016. The operating expenses as a percentage to total income effected due to higher contribution generated due to sale of one of its land located at Byculla, Mumbai, in Fiscal 2015.

Employee benefits expenses:

The employee benefits expenses increased by 21.77% from ₹ 550.28 million in Fiscal 2015 to ₹ 670.10 million in Fiscal 2016. The employee benefits expenses as a percentage of our total income increased from 4.80% in Fiscal 2015 to 7.64% in Fiscal 2016 primarily on account of increase in salaries, allowances and bonus expenses.

Administration and other expenses:

Our administration and other expenses decreased by 14.20% from ₹ 1,056.10 million in Fiscal 2015 to ₹ 906.13 million in Fiscal 2016, primarily due to decrease in provision for doubtful debts and no provision for diminution in value of long term investments in Fiscal 2016.

Finance Costs:

Our finance costs decreased by 0.96% from ₹ 513.97 million in Fiscal 2015 to ₹ 509.03 million in Fiscal 2016, primarily due to reduction in interest cost due to reduction in our availed/ utilized borrowings facilities.

Depreciation and amortization expenses:

Our depreciation and amortization expenses increased by 45.75% from ₹ 132.34 million in Fiscal 2015 to ₹ 192.89 million in Fiscal 2016, primarily due to addition of fixed assets of ₹ 198.42 million in Fiscal 2016.

Profit before tax:

As a result of the above, our profit before tax decreased by 64.98% from ₹ 4,210.21 million in Fiscal 2015 to ₹ 1,474.45 million in Fiscal 2016.

Net Tax expenses:

As a result, our net tax expenses decreased by 63.47% from ₹ 1,377.73 million in Fiscal 2015 to ₹ 503.35 million in Fiscal 2016. This is primarily due to the increased profit before tax in Fiscal 2015 as compared to Fiscal 2016 arising out of a transaction in relation to sale of land in respect of a delayed project in Mumbai, which contributed ₹ 2,681.28 million towards our total income in Fiscal 2015.

Restated Consolidated Net Profit:

As a result of above, our restated net profit after tax and minority interest, on a consolidated basis, decreased by 65.03% from ₹ 2,661.95 million in Fiscal 2015 to ₹ 930.92 million in Fiscal 2016.

FISCAL 2015 COMPARED TO FISCAL 2014

Income

Our total income increased by 51.75% from ₹ 7,561.97 million in Fiscal 2015 to ₹ 11,475.67 million in Fiscal 2016 primarily due to increase in income generated from our projects. The increase is mainly attributable to the land sale transaction done in Fiscal 2015 as already mentioned above.

Income from operations:

Income from operations increased by 54.00% from ₹ 7,052.57 million in Fiscal 2014 to ₹ 10,860.98 million in Fiscal 2015 primarily due to increase in income generated from sale of its land located at Byculla, Mumbai.

Other income:

Other income increased by 20.67% from ₹ 509.40 million in Fiscal 2014 to ₹ 614.69 million in Fiscal 2015 primarily on account of write-back of provisions made for losses to completion.

Expenditure:

Our total expenditure increased by 22.06% from ₹ 5,952.53 million in Fiscal 2014 to ₹ 7,265.46 million in Fiscal 2015.

Operating Expenses:

The operating expenses increased by 17.77% from ₹ 4,256.56 million in Fiscal 2014 to ₹ 5,012.77 million in Fiscal 2015. The operating expenses as a percentage of our total income decreased from 56.29% in Fiscal 2014 to 43.68% in Fiscal 2015. The operating expenses as a percentage to total income effected due to higher contribution generated due to sale of one of its land located at Byculla, Mumbai in Fiscal 2015, offset by the adjustment made in operating expenses on conversion of our subsidiary, Mahindra Homes Private Limited to Joint Venture during Fiscal 2014.

Employee benefits expenses:

The employee benefits expenses increased by 37.80% from ₹ 399.34 million in Fiscal 2014 to ₹ 550.28 million in Fiscal 2015 primarily on account of increase in salaries, allowances and bonus expenses. The employee benefits expenses as a percentage of our total income decreased from 5.28% in Fiscal 2014 to 4.80% in Fiscal 2015.

Administration and other expenses:

Our administration and other expenses increased by 52.13% from ₹ 694.22 million in Fiscal 2014 to ₹ 1,056.10 million in Fiscal 2015. This is primarily due to provision of ₹ 155.06 million in Fiscal 2015 towards diminution in value of long term investments in one of its subsidiaries.

Finance Costs:

Our finance costs increased by 2.41% from ₹ 501.87 million in Fiscal 2014 to ₹ 513.97 million in Fiscal 2015. Our interest cost as a percentage of total income decreased from 6.64% in Fiscal 2014 to 4.48% in Fiscal 2015 because of higher total income base in Fiscal 2015 due to sale of land.

Depreciation and amortization expenses:

Our depreciation and amortization expenses increased by 31.63% from ₹ 100.54 million in Fiscal 2014 to ₹ 132.34 million in Fiscal 2015, primarily due to additions in tangible fixed assets by ₹ 456.63 million in Fiscal 2015 on account of higher income generation in Fiscal 2015 on account of sale of land located at Byculla, Mumbai.

Profit before tax:

As a result of the above, our profit before tax increased by 161.59% from ₹ 1,609.44 million in Fiscal 2014 to ₹ 4,210.21 million in Fiscal 2015.

Net Tax expenses:

Our net tax expenses increased by 170.51% million from ₹ 509.31 million in Fiscal 2014 to ₹ 1,377.73 million in Fiscal 2015. This is primarily due to increased profit in Fiscal 2015 due to sale of land.

Restated Consolidated Net Profit:

As a result of above, our restated net profit after tax and minority interest, on a consolidated basis, increased by 164.53% from ₹ 1,006.29 million in Fiscal 2014 to ₹ 2,661.95 million in Fiscal 2015.

Financial Condition, Liquidity and Capital Resources

As of September 30, 2016, we had cash and bank balances of ₹ 2,488.83 million. Cash and bank balances consist of cash on hand, balances with banks in current accounts and other bank balances including fixed deposits. We define liquidity as our ability to generate sufficient funds from internal and external sources to meet our obligations and commitments. In addition, liquidity includes the ability to obtain appropriate equity and debt financing and to convert into cash those assets that are no longer required to meet existing strategic and financial objectives. Liquidity cannot be considered separately from capital resources that consist of current or potentially available funds for use in achieving long-range business objectives and meeting debt service and other commitments.

We have historically financed our capital requirements primarily through cash generated from our operations, financing from banks and other financial institutions in the form of term-loans and issuance of non-convertible debentures and equity shares. Our primary capital requirements have been to finance development of our properties, working capital requirements and the acquisition of land. We believe that we will have sufficient capital resources from our operations, net proceeds of the Issue and other financings from banks, financial institutions and other lenders and issue of non-convertible debentures and equity shares to meet our capital requirements for the next 12 months.

Cash Flows

The table below summarises our cash flows for the six-month period ended September 30, 2016 and for the Fiscal 2016, 2015 and 2014:

Particulars	For six month ended September 30, 2016	(₹ In million) For the year ended March 31,		
		2016	2015	2014
Net cash from/ (used in) operating activities	1,383.87	(2,937.91)	2,997.16	(2,556.90)
Net cash from/ (used in) investing activities	1,642.50	(598.95)	424.53	(1,950.62)
Net cash from / (used in) financing activities	(2,222.76)	4,285.57	(3,361.23)	3,857.49
Net increase / (decrease) in cash and cash equivalents	803.61	748.71	60.46	(650.03)

Operating Activities

Net cash flow from operating activities was ₹ 1,383.87 million for six-month period ended September 30, 2016 and our operating profit before working capital changes for that period was ₹ 1,059.30 million. The difference was primarily attributable to an increase in inventories of ₹ 499.15 million, increase in trade and other receivables of ₹ 503.85 million and increase in trade payable and other liabilities of ₹ 1,509.95 million.

Net cash used in operating activities was ₹ 2,937.91 million for Fiscal 2016 and our operating profit before working capital changes for that period was ₹ 1,793.21 million. The difference was primarily attributable to an increase in inventories of ₹ 3,942.04 million, increase in trade and other receivables of ₹ 1,050.70 million and increase in trade payable and other liabilities of ₹ 883.81 million.

Net cash flow from operating activities was ₹ 2,997.16 million for Fiscal 2015 and our operating profit before working capital changes for that period was ₹ 4,519.49 million. The difference was primarily attributable to an increase in inventories of ₹ 1,203.58 million, increase in trade and other receivables of ₹ 74.90 million and increase in trade payable and other liabilities of ₹ 1,027.52 million.

Net cash used in operating activities was ₹ 2,556.90 million for Fiscal 2014 and our operating profit before working capital changes for that period was ₹ 1,790.41 million. The difference was primarily attributable to an increase in inventories of ₹ 1,456.69 million, increase in trade and other receivables of ₹ 2,558.57 million and increase in trade payable and other liabilities of ₹ 221.73 million.

Investing Activities

Net cash flow from investing activities was ₹ 1,642.50 million for the six-month period ended September 30, 2016 primarily due to cash flow from sale of current investments of ₹ 1,597.76 million, interest received of ₹ 51.13 million, dividend received of ₹ 13.71 million and proceeds from sale of fixed assets of ₹ 2.42 million. These receipts were partially offset by payment made for purchase of fixed assets ₹ 22.52 million.

Net cash used in investing activities was ₹ 598.95 million for the Fiscal 2016 primarily due to increase in current investments of ₹ 1,570.24 million and purchase of fixed assets of ₹ 242.97 million. These payments were partially offset by cash flow from proceeds from sale of fixed assets of ₹ 1.91 million, minority interest adjustment of ₹ 692.69 million, interest received of ₹ 492.87 million and dividend received of ₹ 26.79 million.

Net cash flow from investing activities was ₹ 424.53 million for the Fiscal 2015 primarily due to sale of current investments of ₹ 642.73 million, interest received of ₹ 264.66 million, dividend received of ₹ 43.13 million and proceeds from sale of fixed assets of ₹ 1.73 million. These receipts were partially offset by payment made for purchase of fixed assets ₹ 493.87 million and minority interest adjustment of ₹ 33.85 million.

Net cash used in investing activities was ₹ 1,950.62 million for the Fiscal 2014 primarily due to increase in investments made of ₹ 1,681.52 million primarily comprising of optionally convertible debentures, purchase of fixed assets of ₹ 300.65 million, goodwill on acquisition of ₹ 71.56 million and minority interest adjustment of ₹ 114.87 million. These payments were partially offset by cash flow from proceeds from sale of fixed assets of ₹ 1.72 million, interest received of ₹ 130.30 million and dividend received of ₹ 85.96 million.

Financing Activities

Net cash used in financing activities was ₹ 2,222.76 million for the six-month period ended September 30, 2016,

primarily due to cash used for repayment of borrowings of ₹ 3,087.94 million, interest and finance charges paid of ₹ 1,398.60 million, dividend paid of ₹ 283.52 million. These payments were partially offset by set by reduction in cash flow from increase in borrowings of ₹ 2,547.23 million and proceeds from issue of shares on exercise of stock options ₹ 0.07 million.

Net cash flow from financing activities was ₹ 4,285.57 million for the Fiscal 2016, primarily due to increase in borrowings of ₹ 7,318.78 million and proceeds from issue of shares on exercise of stock options of ₹ 1.21 million. These receipts were partially offset by cash used for repayment of borrowings of ₹ 1,710.42 million, interest and finance charges paid of ₹ 1,044.24 million and dividend paid of ₹ 279.76 million.

Net cash used in financing activities was ₹ 3,361.23 million for the Fiscal 2015, primarily due to cash used for repayment of borrowings of ₹ 3,050.06 million, interest and finance charges paid of ₹ 1,246.67 million, dividend paid of ₹ 538.05 million. These payments were partially offset by set by cash flow from increase in borrowings of ₹ 1,415.33 million and proceeds from issue of shares on exercise of stock options ₹ 58.22 million.

Net cash flow from financing activities was ₹ 3,857.49 million for the Fiscal 2014, primarily due to increase in borrowings of ₹ 4,354.00 million and proceeds from issue of shares on exercise of stock options of ₹ 0.87 million. These receipts were partially offset by interest and finance charges paid of ₹ 210.70 million and dividend paid of ₹ 286.68 million.

Financial Indebtedness

- (B) The following table sets forth our financial indebtedness (including current maturities of long term borrowings) as at September 30, 2016:

	(₹ in million)
	As at September 30, 2016
Secured borrowings	
- From Banks	2,873.10
- From Others	12,279.28
Unsecured borrowings	
- From Banks	328.48
- From Others	1,962.54
Total	17,443.40

- (C) For more information regarding our indebtedness, please refer to the sections titled “*Financial Indebtedness*” and “*Financial Information*” on pages 439 and 185, respectively.
- (D) Contingent Liabilities, Contractual Obligations, Commitments and Other Off-balance Sheet Arrangements
- (E) As of September 30, 2016, the following contingent liabilities have not been provided for in our Restated Consolidated Financial Information:

	(₹ in million)
Particulars	As of September 30, 2016
a) Claims against the Company not acknowledged as debts represent:	
i) Claims awarded by the Arbitrator to a civil contractor in respect of a project at Mumbai and the Company’s appeal against the award has been admitted by the Mumbai High Court	9.39
ii) Demand from local authorities for transfer fees on transfer of property, disputed by the Company	12.40
iii) Claim from welfare association in connection with project work, disputed by the Company	450.00
iv) Shehri Jamabandi ⁽¹⁾	3,172.85
b) Tax matters under appeal	
Income Tax	
In respect of certain business incomes re-classified by the Income tax Department as	42.16

Particulars	As of September 30, 2016
income from house property and other disallowances, the Company has partially succeeded in appeal and is pursuing the matter further with the higher appellate authorities	
Other demand, for which the Subsidiary Companies are contesting with the Appellate Authorities ⁽²⁾	59.39
Indirect Tax	
Other demand, for which the Subsidiary Companies are contesting with the Appellate Authorities	11.96
c) Guarantee/ Counter guarantee given by Mahindra Infrastructure Developers Limited for its joint ventures	90.00

⁽¹⁾ Shehri jamabandi is an urban assessment charge which is payable by the lessee of a land to the lessor (“**Shehri Jamabandi Charges**”). Shehri Jamabandi Charges may be paid in instalments on an annual basis or as a one-time payment. The calculation of the amount to be paid as Shehri Jamabandi Charges varies depending on the classification of the land into the following four categories:

- Saleable area land sub-leased by the lessee comprising of the industrial or processing area of a Special Economic Zone (“**SEZ**”) or Domestic Tariff Area (“**DTA**”);
- Saleable area land sub-leased by the lessee comprising of the non-processing area of an SEZ or DTA;
- Land comprising of the common areas of the SEZ or DTA; or
- Saleable area land which has not yet been sub-leased by the lessee, or unsold land.

The responsibility of paying Shehri Jamabandi Charges for land classified into categories (i) and (ii) above, lies with the entities to whom the land has been subleased. The responsibility for paying Shehri Jamabandi Charges for land classified into categories (iii) and (iv) above, lies with the lessee.

Details of the Shahri Jamabandi amounting to ₹ 3,172.85 million

Mahindra World City (Jaipur) Limited (“**MWCJL**”) was served a demand notice dated January 27, 2016 (“**Demand Notice**”) by the Jaipur Development Authority (“**JDA**”) with respect to payment of Shehri Jamabandi Charges along with interest thereon, for the period from September 27, 2006 to March 31, 2014, in relation to the land leased by Rajasthan State Industrial Development and Investment Corporation (“**RIICO**”) to MWCJL in Mahindra World City, Jaipur. The Demand Notice stated that MWCJL was liable for payment of Shehri Jamabandi Charges with respect to land comprising the common areas of the SEZ and as well as with respect to land leased to MWCJL that had not been subleased by it. A total amount of ₹ 3,218 million was claimed under the Demand Notice. MWCJL, vide its letter dated February 4, 2016 (“**Reply**”), stated that:

- It has paid Shehri Jamabandi Charges due for the common areas as per applicable rules and relevant statutes in the years 2011-12, as well as in the year 2016.
- It is not liable for Shehri Jamabandi Charges with respect to unsold land that had not yet been subleased. Consequently, MWCJL had submitted an application dated October 12, 2012, to the JDA for extension of time period of applicability of the clause for the levy of Shahri Jamabandi Charges for unsold land not yet subleased from '5 years' to '10 years' from the date on which land was leased to MWCJL (“**Application**”). The Application was accepted in principle by RIICO and the Principal Secretary of the Department of Industries and was forwarded to the Urban Developing and Housing Department, Jaipur.

⁽²⁾ The break-up of the demand being contested is as follows:

(in ₹ million)

Sr. No	Name of the entity	Contingent liability	Details
1.	Mahindra World City Developers Limited	4.15	Disallowance under section 14A of the Income Tax Act, 1961 (“ IT Act ”) read with Rule 8D of the Income Tax Rules, 1962
2.	Mahindra Residential Developers Limited	27.01	Disallowance of 80IAB deduction and categorisation of interest as other income rather than business income
3.	Mahindra World City (Jaipur) Limited	17.34	Disallowance under section 14A of the IT Act.
4.	Mahindra Water Utilities Limited	10.89	Disallowance of certain expenses and levy of penalties under section 271(1)(C) of the IT Act.

Sr. No	Name of the entity	Contingent liability	Details
	Total	59.39	

For more information, please refer to the sections titled “*Financial Information*” on page 185.

Except, as disclosed above, we do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our joint venture entities and affiliates and certain KMPs on an arm’s length basis. Such transactions could be for the provision and receiving of services, purchase and sale of goods. For details of our related party transactions, please refer to the sub- section titled “*Restated Consolidated Financial Statements – Annexure XVI- Restated Consolidated Summary Statement of Related Party Transactions*” on page 286.

Seasonality

Our operations may be adversely affected by difficult working conditions during monsoons that restrict our ability to carry on construction activities and fully utilise our resources. Otherwise, we generally do not believe that our business is seasonal.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk and commodities risk. We are exposed to commodity risk, interest rate risk and credit risk in the normal course of our business.

Interest Rate Risk

We currently have floating rate indebtedness for our working capital requirements and term loans and also maintain deposits of cash and cash equivalents with banks and other financial institutions and thus are exposed to market risk as a result of changes in interest rates. Upward fluctuations in interest rates increase the cost of both existing and new debts and affect our results of operations. We do not currently use any derivative instruments to modify the nature of our exposure to floating rate indebtedness or our deposits so as to manage interest rate risk.

Commodity Risk

We are exposed to market risk with respect to the prices of raw materials and components used in our developments. These commodities are primarily steel, cement glass and plastics. The costs of such raw materials and components are subject to fluctuation based on commodity prices. In the normal course of business, we purchase these raw materials and components either on a purchase order basis or pursuant to supply agreements. We currently do not have any hedging instruments in respect of any of the commodities we purchase.

Credit Risk

We are exposed to credit risk on sales receivables owed to us by our customers. If our customers do not pay us in a timely manner, or at all, we may have to make provisions for or write-off such amounts.

Inflation

India has experienced moderate inflation for the last 12 to 18 months, which has led to a decrease in interest rates. Inflation generally impacts the overall economy and business environment and hence could affect our business and results of operations.

Competitive Conditions

We expect competition in the real estate development sector from existing and potential competitors to intensify.

For details, see “Risk Factors” and “Our Business” on page 15 and 108, respectively.

Known Trends or Uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above under “Factors Affecting our Results of Operations” and the uncertainties described in “*Risk Factors*” on page 15. To our knowledge, except as we have described in this Letter of Offer, there are no known factors, which are expected to have a material adverse impact on our revenues and results of operation.

Future Relationships between Costs and Income

Other than as described in the sections titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 15, 108 and 418, respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

Significant Developments after September 30, 2016

To our knowledge, except as otherwise disclosed elsewhere in this Letter of Offer, there is no subsequent development after the date of our financial statements contained in this Letter of Offer which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTEDNESS

Our Company avails loans and bank facilities in the ordinary course of its business. As on date such loans are primarily for working capital requirements and general corporate purposes.

Set forth below is a brief summary of our aggregate borrowings (including current maturities of long-term borrowings), on a consolidated basis, as of December 31, 2016:

Particulars of borrowing	Sanctioned amount (in ₹ million)	Outstanding amount (in ₹ million)
Secured	16,468.80	13,331.56
Unsecured	4,362.54	3,410.82
Total	20,831.34	16,742.38

For details of the outstanding loan obligations of our Company for the last five Fiscals, please see the section titled “Financial Statements” on page 185.

Principal terms of the borrowings availed by us:

- Interest and commission:** The interest levied on our working capital loans and terms loans varies from lender to lender and is usually a certain percentage of spread over and above the MCLR rate of the relevant lender. The coupon rate of NCDs is 8% payable annually and 10.78% p.a. yield to maturity date plus premium on redemption. For other working capital availed by our Company, we are required to pay professional fees to arrangers which is typically less than 1% per annum.
- Tenor:** The tenor of the working capital facilities availed by us typically ranges from 6 months to 36 months and the tenor of NCDs issued range from 36 months to 60 months. The cash credit facility is for a period of one year and is renewable for a period of 1 year at a time and repayable on demand.
- Security:** In terms of our borrowings where security needs to be created, we are typically required to:
 - Create charge by way of hypothecation on our Company’s current assets and movable assets; and
 - Create charge on our Company’s movable fixed assets and immovable assets.
- Re-payment:** The working capital facilities typically do not have a re-payment schedule and expire upon completion of the tenor, which are typically renewed.
- Prepayment:** The loans availed by our Company typically have prepayment provisions which allows for prepayment of the outstanding loan amount at any given point in time, subject such prepayment penalties as agreed with the lender at the time of availing such loans. The prepayment penalty is typically 1% of the amount being prepaid.
- Penalty:** The loans availed by our Company contain provisions prescribing penalties for delayed payment (including payment of interest and commission) or default in the repayment obligations of our Company or delay in creation of the stipulated security, which typically range to 2% of the outstanding principal amount.
- Acceleration Event:** The NCDs issued by our Company contain provisions that allow the debenture holders to recall the outstanding amount on the NCDS in the event that the rating of the NCDs by CRISIL falls below A- or if our Promoter ceases to be our holding company.
- Events of Default:** Borrowing arrangements entered into by our Company contain standard events of default, including:
 - Non-payment or default of any amounts due on the facility or loan obligation;
 - Breach of any representation, warranty or undertaking by our Company;
 - Initiation of enforcement and distress proceedings, proceedings relating to winding up/liquidation/ bankruptcy being initiated against our Company;
 - Appointment of a receiver over any of our Company’s properties;

- (e) Occurrence of any circumstances that would, in the opinion of the lender, imperil repayment of the loan or constitute a material adverse effect on our Company's ability to repay the facility amount;
- (f) Any substantial change in the constitution or management of our Company effected without the prior written consent of the lender;
- (g) Non-performance or non-compliance of terms of the borrowing arrangements;
- (h) In case our Company suspends, ceases or threatens to cease to carry on its business;
- (i) Misuse of facilities by our Company;
- (j) Cross default by our Company on amounts due to / facilities extended by any other lender;
- (k) In case our Company is declared a sick undertaking under the provisions of the Sick Industrial Undertakings (Special Provisions) Act, 1985; and
- (l) Non-creation or top up of security within the stipulated timeline.

Further, for details of financial and other covenants required to be complied with, by our Company, in relation to our loan obligations, please see the section titled *"Risk Factors-We have a significant amount of debt, which exposes us to liquidity, refinancing and interest rate risks. Our indebtedness and the restrictive covenants imposed upon us in certain of our debt facilities could restrict our ability to conduct our business and grow our operations"* on page 19.

CAPITALISATION STATEMENT

Amount (₹ in million)				
Particulars	Consolidated		Standalone	
	Pre-Issue** as at September 30, 2016	Post Issue** as at September 30, 2016	Pre-Issue** as at September 30, 2016	Post Issue** as at September 30, 2016
Borrowings				
Long Term Borrowings	10,919.45	10,919.45	2,000.00	2,000.00
Short Term Borrowings	3,142.70	3,142.70	2,321.29	2,321.29
Current Maturities of Long-term Borrowings	3,381.25	3,381.25	1,750.00	1,750.00
Total Borrowings (A)	17,443.40	17,443.40	6,071.29	6,071.29
Shareholder's Fund				
Equity Share Capital	410.36	513.10	410.36	513.10
Reserves & Surplus*	15,786.14	18,683.30	13,921.92	16,819.08
Total Shareholders' Fund (B)	16,196.50	19,196.39	14,332.28	17,332.17
Total Borrowings/ Shareholder's Fund (A/B)	1.08	0.91	0.42	0.35
Long Term Borrowings/ Shareholder's Fund	0.67	0.57	0.14	0.12

*Reserves & Surplus excludes revaluation reserves.

** Assuming full subscription in the Issue for and allotment of Rights Entitlement.

Note: Above statement is based on certificate by our Statutory Auditors dated March 20, 2017.

STOCK MARKET DATA FOR EQUITY SHARES OF OUR COMPANY

Our Company's Equity Shares are listed on the BSE and NSE. Our Company's shares are actively traded on the BSE and NSE.

Stock Market Data of the Equity Shares

The high, low and average closing prices recorded on the BSE and NSE during the last three calendar years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Calendar Year	High (₹)	Date of High	Volume on date of High (Number of Equity Shares)	Low (₹)	Date of Low	Volume on date of Low (Number of Equity Shares)	Average price for the year* (₹)
BSE							
2014	659.00	31-Jul-14	268,366	341.00	05-Mar-14	1,510	464.46
2015	580.00	28-Feb-15	31,543	401.30	19-Jun-15	6,521	467.88
2016	497.00	28-Jan-16	37,798	343.3	21-Nov-16	4,212	432.37
NSE							
2014	664.35	31-Jul-14	1,044,777	321.50	28-Feb-14	3,281	464.21
2015	581.20	28-Feb-15	135,799	401.00	19-Jun-15	49,832	468.01
2016	495.00	26-Apr-16	476,707	343.50	21-Nov-16	92,490	432.27

Source: www.bseindia.com, www.nseindia.com

* Average of daily closing prices

Prices for the last six months:

The high and low prices and volume of Equity Shares traded on the respective dates on the BSE and NSE during the last six months is as follows:

Calendar Year	High (₹)	Date of High	Volume on date of High (Number of Equity Shares)	Low (₹)	Date of Low	Volume on date of Low (Number of Equity Shares)	Total Volume of Equity Shares traded (Number of Equity Shares)
BSE							
September 2016	470.00	22-Sep-16	3,833	425.10	29-Sep-16	4,474	43,336
October 2016	465.80	27-Oct-16	49,679	421.05	27-Oct-16	49,679	91,167
November 2016	434.90	01-Nov-16	986	343.30	21-Nov-16	4,212	5,28,622
December 2016	376.00	01-Dec-16	3,277	344.00	27-Dec-16	5,649	54,402
January 2017	375.00	30-Jan-17	29,131	349.55	30-Jan-17	29,131	1,06,611
February 2017	369.00	01-Feb-17	45,400	342.00	16-Feb-17	5,819	2,14,748
NSE							
September 2016	464.50	22-Sep-16	21,829	420.40	30-Sep-16	3,608	2,50,485
October 2016	466.45	27-Oct-16	3,58,053	417.00	27-Oct-16	3,58,053	5,53,991
November 2016	434.55	01-Nov-16	27,040	343.50	21-Nov-16	92,490	6,69,138
December 2016	378.00	01-Dec-16	24,771	344.00	26-Dec-16	26,515	1,55,465
January 2017	375.30	25-Jan-17	21,278	349.05	30-Jan-17	1,70,458	5,68,197
February 2017	368.00	02-Feb-17	1,86,131	341.15	16-Feb-17	33,446	16,32,180

Source: www.bseindia.com, www.nseindia.com

The Board of our Company has approved the Issue at their meeting held on October 27, 2016. The high and low prices of our Company's shares as quoted on the BSE and NSE on October 28, 2016, the day on which the trading happened immediately following the date of the Board meeting is as follows:

Date	Volume (Nos.)	High (₹)	Low (₹)
BSE			
October 28, 2016	3,633	438.50	422.20

Date	Volume (Nos.)	High (₹)	Low (₹)
NSE			
October 28, 2016	37,367	433.50	420.00

Source: www.bseindia.com, www.nseindia.com

The closing market price of our Equity Shares as on March 24, 2017, the trading day immediately prior to the date of this Letter of Offer was ₹ 409.55 on BSE and ₹ 410.65 on NSE.

SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions taken by statutory/regulatory authorities; (iii) indirect and direct tax proceedings; (iv) material litigation(s) involving our Company, our Directors, our Promoter, our Subsidiaries, our Group Companies and our Joint Ventures and (v) any litigation involving our Company, our Directors, our Promoter, our Subsidiaries, our Group Companies and our Joint Ventures or any other person whose outcome could have a material adverse effect on the operations or financial position of our Company.

Our Board, vide circular resolution dated November 27, 2015, adopted a “Policy for Determining Materiality for Disclosures” (“**Materiality Policy**”). Further, our Board, vide resolution dated January 11, 2017, has adopted a “Policy for Identification of Group Companies and Material Creditors” (“**Materiality Policy for Group Companies and Material Creditors**”).

As per the Materiality Policy, for the purposes of (iv) above, all the outstanding litigation(s) involving our Company, where the amounts involved in such litigation exceed 20% of the gross turnover, revenue, total income or net worth of our Company, whichever is lower (as per the audited consolidated financial statements for the Fiscal 2016 of our Company for the Fiscal 2016), are considered material by our Board.

All outstanding litigation(s) involving our Promoter, where the amount involved in such litigation exceeds ₹4,163 crore is considered material by our Promoter and have been disclosed in this section.

Further, all outstanding litigation(s) involving our Subsidiaries and our unlisted Group Companies, where the amounts involved in such litigation exceed 20% of the gross turnover, revenue, total income or net worth of our Company, whichever is lower (as per the audited consolidated financial statements for the Fiscal 2016 of our Company for the Fiscal 2016) are considered material by our Board and have been disclosed in this section. All outstanding litigations involving our listed Group Companies which are considered material as per their respective materiality policies adopted as per the SEBI Listing Regulations, have been disclosed in this section.

All outstanding litigation(s) involving our Directors, an adverse outcome of which would materially and adversely affect the reputation, operations or financial position of our Company are considered material by our Board and have been disclosed in this section. In addition to the above, all outstanding public interest litigation(s) involving our Company, our Directors, our Promoter, our Subsidiaries, our Group Companies and our Joint Ventures have been disclosed in this section.

Accordingly, the materiality threshold for (i) our Company, our Subsidiaries and our unlisted Group Companies is ₹1,652.32 million (i.e. 20% of the revenue of our Company as at March 31, 2016, which is ₹8,261.62 million, as per the audited consolidated financial statement of our Company for the Fiscal 2016); and (ii) for our Promoter is ₹41,630 million.

Except as given in this section, there are no proceedings initiated against our Company and our Directors for economic offences or adverse findings against any persons/entities connected with our Company as regards non-compliance with securities laws.

As per the Materiality Policy for Group Companies and Material Creditors, outstanding dues to creditors in excess of 10 per cent of the total trade payables for the recent restated financial period are to be considered material outstanding dues. Accordingly, our Board has determined the outstanding dues in excess of ₹206.31 million to be material dues as per the Restated Standalone Financial Information of our Company for the six-month period ended September 30, 2016 and the same has been disclosed in this section. Further, all outstanding dues have been disclosed in a consolidated manner in this section.

All terms defined in a particular litigation are for that particular litigation only.

Pre-litigation notices: Notices received by our Company, our Directors, our Promoter, our Subsidiaries, our Joint Venture or our Group Companies, from third parties (excluding statutory/regulatory/tax authorities or notices threatening criminal action) shall, not be evaluated for materiality until such time that our Company, our Directors, our Promoter, our Subsidiaries, our Joint Venture or our Group Companies are impleaded as defendants in litigation proceedings before any judicial forum;

Litigation involving our Company

Litigation against our Company

A. Criminal Proceedings

1. Rajendra Kumar Kalicharan Verma (the “**Complainant**”) filed a criminal complaint (1055 of 2010) on December 14, 2010 against our Company, our Directors, several employees of our Company and Kishor K. Chakraboty and his family (“**Accused**”) before the court of Judicial Magistrate First Class, Pimpri (“**JMFC**”) praying for issuance of process against the accused for committing offences under sections 406, 420, 441, 452, 467, 468, 504 and 506 read with section 34 of the Indian Penal Code (“**Complaint**”). The Complainant paid our Company ₹ 25,000 on April 4, 2007 to book a flat at Mahindra Royale, Pune and was issued a receipt for the same. The Complainant alleged that the said flat had been sold to Kishor K. Chakraboty and he was occupying the flat. Our Company claimed that the Complainant’s booking was cancelled because he did not fulfil the documentary requirements and did not pay the balance amount when the payment was due. The JMFC, vide order dated September 20, 2012, held that the matter should be sent for further investigation. This Complaint is currently pending. The Complainant also filed a criminal revision petition (525 of 2011) dated October 17, 2011, before the District Court, Pune. The District Court, Pune upheld the order passed by the JMFC and held that it did not require any interference. The criminal revision was accordingly rejected.

B. Actions by statutory/regulatory authorities

1. Our Company received a letter bearing number ROC/IPC/LB/C79499372/3687 dated October 21, 2016 along with the investor complaint form filed by Mr. Abhishek Modak (the “**Investor**”) seeking clarification from our Company relating to a contribution of ₹ 1,00,00,000 made by our Company to a political party (the “**Contribution**”) in the Fiscal 2014 (“**Complaint**”). Our Company, vide our reply dated November 15, 2016, provided justification with respect to clarification sought by the Investor (“**Reply**”). Subsequent to the reply, our Company has not received any further correspondence in this matter.
2. Owners of apartments of six building at Great Eastern Garden, LBS Marg, KanjurMarg (West) (“**Property**”), vide a common letter dated February 27, 2017 (“**Letter**”) addressed to the BSE Limited and National Stock Exchange of India Limited (“**NSE**”) (together as “**Stock Exchanges**”) alleged that the investor presentation dated February 22, 2017 uploaded by our Company on our website included the Property as a forthcoming project or land bank. Further, the said apartment owners alleged that our Company had rights only under a project management agreement with the erstwhile owners, i.e. Great Eastern Shipping Company Limited (“**G.E. Shipping**”), which expired in the year 2014. The NSE, vide their letter dated March 9, 2017, directed our Company to provide clarification in the matter. Our Company, vide its letter dated March 10, 2017, stated that the contentions made in the Letter are incorrect and clarified to the Stock Exchanges that G.E. Shipping has rights to carry out construction on the Property and has necessary approvals for the same. Our Company further stated that we have a valid and subsisting project management agreement with G.E. Shipping.

Litigation involving our Promoter

Litigation by our Promoter

A. Criminal Proceedings

1. Our Promoter filed a criminal miscellaneous application (92 of 2014) before the Judicial Magistrate First Class at Mehkar (“**JMFC**”) against M/s Shobha Automobiles (“**Accused**”) alleging that the products seized by the office of the inspector of legal metrology, Buldhana were counterfeit products. Our Promoter filed a reply dated April 9, 2012 to the Accused demanding to know the source of the counterfeit products and packaging. The verification process was completed on July 20, 2016 by the JMFC and the matter has been reserved for further orders. The matter is currently pending.

2. Our Promoter filed a criminal complaint (47 of 2014) against Shahare Automobiles (“**Accused**”) before the magistrate court at Arjuni Morgaon, Goa alleging that the Accused was selling counterfeit products which resembled the automobile parts manufactured originally by our Promoter. An order dated July 3, 2014 under section 153(6) CrPC was passed by the magistrate court, asking for investigation by the police. The matter is currently pending.
3. There are 114 proceedings filed by our Promoter under section 138 of the Negotiable Instruments Act, 1881 relating to dishonour of cheques received from the clients in various courts. The aggregate of claim amounts filed by our Promoter is approximately ₹ 545.62 million.

Litigation against our Promoter

A. Criminal Proceedings

1. Hari Tractors through its partner Satyender Sachdeva (“**Complainant**”) filed a criminal complaint (136 of 2004) against our Promoter, its then managing director, and six others (“**Accused**”) alleging that six cheques had been stolen from his office by the Accused (“**Complaint**”). The Accused have filed a criminal revision petition (10184/M of 2005) before the High Court of Punjab and Haryana to quash the complaint (“**Petition**”). Pursuant to the petition, the managing director’s name has been dropped from this matter and our Promoter shall be represented through its company secretary. Further, a stay has been granted for the Complaint till the matters filed by our Promoter under the Negotiable Instruments Act, 1881 relating to dishonor of cheques which are pending at 28 Esplanade Court, Mumbai (2002SS of 2004, 2004SS of 2004, 2650SS of 2004 and 2651SS of 2004) have been decided. The Petition is currently pending.
2. Rajarajan & Sons through its partner K Rajarajan (“**Complainant**”) filed a criminal complaint (154 of 2016) (“**Complaint**”) against HDFC Bank Limited and our Promoter (“**Accused**”) alleging that HDFC Bank had defrauded the Complainant by forging the blank cheques entrusted to them as a part of an agreement entered into by the Complainant and the Accused to open an Inventory Funding (Finance) Account. Our Promoter filed a quashing petition (number 4393 of 2017) before the High Court at Madras (“**Court**”) against the Complaint, pursuant to which an order of interim stay was passed by the Court on March 6, 2017, by which all proceedings under the Complaint were stayed. The matter is currently pending.
3. Ravishankar Bhanvarlal Sharma (“**Complainant**”) filed a consumer complaint (60 of 2015) before the District Consumer Redressal Commission, Ahmedabad against our Promoter, its directors and other employees (“**Accused**”) alleging that the Mahindra Rexton RX7 which he had bought was faulty. The Complainant also filed a special criminal application (5575 of 2015) which was followed by registering of a first information report (I-147 of 2015) (“**FIR**”) against the Accused at the Chhani police station, Vadodara. Further, four out of the six Accused filed a criminal miscellaneous application (18920 of 2015) at the High Court of Gujarat pursuant to which, a stay was granted against the proceedings under the FIR. The matter is currently pending.
4. The Legal Metrology Inspector (“**Complainant**”) filed a criminal complaint (74/OA/LMA of 2016) against our Promoter and Mahindra Automobile Distributer Private Limited (“**Accused**”) before the Magistrate court, Goa. The Complainant had issued a notice to the Accused stating that they had violated the Legal Metrology Rules, 2011 by not mentioning the maximum retail price and packing date on the packaging (“**Notice**”). The Accused had replied to the Notice stating that it was optional to state the packing date and that the required notifications are present on the outer box, and not the inner pouch. The Controller of Legal Metrology was dissatisfied with the explanation and asked the Accused to compound the offence, which was challenged by the Accused before the Secretary, Legal Metrology, Goa. The matter is currently pending.

B. Other material pending litigation

1. Ankush Environmental Protection Organisation filed a writ petition (WP number 3575/2010) dated November 27, 2016 against our Promoter and other three-wheeler manufacturers (“**Respondents**”) before the Andhra Pradesh High Court praying for a writ of mandamus with the direction of declaring

the action of Respondents in permitting the owners of the three-wheeler vehicles to seat 18 passengers as illegal. The interlocutory application was heard on June 1, 2016. The matter is currently pending.

2. Mega City Debris Truck Welfare Association (“**Petitioner**”) filed a PIL (PIL number 50/2015) dated February 24, 2015 against our Promoter before the Bombay High Court alleging that the special types of vehicles manufactured by our Promoter have not been controlled volume wise and that the volume to be loaded has not been fixed by our Promoter. The Petitioner has prayed that our Promoter and other manufacturers of special vehicles be restrained from manufacturing the special vehicles till the authorities fix specific size of the body. The matter is currently pending.

C. Actions by statutory/regulatory authorities

1. Our Promoter received three notices dated January 5, 2012, February 27, 2012, and August 3, 2015, (the “**Notices**”) from the Legal Metrology authorities (“**LMA**”) under the Legal Metrology Act, 2009, the Legal Metrology (Packaged Commodities) Rules, 2011 and the National Standards Rule, 2011 (together the “**LM Act and Rules**”) which state that our advertisements have violated several provisions of the LM Act and Rules. Our Promoter, vide its interim replies, have sought the compounding amount. The matters under the are currently pending.
2. Our Promoter received three notices dated February 17, 2014, March 16, 2015 and March 27, 2015 (the “**notices**”) from the Chief Agricultural Officer under the Insecticides Act, 1968 which state that the insecticides marketed by our Promoter have been misbranded. Our Promoter, vide its replies, have stated that as the marketer of the products, it is not liable for any manufacturing defect and the same is the sole responsibility of the manufacturer. The matters are currently pending.
3. Our Promoter received a notice under the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952 dated April 16, 2008 which stated that provident fund contribution for trainees had not been paid. The matter is currently pending.
4. Our Promoter received a notice dated July 11, 2016 from Municipal Corporation, Amravati, which demanded payment of advertisement tax for the period of February, 2013 to March, 2017. Our Promoter, vide its reply, has denied all liability. The matter is currently pending.
5. Our Promoter received a notice dated August 10, 2016, from the inspector of the Security Guard Board under the Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act, 1981 (the “**PSG Act**”) which stated that our Promoter was not fulfilling the obligations that were to be fulfilled by a registered principal employer. Our Promoter, vide its reply, stated that the security guards were hired through an agency which has applied for exemption from the schemes under the PSG Act and thus, there was no non-compliance. The matter is currently pending.
6. The Competition Commission of India (“**CCI**”) passed an order dated August 25, 2014 under the Competition Act, 2002, penalising our Promoter and 13 other automotive manufacturers for non-availability of their respective automobile spare parts in the open market. A penalty of ₹ 2,922.5 million was also imposed on our Promoter by the Order (“**Order**”). Aggrieved by the Order, our Promoter filed a writ petition (3 of 2011) before the High Court of Delhi, challenging the constitutional validity of the sections of the Competition Act, 2002, under which the Order was passed and the penalty was imposed (“**Petition**”). The High Court of Delhi stayed the operation of the Order until the disposal of the Petition. The hearing of the matter has been concluded and judgment is awaited.

Litigation involving our Directors

A. Criminal Proceedings

1. Prakash Porwal (“**Complainant**”) filed a first information report (“**FIR**”) (48 of 2011) dated June 6, 2011 with the Lonavala Gramin police against Arun Nanda and another (“**Accused**”) under section 341 of the Indian Penal Code. The Complainant alleged that on the instructions of the Accused, a gate had been put up on the resort’s property which prevented him from accessing his land. The matter is currently pending.

2. Narendra Loonkaran Jain (“**Complainant**”) filed a complaint (1651 of 2014) dated September 9, 2014 before the Metropolitan Magistrate, Ahmedabad against Mahindra Holidays and Resorts India Limited (“**MHRIL**”), Arun Nanda and some of the directors of MHRIL (“**Accused**”). The Complainant alleged that the Accused had committed criminal breach of trust and cheating because of the non-availability of special offer holidays that were sought by him. The Accused have made an application (4925 of 2014) dated November 14, 2014 to quash the complaints which have been admitted and a stay has been granted against the Complainant. The matter is currently pending.

Litigation involving our Subsidiaries

Litigation by Mahindra World City (Jaipur) Limited

A. Criminal Proceedings

1. Suresh Tanwar, an erstwhile employee of Mahindra World City (Jaipur) Limited (“**Complainant**”) filed a first information report (“**FIR**”) (366 of 2009) against Tejendra Singh (“**Accused**”) before the Bagru police station under sections 427 and 447 of the Indian Penal Code. It is alleged that the Accused was encroaching upon the bounded SEZ area and therefore, the Complainant took a car to the said land to remove the produce and clear it. The Accused and several other people took the car keys and caused considerable damage to the car. The additional chief judicial magistrate passed an order in the Accused’s favour. Mahindra World City (Jaipur) Limited filed a petition on February 8, 2011 so as to reverse the earlier order. The matter is currently pending.
2. Mahindra World City (Jaipur) Limited (“**Complainant**”) filed a first information report (“**FIR**”) (717 of 2009) against Bhanwar Lal and others (“**Accused**”) before the Bagru police station under sections 427 and 436 of the Indian Penal Code. It is alleged that the Accused put fire to the tents, destroyed pillars and cut the fence wires. The Additional Chief Judicial Magistrate-II court at Jaipur has taken cognizance of this matter. The matter is currently pending.

Litigation against Mahindra World City (Jaipur) Limited

A. Criminal Proceedings

1. Para Devi (“**Complainant**”) filed a criminal complaint (68 of 2010) against Suresh Tanwar and others (“**Accused**”) before the Additional Chief Judicial Magistrate-II at Jaipur under sections 323, 341, 354 and 509 of the Indian Penal Code alleging that the Accused had entered her house and had asked her to vacate it as her house was situated on the land transferred by Jaipur Development Authority to Rajasthan State Industrial Development and Investment Corporation which was further transferred to Mahindra World City (Jaipur) Limited (“**Complainant**”). The Accused claimed that the Complainant are encroaching on their land and a first information report (“**FIR**”) has been filed at Bagru police station under sections 143, 323, 354, 379, 427, 435, 447 and 448 of the Indian Penal Code against them. Further, cognizance of the Complaint has been taken, pursuant to which, the Accused filed a petition under section 482 of the CrPC to quash the criminal complaint. The matter is currently pending.

B. Actions by Statutory and Regulatory Authorities

1. Mahindra World City (Jaipur) Limited (“**MWCJL**”) received a demand notice dated January 27, 2016 from the Jaipur Development Authority (“**JDA**”) regarding payment of lease along with interest thereon for the period from September 27, 2006 to March 31, 2014 on the land leased by Rajasthan State Industrial Development and Investment Corporation Limited (“**RIICO**”) to MWCJL in Mahindra World City, Jaipur. The notice was for an amount of ₹ 3,217.94 million. MWCJL has paid ₹ 45.08 million towards the lease calculated in accordance with the relevant provisions, statutes and representations on the subject. MWCJL is of the opinion that as of date, it is not in arrears of any amounts. The matter is currently pending.

Litigation involving our Group Companies

Litigation by Mahindra Holidays and Resorts India Limited

A. Criminal Proceedings

1. There are three proceedings filed by Mahindra Holidays and Resorts India Limited under section 138 of the Negotiable Instruments Act, 1881 relating to dishonour of cheques received from the vendors in various courts. The aggregate of claim amounts filed by Mahindra Holidays and Resorts India Limited is approximately ₹ 1.62 million

Litigation against Mahindra Holidays and Resorts India Limited

A. Criminal Proceedings

1. Narendra Loonkaran Jain (“**Complainant**”) filed a complaint (1651 of 2014) on September 9, 2014 against Mahindra Holidays and Resorts India Limited (“**Accused**”) and others alleging offences under section 406 and 420 read with 120B of the Indian Penal Code, 1860 (“**IPC**”) before the Metropolitan Magistrate. The Metropolitan Magistrate passed an order dated September 30, 2014 and issued summons to the Accused dated October 10, 2014 (“**Impugned Order**”). The Accused filed a petition (4925 of 2014) dated November 14, 2014 praying to quash the Impugned Order and to put stay on further proceeding. The High Court of Gujarat passed an interim order granting relief to the Accused. The matter is currently pending.
2. Shashi Kumar Mohata (“**Complainant**”) filed a criminal enquiry (91 of 2008) against Mahindra Holidays and Resorts India Limited (“**Accused**”) and three others alleging offences under sections 406, 409, 420, 204 read with 108 and 120B of the Indian Penal Code, 1860 (“**IPC**”) before the Metropolitan Magistrate (“**Complaint**”). The Metropolitan Magistrate dismissed the Complaint (“**Order**”). The Complainant filed a criminal revision petition (96 of 2014) before the Ahmedabad city session court praying that the Order be quashed. The Accused filed a reply alleging that the Complainant was not entitled to enjoy his membership as he had not completed the requisite steps and as a result had ceased to be a member. The Accused also alleged that the Complainant’s application was not maintainable as the appropriate remedy was available before the civil court by way of a civil suit and not before a criminal court. The matter is currently pending.

B. Civil Proceedings

1. The sub-collector, Devikulam issued an order dated July 3, 2007, cancelling the assignment of land underlying the resort owned by Mahindra Holidays and Resorts India Limited (“**MHRIL**”) at Munnar, stating that the said land could not be used for any commercial purposes (“**Order**”). An appeal was filed against the Order by the MHRIL before the Commissioner of Land Revenue, Trivandrum, which was dismissed by an order dated November 22, 2007. MHRIL has filed a writ petition (36643 of 2007) dated December 10, 2007 before the High Court of Kerala at Ernakulam. An order granting an interim stay on all proceedings was passed by the High Court of Kerala at Ernakulam on December 13, 2007. The matter is currently pending.
2. The Collector, Pune, issued an order dated November 30, 2013 cancelling the non-agricultural status of the land underlying the resort owned by Mahindra Holidays and Resorts India Limited (“**MHRIL**”) at Tungi, Lonavala (“**Order**”). MHRIL filed an appeal dated December 16, 2013 before the Additional Divisional Commissioner, Pune challenging this Order which has been dismissed. The Plaintiff has filed a civil suit (1341 of 2015) dated August 27, 2015 before the Civil Court at Lonavala against the State of Maharashtra seeking a declaration that the order of cancellation passed by the Collector is not enforceable and that the order passed by the Additional Divisional Commissioner is bad in law. The matter is currently pending.
3. The Collector, Solan, issued a show cause notice dated November 29, 2013 to an erstwhile subsidiary of Mahindra Holidays and Resorts India Limited (“**MHRIL**”) stating that it had transferred land to MHRIL in violation of the Himachal Pradesh Tenancy and Land Reforms Act, 1972 (“**Act**”). The erstwhile subsidiary filed its reply in March 2014 stating that the MHRIL had purchased its entire shareholding in the year 2012, and hence there was no transfer of property in violation of the Act. The erstwhile subsidiary has now merged with MHRIL. The matter is currently pending.

Litigation by Mahindra Logistics Limited

A. Criminal Proceedings

1. There are three proceedings filed by Mahindra Logistics Limited under section 138 of the Negotiable Instruments Act, 1881 relating to dishonour of cheques received from the clients in various courts. The aggregate of claim amounts filed by Mahindra Logistics Limited is approximately ₹ 16.90 million.

Litigation by EPC Industrie Limited

A. Criminal Proceedings

1. EPC Industrie Limited (“**Complainant**”) filed a first information report bearing number 315 of 2015 at Nashik police station alleging that Paresb Prahlaa Kharat (“**Accused**”) had committed acts of cheating, criminal breach of trust and misappropriation and siphoning of funds belonging to the Complainant and the farmers. The Accused was coordinating the sale of agricultural products in Gujarat. The Complainant noticed that the Accused was unlawfully depositing the amounts received from the farmers into his personal account. The matter is currently pending.

Litigation against EPC Industrie Limited

B. Actions by Statutory and Regulatory Authorities

1. One of our Group Companies, EPC Industrie’ Limited (“EPCIL”) had filed a consent application dated February 26, 2011 (re-submitted on September 30, 2011) with SEBI as per the guidelines laid down in circular bearing number EFD/ED/Cir-1/2007 dated April 20, 2007, requesting for compounding and condonation of delay in complying with certain continual disclosure requirements in terms of the erstwhile Takeover Regulations (“**Consent Application**”).

Regulation	Due Date of Compliance	Actual Date of Compliance	Delay
8(3) of the SAST Regulations, 1997	April 30, 2003	February 8, 2004	284 Days
8(3) of the SAST Regulations, 1997	April 30, 2005	September 21, 2005	144 Days

The aforementioned delay relates to annual and other continual disclosure requirements under regulation 8(3) and regulation 7(3) of the erstwhile Takeover Regulations in respect of shares held by the erstwhile promoters of EPCIL. Regulation 7(3) of the Takeover Regulations requires the disclosure of the aggregate shareholding of any person who has acquired shares in terms of regulation 7(1A) to the stock exchanges where the securities of the company are listed within a period of seven days, and regulation 8(3) requires annual disclosures to be made to the stock exchanges. EPCIL stated that it had complied with the requirements of regulation 8(3) of the Takeover Regulations on February 8, 2004 and September 21, 2005. Subsequent to the filing of the Consent Application, EPCIL had submitted revised settlement terms on January 23, 2012, with SEBI and had proposed a settlement amount of ₹ 0.13 million. However, the revised settlement terms were not agreeable to SEBI, and a letter communicating the rejection of the Consent Application was issued by SEBI on September 6, 2012. Subsequently a show cause notice dated November 27, 2013 (“**SCN**”) was issued by SEBI to EPCIL under Rule 4 of the SEBI (Procedure for Holding Enquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, read with Section 15-I of the Securities and Exchange Board of India Act, 1992 in connection with the alleged violation/non-compliance. EPCIL received the disclosure under regulation 7(1)(A) of the Takeover Regulations from Garuda Plant Products Limited (“**GPCL**”), the erstwhile promoters of EPCIL, on January 2, 2014 (“**Disclosure**”). Immediately upon receipt of the Disclosure, EPCIL, vide its letter dated January 2, 2014 (“**Letter**”), intimated the stock exchange of the receipt of the Disclosure and complied with the requirements of regulation 7(3) of the Takeover Regulations. In response to the SCN, EPCIL filed a revised consent application dated January 8, 2014 before SEBI (“**Consent Application-II**”). SEBI, vide its letter dated February 10, 2014 (“**Letter**”), returned the Consent Application-II, stating that “No application for settlement of any specified proceedings shall be considered if an earlier application with regard to the same alleged default had been rejected”. EPCIL, vide reply dated March 4, 2014, responded

to the Letter, and made submissions for consideration by SEBI (“**Reply**”). No response has been received by EPCIL from SEBI on this Reply. SEBI, vide its letter dated December 14, 2016, directed EPCIL to attend a personal hearing on January 12, 2017. EPCIL, vide its email dated January 9, 2017, requested for an adjournment and SEBI vide its email dated January 10, 2017 has accepted the request and has indicated that the next date would be communicated in due course.

Litigation by Mahindra Consulting Engineers Limited

A. Criminal Proceedings

1. There is a proceeding filed by Mahindra Consulting Engineers Limited under section 138 of the Negotiable Instruments Act, 1881 relating to dishonour of the cheque received from a party in XVII Metropolitan Magistrate, Saidapet. The claim amount filed by Mahindra Consulting Engineers Limited is ₹ 5.00 million.

Litigation against Mahindra Consulting Engineers Limited

A. Criminal Proceedings

1. A criminal proceeding (CC number 14 of 2014) was filed before the Chief Judicial Magistrate, Puducherry (“**Final Report**”). While Mahindra Consulting Engineers Limited’s (“**MCEL**”) name did not appear in the first information report dated June 30, 2011 (“**FIR**”), its name was added to the Final Report. The Final Report was filed by deleting the accused originally mentioned in the FIR, i.e. Government servants and case against both public servants mentioned in the FIR were dropped. On account of MCEL’s name not being mentioned in the FIR and its name being added in the Final Report dated January 9, 2014 and there being no prima facie material placed for proceeding criminally against MCEL, it filed a criminal review petition under section 397 read with section 401 of the CrPC in the High Court at Madras, to discharge MCEL. The matter is currently pending.

Tax Proceedings

Except as disclosed below, there are no tax proceedings involving our Company, our Subsidiaries, our Joint Venture, our Promoter, our Directors or our Group Entities:

Name of Entity	Direct Tax Matters		Indirect Tax Matters	
	Number of cases	Amount involved (₹ in million)	Number of cases	Amount involved (₹ in million)
Company				
Our Company	16	112.39	15	129.14
Promoter				
Our Promoter	67	7,460.62	191	28,768.38
Subsidiaries				
Mahindra World City Developers Limited	6	134.72	2	432.19
Mahindra World City (Jaipur) Limited	4	86.72	2	10.41
Mahindra Water Utilities Limited	5	10.89	1	8.94
Mahindra Integrated Township Limited	2	3.85	1	Nil
Mahindra Residential Developers Limited	3	97.90	5	420.76
Group Companies				
Mahindra Holidays and Resorts India Limited	15	4830.41	22	1,110.18
Mahindra Logistics Limited	6	248.51	19	113.52
Bristlecone India Limited	5	54.50	1	16.80
Mahindra Susten Private	1	27.50	4	54.33

Name of Entity	Direct Tax Matters		Indirect Tax Matters	
	Number of cases	Amount involved (₹ in million)	Number of cases	Amount involved (₹ in million)
Limited				
EPC Industries Limited	1	33.63	3	21.07
Mahindra Consulting Engineers Limited	1	2.63	Nil	Nil

Outstanding dues to Creditors

As at September 30, 2016, our Company has one material creditor based on the Materiality Policy for Group Companies and Material Creditors adopted by our Board. Details of the dues owed to the material creditor are given below:

S. No.	Name of the creditor	Amount Outstanding (₹ in million)
1.	JMC Projects (India) Limited	310.59
	Total	310.59

As at September 30, 2016, there is no amount outstanding (excluding debit balance) and due to small scale undertakings by our Company. Details of material outstanding dues to creditors and details of outstanding dues to small-scale undertakings and other creditors are disclosed on our website at https://www.mahindralifespaces.com/media/newsevents_file/outstandin-07abff63dd1d588.pdf.

Further Confirmation

Except as disclosed above, there are no regulatory actions initiated/taken against our Company, any of our Subsidiaries, our Group Companies, our Promoter and our Directors in their individual capacities by various agencies/regulatory bodies. Further, except as disclosed above there are no show cause notices received by our Company, our Subsidiary, our Group Companies, our Promoter, or our Directors in their individual capacities (pending any investigation) for any regulatory lapse.

Change in accounting policies in the last three years

There has been no change in accounting policies in the last three years.

Material Developments

For details of material developments, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 418.

GOVERNMENT AND OTHER APPROVALS

Our Company and our Subsidiaries have received the necessary consents, licenses, permissions, registrations and approvals from the Government, various governmental agencies and other statutory and/ or regulatory authorities required for carrying out our present business activities and except as mentioned below, no further material approvals are required for carrying on our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Letter of Offer and in case of licenses and approvals, which have expired, we have either made an application for renewal or are in the process of making an application for renewal:

I. Incorporation details

1. Certificate of incorporation dated March 16, 1999 issued to Gesco Corporation Private Limited by the Registrar of Companies, Mumbai.
2. Certificate of change of name dated August, 25 1999 issued by the Registrar of Companies, Mumbai, pursuant to conversion to public limited company for change of name from 'Gesco Corporation Private Limited' to 'Gesco Corporation Limited'.
3. Fresh certificate of incorporation upon change of name dated December 24, 2002 issued by the Registrar of Companies, Mumbai, for change of name from 'Gesco Corporation Limited' to 'Mahindra Gesco Developers Limited'.
4. Fresh certificate of incorporation upon change of name dated October 25, 2007 issued by the Registrar of Companies, Mumbai, for change of name from 'Mahindra Gesco Developers Limited' to 'Mahindra Lifespace Developers Limited'.

II. Approvals in relation to the Issue

1. Resolution of our Board dated October 27, 2016, pursuant to section 62 of the Companies Act, authorizing the issue.
2. In-principle approval from the BSE dated February 1, 2017.
3. In-principle approval from the NSE dated January 31, 2017.
4. Letter bearing reference number FED.CO.FID.No6628/10.21.387/2016-17 dated January 5, 2017, received from the RBI, approving Rights Entitlement renounced by and to, person/entities outside India/resident in India.

III. Approvals in relation to our business

Approvals received:

1. The permanent account number of our Company is AAACG8904C.
2. The tax deduction account number of our Company is: Mumbai – MUMG05756C; Mumbai – MUMM47871F.
3. The service tax registration number of our Company is: Pune – AAACG8904CST002; Mumbai- AAACG8904CSD009, AAACG8904CST005; Hyderabad – AAACG8904CSD008; Delhi – AAACG8904CST006; Tamil Nadu – AAACG8904CST007, AAACG8904CSD010.
4. The tax payer identification number of our Company under the Maharashtra Value Added Tax Act, 2002 is 27920071998V.
5. The tax payer identification number of our Company under the Haryana Value Added Tax Act, 2003 is 06071944136.
6. The tax payer identification number of our Company under the Tamil Nadu Value Added Tax Act, 2006 is 33350620408.

7. The tax payer identification number of our Company under the Andhra Pradesh Value Added Tax Act, 2005 is 36769374055.
8. The tax payer identification number of our Company under the Central Sales Tax (Registration & Turnover) Rules, 1957 is 27920071998C.
9. The Importer- Exporter Code of our Company is 0303047852.

IV. Approvals in relation to our projects

Our Company and our Subsidiaries are required to obtain approvals, licenses and registrations from the concerned Central / State Government departments and other authorities for operating our projects. We apply for such approvals, licenses and registrations at the appropriate stage for each project and the same are granted to us by these government authorities subject to our compliance with the requirements under applicable laws. We apply for these material approvals depending on the stage each of the projects are in. Unless otherwise stated, these approvals or licenses are valid as of the date of this Letter of Offer and in case of licenses and approvals which have expired, we have either made an application for renewal or are in the process of making an application for renewal

An indicative list of the material approvals required by us to undertake our activities are as mentioned below:

Residential Projects

1. Karnataka

Name of the Project: Windchimes, Location: Bengaluru

- (a) Environment clearance bearing number SEIAA 29 CON 2014 dated January 2, 2015 issued by the State Level Environment Impact Assessment Authority, Karnataka to Mahindra Homes Private Limited for property situated at Arakere village, Begur Hobli, Bengaluru South taluk, Bengaluru Urban district.
- (b) Property document 7.12 extract dated October 21, 2016 issued by the Bruhat Bengaluru Mahanagara Palika to Mahindra Homes Private Limited for property situated at Arakere village, Begur Hobli, Bengaluru South taluk, Bengaluru Urban district.
- (c) Commencement certificate bearing number JDP (A) 25/2016-17 dated October 25, 2016 issued by the Bruhat Bengaluru Mahanagara Palika to Mahindra Homes Private Limited for property situated at Arakere village, Begur Hobli, Bengaluru South taluk, Bengaluru Urban district.

2. Maharashtra

Name of the Project: Happinest-Boisar, Location: Boisar, MMR

- (a) Environmental clearance bearing number SEAC 2013/CR-556/TC-2 dated September 30, 2014 issued by the State Level Environment Impact Assessment Authority, Maharashtra to our Company for residential project situated at survey numbers 50 and 51 at Kambal Gaon, Boisar, Thane.
- (b) Commencement certificate bearing number TJP/GP/PRADHIKARAN/181 dated July 28, 2014 issued by the Zilla Parishad, Thane to our Company for property situated at survey number 50/1, Kambal Gaon, Boisar, Thane.
- (c) Property document 7.12 extract dated December 7, 2016 issued by the Talathi, Palghar to our Company for property situated at survey number 50/1, Kambal Gaon, Boisar, Thane.

Name of the Project: Happinest, Location: Palghar, MMR

- (a) Property document 7.12 extract dated September 22, 2016 issued by the Talathi, Palghar to our Company for property situated at survey numbers 158 and 183-part, Nandare village.

Name of the Project: New Project, Location: Plot 'A' - Andheri, Mumbai, MMR

- (a) I.O.D bearing number CHE/WS/1499/K/337(NEW) dated June 14, 2016 issued by the Municipal Corporation of Greater Mumbai to our Company in relation to the proposed construction of a residential building number 1 situated on plot bearing city survey numbers 243B, 243C, 247, 247/1, 247/2, 247/3 and 248/1 of subplot A of Gundavali village, Andheri East.
- (b) I.O.D bearing number CHE/WS/1781/K/E/337(NEW) dated July 13, 2016 issued by the Municipal Corporation of Greater Mumbai to our Company in relation to the proposed construction of a residential building number 3 situated on plot bearing city survey numbers 243B, 243C, 247, 247/1, 247/2, 247/3, 248 and 248/1 of subplot A of Gundavali village, Andheri East.
- (c) I.O.D bearing number CHE/WS/1777/K/E/337(NEW) dated July 13, 2016 issued by the Municipal Corporation of Greater Mumbai to our Company in relation to the proposed construction of a residential building 1 situated on plot bearing city survey numbers 243B, 243C, 247, 247/1, 247/2, 247/3, 248 and 248/1 of subplot A of Gundavali village, Andheri East.
- (d) Commencement certificate bearing number CHE/WS/1781/K/337 dated October 28, 2016 issued by the Municipal Corporation of Greater Mumbai to our Company for proposed construction of building number 3 situated on plot bearing city survey numbers 243B, 243C, 247, 247/1, 247/2, 247/3, 248 and 248/1 of subplot A of Gundavali village, Andheri East.
- (e) Commencement certificate bearing number CHE/WS/1777/K/337 dated October 28, 2016 issued by the Municipal Corporation of Greater Mumbai to our Company for proposed construction of building number 2 situated on plot bearing city survey numbers 243B, 243C, 247, 247/1, 247/2, 247/3, 248 and 248/1 of subplot A of Gundavali village, Andheri East.
- (f) Commencement certificate bearing number CHE/WS/1499/K/337(N) dated October 28, 2016 issued by the Municipal Corporation of Greater Mumbai to our Company for proposed construction of building number 1 situated on plot bearing city survey numbers 243B, 243C, 247, 247/1, 247/2, 247/3, 248 and 248/1 of subplot A of Gundavali village, Andheri East.
- (g) Property document 7.12 extract dated August 23, 2013 issued by the Talathi, Gundavali to our Company for property situated at survey numbers 10B/1, 10B/2 and 10C of Gundavali village.
- (h) Environment clearance bearing number SEAC-2013/CR-431/TC-1 dated August 26, 2016 issued by the State Level Environment Impact Assessment Authority, Maharashtra to our Company for property situated at Gundavali village, Andheri East.

Name of the Project: Vivante, Location: Mumbai (MMR)

- (a) I.O.D bearing number CHE/WS/1447/K/337(NEW) dated November 5, 2015 issued by the Municipal Corporation of Greater Mumbai to our Company in relation to the proposed residential building number 1 situated on sub plot B of plot bearing city survey numbers 243A of Gundavali village, Andheri (East) Mumbai.
- (b) I.O.D bearing number CHE/WS/1298/K/337(NEW) dated November 5, 2015 issued by the Municipal Corporation of Greater Mumbai to our Company in relation to the proposed residential building number 2 situated on sub plot B of plot bearing city survey numbers 243A of Gundavali village, Andheri (East) Mumbai.
- (c) Property document 7.12 extract dated August 23, 2013 issued by the Tulathi, Gundavali to our Company for property situated at survey numbers 10B/1, 10B/2 and 10C of Gundavali village.
- (d) Environment clearance bearing number SEAC-2013/CR-431/TC-1 dated August 26, 2016 issued by the State Level Environment Impact Assessment Authority, Maharashtra to our Company for property situated at Gundavali village, Andheri East.

Name of the Project: Eminent-Commercial, Location: Mumbai (MMR)

- (a) I.O.D bearing number CHE/9608/BP(WS)/AP dated October 24, 2008 issued by Building Proposals, (WS) P/S to our Company for proposed construction of welfare building situated on plot bearing city survey number 899/C of Pahadi village, Goregaon West.
- (b) Commencement certificate bearing number CHE/9608/BP(WS)/AP/ dated May 2, 2009 issued by the Municipal Corporation of Greater Mumbai to our Company for proposed construction of welfare center and commercial building situated on plot bearing city survey number 899/C of Pahadi village, Goregaon West.
- (c) Environment clearance bearing number SEIAA-2015/CR.48/TC-3 dated July 16, 2015 issued by the State Level Environment Impact Assessment Authority, Maharashtra to our Company for proposed construction situated at city survey numbers 899/A to 899/E and 899/G of Pahadi village, Goregaon West.
- (d) Property card dated July 14, 2015 issued by the Land Survey Office, Goregaon to our Company for property situated at city survey number 899/C of Pahadi village, Goregaon West.

Name of the Project: New Project, Location: Kandivali, Mumbai (MMR)

- (a) Property card dated September 5, 2015 issued by the City Survey Office, Goregaon to Mahindra and Mahindra Limited for property situated at city survey number 168-A of Akruli village, Kandivali (East) Mumbai.
- (b) I.O.D bearing number EB/CE/A-2300 BS/AR dated July 21, 2009, issued by Building Proposals, (WS) R/S to Mahindra and Mahindra Limited for proposed construction of high rise residential building situated at city survey number 168-A of Akruli village, Kandivali (East), Mumbai.
- (c) Joint development agreement dated October 6, 2010 executed between Mahindra and Mahindra Limited and our Company for development of property situated at plot bearing city survey number 168-A of Akruli village, Kandivali (East) and plot bearing city survey number 168-B of Akruli village, Kandivali (East), Mumbai.
- (d) Occupation certificate bearing number CHE/A-4988/BP(WS)/AR dated June 1, 2015 issued by the Municipal Corporation of Greater Mumbai to Mahindra and Mahindra for building situated at plot bearing city survey number 168-B of Akruli village, Akruli road, Kandivali (East), Mumbai.

Name of the Project: New Project, Location: Sakinaka, Mumbai (MMR)

- (a) Property card dated September 23, 2016 issued by Land Survey Officer, Kurla to our Company for property situated at city survey number 95, 95/1 to 95/5 of village Saki.

Name of the Project: Bloomdale, Location: Nagpur

- (a) Part occupancy certificate bearing number MADC/MIHA/BP/65/426 dated June 1, 2015 issued by Maharashtra Airport Development Company Limited for property situated on plot number 4, sector 21, MIHAN notified area, Nagpur.
- (b) Development agreement dated October 13, 2010 entered into between Maharashtra Airport Development Company Limited and Mahindra Bebanco Developers Limited for property situated in Khapri village, MIHAN notified area, Nagpur.
- (c) Environment clearance bearing number 27- 197/2007-IA. III dated May 9, 2008 issued by the Ministry of Environment and Forests, Government of India to Maharashtra Airport Development Company Limited property situated in MIHAN notified area, Nagpur.

Name of the Project: Serenes, Location: Alibaug

- (a) Property document 7.12 extract dated June 4, 2015 issued by the Talathi, Alibaug to our Company for property situated at survey numbers 1681 and 1681/1 – 1681/46, Nagaon village, Alibaug.

Name of the Project: Antheia, Location: Pune

- (a) Commencement certificate bearing number BP/PIMPRI/69/2016 dated November 7, 2016 issued by the Pimpri Chinchwad Municipal Corporation to our Company for property situated at survey number 6017, Pimpri.
- (b) Property card dated July 22, 2016 issued by the City Survey Office, Pimpri to our Company for property situated at city survey number 6017, Pimpri.
- (c) Environment clearance bearing number SEAC-2011/CR-807/TC2 dated June 7, 2012 issued by the State Level Environment Impact Assessment Authority, Maharashtra to our Company for property situated at city survey numbers 6017, 6017/1, 6017/2, 6017/3, part 6018, 6020/4, Waghere, Pimpri.

Name of the Project: L'artista, Location: Pune

- (a) Commencement certificate bearing number CC/1563/16 dated September 8, 2016 issued by the Pune Municipal Corporation to our Company for property situated at survey numbers 67B/4A and 67B/5A, Gorpadi village, Pune.
- (b) Property document 7.12 dated April 20, 2015 issued by the Talathi, Gorpadi to our Company for property situated at survey numbers 67B/4A and 67B/5A, Gorpadi village, Pune.

Name of the Project: New Project, Location: Pimpri, Pune

- (a) Commencement certificate bearing number BP/PIMPRI/04/2016 dated January 12, 2016 issued by the Pimpri Chinchwad Municipal Corporation to our Company for property situated at city survey number 5758(A), Pimpri.
- (b) Property card dated October 14, 2013 issued by City Survey Office, Pimpri to our Company for property situated at city survey number 5758(A), Pimpri.

3. Tamil Nadu

Name of the Project: Happiest-Avadi, Location: Chennai

- a. Partial completion certificate bearing number EC/N-II/145/2016 dated April 20, 2016 issued by the Chennai Metropolitan Development Authority to our Company for property situated at block number 84, ward number 1 of Paruthipattu village, Chennai.
- b. Environment clearance bearing number SEIAA/TN/F.544/EC/(8a)/A/2012 dated February 8, 2016 issued by the State Level Environment Impact Assessment Authority, Tamil Nadu to our Company for property situated at Paruthipattu village, Poonamallee taluk, Thiruvallur district.
- c. Property card dated August 1, 2012 issued by the Deputy Tehsildar of Puvirundavalli, Avadi to our Company for property situated at city survey number 90/1, Avadi.

Name of the Project: Nova, Location: Chennai

- (a) Fire license certificate bearing number 282/2016 dated September 26, 2016 issued by the Director, Fire and Rescue Services, Tamil Nadu to Mahindra Integrated Township Limited for residential building situated at P-21, second avenue, Mahindra World City, Chengalpet Taluk, Kancheepuram district.
- (b) Lease deed dated March 7, 2007 between Mahindra World City Developers Limited and Mahindra Integrated Township Limited for property situated in Paranur, Thenmelpakkam, Hanumanthai and Veerapuram villages, Chengalpet Taluk, Kancheepuram district.

- (c) Approval for electrical installations bearing number 115/187/1/2016-RIO/1644 dated February 3, 2016 issued by the Regional Inspectorial Organisation (South), Central Electricity Authority to Mahindra Integrated Township Limited for property situated at plot number 21, second avenue, Mahindra World City, Chengalpet Taluk, Kancheepuram district.
- (d) Environment clearance bearing number SEIAA-TN/F-592/EC(8a)/221/2012 dated October 4, 2013 issued by State Level Environment Impact Assessment Authority, Tamil Nadu to Mahindra Integrated Township Limited for property situated at Paranur village, Chengalpet Taluk, Kancheepuram district.

Name of the Project: Aqualily, Location: Chennai

- (a) Fire license certificate bearing number 251/2014 dated October 1, 2014 issued by the Director, Fire and Rescue Services, Tamil Nadu to Mahindra Residential Developers Limited for the multistoried residential building situated at plot numbers 33, 34 and 35, Mahindra World City, Chengalpet Taluk, Kancheepuram district.
- (b) Completion certificate dated March 31, 2016 issued by Edifice Consultants Private Limited to Mahindra Residential Developers Limited for Aqualily Project Phase 2C-1 property situated in Mahindra World City, Chengalpet Taluk, Kancheepuram district
- (c) Approval for electrical installations bearing number 115/223/8/2016-RIO/8301 dated August 17, 2016 issued by the Regional Inspectorial Organisation (South), Central Electricity Authority to Aqualily-Mahindra Residential Developers Limited for property situated at plot number 33, 1st cross road, 1st main road, Mahindra World City, Chengalpet Taluk, Kancheepuram district
- (d) Approval for electrical installations bearing number 115/223/8/2016-RIO/2308 dated February 27, 2014 issued by the Regional Inspectorial Organisation (South), Central Electricity Authority to Aqualily-Mahindra Residential Developers Limited for property situated at Block A, Unit-II, 2nd floor, 2nd avenue, Mahindra World City, Chengalpet Taluk, Kancheepuram district
- (e) Deed of transfer of lease dated July 9, 2008 between Mahindra Integrated Township Limited, Mahindra Residential Developers Limited and Mahindra World City Developers Limited for property situated at Hanumanthai and Thenmelpakkam villages in Mahindra World City, Chengalpet Taluk, Kancheepuram district.
- (f) Deed of transfer of lease dated May 14, 2009 between Mahindra Integrated Township Limited, Mahindra Residential Developers Limited and Mahindra World City Developers Limited for property situated at Hanumanthai and Thenmelpakkam villages in Mahindra World City, Chengalpet Taluk, Kancheepuram district.
- (g) Environment clearance bearing number SEIAA/TN/F.1016/EC/8(b)/485/2016 dated August 8, 2016 issued by State Level Environment Impact Assessment Authority, Tamil Nadu to Mahindra Residential Developers Limited for property situated at Hanumanthai and Thenmelpakkam villages in Mahindra World City, Chengalpet Taluk, Kancheepuram district.

Name of the Project: New Project, Location: MWCC

- (a) Lease deed dated March 7, 2007 between Mahindra World City Developers Limited and Mahindra Integrated Township Limited for property situated in Paranur, Thenmelpakkam, Hanumanthai and Veerapuram villages, Chengalpet Taluk, Kancheepuram district.

4. Haryana

Name of the Project: Luminaire, Location: Gurgaon (NCR)

- (a) Approval of fire-fighting scheme bearing number DFS/FA/2014/103/52383 dated November 11, 2014 issued by the Director, Fire Service, Haryana to Base Exports Builders Limited for proposed construction of our project situated at sector 59, Gurgaon.

- (b) Deed of Undertaking dated July 14, 2006 between Base Exports Private Limited, Aspirant Builders Private Limited, BTS Buildwell Private Limited, Ornamental Realtors Private Limited and Adson Software Private Limited for licensing property situated at sector 59, Gurgaon for the purpose of setting up a group housing colony.
- (c) Environment clearance bearing number SEIAA/HR/2014/1046 dated August 6, 2014 issued by the State Level Environment Impact Assessment Authority, Haryana to Base Exports Private Limited for construction of a group housing project situated at sector 59, Gurgaon.
- (d) Collaboration agreement dated May 6, 2013 between Ireo Private Limited, Watsonia Developers Private Limited, Ornamental Realtors Private Limited, BTVS Buildwell Private Limited, Base Exports Private Limited, Adson Software Private Limited, Aspirant Builders Private Limited, Bulls Realtors Private Limited, Fiverivers Township Private Limited, Fiverivers Development Private Limited and Commander Realtors Private Limited for the joint development of the property situated at sector 59, Behrampur village, Sohna tehsil, Gurgaon by Watsonia Developers Private Limited and Ireo Private Limited.
- (e) Collaboration agreement dated February 11, 2014 between Ireo Private Limited, Mahindra Homes Private Limited, Ornamental Realtors Private Limited, BTVS Buildwell Private Limited, Base Exports Private Limited, Adson Software Private Limited and Aspirant Builders Private Limited for the joint development of the property situated at sector 59, Behrampur village, Sohna tehsil, Gurgaon by Mahindra Homes Private Limited and Ireo Private Limited.

5. **Telangana**

Name of the Project: Ashvita, Location: Hyderabad

- (a) Environmental clearance bearing number SEIAA/TS/RDD-59/2015-1528 dated October 26, 2015 issued by the State Level Environment Impact Assessment Authority, Andhra Pradesh to our Company for the proposed residential construction situated at land bearing survey number 78/2 and 78/3 of Hafeezpet village, Serilingampally mandal, Ranga Reddy district.
- (b) Partial Occupancy certificate bearing number 43775/29/09/2015/HO dated December 16, 2015 issued by Greater Hyderabad Municipal Corporation to our Company for the building situated at land bearing survey numbers 78/2 and 78/3 of Hafeezpet village, Serilingampally mandal, Ranga Reddy district
- (c) Development agreement dated May 15, 2010 between Om Metals Developers Private Limited and our Company for property situated at survey number 78/B of Hafeezpet village, Serilingampally mandal, Ranga Reddy district

Commercial Projects

1. **Tamil Nadu**

Name of the Project: Mahindra World City Developers Limited – SEZ, Location: Chennai

- (a) Consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 1885 dated May 6, 2003 issued by the Tamil Nadu Pollution Control Board to Mahindra Industrial Park Limited for property situated at Veerapuram, Thenmelpakkam, Akjur, Kunnavakkam, Hanumanthai, Paranur and Rajakulipettai villages, Chengalpattu taluk, Kancheepuram district.
- (b) Consent to establish under the Air (Prevention and Control of Pollution) Act, 1981 bearing order number 1840 dated May 6, 2003 issued by the Tamil Nadu Pollution Control Board to Mahindra Industrial Park Limited for property situated at Veerapuram, Thenmelpakkam, Akjur, Kunnavakkam, Hanumanthai, Paranur and Rajakulipettai villages, Chengalpattu taluk, Kancheepuram district.
- (c) Consent to establish under the Air (Prevention and Control of Pollution) Act, 1981 bearing order number 1840 dated September 6, 1999 for property situated at Veerapuram, Thenmelpakkam, Akjur, Kunnavakkam, Hanumanthai, Paranur and Rajakulipettai villages, Chengalpattu taluk, Kancheepuram district.

- (d) Consent to establish under the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 1885 dated September 6, 1999 issued by the Tamil Nadu Pollution Control Board to Mahindra Industrial Park Limited for property situated at Veerapuram, Thenmelpakkam, Akjur, Kunnavakkam, Hanumanthai, Paranur and Rajakulipettai villages, Chengalpattu taluk, Kancheepuram district
- (e) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 bearing order number 160824622303 dated November 15, 2016 issued by the Tamil Nadu Pollution Control Board to Mahindra World City Developers Limited for property situated at Veerapuram village, Chengalpattu taluk, Kancheepuram district.
- (f) Consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 160814622303 dated November 15, 2016 issued by the Tamil Nadu Pollution Control Board to Mahindra World City Developers Limited for property situated at Veerapuram village, Chengalpattu taluk, Kancheepuram district.
- (g) Environmental clearance bearing number SEIAA/TN/F.739/8(b)/EC-199/2013 dated August 20, 2013 issued by the State Level Environment Impact Assessment Authority, Tamil Nadu to Mahindra World City Developers Limited for property situated at Anjur, Itchankarani and Kunnavakkam villages, Chengalpattu taluk, Kancheepuram district.

2. **Rajasthan**

Name of the Project: Mahindra World City (Jaipur) Limited - SEZ, Location: Jaipur

- (a) Consent to establish under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/2985 dated May 19, 2015 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Bhamboriya and Kalwara villages, Sanganer tehsil, Jaipur district.
- (b) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/2987 dated May 19, 2015 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Bhamboriya village, Tehsil Sanganer, District Jaipur.
- (c) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/3079 dated September 28, 2015 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Bhamboriya and Kalwara villages, Sanganer tehsil, Jaipur district.
- (d) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/2626 dated April 10, 2014 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Kalwara village, Sanganer tehsil, Jaipur district.
- (e) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/2981 dated May 15, 2015 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Kalwara village, Sanganer tehsil, Jaipur district.
- (f) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/2527 dated January 6, 2014 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Bhamboriya and Kalwara villages, Sanganer tehsil, Jaipur district.
- (g) Consent to operate under the Air (Prevention and Control of Pollution) Act, 1981 and the Water (Prevention and Control of Pollution) Act, 1974 bearing order number 2015-2016/MUID/3924 dated April 1, 2016 issued by the Rajasthan State Pollution Control Board to Mahindra World City (Jaipur) Limited for property situated at Bhamboriya and Kalwara villages, Sanganer tehsil, Jaipur district.

- (h) Environment clearance bearing number F1(4)/SEIAA/SEAC-Raj/Sectt/Project/Cat 8(b)B(259)/08-09 dated November 18, 2010 issued by the State Level Environment Impact Assessment Authority, Rajasthan to Mahindra World City (Jaipur) Limited for property situated in Mahindra World City, near Mahapura village, Sanganer tehsil, Jaipur district.
- (i) Environment clearance bearing number 1(4)/SEIAA/SEACRaj/Sectt/Project/Cat,8(b)B1/7(c)B1(337)/9-10 dated October 19, 2011 issued by the State Level Environment Impact Assessment Authority, Rajasthan to Mahindra World City (Jaipur) Limited for property situated in Mahindra World City, Ajmer road, Jaipur.

Pending Applications

Name of the Project: Happinest, Location: Palghar (MMR)

- (a) Application dated June 15, 2016 made by our Company to the Collector, Palghar for commencement certificate with respect to property situated at survey numbers 158, 183, 183 part, Nandore, Palghar.
- (b) Application with reference number SIA/MH/NCP/59110/2016 dated September 19, 2016 made by our Company to the State Level Impact Assessment Authority, Maharashtra for environmental clearance certificate with respect to property situated in Palghar, Maharashtra.

Name of the Project: Bloomdale, Location: Nagpur

- (a) Application letter with reference number MADC/MBDL/F16/Nov/25 dated November 25, 2016 made by Mahindra Bebanco Developers Limited to Maharashtra Airport Development Company requesting for renewal and issuance of the environmental clearance certificate for property situated at plot no 4, sector 21, MIHAN notified area, Nagpur.

Intellectual Property

The following trademark is registered in the name of our Company:

S. No	Trademark	Classes
1.	 A Mahindra Lifespaces initiative	16, 36, 37

In addition to the above, our Promoter has licensed the use of the following trademarks to our Company and our Subsidiaries:

S No	Name of the Company	Trademark Assigned	Date of the Trademark Assignment Agreement
1.	Mahindra Lifespace Developers Limited	“Mahindra” “Mahindra Lifespaces” “Mahindra World City” “Rise” “Green Red Ridge” “Mahindra Rise”	October 9, 2013
2.	Mahindra World City (Jaipur) Limited	“Mahindra” “Rise” “Mahindra Rise” “Green-Grey Ridge” “Mahindra Lifespaces” “Mahindra World City”	November 29, 2013
3.	Mahindra World City (Maharashtra) Limited	“Mahindra” “Rise” “Mahindra Rise” “Green-Grey Ridge” “Mahindra Lifespaces” “Mahindra World City”	November 29, 2013

S No	Name of the Company				Trademark Assigned	Date of the Trademark Assignment Agreement
4.	Mahindra Limited	Infrastructure Developers			“Mahindra” “Rise” “Mahindra Rise” “Green-Grey Ridge” “Mahindra Lifespaces”	November 29, 2013
5.	Mahindra Integrated Township Limited				“Mahindra” “Rise” “Mahindra Rise” “Green-Grey Ridge” “Mahindra Lifespaces”	November 29, 2013
6.	Mahindra Limited	Residential Developers			“Mahindra” “Rise” “Mahindra Rise” “Red-Green Ridge” “Mahindra Lifespaces”	November 29, 2013
7.	Mahindra Limited	World City Developers			“Mahindra” “Rise” “Mahindra Rise” “Red-Green Ridge” “Mahindra Lifespaces” “Mahindra World City”	November 29, 2013
8.	Mahindra Housing Private Limited				“Mahindra” “Rise” “Mahindra Rise” “Red-Green Ridge” “Mahindra Lifespaces”	November 29, 2013
9.	Mahindra Bebanco Developers Limited				“Mahindra” “Rise” “Mahindra Rise” “Green-Grey Ridge” “Mahindra Lifespaces”	November 29, 2013
10.	Mahindra (formerly known as Developers Private Limited)	Homes Private Limited		Watsonia	“Mahindra” “Rise” “Mahindra Rise” “Green-Red Ridge” “Mahindra Lifespaces”	July 11, 2013, with addendum dated November 29, 2013

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue of Rights Equity Shares to the Eligible Equity Shareholders is being made in accordance with the resolution passed by our Board pursuant to section 62 and other provisions of the Companies Act, at its meeting held on October 27, 2016.

The Rights Issue Committee at its meeting held on March 20, 2017, has determined the Issue Price as ₹ 292 per Equity Share and the Rights Entitlement as 1 Equity Share(s) for every 4 fully paid-up Equity Share(s) held on the Record Date. The Issue Price has been arrived at, in consultation with the Lead Manager.

Our Company has received approvals from the BSE and the NSE under Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant to their letters, dated February 1, 2017 and January 31, 2017, respectively.

Prohibition by SEBI or RBI

Neither our Company, our Promoter, our Promoter Group Companies, our Directors, our Group Companies, the persons in control of our corporate Promoter have been prohibited from accessing or operating in the capital markets, or restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI.

The companies, with which our Promoter, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control have not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except Bharat Shah who is a director on HDFC Securities Limited, none of our Directors are associated with the securities market in any manner. Further, SEBI has not initiated action against any entity with which our Directors are associated.

Further, neither our Company, our Promoter nor our Group Companies have been declared as Wilful Defaulters.

Except as stated in “*Our Management-Confirmations*” on page 154, none of our Directors hold current or have held directorships in the last five years in a listed company whose shares have been suspended from trading on BSE or NSE or in a listed company that has been/was delisted from any stock exchange.

RBI Approval for Renunciation

Our Company, vide letter dated November 24, 2016, has applied to the RBI for seeking approval for the following:

Rights entitlement renounced by a shareholder	Rights entitlement renounced in favour of
(a) resident in India	any person resident outside India (other than OCB)
(b) resident outside India	any person resident in India
(c) resident outside India	any resident outside India (other than OCB)

In all the above cases, our Company will ensure that the equity shares allotted will be at the issue price as may be decided by our Company in consultation with the Lead Manager.

The RBI pursuant to letter dated January 5, 2017 conveyed its approval of Rights Entitlement renounced by and to, person/entities outside India/resident in India subject to adherence of Regulation 6 of FEMA20/2000 dated May 3, 2000, as amended from time to time (“**FEMA 20**”).

In terms of Regulation 6 of FEMA 20, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company.

Eligibility for the Issue

We are a Company incorporated under the Companies Act, 1956 and our Equity Shares are listed on BSE and NSE. We are eligible to undertake the Issue in terms of Chapter IV of the SEBI ICDR Regulations.

Pursuant to Clause 3(a) of Part E of Schedule VIII of the SEBI ICDR Regulations, our Company is required to make disclosures as per Part A of Schedule VIII of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI, IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE SUBMISSION OF THIS DRAFT LETTER OF OFFER TO SEBI SHOULD NOT, IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE, OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. THE LEAD MANAGER, ICICI SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, ICICI SECURITIES LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 19, 2017, WHICH READS AS FOLLOWS:

- (1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS DRAFT LETTER OF OFFER PERTAINING TO THE ISSUE;**
- (2) ON THE BASIS OF SUCH EXAMINATION AND DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**
 - (a) THIS DRAFT LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - (b) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (c) THE DISCLOSURES MADE IN THIS DRAFT LETTER OF OFFER ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

- (3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS IS VALID;
- (4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE
- (5) WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT LETTER OF OFFER WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT LETTER OF OFFER – NOT APPLICABLE
- (6) WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER – NOT APPLICABLE
- (7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT THE AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE ISSUE – NOT APPLICABLE
- (8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. COMPLIED WITH
- (9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKER TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION – NOT APPLICABLE. THIS BEING A RIGHTS ISSUE, SECTION 40(3) OF THE COMPANIES ACT 2013 IS NOT APPLICABLE. FURTHER, TRANSFER OF MONIES RECEIVED PURSUANT TO THE ISSUE SHALL BE RELEASED TO THE COMPANY AFTER FINALISATION OF THE BASIS OF ALLOTMENT IN COMPLIANCE WITH REGULATION 56 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009

- (10) WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE EQUITY SHARES IN DEMAT OR PHYSICAL MODE – COMPLIED WITH
- (11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION - COMPLIED WITH
- (12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT LETTER OF OFFER:
- (a) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
- (b) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.
- (13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE – NOTED FOR COMPLIANCE
- (14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER’S EXPERIENCE, ETC. - COMPLIED WITH
- (15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY - COMPLIED WITH
- (16) WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY THE MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)’, AS PER FORMAT SPECIFIED BY SEBI – NOT APPLICABLE FOR A RIGHTS ISSUE
- (17) WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS – COMPLIED WITH TO THE EXTENT OF RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE RESTATED FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THIS DRAFT LETTER OF OFFER
- (18) WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS (IF APPLICABLE) - NOT APPLICABLE

THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCE AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT LETTER OF OFFER.

Caution

Disclaimer clauses from our Company and the Lead Manager

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or other material issued by us or by any other persons at our instance and anyone placing reliance on any other source of information would be doing so at his own risk.

Our Company and the Lead Manager shall make all information available to the Eligible Equity Shareholders and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer with SEBI.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

Investors who invest in the Issue will be deemed to have represented to our Company and Lead Manager, and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice/evaluation as to their ability and quantum of investment in the Issue.

Our Company, the Lead Manager and their directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Applicant on whether such Applicant is eligible to acquire any Rights Equity Shares. The Lead Manager and its affiliates may engage in transactions with, and perform services for our Company and our Group Companies or affiliates in the ordinary course of business and have engaged, or may in the future engage, in transactions with our Company and our Group Companies or affiliates, for which they have received and may in the future receive, compensation.

Disclaimer with respect to jurisdiction

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue will be BSE.

Disclaimer Clause of BSE

As required, a copy of the Draft Letter of Offer had been submitted to the BSE. The Disclaimer Clause as intimated by the BSE to us, post scrutiny of the Draft Letter of Offer, vide its in-principle approval dated February 1, 2017 is as under:

“BSE Limited (“the Exchange”) has given vide its letter dated February 01, 2017, permission to this Company to use the Exchange’s name in the Letter of Offer as one of the stock exchanges on which this Company’s securities are proposed to be listed. The Exchange has scrutinized the letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner;

- (a) warrant, certify or endorse the correctness or completeness of any of the contents of the letter of offer; or
- (b) warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- (c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that the letter of offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.”

Disclaimer Clause of NSE

As required, a copy of the Draft Letter of Offer had been submitted to the NSE. The Disclaimer Clause as intimated by the NSE to us, post scrutiny of the Draft Letter of Offer, vide its in-principle approval dated January 31, 2017, is as under:

“As required, a copy of this letter of offer has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref. No. NSE/LIST/102259 dated January 31, 2017 permission to the Issuer to use the Exchange’s name in this letter of offer as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this letter of offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this letter of offer; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

Filing

The Draft Letter of Offer was filed with the Corporation Finance Department of the SEBI, located at SEBI Bhawan, C – 4A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, India for its observations. Pursuant to receipt of SEBI’s observations dated March 2, 2017, this Letter of Offer is being filed with the Designated Stock Exchange as per the provisions of the Companies Act.

Selling Restrictions

The distribution of this Letter of Offer and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by the legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer may come are required to inform themselves about and observe such restrictions. We are making this Issue of Equity Shares on a rights basis to our Eligible Equity Shareholders and will dispatch this Letter of Offer/Abridged Letter of Offer and CAFs to the Eligible Equity Shareholders who have provided an Indian address.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer was filed with SEBI for its observations. Accordingly, the Rights Entitlement or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on directly or indirectly, in whole or in part, to any other person or published, in whole or in part, for any purpose. If this Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlement referred to in this Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Rights Equity Shares or accepting any provisional allotment of Rights Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Rights Equity Shares or Rights Entitlement.

Neither the delivery of this Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to this date.

IMPORTANT INFORMATION FOR INVESTORS – ELIGIBILITY AND TRANSFER RESTRICTIONS

As described more fully under the caption “*Notice to Overseas Investors*”, there are certain restrictions regarding the Rights Entitlements and Rights Equity Shares that affect potential investors. These restrictions are restrictions on the ownership of Equity Shares by such persons following the offer.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or any other applicable law of the U.S. and, unless so registered, may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) (“U.S. Persons”) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlement or Rights Equity Shares within the U.S. by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Eligible Investors

The Rights Entitlements and the Rights Equity Shares are being offered and sold only to persons who are outside the U.S. and are not U.S. Persons, nor persons acquiring for the account or benefit of U.S. Persons, in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. All persons who acquire the Rights Entitlement or Rights Equity Shares are deemed to have made the representations set forth immediately below.

Rights Equity Shares and Rights Entitlement Offered and Sold in this Issue

Each purchaser acquiring the Rights Entitlement or Rights Equity Shares, by its acceptance of this Letter of Offer and of the Rights Entitlement or Rights Equity Shares, will be deemed to have acknowledged, represented to and agreed with us and the Lead Manager that it has received a copy of this Letter of Offer and such other information as it deems necessary to make an informed investment decision and that:

- (1) the purchaser is authorized to consummate the purchase of the Rights Entitlement or Rights Equity Shares in compliance with all applicable laws and regulations;
- (2) the purchaser acknowledges that the Rights Entitlements and Rights Equity Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the U.S. and, accordingly, may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;
- (3) the purchaser is purchasing the Rights Entitlements and Rights Equity Shares in an offshore transaction meeting the requirements of Rule 903 of Regulation S;
- (4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Rights Entitlement or Rights Equity Shares, is a non-U.S. Person and was located outside the U.S. at each time (i) the offer was made to it and (ii) when the buy order for such Rights Entitlement or Rights Equity Shares was originated, and continues to be a non-U.S. Person and located outside the U.S. and has not purchased such Rights Entitlement or Rights Equity Shares for the account or benefit of any U.S. Person or any person in the United States or entered into any arrangement for the transfer of such Rights Entitlement or Rights Equity Shares or any economic interest therein to any U.S. Person or any person in the U.S.;

- (5) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
- (6) the purchaser is not subscribing for the Rights Entitlements or Rights Equity Shares with a view to the offer, sale, allotment, exercise, resale, renunciation, pledge, transfer, delivery, directly or indirectly, of any such Rights Entitlements or Rights Equity Shares into the United States (as defined in Regulation S). If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Rights Entitlement or Rights Equity Shares, or any economic interest therein, such Rights Entitlement or Rights Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) outside the U.S. in an offshore transaction complying with Rule 903 or Rights Entitlement or Rights Equity Shares Rule 904 of Regulation S under the Securities Act and (B) in accordance with all applicable laws, including the securities laws of the states of the U.S. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them, and confirms that the proposed transfer of the Rights Entitlement or Rights Equity Shares is not part of a plan or scheme to evade the registration requirements of the Securities Act;
- (7) the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any “directed selling efforts” as defined in Regulation S under the Securities Act in the U.S. with respect to the rights or the Rights Equity Shares;
- (8) the purchaser understands that such Rights Entitlement or Rights Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

THE RIGHTS EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, AND IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

- (9) the purchaser agrees, upon a proposed transfer of the rights or the Rights Equity Shares, to notify any purchaser of such Rights Entitlement or Rights Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Entitlement or Rights Equity Shares being sold;
- (10) our Company will not recognize any offer, sale, pledge or other transfer of such Rights Entitlements or Rights Equity Shares made other than in compliance with the above-stated restrictions; and
- (11) the purchaser acknowledges that our Company, the Lead Manager, its respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Rights Entitlements or Rights Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Rights Entitlements or Rights Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Each person in a Member State of the EEA which has implemented the Prospectus Directive (each, a “Relevant Member State”) who receives any communication in respect of, or who acquires any Rights Entitlement or Rights Equity Shares under, the offers contemplated in this Letter of Offer will be deemed to have represented, warranted and agreed to and with the Lead Manager and our Company that in the case of any Rights Entitlement or Rights Equity Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive:

- (i) the Rights Entitlements or Rights Equity Shares acquired by it have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Lead Manager has been given to the offer or resale; or

- (ii) where Rights Entitlements or Rights Equity Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Rights Entitlement or Rights Equity Shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an “offer of Equity Shares to the public” in relation to any of the Rights Entitlement or Rights Equity Shares in any Relevant Member States means the communication in any form and by any means of sufficient information on the terms of the offer and the Rights Entitlement or Rights Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Rights Entitlement or Rights Equity Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State.

Listing

The existing Equity Shares are listed on the BSE and the NSE. We had applied to the BSE and the NSE for obtaining in-principle approval in respect of the Rights Equity Shares. Basis application filed for in-principle approval, Our Company has received approvals from the BSE and the NSE under Regulation 28 of the SEBI Listing Regulations for listing of the Rights Equity Shares to be allotted in the Issue pursuant to their letters, dated February 1, 2017 and January 31, 2017, respectively. We will apply to the BSE and the NSE for listing and trading of the Rights Equity Shares.

If the permission to deal in and for an official quotation of the securities is not granted by any of the Stock Exchanges mentioned above, we shall forthwith repay, without interest, all monies received from applicants in pursuance of this Letter of Offer.

Our Company will issue and dispatch allotment advice/ share certificates/ demat credit and/ or letters of regret along with refund order or credit the allotted Equity Shares to the respective beneficiary accounts, if any, within 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

Consents

Consents in writing of the Directors, the Statutory Auditors, the Lead Manager, Legal Advisor, Registrar to the Issue and the Banker to the Issue to act in their respective capacities have been obtained and such consents have not been withdrawn up to the date of this Letter of Offer.

M/s. B.K. Khare, Chartered Accountants, our Statutory Auditors, have given their written consent for the inclusion of their report appearing in the Draft Letter of Offer and this Letter of Offer and such consent and report have not been withdrawn up to the date of this Letter of Offer.

Expert

Except for (i) the reports of the Statutory Auditors on the Restated Financial Information, and (ii) the Statement of Tax Benefits available to our Company and its Shareholders included in this Letter of Offer, we have not obtained any expert opinions.

Issue Related Expenses

The Issue related expenses include, *inter alia*, Lead Manager’s fee, printing and distribution expenses, advertisement and marketing expenses and Registrar, legal and depository fees and other expenses and are estimated at ₹ 68.49 million (approximately 68.49 % of the total Issue size) and will be met out of the proceeds of the Issue.

Activity	Amount (₹ in million)	As a % of total estimated Issue expenses	As a % of Issue*
Fees payable to intermediaries including Lead Manager (including underwriting commission, if any), Banker to the Issue, Legal Advisor, Registrar to the Issue and out of pocket expenses	43.19	63.05%	1.45%
Expenses relating to advertising, printing, distribution, marketing and stationery expenses	5.88	8.59%	0.20%

Regulatory fees, filing fees, listing fees, depository fees, auditor fees and miscellaneous expenses	19.42	28.36%	0.65%
Total	68.49	100.00%	2.30%

**Assuming full subscription for and Allotment of the Rights Entitlement.*

Public or rights issues by our Company during the last five years

Our Company has not made a public issue or rights issue of Equity Shares in the last five years preceding the date of this Letter of Offer.

Previous issues of securities otherwise than for cash

Except as disclosed in “*Capital Structure-Issue of Equity Shares for consideration other than cash*” on page 74, our Company has not made any issue of securities for consideration otherwise than cash.

Performance vis-à-vis objects

Our Company has not undertaken any public or rights issue during the last ten years preceding the date of this Letter of Offer. Accordingly, the requirement to disclose performance vis-à-vis objects in respect of earlier offerings does not apply to our Company.

Performance vis-à-vis objects – Last issue by Listed Group Companies or Subsidiaries or Joint Venture or Associates

None of our Subsidiaries, Joint Venture or Associates are listed. Except EPCIL and MHRIL, none of our Group Companies have undertaken any public or rights issue in the ten years preceding the date of this Letter of Offer. The objects mentioned in the offer document(s) filed by EPCIL and MHRIL were met.

Commission or brokerage in previous issue of Equity Shares

No sum has been paid or is been payable as commission or brokerage for any of our previous issue(s) of Equity Shares.

Previous capital issue during the previous three years by listed Group Companies and Subsidiaries, Joint Venture and Associates of our Company

None of our Subsidiaries, Joint Venture or Associates are listed. None of our Group Companies have made any public or rights issue of securities in the preceding three years.

Outstanding debentures, bonds, redeemable preference shares or other instruments

Except the NCDs issued by our Company as disclosed in the Disclosure Document, our Company does not have any outstanding debentures, bonds, redeemable preference shares or other instruments as of the date of this Letter of Offer.

Investor Grievances and Redressal System

We have adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements under the SEBI Listing Regulations.

The share transfer and dematerialization for us is being handled by Karvy Computershare Private Limited, Registrar and Share Transfer Agent, which is also the Registrar to the Issue. All investor grievances received by us have been handled by the Registrar and Share Transfer agent in consultation with the Compliance Officer.

Our Stakeholders Relationship Committee comprises of Arun Nanda and Prakash Hebalkar. Our Stakeholders Relationship Committee oversees the reports received from the Registrar and Share Transfer agent and facilitates the prompt and effective resolution of complaints from our shareholders and investors.

Investor Grievances arising out of the Issue

The investor grievances arising out of the Issue will be handled by Karvy Computershare Private Limited, the Registrar to the Issue. The Registrar will have a separate team of personnel handling post-Issue correspondences only.

All grievances relating to the Issue may be addressed to the Registrar to the Issue or the SCSB in case of ASBA Applicants giving full details such as folio no./demat account no., name and address, contact telephone/cell numbers, email id of the first applicant, number of Rights Equity Shares applied for, CAF serial number, amount paid on application and the name of the bank/ SCSB and the branch where the CAF was deposited, along with a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renouncee should be furnished.

The average time taken by the Registrar for attending to routine grievances will be 7 to 10 days from the date of receipt of complaints. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavour of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the investor grievances in a time bound manner.

Registrar to the issue

Karvy Computershare Private Limited
Karvy Selenium, Tower B, Plot Nos. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Tel: +91 (40) 6716 5130
Fax: +91 (40) 2342 0814
Email: murali.m@karvy.com
Investor Grievance E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com
Contact Person: M. Muralikrishna
SEBI Registration: INR000000221

Investors may contact the Compliance Officer in case of any pre-Issue/ post-Issue related problems such as non-receipt of Allotment advice/share certificates/demat credit/refund orders etc. The contact details of the Compliance Officer are as follows:

Suhas Kulkarni

Mahindra Lifespace Developers Limited,
5th Floor, Mahindra Towers,
Worli, Mumbai 400 018
Tel: +91 (22) 6747 8600
Fax: +91 (22) 2497 5084
Email: rights@mahindra.com
Website: www.mahindralifespaces.com

Status of Complaints

- (i) During Fiscal 2016, five complaints were received of which four were resolved and the remaining one was resolved on April 13, 2016.
- (ii) During Fiscal 2015, two complaints were received and resolved.
- (iii) During Fiscal 2014, four complaints were received and resolved.
- (iv) Time normally taken for disposal of various types of investor complaints:
 - (a) Share transfer process: Within 15 days after receiving full set of documents
 - (b) Share transmission process: Within 21 days after receiving full set of documents
 - (c) Other Complaints: The average time taken by the Registrar for attending to routine grievances will be seven to 10 days from the date of receipt of complaints. In case of non-routine grievances

where verification at other agencies is involved, it would be the endeavor of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the investor grievances in a time bound manner.

Status of outstanding investor complaints

As on the date of this Letter of Offer, there are no outstanding investor complaints.

Disposal of investor grievances by listed companies under the same management

As on the date of this Letter of Offer, our Promoter, Mahindra and Mahindra Limited, and two of our Group Companies, MHRIL and EPCIL are listed and have arrangements and mechanisms in place for redressal of investor grievances. As on date of this Letter of Offer, there are no investor complaints pending with respect to MHRIL and there is one investor complaint pending with respect to EPCIL.

As on the date of this Letter of Offer, none of our Subsidiaries and Associates are listed on any stock exchange. Accordingly, the requirement to disclose details of investor grievances by listed companies under the same management as our Company does not apply.

Changes in Auditors during the last three years

There has been no change in Auditors during last three years.

Capitalisation of reserves or profits during last five years.

Our Company has not capitalised reserves or profits in preceding five fiscals.

Revaluation of fixed assets

Our Company has not revalued its assets in preceding five fiscals.

Stock market data for Equity Shares

For stock market data, please see “*Market Price Information*” on page 442.

Minimum Subscription

If our Company does not receive minimum subscription of 90% of the Issue including subscription of any undersubscribed portion by our Promoter and devolvement to the Underwriter(s), if any, our Company shall refund the entire subscription amount within the prescribed time. In the event that there is a delay of making refunds beyond such period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under “*Terms of the Issue - Basis of Allotment*” on page 495.

SECTION VIII – OFFERING INFORMATION

TERMS OF THE ISSUE

The Rights Equity Shares are subject to the terms and conditions contained in the Draft Letter of Offer, this Letter of Offer, the Abridged Letter of Offer, including the CAF, the SAF, the Memorandum of Association and Articles of Association, the provisions of the Companies Act, the terms and conditions as may be incorporated in the SEBI Listing Regulations, applicable guidelines and regulations issued by SEBI and RBI, or other statutory authorities and bodies from time to time, the uniform Equity Listing Agreements entered into by us, terms and conditions as stipulated in the allotment advice or security certificate and rules as may be applicable and introduced from time to time.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, all QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, can participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process irrespective of the application value. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please see “*Procedure for Application through the Applications Supported by Blocked Amount (“ASBA”) Process*” on page 486. Notwithstanding anything contained hereinabove, all Renouncees (including Renouncees who are Individuals) shall apply in the Issue only through the non-ASBA process.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public issues/rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

Please note that in terms of the SEBI (Foreign Portfolio Investors) Regulations, 2014 (“**SEBI FPI Regulations**”), foreign institutional investor or qualified foreign investor who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995.

All rights/obligations of the Eligible Equity Shareholders in relation to application and refunds pertaining to the Issue shall apply to the Renouncee(s) as well.

Authority for the Issue

The Issue has been authorised by a resolution of our Board passed at its meeting held on October 27, 2016, pursuant to section 62 of the Companies Act.

Basis for the Issue

The Rights Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories for the purpose of this Rights Issue in respect of the Equity Shares held in the electronic form and on the register of members in respect of the Equity Shares held in physical form at the close of business hours on the Record Date, fixed in consultation with the Designated Stock Exchange.

PRINCIPAL TERMS OF THE ISSUE

Face Value

Each Rights Equity Share will have the face value of ₹ 10.

Issue Price

Each Rights Equity Share shall be offered at an Issue Price of ₹ 292 for cash at a premium of ₹ 282 per Rights Equity Share. The Issue Price has been arrived at, by us in consultation with the Lead Manager.

Rights Entitlement

Eligible Equity Shareholders whose name appears as a beneficial owner in respect of the Equity Shares held in the electronic form or in the register of members as an Equity Shareholder as on the Record Date, i.e., March 31, 2017, are entitled to the number of Rights Equity Shares as set out in Part A of the CAFs.

The distribution of this Letter of Offer, Abridged Letter of Offer and the issue of Rights Equity Shares on rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, Abridged Letter of Offer or CAF may come, are required to inform themselves about and observe such restrictions. Our Company is making the issue of the Rights Equity Share to the Eligible Equity Shareholders and this Letter of Offer, the Abridged Letter of Offer and the CAFs will be dispatched only to those Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address. Any person who acquires Rights Entitlements or the Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Letter of Offer, the Abridged Letter of Offer and the CAFs, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the U.S. and in other restricted jurisdictions.

Rights Entitlement Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of one Rights Equity Share for every four Equity Shares held on the Record Date.

Terms of Payment

The full amount of ₹ 292 per Rights Equity Share is payable on application.

Where an applicant has applied for additional Rights Equity Shares and is allotted lesser number of Rights Equity Shares than applied for, the excess Application Money paid shall be refunded. The monies would be refunded within 15 days from the Issue Closing Date. In the event that there is a delay of making refunds beyond such period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rates prescribed under applicable laws.

Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to the existing Eligible Equity Shareholders in the ratio of one Rights Equity Share for every four Equity Shares held as on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than four Equity Shares or is not in a multiple of four Equity Shares, the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preference in the allotment of one additional Rights Equity Share each, if such Eligible Equity Shareholders have applied for additional Rights Equity Shares over and above their Rights Entitlement, if any.

For example, if an Equity Shareholder holds seven Equity Shares, he will be entitled to one Rights Equity Share on a rights basis. He will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if he has applied for the same.

Also, those Eligible Equity Shareholders holding less than four Equity Shares and therefore entitled to 'Zero' Rights Equity Share under this Issue shall be dispatched a CAF with 'Zero' entitlement. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and would be given preference in the allotment of one additional Rights Equity Share if, such Eligible Equity Shareholders have applied for the additional Rights Equity Shares. However, they cannot renounce the same to third parties. CAFs with zero entitlement shall be non-negotiable/ non – renounceable.

Ranking

The Rights Equity Shares being issued shall be subject to the provisions of our Memorandum of Association and Articles of Association. The Rights Equity Shares issued under this Issue shall rank *pari passu*, in all respects including dividend, with our existing Equity Shares.

Mode of payment of dividend

In the event of declaration of dividend, we shall pay dividend to Rights Eligible Equity Shareholders as per the provisions of the Companies Act and the provisions of our Articles of Association.

Listing and trading of Rights Equity Shares proposed to be issued

Our existing Equity Shares are currently listed and traded on BSE (Scrip Code: 532313) and the NSE (Scrip Code: MAHLIFE) under the ISIN – INE813A01018. The fully paid-up Rights Equity Shares proposed to be issued pursuant to the Issue shall, in terms of SEBI Circular No. CIR/MRD/DP/21/2012 dated August 2, 2012, be Allotted under a temporary ISIN shall be frozen till the time final listing and trading approval is granted by the Stock Exchange. Upon receipt of such listing and trading approval, the Rights Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN and thereafter be available for trading.

The listing and trading of the Equity Shares shall be based on the current regulatory framework applicable thereto. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. Upon Allotment, the Equity Shares shall be traded on Stock Exchanges in the demat segment only.

The Rights Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading of the Rights Equity Shares shall be taken within seven Working Days of finalization of Basis of Allotment. We have made an application for “in-principle” approval for listing of the Equity Shares to the BSE and the NSE and have received such approval from the BSE and the NSE pursuant to the letter numbers DCS/RIGHT/ND/FIP/1648/2016-17 and NSE/LIST102259, dated February 1, 2017 and January 31, 2017, respectively.

Our Company will apply to the BSE and the NSE for final approval for the listing and trading of the Rights Equity Shares. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or that the price at which the Rights Equity Shares offered under the Issue will trade after listing on the Stock Exchanges.

Rights of the Equity Shareholder

Subject to applicable laws, the Eligible Equity Shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote in person or by proxy;
4. Right to receive offers for rights shares and be allotted bonus shares, if announced;
5. Right to receive surplus on liquidation;
6. Right to free transferability of Equity Shares; and
7. Such other rights as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Rights Equity Shares of our Company are tradable only in dematerialized form. The market lot for the Rights Equity Shares in dematerialised mode is one Equity Share. In case an Eligible Equity Shareholder holds Rights Equity Shares in physical form, we would issue to the allottees one certificate for the Rights Equity Shares allotted to each folio (“**Consolidated Certificate**”). In respect of Consolidated Certificates, we will upon receipt of a

request from the respective Eligible Equity Shareholders, split such Consolidated Certificates into smaller denominations within one week's time from the receipt of the request in respect thereof. We shall not charge a fee for splitting any of the Consolidated Certificates.

Joint Holders

Where two or more persons are registered as the holders of any Rights Equity Shares, they shall be deemed to hold the same as joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association.

Nomination

In terms of section 72 of the Companies Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, nomination facility is available in respect of the Rights Equity Shares. An Investor can nominate any person by filling the relevant details in the CAF in the space provided for this purpose.

In case of Eligible Equity Shareholders who are individuals, a sole Equity Shareholder or the first named Equity Shareholder, along with other joint Eligible Equity Shareholders, if any, may nominate any person(s) who, in the event of the death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the Rights Equity Shares. A person, being a nominee, becoming entitled to the Rights Equity Shares by reason of the death of the original Eligible Equity Shareholder(s), shall be entitled to the same advantages to which he would be entitled if he were the registered holder of the Rights Equity Shares. Where the nominee is a minor, the Eligible Equity Shareholder(s) may also make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s), in the event of death of the said holder, during the minority of the nominee. A nomination shall stand rescinded upon the sale of the Equity Shares by the person nominating. A transferee will be entitled to make a fresh nomination in the manner prescribed. Fresh nominations can be made only in the prescribed form available on request at our Registered Office or such other person at such addresses as may be notified by us. The Investor can make the nomination by filling in the relevant portion of the CAF. In terms of section 72 of the Companies Act any person who becomes a nominee by virtue of the provisions of section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Rights Equity Shares; or
- to make such transfer of the Rights Equity Shares, as the deceased holder could have made.

If the person being a nominee, so becoming entitled, elects to be registered as holders of the Rights Equity Shares himself or herself, he or she shall deliver to our Company, a notice in writing signed by him/her stating that he/she so elects and such notice shall be accompanied with the death certificate of the deceased holder.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Rights Equity Shares, and if the notice is not complied with within a period of ninety days, our Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Rights Equity Shares, until the requirements of the notice have been complied with.

Only one nomination would be applicable for one folio. Hence, in case the Eligible Equity Shareholder(s) has already registered the nomination with us, no further nomination needs to be made for Rights Equity Shares that may be allotted in this Issue under the same folio.

In case the allotment of Rights Equity Shares is in dematerialised form, there is no need to make a separate nomination for the Rights Equity Shares to be allotted in this Issue. Nominations registered with respective Depository Participant ("DP") of the investor would prevail. Any investor desirous of changing the existing nomination is requested to inform their respective DP.

Where the Rights Equity Shares are held by more than one person jointly, the nominee shall become entitled to all the rights in the Rights Equity Shares only in the event of death of all the joint holders.

Arrangements for Disposal of Odd Lots

Our Rights Equity Shares are traded in dematerialised form only and therefore the marketable lot is one Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

All notices to the Eligible Equity Shareholder(s) required to be given by us shall be published in one English national daily with wide circulation, one Hindi national daily with wide circulation and one regional language daily newspaper with wide circulation in the state where our registered office is located and/or will be sent by ordinary post/ registered post/ speed post to the registered address of the Eligible Equity Shareholders in India or the Indian address provided by the Eligible Equity Shareholders, from time to time. However, the distribution of this Letter of Offer / Abridged Letter of Offer and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions.

Subscription by the Promoter and Promoter Group

Our Promoter, *vide* letter dated January 13, 2017, has confirmed that they intend to subscribe to their Rights Entitlement in full in the Issue, in compliance with regulation 10(4) of the SEBI Takeover Regulations and may subscribe to additional Rights Equity Shares (including any unsubscribed portion of the Issue), subject to their total investment in the Issue including subscription towards Rights Entitlement, not exceeding ₹ 1,650 million

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall be exempt in terms of Regulation 10 (4) (a) and (b) of the SEBI Takeover Regulations subject to fulfilment of conditions mentioned therein and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

Procedure for Application

The CAF for Rights Equity Shares offered as a part of the Issue would be printed for all Eligible Equity Shareholders. In case the original CAFs are not received by the Eligible Equity Shareholders or is misplaced by the Eligible Equity Shareholders, the Eligible Equity Shareholders may request the Registrar to the Issue, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID, Client ID and their full name and address. In case the signature of the Eligible Equity Shareholder(s) does not match with the specimen registered with us or the DP, the application is liable to be rejected.

Please note that neither our Company, nor the Lead Manager nor the Registrar shall be responsible for delay in the receipt of the CAF/ duplicate CAF attributable to postal delays or if the CAF/ duplicate CAF are misplaced in the transit. Eligible Shareholders should note that those who are making the application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Eligible Shareholder violates any of these requirements, he/she shall face the risk of rejection of both applications.

Please note that in accordance with the provisions of the SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011 QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000 complying with the eligibility conditions prescribed under the SEBI circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009 must mandatorily participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process

Please also note that by virtue of the circular No. 14 dated September 16, 2003 issued by the RBI, erstwhile Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of Investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Eligible Shareholder being an erstwhile OCB is required to obtain prior approval from RBI for applying to the Issue.

CAF

The Registrar will dispatch the CAF to all Eligible Equity Shareholders as per their Rights Entitlement on the Record Date. Those Eligible Equity Shareholders who must apply or who wish to apply through the ASBA process and have complied with the parameters mentioned above will have to select the relevant mechanism in Part A of the CAF and provide necessary details.

Application in electronic mode will only be available with SCSBs. The Eligible Equity Shareholder shall submit the CAF to the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the Application in the said bank account maintained with the same SCSB.

Please note that no more than five Applications (including CAF and plain paper) can be submitted per bank account in the Issue. ASBA Investors are also advised to ensure that the CAF is correctly filled up, stating therein the bank account number maintained with the SCSB in which an amount equivalent to the amount payable on Application as stated in the CAF will be blocked by the SCSB.

The CAF consists of four parts:

- Part A: Form for accepting the Rights Equity Shares offered as a part of this Issue, in full or in part, and for applying for additional Rights Equity Shares;
- Part B: Form for renunciation of Rights Equity Shares;
- Part C: Form for application of Rights Equity Shares by Renouncee(s);
- Part D: Form for request for split Application forms.

Option available to the Eligible Equity Shareholders

The CAFs will clearly indicate the number of Rights Equity Shares that the Shareholder is entitled to.

An Eligible Equity Shareholder can:

- Apply for his Rights Entitlement of Rights Equity Shares in full;
- Apply for his Rights Entitlement of Rights Equity Shares in part;
- Apply for his Rights Entitlement of Rights Equity Shares in part and renounce the other part of the Rights Equity Shares;
- Apply for his Rights Entitlement in full and apply for additional Rights Equity Shares;
- Renounce his Rights Entitlement in full.

Acceptance of the Issue

You may accept the offer to participate and apply for the Rights Equity Shares, either in full or in part without renouncing the balance by filling Part A of the CAFs and submit the same along with the application money payable to the collection branches of the Banker to the Issue as mentioned on the reverse of the CAFs before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by our Board in this regard. Investors at centres not covered by the branches of the Banker to the Issue can send their CAFs together with the cheque drawn at par on a local bank at Mumbai, demand draft payable at Mumbai to the Registrar to the Issue by registered post/ speed post so as to reach the Registrar to the Issue prior to the Issue Closing Date. Please note that neither our Company nor the Lead Manager nor the Registrar to the Issue shall be responsible for delay in the receipt of the CAF attributable to postal delays or if the CAF is misplaced in transit. Such applications sent to anyone other than the Registrar to the Issue are liable to be rejected. For further details on the mode of payment, please see the headings “*Mode of Payment for Resident Eligible Equity Shareholders/ Investors*” and “*Mode of Payment for Non-Resident Eligible Equity Shareholders/ Investors*” on page 505.

Additional Rights Equity Shares

You are eligible to apply for additional Rights Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply under applicable law and have applied for all the Rights Equity Shares offered without renouncing them in whole or in part in favour of any other person(s). Applications for additional Rights Equity Shares shall be considered and allotment shall be made at the sole discretion of our Board, subject to sectoral caps and prescribed limits as per applicable laws and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under “*Terms of the Issue - Basis of Allotment*” on page 495.

If you desire to apply for additional Rights Equity Shares, please indicate your requirement in the place provided for additional Rights Equity Shares in Part A of the CAF. Renouncee(s) applying for all the Rights Equity Shares renounced in their favour may also apply for additional Rights Equity Shares by indicating the details of additional Rights Equity Shares applied in place provided for additional Rights Equity Shares in Part C of CAF. In terms of Regulation 6 of Notification No. FEMA 20 12000-RB dated May 3, 2000, as amended from time to time, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity

shares offered on rights basis by our Company.

Where the number of additional Rights Equity Shares applied for exceeds the number of Rights Equity Shares available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

Renunciation

This Issue includes a right exercisable by you to renounce the Rights Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that we shall not Allot and/or register the Rights Equity Shares in favour of more than three persons (including joint holders), partnership firm(s) or their nominee(s), minors, HUF, any trust or society (unless the same is registered under the Societies Registration Act, 1860 or the Indian Trust Act, 1882 or any other applicable law relating to societies or trusts and is authorized under its constitution or bye-laws to hold Equity Shares, as the case may be). Additionally, existing Eligible Equity Shareholders may not renounce in favour of persons or entities in the U.S., or to, or for the account or benefit of a "U.S. person" (as defined in Regulation S), or who would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities laws.

The RBI pursuant to letter dated January 5, 2017 conveyed its approval of Rights Entitlement renounced by and to, person/entities outside India/resident in India subject to adherence of Regulation 6 of FEMA20/2000 dated May 3, 2000, as amended from time to time ("**FEMA 20**"). In terms of Regulation 6 of FEMA 20, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company.

Any renunciation other than as stated above is subject to the renouncer(s)/renouncee(s) obtaining the approval of the FIPB and/or necessary permission of the RBI under the FEMA and such permissions should be attached to the CAF or SAF. In case of Applications which are not accompanied by the aforesaid approvals, our Board reserves the right to reject such CAF or SAF.

Renunciations by OCBs

By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, OCBs have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Accordingly, the existing Eligible Equity Shareholders who do not wish to subscribe to the Rights Equity Shares being offered but wish to renounce the same in favour of Renouncee shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/ 2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. Shareholders renouncing their rights in favour of OCBs may do so provided such Renouncee obtains a prior approval from the RBI. On submission of such approval to us at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the CAF.

Part 'A' of the CAF must not be used by any person(s) other than those in whose favour this Issue has been made. If used, this will render the application invalid. Submission of the CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part 'B' of the CAF) duly filled in shall be conclusive evidence for us of the fact of renouncement to the person(s) applying for Rights Equity Shares in Part 'C' of the CAF for the purposes of Allotment of such Rights Equity Shares. The Renouncees applying for all the Rights Equity Shares renounced in their favour may also apply for additional Rights Equity Shares. Part 'A' of the CAF must not be used by the Renouncee(s) as this will render the application invalid. Renouncee(s) will have no further right to renounce any Rights Equity Shares in favour of any other person. In terms of Regulation 6 of Notification No. FEMA 20 12000-RB dated May 3, 2000, as amended from time to time, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company.

The right of renunciation is subject to the express condition that our Board shall be entitled in its absolute

discretion to reject the application from the Renouncees without assigning any reason thereof.

Procedure for renunciation

To renounce all the Rights Equity Shares offered to an Equity Shareholder in favour of one Renouncee

If you wish to renounce the Rights Entitlement indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint Renouncees, all joint Renouncees must sign Part 'C' of the CAF.

To renounce in part/ or renounce the whole to more than one person(s)

If you wish to either accept this offer in part and renounce the balance or renounce the entire Rights Entitlement under this Issue in favour of two or more Renouncees, the CAF must be first split into requisite number of SAFs. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs as mentioned herein. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Equity Shareholder(s), who has renounced the Rights Equity Shares, does not match with the specimen registered with us/ Depositories, the application is liable to be rejected.

Renouncee(s)

The person(s) in whose favour the Equity Shares are renounced should fill in and sign Part 'C' of the CAF and submit the entire CAF to the Banker to the Issue or to any of the collection branches of the Banker to the Issue as mentioned in the reverse of the CAF on or before the Issue Closing Date along with the application money in full. The Renouncee cannot further renounce.

Change and/ or introduction of additional holders

If you wish to apply for the Rights Equity Shares jointly with any other person(s), not more than three (including you), who is/ are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that our Board shall be entitled in its absolute discretion to reject the request for Allotment from the Renouncee(s) without assigning any reason thereof.

Instructions for Options

The summary of options available to the Eligible Equity Shareholder is presented below. You may exercise any of the following options with regard to the Rights Equity Shares offered, using the CAF:

S. No	Option Available	Action Required
(i)	Accept whole or part of your Rights Entitlement without renouncing the balance.	Fill in and sign Part A (All joint holders must sign in the same sequence)
(ii)	Accept your Rights Entitlement in full and apply for additional Rights Equity Shares	Fill in and sign Part A including Block III relating to the acceptance of Rights Entitlement and Block IV relating to additional Equity Shares (All joint holders must sign in the same sequence)
(iii)	Accept a part of your Rights Entitlement and renounce the balance to one or more Renouncee(s)	Fill in and sign Part D (all joint holders must sign in the same sequence) requesting for SAFs. Send the CAF to the Registrar to the Issue so as to reach them on or before the last date for receiving requests for SAFs. Splitting will be permitted only once.
	OR	On receipt of the SAF take action as indicated below.
	Renounce your Rights Entitlement of all the Rights Equity Shares offered to you to more than one Renouncee	For the Equity Shares you wish to accept, if any, fill in and sign Part A.

S. No	Option Available	Action Required
		For the Rights Equity Shares you wish to renounce, fill in and sign Part B indicating the number of Equity Shares renounced and hand it over to the Renouncee. Each of the Renouncee should fill in and sign Part C for the Equity Shares accepted by them.
(iv)	Renounce your Rights Entitlement in full to one person (Joint Renouncees are considered as one)	Fill in and sign Part B (all joint holders must sign in the same sequence) indicating the number of Equity Shares renounced and hand it over to the Renouncee. The Renouncee must fill in and sign Part C (All joint Renouncees must sign)
(v)	Introduce a joint holder or change the sequence of joint holders	This will be treated as a renunciation. Fill in and sign Part B and the Renouncee must fill in and sign Part C.

In case of Rights Equity Shares held in physical form, applicants must provide information in the CAF as to their respective bank account numbers, name of the bank, to enable the Registrar to print the said details on the refund order. Failure to comply with this may lead to rejection of application. In case of Rights Equity Shares held in demat form, bank account details furnished by the Depositories will be printed on the refund order.

Please note that:

- Options (iii), (iv) and (v) will not be available for Eligible Equity Shareholders applying through ASBA process.
- Part 'A' of the CAF must not be used by any person(s) other than the Eligible Equity Shareholder to whom this Letter of Offer has been addressed. If used, this will render the application invalid.
- Request for SAF should be made for a minimum of one Equity Share or, in either case, in multiples thereof, and one SAF for the balance corresponding Rights Equity Shares, if any.
- Request by the Eligible Equity Shareholder for the SAFs should reach the Registrar on or before April 19, 2017.
- Only the Eligible Equity Shareholder to whom this Letter of Offer has been addressed shall be entitled to renounce and to apply for SAFs. Forms once split cannot be split further.
- SAFs will be sent to the Eligible Equity Shareholder(s) by post at the Applicant's sole risk.
- Eligible Equity Shareholders may not renounce in favour of persons or entities in the restricted jurisdictions including the U.S. or to or for the account or benefit of a "U.S. person" (as defined in Regulation S), or who would otherwise be prohibited from being offered or subscribing for Rights Equity Shares or Rights Entitlement under applicable securities laws.
- Submission of the CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part 'B' of the CAF) duly filled in shall be conclusive evidence for us of the person(s) applying for Rights Equity Shares in Part 'C' of the CAF to receive Allotment of such Rights Equity Shares.
- While applying for or renouncing their Rights Entitlement, joint Equity Shareholders must sign the CAF in the same order as per specimen signatures recorded with us or the Depositories.
- Non-resident Eligible Equity Shareholders:* Application(s) received from Non-Resident/ NRIs, or persons of Indian origin residing abroad for allotment of Rights Equity Shares allotted as a part of this Issue shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA in the matter of refund of application money, allotment of Rights Equity Shares, subsequent issue and allotment of Rights Equity Shares, interest, export of share certificates, etc. In case a Non-Resident or NRI Eligible Equity Shareholder has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the CAF. Applications not accompanied by the aforesaid approvals are liable to be rejected.
- Applicants must write their CAF number at the back of the cheque / demand draft.
- The RBI has mandated that CTS 2010 compliant cheques can only be presented in clearing hence the CAFs accompanied by non-CTS cheques could get rejected.

Availability of duplicate CAF

In case the original CAF is not received, or is misplaced by the Eligible Equity Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Eligible Equity Shareholder who should furnish the registered folio number/ DP and Client ID number and his/ her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue at least 7 days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Eligible Equity Shareholder violates such requirements, he/ she shall face the risk of rejection of either original CAF or both the applications.

Neither the Registrar nor the Lead Manager or our Company, shall be responsible for postal delays or loss of duplicate CAFs in transit, if any.

Application on Plain Paper (Non - ASBA)

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with account payee cheque drawn on a bank payable at par, pay order/demand draft (after deducting banking and postal charges) payable at Mumbai which should be drawn in favour of “**Mahindra Lifespace Developers Limited – Rights Issue - R**” in case of resident shareholders and non-resident shareholders applying on non-repatriable basis and in favour of “**Mahindra Lifespace Developers Limited – Rights Issue – NR**” in case of non-resident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The envelope should be super scribed “**Mahindra Lifespace Developers Limited – Rights Issue - R**” in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and “**Mahindra Lifespace Developers Limited – Rights Issue – NR**” in case of non-resident shareholders applying on repatriable basis.

The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Mahindra Lifespace Developers Limited;
- Name and address of the Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID no.;
- Number of Rights Equity Shares held as on Record Date;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹ 292 per Rights Equity Share;
- Particulars of cheque/ demand draft;
- Savings/ current account number and name and address of the bank where the Eligible Equity Shareholder will be depositing the refund order. In case of Rights Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories;
- Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; Documentary evidence for exemption to be provided by the applicants;
- Share certificate numbers and distinctive numbers of Rights Equity Shares, if held in physical form;
- Allotment option preferred - physical or demat form, if held in physical form;

- If the payment is made by a draft purchased from NRE/ FCNR/ NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account;
- Signature of the Applicant to appear in the same sequence and order as they appear in our records / Depositories; and
- For ASBA Investors, application on plain paper should have details of their ASBA Account.
- Additionally, all such applicants are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any U.S. state securities laws, and may not be offered, sold, resold or otherwise transferred within the U.S. or to the territories or possessions thereof (the “**U.S.**”) or to, or for the account or benefit of a “U.S. person” as defined in Regulation S of the Securities Act (“**Regulation S**”). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the U.S. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the U.S., or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the U.S. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the U.S. at any time. I/ we understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is, a resident of the U.S. or a “U.S. person” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. person” as defined in Regulation S, and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder violates such requirements, he/ she shall face the risk of rejection of both the applications. We shall refund such application amount to the Eligible Equity Shareholder without any interest thereon and no liability shall arise on part of our Company, Lead Manager and our Directors. In cases where multiple CAFs are submitted, including cases where an investor submits CAFs along with a plain paper application, such applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper application format will be available on the website of the Registrar to the Issue at www.karvy.com.

Last date for Application

The last date for submission of the duly filled in CAF is April 26, 2017. Our Board may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the CAF together with the amount payable is not received by the Banker to the Issue/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by our Board or any authorised committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any authorised committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under “*Terms of the Issue – Basis of Allotment*” on page 495.

PROCEDURE FOR APPLICATION THROUGH THE APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (“ASBA”) PROCESS

This section is for the information of the ASBA Investors proposing to subscribe to the Issue through the ASBA Process. The Lead Manager and we are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors who are eligible to apply under the ASBA Process are advised to make their independent investigations and to ensure that the CAF is correctly filled up.

The Lead Manager, we, our Directors, Affiliates, Associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to applications accepted by SCSBs, applications uploaded by SCSBs, applications accepted but not uploaded by SCSBs or applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for applications uploaded by SCSBs, the amount payable on application has been blocked in the relevant ASBA Account.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, all QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, can participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please see “*Terms of the Issue – Procedure for Application*” on page 479.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, in accordance with the applicable regulations.

Self-Certified Syndicate Banks

The list of banks which have been notified by SEBI to act as SCSBs for the ASBA Process is provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html and/or such other website(s) as may be prescribed by the SEBI or Stock Exchange(s) from time to time. For details on Designated Branches of SCSBs collecting the CAF, please refer the above mentioned SEBI link.

Eligible Equity Shareholders who are eligible to apply under the ASBA Process

The option of applying for Rights Equity Shares through the ASBA Process is available only to the Eligible Equity Shareholders on the Record Date.

To qualify as ASBA Applicants, Eligible Equity Shareholders:

- are required to hold Rights Equity Shares in dematerialized form as on the Record Date and apply for: (i) their Rights Entitlement; or (ii) their Rights Entitlement and Rights Equity Shares in addition to their Rights Entitlement in dematerialized form;
- should not have renounced their Right Entitlement in full or in part;
- should not have split the CAF and further renounced it;
- should not be Renouncees;
- should apply through blocking of funds in bank accounts maintained with SCSBs; and
- are eligible under applicable securities laws to subscribe for the Rights Entitlement and the Rights Equity Shares in the Issue.

CAF

The Registrar will dispatch the CAF to all Eligible Equity Shareholders as per their Rights Entitlement on the Record Date for the Issue. Those Eligible Equity Shareholders who must apply or who wish to apply through the ASBA will have to select for this ASBA payment mechanism in Part A of the CAF and provide necessary details.

Eligible Equity Shareholders desiring to use the ASBA Process are required to submit their applications by selecting the ASBA option in Part A of the CAF. Application in electronic mode will only be available with such SCSBs who provide such facility. The Eligible Equity Shareholder shall submit the CAF to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the ASBA Account.

More than one ASBA Investor may apply using the same ASBA Account, provided that SCSBs will not accept a total of more than five CAFs with respect to any single ASBA Account as provided for under the SEBI Circular dated December 30, 2009.

Acceptance of the Issue under the ASBA process

You may accept the Issue and apply for the Rights Equity Shares either in full or in part, by filling Part A of the respective CAFs sent by the Registrar, selecting the ASBA option in Part A of the CAF and submit the same to the Designated Branch of the SCSB before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by our Board or any committee thereof in this regard.

Mode of payment under the ASBA process

The Eligible Equity Shareholder applying under the ASBA Process agrees to block the entire amount payable on application with the submission of the CAF, by authorizing the SCSB to block an amount, equivalent to the amount payable on application, in an ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the CAF, the SCSB shall block an amount equivalent to the amount payable on application mentioned in the CAF until it receives instructions from the Registrar. Upon receipt of instructions from the Registrar, the SCSBs shall transfer amount to the extent of Rights Equity Shares allotted in the Rights Issue as per the Registrar's instruction from the ASBA Account. This amount will be transferred in terms of the SEBI ICDR Regulations, into the separate bank account maintained by our Company for the purpose of the Issue. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar and the Lead Manager to the respective SCSB.

The Eligible Equity Shareholders applying under the ASBA Process would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the CAF.

The SCSB may reject the application at the time of acceptance of CAF if the ASBA Account, details of which have been provided by the Equity Shareholder in the CAF does not have sufficient funds equivalent to the amount

payable on application mentioned in the CAF. Subsequent to the acceptance of the application by the SCSB, we would have a right to reject the application only on technical grounds.

Please note that in accordance with the provisions of the SEBI circular number CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs and Non-Institutional Investors complying with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009 must mandatorily invest through the ASBA process.

A Retail Individual Investor applying for a value of up to ₹2,00,000, can participate in the Issue either through the ASBA process or non-ASBA process.

Options available to the Eligible Equity Shareholders applying under the ASBA Process

The summary of options available to the Eligible Equity Shareholders is presented below. You may exercise any of the following options with regard to the Rights Equity Shares, using the respective CAFs received from Registrar:

Option Available		Action Required
1.	Accept whole or part of your Rights Entitlement without renouncing the balance	Fill in and sign Part A of the CAF (All joint holders must sign)
2.	Accept your Rights Entitlement in full and apply for additional Rights Equity Shares	Fill in and sign Part A of the CAF including Block III relating to the acceptance of entitlement and Block IV relating to additional Rights Equity Shares (All joint holders must sign)

The Eligible Equity Shareholders applying under the ASBA Process will need to select the ASBA process option in the CAF and provide required necessary details. However, in cases where this option is not selected, but the CAF is tendered to the designated branch of the SCSBs with the relevant details required under the ASBA process option and the SCSBs block the requisite amount, then that CAF would be treated as if the Eligible Equity Shareholder has selected to apply through the ASBA process option.

Additional Rights Equity Shares

You are eligible to apply for additional Rights Equity Shares over and above the number of Rights Equity Shares that you are entitled to, provided that you are eligible to apply for the Rights Equity Shares under applicable law and you have applied for all the Rights Equity Shares (as the case may be) offered without renouncing them in whole or in part in favour of any other person(s). Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made at the sole discretion of our Board, in consultation with the Designated Stock Exchange and in the manner prescribed under “*Terms of the Issue - Basis of Allotment*” on page 495.

If you desire to apply for additional Rights Equity Shares, please indicate your requirement in the place provided for additional Equity Shares in Part A of the CAF. The Renouncee applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares.

Renunciation under the ASBA Process

ASBA Investors can neither be Renouncees, nor can renounce their Rights Entitlement.

Application on Plain Paper under the ASBA process

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. The Equity Shareholder shall submit the plain paper application to the Designated Branch of SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper from any address outside India will not be accepted.

The envelope should be super scribed “**Mahindra Lifespace Developers Limited – Rights Issue- R**” or “**Mahindra Lifespace Developers Limited – Rights Issue- NR**”, as the case may be. The application on plain

paper, duly signed by the Investors including joint holders, in the same order as per the specimen recorded with us or the Depositories, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Mahindra Lifespace Developers Limited;
- Name and address of the Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID no.;
- Certificate numbers and distinctive numbers of Rights Equity Shares, if held in physical form;
- Number of Rights Equity Shares held as on Record Date;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount to be paid at the rate of ₹ 292 per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of non-resident investors, details of the NRE/ FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Except for applications on behalf of the Central or State Government, residents of Sikkim and the officials appointed by the courts (subject to submitting sufficient documentary evidence in support of their claim for exemption, provided that such transactions are undertaken on behalf of the Central and State Government and not in their personal capacity), PAN of the Investor and for each Investor in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue;
- Signature of the Shareholders to appear in the same sequence and order as they appear in our records or depositories records; and
- Additionally, all such applicants are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any U.S. state securities laws, and may not be offered, sold, resold or otherwise transferred within the U.S. or to the territories or possessions thereof (the “U.S.”) or to, or for the account or benefit of a “U.S. person” as defined in Regulation S of the Securities Act (“**Regulation S**”). I/ we understand the Equity Shares referred to in this application are being offered in India but not in the U.S. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the U.S., or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the U.S. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the U.S. at any time. I/ we understand that none of us, the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who, we, the Registrar, the Lead Manager or any other person acting on behalf of we have reason to believe is, a resident of the U.S. or a “U.S. person” as defined in Regulation S, or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or

otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. person” as defined in (“**Regulation S**”), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Investor violates such requirements, he/she shall face the risk of rejection of both the applications. We shall refund such application amount to the Investor without any interest thereon

Option to receive Rights Equity Shares in Dematerialized Form

ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE RIGHTS EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.

General instructions for Eligible Equity Shareholders applying under the ASBA Process

- 1) Please read the instructions printed on the CAF carefully.
- 2) Application should be made on the printed CAF only and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/ or which are not completed in conformity with the terms of this Letter of Offer and the Abridged Letter of Offer are liable to be rejected. The CAF must be filled in English. No correction of name, folio/DP client id etc., should be made in the printed CAF sent.
- 3) ASBA Applicants are required to select this mechanism in Part A of the CAF and provide necessary details, including details of the ASBA Account, authorizing the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the CAF, and including the signature of the ASBA Account holder if the ASBA Account holder is different from the Applicant.
- 4) The CAF/plain paper application in the ASBA Process should be submitted at a Designated Branch of the SCSB and whose ASBA Account/ bank account details are provided in the CAF and not to the Banker to the Issue/ Collecting Banks (assuming that such Collecting Bank is not a SCSB), to us or Registrar or Lead Manager to the Issue.
- 5) All applicants, and in the case of application in joint names, each of the joint applicants, should mention his/ her PAN allotted under the IT Act, irrespective of the amount of the application. Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, **CAFs without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no allotment and credit of Rights Equity Shares shall be made into the accounts of such Investors.**
- 6) All payments will be made by blocking the amount in the ASBA Account. Cash payment or payment by cheque/ demand draft/ pay order is not acceptable. In case payment is effected in contravention of this, the application may be deemed invalid and the application money will be refunded and no interest will be paid thereon.
- 7) Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/ her official seal. The Eligible Equity Shareholders must sign the CAF as per the specimen signature recorded with us and/ or Depositories.

- 8) In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with the depository/ us. In case of joint applicants, reference, if any, will be made in the first applicant's name and all communication will be addressed to the first applicant.
- 9) All communication in connection with application for the Rights Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar to the Issue prior to the date of Allotment in this Issue quoting the name of the first/ sole applicant Equity Shareholder, folio numbers and CAF number.
- 10) Only the person or persons to whom the Rights Equity Shares have been offered and not renouncee(s) shall be eligible to participate under the ASBA process.
- 11) Only persons outside restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Rights Equity Shares under applicable securities laws are eligible to participate.
- 12) Only the Eligible Equity Shareholders holding shares in demat are eligible to participate through ASBA process.
- 13) Eligible Equity Shareholders who have renounced their entitlement in part/ full are not entitled to apply using ASBA process.
- 14) Please note that, in terms of SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, all QIB Applicants, Non-Institutional Investors and other Applicants whose application amount exceeds ₹ 2,00,000, complying with the eligibility conditions of SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, can participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) Investors whose application amount is more than ₹ 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees are not eligible ASBA investors and must only apply for the Rights Equity Shares through the non ASBA process. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please see "*Terms of the Issue – Procedure for Application*" on page 479.
- 15) Please note that subject to SCSBs complying with the requirements of SEBI circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.
- 16) Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, in accordance with the applicable regulations.
- 17) In case of non - receipt of CAF, application can be made on plain paper mentioning all necessary details as mentioned under the heading "*Application on Plain Paper*" on page 488.

Do's:

- 1) Ensure compliance with eligibility conditions prescribed under the SEBI circular no. SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009.
- 2) Ensure that the ASBA Process option is selected in part A of the CAF and necessary details are filled in.
- 3) Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as Rights Equity Shares will be allotted in the dematerialized form only.

- 4) Ensure that the CAFs are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the CAF.
- 5) Ensure that there are sufficient funds (equal to {number of Rights Equity Shares as the case may be applied for} X {Issue Price of Rights Equity Shares, as the case may be}) available in the ASBA Account mentioned in the CAF before submitting the CAF to the respective Designated Branch of the SCSB.
- 6) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the CAF, in the ASBA Account, of which details are provided in the CAF and have signed the same.
- 7) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the CAF in physical form.
- 8) Except for CAFs submitted on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, each applicant should mention their PAN allotted under the Income Tax Act.
- 9) Ensure that the name(s) given in the CAF is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF.
- 10) Ensure that the Demographic Details are updated, true and correct, in all respects.
- 11) Ensure that the account holder in whose bank account the funds are to be blocked has signed authorising such funds to be blocked.
- 12) Apply under ASBA process only if you comply with the definition of an ASBA Investor.

Don'ts:

- Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
- Do not apply on duplicate CAF after you have submitted a CAF to a Designated Branch of the SCSB.
- Do not pay the amount payable on application in cash, by money order, by pay order or by postal order.
- Do not send your physical CAFs to the Lead Manager/ Registrar/ Collecting Banks (assuming that such Collecting Bank is not a SCSB)/ to a branch of the SCSB which is not a Designated Branch of the SCSB/ Company; instead submit the same to a Designated Branch of the SCSB only.
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- Do not apply if the ASBA account has already been used for five Eligible Equity Shareholders.
- Do not apply through the ASBA Process if you are not an ASBA Investor.
- Do not instruct the SCSBs to release the funds blocked under the ASBA Process.

Grounds for Technical Rejections under the ASBA Process

In addition to the grounds listed under “*Grounds for Technical Rejections for non-ASBA Investors*” on page 502, applications under the ASBA Process are liable to be rejected on the following grounds:

- Application on a SAF

- Application for allotment of Rights Entitlements or additional Rights Equity Shares which are in physical form.
- DP ID and Client ID mentioned in CAF not matching with the DP ID and Client ID records available with the Registrar.
- Submission of an ASBA application on plain paper to a person other than a SCSB.
- Sending CAF to a Lead Manager/ Registrar/ Collecting Bank (assuming that such Collecting Bank is not a SCSB)/ to a branch of a SCSB which is not a Designated Branch of the SCSB/ Company.
- Insufficient funds being available with the SCSB for blocking the amount.
- Funds in the bank account with the SCSB whose details have been mentioned in the CAF / Plain Paper Application having been frozen pursuant to regulatory order.
- ASBA Account holder not signing the CAF or declaration mentioned therein.
- CAFs that do not include the certification set out in the CAF to the effect that the subscriber is not a “U.S. Person” (as defined under Regulation S) and does not have a registered address (and is not otherwise located) in the U.S. or restricted jurisdictions and is authorized to acquire the rights and the securities in compliance with all applicable laws and regulations.
- CAFs which have evidence of being executed in/ dispatched from a restricted jurisdiction or executed by or for the account or benefit of a U.S. Person (as defined in Regulation S).
- Renouncees applying under the ASBA Process.
- Submission of more than five CAFs per ASBA Account.
- QIBs, Non-Institutional Investors and other Eligible Shareholders applying for Rights Equity Shares in the Issue for value of more than ₹ 2,00,000 who hold Equity Shares in dematerialised form and is not a renouncer or a Renouncee not applying through the ASBA process.
- The application by an Eligible Shareholder whose cumulative value of Rights Equity Shares applied for is more than ₹2,00,000 but has applied separately through split CAFs of less than ₹ 2,00,000 and has not done so through the ASBA process.
- Multiple CAFs, including cases where an Investor submits CAFs along with a plain paper application.
- Submitting the GIR number instead of the PAN.
- An investor, who is not complying with any or all of the conditions for being an ASBA Investor, applies under the ASBA process.
- Applications by persons not competent to contract under the Contract Act, 1872, as amended, except applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
- Failure to mention an Indian address in the Application. Application with foreign address shall be liable to be rejected.
- If an Investor is (a) debarred by SEBI and/or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlement.
- ASBA Bids by SCSBs applying through the ASBA process on own account, other than through an ASBA Account in its own name with any other SCSB.

Depository account and bank details for Eligible Equity Shareholders applying under the ASBA Process

IT IS MANDATORY FOR ALL THE ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY THE EQUITY SHAREHOLDER ON THE RECORD DATE. ALL ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE CAF. ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MUST ENSURE THAT THE NAME GIVEN IN THE CAF IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE CAF IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE CAF / PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Eligible Equity Shareholders applying under the ASBA Process should note that on the basis of name of these Eligible Equity Shareholders, Depository Participant's name and identification number and beneficiary account number provided by them in the CAF / plain paper applications, as the case may be, the Registrar to the Issue will obtain from the Depository demographic details of these Eligible Equity Shareholders such as address, bank account details for printing on refund orders and occupation ("**Demographic Details**"). Hence, Eligible Equity Shareholders applying under the ASBA Process should carefully fill in their Depository Account details in the CAF.

These Demographic Details would be used for all correspondence with such Eligible Equity Shareholders including mailing of the letters intimating unblocking of their respective ASBA Accounts. The Demographic Details given by the Eligible Equity Shareholders in the CAF would not be used for any other purposes by the Registrar. Hence, Eligible Equity Shareholders are advised to update their Demographic Details as provided to their Depository Participants.

By signing the CAFs, the Eligible Equity Shareholders applying under the ASBA Process would be deemed to have authorised the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Letters intimating Allotment and unblocking the funds would be mailed at the address of the Eligible Equity Shareholder applying under the ASBA Process as per the Demographic Details received from the Depositories. The Registrar to the Issue will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Eligible Equity Shareholders. Eligible Equity Shareholders applying under the ASBA Process may note that delivery of letters intimating unblocking of the funds may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Eligible Equity Shareholder in the CAF would be used only to ensure dispatch of letters intimating unblocking of the ASBA Accounts.

Note that any such delay shall be at the sole risk of the Eligible Equity Shareholders applying under the ASBA Process and none of us, the SCSBs or the Lead Manager shall be liable to compensate the Eligible Equity Shareholder applying under the ASBA Process for any losses caused due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, (a) names of the Eligible Equity Shareholders (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such applications are liable to be rejected.

Issue Schedule

Issue Opening Date:	April 12, 2017
Last date for receiving requests for SAFs:	April 19, 2017
Issue Closing Date:	April 26, 2017

The Board may however decide to extend the Issue period, as it may determine from time to time, but not

exceeding 30 days from the Issue Opening Date.

Basis of Allotment

Subject to the provisions contained in the Draft Letter of Offer, this Letter of Offer, Abridged Letter of Offer, CAF, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- (i) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s) who has/ have applied for Equity Shares renounced in their favour, in full or in part.
- (ii) Investors whose fractional entitlements are being ignored and Eligible Equity Shareholders with Zero entitlement would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Share. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (i) above. If number of Equity Shares required for Allotment under this head are more than number of Equity Shares available after Allotment under (i) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange, as a part of Issue and will not be a preferential allotment.
- (iii) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of the Issue and have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there is an unsubscribed portion after making full Allotment in (i) and (ii) above. The Allotment of such Equity Shares will be at the sole discretion of our Board/Committee in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- (iv) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (i), (ii) and (iii) above. The Allotment of such Equity Shares will be at the sole discretion of our Board/Committee of Directors in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- (v) Allotment to any other person that the Board as it may deem fit provided there is surplus available after making Allotment under (i), (ii), (iii) and (iv) above, and the decision of the Board in this regard shall be final and binding.

Our Promoter, *vide* letter dated January 13, 2017, has confirmed that they intend to subscribe to their Rights Entitlement in full in the Issue, in compliance with regulation 10(4) of the SEBI Takeover Regulations and may subscribe to additional Rights Equity Shares (including any unsubscribed portion of the Issue), subject to their total investment in the Issue including subscription towards Rights Entitlement, not exceeding ₹ 1,650 million

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall be exempt in terms of Regulation 10 (4) (a) and (b) of the SEBI Takeover Regulations subject to fulfilment of conditions mentioned therein and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

After taking into account Allotment to be made under (i) to (iv) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar to the Issue shall send to the Controlling Branches, a list of the ASBA Investors who have been allocated Equity Shares in the Issue, along with:

- 1) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA Investors;

- 2) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- 3) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Underwriting

Our Company has entered into an Underwriting Agreement dated March 27, 2017 with the Underwriter for underwriting the Rights Equity Shares. The fulfilment of obligations by the Underwriter shall be subject to the Promoter subscribing to its Rights Entitlement. The Underwriter mentioned in the table below has agreed to underwrite for amount specified below at a price equal to the Issue Price.

Name, address, telephone number, fax number and e-mail address of the Underwriter	Number of Rights Equity Shares underwritten	Amount underwritten
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Tel: +91 (22) 2288 2460 Fax: +91 (22) 2282 6580 E-mail: mldl.rights@icicisecurities.com	5,051,857	₹ 1,475.14 million

Allotment Advices/ Refund Orders

Our Company will issue and dispatch allotment advice/ share certificates/ demat credit and/ or letters of regret along with refund order or credit the allotted Equity Shares to the respective beneficiary accounts, if any, within 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

Investors residing at centres where clearing houses are managed by the Reserve Bank of India (“RBI”), payment of refund would be done through NACH except where Investors have not provided the details required to send electronic refunds.

In case of those Investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, advice regarding their credit of the Rights Equity Shares shall be given separately. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 days of the Issue Closing Date.

In case of those Investors who have opted to receive their Rights Entitlement in physical form and our Company issues letter of allotment, the corresponding Rights Equity Share certificates will be kept ready within two months from the date of Allotment thereof under section 56 of the Companies Act or other applicable provisions, if any. Investors are requested to preserve such letters of allotment, which would be exchanged later for the Rights Equity Share certificates.

The letter of allotment/ refund order would be sent by registered post/ speed post to the sole/ first Investor’s registered address in India or the Indian address provided by the Eligible Equity Shareholders from time to time. Such refund orders would be payable at par at all places where the applications were originally accepted. The same would be marked ‘Account Payee only’ and would be drawn in favour of the sole/ first Investor. Adequate funds would be made available to the Registrar to the Issue for this purpose.

Our Company shall ensure at par facility is provided for encashment of refund orders or pay orders at the places where applications are accepted.

As regards allotment/refund to Non-residents, the following further conditions shall apply:

In the case of Non-resident Shareholders or Investors who remit their Application Money from funds held in NRE/FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts, the details of which should be furnished in the CAF. Subject to the applicable laws and other approvals, in case of Non-resident Shareholders or Investors who remit their application money through Indian Rupee demand drafts purchased from abroad, refund and/or payment of dividend or interest and any other

disbursement, shall be credited to such accounts and will be made after deducting bank charges or commission in US Dollars, at the rate of exchange prevailing at such time. Our Company will not be responsible for any loss on account of exchange rate fluctuations for conversion of the Indian Rupee amount into US Dollars. The Share Certificate(s) will be sent by registered post / speed post to the address in India of the Non-Resident Shareholders or Investors.

This Letter of Offer/ Abridged Letter of Offer and the CAF shall be dispatched to only such Non-resident Shareholders who have a registered address in India or have provided an Indian address.

Payment of Refund

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription, would be done through any of the following modes:

1. NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
2. National Electronic Fund Transfer (“NEFT”) - Payment of refund shall be undertaken through NEFT wherever the Investors' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
3. Direct Credit - Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
4. RTGS - If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the CAF. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investor.
5. For all other Investors the refund orders will be dispatched through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
6. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to Non- resident

Where applications are accompanied by Indian rupee drafts purchased abroad and payable at Mumbai, refunds will be made in the Indian rupees based on the U.S. dollars equivalent which ought to be refunded. Indian rupees will be converted into U.S. dollars at the rate of exchange, which is prevailing on the date of refund. The exchange rate risk on such refunds shall be borne by the concerned applicant and our Company shall not bear any part of the risk.

Where the applications made are accompanied by NRE/FCNR/NRO cheques, refunds will be credited to NRE/FCNR/NRO accounts respectively, on which such cheques were drawn and details of which were provided in the CAF.

Printing of Bank Particulars on Refund Orders

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor's bank account are mandatorily required to be given for printing on the refund orders. Bank account particulars, where available, will be printed on the refund orders/ refund warrants which can then be deposited only in the account specified. We will in no way be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

Allotment advice/ Share Certificates/ Demat Credit

Allotment advice/ Share Certificates/ demat credit or letters of regret will be dispatched to the registered address of the first named Investor or respective beneficiary accounts will be credited within the timeline prescribed under applicable law. In case our Company issues Allotment advice, the respective Share Certificates will be dispatched within one month from the date of the Allotment. Allottees are requested to preserve such allotment advice (if any) to be exchanged later for Share Certificates.

Option to receive Equity Shares in Dematerialized Form

Investors shall be allotted the Equity Shares in dematerialized (electronic) form at the option of the Investor. We have signed a tripartite agreement with NSDL and the Registrar to the Issue on June 24, 2016, which enables the Investors to hold and trade in Equity Shares in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates. We have also signed a tripartite agreement with CDSL and the Registrar to the Issue on June 23, 2016, which enables the Investors to hold and trade in Equity Shares in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

In this Issue, the Allottees who have opted for Rights Equity Shares in dematerialized form will receive their Rights Equity Shares in the form of an electronic credit to their beneficiary account as given in the CAF, after verification with a depository participant. Investor will have to give the relevant particulars for this purpose in the appropriate place in the CAF. Allotment advice, refund order (if any) would be sent directly to the Investor by the Registrar to the Issue but the Investor's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Investor's depository account. CAFs, which do not accurately contain this information, will be given the Equity Shares in physical form. No separate CAFs for Equity Shares in physical and/ or dematerialized form should be made. If such CAFs are made, the CAFs for physical Rights Equity Shares will be treated as multiple CAFs and is liable to be rejected. In case of partial Allotment, Allotment will be done in demat option for the Rights Equity Shares sought in demat and balance, if any, will be allotted in physical Rights Equity Shares. Eligible Shareholders of our Company holding Equity Shares in physical form may opt to receive Rights Equity Shares in the Issue in dematerialized form.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the electronic form is as under:

- Open a beneficiary account with any depository participant (*care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in our records. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in our records*). In case of Investors having various folios with different joint holders, the Investors will have to open separate accounts for such holdings. Those Eligible Equity Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- For Eligible Equity Shareholders already holding Equity Shares in dematerialized form as on the Record Date, the beneficiary account number shall be printed on the CAF. For those who open accounts later or those who change their accounts and wish to receive their Equity Shares by way of credit to such account, the necessary details of their beneficiary account should be filled in the space provided in the CAF. It may be noted that the Allotment of Equity Shares arising out of this Issue may be made in dematerialized form even

if the original Equity Shares are not dematerialized. Nonetheless, it should be ensured that the depository account is in the name(s) of the Eligible Equity Shareholders and the names are in the same order as in our records.

- The responsibility for correctness of information (including Investor's age and other details) filled in the CAF vis-à-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in CAF should be the same as registered with the Investor's depository participant.
- If incomplete / incorrect beneficiary account details are given in the CAF, the Investor will get Rights Equity Shares in physical form.
- The Rights Equity Shares allotted to applicants opting for issue in dematerialized form, would be directly credited to the beneficiary account as given in the CAF after verification. Allotment advice, refund order (if any) would be sent directly to the applicant by the Registrar to the Issue but the applicant's depository participant will provide to the applicant the confirmation of the credit of such Equity Shares to the applicant's depository account. It may be noted that Equity Shares in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL and CDSL.
- Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the application is liable to be rejected.
- Non-transferable allotment advice/refund orders will be directly sent to the Investors by the Registrar.
- Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Eligible Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.

General instructions for non-ASBA Investors

- (i) Please read the instructions printed on the CAF carefully.
- (ii) Applicants that are not QIBs or are not Non – Institutional Investor or those who's Application Money does not exceed ₹200,000 may participate in the Issue either through ASBA or the non-ASBA process. Eligible Equity Shareholders who have renounced their entitlement (in full or in part), Renouncees and Applicants holding Equity Shares in physical form and/or subscribing in the Issue for Allotment in physical form may participate in the Issue only through the non ASBA process.
- (iii) Application should be made on the printed CAF, provided by us except as mentioned under the head "*Application on Plain Paper*" on page 484 and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/ or which are not completed in conformity with the terms of this Letter of Offer or Abridged Letter of Offer are liable to be rejected and the money paid, if any, in respect thereof will be refunded without interest and after deduction of bank commission and other charges, if any. The CAF must be filled in English and the names of all the Investors, details of occupation, address, father's/ husband's name must be filled in block letters.
- (iv) Eligible Equity Shareholders participating in the Issue other than through ASBA are required to fill Part A of the CAF and submit the CAF along with Application Money before close of banking hours on or before the Issue Closing Date or such extended time as may be specified by our Board in this regard. The CAF together with the cheque/ demand draft should be sent to the Banker to the Issue/ Collecting Bank or to the Registrar to the Issue and not to us or Lead Manager to the Issue. Investors residing at places other than cities where the branches of the Banker to the Issue have been authorised by us for collecting applications, will have to make payment by demand draft payable at Mumbai of an amount net of bank and postal charges and send their CAFs to the Registrar to the Issue by registered post/speed post. If any portion of the CAF is/ are detached or separated, such application is liable to be rejected. **CAF's received after banking hours on closure day will be liable for rejection.**

Applications where separate cheques/demand drafts are not attached for amounts to be paid for Equity Shares are liable to be rejected. Applications accompanied by cash, postal order or stockinvest are liable to be rejected.

- (v) Except for applications on behalf of the Central and State Government, the residents of Sikkim and the officials appointed by the courts, all Investors, and in the case of application in joint names, each of the joint Investors, should mention his/ her PAN allotted under the Income Tax Act, irrespective of the amount of the application. CAFs without PAN will be considered incomplete and are liable to be rejected.
- (vi) Investors, holding Equity Shares in physical form, are advised that it is mandatory to provide information as to their savings/current account number, the nine digit MICR number and the name of the bank with whom such account is held in the CAF to enable the Registrar to the Issue to print the said details in the refund orders, if any, after the names of the payees. Application not containing such details is liable to be rejected.
- (vii) All payment should be made by cheque/ demand draft only. Application through the ASBA process as mentioned above is acceptable. Cash payment is not acceptable. In case payment is effected in contravention of this, the application may be deemed invalid and the application money will be refunded and no interest will be paid thereon.
- (viii) Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/ her official seal. The Eligible Equity Shareholders must sign the CAF as per the specimen signature recorded with us/ Depositories.
- (ix) In case of an application under power of attorney or by a body corporate or by a society, a certified true copy of the relevant power of attorney or relevant resolution or authority to the signatory to make the relevant investment under this Issue and to sign the application and certified true a copy of the Memorandum and Articles of Association and/ or bye laws of such body corporate or society must be lodged with the Registrar to the Issue giving reference of the serial number of the CAF. In case the above referred documents are already registered with us, the same need not be a furnished again. In case these papers are sent to any other entity besides the Registrar to the Issue or are sent after the Issue Closing Date, then the application is liable to be rejected. In no case should these papers be attached to the application submitted to the Banker to the Issue.
- (x) In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with us or the Depositories. Further, in case of joint Investors who are Renouncees, the number of Investors should not exceed three. In case of joint Investors, reference, if any, will be made in the first Investor's name and all communication will be addressed to the first Investor.
- (xi) Application(s) received from NRs/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA, including regulations relating to QFI's, in the matter of refund of application money, Allotment of Equity Shares, subsequent issue and Allotment of Equity Shares, interest, export of share certificates, etc. In case a NR or NRI Eligible Equity Shareholder has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the CAF. Additionally, applications will not be accepted from NRs/ NRIs in the U.S. or its territories and possessions, or any other jurisdiction where the offer or sale of the Rights Entitlements and Equity Shares may be restricted by applicable securities laws.
- (xii) All communication in connection with application for the Equity Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar to the Issue prior to the date of Allotment in this Issue quoting the name of the first/ sole Investor, folio numbers and CAF number. Please note that any intimation for change of address of Eligible Equity Shareholders, after the date of Allotment, should be sent to our Registrar and Transfer Agent, in the case of Equity Shares held in physical form and to the respective depository participant, in case of Equity Shares held in dematerialized form.
- (xiii) SAFs cannot be re-split.

- (xiv) Only the Equity Shareholder(s) and not Renouncee(s) shall be entitled to obtain SAFs.
- (xv) Investors must write their CAF number at the back of the cheque/ demand draft.
- (xvi) Only one mode of payment per application should be used. The payment must be by cheque/ demand draft drawn on any of the banks, including a co-operative bank, which is situated at and is a member or a sub member of the Bankers Clearing House located at the centre indicated on the reverse of the CAF where the application is to be submitted.
- (xvii) A separate cheque/ draft must accompany each CAF. Outstation cheques/ demand drafts or post-dated cheques and postal/ money orders will not be accepted and applications accompanied by such outstation cheques/ outstation demand drafts/ money orders or postal orders will be rejected.
- (xviii) No receipt will be issued for application money received. The Banker to the Issue/ Collecting Bank/ Registrar will acknowledge receipt of the same by stamping and returning the acknowledgment slip at the bottom of the CAF.
- (xix) The distribution of this Letter of Offer and issue of Equity Shares and Rights Entitlements to persons in certain jurisdictions outside India may be restricted by legal requirements in those jurisdictions. Persons in such jurisdictions are instructed to disregard this Letter of Offer and not to attempt to subscribe for Equity Shares.
- (xx) Investors are requested to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

Do's for non-ASBA Investors:

- Check if you are eligible to apply i.e. you are an Equity Shareholder on the Record Date;
- Read all the instructions carefully and ensure that the cheque/ draft option is selected in Part A of the CAF and necessary details are filled in;
- In the event you hold Equity Shares in dematerialised form, ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only;
- Ensure that your Indian address is available with our Company and the Registrar, in case you hold Equity Shares in physical form or the depository participant, in case you hold Equity Shares in dematerialised form;
- Ensure that the value of the cheque/ draft submitted by you is equal to the {(number of Equity Shares applied for) X (Issue Price of Equity Shares, as the case may be)} before submission of the CAF. Investors residing at places other than cities where the branches of the Banker to the Issue have been authorised by us for collecting applications, will have to make payment by demand draft payable at Mumbai of an amount net of bank and postal charges;
- Ensure that you receive an acknowledgement from the collection branch of the Banker to the Issue for your submission of the CAF in physical form;
- Ensure that you mention your PAN allotted under the Income Tax Act with the CAF, except for Applications on behalf of the Central and State Governments, residents of the state of Sikkim and officials appointed by the courts;
- Ensure that the name(s) given in the CAF is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF;
- Ensure that the demographic details are updated, true and correct, in all respects.

Don'ts for non-ASBA Investors:

- Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction;
- Do not apply on duplicate CAF after you have submitted a CAF to a collection branch of the Banker to the Issue;
- Do not pay the amount payable on application in cash, by money order or by postal order;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit Application accompanied with Stock invest;

Grounds for Technical Rejections for non-ASBA Investors

Investors are advised to note that applications are liable to be rejected on technical grounds, including the following:

- Amount paid does not tally with the amount payable;
- Bank account details (for refund) are not given and the same are not available with the DP (in the case of dematerialized holdings) or the Registrar (in the case of physical holdings);
- Submission of CAFs to the SCSBs;
- Submission of plain paper Applications to any person other than the Registrar to the Issue;
- Age of Investor(s) not given (in case of Renouncees);
- Except for CAFs on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN not given for application of any value;
- In case of CAF under power of attorney or by limited companies, corporate, trust, relevant documents are not submitted;
- If the signature of the Equity Shareholder does not match with the one given on the CAF and for Renouncee(s) if the signature does not match with the records available with their Depositories;
- CAFs are not submitted by the Investors within the time prescribed as per the CAF and this Letter of Offer;
- CAFs not duly signed by the sole/ joint Investors;
- CAFs/ SAFs by OCBs not accompanied by a copy of an RBI approval to apply in this Issue;
- CAFs accompanied by Stockinvest/ outstation cheques/ post-dated cheques/ money order/ postal order/ outstation demand draft;
- In case no corresponding record is available with the Depositories that matches three parameters, namely, names of the Investors (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity;
- CAFs that do not include the certifications set out in the CAF to the effect that the subscriber is not a "U.S. Person" (as defined in Regulation S) and does not have a registered address (and is not otherwise located) in the U.S. or other restricted jurisdictions and is authorized to acquire the Rights Entitlements and Equity Shares in compliance with all applicable laws and regulations;
- CAFs which have evidence of being executed in/ dispatched from restricted jurisdictions;

- CAFs by ineligible non-residents (including on account of restriction or prohibition under applicable local laws) and where the registered address in India has not been provided;
- CAFs where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements;
- In case the GIR number is submitted instead of the PAN;
- CAFs submitted by Renouncees where Part B of the CAF is incomplete or is unsigned. In case of joint holding, all joint holders must sign Part 'B' of the CAF;
- Applications by persons not competent to contract under the Contract Act, 1872, as amended, except bids by minors having valid demat accounts as per the demographic details provided by the Depositories.
- Applications by Renouncees who are persons not competent to contract under the Indian Contract Act, 1872, including minors;
- Multiple CAFs, including cases where an Investor submits CAFs along with a plain paper application; and
- Applications from QIBs, Non-Institutional Investors or Investors applying in this Issue for Equity Shares for an amount exceeding ₹200,000, not through ASBA process.
- Failure to mention an Indian address in the Application. Application with foreign address shall be liable to be rejected.
- If an Investor is debarred by SEBI and if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlement.
- Non – ASBA applications made by QIBs and Non – Institutional Investors.

Please read this Letter of Offer or Abridged Letter of Offer and the instructions contained therein and in the CAF carefully, before filling the CAF. The instructions contained in the CAF are an integral part of this Letter of Offer and must be carefully followed. The CAF is liable to be rejected for any non-compliance of the provisions contained in this Letter of Offer or the CAF.

Investment by FPIs, FIIs and QFIs

SEBI, On January 7, 2014, notified the SEBI FPI Regulations pursuant to which FIIs, its sub-accounts and QFIs categories of investors were merged to form a new category called 'Foreign Portfolio Investors'. Prior to the notification of the SEBI FPI Regulations, portfolio investments by FIIs and sub-accounts were governed by SEBI under the FII Regulations and portfolio investments by QFIs were governed by various circulars issued by SEBI from time to time (**QFI Circulars**). Pursuant to the notification of the SEBI FPI Regulations, the FII Regulations were repealed and the QFI Circulars were rescinded.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an Investor group (*which means the same set of ultimate beneficial owner(s) investing through multiple entities*) is not permitted to exceed 10% of our Company's post-Issue Equity Share Capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share Capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid up Equity Share Capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board followed by a special resolution passed by the Eligible Equity Shareholders of our Company. Pursuant to a resolution of our shareholders passed at the AGM held on July 23, 2013, the aggregate limit of investments by FIIs in our Company is 49% of the paid up equity share capital of our Company.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

An FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account (other than a sub-account which is a foreign corporate or a foreign individual) may participate in the Issue, until expiry

of its registration as an FII or sub-account or until it obtains a certificate of registration as an FPI, whichever is earlier. If the registration of an FII or sub-account has expired or is about to expire, such FII or sub-account may, subject to payment of conversion fees as applicable under the SEBI FPI Regulations, participate in the Issue. An FII or sub-account shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (*being deemed FPIs*) shall be included.

Further, in terms of the SEBI (FPI) Regulations, a QFI may continue to buy, sell or otherwise deal in securities, subject to the provisions of the SEBI (FPI) Regulations, until January 6, 2015 (or such other date as may be specified by SEBI) or until the QFI obtains a certificate of registration as FPI, whichever is earlier.

The existing individual and aggregate investment limits for Eligible QFIs in an Indian company are 5% and 10% of the paid-up capital of an Indian company, respectively. In terms of the FEMA Regulations, a QFI shall not be eligible to invest as a QFI upon obtaining registration as an FPI. However, all investments made by a QFI in accordance with the regulations, prior to registration as an FPI shall continue to be valid and taken into account for computation of the aggregate limit.

Investment by NRIs

Investments by NRIs are governed by the Portfolio Investment Scheme under Regulation 5(3)(i) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended. Applications will not be accepted from NRIs in restricted jurisdictions.

NRI Applicants may please note that only such Applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The NRI Applicants who intend to make payment through NRO accounts shall use the Application Form meant for resident Indians and shall not use the Application Forms meant for reserved category.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/ CFD/ DIL/1/2011 dated April 29, 2011, all Applicants who are QIBs, Non- Institutional Investors or are applying in this Issue for Equity Shares for an amount exceeding ₹ 2,00,000 shall mandatorily make use of ASBA facility.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/DIL/1/2011 dated April 29, 2011, all applicants who are QIBs, Non-Institutional Investors or are applying in this Issue for Equity Shares for an amount exceeding ₹200,000 shall mandatorily make use of ASBA facility, subject to their fulfilling the eligibility conditions to be an ASBA Investor. Further, all QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹200,000, subject to their fulfilling the eligibility conditions to be an ASBA Investor.

Procedure for Applications by AIFs, FVCIs and VCFs

The SEBI (Venture Capital Funds) Regulations, 1996, as amended (“**SEBI VCF Regulations**”) and the SEBI (Foreign Venture Capital Investor) Regulations, 2000, as amended (“**SEBI FVCI Regulations**”) prescribe, amongst other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI (Alternative Investments Funds) Regulations, 2012 (“**SEBI AIF Regulations**”) prescribe, amongst other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue.

Venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations.

Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Mode of payment for Resident Eligible Equity Shareholders/ Investors

- All cheques/ drafts accompanying the CAF should be drawn in favour of “**Mahindra Lifespace Developers Limited – Rights Issue - R**” crossed ‘A/c Payee only’ and should be submitted along with the CAF to the Banker to the Issue or to the Registrar to the Issue;
- Investors residing at places other than places where the bank collection centres have been opened by us for collecting applications, are requested to send their CAFs together with Demand Draft for the full application amount, net of bank and postal charges favouring the Banker to the Issue, crossed ‘A/c Payee only’ and marked “**Mahindra Lifespace Developers Limited – Rights Issue - R**” payable at Mumbai directly to the Registrar to the Issue by registered post so as to reach them on or before the Issue Closing Date. We, the Lead Manager or the Registrar to the Issue will not be responsible for postal delays or loss of applications in transit, if any.

Applications through mails should not be sent in any other manner except as mentioned above. The CAF along with the application money must not be sent to our Company or the Lead Manager. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Eligible Equity Shareholders/ Investors

As regards the application by non-resident Eligible Equity Shareholders/ Investors, the following conditions shall apply:

- Individual non-resident Indian applicants who are permitted to subscribe for Equity Shares by applicable local securities laws can also obtain application forms from the following address:

Karvy Computershare Private Limited
Karvy Selenium, Tower B, Plot Nos. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Tel: +91 (40) 6716 2222
Fax: +91 (40) 2342 0814
Contact Person: M. Muralikrishna
Website: www.karvycomputershare.com
Email: murali.m@karvy.com

Note: This Letter of Offer/ Abridged Letter of Offer and CAFs to NRIs shall be sent only to their Indian address, if provided.

- Applications will not be accepted from non-resident from any jurisdiction where the offer or sale of the Rights Entitlements and Equity Shares may be restricted by applicable securities laws.
- All non-resident investors should draw the cheques/ demand drafts for the full application amount, net of bank and postal charges and which should be submitted along with the CAF to the Banker to the Issue/ collection centres or to the Registrar to the Issue.
- Non-resident investors applying from places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with Demand Draft for the full application amount, net of bank and postal charges, and marked “**Mahindra Lifespace Developers Limited – Rights Issue - R**” payable at Mumbai directly to the Registrar to the Issue by registered

post so as to reach them on or before the Issue Closing Date. Our Company or the Registrar to the Issue will not be responsible for postal delays or loss of applications in transit, if any.

- Payment by non-residents must be made by demand draft payable at Mumbai/cheque payable drawn on a bank account maintained at Mumbai or funds remitted from abroad in any of the following ways:

Application with repatriation benefits

- (i) By Indian Rupee drafts purchased from abroad and payable at Mumbai or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate);
- (ii) By local cheque / bank drafts remitted through normal banking channels or out of funds held in Non-Resident External Account (NRE) or FCNR Account maintained with banks authorized to deal in foreign currency in India, along with documentary evidence in support of remittance;
- (iii) By Rupee draft purchased by debit to NRE/ FCNR Account maintained elsewhere in India and payable in Mumbai;
- (iv) FIIs/FPIs registered with SEBI must remit funds from special non-resident rupee deposit account;
- (v) Non-resident investors applying with repatriation benefits should draw cheques/ drafts in favour of '**Mahindra Lifespace Developers Limited – Rights Issue - NR**' and must be crossed 'account payee only' for the full application amount;
- (vi) Investors may note that where payment is made by drafts purchased from NRE/ FCNR accounts, as the case may be, an Account Debit Certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR account should be enclosed with the CAF. Otherwise the application shall be considered incomplete and is liable to be rejected.

Application without repatriation benefits

- (i) As far as non-residents holding Equity Shares on non-repatriation basis are concerned, in addition to the modes specified above, payment may also be made by way of cheque drawn on Non-Resident (Ordinary) Account maintained in India or Rupee Draft purchased out of NRO Account maintained elsewhere in India but payable at Mumbai. In such cases, the Allotment of Equity Shares will be on non-repatriation basis.
- (ii) All cheques/ drafts submitted by non-residents applying on a non-repatriation basis should be drawn in favour of '**Mahindra Lifespace Developers Limited – Rights Issue – R**' and must be crossed 'account payee only' for the full application amount. The CAFs duly completed together with the amount payable on application must be deposited with the Collecting Bank indicated on the reverse of the CAFs before the close of banking hours on or before the Issue Closing Date. A separate cheque or bank draft must accompany each CAF.
- (iii) Investors may note that where payment is made by drafts purchased from NRE/ FCNR/ NRO accounts, as the case may be, an Account Debit Certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account should be enclosed with the CAF. Otherwise the application shall be considered incomplete and is liable to be rejected.
- (iv) New demat account shall be opened for holders who have had a change in status from resident Indian to NRI. Any application from a demat account which does not reflect the accurate status of the Applicant are liable to be rejected.

Notes:

- In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the I.T. Act.
- In case Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.

- The CAF duly completed together with the amount payable on application must be deposited with the Collecting Bank indicated on the reverse of the CAFs before the close of banking hours on or before the Issue Closing Date. A separate cheque or bank draft must accompany each CAF.
- In case of an application received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines/ rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act which is reproduced below:

“Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447”.

Section 447 of the Companies Act provides for punishment for fraud which *inter alia* states punishment of imprisonment for a term which shall not be less than six month but which may extend to ten years and shall be liable to a fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Payment by Stockinvest

In terms of RBI Circular DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003, the Stockinvest Scheme has been withdrawn. Hence, payment through Stockinvest would not be accepted in this Issue.

Disposal of application and application money

No acknowledgment will be issued for the application moneys received by us. However, the Banker to the Issue/ Registrar to the Issue/ Designated Branch of the SCSBs receiving the CAF will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each CAF. Our Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the application money received will be refunded. Wherever an application is rejected in part, the balance of application money, if any, after adjusting any money due on Rights Equity Shares allotted, will be refunded to the Investor within the timelines prescribed under applicable law. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law. For further instructions, please read the CAF carefully.

Utilisation of Issue Proceeds

Our Board declares that:

- (a) All monies received out of the Issue shall be transferred to a separate bank account;
- (b) Details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- (c) Details of all unutilised monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested; and
- (d) Our Company may utilise the funds collected in the Issue only after the Basis of Allotment is finalized.

Undertakings by our Company

Our Company undertakes the following:

- (i) The complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily.
- (ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken within 7 working days from the date of finalization of the Basis of Allotment.
- (iii) The funds required for making refunds to unsuccessful applicants as per the modes disclosed shall be made available to the Registrar to the Issue by us.
- (iv) We undertake that where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- (v) Adequate arrangements shall be made to collect all ASBA applications and to consider them similar to non-ASBA applications while finalising the basis of Allotment.
- (vi) The certificates of the securities/ refund orders to the non-resident Indians shall be dispatched within the specified time.
- (vii) Except as Equity Shares that may be allotted under ESOS, no further issue of securities affecting our equity capital shall be made till the securities issued/ offered through this Letter of Offer and are listed or till the application money are refunded on account of non-listing, under-subscription etc.
- (viii) At any given time there shall be only one denomination of our Equity Shares.
- (ix) We accept full responsibility for the accuracy of information given in this Letter of Offer and confirm that to the best of our knowledge and belief, there are no other facts the omission of which makes any statement made in this Letter of Offer misleading and further confirms that we have made all reasonable enquiries to ascertain such facts.
- (x) All information shall be made available by the Lead Manager and the Issuer to the Investors at large and no selective or additional information would be available for a section of the Investors in any manner whatsoever including at road shows, presentations, in research or sales reports etc.
- (xi) We shall comply with such disclosure and accounting norms specified by SEBI from time to time.

Minimum Subscription

If our Company does not receive minimum subscription of 90% of the Issue including devolvement of underwriting and participation by the Promoter of the undersubscribed portion of the Issue, our Company shall refund the entire subscription amount within the prescribed time. In the event that there is a delay of making refunds beyond such period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rates prescribed under applicable laws.

Important

- Please read this Letter of Offer carefully before taking any action. The instructions contained in the accompanying CAF are an integral part of the conditions and must be carefully followed; otherwise the application is liable to be rejected.
- All enquiries in connection with this Letter of Offer or accompanying CAF and requests for SAFs must be addressed (quoting the Registered Folio Number/ DP and Client ID number, the CAF number and the name of the first Equity Shareholder as mentioned on the CAF and super scribed '**Mahindra Lifespace Developers**

Limited -Rights Issue ' on the envelope and postmarked in India) to the Registrar to the Issue at the following address:

Karvy Computershare Private Limited

Karvy Selenium, Tower B, Plot Nos. 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Tel: +91 (40) 6716 2222
Fax: +91 (40) 2342 0814
Contact Person: M Muralikrishna
Website: www.karvycomputershare.com
Email: mldl.cs@karvy.com

It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in “*Risk Factors*” on page 15.

The Issue will remain open for a minimum 15 days. However, our Board will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date.

SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

TERMS OF THE ARTICLES OF ASSOCIATION

New set of Articles of Association adopted vide resolution passed by the shareholders of the Company at the 16th Annual General Meeting held on 31st July, 2015.

**Articles have been altered vide approval of the Shareholders through special resolution at the 17th Annual General Meeting held on 28th July, 2016.*

***New articles have been inserted vide approval of the Shareholders through special resolution at 17th Annual General Meeting held on 28th July, 2016.*

Articles renumbered consequent to deletion of articles vide approval of the Shareholders through special resolution at 17th Annual General Meeting held on 28th July, 2016.

ARTICLES OF ASSOCIATION OF MAHINDRA LIFESPACE DEVELOPERS LIMITED

1. The regulation contained in Table A of the first Schedule to the Companies Act, 1956, or Table F in the First Schedule to the 2013 Act, shall not apply to this Company but the regulations for the management of the Company and for the observance of the Members thereof and their representative, shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to, its regulations by special Resolution, as prescribed by the said Companies Act, 2013, be such as are contained in these Articles. Table A or Table F not to apply but Company to be governed by these Articles.

INTERPRETATION

2. In the interpretation of these Articles the following words or expressions shall have the following meaning unless repugnant to the subject or context:

“The COMPANY” or “This COMPANY” means MAHINDRA LIFESPACE DEVELOPERS LIMITED.	“The Company” or “This Company”
*“Act” means the Companies Act, 2013, the rules made thereunder and any amendments thereto or re-enactments thereof from time to time and includes those provisions of the Companies Act, 1956 which have not ceased to be effective or which have not been expressly repealed.	**“Act”
“Articles” means these articles of association of the Company, as amended from time to time.	“Articles”
“Auditors” and “Agents” mean respective officers for the time being of the Company.	“Auditors” and “Agents”
“Beneficial Owner” shall mean beneficial owner as defined under Clause (a) of sub-section (1) of section 2 of the Depositories Act, 1996.	“Beneficial Owner”
“Board of Directors” or “Board” means the Board of Directors of the Company.	“Board of Director’s”
“Capital” means the share capital for the time being raised or authorized to be raised, for the purpose of the Company.	“Capital”
“Depository” shall mean a Depository as defined under clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996	“Depository”
“Depositories Act” shall mean Depositories Act, 1996 (22 of 1996) and shall include any statutory modification or re-enactment thereof for the time being in force.	“Depositories Act”
“Director” means a director on the Board.	Director

“Dividend” includes Interim Dividend.	“Dividend”
“Extraordinary General Meeting” means a General Meeting [other than an Annual General Meeting] of the members duly called and constituted, and any adjourned holding thereof.	“Extraordinary General Meeting”
“General Meeting” means a Meeting of Members.	“General Meeting”
** “Independent Director” shall have the meaning ascribed to it in the Act.	**“Independent Director”
“Instrument of Proxy” means an instrument whereby any person is authorised to vote for a member at a General Meeting on poll.	“Instrument of Proxy”
“In writing” means written or printed or partly written and partly printed or lithographed or type written or other substitute for writing and any other form of electronic transmission.	“In writing”
**“Legal Representative” means a person who in law represents the estate of a deceased or incompetent Member.	**“Legal Representative”
“Meeting” includes a meeting of any class of members or of debentures holders.	“Meeting”
“Member” means the subscriber of the memorandum of the company, who has agreed to become a member, whose name has been entered as a member in the register of members, is a duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as a beneficial owner in the records of a Depository.”	“Member”
“Month” means a calendar month as per the Gregorian Calendar.	“Month”
“National Company Law Tribunal” means the tribunal constituted in accordance with the provisions of the Act.	“Tribunal”
*“Office” means the registered office of the Company for the time being and with respect to the keeping and inspection of registers and returns and other matters mentioned in the Act and includes any other place or places approved by a special resolution under the provisions of section 88 and 94 of the Act.	“Office”
“Ordinary Resolution” and “Special Resolution” mean an Ordinary Resolution and a Special Resolution of the Company respectively passed in accordance with section 114 of the Act.	“Ordinary Resolution” “Special Resolution”
“Paid-up Capital” or “Capital Paid-up” includes capital credited as paid up.	“Paid-up-Capital”
“Persons” includes companies, bodies corporate, corporations, associations and individuals.	“Persons”
“Record” includes the records maintained in the form of books or stored in a computer or in such other form or medium as may be determined by Act/regulations made by the SEBI/ any other regulatory authority.	“Record”
“Register of Members” means the Register of Members to be kept pursuant to the Act.	“Register of Members”
“SEBI” shall mean the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.	“SEBI”
“Security” or “Securities” shall have the meaning ascribed to it under sub section (h) of section 2 of the Securities Contracts (Regulation) Act, 1956.	“Security” / “Securities”
* “Share” means the share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.	“Share”
“These presents” means and includes the Memorandum and the Articles of Association from time to time in force.	“These presents”
“Meeting” includes a meeting of any class of members or of debentures holders.	
“Financial Year” means the period of twelve months ending on the 31st day of	“Financial Year”

March every year.

“Year” means a calendar year from January to December.

“Year”

In these Articles unless the context otherwise requires:

- (a) Words importing the masculine gender shall include the feminine gender and vice versa.
- (b) Words importing the singular shall where the context admits or requires include the plural, and vice versa.
- (c) The headings, titles marginal notes and catch lines herein are used for convenience of reference only and shall not affect the construction of these presents.
- (d) Unless the context thereof otherwise requires, reference to any statute, rules, ordinances or other law shall be deemed to include any amendment, replacement or modification thereof.
- (e) Reference to days, months and years are to Gregorian days, months and calendar years respectively.
- (f) The words “include” and “including” are to be construed without limitation.
- (g) Unless the context thereof otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force.

Where the provisions of the Companies Act 2013 have not been notified or are otherwise not in force, the corresponding provisions of the 1956 Act shall apply.

3. Subject to the foregoing, the words or expressions contained in these regulations shall, unless the context otherwise requires have the same meaning as in the Act or the Depository Act.

“Other expressions”

4. [1] The Company shall have a registered office to which all communications and notices may be addressed.

Registered Office of the Company

[2] A separate and specific notice of every change of the Registered Office shall be given within 15 days after the date of the change to the Registrar in such manner as may be prescribed under the Act.

[3] Except on the authority of special resolution passed by the Company, the Registered Office of the Company shall not be removed outside the local limits of the city of Mumbai.

5. The Company shall, on being so required by a Member, send to him within seven days of the requirement and subject to the payment of such fees as may be prescribed under the Act, a copy each of the following documents as in force for the time being. – (a) Memorandum (b) the Articles and (c) any other agreement and every resolution referred to in section 117 of the Act, if and in so far they have not been embodied in the Memorandum and Articles.

Copies of Memorandum and Articles etc. to be given to members

Where an alteration is made in the Memorandum or Articles of Association of the Company, or in any other agreement or any resolution referred to in section 117 of the Act, every copy of the Memorandum, Articles, agreement or resolution issued after the date of the alteration shall be in accordance with the alteration.

Alteration of Memorandum or Articles to be noted on every copy.

The company shall comply with the provisions of sections 12 and 60 of the Act as regards the publication of its name and of authorized, subscribed and paid up capital.

Publication by Company of name and authorized, subscribed and paid-up capital.

SHARE CAPITAL

6.	*The Authorised Share Capital of the Company will be as specified in Clause V of the Memorandum of Association of the Company.	Capital
7.	Subject to the provisions of the Act, the Company may by ordinary resolution in General Meeting, from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts with such rights, privileges or restrictions as the resolutions shall prescribe.	Increase of Capital
8.	[1] Where at any time it is proposed to increase the subscribed capital of the Company by issue of further shares, then, such further shares shall be offered to- [i] the persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at the date; [a] the offer aforesaid shall be made by notice dispatched through registered post or speed post or through electronic mode or such other means as may be permitted to all the existing shareholders at least three days before the opening of the issue, specifying the number of shares offered and limiting a time not being less than fifteen days but not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; [b] the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; & the notice referred to in clause [a] shall contain a statement of this right; [c] after the expiry of the Period specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as it may think most beneficial to the Company and is not dis-advantageous to the shareholders. The Board may likewise so dispose of any new shares which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot in the opinion of the Board, be conveniently offered under this article. [ii] employees under a scheme of employees' stock option, subject to special resolution passed by company in general meeting and subject to such conditions as may be prescribed [iii] *to any person, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b) or clause (c), either for cash or for a consideration other than cash, if the price of such shares is determined in accordance with the provisions of the Act and regulations made by SEBI from time to time subject to such conditions as may be prescribed. [2] Nothing in clause [b] of sub-clause [1] shall be deemed: [a] to extend the time within which the offer should be accepted, or [b] to authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose	Further issue of Capital how disposed of

favour the renunciation was first made has declined to take the shares comprised in the renunciation.

- [3] #Nothing in this Article shall apply to the increase of subscribed capital of the Company caused by the exercise of any option attached to debentures issued or loans raised by the company as provided in clause 3 of section 62 of the Act.

9. [1] Subject to the provisions of section 55 of the Act and the rules made pursuant thereto and this Article, the Company may issue preference shares with such rights, privileges and terms as may be fixed by the Company in General Meeting by passing Special Resolution. Preference Shares
- [2] Provided that-
- [a] No preference shares issued as aforesaid shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption.
 - [b] no such shares shall be redeemed unless they are fully paid;
 - [c] the premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;
 - [d] *where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the capital redemption reserve account", a sum equal to the nominal amount of the shares redeemed; and the provision of the Act relating to reduction of the share capital of the Company shall, except as provided, under section 55 of the Act, apply as if the capital redemption reserve account were paid-up share capital of the Company.
- [3] *Subject to the provisions of section 55 of the Act, the redemption of preference shares thereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.
- [4] The redemption of preference shares under this Article by the Company shall not be taken as reducing the amount of its authorised share capital.
- [5] Where in pursuance of this Article the Company has redeemed or is about to redeem any preference shares, it shall have the power to issue shares upto the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued; and accordingly the share capital of the Company shall not, for the purpose of calculating the fees payable under section 403 of the Act, be deemed to be increased by the issue of shares in pursuance of this sub-clause.
- [6] The capital redemption reserve account, may notwithstanding anything in this article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

SHARES

10. The Company shall cause to be kept a Register and Index of Members, debenture holders and other security holders (if any) in the form and Register and Index of Members and Branch

manner as provided under section 88 of the Act and Rules made pursuant thereto and also a Register of Renewed and Duplicate Certificates. It shall give inspection of the Registers, Indexes, returns and copies of certificates and other documents referred to in section 94 of the Act and furnish a copy thereof as provided in the said section. The Company may keep in any State or Country outside India a “foreign register” of members or debenture holders, other security holders resident in that State or Country. The provisions of section 88 of the Act shall apply thereto.	Register etc.
[a] Subject to the provisions of the Act and of these Articles, the shares in the capital for the time being [including any shares forming part of any increased capital of the Company] shall be under the control of the Board who may allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions, and either at premium or at par or [subject to the provisions of the Act] at a discount as it may, from time to time, think fit and proper and with the sanction of the Company in General Meeting, may give to any person the option to call for or be allotted any shares either at par or at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board may think fit. In particular, the Board may allot and issue the shares as part or full payment for any property sold or transferred, goods, or machinery supplied or for services rendered to or amount spent for the purposes of the Company or its business and any shares which may be allotted and/or may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares.	Shares at the disposal of the Directors
Provided however, that the Company in General Meeting shall be entitled to make any provision or provisions as regards the issue and allotment of such shares before the issue thereof by the Directors. [b] Option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting	Option or right to call of shares
11. An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is in the Register shall, for the purpose of these Articles, be a member.	Acceptance of Shares
12. The Money [if any] which the Board shall on the allotment of any shares being made by it, require to direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by it shall, immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.	Deposits and calls etc., to be a debt payable immediately.
13. Every member, or his heirs, executors or administrators, shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon such amounts, at such times or time, and in such manner, as the Board shall, from time to time fix for the payment thereof.	Liability of Members
14. *Subject to the applicable provisions of section 56 of the Act, and in case of fresh issue of shares subject to applicable provisions of section 29 of the Act, the Company shall, within two months after the allotment of any of its shares, six months after allotment of debentures or debenture stock, and within one month after the application for the registration of the transfer or transmission of any such shares, debentures or debenture stock, complete and have ready for delivery, the Certificates of all shares, the debentures and the Certificates of all debenture stock allotted or transferred.	*Share certificates
The certificates of title to shares shall be issued and signed by [i] two directors duly authorized by the Board of Directors of the company for the purpose or the committee of the Board, if so authorized by the Board; and	

[ii] the secretary or any person authorised by the Board for the purpose A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of rubber stamp and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon.

Provided always that, notwithstanding anything contained in this Article, the certificates of title to shares shall be executed and issued in accordance with such other provisions of the Act or the Rules made thereunder, as may be in force for the time being and from time to time.

15. [a] Every member shall be entitled, without payment, to one certificate of title of shares for all the shares of each class registered in his name. If the Board so approves, and upon payment of such fee per certificate as the Board may from time to time determine in respect of each class of shares, a member may be issued more than one certificate for shares of each class. Every certificate of title to shares shall specify the number and distinctive numbers of the shares in respect of which it is issued and the amount paid thereon.

Issue of certificate

Provided that no share certificate(s) shall be issued in respect of shares held in dematerialization form

- [b] Any two or more joint allottees of a share, shall for the purpose of this article, be treated as a single member, and the certificate of any share which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.
- [c] Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed issue to the beneficial owner the required certificates of the securities.
- [d] If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, on receipt of the information, the depository shall enter in its records the name of the allottee as the beneficial owner of the security.

16. A certificate may be renewed or a duplicate of a certificate may be issued by the Company if such certificate is proved to have been lost or destroyed or having been defaced or mutilated or torn is surrendered to the Company. The Company shall comply with the rules as may be prescribed regarding the manner of issue or renewal of a certificate or issue of a duplicate thereof, the form of a certificate [original or renewed] or of a duplicate thereof, the particulars to be entered in the Register of Members or in the Register of Renewed or Duplicate thereof, the form of such registers, the fee on payment of which, the terms and conditions, if any [including terms and conditions as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence] on which a certificate may be renewed or a duplicate thereof may be issued.

Renewal of Certificate

17. If any share stands in the names of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus, or service of notices and all or any other matters connected with the Company, except voting at meetings and the transfer of the shares, be deemed the sole holder thereof; but the joint-holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof.

The first named of joint-holders deemed sole holder.

18.	No notice of any trust, express, implied or constructive, shall be entered in the Register of Members. The Company shall not [except as ordered by a Court of competent jurisdiction or by the Act required] be bound to recognize [even when having notice thereof] any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or [except only as in by these presents otherwise expressly provided] any right in respect of a share other than an absolute right to the entirety thereof in accordance with these presents, in the person from time to time registered as the holder thereof; but the Board shall be at liberty at its sole discretion, to register any share in the joint names of any two or more persons or the survivors or survivor of them.	Company not bound to recognize any interest in shares other than that of registered holder.
19.	Where any shares in the Company are issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restrictions provided under the Act, and may charge the same to capital as part of the cost of construction of the work or building, or the provision of the plant.	Payment of interest out of Capital.
20.	Subject to the provisions of the Act, and all other applicable provisions of law, as may be in force at any time and from time to time, the Company may acquire, purchase, hold resell any of its own fully paid or redeemable shares and may make payment out of funds at its disposal for and in respect of such acquisition/purchases, on such terms and conditions and at such times as the Board may in its discretion decide and deem fit.	Purchase by the Company of its own shares.
21.	Subject to the applicable rules, regulations and guidelines the Board of Directors of the Company (including any committee thereof) subject to the passing of a special resolution in the General Meeting shall have power to formulate a scheme(s) detailing the terms of Employees Stock Option Plan [ESOP]/ Share Based Employee Benefits and implementing the same.	Employees stock option plan [ESOP]
22.	Subject to the provisions of the Act and all other applicable provisions of law, as may be in force at any time and from time to time, the Company may issue shares, either equity or any other kind with non- voting rights and the resolution authorizing such issue shall prescribe the terms and conditions of the issue.	Issue of shares with non- voting rights.
23.	Whenever the Company makes any allotment of its shares, it shall within thirty days thereafter:	Return as to Allotment
(a)	file with registrar a return of the allotments in the form and manner as stated in the Rules to Chapter III of the Act, stating the number and nominal amount of the shares comprised in the allotment, the names, addresses and occupations of the allottees and the amount, if any, paid or due and payable on each share;	
(b)	in the case of shares (not being bonus shares) allotted as fully or partly paid up otherwise than in cash, produce for the inspection and examination of the Registrar, a contract in writing constituting the title of the allottee to the allotment, together with any contract of sale, or a contract for services or other consideration in respect of which that allotment was made, such contract being duly stamped, and filed with the Registrar copies verified in the prescribed manner of all such contracts and a return stating the number and nominal amount of shares so allotted, the extent to which they are to be treated as paid up, and the consideration for which they have been allotted; and	
(c)	file with the Registrar in the form and manner as stated in the Rules to Chapter III of the Act, in the case of bonus shares, file with the Registrar in the form and manner as stated in the Rules to Chapter	

III of the Act(2) Where a contract such as mentioned in clause (b) of sub-clause (1) is not reduced to writing, the Company shall, within thirty days after the allotment, file with the Registrar in the form and manner as stated in the Rules to Chapter III of the Act, the prescribed particulars of the Contract stamped with the same stamp duty as would have been payable if the contract has been reduced to writing

- (3) Nothing in this article shall apply to the issue and allotment by the Company of shares which under the provisions of these Articles were forfeited for non-payment of calls.

24. In making allotment of any share Capital of the Company, the Company shall comply with sections 39 and 40 of the Act. Restriction Allotment on

***COMMISSION AND BROKERAGE**

25. [1] Subject to the provisions of the Act the Company may pay a commission to any person in consideration of: *Commission and Brokerage

[a] his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in, or debentures of, the Company, or

[b] his procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in, or debentures of, the Company.

Provided that the commission paid or agreed to be paid does not exceed, the amount if any prescribed in the Act and that all the requirements prescribed in the Act in this regard are duly complied with.

- [2] The Company may also pay such brokerage, as it has heretofore been lawful for a Company to pay.

- [3] **“Subject to the provisions of the Act, and all other applicable provisions of law, as may be in force at any time and from time to time, the Company may acquire, purchase, hold, resell any of its own fully/partly paid or redeemable shares and may make payment out of funds at its disposal for and in respect of such acquisition/purchases, on such terms and conditions and at such times as the Board may in its discretion decide and deem fit.”

**Purchase by the Company of its own shares

LIEN

26. The Company shall have a first and paramount lien upon the shares [other than fully paid-up shares] registered in the name of each member [whether solely or jointly with others] and upon the proceeds of sale thereof for all money [whether presently payable or not] called or payable at a fixed time in respect of such shares. And such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company’s lien, if any, on such shares. The Board may at any time declare any shares to be exempt, wholly or partially, from the provisions of this Article. Lien

No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the company has exercised any right of lien.

27. For the purpose of enforcing such lien Company may sell or dispose of the shares subject thereto, in such manner as the Board may think fit. Lien how exercised

Provided that no sale shall be made: -

[a] unless a sum in respect of which the lien exists is presently payable, and

[b] until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the holder for the time being of the share or the person entitled thereto by reason of his death or insolvency and default has been made in payment.

28. [1]	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Protection to purchaser
[2]	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	
[3]	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.	
29. [1]	The net proceeds of the sale or disposal, after payment of the costs of such sale, shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable.	Proceeds of sale how dealt
[2]	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale or disposal [if any] be paid to the person entitled to the shares at the date of the sale.	

CALLS ON SHARES

30. [1]	The Board may, from time to time, make calls in accordance with section 49 of the Act upon the members in respect of any moneys unpaid on their shares [whether on account of the actual or nominal value of the shares or by way of premium] and not by the conditions of allotment thereof made payable at fixed times.	Board may make calls on shares.
[2]	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	
[3]	A call may be revoked or postponed at the discretion of the Board.	
31.	Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. [Explanation: - For the purposes of this article, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class]	Calls on uniform basis
32.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.	When call deemed to be made
33.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Joint Holders' liability
34. [1]	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.	What sum deemed to be a call
[2]	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or	

otherwise shall apply as if such had become payable by virtue of a call duly made and notified.

35.	The Board may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members. The Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Board may extend time
36.	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, or any such extension thereof as aforesaid, the person from whom the sum is due shall pay interest thereon, from the day appointed for the payment thereof to the time of actual payment at Ten percent per annum or at such lower rate if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.	Calls to carry interest
37.	On the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of his shares. The provisions of section 118 apply to such resolution.	Proof on trial of suit for money due on shares.
38.	Neither a judgement nor a decree in favour of the Company for the amount of calls or other moneys due in respect of any shares, nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.	Partial payment not to preclude forfeiture
39.	The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced, may [until the same would, but for such advance, become presently payable] pay interest at such rate as may be prescribed under the Act or agreed upon between the Board and the member paying the sum in respect of the moneys so paid by him until the same would, but for such payment become presently payable, whichever is lower The Board may at any time repay the amount so advanced upon giving to the member proper notice in writing.	Payment in anticipation of calls may carry interest
40.	Any money due from the Company to a member may without the consent of such member, be applied by the Company in or towards payment of any money due from him to the Company for calls or otherwise.	Money due to a member from the Company

TRANSFER AND TRANSMISSION

41.	The Company shall keep a register either in electronic media or book form, to be called the "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.	Register of Transfer
42.	No transfer shall be registered unless a proper instrument of transfer duly executed and stamped and in the form as prescribed under the rules made under sub-section (1) of section 56 of the Act has been delivered to the Company. The instrument of transfer of any shares or debentures in the Company shall be in writing in the usual common form and executed by or on behalf of both the transferor and the transferee.	Form of Transfer etc.
43.	The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof.	Transferor deemed holder
44.	The Board may after giving not less than seven days' previous notice by advertisement in some newspaper circulating in Mumbai, as required by	Transfer Register when closed.

section 91 the Act, close the Transfer Register and Register of Members and of Debentures Holders for any periods, not exceeding in the aggregate forty-five days in each year, but not exceeding 30 days at any one time.

45. Subject to the provisions of section 58 of the Act, the Board may refuse to register any proposed transfer of, or the transmission by operation of law of the right to, any shares, or interest of a member in, or debentures of the Company if any arrangement or contract between two or more persons in respect of transfer of securities is found not enforceable; and without prejudice to the generality of the aforesaid power, may refuse to register the transfer of a share [not being a fully paid share], or any transfer of shares on which the Company has a lien. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company. If the Board refuses to register a transfer of any shares, it shall within thirty days from the date on which the instrument of transfer, or the instrument of such transmission, as the case may be was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person, giving reasons for such refusal of transfer or such transmission, as the case may be.

Board may refuse to register transfer
46. In case of the death of any one or more of the person named in the Register as the joint holders of any share, the survivors or survivor shall be the only person recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

Death of one or more joint holders of Shares
47. The executor or administrators of a deceased member or holder of a Succession Certificate shall be the only person recognized by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators unless such executors/administrators shall have first obtained Probate of Letters of Administration or Succession Certificate as the case may be, from a duly constituted Court in India having jurisdiction provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of probate or Letters of Administration or Succession Certificate and under the next Article, register the name of any person who claims to be absolutely entitled to the shares standing in the name of deceased member, as a member. Every transmission of shares shall [if required by the Board] be evidenced by an instrument of transmission in such form and verified in such manner as the Board may require.

Title to shares of deceased member.

Nothing shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
48. [1] Subject to the provisions of the last two preceding Articles, any person becoming entitled to a share in consequence of the death, lunacy, bankruptcy or insolvency of a member, or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board [which it shall not be under any obligation to give] upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title and giving such indemnity as the Board thinks sufficient, elect either [a] to be registered himself as the holder of the share [in which case he shall deliver or send to the Company a notice in writing signed by him stating that he so elects] or [b] to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless, that if such person shall elect to get his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer in accordance with the provisions herein

Registration of shares to persons other than by transfer

contained, and until he does so, he shall not be freed from any liability in respect of the shares. The Board shall in either case, have the same right to decline or suspend registration as it would have had, if the deceased, or, lunatic or insolvent member had transferred the shares before his death, lunacy or insolvency. All the limitations, restriction and provisions of these presents relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice of transfer as aforesaid as if the death, lunacy or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

- [2] A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until requirements of the notice have been complied with.

49.	Every instrument of transfer shall be left at the office of the Company or any other place as may be specified for registration accompanied by the Certificate of the shares to be transferred or allotment letter thereof and such other evidence as the Board may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such condition and regulations as the Board shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board. In the case of partly paid-up shares the Board shall give notice to the transferee and shall also comply with section 56 of the Act. Any instrument of transfer, which the Board may decline to register, shall be returned to the person depositing the same.	Transfer to be presented with evidence of title
50.	Previous to the registration of a transfer, the certificate or certificates of the share or shares to be transferred or if no such certificates is in existence the letter of allotment of the share or shares to be transferred must be delivered to the Company.	Conditions of registration of transfer
51.	Where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application in writing made by the transferee and bearing the stamp required on an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.	Lost transfer
52.	No fee shall be charged by the Company, in respect of the transfer or transmission of any share of the Company. The Company shall not charge any fee for issuing any share certificate on splitting or for consolidation of share certificates.	No fee payable on transmission or splitting or consolidation of shares.
53.	The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares, made or purported to be made by any apparent legal owner thereof [as shown or appearing in the Register of Members] to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book	The Company not liable for disregard of a notice prohibiting registration of a transfer.

of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest to any under any liability whatsoever for refusing or neglecting to do so, but the Company shall nevertheless, be at liberty to have regard and attend to any such notice, and give effect thereto, if the Board shall so think fit.

54.	Nothing contained in Articles 41 to 53 shall prejudice any power of the Company to register as member or debenture holder any person to whom the right to any shares in or debentures of the Company has been transmitted by operation of law.	Transmission by law
54A. [1]	Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.	Nomination
[2]	A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either – [a] to register himself as holder of the share or debenture, as the case may be; or [b] to make such transfer of the share or debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.	
[3]	If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.	
[4]	A nominee shall be entitled to the share dividend and other rights to which he would be entitled if he were the registered holder of the share or debenture. Provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to meeting of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.	
55.	Subject to the provisions of the Act, the Board shall have the power from time to time, at its discretion, to accept deposits from members or from the public, either in advance of calls or otherwise, and generally raise or borrow or secure the payment of any sum of money for the purpose of the Company. The payment or repayment of such moneys may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by bonds, a mortgage or mortgages of, or the issue of perpetual or redeemable mortgage debentures or debenture stock of the Company [both present and future] including its uncalled capital for the time being and the debentures, debenture stock and other securities may be made assignable free from any equities between the Company and person to whom the same may be issued. The Company shall not issue any debentures carrying voting rights at any meeting of the Company whether generally or in respect of a particular class.	Power to borrow

56.	An issue of debentures, debenture stock, bonds or other securities shall be governed by and be subject to the provisions of the Act. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending at General Meeting of the Company, appointment of Directors and otherwise. Provided that debentures or other securities with the right to allotment of or conversion into shares shall not be issued, except with the sanction of the Company in General Meeting by Special Resolution.	Terms of issue of debentures etc.

FORFEITURE OF SHARES

57.	If a member fails to pay any call or installment of a call on the day appointed for the payment thereof, the Board may, at any time thereafter, during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.	If money payable on shares not paid, notice to be given to member
58.	The Notice aforesaid shall: [a] name a further day [not being earlier than the expiry of 14 days from the date of service of the notice] on or before which and the place at which the payment required by the notice is to be made, and [b] state that in the event of non-payment on or before the day and the place so named, the shares in respect of which the call was made or installment was payable, will be liable to be forfeited.	Terms of notice
59.	If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which the notice has been given, may, at anytime thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect, Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.	In default of payment, shares to be forfeited
60.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members.	Notice of forfeiture to member
61.	Any share so forfeited, shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same upon such terms and in such manner as the Board think fit.	Forfeited shares to be property of the Company and may be sold etc.
62.	At any time before a sale or disposal as aforesaid, the Board may annul the forfeiture upon such terms as it may think fit.	Power to annul forfeiture
63. [1]	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay and shall forthwith pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment thereof, if it may think fit, but shall not be under any obligation to do so.	Member still liable to pay money owed at time of forfeiture and interest.
[2]	The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.	
64.	The forfeiture of shares shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the	Effect of forfeiture

Company, in respect of the share and all other rights incidental to the shares, except only such rights as by these presents are expressly saved.

65. [1] A duly verified declaration in writing that the declarant is a Director or the Secretary or the Manager of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. [2] The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute or authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and may cause to be issued a duplicate certificate in respect of the share sold. [3] The transferee shall thereupon be registered as the holder of the share. [4] The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture, sale or disposal of the share.	Declaration as to forfeiture
66. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of call duly made and notified.	Non-payment of other sums payable at fixed time.

ALTERATION OF CAPITAL

67. [1] In terms of section 61 of the Act, the Company may from time to time, by Ordinary Resolution in the General Meeting alter the conditions of its Memorandum as follows, that is to say, it may: [a] increase its Authorised share capital by such amount as it thinks expedient by issuing new shares; [b] consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; [c] convert all or any of its fully paid up shares into stock, & reconvert that stock into fully paid up shares of any denomination [d] sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; [e] cancel shares, which, at the date of the passing of the resolution on that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. [2] The powers conferred by this article shall be exercised by the Company in General Meeting and shall not require to be confirmed by the Court. [3] A cancellation of shares in pursuance of this article shall not be deemed to be a reduction of share capital within the meaning of the Act.	Power of Company to alter its share capital
68. The Company may, by special resolution, determine that any portion of its share capital which has not been already called up shall not be capable of being called up, except in the event and for the purposes of the Company	Reserve Liabilities

being wound up, and thereupon that portion of its share capital shall not be capable of being called up except in that event and for those purposes.

69. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares, shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

Same as existing Capital

70. *The Company may, from time to time, subject to provisions of section 52, 55, and 66 and other applicable provisions of the Act, from time to time by special resolution, reduce its capital and any share capital redemption account in any manner including extinguishments or reduction of liability in respect of share capital not paid up on any of its subscribed shares or cancel any paid up share capital which is lost and in particular, paid up capital in excess of the needs of the Company may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power of the Company would have if the same were omitted.

Reduction of Capital

Nothing in this Article shall apply to Buy-Back of its own securities by the Company under section 68 of the Act.

71. [1] If at any time the share capital of the Company by reason of the issue of the preference shares, or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to the shares of any class [unless otherwise provided by the terms of issue of the shares of that class] may, subject to the provisions of section 48 of the Act and whether or not the Company is being wound up, be varied, modified or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

Different classes of shares

Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

- [2] To every such separate meeting all the provisions of these regulations relating to meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question. This article is not by implication to curtail or derogate from any power the Company would have if this article were omitted.
- [3] The rights conferred upon the holders of shares of any class, issued with preferred or other rights, shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

CONVERSION OF SHARES INTO STOCK

72. The Company may subject to the provision of section 61 of the Act, by ordinary resolution [a] convert any paid-up shares into stock; and [b] re-convert any stock into paid-up shares of any denomination.

Conversion of shares into stock

73. The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from

Transfer of stock

which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit.

Provided that the Board may from time to time, fix the minimum amount of stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

74.	The holder of stock shall according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose; but no such privilege or advantage [except participation in the dividends and property of the Company and in the assets on winding up] shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	Rights of holders of stock
75.	Such of the Articles of the Company [other than those relating to share warrants] as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in these Articles shall include “stock” and “stockholder” respectively.	Articles to apply to stock.

SHARE WARRANTS

76.	*Subject to the provisions of the Act the Company may, with respect to any fully paid-up shares, issue a warrant stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons or otherwise, for the payment of the future dividends on the shares specified in the warrant, and the Board may in its discretion and in accordance with the law prescribe regulations as to the issue and the rights of a bearer of a share warrant.	Issue of share warrants to bearer

CAPITALISATION OF PROFITS

77.	[1] The Company in General Meeting may, upon recommendation of the Board, resolve; [a] that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution; or any part of the amount standing to the credit of any capital reserve, or securities premium account or any other reserve not created out of profits earned by the Company; and [b] that such sum be accordingly set free for distribution in the manner specified in Clause [2] amongst the members who would have been entitled thereof, if distributed by way of dividend and in the same proportions. [2] The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in Clause [3], either in or towards; [i] paying up any amounts for the time being unpaid on any shares held by such members respectively; [ii] paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportions aforesaid; or [iii] partly in the way specified in the Sub-clause [i] and partly in that specified in Sub-clause [ii] [3] A share premium account, free reserves and a capital redemption reserve account may, for the purposes of this article only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid-up bonus shares.	Capitalisation of Profits and Bonus Shares

- [4] The Board shall give effect to the resolution passed by the Company in pursuance of this article.
78. [1] Whenever a resolution as mentioned in the preceding Article shall have been passed, the Board shall; Power of the Board
- [a] make all appropriations and applications of the reserves and/or undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares and
- [b] generally do all acts and things required to give effect thereto.
- [2] The Board shall have full power:
- [a] to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and also
- [b] to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or [as the case may require] for the payment by the Company on their behalf, by the application thereto of their respective proportions of the amounts, resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- [3] Any agreement made under such authority shall be effective and binding on all the members.

BUY BACK OF SHARES

79. Notwithstanding anything contained in these articles but subject to the provisions of section 68 and 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other securities Buy Back of Shares

MEETINGS OF MEMBERS

80. *[1] Subject to section 96 of the Act, the Company shall, in each year, hold, in addition to any other meetings, a General Meeting of its members as its Annual General Meeting and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Annual Meeting General
- [2] Every Annual General Meeting shall be called for a time during business hours i.e. between 9:00 am and 6:00 pm, on any day that is not a national holiday, and shall be held either at the Registered Office of the Company or at some other place within the municipal city limits of Mumbai.
81. No resolution or an amendment thereto shall be put to a General Meeting unless it is duly proposed and seconded. This provision shall not apply to a resolution moved from the Chair. Resolution to be moved and seconded and exception
82. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Board may, whenever it thinks fit convene an Extraordinary General Meeting and it shall, on the requisition of such number of members of the Company as is specified in section 100 of the Act, forthwith proceed to convey an Extra Ordinary General Meeting of the Company; and if at any time the Board is not able to act in the matter for want of quorum any director may call the Extra Ordinary General Meeting. Extraordinary General Meeting
83. Notwithstanding anything contrary contained in the Articles of Association, the Company may provide Video Conference facility and/or other permissible electronic or virtual facilities for communication to Participation through Electronic Mode

enable the Shareholders of the Company to participate in General Meetings of the Company. Such participation by the Shareholders at General Meetings of the Company through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

84.	A General Meeting of the Company shall be called by giving clear notice of not less than 21 day's in writing or by giving a shorter notice if consent is accorded thereto in writing or by electronic mode by 95% of the members entitled to vote thereat. Subject to the provisions of section 101 of the Act, and other applicable provisions of the Act every notice of a meeting shall specify the place, date, the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Further, the notice shall, in accordance with section 105 of the Act, contain intimation about voting by proxy and that a proxy shall be entitled to attend and vote in a general meeting however, only on a poll. Notice of every meeting of the Company shall be given to every Director and member of the Company, to any person entitled to shares in consequence of the death or insolvency of a member and to such other persons who are entitled to receive such notice in accordance with the Act. Unless otherwise provided under the Act, the notice may be given by electronic means. Notice of the meeting shall be given as provided in section 101 of the Act and where any special business is to be transacted at the meeting, an explanatory statement shall be annexed to the notice as required under section 102 the Act.	Notice of General Meeting
85.	Where it is proposed to pass a special resolution, the intention to propose a Resolution as a special resolution shall be specified in the notice calling the General Meeting or other intimation given to the members of the Resolution.	Notice of Special Resolution
86.	Notice of resolutions received from members and the resolutions proposed shall be dealt with as provided in section 111 of the Act and the Rules made pursuant thereto. Where, by any provision contained in the Act or in the articles of a Company, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up and the Company shall give its members notice of the resolution in such manner as may be prescribed under the Act.	Member's Resolution
87.	The accidental omission to give notice to or the non-receipt of the notice by any member, or other person to whom it should be given, shall not invalidate the proceedings at the meeting.	Omission to give notice not to invalidate proceedings
88.	Quorum of General Meeting shall be: i. five members personally present if the number of members as on the date of meeting is not more than one thousand; ii. fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; iii. thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;	Quorum of General Meeting

PROCEEDINGS AT THE MEETING

89. The Chairman may with the consent of the meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Chairman with consent may adjourn meeting
90. At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded as provided under section 109 of the Act. A declaration by the Chairman that a resolution has on a show of hands been carried, or has been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against that resolution.	Questions at General Meeting how decided.
91. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of a meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.	Chairman's casting vote.
92. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand on that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the Resolution not being less than one-tenth of the total voting power in respect of the Resolution or on which an aggregate sum of not less than five lakh rupees has been paid up. The demand for a poll may be withdrawn at any time by the person or persons who make the demand.	Poll
93. A poll duly demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question [not being a question relating to the election of the Chairman] shall be taken at such time not being later than 48 hours from the time when the demand was made, or as the Chairman may direct. The poll shall be taken and scrutinisers shall be appointed as provided in sections 109 of the Act. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.	Poll how taken
94. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.	
95. The Company shall cause minutes of all proceedings of every General Meeting to be kept as provided in section 118 of the Act. Such minutes shall be evidence of the proceedings recorded therein and the presumptions to be drawn as provided in section 118 of the Act shall apply thereto.	Minutes of General Meeting etc.
96. The books containing minutes of proceedings of General Meetings of the Company shall be kept at the Registered Office of the Company and shall during business hours [subject to such reasonable restrictions as the Company in General Meeting may impose, so however, that not less than two hours in each day be allowed for inspection] be open to the inspection of any member without charge.	Inspection of Book
97. Any member shall be entitled to be furnished, within seven days after he has made a request on that behalf to the Company, with a copy of any minutes of General Meetings on payment of such charges as may be prescribed.	Copies of Minutes

ADJOURNMENT OF MEETING

98. If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved. In any other case, the meeting shall stand adjourned to the same day, in the next week at the same time and place, or to such other day, and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.
- If quorum not present meeting to be dissolved or adjourned
- In case of an adjourned meeting or of a change of day, time or place of meeting, the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
99. The Chairman of the Board and in his absence the Deputy Chairman and in his absence a Director who has been longest in office and in his absence the Managing Director, if any of the Board shall be entitled to preside as Chairman at every General Meeting including every meeting of any class of members. If there is no such Chairman or the Deputy Chairman or a Director who has been longest in office or a Managing Director, or at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the meeting or neither of them is able for any reason or neither of them is willing to act as Chairman of the meeting, the Directors present shall elect one of them to be Chairman of the meeting, and in default of their doing so, the members present shall choose another Director as Chairman and if no Director present be willing to take the Chair or if no Director be present, the members present shall choose one of them to be the Chairman of the meeting.
- Chairman of Meetings
100. No business shall be discussed at any meeting except the election of a Chairman, whilst the Chair is vacant.
- Business confined to election of Chairman whilst Chair vacant.

VOTING RIGHTS

101. [1] Subject to the provisions of the Act, or any amendment or variation thereof every member of the Company and holding any equity share capital therein shall have right to vote in respect of such capital, or every resolution placed before the Company, and on a show of hands every member shall have one vote and on a poll his votes shall be in proportion to his share of the paid-up equity capital of the Company.
- Votes of members
- [2] [a] Subject as aforesaid, and save as provided in clause [b] of this article, every member of the Company holding any preference share capital [if any] in the Company, shall, in respect of such capital have a right to vote only on resolutions placed before the Company which affect the rights attached to his preference shares;
- [Explanation: Any resolution for winding up the Company or for the repayment or reduction of its share capital shall be deemed directly to affect rights attached to preference shares within the meaning of this clause.]
- [b] Subject as aforesaid, every member holding any preference share capital in the Company, shall, in respect of such capital, be entitled to vote on every resolution placed before the Company at any meeting, if the dividend due on such capital or any part of such dividend has remained unpaid:

[i] in the case of cumulative preference shares, in respect of an aggregate period of not less than two years preceding the date of commencement of the meeting; and

[ii] in the case of non-cumulative preference shares, either in respect of a period of not less than two years ending with the expiry of the financial year immediately, preceding the commencement of the meeting, or, in respect of an aggregate period of not less than three years comprised in the six years ending with the expiry of the financial year aforesaid.

[Explanation: For the purpose of this clause, dividend shall be deemed to be due on preference shares in respect of any period, whether a dividend has been declared by the Company on such shares for such period or not:

[a] on the last day specified for the payment of such dividend for such period, in these Articles or other instrument executed by the Company in that behalf; or

[b] in case no day is so specified, on the day immediately following such period;

[c] where the holder of any preference share has a right to vote on any resolution in accordance with provisions of this sub-clause, his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.]

102. No member not personally present shall be entitled to vote on a show of hands unless such member is present by an agent duly authorised under a power of attorney or unless such member is a Corporation present by proxy or a Company present by representative duly authorised under section 113 of the Act, in which case such proxy or representative may vote on a show of hands as if he were a member of the Company.	No voting by proxy on show of hands.
103. No member shall be entitled to vote, speak on any question or be present either personally or by proxy for any member in any General Meeting or upon a poll, or be reckoned in a quorum unless all calls or other sums presently payable by him to the Company alone or jointly with another or others in respect of shares of the Company have been paid.	No members to vote unless calls paid-up
104. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share shall be by his guardian or any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting. Such evidence as the Board may require of the authority of the person claiming to vote shall be deposited at the office of the Company not less than 48 hours before the date fixed for holding the meeting.	How members of unsound mind and minors may vote
105. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the	Vote of joint members

vote of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members. Several execution or administrators of a deceased member in whose name shares shall for the purpose of these Articles be deemed joint holders thereof.

106.	Any person entitled under the transmission clause to transfer any shares may be allowed by the Board to vote at any General Meeting in respect thereof in the same manner as if he were the registered holder in respect of such shares, provided that atleast 48 hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall satisfy the Board of his rights to such shares.	Vote in respect of shares of deceased and bankrupt members
107.	Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person [whether a member or not] as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting. A proxy shall not be entitled to vote except on a poll. Provided that a person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and such number of shares as may be prescribed under the Act.	Proxy
108.	Every proxy shall be appointed in writing under the hand of the appointer or his duly constituted attorney, or if such appointer is a Company or Corporation under the resolution of such Company or Corporation, or by the hand of its attorney who may be a appointee.	Appointment and qualification of proxy

PROXY

109.	The instrument appointing a proxy and the power of attorney or other authority [if any] duly executed or a notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Company or at such other place as may be specified not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to attend and vote, or in case of a poll, not less than 24 hours before the time appointed for taking the poll and in default, the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless in the case of the adjournment of any meeting held previously to the expiration of such time.	Deposit of instrument of appointment
110.	Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstance will admit be in the form or to the effect following, or be in the form as may be prescribed under Chapter VII of the Act.	Form of proxy
111.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of member
112.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to is given or tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll, shall be valid for all purposes of such meeting or poll whatsoever. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.	Time for objection of votes.
113.	The Company shall file with the Registrar in Annual Return containing the particulars as prescribed in section 92 and signed as prescribed in section	Annual Return and

BOARD OF DIRECTORS

114. Unless otherwise provided in the Act, every Director shall be appointed at the General Meeting.
115. Unless otherwise determined by a General Meeting the number of Directors of the Company shall not be less than 3 nor more than 15 including Woman Directors, the Managing Director or Nominated Directors appointed under Article 122 if any, and subject to the provisions of section 149 the Act, the Company, in General Meeting, may by ordinary resolution, increase the number of its Directors within the said limits and the Company may appoint more than 15 Directors after passing a Special Resolution.

Provided that, subject to the provisions of the Act and other applicable provisions of law, the Company shall have appointed independent directors which shall not be less than one third the total number of the Directors appointed by the Company.
116. Not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation; and save as otherwise expressly provided by the Act, be appointed by the Company in General Meeting. One-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office. The provisions in respect of retirement of Directors by rotation shall not be applicable to the appointment of Independent Directors.
117. Subject to the provisions of the Act, the Directors shall have power to appoint from time to time one or more Directors to be a Managing Director or Managing Directors [which expression shall include a joint or deputy Managing Director] and/or Whole-time Director[s] of the Company for such term not exceeding five years at a time as they may think fit, to manage the affairs and business of the Company, and from time to time [subject to the provisions of any contract between him or them and the Company] remove or dismiss him or them from office and appoint another or others in his or their place or places.
118. Subject to the provisions of the Act and of these Articles, a Managing Director or a Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation unless he is liable to retire by rotation in accordance with the resolution of the General meeting appointing him to the office of Director, but he shall [subject to any provisions of any contract between him and the Company], be subject to the same provisions as to resignation and removal as the other Directors of the Company; and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of Director from any cause. Provided that if at any time the number of Directors [including the Managing Director or Whole-time Director] as are not subject to retirement by rotation, shall exceed one-third of the total number of Directors for the time being, then such Managing Director[s] or Whole-time Director[s] shall as the Board may from time to time direct, be liable to retire by rotation, to the intent that the number of Directors not liable to retire by rotation shall not exceed one-third of the total number of Directors for the time being.
119. A Managing Director or Whole-time Director who is liable to retire by rotation is re-appointed as a Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such retirement and re- appointment shall not be deemed to constitute a break in his appointment as Managing Director or Whole-

Number of Directors

Retirement by rotation of Directors, and non-retiring directors.

Power to appoint Managing and/or Whole-time or part-time Director[s]

Provisions relating to Managing Director & Whole-time Director

Re-appointment by rotation not to constitute a break in appointment of Managing Director and

- time Director, as the case may be.
120. Subject to the section 197 and 198 of the Act and these Articles and of any contract between him and the Company, the remuneration of Managing Director or Whole-time Director or part time director shall be determined and fixed from time to time, by the Board, subject to the approval of the Company in General Meeting by way of a fixed salary or variable salary or commission on profits of the Company, and or perquisites or by any or all of those modes. A Managing Director or Whole-time Director shall not receive or be paid any commission on sales or purchase made by or on behalf of the Company.
121. Subject to the superintendence, control and directions of the Board of Directors, the day-to-day management of the Company shall be in the hands of the Managing Directors/Whole-time Directors appointed under these presents with power to the Board to distribute such day- to-day management functions among such Directors or to delegate such power of distribution to a sub-committee of Directors. The Board may, from time to time, entrust to and confer upon the Managing Directors or Whole-time Directors for the time being [save as prohibited by the Act] such of the power exercisable by the Directors under these Articles or by law to such Managing Directors/ Whole-time Directors as the Board may think fit and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as the Board thinks expedient and may from time to time revoke, withdraw or vary all or any of such powers
122. [a] Notwithstanding anything to the contrary contained in these Articles, but subject to the provisions of the Act, so long as any moneys remain owing by the Company to any financial institution [hereinafter referred to as “the said Institution”] out of any loan granted or to be granted by the said Institution to the Company, the said Institution shall have a right from time to time to appoint their nominee, acceptable to the Board of Directors as a Director [hereinafter described as “said Director”], on the Board of the Company and to remove from such office any person so appointed and to appoint any other person in his place;
- [b] The Board of Directors shall have no power to remove from office the said Director;
- [c] The said Director shall not be required to hold any share qualification in the Company nor shall he be liable to retirement by rotation of Directors. Subject as aforesaid, the said Directors shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.
123. Any trust deed for securing the debentures or debenture stock [or a deed of mortgage of any assets of the Company] may if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock [or in the case of deed of mortgage by the person or persons having such power] of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock [or such person or persons] from time to time, to remove any Director so appointed. The Director appointed under the article is herein referred to as the “Debenture Director” [or a “Mortgage Director”] and the term “Debenture Director” [or “Mortgage Director”] means the Director for the time being in office under this article. The Debenture Director [or the “Mortgage Director”] shall not be bound to hold any qualification shares and shall not be liable to retire by rotation, or be removed by the Company. The trust deed [or the mortgage deed] may contain such ancillary provisions as may be arranged between the Company and the trustees [or mortgagees] and all such provisions shall
- Whole-time Director.
- Remuneration of Managing or Whole-time Director[s] or part-time Director[s]
- Powers and duties of Managing or Whole-time Director[s] or part-time Director[s]
- Nominee Director
- Debenture Director or Mortgage Director.

[subject to the provisions of the Act] have effect notwithstanding on any of the other provisions herein contained.

124.	Except in the manner and to the extent prescribed in section 188 of the Act, no Director of the Company, his relative, a key managerial personnel or his relative, a private company in which a director or manager or his relative is a partner, a public company in which a director or manager is a director or holds along with his relatives, more than two percent of its paid-up share capital, anybody corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice of, directions or instructions of a director or manager, any person on whose advice directions or instructions a director or manager is accustomed to act shall hold any office or place of profit under the Company, or under any subsidiary of the company.	Office or place of profit
125.	The Company shall not appoint or employ any firm or body corporate to or in any office or place of profit under the Company save as provided under the Act	Appointment of firm or body corporate to office or place of profit
126.	A person who is not a retiring Director, shall, subject to the provisions of the Act be eligible for appointment to the office of Director at any General Meeting, on not less than fourteen days' notice of the proposal to so appoint him being given to the Company as provided in section 160 of the Act. On receipt of the notice, the Company shall proceed as required by the said section.	Right of persons other than retiring director to stand for Directorship.
127.	The Company may, subject to the provisions section 169 of the Act, by ordinary resolution, remove any Director whose period of office is liable to determination at any time by retirement of Directors in rotation, before the expiry of his period of office and may by ordinary resolution appoint another person in his stead. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid. A Director so removed shall not be re-appointed a Director by the Board.	Removal of Director
128.	The Board subject to the provisions of the Act shall have power at any time and from time to time, to appoint any qualified person or persons other than a person/persons who fails to get appointed as a director in general meeting to be an additional Director or additional Directors, provided that such additional Director or Directors shall hold office only upto the date of the next Annual General Meeting of the Company; provided further that the number of Directors and additional Directors together shall not exceed the maximum strength fixed for the Board by these articles.	Additional Directors
129.	If the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire in the normal course, the Board may, subject to the provisions of the Act fill the resulting casual vacancy at a Meeting of the Board. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.	Casual vacancies
130.	The Board may appoint an alternate Director to act for a Director during his absence who shall hold the office for a period not longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India. The proviso to Sub-clause (2) of section 161 shall apply to such appointment.	Alternate Director
131.	A Director of the Company shall not be required to hold any qualification shares.	Qualifications of Director
132.	Every Director or proposed Director shall furnish particulars of the shares of the Company held by him or acquired by him thereafter as provided in section 184 of the Act.	Disclosure of Shareholding

133.	Subject to the provisions of the Act, the remuneration payable to the Directors shall be regulated as follows:	Remuneration of Directors
	[a] The remuneration of a Director for his services shall be such a sum as may be fixed by the Board as sitting fees for each meeting of the Board or a Committee thereof attended by him. Further such reasonable additional remuneration as may be fixed by the Board may be paid to any one or more of the Directors for any extra services rendered by him or them. The Directors may also be paid such further remuneration as the Company in General Meeting may by Ordinary Resolution from time to time determine and sanction and such further remuneration shall be divided among the Directors in such proportion and manner as the Directors may from time to time determine and in default of such determination shall be divided among the Directors equally. [b] The Board may allow and pay to any Director reimbursement of expenses for participation in the Board and other meetings in addition to his fees for attending such meetings, or work as specified, and the Company may from time to time fix the remuneration to be paid to any member or members of their body constituting a Committee appointed by the Board in terms of these articles and may pay the same.	
134.	The Office of a Director shall become vacant as provided in section 167 of the Act, if:	When office of Director to become vacant
	(a) he incurs any of the disqualifications specified in section 164; (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; (c) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested; (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184; (e) he becomes disqualified by an order of a court or the Tribunal; (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months even if he has filed an appeal against the order of such court; (g) he is removed in pursuance of the provisions of this Act; (h) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.	
135.	Save as otherwise provided in section 188 of the Act no Director or other person referred to in the said section, shall enter into a contract with a party of the nature referred to in the said section except with the consent of the Board.	Director etc. not to enter into contract except with consent of Board
136.	Subject to the provisions of section 149, 152, of the Act, the Company, in General Meeting may, by Special Resolution, from time to time, (but subject to the other clauses hereof) increase or reduce the number of Directors.	Company may increase or reduce the number of Directors
137.	The Company shall keep at its Office Register of Contracts etc. as prescribed by section 189, a Register of Directors etc. as provided by	Registers to be kept

section 170 and a Register of Shareholdings as directed in section 170 of the Act and shall send under the provisions of section 170 of the Act to Registrar a return in duplicate in the prescribed form within thirty days of appointment of every director and key managerial personnel and within thirty days of any change taking place.

138. *The Registers, Books and other Documents of the Company required to be maintained by the Company and kept open for under the provisions of the Act, shall be available for inspection by the persons entitled thereto under the aforesaid provisions, to the extent, in the manner and on payment of the fees, if any, specified in the aforesaid provisions, at the Office of the Company, between the hours of 2.30 P.M. and 5 P.M. on any working day except when the Registers and Books are closed under the provisions of the Act, or these Articles.	Inspection of Registers etc.

PROCEEDINGS OF DIRECTORS

139. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. A meeting of the Board shall be held at least once in every three calendar months at such times and places as the Board may fix from time to time and at least four such meetings shall be held in a year in such a manner that not more than 120 days shall intervene between 2 consecutive meetings of the Board. Notice of every meeting shall be given to every Director as provided in section 173 of the Act.	Meeting of Directors
140. Notwithstanding anything contrary contained in the Articles of Association, the Director(s) may participate in Meetings of the Board and Committees thereof, through Video Conference facility and/or other permissible electronic or virtual facilities for communication. Such participation by the Director(s) at Meetings of the Board and Committees thereof, through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.	Participation through Electronic Mode
141. The Quorum for a meeting of the Board shall be as provided by section 174 of the Act i.e.: one-third of its total strength [any fraction contained in the one-third being rounded off as one] or two Directors, whichever is higher. Provided that if at any meeting the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two, shall be the quorum during such time. The provisions of section 174 of the Act shall apply where a meeting is adjourned for want of quorum. The attendance at the meeting of the Board shall be in accordance with the provisions of the Act and the Rules made thereunder.	Quorum
142. Provided further that a Director participating in a Meeting through use of Video Conference or any other permissible electronic mode of communication shall be counted for the purpose of quorum, notwithstanding anything contrary contained in the Articles of Association	Quorum in case of participation through Electronic Mode
143. A Director may at any time and the Secretary on the requisition of a Director shall convene a meeting of the Directors. The omission to give notice of any such meeting of the Directors to a Director, who is not in the place where the Registered Office of the Company is situated, shall not invalidate any resolution passed at any such meeting.	When Meetings to be Convened
144. Questions arising at any meeting shall be decided by majority of votes, each Director having one vote and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.	Casting vote
145. The Directors may appoint a Chairman of the Board and determine the	Appointment of

	period for which he is to hold office as Chairman. The Directors may also appoint a Deputy Chairman of the Board who shall preside at meetings of the Directors at which the Chairman is not present.	Chairman of the Board.
146.	All meetings of the Board shall be presided over by the Chairman but if at any meeting of Directors, the Chairman is not present at the time appointed for holding the same, the Deputy Chairman, if present shall preside and if he is also not present at such time or if there is no Deputy Chairman then and in that case, the Directors shall choose one of the Directors then present to preside at the meeting.	Person to preside at meeting in absence of Chairman
147.	A meeting of the Directors for the time being at which a quorum is present as aforesaid shall be competent to exercise all or any of the authority, power and discretion by or under the Act or the regulations of the Company for the time being vested in or exercisable by the Directors generally.	Power of Board Meeting
148.	Subject to the provisions of the Act, the Board may delegate any of its power to committees consisting of one or more member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee, either wholly or in part and either as to person or purposes. Every committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee in conformity with such regulations and fulfillment of the purpose of their appointment but not otherwise, shall have the like force and effects as if done by the Board.	Sub-Committees of the Board.
149.	Subject to the provisions of the Act, a Committee consisting of two and more members may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present at the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.	Chairman of Committee
150.	*Except in cases provided in section 175 of the Act, a resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, provided the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the Committee at their addresses registered with the Company in India, by hand delivery or by post or by courier, or by such electronic means as may be prescribed under the Rules framed under the Act and has been approved by a majority of the directors, as are entitled to vote on the resolution. A resolution passed by circular without a meeting of the Board or of a Committee of the Board shall subject to the provision of sub-clause (1) hereof be as valid and effectual as a resolution duly passed at a meeting of the Board or of the committee duly called and held.	*Circular Resolution of the Board and / or the Committees
151.	Acts done by any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or of any other person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director. Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the Company to be invalid or to have terminated.	Acts of Board or Committee valid
152.	The Board shall cause minutes of all its meetings and those of its Sub-Committee to be duly entered as required by provisions of sections 118 of	Minutes of proceedings of the

the Act.	Meetings of Directors and Committees to be kept.
153. The continuing Directors may act notwithstanding any vacancy in the Board, but and so long as their number is reduced below the quorum fixed for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.	Directors may act notwithstanding vacancy
154. [1] Every Director who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the board in which the contract or arrangement is discussed and shall not participate in such meeting.	Disclosure of interest by a Director.
[2] *For the purposes of Sub-clause [1] a general notice given to the Board by a Director, in accordance with provisions of section 184(1) of the Act, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made.	
[3] Nothing in this Article shall be taken to prejudice the operation of any rule of law restricting a Director of a Company from having any concern or interest in any contracts or arrangements with the Company.	
[4] Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the Directors of the one company or two or more of them together, holds or hold not more than two per cent of the paid-up share capital in the other Company.	
155. [1] No Director of the Company shall, as a Director take any part in the discussion of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote, his vote shall be void.	Interested Director not to participate or vote in Board's proceedings
[2] Sub-clause [1] shall not apply to:	
[a] any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or a surety for the Company;	
[b] any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company, in which the interest of the Director aforesaid consists solely [i] in his being a Director of such company and the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a Director, he having been nominated as such Director by this Company, or [ii] in his being a member holding not more than two per cent of the paid-up share capital.	

POWERS OF DIRECTORS

156. Subject to provisions of section 179 and 180 of the Act, the Board shall be entitled to exercise all such powers and do all such acts and things as the Company is authorised to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required	Powers of Directors

by the Act or any other act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Company in General Meeting; provided further that in exercising any such powers or doing any such acts or things, the Board shall be subject to the provisions contained in that behalf in the Act or any other Act or in the Memorandum and these Articles or in any regulations not inconsistent therewith duly made thereunder, including regulations made by the Company in General Meeting. No regulations made by the Company in General Meeting and no alteration of Articles shall invalidate any prior act of the Board, which would have been valid, if that regulation such direction or alteration had not been made.

157. Without prejudice to the general powers conferred by the preceding article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these presents, but subject nevertheless to the provisions of the Act it is hereby expressly declared that the Board shall have the following powers, that is to say:

Express Powers of the Board

- [1] To pay costs, charges and expenses preliminary and incidental to the promotion, formation and registration of the Company.
- [2] To purchase or otherwise acquire for the Company any property, rights or privileges which the Company requires at such prices and on such terms and conditions as they think fit.
- [3] To make loans to and enter into agreements with prospective customers of the Company or persons likely to do business or deal with the Company.
- [4] To make loans generally with a view to gainfully employ the funds of the Company and to give guarantees and provide securities as and when considered to be in the interest of the Company.
- [5] To consent to entering into contracts or deeds with a Director of the Company, or his relative, a firm in which such a Director or relative is a partner or any other partner in such a firm or a private company of which the Director is a member or Director, as may be permissible under the law and which may be beneficial to the Company.
- [6] To pay and charge to the capital of the Company any commission or interest lawfully payable there out under the provisions of section 40 of the Act.
- [7] To purchase or otherwise acquire or take on lease for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as it may think fit and in any such purchase or other acquisition to accept such title of as the Board may believe or may be advised, to be reasonably satisfactory, also to mortgage, sell or let the same or any other property of the Company on such terms as it may think proper.
- [8] At their discretion to pay for any property rights or privileges, acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages, or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- [9] To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper, all or any part of building, machinery, goods, stores, produce

and other moveable property of the Company either separately or jointly, also to insure all or any portion of goods, produce, machinery and other articles imported or exported by the Company, and to sell, assign surrender or discontinue any policies of assurance effected in pursuance of this power.

- [10] To open accounts with any banker or bankers or with any Company, firm or individual and to pay money into draw money from any such account from time to time as the Board may think fit.
- [11] To attach to any shares issued or to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions as to the transfer thereof as they think fit.
- [12] to accept from any member so far as may be permissible by law a surrender of his shares or stock or any part thereof, on such terms and conditions as shall be agreed.
- [13] To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.
- [14] To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- [15] To make and give receipts, releases and other discharges for moneys payable to the Company for the claims and demands of the company.
- [16] To invest and deal with any money of the Company whether or not immediately required for the purpose thereof, upon such securities or without security, and in such manner as they may think fit, and from time to time vary or realise such investments.
- [17] Subject to the provisions of the Act, to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property [present and future] as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- [18] To determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and document and to give the necessary authority for such purpose.
- [19] Within the limits provided by the Act or any other law to provide for the welfare of employees or ex-employees of the Company and the wives, widows and families or the dependants or connections of such persons, by building or contributing to the building of the houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus, other payments, or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds or trust and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.

- [20] Within the limits provided by the Act to subscribe or spend or contribute or otherwise to assist or to guarantee money for any social purpose, charitable, benevolent, religious, scientific, national, public, political or any other useful institutions, object or purposes or for any exhibition, or to any institution, club, society or fund or corporate social responsibility.
- [21] Before recommending any dividend, to set aside and transfer out the profits of the Company such sums as they may think proper to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund or any Special Fund to meet contingencies or to repay debentures or debenture stock, or special dividends or redeemable preference share or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company, and for such other purpose [including the purposes referred to in the preceding clauses 19 and 20] as the Directors may, in their absolute discretion, think conducive to the interests of the Company, with power from time to time to transfer moneys standing to the credit of one part thereof to the credit of any other fund and to invest the several sums so set aside or so much thereof as required to be invested, upon such investments, as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board may apply or upon which they expend the same or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such Special Funds as the Board may think fit, and to employ the assets constituting all or any of the above funds for any purpose of the Company and that without being bound to keep the same separate from the other assets, and without being bound to pay interest on the same, with power to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
- [22] To appoint and at their discretion remove or suspend such Key Managerial Personnel (KMP), managers, secretaries, officers, clerks, agents, and servants from permanent, temporary or special services as they may from time to time think fit, to determine their powers and duties, and fix their salaries and emoluments and to require security in such instances and to such amounts as they may think fit. And from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they deem fit and the provisions contained in the three-next following Sub-clauses 23, 24 and 25 shall be without prejudice to the general powers conferred by this Sub-clause.
- [23] To comply with requirements of any applicable law.
- [24] From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local Boards and to fix their remuneration. And from time to time and at any time [subject to the provisions of section 179 of the Act] to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors and to authorise the members for the time being of any Local Board or any of them, to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation

may be made on such terms, and subject to such conditions as the Board may think fit, and the board may at any time remove any person so appointed, and may annul or vary any such delegation.

- [25] *At any time and from time to time, by Power of Attorney, to appoint any person or persons to be the Attorneys for the Company, for such purposes and with such powers, authorities and discretions [not exceeding those vested or exercisable by the Directors under these presents] and for such period and subject to such conditions as the board may from time to time think fit, and any such appointment may [if the Board think fit] be made in favour of the members of the Local Board, established as aforesaid or in favour of any Company, or the shareholder, Directors, nominees or managers of any company, or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

- [26] Subject to the provisions of the Act, for and in relation to any of the matters or otherwise for the purpose of the Company to enter into all such negotiations and contracts including underwriting contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

***CONTRACTS AND DEEDS, INVESTMENTS ETC.**

158. [1] Contract on behalf of the Company may be made as follows; [a] a contract which, if made between private persons, would by law be required to be in writing signed by the parties to be charged therewith, may be made on behalf of the Company in writing signed by any person acting under its authority, express or implied, and may in the same manner be varied or discharged. [b] a contract which, if made between private persons, would by law be valid although made orally and not reduced into writing, may be made orally on behalf of the Company by any person acting under its authority, express or implied, and may in the same manner be varied or discharged. [2] A contract made according to this article shall bind the Company.	Forms of contracts
159. A bill of exchange, hundi or promissory note shall be deemed to have been made, accepted, made or endorsed on behalf of the Company if made drawn, accepted, or endorsed in the name of, or on behalf of or on account of the Company by any person acting under its authority express or implied.	Bills of Exchange and Promissory Notes.
160. *#Every deed or other instrument shall be signed by person[s] authorised by the Board of Directors or a committee thereof by way of a resolution and/or by granting a specific power of attorney. Every share certificate shall be signed by two Directors by affixing his signature thereon by means of any machine, equipment other mechanical means such as engraving in metal or lithography, and countersigned by the Secretary or other person[s] appointed by the Board or Committee thereof for the purpose.	Deed how executed.
161. *# [1] The Company may, by writing empower any person, either generally or in respect of any specified matters, as its Attorney, to execute deeds on its behalf in any place either in or outside India. [2] A deed signed by such an Attorney on behalf of the Company shall	Execution of deeds by Attorney.

bind the Company.

DIVIDENDS AND RESERVES

162. #The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. The dividend declared by the Company, shall be paid or the warrant in respect thereof shall be posted, within the time prescribed by the law but not later than 30 days from the date of the declaration as required by the section 127 of the Act.
- The Company in General Meeting may declare a dividend.
163. # [1] The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it think proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalizing dividends, and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Board may, from time to time think fit.
- Setting apart fund before declaration
- [2] The Board may also carry forward any profits, which it may think prudent not to divide, without setting them aside as a reserve.
164. #No dividends shall be declared or paid for any financial year except out of profits of the Company for that year arrived at as provided in section 123 of the Act, or out of the profits of the Company for any previous financial year or years arrived at as provided by the said section, or out of both. No dividend shall carry interest as against the Company. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.
- Dividends only to be paid out of profits
165. #The Board may, from time to time, pay to the members such interim dividend as appears to it, to be justified by the profits of the Company.
- Interim Dividend
166. # [1] Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. In respect of shares where calls are unpaid and in arrears the dividend payable thereon shall stand reduced proportionately. The Company shall have the power conferred by section 51 of the Act.
- Dividends in proportion to amount paid-up
- [2] No amount paid or credited as paid on a share in advance of call shall be treated for the purpose of this regulation as paid on the shares; nor shall it in respect thereof confer a right to dividend or to participate in profits.
- [3] All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms, providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly
- Capital paid up-advance not to earn dividend
167. # [1] The Board may retain the dividends payable on the shares in respect of which any person is, under Article 46 entitled to become a Member, or which any person under that Article is entitled to transfer the shares, until such person shall become a member in respect of such shares or shall duly transfer the same.
- Retention of dividends until completion of transfer.
- [2] No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other
- No member to receive dividend whilst indebted to the Company.

person or persons, and the Board may deduct from any dividend payable to any member all sums of money presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

168. #A transfer of shares shall not confer the right to any dividend declared thereon and before the registration of the transfer by the Company. Transfer of shares must be registered.
169. #Unless otherwise provided Dividends how remitted
- [1] any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheques or warrant, or electronic mode or by a pay-slip or receipt having the force of a cheques, sent through the post or courier directed to the registered address of the holders; or through electronic transfer or such other method as may be permitted under the provisions of the Act and/or Rules made thereunder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or the such person or to such address as the holder or joint holders may in writing direct. Every such cheques or warrant shall be made payable to the order of the person to whom it is sent. The provisions of section 123 shall be complied with whilst paying dividend.
- [2] Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
- [3] The Company shall not be liable or responsible for any cheques, warrant, pay-slip, or receipt lost in transit or for any dividend lost to member or person entitled thereto, by the forged endorsement of any cheques or warrant, or the forged signature of any pay-slip or receipt or the fraudulent recovery of the dividend or other moneys by any other means.
170. #Notice of any dividend whether interim or otherwise that may have been declared shall be given to the person entitled to share therein in the manner mentioned in these articles. All unclaimed dividends will be dealt as per the provisions of section 123,124 and 125 of the Act. No dividend shall be forfeited before the claim there to become barred by law. The Board may at any time annul the forfeiture and pay such dividend. Notice of dividend and unclaimed dividend
171. #No Dividend shall be payable except in cash: How Dividend to be paid
- Provided that nothing in this Article shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any Shares held by the Members of the Company.
172. #Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call may be made payable at the same time as dividend; and the dividend may if so decided at that meeting be set off against the call. Dividend and call together

ACCOUNTS

173. #The Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting: Proper Books of Accounts to be maintained

Provided that all or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide.

Provided further that the company may keep such books of account or other relevant papers in electronic mode in such manner as may be prescribed under the Act.

The Books of Account shall be open to inspection by any Director during business hours. The Books of Account relating to transactions effected at a branch office may subject to the provisions of the Act be kept at the branch office. The Books of Account relating to a period of not less than eight financial years immediately preceding the current year shall be preserved in good order.

174.	#The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open for inspection of members not being Directors. No member [not being a Director] shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.	As to inspection of accounts by members.
175.	#1. At every Annual General Meeting the Board shall lay before the Company financial statement for the financial year. 2. Where the Company has one or more subsidiaries, it shall, in addition to financial statement, prepare a consolidated financial statement of the company and of all the subsidiaries in the same form and manner as that of its own which shall also be laid before the Annual General Meeting of the Company along with the laying of its financial statement. Provided that the Company shall also attach along with its financial statement, a separate statement containing the salient features of the financial statement of its subsidiary or subsidiaries in such form as may be prescribed under the Act.	Statement of account to be furnished to General Meeting.
176.	#Every such financial statement shall be accompanied by a report of the Board prepared in accordance with the provisions of section 134 of the Act.	Director's Report under section 134 of the Act.
177.	#Subject to the provisions of the section 134 r.w. Schedule III to the Act Every balance sheet and every Profit and Loss Account subject to the provisions of the Act, be signed on behalf of the Board of Directors atleast by the chairperson of the Company where he is authorised by the Board or by two Directors out of which one shall be Managing Director and the Chief Executive Officer, if he is a director in the Company, the Chief Financial Officer and the Company Secretary of the Company	Signing of Profit & Loss Account and Balance Sheet.
178.	#A copy of every such financial statement including Profit and Loss Account and Balance Sheet, the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheet shall at least twenty-one days before the date of the meeting at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for holders of debentures issued by the Company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him and to all persons so entitled. Provided that the Company shall not be required to send the aforesaid documents if the said documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents, in the prescribed form, is sent to every Member of the Company and to every trustee for the holders of the debentures issued by the Company not less than twenty-one days before the date of the meeting.	A copy of Profit & Loss Account, Balance Sheet etc. shall be sent to each member and Debenture trustee.

AUDIT

179. #Once at least every year the books of accounts of the Company [including branch offices if any] shall be balanced and audited and the correctness of the financial statement for the financial year ascertained by an Auditor or Auditors. The accounts of the branch office [if any] of the Company shall be audited as provided in section 143 of the Act, or other rules for the time being in force. Accounts to be audited.
180. #Subject to provisions of the section 139, 141 and 142 of the Act and rules thereunder, the approval by the Audit Committee and on the recommendation of the Board the Company shall at each Annual General Meeting appoint/reappoint/ ratify the appointment of the Auditor or Auditors and fix their remuneration. The following provisions shall have effect, that is to say: Appointment and qualification of Auditors.
- [1] The Board may fill up any casual vacancy in the office of an Auditor within 30 days and an Auditor so appointed shall hold office until the conclusion of the next Annual General Meeting. While any such vacancy continues, the remaining Auditor or Auditors [if any] may act; provided that where such vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting convened within three months of the recommendation of the Board and the Audit Committee.
- [2] In appointing an Auditor, the Company shall have regard to section 141 of the Act. If an Auditor becomes subject after his appointment, to any of the disqualification specified in section 141 of the Act, he shall be deemed to have vacated his office as such.
- [3] In the case of proposal to appoint as Auditor, a person other than a retiring Auditor, or a proposal that a retiring Auditor shall not be re-appointed, the provisions of sections 140 of the Act shall be complied with.
181. #The remuneration of the Auditor shall be fixed by the Company in General Meeting, or in such manner as the Company in general meeting may determine, except that the remuneration of the first Auditors or any Auditors appointed to fill any casual vacancy, may be fixed by the Board. Remuneration of Auditors
182. #Every Auditor of the Company shall have the right of access at all times to the books and accounts and vouchers of the Company whether kept at the Registered office of the Company or elsewhere, and shall be entitled to require from the Directors and Officers of the Company such information and explanations as the Auditor may think necessary for the performance of his duties as Auditor. The Auditor shall make report to the members as required by section 143 of the Act. Company's books etc. shall always be open to auditors.
183. #The Auditor's report including Auditors special or supplementary report, if any, shall be attached to every financial statement. Report to be attached to financial statement.
- The qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the auditor's report shall be read before the company in general meeting and shall be open to inspection by any member of the Company.
184. #All notices of, and other communications relating to any General Meeting of the Company, which any member of the Company is entitled to have sent to him, shall also be forwarded to the Auditor of the Company; and the Auditor shall attend either by himself or through his authorized representative who shall also be qualified to be an auditor any General Meeting and to be heard at any General Meeting he attends, on any part of the business which concerns him as Auditor. Auditors to receive notice of certain meetings.

185. #Every account, which is audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within three months next after approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and henceforth shall be conclusive.	Accounts when audited and approved to be conclusive except as to errors discovered within three months.

SERVICE OF DOCUMENTS

186. #A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post, or speed post or by courier service or by electronic means as prescribed under the Rules or by leaving it at its Registered Office.	Service of documents on Company.

Notwithstanding anything contained in the Act or these Articles, where securities are held in a Depository, the Records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode.

187. #A document may be served on the Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address or by such electronic or other mode as may be prescribed under the Rules framed under the Act. A member may request for delivery of any document through a particular mode for which he shall be liable to pay fees as the Company may determine in its annual general meeting.	Service of documents on Registrar

188. # [1] Where a document is sent by post or courier:	Service of document on members
[a] service thereof shall be deemed to be effected by properly addressing, prepaying and posting or couriering a letter containing the document, provided that where a member has intimated to the Company in advance that document should be sent to him under a certificate of posting or by registered post or by courier with or without acknowledgement due and deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document shall not be deemed to be effected unless it is sent in the manner intimated by the member; and	
[b] such service shall be deemed to have been effected:	
[i] in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the same is posted or couriered, and	
[ii] in any other case, at the time at which the letter would be delivered in the ordinary course of post.	
[2] A document advertised in a newspaper circulating the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.	
[3] A document may be served by the Company on the joint holders of a share by serving it on the joint holder named first in the register in respect of the share.	
[4] A document may be served by the Company on the person entitled to a share in consequence of the death or insolvency of a member, by sending it through the post in the prepaid letter addressed to him by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied by	

serving the document in any manner in which it might have been served if the death or insolvency had not occurred.

- [5] Notwithstanding anything contrary contained in the Articles of Association, a document may be served by the Company on any Member by any electronic mode of communication and in such manner as is/ may be permitted by any law. Where a document is served by any such electronic mode, the service thereof shall be deemed to be effected in the manner as is/may be provided by any law.
189. #Every person who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previously to his name and address being entered on the register, shall have been duly given to the person from whom he derives his title to such share and is registered. Members bound by notice given to previous holders
190. #Any notice to be given by the Company may be signed by any key managerial personnel or an officer of the Company duly authorised by the Board in this behalf and the signature thereto may be written, printed or lithographed. Notice by company and Signature there to.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

191. #Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company or contracts made by or on behalf of a company may be signed by any key managerial personnel or an officer of the Company duly authorized by the Board Authentication of documents and proceedings
192. #Notice of every General Meeting of the Company shall be given in the manner authorised by Article to: To whom notices must be given
- [a] every member of the Company.
- [b] the persons entitled to a share in consequence of the death or insolvency of a member.
- [c] the assignee of an insolvent member;
- [d] auditor or auditors for the time being of the Company and
- [e] every director of the company.
193. #Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the Company without the permission of the Board or Managing Director or to require discovery of any information respecting any detail of the Company's trading or customers or any matter which is or may being in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose. Secrecy

RECONSTRUCTION

194. #On any sale of the undertaking of the Company, the Board or the liquidators on a winding up may, if authorised by a special resolution accept fully paid or partly paid up shares, debentures, or securities of any other Company, whether Indian or foreign, either then exiting or to be formed for the purchase in whole or in part of the property of the Company and the Board [if the profits of the Company permit] or the Liquidators [on a winding up] may distribute such shares or securities or any other property of the Company amongst the members, without realization or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or their securities benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in Distribution of assets

such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by valuation or distribution so authorised and waive all rights in relation thereto.

WINDING UP

195. # [1] Subject to the provisions of Chapter XX of the Act and the Rules made thereunder- Winding up.

If the Company shall be wound up, the liquidator may, with the sanction of the special resolution of the Company and any other sanction required by the Act, (subject to section 43 of the Act) divide amongst the members in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

[2] For purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

[3] The Liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

*INDEMNITY AND INSURANCE

196. **Subject to the provisions of the Act, every Director, Manager and other officer or any person (whether officer of the Company or not) employed by the Company, or as an auditor, or servant of the Company shall be indemnified by the Company and it shall be the duty of the Board to pay out of the funds of the Company all costs, charges, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharges of his duties including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such director, Manager, officer or servant in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court. **Company indemnify may
197. ** No director, manager or other officer of the Company shall be liable for the acts, receipts, neglects of any other director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by error of judgement, omission, default or oversight, on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty. Liability of officers
198. **The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably. Insurance

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the contracts referred to in para (A) below have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer).

The contracts together with the documents referred to in para (B) below may be inspected at the Registered Office of our Company between 11.00 a.m. to 5.00 p.m. on any Working Day from the date of this Letter of Offer until the closure of the subscription list.

(A) MATERIAL CONTRACTS FOR THE ISSUE

1. Issue Agreement dated January 18, 2017 between our Company and the Lead Manager.
2. Registrar Agreement dated January 11, 2017 between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated March 27, 2017 amongst our Company, the Lead Manager, Registrar to the Issue and the Banker to the Issue.
4. Underwriting Agreement dated March 27, 2017 between our Company and the Underwriter to the Issue.

(B) MATERIAL DOCUMENTS

1. Memorandum and Articles of Association of our Company.
2. Certificate of incorporation dated March 16, 1999.
3. Certificate of change of name from 'Gesco Corporation Private Limited' to 'Gesco Corporation Limited' dated August 25, 1999.
4. Certificate of incorporation consequent to change of name from 'Gesco Corporation Limited' to 'Mahindra Gesco Developers Limited' dated December 24, 2002.
5. Certificate of incorporation consequent to change of name from 'Mahindra Gesco Developers Limited' to 'Mahindra Lifespace Developers Limited' dated October 25, 2007.
6. Resolution of our Board dated October 27, 2016 pursuant to section 62 of the Companies Act authorising the Issue.
7. Resolution of our Board dated January 11, 2017 approving the Draft Letter of Offer and resolution of our Rights Issue Committee dated January 19, 2017 approving modifications made to the Draft Letter of Offer.
8. Our Board, vide resolution dated March 27, 2017 approved the Letter of Offer.
9. Consents of the Directors, Company Secretary and Compliance Officer, Lead Manager, legal advisor to the Issue, Registrar to the Issue, Banker to the Issue, Refund Banker, and Bankers to the Company, to include their names in this Letter of Offer to act in their respective capacities.
10. Annual reports of our Company for Fiscal 2016, 2015, 2014, 2013 and 2012.
11. Examination reports of the Auditors, dated January 11, 2017 on the Restated Financial Information included in this Letter of Offer.
12. Letter bearing reference number FED.CO.FID.No6628/10.21.387/2016 dated January 5, 2017 issued by the RBI conveying its approval of Rights Entitlement renounced by and to, person/entities

outside India/resident in India subject to adherence of Regulation 6 of FEMA20/2000 dated May 3, 2000, as amended from time to time.

13. Statement of Tax Benefits certificate dated March 17, 2017 from the Statutory Auditors being M/s. B.K. Khare & Co., Chartered Accountants.
14. Consent of M/s. B.K. Khare & Co., Chartered Accountants dated January 11, 2017 to be named as an “expert” under section 2(38) of the Companies Act, in relation to their report dated January 11, 2017 in relation to Restated Financial Information.
15. Tripartite Agreement dated June 24, 2016 between our Company, National Securities Depository Limited and the Registrar to the Issue.
16. Tripartite Agreement dated June 23, 2016 between our Company, Central Depository Services (India) Limited and the Registrar to the Issue.
17. Shareholders’ Agreement dated June 12, 1997 between our Company, Tamil Nadu Industrial Development Corporation Limited and Infrastructure Leasing and Financial Services Limited.
18. Shareholders’ agreement dated June 25, 2006 between our Company, Rajasthan State Industrial Development and Investment Corporation Limited and Mahindra World City (Jaipur) Limited.
19. Shareholders agreement dated May 27, 2011 between our Company, B.E. Billimoria & Co. Limited and Mahindra Bebanco Developers Limited.
20. Shareholders agreement, share subscription agreement and development management agreement dated July 25, 2013 between our Company, SCM Real Estate (Singapore) Private Limited and Watsonia Developers Private Limited (now known as Mahindra Homes Private Limited).
21. Joint venture agreement with Sumitomo Corporation of Japan and our subsidiary MWCDL dated May 28, 2015.
22. Due Diligence Certificate dated January 19, 2017 addressed to SEBI from the Lead Manager.
23. In-principle listing approvals dated February 1, 2017 and January 31, 2017 from the BSE and the NSE, respectively.
24. Observation letter no. SEBI/HO/CFD/DILI/BNS/KB/4657/2017 dated March 2, 2017 received from SEBI.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time, if so required, in our interest or if required by the other parties, without reference to the Eligible Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the Securities Contracts (Regulation) Act, the SEBI Act, each as amended or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in this Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name	Signature
Arun Nanda <i>Chairman and Non-Executive Director</i>	
Anita Arjundas <i>Managing Director and Chief Executive Officer</i>	
Anish Shah <i>Non-Executive Director</i>	
Sanjiv Kapoor <i>Independent Director</i>	
Shailesh Haribhakti <i>Independent Director</i>	
Prakash Hebalkar <i>Independent Director</i>	
Bharat Shah <i>Independent Director</i>	

Date: March 27, 2017

Place: Mumbai

Jayant Manmadkar
Chief Financial Officer